

**第 8 部****押記的登記***(格式變更——2013 年第 1 號編輯修訂紀錄)***第 1 分部 —— 導言****333. 釋義**

(1) 在本部中 ——

**押記** (charge) 包括按揭；

**經理人** (manager) 不包括根據《公司 (清盤及雜項條文) 條例》(第 32 章) 第 216 條委任的公司或註冊非香港公司的產業或業務的特別經理人。

(2) 就本部而言 ——

- (a) 如註冊非香港公司的船舶或飛機是在香港註冊的，則該船舶或飛機即使實際上是處於香港以外地方，亦須視為該公司在香港的財產；及
- (b) 如註冊非香港公司的船舶或飛機是在香港以外地方註冊的，則該船舶或飛機即使實際上是處於香港境內，亦須視為該公司在香港以外的財產。

(3) 在第 2 及 4 分部中，提述擁有某項押記的權益的人，不包括設立該項押記的公司或註冊非香港公司。

(4) 就第 2 及 3 分部而言，交付登記的一份關乎某項押記的文書的副本，如經以下的人核證為真實副本，即屬經核證副本 ——

(a) 以下的人 ——

- (i) 交付該副本登記的公司或註冊非香港公司的董事或公司秘書；或

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(1) In this Part—

**charge** (押記) includes mortgage;

**manager** (經理人) excludes a special manager of the estate or business of a company or registered non-Hong Kong company appointed under section 216 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).

(2) For the purposes of this Part—

- (a) if a ship or aircraft of a registered non-Hong Kong company is registered in Hong Kong, it is to be regarded as property in Hong Kong of the company even though it is physically located outside Hong Kong; and
- (b) if a ship or aircraft of a registered non-Hong Kong company is registered in a place outside Hong Kong, it is to be regarded as property outside Hong Kong of the company even though it is physically located in Hong Kong.

(3) In Divisions 2 and 4, a reference to a person interested in a charge excludes the company or registered non-Hong Kong company creating the charge.

(4) For the purposes of Divisions 2 and 3, a copy of an instrument in relation to a charge delivered for registration is a certified copy if it is certified as a true copy—

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- (ii) 該公司或註冊非香港公司為此目的授權的人；或
- (b) 以下的人 ——
  - (i) 擁有該項押記的權益的任何其他人；或
  - (ii) 如 ——
    - (A) 擁有權益的人是自然人，該擁有權益的人為此目的授權的人；或
    - (B) 擁有權益的人是法人團體，該擁有權益的人為此目的授權的人，或該擁有權益的人的董事或公司秘書。
- (5) 在第 6 分部中，提述註冊非香港公司的已押記財產，即提述 ——
  - (a) 該公司在香港境內而又受該公司設立的押記規限的財產，但不包括在設立該項押記時不在香港境內的財產；或
  - (b) 該公司在香港境內的財產，而在該公司取得該財產時該財產已受某項押記規限；但如在該公司取得該財產時該財產不在香港境內，則不包括該財產。

## 第 2 分部 —— 在設立指明押記後將該項押記登記的責任

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- (a) by—
  - (i) a director or company secretary of the company or registered non-Hong Kong company delivering the copy for registration; or
  - (ii) a person authorized by that company or registered non-Hong Kong company for the purpose; or
- (b) by—
  - (i) any other person interested in the charge; or
  - (ii) in the case of—
    - (A) an interested person who is a natural person, a person authorized by the interested person for the purpose; or
    - (B) an interested person that is a body corporate, a person authorized by the interested person for the purpose, or a director or company secretary of the interested person.
- (5) In Division 6, a reference to the charged property of a registered non-Hong Kong company is a reference to—
  - (a) the property in Hong Kong of the company and subject to a charge created by the company, except property that was not in Hong Kong when the charge was created; or
  - (b) the property in Hong Kong of the company and subject to a charge that subsisted when the property was acquired by the company, except property that was not in Hong Kong when it was so acquired.

## Division 2—Obligation to Register Specified Charges after Creation

### 334. Specified charge

- (1) 在本分部中，提述指明押記，即提述在本條的生效日期<sup>#</sup>當日或之後設立的任何下述押記——
- (a) 就公司的未催繳股本設立的押記；
  - (b) 藉一份文書設立或證明的押記，而該文書假使是由一名自然人簽立便須作為賣據登記的；
  - (c) 就土地（不論位於何處）或任何土地權益設立的押記，但不包括就該土地所產生的租金或其他定期款項設立的押記；
  - (d) 就公司的帳面債項設立的押記；
  - (e) 就已催繳但未繳付的股款設立的押記；
  - (f) 就股份發行價的到期應繳付但未繳付的分期付款設立的押記；
  - (g) 就船舶或船舶的任何份額設立的押記；
  - (h) 就飛機或飛機的任何份額設立的押記；
  - (i) 就以下事宜設立的押記——
    - (i) 商譽；
    - (ii) 專利權或根據專利權發出的特許；
    - (iii) 商標；或
    - (iv) 版權或根據版權發出的特許；
  - (j) 就公司業務或財產設立的浮動押記。
- (2) 就第 (1)(c) 款而言，持有賦予其持有人享有就土地設立的押記的權利的債權證，不得視為一項土地權益。
- (3) 就第 (1)(d) 款而言——
- (a) 存放一份為帳面債項的支付作保證的可流轉票據作為保證，不得視為就該等帳面債項設立的押記；及
  - (b) 如公司有一筆款項存放於另一人處（不論該筆款項是由該公司存放，或是由任何其他人為該公司的利

- (1) In this Division, a reference to a specified charge is a reference to any of the following charges created on or after the commencement date<sup>#</sup> of this section—
- (a) a charge on uncalled share capital of the company;
  - (b) a charge created or evidenced by an instrument that, if executed by a natural person, would require registration as a bill of sale;
  - (c) a charge on land (wherever situate) or any interest in land, except a charge for any rent or other periodical sum issuing out of land;
  - (d) a charge on book debts of the company;
  - (e) a charge on calls made but not paid;
  - (f) a charge on instalments due, but not paid, on the issue price of shares;
  - (g) a charge on a ship or any share in a ship;
  - (h) a charge on an aircraft or any share in an aircraft;
  - (i) a charge on—
    - (i) goodwill;
    - (ii) a patent or a licence under a patent;
    - (iii) a trademark; or
    - (iv) a copyright or a licence under a copyright;
  - (j) a floating charge on the company's undertaking or property.
- (2) For the purposes of subsection (1)(c), the holding of debentures entitling the holder to a charge on land is not to be regarded as an interest in the land.
- (3) For the purposes of subsection (1)(d)—

益而存放)，則就該公司獲得還款的權利而設立的押記，不得視為就該公司的帳面債項設立的押記。

- (4) 就第 (1)(d) 及 (j) 款而言，如公司向船東租用船舶，則船東可根據租約就須付的款額而對轉租運費行使的留置權，不得視為就該公司的帳面債項設立的押記，亦不得視為就該公司的業務或財產設立的浮動押記。

編輯附註：

# 生效日期：2014 年 3 月 3 日。

### 335. 公司須登記它設立的指明押記

- (1) 公司須在第 (5)(a) 款指明的登記期內，將關於該公司設立的每項指明押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書（如有的話）的經核證副本，交付處長登記。
- (2) 凡 ——
- (a) 公司設立了一項指明押記，而該項押記 ——
- (i) 是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的（不論該債權證是否亦載有該項押記）；或
- (ii) 是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的；及

- (a) the deposit by way of security of a negotiable instrument given to secure the payment of book debts is not to be regarded as a charge on those book debts; and
- (b) if a company maintains a deposit of money with another person (whether the money is deposited by the company or by any other person for the company's benefit), a charge on the company's right to repayment of the money is not to be regarded as a charge on book debts of the company.

- (4) For the purposes of subsection (1)(d) and (j), if a company charters a ship from a shipowner, the shipowner's lien on the subfreights for amounts due under the charter is not to be regarded as a charge on book debts of the company or as a floating charge on the company's undertaking or property.

Editorial Note:

# Commencement date: 3 March 2014.

### 335. Company must register specified charge created by it

- (1) A company must deliver a statement of the particulars of every specified charge created by the company, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (5)(a).
- (2) Where—
- (a) a specified charge created by a company—
- (i) is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture); or

- (b) 每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，
- 則如該公司在第 (5)(b) 款指明的登記期內，將關於該項押記的詳情的陳述，連同第 (4) 款指明的文書的經核證副本，交付處長登記，該公司即視為已就該項押記遵守第 (1) 款。
- (3) 擁有指明押記的權益的人 ——
- (a) 可在第 (5)(a) 款指明的登記期內，將關於該項押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書 ( 如有的話 ) 的經核證副本，交付處長登記；或
- (b) ( 如屬第 (2) 款的情況 ) 可在第 (5)(b) 款指明的登記期內，將關於該項押記的詳情的陳述，連同第 (4) 款指明的文書的經核證副本，交付處長登記。
- (4) 就 ——
- (a) ( 如有關指明押記是藉提述某文書而給予的 ) 第 (2)(a)(i) 款而言，有關文書即該文書；或
- (b) 第 (2)(a)(ii) 款而言，有關文書即有關債權證系列的任何一份債權證。
- (5) 就 ——
- (a) 第 (1) 或 (3)(a) 款而言 ——
- (i) 登記期是設立有關指明押記的日期後的一個月；或
- (ii) 如有關指明押記是在香港以外設立，並且包含在香港以外的財產，則登記期是設立該項押記或證明有該項押記的文書的經核證副本 ( 如付出應有努力發送 ) 可在經正常的郵遞程序於香港接獲的日期後的一個月；及
- (b) 第 (2) 或 (3)(b) 款而言 ——

- (ii) is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument); and
- (b) every holder of the debentures of the series is entitled equally to the benefit of the charge,
- the company is to be regarded as having complied with subsection (1) in relation to the specified charge if the company delivers a statement of the particulars of the charge, together with a certified copy of an instrument specified in subsection (4), to the Registrar for registration within the registration period specified in subsection (5)(b).
- (3) A person interested in a specified charge—
- (a) may deliver a statement of the particulars of the charge, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (5)(a); or
- (b) may, in the case of subsection (2), deliver a statement of the particulars of the charge, together with a certified copy of an instrument specified in subsection (4), to the Registrar for registration within the registration period specified in subsection (5)(b).
- (4) The instrument is—
- (a) for the purposes of subsection (2)(a)(i), the instrument by reference to which the specified charge is given; or
- (b) for the purposes of subsection (2)(a)(ii), any one debenture of the series.
- (5) The registration period is—
- (a) for the purposes of subsection (1) or (3)(a)—
- (i) one month after the date on which the specified charge is created; or



- (i) 如有關指明押記是藉提述某文書而給予的，登記期是簽立該文書後的一個月；如沒有該文書，則登記期是簽立有關債權證系列的首份債權證後的一個月；或
  - (ii) 如有關指明押記是在香港以外設立，並且包含在香港以外的財產，則登記期是有關指明文書的經核證副本（如付出應有努力發送）可在經正常的郵遞程序於香港接獲的日期後的一個月。
- (6) 關於指明押記的詳情的陳述 ——
- (a) 須符合指明格式；及
  - (b) 須隨附訂明費用。
- (7) 擁有指明押記的權益的人如已向處長繳付登記關於該項押記的詳情的陳述的訂明費用，則可向設立該項押記的公司討回該費用。
- (8) 如指明押記是在香港設立，並且包含在香港以外某地方的財產，則即使仍需進一步的程序以使該項押記按照該地方的法律得以有效或有效力，仍可根據第 (1)、(2) 或 (3) 款，將設立或本意是設立該項押記的文書的經核證副本，交付處長登記。

- (ii) where the specified charge is created outside Hong Kong and comprising property situate outside Hong Kong, one month after the date on which a certified copy of the instrument creating or evidencing that charge could, if despatched with due diligence, have been received in Hong Kong in due course of post; and
- (b) for the purposes of subsection (2) or (3)(b)—
- (i) one month after the execution of the instrument by reference to which the specified charge is given or if there is no such instrument, one month after the execution of the first debenture of the series; or
  - (ii) where the specified charge is created outside Hong Kong and comprising property situate outside Hong Kong, one month after the date on which a certified copy of the specified instrument could, if despatched with due diligence, have been received in Hong Kong in due course of post.
- (6) A statement of the particulars of a specified charge—
- (a) must be in the specified form; and
  - (b) must be accompanied by the prescribed fee.
- (7) If a person interested in a specified charge pays to the Registrar any prescribed fee for the registration of a statement of the particulars of the charge, the fee is recoverable from the company creating the charge.
- (8) If a specified charge is created in Hong Kong and comprises property situate outside Hong Kong, a certified copy of the instrument creating or purporting to create the charge may be delivered to the Registrar for registration under subsection (1), (2) or (3) even though further proceedings may be necessary to make that charge valid or effectual according to the law of the place in which the property is situate.

**336. 註冊非香港公司須登記它設立的指明押記**

- (1) 註冊非香港公司須在第 (6)(a) 款指明的登記期內，將關於該公司就其在香港境內的財產設立的每項指明押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書 ( 如有的話 ) 的經核證副本，交付處長登記。
- (2) 凡 ——
  - (a) 註冊非香港公司就其在香港境內的財產設立了一項指明押記，而該項押記 ——
    - (i) 是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的 ( 不論該債權證是否亦載有該項押記 ) ; 或
    - (ii) 是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的 ; 及
  - (b) 每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，則如該公司在第 (6)(b) 款指明的登記期內，將關於該項押記的詳情的陳述，連同第 (4) 款指明的文書的經核證副本，交付處長登記，該公司即視為已就該項押記遵守第 (1) 款。
- (3) 擁有指明押記的權益的人 ——
  - (a) 可在第 (6)(a) 款指明的登記期內，將關於該項押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書 ( 如有的話 ) 的經核證副本，交付處長登記 ; 或
  - (b) ( 如屬第 (2) 款的情況 ) 可在第 (6)(b) 款指明的登記期內，將關於該項押記的詳情的陳述，連同第 (4) 款指明的文書的經核證副本，交付處長登記。
- (4) 就 ——

**336. Registered non-Hong Kong company must register specified charge created by it**

- (1) A registered non-Hong Kong company must deliver a statement of the particulars of every specified charge created by the company on property in Hong Kong of the company, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (6)(a).
- (2) Where—
  - (a) a specified charge created by a registered non-Hong Kong company on property in Hong Kong of the company—
    - (i) is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture); or
    - (ii) is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument); and
  - (b) every holder of the debentures of the series is entitled equally to the benefit of the charge,the company is to be regarded as having complied with subsection (1) in relation to the specified charge if the company delivers a statement of the particulars of the charge, together with a certified copy of an instrument specified in subsection (4), to the Registrar for registration within the registration period specified in subsection (6)(b).
- (3) A person interested in a specified charge—

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- (a) (如有關指明押記是藉提述某文書而給予的)第(2)(a)(i)款而言,有關文書即該文書;或
- (b) 第(2)(a)(ii)款而言,有關文書即有關債權證系列的任何一份債權證。
- (5) 如註冊非香港公司就某財產設立押記時,該財產不在香港境內,則第(1)及(2)款不適用於該項押記。
- (6) 就 ——
  - (a) 第(1)或(3)(a)款而言,登記期是設立有關指明押記的日期後的一個月;及
  - (b) 第(2)或(3)(b)款而言 ——
    - (i) 如有關指明押記是藉提述某文書而給予的,登記期是簽立該文書後的一個月;或
    - (ii) 如沒有該文書,登記期是簽立有關債權證系列的首份債權證後的一個月。
- (7) 關於指明押記的詳情的陳述 ——
  - (a) 須符合指明格式;及
  - (b) 須隨附訂明費用。
- (8) 擁有指明押記的權益的人如已向處長繳付登記關於該項押記的詳情的陳述的訂明費用,則可向設立該項押記的註冊非香港公司討回該費用。

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- (a) may deliver a statement of the particulars of the charge, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (6)(a); or
- (b) may, in the case of subsection (2), deliver a statement of the particulars of the charge, together with a certified copy of an instrument specified in subsection (4), to the Registrar for registration within the registration period specified in subsection (6)(b).
- (4) The instrument is—
  - (a) for the purposes of subsection (2)(a)(i), the instrument by reference to which the specified charge is given; or
  - (b) for the purposes of subsection (2)(a)(ii), any one debenture of the series.
- (5) Subsections (1) and (2) do not apply to a charge on property if the property was not in Hong Kong when the charge was created by the registered non-Hong Kong company.
- (6) The registration period is—
  - (a) for the purposes of subsection (1) or (3)(a), one month after the date on which the specified charge is created; and
  - (b) for the purposes of subsection (2) or (3)(b)—
    - (i) one month after the execution of the instrument by reference to which the specified charge is given; or
    - (ii) if there is no such instrument, one month after the execution of the first debenture of the series.
- (7) A statement of the particulars of a specified charge—
  - (a) must be in the specified form; and
  - (b) must be accompanied by the prescribed fee.



**337. 違反第 335 或 336 條的後果**

- (1) 如有以下情況，本條適用 ——
- (a) 公司就指明押記違反第 335(1) 條，而擁有該項押記的權益的人沒有根據第 335(3) 條登記該項押記；或
  - (b) 註冊非香港公司就指明押記違反第 336(1) 條，而擁有該項押記的權益的人沒有根據第 336(3) 條登記該項押記。
- (2) 除第 346 條另有規定外，有關公司或註冊非香港公司及其每名責任人均屬犯罪。
- (3) 任何人犯第 (2) 款所訂罪行，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。
- (4) 除第 346 條另有規定外，在以有關公司或註冊非香港公司的業務或財產作出的抵押是由指明押記授予的範圍內，該項押記相對於該公司或註冊非香港公司的任何清盤人及債權人而言屬無效。
- (5) 第 (4) 款不損害關於付還指明押記所保證的借款的合約或責任。
- (6) 當一項指明押記根據第 (4) 款變為無效時，貸款人有權要求立即付還該項押記所保證的借款。(由 2018 年第 35 號第 29 條修訂)

**第 3 分部 —— 登記原有押記的責任**

- (8) If a person interested in a specified charge pays to the Registrar any prescribed fee for the registration of a statement of the particulars of the charge, the fee is recoverable from the registered non-Hong Kong company creating the charge.

**337. Consequences of contravention of section 335 or 336**

- (1) This section applies if—
- (a) a company contravenes section 335(1) in relation to a specified charge, and a person interested in the charge has not registered the charge under section 335(3); or
  - (b) a registered non-Hong Kong company contravenes section 336(1) in relation to a specified charge, and a person interested in the charge has not registered the charge under section 336(3).
- (2) Subject to section 346, the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong company, commit an offence.
- (3) A person who commits an offence under subsection (2) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) Subject to section 346, the specified charge is void against any liquidator and creditor of the company or registered non-Hong Kong company so far as any security on its undertaking or property is conferred by the charge.
- (5) Subsection (4) does not prejudice any contract or obligation for repayment of the money secured by the specified charge.
- (6) At the lender's option, the money secured by a specified charge becomes immediately payable when the charge becomes void under subsection (4).

**Division 3—Obligation to Register Existing Charges**

**338. 公司須將所取得的財產的原有押記登記**

- (1) 如有以下情況，本條適用 ——
  - (a) 公司取得受押記規限的財產；而
  - (b) 該項押記所屬的種類，是假使它是在該公司取得該財產後才由該公司設立，則該公司便須按第 335(1) 條的規定將關於該項押記的詳情的陳述交付登記者。
- (2) 公司須在第 (3) 款指明的登記期內，將關於有關押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書（如有的話）的經核證副本，交付處長登記。
- (3) 登記期是 ——
  - (a) 取得有關財產的程序完成的日期後的一個月；或
  - (b) （如有關財產是在香港以外，而有關押記亦是在香港以外設立）設立該項押記或證明有該項押記的文書的經核證副本（如付出應有努力發送）可在經正常的郵遞程序於香港接獲的日期後的一個月。
- (4) 關於押記的詳情的陳述 ——
  - (a) 須符合指明格式；及
  - (b) 須隨附訂明費用。
- (5) 除第 346 條另有規定外，如公司違反第 (2) 款，該公司及其每名責任人均屬犯罪。
- (6) 任何人犯第 (5) 款所訂罪行，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。

**338. Company must register charge existing on property acquired**

- (1) This section applies if—
  - (a) a company acquires property subject to a charge; and
  - (b) the charge is of a kind that a statement of its particulars would have been required by section 335(1) to be delivered for registration had it been created by the company after the acquisition.
- (2) The company must deliver a statement of the particulars of the charge, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (3).
- (3) The registration period is—
  - (a) one month after the date on which the acquisition is completed; or
  - (b) where the property is situate, and the charge was created, outside Hong Kong, one month after the date on which a certified copy of the instrument creating or evidencing the charge could, if despatched with due diligence, have been received in Hong Kong in due course of post.
- (4) A statement of the particulars of a charge—
  - (a) must be in the specified form; and
  - (b) must be accompanied by the prescribed fee.
- (5) Subject to section 346, if a company contravenes subsection (2), the company, and every responsible person of the company, commit an offence.
- (6) A person who commits an offence under subsection (5) is liable to a fine at level 5 and, in the case of a continuing

**339. 註冊非香港公司須將所取得的財產的原有押記登記**

- (1) 如有以下情況，本條適用 ——
- (a) 註冊非香港公司取得受押記規限而又在香港境內的財產；而
  - (b) 該項押記所屬的種類，是假使它是在該註冊非香港公司取得該財產後才由該公司設立，則該公司便須按第 336(1) 條的規定將關於該項押記的詳情的陳述交付登記者。
- (2) 如註冊非香港公司取得某財產時，該財產不是在香港境內，則第 (1)(a) 款不適用於規限該財產的押記。
- (3) 註冊非香港公司須在第 (4) 款指明的登記期內，將關於有關押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書 ( 如有的話 ) 的經核證副本，交付處長登記。
- (4) 登記期是取得有關財產的程序完成的日期後的一個月。
- (5) 關於押記的詳情的陳述 ——
- (a) 須符合指明格式；及
  - (b) 須隨附訂明費用。
- (6) 除第 346 條另有規定外，如註冊非香港公司違反第 (3) 款，該公司及其每名責任人均屬犯罪。
- (7) 任何人犯第 (6) 款所訂罪行，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。

offence, to a further fine of \$1,000 for each day during which the offence continues.

**339. Registered non-Hong Kong company must register charge existing on property acquired**

- (1) This section applies if—
- (a) a registered non-Hong Kong company acquires property in Hong Kong subject to a charge; and
  - (b) the charge is of a kind that a statement of its particulars would have been required by section 336(1) to be delivered for registration had it been created by the registered non-Hong Kong company after the acquisition.
- (2) Subsection (1)(a) does not apply to a charge on property if the property was not in Hong Kong when the property was acquired by the registered non-Hong Kong company.
- (3) The registered non-Hong Kong company must deliver a statement of the particulars of the charge, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (4).
- (4) The registration period is one month after the date on which the acquisition is completed.
- (5) A statement of the particulars of a charge—
- (a) must be in the specified form; and
  - (b) must be accompanied by the prescribed fee.
- (6) Subject to section 346, if a registered non-Hong Kong company contravenes subsection (3), the company, and every responsible person of the company, commit an offence.
- (7) A person who commits an offence under subsection (6) is liable to a fine at level 5 and, in the case of a continuing

**340. 註冊非香港公司須將在公司根據第 16 部註冊的日期已就財產設立的押記登記**

- (1) 如有以下情況，本條適用 ——
- (a) 在註冊非香港公司根據第 16 部註冊的日期，該公司有在香港境內的 ——
    - (i) 受該公司設立的押記規限的財產；或
    - (ii) 受在取得該財產時已存在的押記規限的財產；而
  - (b) 該項押記所屬的種類，是假使它是在該公司根據第 16 部註冊後才由該公司設立，或該公司是在該項註冊後才取得該財產，則該公司便須按第 336(1) 或 339(3) 條的規定將關於該項押記的詳情的陳述交付登記者。
- (2) 註冊非香港公司須在第 (5) 款指明的登記期內，將關於有關押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書 ( 如有的話 ) 的經核證副本，交付處長登記。
- (3) 如屬第 (1)(a)(i) 款的情況，而 ——
- (a) 有關押記 ——
    - (i) 是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的 ( 不論該債權證是否亦載有該項押記 ) ；或
    - (ii) 是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的；及
  - (b) 每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，

offence, to a further fine of \$1,000 for each day during which the offence continues.

**340. Registered non-Hong Kong company must register charge existing on property on date of company's registration under Part 16**

- (1) This section applies if—
- (a) a registered non-Hong Kong company has, on the date of its registration under Part 16, property in Hong Kong subject to—
    - (i) a charge created by the company; or
    - (ii) a charge that subsisted when the property was acquired; and
  - (b) the charge is of a kind that a statement of its particulars would have been required by section 336(1) or 339(3) to be delivered for registration had the charge been created by the company, or had the property been acquired by the company, after the company has been registered under Part 16.
- (2) The registered non-Hong Kong company must deliver a statement of the particulars of the charge, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration within the registration period specified in subsection (5).
- (3) If, in the case of subsection (1)(a)(i)—
- (a) the charge—
    - (i) is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture); or

則如有關註冊非香港公司在第 (5) 款指明的登記期內，將關於該項押記的詳情的陳述，連同第 (4) 款指明的文書的經核證副本，交付處長登記，該公司即視為已就該項押記遵守第 (2) 款。

- (4) 就 ——
- (a) ( 如有關押記是藉提述某文書而給予的 ) 第 (3)(a)(i) 款而言，有關文書即該文書；或
- (b) 第 (3)(a)(ii) 款而言，有關文書即有關債權證系列的任何一份債權證。
- (5) 登記期是註冊非香港公司根據第 16 部註冊的日期後的一個月。
- (6) 關於押記的詳情的陳述 ——
- (a) 須符合指明格式；及
- (b) 須隨附訂明費用。
- (7) 除第 346 條另有規定外，如註冊非香港公司違反第 (2) 款，該公司及其每名責任人均屬犯罪。
- (8) 任何人犯第 (7) 款所訂罪行，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。

#### 第 4 分部 —— 登記債權證的其他詳情的責任

- (ii) is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument); and
- (b) every holder of the debentures of the series is entitled equally to the benefit of the charge,
- the registered non-Hong Kong company is to be regarded as having complied with subsection (2) in relation to the charge if that company delivers a statement of the particulars of the charge, together with a certified copy of an instrument specified in subsection (4), to the Registrar for registration within the registration period specified in subsection (5).
- (4) The instrument is—
- (a) for the purposes of subsection (3)(a)(i), the instrument by reference to which the charge is given; or
- (b) for the purposes of subsection (3)(a)(ii), any one debenture of the series.
- (5) The registration period is one month after the date on which the registered non-Hong Kong company is registered under Part 16.
- (6) A statement of the particulars of a charge—
- (a) must be in the specified form; and
- (b) must be accompanied by the prescribed fee.
- (7) Subject to section 346, if a registered non-Hong Kong company contravenes subsection (2), the company, and every responsible person of the company, commit an offence.
- (8) A person who commits an offence under subsection (7) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

#### Division 4—Obligation to Register Other Particulars of



**Debentures****341. 公司或註冊非香港公司須將發行債權證的詳情登記**

- (1) 如有以下情況，本條適用 ——
- (a) 有屬一個債權證系列的組成部分的債權證，當中 ——
    - (i) 載有公司或註冊非香港公司設立的押記；或
    - (ii) 藉提述任何其他載有公司或註冊非香港公司設立的押記的文書，而給予該項押記；
  - (b) 每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利；及
  - (c) 關於該項押記的詳情的陳述，須根據第 335(2)、336(2) 或 340(3) 條交付登記。
- (2) 公司或註冊非香港公司須在第 (4) 款指明的登記期內，將關於上述債權證系列的每次發行的詳情的陳述，交付處長登記。
- (3) 擁有有關押記的權益的人，可在第 (4) 款指明的登記期內，將關於某次發行債權證的詳情的陳述，交付處長登記。
- (4) 就 ——
- (a) 根據第 335(2) 或 336(2) 條交付登記的、關於有關押記的詳情的陳述而言 ——
    - (i) 如債權證是在設立該項押記時發行的，則登記期是第 335(5)(b) 或 336(6)(b) 條就該項押記的登記而指明的登記期；或
    - (ii) 如屬任何其後發行的債權證，則登記期是發行日期後的一個月；或
  - (b) 根據第 340(3) 條交付登記的、關於有關押記的詳情的陳述而言 ——

**341. Company or registered non-Hong Kong company must register particulars of issue of debentures**

- (1) This section applies if—
- (a) a debenture forming part of a series—
    - (i) contains a charge created by a company or registered non-Hong Kong company; or
    - (ii) gives a charge created by a company or registered non-Hong Kong company, by reference to any other instrument containing the charge;
  - (b) every holder of the debentures of the series is entitled equally to the benefit of the charge; and
  - (c) a statement of the particulars of the charge is required to be delivered for registration under section 335(2), 336(2) or 340(3).
- (2) The company or registered non-Hong Kong company must deliver a statement of the particulars of every issue of the debentures of the series to the Registrar for registration within the registration period specified in subsection (4).
- (3) A person interested in the charge may deliver a statement of the particulars of an issue of debentures to the Registrar for registration within the registration period specified in subsection (4).
- (4) The registration period is—
- (a) if a statement of the particulars of the charge is delivered for registration under section 335(2) or 336(2)—
    - (i) in the case of an issue of debentures made at the time of the creation of the charge, the registration period specified in relation to the registration of the charge in section 335(5)(b) or 336(6)(b); or

- (i) 如債權證是在根據第 16 部註冊當日或之前發行的，則登記期是第 340(5) 條就該項押記的登記而指明的登記期；或
  - (ii) 如屬任何其後發行的債權證，則登記期是發行日期後的一個月。
- (5) 關於某次發行的債權證的詳情的陳述須符合指明格式。
  - (6) 在不局限第 23 條的原則下，關於某次發行債權證的詳情的陳述，須載有該次發行的日期及款額。
  - (7) 除第 346 條另有規定外，如第 (2) 款遭違反，而擁有有關押記的權益的人沒有根據第 (3) 款將關於該次發行債權證的詳情的陳述交付登記，則有關公司或註冊非香港公司及其每名責任人均屬犯罪。
  - (8) 任何人犯第 (7) 款所訂罪行，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。
  - (9) 即使第 (2) 款遭違反，已發行的債權證的有效性不受此事影響。
  - (10) 在本條中，對設立押記之時的提述，即提述——
    - (a) (如該項押記是藉提述某文書而給予的) 簽立該文書之時；或
    - (b) (如沒有該文書) 簽立有關債權證系列的首份債權證之時。

- (ii) in the case of any subsequent issue of debentures, one month after the date of the issue; or
- (b) if a statement of the particulars of the charge is delivered for registration under section 340(3)—
  - (i) in the case of an issue of debentures made on or before the registration under Part 16, the registration period specified in relation to the registration of the charge in section 340(5); or
  - (ii) in the case of any subsequent issue of debentures, one month after the date of the issue.
- (5) A statement of the particulars of an issue of debentures must be in the specified form.
- (6) Without limiting section 23, a statement of the particulars of an issue of debentures must contain the date and the amount of the issue.
- (7) Subject to section 346, if subsection (2) is contravened, and a person interested in the charge has not delivered a statement of the particulars of the issue of debentures for registration under subsection (3), the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong company, commit an offence.
- (8) A person who commits an offence under subsection (7) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (9) A contravention of subsection (2) does not affect the validity of the debentures issued.
- (10) In this section, a reference to the time of the creation of a charge is a reference to the time of execution of—
  - (a) the instrument by reference to which the charge is given; or

**342. 公司或註冊非香港公司須就債權證將佣金等的詳情登記**

(1) 如有以下情況，本條適用——

- (a) 如公司或註冊非香港公司直接或間接支付或提供任何佣金、津貼或折扣予任何人，作為該人作出以下事情的代價——
  - (i) 無條件或有條件地認購該公司或註冊非香港公司的任何債權證，或同意如此認購該等債權證；或
  - (ii) 促致或同意促致無條件或有條件地認購該公司或註冊非香港公司的任何債權證；
- (b) 該債權證——
  - (i) 設立押記，或證明有押記；或
  - (ii) 屬一個債權證系列的組成部分，並載有押記或藉提述任何其他載有押記的文書給予押記；
- (c) 該項押記是由該公司或註冊非香港公司設立的；及
- (d) 以下條文規定將關於該項押記的詳情的陳述交付登記——
  - (i) 第 335(1) 條；
  - (ii) 第 336(1) 條；或
  - (iii) 第 340(2) 條。

(2) 公司或註冊非香港公司須在第 (6)(a) 款指明的登記期內，將關於有關佣金、津貼或折扣的詳情的陳述，交付處長登記。

(3) 如——

- (a) 屬第 (1)(d)(i) 款的情況，而關於有關押記的詳情的陳述根據第 335(2) 條交付登記；或

- (b) if there is no such instrument, the first debenture of the series.

**342. Company or registered non-Hong Kong company must register particulars of commission etc. in relation to debentures**

(1) This section applies if—

- (a) any commission, allowance or discount has been paid or made, directly or indirectly, by a company or registered non-Hong Kong company to any person in consideration of the person—
  - (i) subscribing or agreeing to subscribe, absolutely or conditionally, for any debenture of the company or registered non-Hong Kong company; or
  - (ii) procuring or agreeing to procure absolute or conditional subscriptions for any debenture of the company or registered non-Hong Kong company;
- (b) the debenture—
  - (i) creates or evidences a charge; or
  - (ii) forms part of a series of debentures, and either contains a charge or gives a charge by reference to any other instrument containing a charge;
- (c) the charge is created by the company or registered non-Hong Kong company; and
- (d) a statement of the particulars of the charge is required to be delivered for registration under—
  - (i) section 335(1);
  - (ii) section 336(1); or
  - (iii) section 340(2).

(2) The company or registered non-Hong Kong company must deliver a statement of the particulars of the commission,

- (b) 屬第 (1)(d)(ii) 款的情況，而關於有關押記的詳情的陳述根據第 336(2) 條交付登記，
- 則有關公司或註冊非香港公司如在第 (6)(b) 款指明的登記期內，將關於有關佣金、津貼或折扣的詳情的陳述交付處長登記，即視為已遵守第 (2) 款。
- (4) 如屬第 (1)(d)(iii) 款的情況，而關於有關押記的詳情的陳述根據第 340(3) 條交付登記，則有關註冊非香港公司如在第 (6)(c) 款指明的登記期內，將關於有關佣金、津貼或折扣的詳情的陳述，交付處長登記，即視為已遵守第 (2) 款。
- (5) 擁有有關押記的權益的人 ——
- (a) 可在第 (6)(a) 款指明的登記期內，將關於有關佣金、津貼或折扣的詳情的陳述，交付處長登記；或
- (b) (如屬第 (3) 款的情況) 可在第 (6)(b) 款指明的登記期內，將關於有關佣金、津貼或折扣的詳情的陳述，交付處長登記。
- (6) 就 ——
- (a) 第 (2) 或 (5)(a) 款而言 ——
- (i) 如屬第 (1)(d)(i) 款的情況，登記期是第 335(5)(a) 條就該項押記的登記而指明的登記期；
- (ii) 如屬第 (1)(d)(ii) 款的情況，登記期是第 336(6)(a) 條就該項押記的登記而指明的登記期；或
- (iii) 如屬第 (1)(d)(iii) 款的情況，登記期是第 340(5) 條就該項押記的登記而指明的登記期；
- (b) 第 (3) 或 (5)(b) 款而言 ——
- (i) 如債權證是在設立該項押記時發行的，則登記期是第 335(5)(b) 或 336(6)(b) 條就該項押記的登記而指明的登記期；或
- (ii) 如屬任何其後發行的債權證，則登記期是發行日期後的一個月；或

- allowance or discount to the Registrar for registration within the registration period specified in subsection (6)(a).
- (3) Where—
- (a) in the case of subsection (1)(d)(i), a statement of the particulars of the charge is delivered for registration under section 335(2); or
- (b) in the case of subsection (1)(d)(ii), a statement of the particulars of the charge is delivered for registration under section 336(2),
- the company or registered non-Hong Kong company is to be regarded as having complied with subsection (2) if it delivers a statement of the particulars of the commission, allowance or discount to the Registrar for registration within the registration period specified in subsection (6)(b).
- (4) Where, in the case of subsection (1)(d)(iii), a statement of the particulars of the charge is delivered for registration under section 340(3), the registered non-Hong Kong company is to be regarded as having complied with subsection (2) if it delivers a statement of the particulars of the commission, allowance or discount to the Registrar for registration within the registration period specified in subsection (6)(c).
- (5) A person interested in the charge—
- (a) may deliver a statement of the particulars of the commission, allowance or discount to the Registrar for registration within the registration period specified in subsection (6)(a); or
- (b) may, in the case of subsection (3), deliver a statement of the particulars of the commission, allowance or discount to the Registrar for registration within the registration period specified in subsection (6)(b).
- (6) The registration period is—

- (c) 第 (4) 款而言 ——
- (i) 如債權證是在根據第 16 部註冊當日或之前發行的，則登記期是在第 340(5) 條就該項押記的登記而指明的登記期；或
  - (ii) 如屬任何其後發行的債權證，則登記期是發行日期後的一個月。
- (7) 關於佣金、津貼或折扣的詳情的陳述須符合指明格式。
- (8) 就本條而言，存放任何債權證作為公司或註冊非香港公司的任何債項的保證，不得視為按折扣發行該等債權證。
- (9) 在本條中，對設立押記之時的提述，即提述 ——
- (a) (如該項押記是藉提述某文書而給予的) 簽立該文書之時；或
  - (b) (如沒有該文書) 簽立有關債權證系列的首份債權證之時。

- (a) for the purposes of subsection (2) or (5)(a)—
- (i) in the case of subsection (1)(d)(i), the registration period specified in relation to the registration of the charge in section 335(5)(a);
  - (ii) in the case of subsection (1)(d)(ii), the registration period specified in relation to the registration of the charge in section 336(6)(a); or
  - (iii) in the case of subsection (1)(d)(iii), the registration period specified in relation to the registration of the charge in section 340(5);
- (b) for the purposes of subsection (3) or (5)(b)—
- (i) in the case of an issue of debentures made at the time of the creation of the charge, the registration period specified in relation to the registration of that charge in section 335(5)(b) or 336(6)(b); or
  - (ii) in the case of any subsequent issue of debentures, one month after the date of the issue; or
- (c) for the purposes of subsection (4)—
- (i) in the case of an issue of debentures made on or before the registration under Part 16, the registration period specified in relation to the registration of that charge in section 340(5); or
  - (ii) in the case of any subsequent issue of debentures, one month after the date of the issue.
- (7) A statement of the particulars of any commission, allowance or discount must be in the specified form.
- (8) For the purposes of this section, the deposit of any debenture as security for any debt of a company or registered non-Hong Kong company is not to be regarded as an issue of debentures at a discount.



**343. 違反第 342 條的後果**

- (1) 除第 346 條另有規定外，如第 342(2) 條遭違反，而擁有有關押記的權益的人沒有根據第 342(5) 條將關於有關佣金、津貼或折扣（視屬何情況而定）的詳情的陳述交付登記，則有關公司或註冊非香港公司及其每名責任人均屬犯罪。
- (2) 任何人犯第 (1) 款所訂罪行，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。
- (3) 即使第 342(2) 條遭違反，已發行的債權證的有效性不受此事影響。

**第 5 分部 —— 補充第 2、3 及 4 分部的條文****344. 登記證明書**

- (1) 如公司、註冊非香港公司或擁有有關押記的權益的人，根據第 2 或 3 分部將關於該項押記的詳情的陳述及所需的隨附文書交付處長登記，則本條適用。
- (2) 在登記上述陳述及所需的隨附文書後，處長須向有關公司、註冊非香港公司或有權益的人發出證明書，核證已根據第 2 或 3 分部登記有關押記。

- (9) In this section, a reference to the time of the creation of a charge is a reference to the time of execution of—
  - (a) the instrument by reference to which the charge is given; or
  - (b) if there is no such instrument, the first debenture of the series.

**343. Consequences of contravention of section 342**

- (1) Subject to section 346, if section 342(2) is contravened, and a person interested in the charge has not delivered a statement of the particulars of the commission, allowance or discount (as the case may be) for registration under section 342(5), the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong company, commit an offence.
- (2) A person who commits an offence under subsection (1) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (3) A contravention of section 342(2) does not affect the validity of the debentures issued.

**Division 5—Provisions Supplementary to Divisions 2, 3 and 4****344. Certificate of registration**

- (1) This section applies if a statement of the particulars of a charge, and the requisite accompanying instrument, are delivered by a company or registered non-Hong Kong company, or by a person interested in the charge, to the Registrar for registration under Division 2 or 3.

- (3) 登記證明書須經處長簽署。
- (4) 登記證明書是本部關於登記的規定已獲符合的確證。

**345. 就償還債項、解除等通知處長**

- (1) 如有以下情況，本條適用 ——
  - (a) 藉已登記押記保證的債項，已全部或部分償付或清償；或
  - (b) 受已登記押記規限的財產或業務的全部或任何部分 ——
    - (i) 已解除押記而不再受該項押記規限；或
    - (ii) 已不再構成有關公司或註冊非香港公司的財產或業務的一部分。
- (2) 有關公司、註冊非香港公司、承按人或對有關押記享有權利的人，可將上述償付、清償、解除押記或財產或業務不再構成公司財產或業務的一部分一事，通知處長。
- (3) 有關通知 ——
  - (a) 須符合指明格式；
  - (b) 須隨附訂明費用；及
  - (c) 須隨附處長為證明有關償付、清償、解除押記或財產或業務不再構成公司財產或業務的一部分一事而要求的文書的經核證副本。
- (4) 如處長基於隨附於上述通知的文書，信納有關償付、清償、解除押記或財產或業務不再構成公司財產或業務的

- (2) After registering the statement and the requisite accompanying instrument, the Registrar must issue a certificate to the company or registered non-Hong Kong company, or to the interested person, certifying registration of the charge under Division 2 or 3.
- (3) A certificate of registration must be signed by the Registrar.
- (4) A certificate of registration is conclusive evidence that the requirements of this Part as to registration have been satisfied.

**345. Notification to Registrar of payment of debt, release, etc.**

- (1) This section applies if—
  - (a) the debt secured by a registered charge has been paid or satisfied in whole or in part; or
  - (b) the whole or any part of the property or undertaking subject to a registered charge—
    - (i) has been released from the charge; or
    - (ii) has ceased to form part of the company's or registered non-Hong Kong company's property or undertaking.
- (2) The company or registered non-Hong Kong company, or the mortgagee or person entitled to the charge, may notify the Registrar of the payment, satisfaction, release or cessation.
- (3) A notification—
  - (a) must be in the specified form;
  - (b) must be accompanied by the prescribed fee; and
  - (c) must be accompanied by a certified copy of any instrument required by the Registrar for the purpose of evidencing the payment, satisfaction, release or cessation.

一部分一事確有發生，則處長對該通知及隨附的文書的處理方式，須猶如該通知及文書是向處長交付登記一樣。

- (5) 就本條而言，任何文書的副本，如經以下的人核證為真實副本，即屬經核證副本 ——

(a) 承按人或對有關押記享有權利的人；或

(b) 如 ——

(i) 承按人或對有關押記享有權利的人是自然人，獲承按人或對該項押記享有權利的人為此目的授權的人；或

(ii) 承按人或對有關押記享有權利的人是法人團體 ——

(A) 獲承按人或對有關押記享有權利的人為此目的授權的人；或

(B) 承按人或對該項押記享有權利的人的董事或公司秘書。

- (6) 就本條而言，以下押記屬已登記押記 ——

(a) 符合以下說明的押記 ——

(i) 已根據第 2 或 3 分部，將關於該項押記的詳情的陳述及所需的隨附文書交付處長登記；及

(ii) 處長已為第 27(1) 條的目的，記錄載於該陳述及該文書的資料；或

(b) 符合以下說明的押記 ——

(i) 在緊接本分部的生效日期<sup>#</sup>前，已根據《前身條例》第 III 部登記；或

(ii) 在本分部的生效日期<sup>#</sup>當日或之後，已按根據附表 11 具有持續效力的《前身條例》第 III 部登記。

編輯附註：

<sup>#</sup> 生效日期：2014 年 3 月 3 日。

- (4) If the Registrar is satisfied from the instrument accompanying a notification that the payment, satisfaction, release or cessation did take place, the Registrar must process the notification, and the accompanying instrument, in the same way as if they were delivered to the Registrar for registration.

- (5) For the purposes of this section, a copy of an instrument is a certified copy if it is certified as a true copy by—

(a) the mortgagee or the person entitled to the charge; or

(b) in the case of—

(i) a mortgagee or entitled person who is a natural person, a person authorized by the mortgagee or entitled person for the purpose; or

(ii) a mortgagee or entitled person that is a body corporate—

(A) a person authorized by the mortgagee or entitled person for the purpose; or

(B) a director or company secretary of the mortgagee or entitled person.

- (6) For the purposes of this section, a charge is a registered charge—

(a) if—

(i) a statement of the particulars of the charge, and the requisite accompanying instrument, have been delivered to the Registrar for registration under Division 2 or 3; and

(ii) the Registrar has recorded the information contained in the statement, and in that instrument, for the purposes of section 27(1); or

(b) if—

**346. 登記時限的延展**

- (1) 原訟法庭可應公司、註冊非香港公司或擁有有關押記的權益的人的申請，命令——
  - (a) 延展第 335(5)、336(6)、338(3)、339(4)、340(5)、341(4) 或 342(6) 條指明的登記期；
  - (b) 延展根據附表 11 具有持續效力的《前身條例》第 80 或 82 條 (或經該條例第 91 條而引伸適用的該第 80 或 82 條) 規定的登記時限；或
  - (c) 延展根據附表 11 具有持續效力的《前身條例》第 91(5) 條規定的登記時限。
- (2) 原訟法庭可按其認為公正合宜的條款及條件，根據第 (1) 款作出命令。
- (3) 原訟法庭除非信納以下事宜，否則不得作出上述命令——
  - (a) 出現第 (5) 款指明的缺失——
    - (i) 屬意外；
    - (ii) 屬無心之失或因其他充分因由所致；或
    - (iii) 其性質並不損害有關公司或註冊非香港公司的債權人或成員的境況；或

- (i) immediately before the commencement date<sup>#</sup> of this Division, the charge was registered under Part III of the predecessor Ordinance; or
- (ii) on or after the commencement date<sup>#</sup> of this Division, the charge has been registered under Part III of the predecessor Ordinance having a continuing effect under Schedule 11.

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Editorial Note:

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

**346. Extension of time for registration**

- (1) The Court may, on application by the company or registered non-Hong Kong company or by a person interested in the charge, order that—
  - (a) the registration period specified in section 335(5), 336(6), 338(3), 339(4), 340(5), 341(4) or 342(6) be extended;
  - (b) the time required for registration by section 80 or 82 of the predecessor Ordinance, or that section as extended by section 91 of that Ordinance, having a continuing effect under Schedule 11 be extended; or
  - (c) the time required for registration by section 91(5) of the predecessor Ordinance having a continuing effect under Schedule 11 be extended.
- (2) The Court may make an order under subsection (1) on any terms and conditions that the Court thinks just and expedient.
- (3) The Court must not make an order unless the Court is satisfied that—
  - (a) the failure specified in subsection (5)—
    - (i) was accidental;

- (b) 基於其他理由，給予寬免是公正公平的。
- (4) 如 ——
- (a) 原訟法庭根據第 (1) 款就某項押記或債權證作出命令；及
- (b) 第 (5) 款指明的缺失在經延展的期間或時限內得到糾正，
- 則因第 (6) 款指明的罪行條文所訂的罪行而已就該項押記或債權證的登記招致的法律責任，即告終絕。
- (5) 就 ——
- (a) 第 (1)(a) 款而言，有關缺失，是沒有在有關登記期內，交付第 2、3 或 4 分部規定的陳述或任何隨附的文書；
- (b) 第 (1)(b) 款而言，有關缺失，是 ——
- (i) 沒有在有關時限內，交付根據附表 11 第 63(2)、64(2)、65(2) 或 66(2) 條具有持續效力的《前身條例》第 80 或 82 條規定的詳情；或
- (ii) 沒有在有關時限內，交付根據附表 11 第 63(4)(a)、64(4)(a)、65(4) 或 66(4) 條具有持續效力的《前身條例》第 80 或 82 條規定的陳述，或任何隨附的文書；或
- (c) 第 (1)(c) 款而言，有關缺失，是 ——
- (i) 沒有在有關時限內，交付根據附表 11 第 67(2) 條具有持續效力的《前身條例》第 91(5) 條規定的詳情；或
- (ii) 沒有在有關時限內，交付根據附表 11 第 67(4) 條具有持續效力的《前身條例》第 91(5) 條規定的陳述，或任何隨附的文書。
- (6) 就 ——
- (a) 第 (1)(a) 款而言，有關罪行條文是第 337(2)、338(5)、339(6)、340(7)、341(7) 或 343(1) 條；

- (ii) was due to inadvertence or to some other sufficient cause; or
- (iii) is not of a nature to prejudice the position of creditors or members of the company or registered non-Hong Kong company; or
- (b) it is just and equitable to grant the relief on other grounds.
- (4) If—
- (a) the Court makes an order under subsection (1) in relation to a charge or debenture; and
- (b) the failure specified in subsection (5) is rectified within the extended period or time,
- any liability already incurred for an offence under the offence provision specified in subsection (6) in relation to the registration of the charge or debenture is extinguished.
- (5) The failure is—
- (a) in the case of subsection (1)(a), a failure to deliver a statement as required under Division 2, 3 or 4, or any accompanying instrument, within that registration period;
- (b) in the case of subsection (1)(b), a failure to deliver—
- (i) the particulars as required under section 80 or 82 of the predecessor Ordinance having a continuing effect under section 63(2), 64(2), 65(2) or 66(2) of Schedule 11 within that time; or
- (ii) a statement as required under section 80 or 82 of the predecessor Ordinance having a continuing effect under section 63(4)(a), 64(4)(a), 65(4) or 66(4) of Schedule 11, or any accompanying instrument, within that time; or



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- (b) 第 (1)(b) 款而言，有關罪行條文是根據附表 11 具有持續效力的《前身條例》第 81 或 82 條；或
- (c) 第 (1)(c) 款而言，有關罪行條文是根據附表 11 具有持續效力的《前身條例》第 91(6) 條。

### 347. 已登記詳情的更正

- (1) 原訟法庭可應公司、註冊非香港公司或擁有有關押記的權益的人的申請，命令 ——
  - (a) 更正在以下文件所載的詳情中的遺漏或錯誤陳述 ——
    - (i) 根據以下條文交付登記的關於某項押記的詳情的陳述或隨附的文書 ——
      - (A) 第 2 或 3 分部；
      - (B) 根據附表 11 第 63(4)(a)、64(4)(a)、65(4) 或 66(4) 條具有持續效力的《前身條例》第 80 或 82 條或憑藉該條例第 91 條而適用的該第 80 或 82 條；或

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- (c) in the case of subsection (1)(c), a failure to deliver—
  - (i) the particulars as required under section 91(5) of the predecessor Ordinance having a continuing effect under section 67(2) of Schedule 11 within that time; or
  - (ii) a statement as required under section 91(5) of the predecessor Ordinance having a continuing effect under section 67(4) of Schedule 11, or any accompanying instrument, within that time.
- (6) The offence provision is—
  - (a) in the case of subsection (1)(a), section 337(2), 338(5), 339(6), 340(7), 341(7) or 343(1);
  - (b) in the case of subsection (1)(b), section 81 or 82 of the predecessor Ordinance having a continuing effect under Schedule 11; or
  - (c) in the case of subsection (1)(c), section 91(6) of the predecessor Ordinance having a continuing effect under Schedule 11.

### 347. Rectification of registered particulars

- (1) The Court may, on application by the company or registered non-Hong Kong company or by a person interested in the charge, order that—
  - (a) an omission or misstatement of any particular in any of the following be rectified—
    - (i) a statement of the particulars of a charge, or any accompanying instrument, delivered for registration under—
      - (A) Division 2 or 3;
      - (B) section 80 or 82 of the predecessor Ordinance, or that section by virtue of section

- (C) 根據附表 11 第 67(4) 條具有持續效力的《前身條例》第 91(5) 條；
- (ii) 根據以下條文交付登記的關於某次發行債權證的詳情的陳述或關於佣金、津貼或折扣的詳情的陳述 ——
- (A) 第 4 分部；
- (B) 根據附表 11 第 63(4)(a)、64(4)(a)、65(4) 或 66(4) 條具有持續效力的《前身條例》第 80 或 82 條或憑藉該條例第 91 條而適用的該第 80 或 82 條；或
- (C) 根據附表 11 第 67(4) 條具有持續效力的《前身條例》第 91(5) 條；
- (iii) 第 345 條所指的通知或隨附的文書；
- (iv) 《前身條例》第 85 條所指的備忘錄；或
- (b) 更正以下詳情中的遺漏或錯誤陳述 ——
- (i) 在本條的生效日期<sup>#</sup>前，根據《前身條例》第 80、82 或 91(5) 條交付登記的關乎某項押記的詳情；
- (ii) 按根據附表 11 第 63(2)、64(2)、65(2)、66(2) 或 67(2) 條具有持續效力的《前身條例》第 80、82 或 91(5) 條交付登記的關乎某項押記的詳情。
- (2) 原訟法庭可按其認為公正合宜的條款及條件，根據第 (1) 款作出命令。
- (3) 原訟法庭除非信納以下事宜，否則不得作出上述命令 ——
- (a) 出現有關遺漏或錯誤陳述 ——
- (i) 屬意外；
- (ii) 屬無心之失或因其他充分因由所致；或

- 91 of that Ordinance, having a continuing effect under section 63(4)(a), 64(4)(a), 65(4) or 66(4) of Schedule 11; or
- (C) section 91(5) of the predecessor Ordinance having a continuing effect under section 67(4) of Schedule 11;
- (ii) a statement of the particulars of an issue of debentures, or a statement of the particulars of commission, allowance or discount, delivered for registration under—
- (A) Division 4;
- (B) section 80 or 82 of the predecessor Ordinance, or that section by virtue of section 91 of that Ordinance, having a continuing effect under section 63(4)(a), 64(4)(a), 65(4) or 66(4) of Schedule 11; or
- (C) section 91(5) of the predecessor Ordinance having a continuing effect under section 67(4) of Schedule 11;
- (iii) a notification, or any accompanying instrument, under section 345;
- (iv) a memorandum under section 85 of the predecessor Ordinance; or
- (b) an omission or misstatement of any of the following be rectified—
- (i) any particular with respect to a charge delivered for registration before the commencement date<sup>#</sup> of this section under section 80, 82 or 91(5) of the predecessor Ordinance;
- (ii) any particular with respect to a charge delivered for registration under section 80, 82 or 91(5) of the

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(iii) 其性質並不損害有關公司或註冊非香港公司的債權人或成員的境況；或

(b) 基於其他理由，給予寬免是公正公平的。

(4) 原訟法庭可在普通法規則及衡平法原則准許的範圍內，作出命令以更正在第 (1)(a)(i) 或 (iii) 款所述的隨附文書所載的詳情中的遺漏或錯誤陳述。

編輯附註：

\* 生效日期：2014 年 3 月 3 日。

## 第 6 分部 —— 就強制執行抵押通知處長

### 348. 委任接管人或經理人的通知

(1) 如任何人取得委任公司財產或註冊非香港公司已押記財產的接管人或經理人的命令，或如任何人根據任何文書所載的權力委任上述接管人或經理人，該人須在該項命

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predecessor Ordinance having a continuing effect under section 63(2), 64(2), 65(2), 66(2) or 67(2) of Schedule 11.

- (2) The Court may make an order under subsection (1) on any terms and conditions that the Court thinks just and expedient.
- (3) The Court must not make an order unless the Court is satisfied that—
- (a) the omission or misstatement—
- (i) was accidental;
- (ii) was due to inadvertence or to some other sufficient cause; or
- (iii) is not of a nature to prejudice the position of creditors or members of the company or registered non-Hong Kong company; or
- (b) it is just and equitable to grant the relief on other grounds.
- (4) The Court may make an order to rectify an omission or misstatement of any particular in any accompanying instrument mentioned in subsection (1)(a)(i) or (iii) to the extent as permitted by common law rules and equitable principles.

Editorial Note:

\* Commencement date: 3 March 2014.

## Division 6—Notice to Registrar of Enforcement of Security

### 348. Notice of appointment of receiver or manager

(1) If a person obtains an order for the appointment of a receiver or manager of the property of a company or the charged property of a registered non-Hong Kong company, or appoints

令或根據該權力作出委任的日期後的 7 日內，將關於該事實的陳述交付處長登記。

- (2) 第 (1) 款所指的陳述須載有 ——
  - (a) 獲委任為接管人或經理人的人的姓名及地址；及
  - (b) 該人的身分證號碼或 (如該人沒有身分證) 該人持有的任何護照的號碼及簽發國家。
- (3) 第 (1) 款所指的陳述 ——
  - (a) 須符合指明格式；及
  - (b) 須隨附訂明費用。
- (4) 任何人違反第 (1) 款，即屬犯罪，可處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$300。

### 349. 承按人行使財產管有權的通知

- (1) 如任何人以承按人身分，就公司財產或註冊非香港公司已押記財產行使管有權，則該人須在開始行使管有權的日期後的 7 日內，將關於該事實的陳述交付處長登記。
- (2) 如 ——
  - (a) 上述的人是自然人，第 (1) 款所指的陳述須載有 ——
    - (i) 該人的姓名及地址；及
    - (ii) 該人的身分證號碼或 (如該人沒有身分證) 該人持有的任何護照的號碼及簽發國家；或
  - (b) 上述的人是法人團體，第 (1) 款所指的陳述須載有其名稱及其註冊辦事處或主要辦事處的地址。

such a receiver or manager under the powers contained in an instrument, the person must, within 7 days after the date of the order or of the appointment under those powers, deliver a statement of that fact to the Registrar for registration.

- (2) A statement under subsection (1) must include—
  - (a) the name and address of the person appointed as receiver or manager; and
  - (b) the number of that person's identity card, or if that person does not have an identity card, the number and issuing country of any passport held by that person.
- (3) A statement under subsection (1)—
  - (a) must be in the specified form; and
  - (b) must be accompanied by the prescribed fee.
- (4) If a person contravenes subsection (1), the person commits an offence and is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

### 349. Notice of mortgagee entering into possession of property

- (1) If a person enters into possession of the property of a company, or the charged property of a registered non-Hong Kong company, as mortgagee, the person must, within 7 days after the date of entering into possession, deliver a statement of that fact to the Registrar for registration.
- (2) A statement under subsection (1) must include—
  - (a) if the person is a natural person—
    - (i) the person's name and address; and
    - (ii) the number of the person's identity card, or if the person does not have an identity card, the number

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- (3) 第 (1) 款所指的陳述 ——
  - (a) 須符合指明格式；及
  - (b) 須隨附訂明費用。
- (4) 任何人違反第 (1) 款，即屬犯罪，可處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$300。

### 350. 停任接管人或經理人或承按人不再管有財產等的通知

- (1) 本條適用於以下的人 ——
  - (a) 有以下情況的人 ——
    - (i) 根據第 348(1) 條交付處長的陳述須載有該人的詳情；或
    - (ii) 在第 348 條的生效日期<sup>#</sup>前，根據《前身條例》第 87(1) 條交付處長的通知須載有該人的詳情；及
  - (b) 有以下情況的人 ——
    - (i) 根據第 349(1) 條交付處長的陳述須載有該人的詳情；或
    - (ii) 在第 349 條的生效日期<sup>#</sup>前，根據《前身條例》第 87(2) 條交付處長的通知須載有該人的詳情。
- (2) 如第 (1)(a) 款所述的人停任接管人或經理人，則該人須在停任的日期後的 7 日內，將關於停任一事的陳述交付處長登記。

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- and issuing country of any passport held by the person; or
- (b) if the person is a body corporate, its name and the address of its registered or principal office.
- (3) A statement under subsection (1)—
  - (a) must be in the specified form; and
  - (b) must be accompanied by the prescribed fee.
- (4) If a person contravenes subsection (1), the person commits an offence and is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

### 350. Notice of cessation of appointment of receiver or manager or mortgagee going out of possession of property, etc.

- (1) This section applies to—
  - (a) a person—
    - (i) whose particulars are required to be included in a statement delivered to the Registrar under section 348(1); or
    - (ii) whose particulars were, before the commencement date<sup>#</sup> of section 348, required to be included in a notice delivered to the Registrar under section 87(1) of the predecessor Ordinance; and
  - (b) a person—
    - (i) whose particulars are required to be included in a statement delivered to the Registrar under section 349(1); or
    - (ii) whose particulars were, before the commencement date<sup>#</sup> of section 349, required to be included in



- (3) 如第 (1)(b) 款所述的人不再管有有關財產或已押記財產，則該人須在不再管有該財產或已押記財產後的 7 日內，將關於該事實的陳述交付處長登記。
- (4) 如有關陳述或通知載有某人的詳情，但該詳情有所更改，則該人須在該項更改的日期後的 15 日內，將關於該項更改的陳述交付處長登記。
- (5) 如有以下情況，第 (4) 款不適用 ——
- (a) 就第 (1)(a) 款所述的人而言 ——
- (i) 該人已停任接管人或經理人；及
- (ii) 該人已根據第 (2) 款將關於停任的陳述交付處長，或已於第 348 條的生效日期<sup>#</sup>前，根據《前身條例》第 87(4) 條就停任一事作出通知；或
- (b) 就第 (1)(b) 款所述的人而言 ——
- (i) 該人已不再管有有關財產或已押記財產；及
- (ii) 該人已根據第 (3) 款將關於該事實的陳述交付處長，或已於第 349 條的生效日期<sup>#</sup>前，根據《前身條例》第 87(4) 條就該事實作出通知。
- (6) 第 (2)、(3) 或 (4) 款所指的陳述，須符合指明格式。
- (7) 任何人違反第 (2)、(3) 或 (4) 款，即屬犯罪，可處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$300。

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<sup>#</sup> 生效日期：2014 年 3 月 3 日。

- a notice delivered to the Registrar under section 87(2) of the predecessor Ordinance.
- (2) If the person mentioned in subsection (1)(a) ceases to act as receiver or manager, the person must, within 7 days after the date of the cessation, deliver a statement of the cessation to the Registrar for registration.
- (3) If the person mentioned in subsection (1)(b) goes out of possession of the property or charged property, the person must, within 7 days after going out of possession, deliver a statement of that fact to the Registrar for registration.
- (4) If there is any change to the particulars of the person included in the statement or notice, the person must, within 15 days after the date of the change, deliver a statement of that change to the Registrar for registration.
- (5) Subsection (4) does not apply if—
- (a) in the case of a person mentioned in subsection (1)(a)—
- (i) the person has ceased to act as receiver or manager; and
- (ii) the person has delivered a statement of the cessation to the Registrar under subsection (2) or has, before the commencement date<sup>#</sup> of section 348, given notice of the cessation under section 87(4) of the predecessor Ordinance; or
- (b) in the case of a person mentioned in subsection (1)(b)—
- (i) the person has gone out of possession of the property or charged property; and
- (ii) the person has delivered a statement of that fact to the Registrar under subsection (3) or has, before the commencement date<sup>#</sup> of section 349, given notice of that fact under section 87(4) of the predecessor Ordinance.

- (6) A statement under subsection (2), (3) or (4) must be in the specified form.
- (7) If a person contravenes subsection (2), (3) or (4), the person commits an offence and is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

Editorial Note:

# Commencement date: 3 March 2014.

## 第 7 分部 —— 公司及註冊非香港公司的紀錄及押記登記冊

### 351. 備存設立押記的文書的副本的責任

- (1) 公司須在其註冊辦事處或根據第 657 條訂立的規例訂明的地方，備存 ——
  - (a) 每份設立該公司根據本部須予登記的押記的文書的副本；及
  - (b) 每份設立該公司根據《前身條例》第 III 部須予登記的押記的文書的副本。
- (2) 註冊非香港公司須在其在香港的主要營業地點或根據第 356 條訂立的規例訂明的地方，備存 ——
  - (a) 每份設立該公司根據本部須予登記的押記的文書的副本；及
  - (b) 每份設立該公司根據《前身條例》第 III 部須予登記的押記的文書的副本。
- (3) 凡 ——
  - (a) 公司或註冊非香港公司發行一系列債權證；
  - (b) 該等債權證載有該公司或註冊非香港公司根據本部或根據《前身條例》第 III 部須予登記的押記；及

## Division 7—Company's and Registered Non-Hong Kong Company's Records and Register of Charges

### 351. Obligation to keep copies of instruments creating charges

- (1) A company must keep at its registered office, or at a place prescribed by regulations made under section 657—
  - (a) a copy of every instrument creating a charge required to be registered by the company under this Part; and
  - (b) a copy of every instrument creating a charge required to be registered by the company under Part III of the predecessor Ordinance.
- (2) A registered non-Hong Kong company must keep at its principal place of business in Hong Kong, or at a place prescribed by regulations made under section 356—
  - (a) a copy of every instrument creating a charge required to be registered by the company under this Part; and
  - (b) a copy of every instrument creating a charge required to be registered by the company under Part III of the predecessor Ordinance.
- (3) Where—

- (c) 該等債權證的條款是相同的，  
則該公司或註冊非香港公司如按照第 (1) 或 (2) 款備存該等債權證的其中一份債權證的副本，即視為已就該等債權證遵守該款。
- (4) 公司或註冊非香港公司須 ——
- (a) 在第 (1) 或 (2) 款所述的文書的副本首次備存在某地方後的 15 日內，將該地方通知處長；及
- (b) 在備存該文書的副本所在的地方有所更改後的 15 日內，將該項更改通知處長。
- (4A) 第 (4)(b) 款不適用於 ——
- (a) 公司的註冊辦事處地址的更改；或
- (b) 註冊非香港公司在香港的主要營業地點的地址的更改。*(由 2018 年第 35 號第 30 條增補)*
- (5) 第 (4)(a) 或 (b) 款所指的通知，須符合指明格式。
- (6) 第 (4)(a) 款並不規定公司或註冊非香港公司在以下情況下，將備存有關文書的副本所在的地方通知處長 ——
- (a) 就於本條的生效日期<sup>#</sup>當日或之後開始存在的副本而言，該副本時刻備存於該公司的註冊辦事處或該註冊非香港公司在香港的主要營業地點；或
- (b) 在 ——
- (i) 緊接該生效日期<sup>#</sup>前，該公司或該註冊非香港公司為《前身條例》第 88 條的施行而備存該文書的副本；而
- (ii) 該生效日期<sup>#</sup>當日及之後，該副本為第 (1) 或 (2) 款的施行而備存於在緊接該生效日期<sup>#</sup>前備存該副本所在的地方。
- (7) 如第 (1)、(2) 或 (4) 款遭違反，有關公司或註冊非香港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。

- (a) a series of debentures is issued by a company or registered non-Hong Kong company;
- (b) the debentures contain a charge required to be registered by the company or registered non-Hong Kong company under this Part or under Part III of the predecessor Ordinance; and
- (c) the terms of the debentures are the same,  
the company or registered non-Hong Kong company is to be regarded as having complied with subsection (1) or (2) in relation to the debentures if it keeps a copy of one of the debentures in accordance with that subsection.
- (4) A company or registered non-Hong Kong company—
- (a) must, within 15 days after a copy of an instrument mentioned in subsection (1) or (2) is first kept at a place, notify the Registrar of the place; and
- (b) must, within 15 days after there is a change in the place where a copy of such an instrument is kept, notify the Registrar of the change.
- (4A) Subsection (4)(b) does not apply to a change of—
- (a) the address of the company's registered office; or
- (b) the address of the registered non-Hong Kong company's principal place of business in Hong Kong. *(Added 35 of 2018 s. 30)*
- (5) A notification under subsection (4)(a) or (b) must be in the specified form.
- (6) Subsection (4)(a) does not require a company or registered non-Hong Kong company to notify the Registrar of the place at which a copy of an instrument is kept—
- (a) if, in the case of a copy that came into existence on or after the commencement date<sup>#</sup> of this section, it has at

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編輯附註：

<sup>#</sup> 生效日期：2014 年 3 月 3 日。

### 352. 公司備存押記登記冊的責任

- (1) 公司須在以下地方備存押記登記冊 ——
  - (a) 該公司的註冊辦事處；或
  - (b) 根據第 657 條訂立的規例訂明的地方。
- (2) 公司須 ——
  - (a) 在其押記登記冊記入 ——
    - (i) 每項明確地影響該公司財產的押記；及
    - (ii) 每項就該公司全部或部分財產或業務設立的浮動押記；及

all times been kept at the company's registered office, or the registered non-Hong Kong company's principal place of business in Hong Kong; or

(b) if—

- (i) immediately before that commencement date<sup>#</sup>, the company or registered non-Hong Kong company kept a copy of the instrument for the purposes of section 88 of the predecessor Ordinance; and
  - (ii) on and after that commencement date<sup>#</sup>, that copy is kept for the purposes of subsection (1) or (2) at the place at which it was kept immediately before that commencement date<sup>#</sup>.
- (7) If subsection (1), (2) or (4) is contravened, the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong 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.

Editorial Note:

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

### 352. Obligation of company to keep register of charges

- (1) A company must keep a register of charges—
  - (a) at the company's registered office; or
  - (b) at a place prescribed by regulations made under section 657.
- (2) A company—
  - (a) must enter in its register of charges—
    - (i) every charge specifically affecting property of the company; and

- (b) 就 (a)(i) 及 (ii) 段指明的每項押記，在其押記登記冊內記入以下詳情 ——
- (i) 該項押記所保證的款額；
  - (ii) 該項押記所規限的財產的描述；
  - (iii) (除屬不記名證券外) 對該項押記享有權利的人的姓名或名稱。
- (3) 如公司違反第 (1) 或 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 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) 公司的高級人員明知而故意地授權或准許他人遺漏作出任何根據第 (2) 款須作出的記項，即屬犯罪，可處第 5 級罰款。

**353. 註冊非香港公司備存押記登記冊的責任**

- (1) 註冊非香港公司須在以下地方備存押記登記冊 ——
- (a) 該公司在香港的主要營業地點；或
  - (b) 根據第 356 條訂立的規例訂明的地方。
- (2) 註冊非香港公司須 ——
- (a) 在其押記登記冊記入 ——
    - (i) 每項該公司就其在香港境內的財產設立的押記；及
    - (ii) 每項就該公司取得的在香港境內的財產設立的押記；及

- (ii) every floating charge on the whole or part of the company's property or undertaking; and
- (b) must enter in its register of charges the following particulars in respect of every charge specified in paragraph (a)(i) and (ii)—
- (i) the amount secured by the charge;
  - (ii) a description of the property charged;
  - (iii) except in the case of securities to bearer, the names of the persons entitled to the charge.
- (3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 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 an officer of the company knowingly and wilfully authorizes or permits the omission of an entry required to be made under subsection (2), the officer commits an offence and is liable to a fine at level 5.

**353. Obligation of registered non-Hong Kong company to keep register of charges**

- (1) A registered non-Hong Kong company must keep a register of charges—
- (a) at the company's principal place of business in Hong Kong; or
  - (b) at a place prescribed by regulations made under section 356.
- (2) A registered non-Hong Kong company—
- (a) must enter in its register of charges—



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- (b) 就 (a)(i) 及 (ii) 段指明的每項押記，在其押記登記冊內記入以下詳情 ——
- (i) 該項押記所保證的款額；
  - (ii) 該項押記所規限的財產的描述；
  - (iii) (除屬不記名證券外) 對該項押記享有權利的人的姓名或名稱。
- (3) 如在註冊非香港公司就財產設立押記時或取得有關財產時，該財產不在香港境內，則第(2)款不適用於該項押記。
- (4) 如註冊非香港公司違反第(1)或(2)款，該公司及其每名責任人均屬犯罪，可各處第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) 註冊非香港公司的高級人員明知而故意地授權或准許他人遺漏作出任何根據第(2)款須作出的記項，即屬犯罪，可處第5級罰款。

### 354. 關於押記登記冊備存於何處的通知

- (1) 公司或註冊非香港公司須將備存押記登記冊所在的地方，通知處長。該通知須符合指明格式，並須在該登記冊首次在该地方備存後的 15 日內，交付處長登記。

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- (i) every charge created by the company on property in Hong Kong of the company; and
  - (ii) every charge on property in Hong Kong that is acquired by the company; and
- (b) must enter in its register of charges the following particulars in respect of every charge specified in paragraph (a)(i) and (ii)—
- (i) the amount secured by the charge;
  - (ii) a description of the property charged;
  - (iii) except in the case of securities to bearer, the names of the persons entitled to the charge.
- (3) Subsection (2) does not apply to a charge on property if the property was not in Hong Kong when the charge was created by, or the property was acquired by, the registered non-Hong Kong company.
- (4) If a registered non-Hong Kong company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (5) If an officer of the registered non-Hong Kong company knowingly and wilfully authorizes or permits the omission of an entry required to be made under subsection (2), the officer commits an offence and is liable to a fine at level 5.

### 354. Notification of place where register of charges is kept

- (1) A company or registered non-Hong Kong company must notify the Registrar of the place at which the register of charges is kept. The notice must be in the specified form and

- (2) 凡備存押記登記冊所在的地方有任何更改(公司的註冊辦事處地址的更改,或註冊非香港公司在香港的主要營業地點的地址更改除外),公司須將更改通知處長。該通知須符合指明格式,並須在該更改後的 15 日內,交付處長登記。
- (3) 第 (1) 款並不規定公司或註冊非香港公司在以下情況下,將備存押記登記冊所在的地方通知處長——
- (a) 就於本條的生效日期<sup>#</sup>當日或之後開始存在的登記冊而言,該登記冊時刻備存於——
- (i) 該公司的註冊辦事處;或
- (ii) 該註冊非香港公司在香港的主要營業地點;或
- (b) 在——
- (i) 緊接該生效日期<sup>#</sup>前,該公司或該註冊非香港公司為《前身條例》第 89 條的施行而備存某登記冊;而
- (ii) 該生效日期<sup>#</sup>當日及之後,該登記冊為第 352(1) 或 353(1) 條的施行而備存於在緊接該生效日期<sup>#</sup>前備存該登記冊所在的地方,作為押記登記冊。
- (4) 如第 (1) 或 (2) 款遭違反,有關公司或註冊非香港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。

編輯附註：

<sup>#</sup> 生效日期：2014 年 3 月 3 日。

- delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (2) A company or registered non-Hong Kong company must notify the Registrar of any change (other than a change of the address of the company's registered office or registered non-Hong Kong company's principal place of business in Hong Kong) in the place at which the register of charges is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (3) Subsection (1) does not require a company or registered non-Hong Kong company to notify the Registrar of the place at which the register of charges is kept—
- (a) if, in the case of a register that came into existence on or after the commencement date<sup>#</sup> of this section, it has at all times been kept at—
- (i) the company's registered office; or
- (ii) the registered non-Hong Kong company's principal place of business in Hong Kong; or
- (b) if—
- (i) immediately before that commencement date<sup>#</sup>, the company or registered non-Hong Kong company kept a register for the purposes of section 89 of the predecessor Ordinance; and
- (ii) on and after that commencement date<sup>#</sup>, that register is kept as a register of charges for the purposes of section 352(1) or 353(1) at the place at which it was kept immediately before that commencement date<sup>#</sup>.
- (4) If subsection (1) or (2) is contravened, the company or registered non-Hong Kong company, and every responsible person of the company or registered non-Hong Kong

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.

Editorial Note:

# Commencement date: 3 March 2014.

### 355. 查閱的權利

- (1) 公司的成員或債權人一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱 ——
  - (a) 該公司根據第 351(1) 條備存的副本；及
  - (b) 該公司根據第 352(1) 條備存的押記登記冊。
- (2) 註冊非香港公司的成員或債權人一經以訂明方式提出要求，即有權按照根據第 356 條訂立的規例，免費查閱 ——
  - (a) 該公司根據第 351(2) 條備存的副本；及
  - (b) 該公司根據第 353(1) 條備存的押記登記冊。
- (3) 任何其他人一經以訂明方式提出要求及繳付訂明費用，均有權按照根據第 356 或 657 條訂立的規例查閱 ——
  - (a) 公司或註冊非香港公司根據第 351(1)(a) 或 (2)(a) 條備存的副本；及
  - (b) 公司或註冊非香港公司根據第 352(1) 或 353(1) 條備存的押記登記冊。
- (4) 在本條中 ——  
**訂明** (prescribed) 指根據第 356 或 657 條訂立的規例所訂明。

### 355. Right to inspect

- (1) A member or creditor of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 657—
  - (a) the copies kept by the company under section 351(1); and
  - (b) the register of charges kept by the company under section 352(1).
- (2) A member or creditor of a registered non-Hong Kong company is entitled, on request made in the prescribed manner and without charge, to inspect, in accordance with regulations made under section 356—
  - (a) the copies kept by the company under section 351(2); and
  - (b) the register of charges kept by the company under section 353(1).
- (3) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect, in accordance with regulations made under section 356 or 657—
  - (a) the copies kept by a company or registered non-Hong Kong company under section 351(1)(a) or (2)(a); and

**356. 財政司司長可為施行本分部訂立規例**

## (1) 財政司司長可訂立規例 ——

## (a) 訂明 ——

- (i) 註冊非香港公司根據第 351 條須備存設立押記的文書的副本所在的地方；或
- (ii) 註冊非香港公司根據第 353 條須備存押記登記冊所在的地方；

- (b) 就註冊非香港公司須提供該等副本及登記冊以供根據第 355 條查閱的責任，訂定條文；
- (c) 為施行第 355(3) 條訂明費用；及
- (d) 訂明根據本分部須就或准予就該等副本及登記冊訂明的任何其他事情。

## (2) 根據第 (1)(a) 款訂立的規例 ——

- (a) 可訂明註冊非香港公司在香港的主要營業地點以外的一個地方；
- (b) 可 ——
  - (i) 藉提述註冊非香港公司備存任何其他紀錄所在的地方，訂明一個地方；或
  - (ii) 以任何其他方式，訂明一個地方；
- (c) 可規定除非該等規例訂明的條件獲符合，否則在該等規例訂明的地方備存有關副本或押記登記冊，不屬遵守第 351 或 353 條的規定；及

- (b) the register of charges kept by a company or registered non-Hong Kong company under section 352(1) or 353(1).

## (4) In this section—

*prescribed* (訂明) means prescribed by regulations made under section 356 or 657.

**356. Financial Secretary may make regulations for purposes of this Division**

## (1) The Financial Secretary may make regulations—

## (a) prescribing a place at which—

- (i) copies of instruments creating charges are to be kept by a registered non-Hong Kong company under section 351; or
- (ii) a register of charges is to be kept by a registered non-Hong Kong company under section 353;

- (b) providing for the obligations of a registered non-Hong Kong company to make the copies and the register available for inspection under section 355;

- (c) prescribing the fees for the purposes of section 355(3); and

- (d) prescribing any other thing that is required or permitted to be prescribed under this Division in respect of those copies and that register.

## (2) Regulations made under subsection (1)(a) may—

- (a) prescribe a place other than the registered non-Hong Kong company's principal place of business in Hong Kong;

- (b) prescribe a place—

- (d) 可就第 (1)(a)(i) 或 (ii) 款指明的目的訂明多於一個地方。
- (3) 根據第 (1)(b) 款訂立的規例 ——
- (a) 可就查閱的時間、期限及方式，訂定條文；
- (b) 可訂明提出查閱要求的方式；及
- (c) 可界定註冊非香港公司在為查閱的目的而摘錄或出示資料時，就所摘錄或出示的資料的性質及範圍以及摘錄或出示資料的方式方面須遵守的規定。
- (4) 根據第 (1) 款訂立的規例 ——
- (a) 可規定如註冊非香港公司違反任何該等規例 ——
- (i) 該公司；及
- (ii) 該公司的每名責任人，均屬犯罪；
- (b) 可規定如任何人犯 (a) 段所述罪行，該人可被處不超過第 5 級的罰款，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，另被處不超過 \$1,000 的罰款；
- (c) 可規定原訟法庭可在訂明情況下 ——
- (i) 藉命令飭令立即讓有關副本及押記登記冊受查閱；及
- (ii) 就查閱的時間、期限及方式，作出任何命令；及
- (d) 可規定如該等副本或押記登記冊是備存於有關註冊非香港公司以外的人的辦事處，則 (c) 段所述的命令可針對該人以及其高級人員及其他僱員作出。
- (5) 本條例的任何條文或根據本條訂立的規例，不得解釋為阻止註冊非香港公司 ——
- (a) 提供比該等規例所規定者更為廣泛的便利；或

- (i) by reference to the place at which the registered non-Hong Kong company keeps any other records; or
- (ii) in any other way;
- (c) provide that section 351 or 353 is not complied with by keeping the copies, or the register of charges, at a place prescribed in the regulations unless conditions prescribed in the regulations are met; and
- (d) prescribe more than one place for the purpose specified in subsection (1)(a)(i) or (ii).
- (3) Regulations made under subsection (1)(b) may—
- (a) make provision as to the time, duration and manner of inspection;
- (b) prescribe the manner in which a request for inspection is to be made; and (*Amended 35 of 2018 s. 31*)
- (c) define what may be required of the registered non-Hong Kong company as regards the nature, extent and manner of extracting or presenting any information for the purposes of inspection.
- (4) Regulations made under subsection (1) may provide that—
- (a) if a registered non-Hong Kong company contravenes any of the regulations, an offence is committed by—
- (i) the company; and
- (ii) every responsible person of the company;
- (b) a person who commits an offence mentioned in paragraph (a) is liable to a fine not exceeding level 5 and, in the case of a continuing offence, to a further fine not exceeding \$1,000 for each day during which the offence continues;
- (c) the Court may, in prescribed circumstances—



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- (b) (如可收取費用) 收取較所訂明的費用為低的費用，或不收取費用。
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- (i) by order compel an immediate inspection of the copies and the register of charges; and
  - (ii) make any order as to the time, duration and manner of inspection; and
  - (d) if the copies, or the register of charges, are kept at the office of a person other than the registered non-Hong Kong company concerned, an order mentioned in paragraph (c) may be made against that other person and that other person's officers and other employees.
- (5) Nothing in any provision of this Ordinance or in the regulations made under this section is to be construed as preventing a registered non-Hong Kong company—
- (a) from providing more extensive facilities than are required by the regulations; or
  - (b) if a fee may be charged, from charging a lesser fee than that prescribed or none at all.
-