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第 622 章

附表 11 — 第 1 部  
第 1 條

Schedule 11—Part 1  
Section 1

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## 附表 11

[ 第 27、369 及 913 條 ]

### 過渡性條文及保留條文

#### 第 1 部

##### 導言

#### 1. 釋義

在本附表中 ——

~~廢除~~ (repeal) 指被第 912 條廢除，而~~被廢除~~亦須據此解釋。

#### 第 2 部

### 為第 2 部作的過渡性安排及保留安排

#### 2. 處長的職位

- (1) 在緊接第 21 條的生效日期<sup>#</sup>前擔任或署理公司註冊處處長職位的人，繼續擔任或署理該職位（視屬何情況而定），猶如該人是根據第 21(1) 條獲委任一樣。

## Schedule 11

[ss. 27, 369 & 913]

(Amended E.R. 1 of 2013)

### Transitional and Saving Provisions

#### Part 1

##### Preliminary

#### 1. Interpretation

In this Schedule—

**repeal** (廢除) means a repeal by section 912, and **repealed** is to be construed accordingly.

#### Part 2

### Transitional and Saving Arrangements for Part 2

#### 2. Office of Registrar

- (1) A person holding or acting in the office of Registrar of Companies immediately before the commencement date<sup>#</sup> of

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- (2) 按根據《前身條例》第 303(4) 條作出的指示而製備的最後印章，須視為按根據第 21(4) 條作出的指示而製備的印章。
- (3) 行政長官在第 21 條的生效日期<sup>#</sup>前，根據《前身條例》第 303(1) 條指示或最後指示的地點，須視為根據第 21(3) 條獲指定的地方。

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- section 21 continues to hold or act in that office (as the case may be) as if the person were appointed under section 21(1).
- (2) The last seals that were directed under section 303(4) of the predecessor Ordinance to be prepared are to be regarded as seals that have been directed under section 21(4) to be prepared.
- (3) The place directed or last directed by the Chief Executive under section 303(1) of the predecessor Ordinance before the commencement date<sup>#</sup> of section 21 is to be regarded as the place that has been designated under section 21(3).

## 第 3 部

## Part 3

### 為第 3 部作的過渡性安排及保留安排

### Transitional and Saving Arrangements for Part 3

#### 3. 申請組成公司

- (1) 本條適用於符合以下說明的待決申請 ——
- (a) 在第 3 部第 1 分部的生效日期<sup>#</sup>前，為《前身條例》第 14A(1) 條的目的而向處長提出的；而
- (b) 在該日期前，該條例第 15(1) 條已就該申請獲遵守。
- (2) 在緊接被廢除前有效的《前身條例》第 4、5、6、9、10、11、12、14、14A、15、16、18、18A、20、23 及 24 條、該條例附表 1 的 A、B、C、D 及 E 表及《公司 (指明名稱) 令》(第 32 章，附屬法例 E)，繼續就上述待決申請而適用。

#### 3. Application for company formation

- (1) This section applies to a pending application—
- (a) that was made before the commencement date<sup>#</sup> of Division 1 of Part 3 to the Registrar for the purposes of section 14A(1) of the predecessor Ordinance; and
- (b) in respect of which section 15(1) of that Ordinance was complied with before that date.
- (2) Sections 4, 5, 6, 9, 10, 11, 12, 14, 14A, 15, 16, 18, 18A, 20, 23 and 24 of the predecessor Ordinance, Tables A, B, C, D and E in the First Schedule to that Ordinance, and the Companies (Specification of Names) Order (Cap. 32 sub. leg.

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E), as in force immediately before their repeal, continue to apply in relation to the pending application.

#### 4. 申請略去“Limited”等的處長特許證

在緊接被廢除前有效的《前身條例》第 21(1)、(2) 及 (3) 條，繼續就以下待決申請而適用：在第 3 部第 3 分部第 2 次分部的生效日期<sup>#</sup>前，就批出《前身條例》第 21(1) 或 (2) 條所指的特許證交付處長的申請。

#### 4. Application for Registrar’s licence to dispense with “Limited” etc.

Section 21(1), (2) and (3) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a pending application delivered to the Registrar before the commencement date<sup>#</sup> of Subdivision 2 of Division 3 of Part 3 for a licence under section 21(1) or (2) of the predecessor Ordinance.

#### 5. 略去“Limited”等的特許證

根據《前身條例》第 21(1) 或 (2) 條批出的特許證，如在緊接第 3 部第 3 分部第 2 次分部的生效日期<sup>#</sup>前屬有效，須視作為施行本條例而根據第 103 條批出的特許證。

#### 5. Licence dispensing with “Limited” etc.

A licence that was granted under section 21(1) or (2) of the predecessor Ordinance and was in force immediately before the commencement date<sup>#</sup> of Subdivision 2 of Division 3 of Part 3 is to be regarded as a licence granted under section 103 for the purposes of this Ordinance.

#### 6. 公司宗旨的修改

- (1) 在緊接被廢除前有效的《前身條例》第 8 條，繼續就以下特別決議而適用：在第 3 部第 2 分部第 4 次分部的生效日期<sup>#</sup>前，為《前身條例》第 8(1) 條的目的通過的特別決議。
- (2) 在緊接被廢除前有效的《公司 (費用及百分率) 令》(第 32 章，附屬法例 C) 附表 1 第 1(a) 項，繼續就以下呈請書而適用：按根據第 (1) 款具有持續效力的《前身條例》第 8 條提交的、關乎確認修改章程大綱的呈請書。

#### 6. Alteration of company’s objects

- (1) Section 8 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a special resolution passed before the commencement date<sup>#</sup> of Subdivision 4 of Division 2 of Part 3 for the purposes of section 8(1) of the predecessor Ordinance.
- (2) Item 1(a) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force

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immediately before its repeal, continues to apply in relation to a petition to confirm an alteration in a memorandum presented under section 8 of the predecessor Ordinance having a continuing effect under subsection (1).

## 7. 某些組織章程大綱的條件的修改

在緊接被廢除前有效的《前身條例》第 8(2)(a)、(3)、(4)、(7)、(7A) 及 (8) 及 25A 條，繼續就以下特別決議而適用：在第 3 部第 2 分部第 4 次分部的生效日期<sup>#</sup>前，為《前身條例》第 25A(1) 條的目的通過的特別決議。

## 7. Alteration of certain conditions of memorandum of association

Sections 8(2)(a), (3), (4), (7), (7A) and (8) and 25A of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a special resolution passed before the commencement date<sup>#</sup> of Subdivision 4 of Division 2 of Part 3 for the purposes of section 25A(1) of the predecessor Ordinance.

## 8. 藉特別決議對章程細則作出修改

在緊接被廢除前有效的《前身條例》第 13 條，繼續就以下特別決議而適用：在第 3 部第 2 分部第 4 次分部的生效日期<sup>#</sup>前，為《前身條例》第 13(1) 條的目的通過的特別決議。

## 8. Alteration of articles by special resolution

Section 13 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a special resolution passed before the commencement date<sup>#</sup> of Subdivision 4 of Division 2 of Part 3 for the purposes of section 13(1) of the predecessor Ordinance.

## 9. 關乎《舊有公司條例》A 表的保留條文

就 ——

- (a) 不時有效的《1865 年公司條例》(1865 年第 1 號) 附表 1 的 A 表而言，該 A 表在其適用於任何原有公司的範圍內，不受本條例影響；

## 9. Savings for Table A in former Companies Ordinance

This Ordinance does not affect—

- (a) Table A in the First Schedule to the Companies Ordinance 1865 (1 of 1865), as in force from time to time, so far as it applies to any existing company;

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- (b) 不時有效的《1911 年公司條例》(1911 年第 58 號) 附表 1 的 A 表而言，該 A 表在其適用於任何原有公司的範圍內，不受本條例影響；及
- (c) 《前身條例》附表 1 的 A 表而言，該 A 表在其適用於任何原有公司的範圍內，不受本條例影響。

- (b) Table A in the First Schedule to the Companies Ordinance 1911 (58 of 1911), as in force from time to time, so far as it applies to any existing company; and
- (c) Table A in the First Schedule to the predecessor Ordinance, so far as it applies to any existing company.

**10. 更改公司名稱的特別決議**

在緊接被廢除前有效的《前身條例》第 20 及 22(1A)、(1B)、(7) 及 (8) 條及《公司 (指明名稱) 令》(第 32 章，附屬法例 E)，繼續就以下特別決議而適用：在第 3 部第 3 分部第 3 次分部的生效日期<sup>#</sup>前，為《前身條例》第 22(1) 條的目的通過的特別決議。

**10. Special resolution changing company name**

Sections 20 and 22(1A), (1B), (7) and (8) of the predecessor Ordinance and the Companies (Specification of Names) Order (Cap. 32 sub. leg. E), as in force immediately before their repeal, continue to apply in relation to a special resolution passed before the commencement date<sup>#</sup> of Subdivision 3 of Division 3 of Part 3 for the purposes of section 22(1) of the predecessor Ordinance.

**11. 處長指示更改公司名稱**

- (1) 在緊接被廢除前有效的《前身條例》第 22(5) 及 (6) 條，繼續就以下指示而適用：在第 3 部第 3 分部第 3 次分部的生效日期<sup>#</sup>前，由處長根據《前身條例》第 22(2)、(3A)、(3B) 或 (4) 條發出的指示。
- (2) 在緊接被廢除前有效的《前身條例》第 22(7) 及 (8) 及 22A(2)、(3) 及 (4) 條，繼續就以下指示而適用：在第 3 部第 3 分部第 3 次分部的生效日期<sup>#</sup>前，由處長根據《前身條例》第 22A(1) 或 (1A) 條發出的指示。

**11. Registrar's direction to change company name**

- (1) Section 22(5) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a direction given by the Registrar before the commencement date<sup>#</sup> of Subdivision 3 of Division 3 of Part 3 under section 22(2), (3A), (3B) or (4) of the predecessor Ordinance.
- (2) Sections 22(7) and (8) and 22A(2), (3) and (4) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a direction given by the Registrar before the commencement date<sup>#</sup> of Subdivision 3 of Division 3 of Part 3 under section 22A(1) or (1A) of the predecessor Ordinance.

**12. 無限公司重新註冊為有限公司**

- (1) 本條適用於符合以下說明的特別決議——
- (a) 在第 3 部第 2 分部第 2 次分部的生效日期<sup>#</sup>前，由在 1984 年 8 月 31 日當日或之後註冊為無限公司的原有公司，為《前身條例》第 19(1) 條的目的通過的；而
  - (b) 在該生效日期<sup>#</sup>前，沒有公司註冊證書根據該條例第 19(4) 條就該特別決議發出。
- (2) 在緊接被廢除前有效的《前身條例》第 19(1)、(2)、(3)、(4) 及 (5) 及 117 條，繼續就上述特別決議而適用。
- (3) 在第 3 部第 2 分部的生效日期<sup>#</sup>當日或之後，按根據第 (2) 款具有持續效力的條文重新註冊為有限公司的無限公司，就所有目的而言，須視為根據《前身條例》註冊的有限公司。

**第 4 部****為第 4 部作的過渡性安排及保留安排****第 1 分部 — 一般過渡性條文及保留條文****12. Re-registration of unlimited company as limited company**

- (1) This section applies to a special resolution—
- (a) that was passed before the commencement date<sup>#</sup> of Subdivision 2 of Division 2 of Part 3 for the purposes of section 19(1) of the predecessor Ordinance by an existing company registered as an unlimited company on or after 31 August 1984; and
  - (b) in respect of which no certificate of incorporation was issued before that commencement date<sup>#</sup> under section 19(4) of that Ordinance.
- (2) Sections 19(1), (2), (3), (4) and (5) and 117 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to the special resolution.
- (3) An unlimited company re-registered as a limited company on or after the commencement date<sup>#</sup> of Division 2 of Part 3 under the provisions having a continuing effect under subsection (2) is, for all purposes, to be regarded as a limited company registered under the predecessor Ordinance.

**Part 4****Transitional and Saving Arrangements for Part 4****Division 1—General Transitional and Saving Provisions**



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第 13 條Schedule 11—Part 4—Division 1  
Section 13S11-14  
Cap. 622**13. 股份轉換為股額**

- (1) 就在第 138 條的生效日期<sup>#</sup>當日或之後將股份轉換為股額的事宜而言，該項轉換如是按照在該日期<sup>#</sup>前通過的決議進行，則不受第 138 條影響。
- (2) 在第 174 條中，提述在廢除將股份轉換為股額的權力前，將股份轉換為股額，包括第 (1) 款提述的轉換。
- (3) 在緊接被廢除前有效的《前身條例》以下條文，繼續適用於在第 138 條的生效日期<sup>#</sup>前進行的股份轉換（將股份轉換為股額）或第 (1) 款提述的轉換——
  - (a) 第 54 條（在該條關乎將股份轉換為股額的範圍內）；
  - (b) 第 95(1) 條的但書的第 (i) 段；及
  - (c) 第 95(4) 條（在該條關乎該段的範圍內）。
- (4) 如已按照《前身條例》第 95(1) 條的但書的第 (i) 段，將股額的數額記入公司的成員登記冊內，則該數額（而非關乎股份的細節）須視為第 12 部第 2 分部第 2 次分部規定須記入該登記冊內的細節。

**14. 股份權證**

- (1) 如公司在第 139 條的生效日期<sup>#</sup>前已發行股份權證，但沒有在該日期<sup>#</sup>前遵守《前身條例》第 97(1) 條，則本條適用。

**13. Conversion of shares into stock**

- (1) Section 138 does not affect the conversion of shares into stock on or after the commencement date<sup>#</sup> of that section in accordance with a resolution passed before that commencement date<sup>#</sup>.
- (2) The reference in section 174 to the conversion of shares into stock before the repeal of the power to do so includes a conversion referred to in subsection (1).
- (3) The following provisions of the predecessor Ordinance, as in force immediately before their repeal, continue to apply to a conversion of shares into stock that took place before the commencement date<sup>#</sup> of section 138 or a conversion referred to in subsection (1)—
  - (a) section 54 (so far as it relates to a conversion of shares into stock);
  - (b) paragraph (i) of the proviso to section 95(1); and
  - (c) section 95(4) (so far as it relates to that paragraph).
- (4) If any amounts of stock have been entered in the register of members of the company in accordance with paragraph (i) of the proviso to section 95(1) of the predecessor Ordinance, those amounts are to be regarded as the details required by Subdivision 2 of Division 2 of Part 12 to be entered in the register instead of the details relating to shares.

**14. Share warrants**

- (1) This section applies if a company has issued a share warrant before the commencement date<sup>#</sup> of section 139 but has not

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第 15 條

- (2) 在緊接被廢除前有效的《前身條例》第 97(1) 條，繼續就上述股份權證而適用於有關公司。
- (3) 如股份權證的詳情已按照《前身條例》第 97(1) 條記入公司的成員登記冊內，該等詳情須視為第 12 部第 2 分部第 2 次分部規定須記入該登記冊內的細節。

**15. 董事行使權力配發股份或授予權利**

如公司在第 140 條的生效日期<sup>#</sup>當日或之後，按照該公司在 1984 年 8 月 31 日前作出或批出一項要約、協議或選擇權而配發股份，則第 140 條不適用於該項配發。

**16. 經公司批准的股份配發或權利授予**

《前身條例》第 57B 條所指的批准，如在緊接第 141 條的生效日期<sup>#</sup>前屬有效，則在該日期<sup>#</sup>當日及之後繼續有效，猶如是根據第 141 條給予一樣。

**17. 分配申報表**Schedule 11—Part 4—Division 1  
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- complied with section 97(1) of the predecessor Ordinance before that commencement date<sup>#</sup>.
- (2) Section 97(1) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to the company in relation to the share warrant.
  - (3) If the particulars of a share warrant have been entered in the register of members of the company in accordance with section 97(1) of the predecessor Ordinance, those particulars are to be regarded as the details required by Subdivision 2 of Division 2 of Part 12 to be entered in the register.

**15. Exercise by directors of power to allot shares or grant rights**

Section 140 does not apply to an allotment of shares by a company on or after the commencement date<sup>#</sup> of that section in accordance with an offer, agreement or option made or granted by the company before 31 August 1984.

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

An approval in force under section 57B of the predecessor Ordinance immediately before the commencement date<sup>#</sup> of section 141 has effect on and after that commencement date<sup>#</sup> as if given under section 141.

**17. Return of allotments**



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在緊接被廢除前有效的《前身條例》第 45 條，繼續適用於在第 142 條的生效日期<sup>#</sup>前配發的股份。

Section 45 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to shares allotted before the commencement date<sup>#</sup> of section 142.

**18. 配發的登記**

第 143 條適用於在該條的生效日期<sup>#</sup>當日或之後配發的股份。

**18. Registration of allotment**

Section 143 applies to shares allotted on or after the commencement date<sup>#</sup> of that section.

**19. 在配發後發出股份證明書**

在緊接被廢除前有效的《前身條例》第 70 條 (在該條關乎股份配發的範圍內)，繼續適用於在第 144 條的生效日期<sup>#</sup>前配發的股份。

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

Section 70 of the predecessor Ordinance (so far as it relates to an allotment of shares), as in force immediately before its repeal, continues to apply to shares allotted before the commencement date<sup>#</sup> of section 144.

**20. 原訟法庭認可發行或配發**

在緊接被廢除前有效的《前身條例》第 57C 條，繼續適用於本意是在第 146 條的生效日期<sup>#</sup>前發行或配發的股份。

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

Section 57C of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to shares purportedly issued or allotted before the commencement date<sup>#</sup> of section 146.

**21. 獲准的佣金**

在緊接被廢除前有效的《前身條例》第 46 條繼續就以下協議而適用：在第 148 條的生效日期<sup>#</sup>前，已按照該第 46 條訂立，而其內容是訂明公司向某人支付佣金，作為該人認購或同意

**21. Permitted commissions**

Section 46 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an agreement made in accordance with that section before the commencement date<sup>#</sup> of section 148 for a company to pay commission to a person

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認購該公司的股份或促致或同意促致認購該公司的股份的代價的協議。

## 22. 登記轉讓或拒絕登記

在緊接被廢除前有效的《前身條例》第 69 條 (在該條關乎股份轉讓的範圍內), 繼續適用於在第 151 條的生效日期<sup>#</sup>前提交的轉讓書。

## 23. 在轉讓後發出股份證明書

在緊接被廢除前有效的《前身條例》第 70 條 (在該條關乎股份轉讓的範圍內), 繼續適用於在第 155 條的生效日期<sup>#</sup>前提交的轉讓書。

## 24. 藉法律的施行而傳轉的股份

在緊接被廢除前有效的《前身條例》第 69 條 (在該條關乎藉法律的施行而傳轉股份的範圍內), 繼續適用於在第 4 部第 4 分部第 2 次分部的生效日期<sup>#</sup>前傳轉的股份。

## 25. 補發已遺失的上市公司股份證明書

Schedule 11—Part 4—Division 1  
Section 22S11-20  
Cap. 622

in consideration of the person subscribing or agreeing to subscribe for shares in the company or procuring or agreeing to procure subscriptions.

## 22. Registration of transfer or refusal of registration

Section 69 of the predecessor Ordinance (so far as it relates to a transfer of shares), as in force immediately before its repeal, continues to apply to a transfer lodged before the commencement date<sup>#</sup> of section 151.

## 23. Issue of share certificate on transfer

Section 70 of the predecessor Ordinance (so far as it relates to a transfer of shares), as in force immediately before its repeal, continues to apply to a transfer lodged before the commencement date<sup>#</sup> of section 155.

## 24. Transmission of shares by operation of law

Section 69 of the predecessor Ordinance (so far as it relates to a transmission of shares by operation of law), as in force immediately before its repeal, continues to apply to shares transmitted before the commencement date<sup>#</sup> of Subdivision 2 of Division 4 of Part 4.

## 25. Replacement of listed companies' lost share certificates

S11-21  
第 622 章附表 11 —— 第 4 部 —— 第 1 分部  
第 26 條

- (1) 不論原有股份證明書是在第 163 條的生效日期<sup>#</sup>之前、當日或之後遺失，均可根據該條申請新股份證明書，但如已在該日期<sup>#</sup>前根據《前身條例》第 71A 條提出新證明書的申請則除外。
- (2) 在緊接被廢除前有效的《前身條例》第 71A 條，繼續適用於在第 163 條的生效日期<sup>#</sup>前提出的新證明書的申請。

**26. 更改股本的通知**

- (1) 如公司在第 171 條的生效日期<sup>#</sup>前作出《前身條例》第 54(1)(a) 至 (f) 條提述的任何事情，則本條適用。
- (2) 在緊接被廢除前有效的《前身條例》第 54 條，繼續就上述所作出的事情而適用於公司。

**27. 關於股本增加的通知**

如在第 171 條的生效日期<sup>#</sup>前，已通過批准增加公司股本的決議，則在緊接被廢除前有效的《前身條例》第 55 條，繼續適用於該項股本增加。

**28. 不同類別的股份的說明**Schedule 11—Part 4—Division 1  
Section 26S11-22  
Cap. 622

- (1) An application may be made under section 163 for a new share certificate whether the original certificate was lost before, on or after the commencement date<sup>#</sup> of that section, unless an application for a new certificate had already been made under section 71A of the predecessor Ordinance before that commencement date<sup>#</sup>.
- (2) Section 71A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to an application for a new certificate made before the commencement date<sup>#</sup> of section 163.

**26. Notice of alteration of share capital**

- (1) This section applies if a company, before the commencement date<sup>#</sup> of section 171, does anything referred to in section 54(1)(a) to (f) of the predecessor Ordinance.
- (2) Section 54 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to the company in relation to the thing done.

**27. Notice of increase of share capital**

Section 55 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to an increase in a company's share capital if the resolution authorizing the increase was passed before the commencement date<sup>#</sup> of section 171.

**28. Description of shares of different classes**

S11-23  
第 622 章附表 11 — 第 4 部 — 第 1 分部  
第 29 條

在緊接被廢除前有效的《前身條例》第 57A 條，繼續適用於在第 179 條的生效日期<sup>#</sup>前發出的股份證明書、招股章程或董事報告。

## 29. 更改類別的權利：有股本的公司

- (1) 如在第 180 條的生效日期<sup>#</sup>前，已通過或給予關於更改或廢止附於某類別股份的權利的決議或書面同意，則在緊接被廢除前有效的《前身條例》第 63A 及 64 條，繼續適用於該項更改或廢止。
- (2) 在緊接被廢除前有效的《公司（費用及百分率）令》（第 32 章，附屬法例 C）附表 1 第 2(a) 項，繼續就以下申請而適用：按根據第 (1) 款具有持續效力的《前身條例》第 64 條提出的申請。

## 30. 將更改某類別股份的權利或在某類別股份附加權利一事通知處長

在緊接被廢除前有效的《前身條例》第 64A 條，繼續適用於在第 184 條的生效日期<sup>#</sup>前附於某類別股份的權利。

## 31. 更改類別的權利：無股本的公司

Schedule 11—Part 4—Division 1  
Section 29S11-24  
Cap. 622

Section 57A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to a share certificate, prospectus or directors' report issued before the commencement date<sup>#</sup> of section 179.

## 29. Variation of class rights: companies having a share capital

- (1) Sections 63A and 64 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply to a variation or abrogation of the rights attaching to a class of shares if the resolution or written consent for the variation or abrogation was passed or given before the commencement date<sup>#</sup> of section 180.
- (2) Item 2(a) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal, continues to apply in relation to an application made under section 64 of the predecessor Ordinance having a continuing effect under subsection (1).

## 30. Notifying Registrar of variation or attachment of rights to a class of shares

Section 64A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to an attachment of rights to a class of shares before the commencement date<sup>#</sup> of section 184.

## 31. Variation of class rights: companies without a share capital

S11-25  
第 622 章附表 11 — 第 4 部 — 第 1 分部  
第 32 條

第 188 至 192 條就以下更改或廢止而適用：在該等條文的生效日期<sup>#</sup>當日或之後，對公司某類別成員的權利作出的更改或廢止。

### 32. 關於後備股本的條文的廢除

《前身條例》第 52 及 56 條的廢除，不影響在緊接該等條文被廢除前有效的該等條文所指的決議的效力。

### 33. 從資本中撥款支付利息

- (1) 如在緊接《前身條例》第 57 條被廢除前，已根據該條的但書的 (a) 段通過批准公司支付利息的特別決議，則不論是否取得法院對支付利息的認許，在緊接被廢除前有效的該條，繼續適用於該利息的支付。
- (2) 在不局限第 (1) 款的原則下，如有以下情況，則公司可按照《前身條例》第 57 條從資本撥款作為利息支出——
  - (a) 公司是在該條被廢除前按照該條支付利息，但該利息不是由資本撥付的；或
  - (b) 不論是否就該項利息的支付取得法院的認許，在該條被廢除前，已根據該條的但書的 (a) 段通過有關特別決議，而公司是在該條被廢除後按照該決議支付利息的。

#### 附註——

《前身條例》第 57 條的但書的 (b) 段規定，在作出有關付款前，須取得法院的認許。

Schedule 11—Part 4—Division 1  
Section 32S11-26  
Cap. 622

Sections 188 to 192 apply in relation to a variation or abrogation of the rights of a class of members of a company on or after the commencement date<sup>#</sup> of those sections.

### 32. Repeal of provision about reserve share capital

The repeal of sections 52 and 56 of the predecessor Ordinance does not affect the validity of any resolution under those sections that was in force immediately before the repeal.

### 33. Payment of interest out of capital

- (1) Section 57 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to the payment of interest by a company if the special resolution under paragraph (a) of the proviso to that section authorizing the payment was passed before the repeal, regardless of when the sanction of the court for the payment is obtained.
- (2) Without limiting subsection (1), the company may charge interest to capital in accordance with section 57 of the predecessor Ordinance if—
  - (a) interest was paid by a company in accordance with that section before its repeal, but not charged to capital; or
  - (b) interest is paid by a company after the repeal in accordance with a special resolution passed under paragraph (a) of the proviso to that section before the repeal, regardless of when the sanction of the court for the payment is obtained.

S11-27  
第 622 章附表 11 —— 第 4 部 —— 第 2 分部  
第 35 條Schedule 11—Part 4—Division 2  
Section 35S11-28  
Cap. 622**Note—**

Paragraph (b) of the proviso to section 57 of the predecessor Ordinance requires the sanction of the court to be obtained before the payment is made.

**34. 關於股本規定的寬免**

- (1) 第 4 部第 8 分部第 1 次分部就符合以下說明的股份發行而適用：該股份是在該次分部的生效日期<sup>#</sup>當日或之後發行的，且不論關於該項發行或有關非現金資產的轉讓的安排是在該日期<sup>#</sup>之前、當日或之後作出的。
- (2) 在第 198 條中，提述因為第 4 部第 8 分部第 1 次分部而無需記錄作為公司的股本的款額，包括在緊接《前身條例》第 48E 條被廢除前憑藉《前身條例》第 48C 或 48D 條而沒有撥入該公司的股份溢價帳中的款額。

**第 2 分部 —— 關乎廢止面值的過渡性條文****35. 釋義**

在本分部中 ——

**續用條文** (continuing provision) 指根據本附表而具有持續效力的《前身條例》的條文。

**34. Relief from share capital requirements**

- (1) Subdivision 1 of Division 8 of Part 4 applies in relation to an issue of shares on or after the commencement date<sup>#</sup> of that Subdivision whether the arrangement for the issue or the transfer of non-cash assets was made before, on or after that commencement date<sup>#</sup>.
- (2) A reference in section 198 to an amount that, because of Subdivision 1 of Division 8 of Part 4, is not required to be recorded as a company's share capital includes an amount that, immediately before the repeal of section 48E of the predecessor Ordinance, was not included in the company's share premium account by virtue of section 48C or 48D of the predecessor Ordinance.

**Division 2—Transitional Provisions relating to Abolition of Nominal Value****35. Interpretation**

In this Division—

**continuing provision** (續用條文) means a provision of the predecessor Ordinance that has a continuing effect under this Schedule.



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第 622 章

附表 11 — 第 4 部 — 第 2 分部  
第 36 條

Schedule 11—Part 4—Division 2  
Section 36

S11-30  
Cap. 622

**36. 提述就於第 135 條的生效日期<sup>#</sup>前發行的股份繳付的款額**

為本條例在第 135 條的生效日期<sup>#</sup>當日及之後就於該日期<sup>#</sup>前發行的股份實施的目的——

- (a) 就該股份繳付的款額，是在任何時間就該股份繳付公司的所有款額的總和；及
- (b) 就該股份而尚未繳付的款額，是該股份的發行價與已就該股份繳付的款額的差額。

**37. 對股份溢價帳及資本贖回儲備的處理**

- (1) 在第 135 條的生效日期<sup>#</sup>開始時，公司的股份溢價帳的任何貸方結餘，以及其資本贖回儲備的任何貸方結餘，均成為公司股本的一部分。
- (2) 在第 135 條的生效日期<sup>#</sup>當日或之後，會被續用條文規定須轉至公司的股份溢價帳或資本贖回儲備的款額，均成為公司股本的一部分。

**38. 股份溢價帳的貸方結餘的運用**

**36. References to amount paid on shares issued before commencement date<sup>#</sup> of section 135**

For the purposes of the operation of this Ordinance on and after the commencement date<sup>#</sup> of section 135 in relation to a share issued before that commencement date<sup>#</sup>—

- (a) the amount paid on the share is the sum of all amounts paid to the company at any time for the share; and
- (b) the amount remaining unpaid on the share is the difference between the issue price of the share and the amount paid on the share.

**37. Treatment of share premium account and capital redemption reserve**

- (1) At the beginning of the commencement date<sup>#</sup> of section 135, any amount standing to the credit of the company's share premium account and capital redemption reserve becomes part of the company's share capital.
- (2) Any amount that would be required by a continuing provision to be transferred to a company's share premium account or capital redemption reserve on or after the commencement date<sup>#</sup> of section 135 becomes part of the company's share capital.

**38. Use of amount standing to credit of share premium account**

S11-31  
第 622 章附表 11 — 第 4 部 — 第 2 分部  
第 38 條

- (1) 儘管有本附表第 37 條的規定，公司可在第 135 條的生效日期<sup>#</sup>當日或之後——
  - (a) 按照在該日期<sup>#</sup>前訂立的協議，將在緊接該日期<sup>#</sup>前在其股份溢價帳的貸方結餘，用於繳付將在該日期<sup>#</sup>當日或之後以全部繳付股款的紅股的形式向公司成員發行的股份的股款；
  - (b) 將在緊接該日期<sup>#</sup>前在其股份溢價帳的貸方結餘，用於沖銷——
    - (i) 公司在該日期<sup>#</sup>前招致的開辦費用；或
    - (ii) 在該日期<sup>#</sup>前，就公司發行股份而招致的開支、就公司發行股份而支付的佣金，或就公司發行股份而容許的折扣；或
  - (c) 將在緊接該日期前在其股份溢價帳的貸方結餘，用於備付須於贖回在 1991 年 9 月 1 日前發行的可贖回優先股時支付的溢價。
- (2) 儘管有本附表第 37 條的規定，如公司在 1991 年 9 月 1 日當日或之後但在第 135 條的生效日期<sup>#</sup>前發行的可贖回股份，在第 135 條的生效日期<sup>#</sup>當日或之後贖回，則須在贖回該等股份時支付的任何溢價，可從為贖回的目的而發行新股份所得收益中撥款支付，支付的款額上限為相等於下述兩個數額中的較小者的款額——
  - (a) 公司在發行被贖回的股份時所得的溢價的總額；
  - (b) 在緊接第 135 條的生效日期<sup>#</sup>前公司的股份溢價帳的貸方結餘，減去已根據第 (1) 款或本款運用的任何款額。
- (3) 如某款額已根據第 (2) 款支付，為第 (1) 或 (2) 款的目的而可動用的款額餘數，須減去一筆對應款額。

Schedule 11—Part 4—Division 2  
Section 38S11-32  
Cap. 622

- (1) Despite section 37 of this Schedule, a company may, on or after the commencement date<sup>#</sup> of section 135, use the amount that was standing to the credit of its share premium account immediately before that commencement date<sup>#</sup> to—
  - (a) pay up, in accordance with an agreement made before that commencement date<sup>#</sup>, shares that are to be issued on or after that commencement date<sup>#</sup> to members of the company as fully paid bonus shares;
  - (b) write off—
    - (i) the preliminary expenses of the company incurred before that commencement date<sup>#</sup>; or
    - (ii) the expenses incurred, commission paid, or discount allowed, before that commencement date<sup>#</sup>, in respect of any issue of shares in the company; or
  - (c) provide for the premium payable on redemption of redeemable preference shares issued before 1 September 1991.
- (2) Despite section 37 of this Schedule, if redeemable shares issued by a company on or after 1 September 1991 but before the commencement date<sup>#</sup> of section 135 are redeemed on or after the commencement date<sup>#</sup> of section 135, any premium payable on their redemption may be paid out of the proceeds of a fresh issue of shares made for the purpose of the redemption, up to an amount equal to the lesser of—
  - (a) the aggregate of the premiums received by the company on the issue of the shares redeemed;
  - (b) the amount that was standing to the credit of the company's share premium account immediately before the commencement date<sup>#</sup> of section 135 less any amounts already applied under subsection (1) or this subsection.

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第 39 條Schedule 11—Part 4—Division 2  
Section 39S11-34  
Cap. 622

- (3) If an amount is paid under subsection (2), the remaining amount available for the purposes of subsection (1) or (2) must be reduced by a corresponding amount.

### 39. 部分繳付股款的股份的催繳

如有催繳就於第 135 條的生效日期<sup>#</sup>前發行的股份的尚未繳付的款項作出，股東在該項催繳方面的法律責任（不論因股份面值的理由或作為溢價），均不受股份不再有面值所影響。

### 39. Calls on partly paid shares

The liability of a shareholder for calls in respect of money remaining unpaid on shares issued before the commencement date<sup>#</sup> of section 135 (whether on account of the nominal value of the shares or by way of premium) is not affected by the share ceasing to have a nominal value.

### 40. 在合約及其他文件內提述票面值或面值

- (1) 本條為在第 135 條的生效日期<sup>#</sup>當日或之後解釋及應用以下項目的目的而適用——
- 在該日期<sup>#</sup>前訂立的合約（包括公司的章程細則）；
  - 公司或其任何成員在該日期<sup>#</sup>前作出的決議；或
  - 在該日期<sup>#</sup>前簽立的信託契據或其他文件。
- (2) 如某股份——
- 在第 135 條的生效日期<sup>#</sup>前發行，提述該股份的票面值或面值（不論是以明示或隱含的方式），即提述該股份在緊接該日期<sup>#</sup>前的面值；
  - 在第 135 條的生效日期<sup>#</sup>當日或之後發行，但同一類別股份在緊接該日期<sup>#</sup>前發行，提述該股份的票面值或面值（不論是以明示或隱含的方式），即提述假使該股份已在緊接該日期<sup>#</sup>前發行便會有的面值；或

### 40. References in contracts and other documents to par or nominal value

- (1) This section applies for the purpose of interpreting and applying on or after the commencement date<sup>#</sup> of section 135—
- a contract entered into before that commencement date<sup>#</sup> (including a company's articles);
  - a resolution of a company or of any of its members made before that commencement date<sup>#</sup>; or
  - a trust deed or other document executed before that commencement date<sup>#</sup>.
- (2) A reference to the par or nominal value of a share (whether made expressly or by implication) is a reference to—
- if the share was issued before the commencement date<sup>#</sup> of section 135, the nominal value of the share immediately before that commencement date<sup>#</sup>;

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第 622 章附表 11 — 第 4 部 — 第 2 分部  
第 40 條

- (c) 在第 135 條的生效日期<sup>#</sup>當日或之後發行，而同一類別股份不曾在緊接該日期<sup>#</sup>前發行，提述該股份的票面值或面值（不論是以明示或隱含的方式），即提述董事所釐定的面值。
- (3) 提述股份溢價，即提述關於該股份的任何尚餘股本。
- (4) 提述就股份退還股本的權利，即提述退還某價值的股本的權利，而該價值相等於按該股份面值繳付的款額。
- (5) 提述在清盤中按已繳款股本的比例進行的分派，即提述在清盤中按已繳款股本佔股份的面值的比例進行的分派。
- (6) 提述公司的已發行股本的票面值或面值的總和，即提述在緊接第 135 條的生效日期<sup>#</sup>前存在的該總和，並——
- (a) 作出上調，以顧及在該日期<sup>#</sup>當日或之後發行的任何股份的面值；及
- (b) 作出下調，以顧及在該日期<sup>#</sup>當日或之後註銷的任何股份的面值。
- (7) 儘管有第 (2) 或 (6) 款的規定，如在第 135 條的生效日期<sup>#</sup>當日或之後，股份的面值根據續用條文被更改，則提述股份的票面值或面值，即提述經如此更改的面值。

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Section 40S11-36  
Cap. 622

- (b) if the share is issued on or after the commencement date<sup>#</sup> of section 135 but shares of the same class were on issue immediately before that commencement date<sup>#</sup>, the nominal value that the share would have had if it had been issued immediately before that commencement date<sup>#</sup>; or
- (c) if the share is issued on or after the commencement date<sup>#</sup> of section 135 and shares of the same class were not on issue immediately before that commencement date<sup>#</sup>, the nominal value determined by the directors.
- (3) A reference to share premium is a reference to any residual share capital in relation to the share.
- (4) A reference to a right to a return of capital on a share is a reference to a right to a return of capital of a value equal to the amount paid in respect of the nominal value of the share.
- (5) A reference to a distribution in a winding up in proportion to the capital paid up on a share is a reference to a distribution in a winding up in proportion to the amount paid in respect of the nominal value of the share.
- (6) A reference to the aggregate par or nominal value of the company's issued share capital is a reference to that aggregate as it existed immediately before the commencement date<sup>#</sup> of section 135 and—
- (a) increased to take account of the nominal value of any shares issued on or after that commencement date<sup>#</sup>; and
- (b) reduced to take account of the nominal value of any shares cancelled on or after that commencement date<sup>#</sup>.
- (7) Despite subsection (2) or (6), if the nominal value of a share is altered on or after the commencement date<sup>#</sup> of section 135 under a continuing provision, a reference to the par or nominal value of the share is a reference to the nominal value as so altered.

S11-37  
第 622 章附表 11 —— 第 5 部  
第 42 條Schedule 11—Part 5  
Section 42S11-38  
Cap. 622**41. 《前身條例》的續用條文中的某些提述**

- (1) 在續用條文中提述股份面額或面值，就第 135 條的生效日期<sup>#</sup>當日或之後的任何期間而言，即提述該股份在緊接該日期<sup>#</sup>前的面額或面值，而提述股份溢價亦須據此理解。
- (2) 在續用條文中提述公司的股份溢價帳或資本贖回儲備，就第 135 條的生效日期<sup>#</sup>當日或之後的任何期間而言，即提述在緊接該日期<sup>#</sup>前的該公司的股份溢價帳或資本贖回儲備。
- (3) 儘管有第 (1) 款的規定，如在第 135 條的生效日期<sup>#</sup>當日或之後，股份的面額或面值根據續用條文被更改，則在續用條文中提述股份的面額或面值，即提述經如此更改的面額或面值。

**第 5 部****為第 5 部作的過渡性安排及保留安排****42. 原訟法庭確認的股本減少****41. References in continuing provisions of the predecessor Ordinance**

- (1) A reference in a continuing provision to the nominal amount or nominal value of a share is, in relation to any period on or after the commencement date<sup>#</sup> of section 135, a reference to the nominal amount or nominal value of the share immediately before that commencement date<sup>#</sup>, and a reference to share premium is to be construed accordingly.
- (2) A reference in a continuing provision to a company's share premium account or capital redemption reserve is, in relation to any period on or after the commencement date<sup>#</sup> of section 135, a reference to the company's share premium account or capital redemption reserve immediately before that commencement date<sup>#</sup>.
- (3) Despite subsection (1), if the nominal amount or nominal value of a share is altered on or after the commencement date<sup>#</sup> of section 135 under a continuing provision, a reference in a continuing provision to the nominal amount or nominal value of the share is a reference to the nominal amount or nominal value as so altered.

**Part 5****Transitional and Saving Arrangements for Part 5****42. Reduction of share capital confirmed by Court**



S11-39  
第 622 章附表 11 — 第 5 部  
第 42 條Schedule 11—Part 5  
Section 42S11-40  
Cap. 622

- (1) 在緊接第 5 部第 3 分部第 3 次分部的生效日期<sup>#</sup>前有效的《前身條例》第 58 條 (在該條關乎股本減少的範圍內) 及第 59 至 63 條及《高等法院規則》(第 4 章, 附屬法例 A) 第 102 號命令, 繼續就以下決議而適用: 在緊接該生效日期<sup>#</sup>前, 根據《前身條例》第 58(1) 條通過的、關乎減少股本的決議。
- (2) 在緊接第 5 部第 3 分部第 3 次分部的生效日期<sup>#</sup>前有效的《前身條例》第 58 至 63 條及《高等法院規則》(第 4 章, 附屬法例 A) 第 102 號命令 ——
  - (a) 繼續憑藉如此有效的《前身條例》第 48B(1) 條就以下決議而適用: 在該生效日期<sup>#</sup>前, 根據《前身條例》第 58(1) 條通過的、關乎減少股份溢價的決議; 及
  - (b) 繼續憑藉如此有效的《前身條例》第 49H(4) 條就以下決議而適用: 在該生效日期<sup>#</sup>前, 根據《前身條例》第 58(1) 條通過的、關乎減少資本贖回儲備的決議。
- (3) 在緊接被廢除前有效的《公司 (費用及百分率) 令》(第 32 章, 附屬法例 C) 附表 1 第 1(b) 項 ——
  - (a) 繼續適用於以下申請: 按根據第 (1) 款具有持續效力的《前身條例》第 59 條提出的、關乎確認股本減少的申請;
  - (b) 繼續憑藉在緊接被廢除前有效的《前身條例》第 48B(1) 條而適用於以下申請: 按根據第 (2)(a) 款具有持續效力的《前身條例》第 59 條提出的、關乎確認減少股份溢價的申請; 及
  - (c) 繼續憑藉在緊接被廢除前有效的《前身條例》第 49H(4) 條而適用於以下申請: 按根據第 (2)(b) 款具有持續效力的《前身條例》第 59 條提出的、關乎確認減少資本贖回儲備的申請。
- (4) 第 5 部第 3 分部不適用於第 (1) 款提述的股本減少。

- (1) Section 58 (so far as it relates to a reduction of share capital) and sections 59 to 63 of the predecessor Ordinance and Order 102 of the Rules of the High Court (Cap. 4 sub. leg. A), as in force immediately before the commencement date<sup>#</sup> of Subdivision 3 of Division 3 of Part 5, continue to apply in relation to a resolution for reducing share capital that was passed under section 58(1) of the predecessor Ordinance immediately before that commencement date<sup>#</sup>.
- (2) Sections 58 to 63 of the predecessor Ordinance and Order 102 of the Rules of the High Court (Cap. 4 sub. leg. A), as in force immediately before the commencement date<sup>#</sup> of Subdivision 3 of Division 3 of Part 5—
  - (a) continue to apply, by virtue of section 48B(1) of the predecessor Ordinance as so in force, in relation to a resolution for reducing share premium that was passed under section 58(1) of the predecessor Ordinance before that commencement date<sup>#</sup>; and
  - (b) continue to apply, by virtue of section 49H(4) of the predecessor Ordinance as so in force, in relation to a resolution for reducing capital redemption reserve that was passed under section 58(1) of the predecessor Ordinance before that commencement date<sup>#</sup>.
- (3) Item 1(b) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal—
  - (a) continues to apply to an application to confirm a reduction of share capital made under section 59 of the predecessor Ordinance having a continuing effect under subsection (1);
  - (b) continues to apply, by virtue of section 48B(1) of the predecessor Ordinance as in force immediately before its



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第 622 章附表 11 —— 第 5 部  
第 43 條Schedule 11—Part 5  
Section 43S11-42  
Cap. 622

repeal, to an application to confirm a reduction of share premium made under section 59 of the predecessor Ordinance having a continuing effect under subsection (2)(a); and

- (c) continues to apply, by virtue of section 49H(4) of the predecessor Ordinance as in force immediately before its repeal, to an application to confirm a reduction of capital redemption reserve made under section 59 of the predecessor Ordinance having a continuing effect under subsection (2)(b).

- (4) Division 3 of Part 5 does not apply to a reduction of share capital referred to in subsection (1).

#### 43. 股份贖回及回購

- (1) 在緊接被廢除前有效的《前身條例》第 49、49A、49B、49BA、49C、49E、49F、49G、49H、49P、49Q、49R、49S、58 及 168B 條及附表 13(在該等條文關乎上市公司贖回或購買本身的股份的範圍內)，繼續就以下批准而適用：在緊接第 5 部第 4 分部的生效日期<sup>#</sup>前，根據《前身條例》第 49BA、49E(2) 或 49F(3) 條屬有效的批准。
- (2) 在緊接被廢除前有效的《前身條例》第 49 至 49S 及 58 條(在該等條文關乎非上市公司贖回或購買本身股份的範圍內)，繼續就以下批准而適用：在緊接第 5 部第 4 分部的生效日期<sup>#</sup>前，根據《前身條例》第 49D、49E(3) 或 49F(2) 條屬有效的批准。
- (3) 第 5 部第 4 分部不適用於公司根據第 (1) 或 (2) 款提述的批准贖回或購買本身的股份。

#### 43. Share redemptions and buy-backs

- (1) Sections 49, 49A, 49B, 49BA, 49C, 49E, 49F, 49G, 49H, 49P, 49Q, 49R, 49S, 58 and 168B of, and the Thirteenth Schedule to, the predecessor Ordinance (so far as they relate to a redemption or purchase by a listed company of its own shares), as in force immediately before their repeal, continue to apply in relation to an authorization that was in force under section 49BA, 49E(2) or 49F(3) of the predecessor Ordinance immediately before the commencement date<sup>#</sup> of Division 4 of Part 5.
- (2) Sections 49 to 49S and 58 of the predecessor Ordinance (so far as they relate to a redemption or purchase by an unlisted company of its own shares), as in force immediately before their repeal, continue to apply in relation to an authorization or approval that was in force under section 49D, 49E(3) or 49F(2) of the predecessor Ordinance immediately before the commencement date<sup>#</sup> of Division 4 of Part 5.

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第 622 章附表 11 —— 第 5 部  
第 44 條Schedule 11—Part 5  
Section 44S11-44  
Cap. 622

- (3) Division 4 of Part 5 does not apply to a redemption or purchase by a company of its own shares under an authorization or approval referred to in subsection (1) or (2).

#### 44. 在生效日期<sup>#</sup>前發行的可贖回股份

在 1991 年 9 月 1 日前發行的可贖回優先股，以及在該日期當日或之後但在第 234 條的生效日期<sup>#</sup>前發行的可贖回股份，均可按照本條例贖回。

#### 44. Redeemable shares issued before commencement date<sup>#</sup>

Any redeemable preference shares issued before 1 September 1991 and any redeemable shares issued on or after that date but before the commencement date<sup>#</sup> of section 234 may be redeemed in accordance with this Ordinance.

#### 45. 公司沒有贖回或回購股份的後果

第 271 及 272 條不適用於在 1991 年 9 月 1 日前發行的可贖回優先股。

#### 45. Effect of company's failure to redeem or buy back

Sections 271 and 272 do not apply to any redeemable preference shares issued before 1 September 1991.

#### 46. 非上市公司對購入本身股份的資助

- (1) 在緊接被廢除前有效的《前身條例》第 47A 至 48 條（在該等條文關乎非上市公司提供資助的範圍內），繼續就非上市公司提供資助而適用，但前提是《前身條例》第 47E(6) 條所指的董事陳述書是在第 5 部第 5 分部的生效日期<sup>#</sup>前作出的。
- (2) 第 5 部第 5 分部不適用於第 (1) 款提述的提供資助。

#### 46. Financial assistance by unlisted company for acquisition of its own shares

- (1) Sections 47A to 48 of the predecessor Ordinance (so far as they relate to the giving of financial assistance by an unlisted company), as in force immediately before their repeal, continue to apply to the giving of financial assistance by an unlisted company if the directors' statement under section 47E(6) of the predecessor Ordinance was made before the commencement date<sup>#</sup> of Division 5 of Part 5.
- (2) Division 5 of Part 5 does not apply to the giving of financial assistance referred to in subsection (1).

S11-45  
第 622 章附表 11 —— 第 6 部  
第 48 條Schedule 11—Part 6  
Section 48S11-46  
Cap. 622**47. 指明報章**

在政務司司長根據第 203(2) 條在憲報刊登中文報章及英文報章的名單之前，根據《前身條例》第 71A(3)(a) 條刊登的最後一份報章名單所指明的中文報章或英文報章，就第 5 部而言，須視為指明中文報章或指明英文報章（視屬何情況而定）。

**47. Specified newspapers**

Until the Chief Secretary for Administration publishes a list of Chinese language newspapers and English language newspapers in the Gazette under section 203(2), a Chinese language newspaper or an English language newspaper specified in the list of newspapers last published under section 71A(3)(a) of the predecessor Ordinance is taken to be a specified Chinese language newspaper or a specified English language newspaper (as the case may be) for the purposes of Part 5.

**第 6 部****Part 6****為第 6 部作的過渡性安排及保留安排****Transitional and Saving Arrangements for Part 6****48. 就某些分派而對《前身條例》作的保留**

- (1) 在第 (2) 款的規限下，在緊接被廢除前有效的《前身條例》第 IIA 部，繼續適用於第 295(2) 條指明的分派，而第 6 部不適用於該項分派。
- (2) 上述第 IIA 部適用，猶如 ——
  - (a) 在《前身條例》第 79A(1) 條分發的定義中，在 (b) 段之後，已加入 ——
 

“(ca) 按照《公司條例》(第 622 章) 第 5 部第 4 分部從資本 (包括發行新股份所得收益) 或未實現利潤中，撥款贖回或回購該公司的任何股份；

**48. Saving of predecessor Ordinance for certain distribution**

- (1) Subject to subsection (2), Part IIA of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to a distribution specified in section 295(2), to which Part 6 does not apply.
- (2) That Part IIA applies as if—
  - (a) in section 79A(1) of the predecessor Ordinance, in the definition of *distribution*, the following had been added after paragraph (b)—
 

“(ca) the redemption or buy-back of any shares in the company out of capital (including the proceeds

S11-47  
第 622 章附表 11 —— 第 6 部  
第 49 條Schedule 11—Part 6  
Section 49S11-48  
Cap. 622

- (cb) 公司根據《公司條例》(第 622 章)第 283、284 或 285 條向成員提供資助；”；
- (b) 在《前身條例》第 79J(2) 條中，在 (a) 段之後，已加入 ——
- “(ba) 符合以下說明的資助 ——
- (i) 公司在違反《公司條例》(第 622 章)第 5 部第 5 分部的情况下給予的；及
- (ii) 給予該資助，會減少公司的淨資產或增加公司的淨債務；”；及
- (c) 在《前身條例》第 79M(2) 條中 ——
- (i) 在 (a) 段中，已刪去“或”；及
- (ii) 在 (a) 段之後，已加入 ——
- “(ba) 公司在違反《公司條例》(第 622 章)第 275 條的情况下給予的資助；”。

- of any fresh issue of shares), or out of unrealized profits, in accordance with Division 4 of Part 5 of the Companies Ordinance (Cap. 622);
- (cb) financial assistance given by the company to a member under section 283, 284 or 285 of the Companies Ordinance (Cap. 622);”;
- (b) in section 79J(2) of the predecessor Ordinance, the following had been added after paragraph (a)—
- “(ba) financial assistance—
- (i) that is given by the company in contravention of Division 5 of Part 5 of the Companies Ordinance (Cap. 622); and
- (ii) the giving of which reduces the company’s net assets or increases its net liabilities;”;
- (c) in section 79M(2) of the predecessor Ordinance—
- (i) in paragraph (a), the word “or” had been deleted; and
- (ii) the following had been added after paragraph (a)—
- “(ba) financial assistance given by a company in contravention of section 275 of the Companies Ordinance (Cap. 622);”.

#### 49. 章程細則中某些較舊條文的保留條文

如在緊接 1991 年 9 月 1 日之前，公司的章程細則的條文批准公司運用其未實現利潤，支付未發行股份的全部或部分股款，並將該股份作為全部或部分繳付股款的紅股配發予成員的，則該條文繼續（除章程細則有所修改外）作為在該日期之後如此運用該利潤的權限依據。

#### 49. Saving for certain older provisions in articles

If, immediately before 1 September 1991, a company was authorized by a provision of its articles to apply its unrealized profits in paying up, in full or in part, unissued shares to be allotted to the members as fully or partly paid bonus shares, that provision continues (subject to any alteration of the articles) as authority for those profits to be so applied after that date.

S11-49  
第 622 章附表 11 —— 第 7 部  
第 50 條Schedule 11—Part 7  
Section 50S11-50  
Cap. 622

## 第 7 部

### 為第 7 部作的過渡性安排及保留安排

#### 50. 債權證持有人登記冊

在第 308 條的生效日期<sup>#</sup>當日及之後，根據《前身條例》第 74A 條備存的債權證持有人登記冊，須視為根據第 308 條備存的債權證持有人登記冊。

#### 51. 將備存債權證持有人登記冊的地方通知處長

在緊接被廢除前有效的《前身條例》第 74A(4) 條，繼續就以下責任而適用：在第 309 條的生效日期<sup>#</sup>前產生的、根據《前身條例》第 74A(3) 條將通知送交處長的責任。

#### 52. 查閱債權證持有人登記冊的權利

在緊接被廢除前有效的《前身條例》第 75(1)、(4)、(5) 及 (6) 及 348C(3) 條，繼續就以下要求而適用：公司在第 310 條的生效日期<sup>#</sup>前收到的、關乎查閱債權證持有人登記冊的要求。

## Part 7

### Transitional and Saving Arrangements for Part 7

#### 50. Register of debenture holders

On and after the commencement date<sup>#</sup> of section 308, a register of holders of debentures kept under section 74A of the predecessor Ordinance is to be regarded as a register of debenture holders kept under section 308.

#### 51. Notifying Registrar of place where register of debenture holders is kept

Section 74A(4) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an obligation to send notice to the Registrar that arose before the commencement date<sup>#</sup> of section 309 under section 74A(3) of the predecessor Ordinance.

#### 52. Right to inspect register of debenture holders

Sections 75(1), (4), (5) and (6) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before

S11-51  
第 622 章附表 11 —— 第 7 部  
第 53 條Schedule 11—Part 7  
Section 53S11-52  
Cap. 622

the commencement date<sup>#</sup> of section 310 for inspecting a register of debenture holders.

### 53. 獲提供債權證持有人登記冊文本的權利

在緊接被廢除前有效的《前身條例》第 75(2)、(4) 及 (5) 及 348C(3) 條，繼續就以下要求而適用：公司在第 310 條的生效日期<sup>#</sup>前收到的、關乎獲提供債權證持有人登記冊（或其任何部分）的文本的要求。

### 53. Right to obtain copy of register of debenture holders

Sections 75(2), (4) and (5) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 310 for a copy of a register of debenture holders (or any part of it).

### 54. 提供信託契據或其他文件的要求

在緊接被廢除前有效的《前身條例》第 75(3)、(4) 及 (5) 條，繼續就以下要求而適用：公司在第 310 條的生效日期<sup>#</sup>前收到的、關乎獲提供保證債權證的發行的任何信託契據或任何其他文件的文本的要求。

### 54. Request for copy of trust deed or other document

Section 75(3), (4) and (5) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 310 for a copy of any trust deed or any other document securing any issue of debentures.

### 55. 公司閉封債權證持有人登記冊

如第 311 條的生效日期<sup>#</sup>前，已為《前身條例》第 99(1) 條的目的發出通知，則在緊接被廢除前有效的《前身條例》第 99 條，繼續就閉封債權證持有人登記冊一事而適用。

### 55. Company to close register of debenture holders

Section 99 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a closure of a register of debenture holders if the notice for the purposes of section 99(1) of the predecessor Ordinance was given before the commencement date<sup>#</sup> of section 311.

### 56. 配發申報書

### 56. Return of allotment



S11-53  
第 622 章附表 11 —— 第 7 部  
第 57 條Schedule 11—Part 7  
Section 57S11-54  
Cap. 622

第 316 條適用於在該條的生效日期<sup>#</sup>當日或之後配發的債權證或債權股證。

Section 316 applies to debentures or debenture stock allotted on or after the commencement date<sup>#</sup> of that section.

## 57. 配發的登記

## 57. Registration of allotment

第 317 條適用於在該條的生效日期<sup>#</sup>當日或之後配發的債權證或債權股證。

Section 317 applies to debentures or debenture stock allotted on or after the commencement date<sup>#</sup> of that section.

## 58. 在配發後發出債權證或債權股證證明書

## 58. Issue of debenture or certificate for debenture stock on allotment

在緊接被廢除前有效的《前身條例》第 70 條 (在該條關乎債權證或債權股證的配發的範圍內)，繼續就在第 318 及 319 條的生效日期<sup>#</sup>前配發的債權證或債權股證而適用。

Section 70 of the predecessor Ordinance (so far as it relates to an allotment of debentures or debenture stock), as in force immediately before its repeal, continues to apply in relation to debentures or debenture stock allotted before the commencement date<sup>#</sup> of sections 318 and 319.

## 59. 登記轉讓或拒絕登記

## 59. Registration of transfer or refusal of registration

在緊接被廢除前有效的《前身條例》第 69 條 (在該條關乎債權證或債權股證的轉讓的範圍內)，繼續就在第 321 條的生效日期<sup>#</sup>前提提交的債權證或債權股證的轉讓書而適用。

Section 69 of the predecessor Ordinance (so far as it relates to a transfer of debentures or debenture stock), as in force immediately before its repeal, continues to apply in relation to a transfer of debentures or debenture stock lodged before the commencement date<sup>#</sup> of section 321.

## 60. 在轉讓後發出債權證或債權股證證明書

## 60. Issue of debenture or certificate for debenture stock on transfer

S11-55  
第 622 章附表 11 —— 第 8 部  
第 62 條Schedule 11—Part 8  
Section 62S11-56  
Cap. 622

在緊接被廢除前有效的《前身條例》第 70 條 (在該條關乎債權證或債權股證的轉讓的範圍內)，繼續就在第 323 及 324 條的生效日期<sup>#</sup>前提交的債權證或債權股證的轉讓書而適用。

Section 70 of the predecessor Ordinance (so far as it relates to a transfer of debentures or debenture stock), as in force immediately before its repeal, continues to apply in relation to a transfer of debentures or debenture stock lodged before the commencement date<sup>#</sup> of sections 323 and 324.

## 61. 債權證持有人會議

在緊接被廢除前有效的《前身條例》第 75A、113、114B、114C、114D(2) 及 114E 條，繼續就以下事宜而適用：在第 331 條的生效日期<sup>#</sup>前提出的、關乎舉行債權證持有人會議的請求，以及任何有關的債權證持有人會議。

## 61. Meeting of debenture holders

Sections 75A, 113, 114B, 114C, 114D(2) and 114E of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a requisition made before the commencement date<sup>#</sup> of section 331 for a meeting of debenture holders and to any relevant meeting of debenture holders.

## 第 8 部

## Part 8

### 為第 8 部作的過渡性安排及保留安排

### Transitional and Saving Arrangements for Part 8

## 62. 釋義

- (1) 在本部中，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根據《前身條例》第 XI 部註冊的非香港公司的董事或公司秘書；或
    - (ii) 該公司或非香港公司為此目的授權的人；或
  - (b) 以下的人——

## 62. Interpretation

- (1) In this Part, 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—
- (a) by—
    - (i) a director or company secretary of the company, or of the non-Hong Kong company registered under

S11-57  
第 622 章附表 11 —— 第 8 部  
第 63 條

- (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。
- (2) 在本部中，提述根據《前身條例》第 XI 部註冊的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定的押記規限的財產，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。

**63. 公司設立的押記**

- (1) 如某項押記符合以下說明，則本條適用於該項押記 ——

Schedule 11—Part 8  
Section 63S11-58  
Cap. 622

- Part XI of the predecessor Ordinance, delivering the copy for registration; or
- (ii) a person authorized by that company or 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.
- (2) In this Part, a reference to the charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance 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.

**63. Charge created by company**

- (1) This section applies to a charge if—

S11-59  
第 622 章附表 11 — 第 8 部  
第 63 條Schedule 11—Part 8  
Section 63S11-60  
Cap. 622

- (a) 在《前身條例》第 80 條被廢除前，公司設立該項押記；而
- (b) 該條規定該項押記須予登記。
- (2) 在符合第 (4) 款的規定下，在緊接被廢除前有效的《前身條例》第 80 及 81 條，繼續就上述押記而適用。
- (3) 在符合本附表第 68 條的規定下，在緊接被廢除前有效的《前身條例》第 83(2) 條，繼續就上述押記而適用。
- (4) 自第 8 部第 2 分部的生效日期<sup>#</sup>後 8 個星期的期間終結起——
  - (a) 上述第 80 條就有關押記而適用，猶如——
    - (i) 在該條的第 (1) 款中，“除非該項押記的詳情(該等詳情須包括第 (1A) 款所指明的詳情並須以指明格式述明)，以及設定或證明該項押記的有關文書(如有的話)”的字句，已被“除非關於該項押記的詳情的陳述(其格式須與為《公司條例》(第 622 章)第 335(1) 條的目的指明的格式相同)，連同設立該項押記或證明該項押記的設立的文書(如有的話)的經核證副本”取代；
    - (ii) 該條的第 (1A) 款已被刪去；
    - (iii) 在該條的第 (3) 款中，“將設定或證明該項押記的文書的副本(副本按訂明方式核實)，交付處長並由處長接獲，就本條而言，如同將該份文書交付處長並由處長接獲一般有效；此外，”的字句已被刪去；
    - (iv) 在該條的第 (3) 款中，“該項押記的詳情及文書或副本”的字句，已被“關於該項押記的詳情的陳述及有關文書的經核證副本”取代；
    - (v) 在該條的第 (3) 款中，“該等詳情及文書或副本”的字句，已被“該文書的經核證副本”取代；
    - (vi) 在該條的第 (4) 款中，“文書”的字句，已被“文書的經核證副本”取代；

- (a) before section 80 of the predecessor Ordinance was repealed, a company created the charge; and
- (b) the charge was required by that section to be registered.
- (2) Subject to subsection (4), sections 80 and 81 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to the charge.
- (3) Subject to section 68 of this Schedule, section 83(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the charge.
- (4) On the expiry of the period of 8 weeks after the commencement date<sup>#</sup> of Division 2 of Part 8—
  - (a) that section 80 applies in relation to the charge as if—
    - (i) in subsection (1) of that section, the words “the particulars of the charge (which must include those specified in subsection (1A) and be in the specified form), together with the instrument, if any, by which the charge is created or evidenced” had been substituted by the words “a statement of the particulars of the charge (in the same form as that specified for the purposes of section 335(1) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument (if any) creating or evidencing the charge”;
    - (ii) subsection (1A) of that section had been deleted;
    - (iii) in subsection (3) of that section, the words “the delivery to and the receipt by the Registrar of a copy verified in the prescribed manner of the instrument by which the charge is created or evidenced, shall have the same effect for the purposes of this section as the delivery and receipt of the instrument itself, and” had been deleted;

S11-61  
第 622 章附表 11 — 第 8 部  
第 63 條Schedule 11—Part 8  
Section 63S11-62  
Cap. 622

- (vii) 在該條的第(7)款中，在“則若於”之後至但書之前的字句，已被“(如該項押記是藉提述某文書而給予的)該文書簽立後或(如沒有該文書)該債權證系列的首份債權證簽立後的5個星期內，將關於該項押記的詳情的陳述(其格式須與為《公司條例》(第622章)第335(2)條的目的指明的格式相同)，連同該文書的經核證副本或(如沒有該文書)該系列的任何一份債權證的經核證副本交付處長或由處長接獲，就本條而言，即屬足夠：”取代；
  - (viii) 在該條的第(7)款的但書中，“每次發行的日期及款額等詳情”的字句，已被“關於每次發行的債權證的詳情的陳述(其格式須與為《公司條例》(第622章)第341(2)條的目的指明的格式相同)，”取代；及
  - (ix) 在該條的第(8)款中，“詳情，須包括如此支付或給予的佣金額或佣金率、折扣額或折扣率、或津貼額或津貼率的詳情”的字句，已被“陳述，須隨附關於該佣金、津貼或折扣的詳情的陳述(其格式須與為《公司條例》(第622章)第342(2)條的目的指明的格式相同)”取代；及
- (b) 上述第81條就有關押記而適用，猶如——
- (i) 在該條的第(1)款中，“其設定的每項押記的詳情，以及一系列債權證各次發行的詳情(如該等詳情根據第80條規定予以登記的)”的字句，已被“根據第80(1)、(7)或(8)條規定的陳述或某份文書或債權證的經核證副本或上述兩者”取代；
  - (ii) 在該條的第(1)款中，“任何此等押記”的字句，已被“任何此等陳述或經核證副本(視屬何情況而定)”取代；及

- (iv) in subsection (3) of that section, the words “the instrument or copy” had been substituted by the words “a certified copy of the instrument”;
- (v) in subsection (3) of that section, the words “the particulars and instrument or copy” had been substituted by the words “the statement and a certified copy of the instrument”;
- (vi) in subsection (4) of that section, the words “the instrument” had been substituted by the words “a certified copy of the instrument”;
- (vii) in subsection (7) of that section, the words after “5 weeks after the execution of the” and before the proviso had been substituted by the words “instrument by reference to which the charge is given or, if there is no such instrument, after the execution of the first debenture of the series, a statement of the particulars of the charge (in the same form as that specified for the purposes of section 335(2) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument by reference to which the charge is given or, if there is no such instrument, any one debenture of the series.”;
- (viii) in subsection (7) of that section, in the proviso, the words “particulars of the date and amount of each issue” had been substituted by the words “a statement of the particulars of every issue (in the same form as that specified for the purposes of section 341(2) of the Companies Ordinance (Cap. 622))”; and
- (ix) in subsection (8) of that section, the words “the particulars required to be sent for registration under this section shall include particulars as to

S11-63  
第 622 章附表 11 —— 第 8 部  
第 64 條Schedule 11—Part 8  
Section 64S11-64  
Cap. 622

- (iii) 在該條的第 (3) 款中，“其設定的任何押記的詳情或一系列債權證每次發行的詳情（須如前述規定予以登記的）”的字句，已被“它根據第 (1) 款須送交處長登記的陳述或經核證副本”取代。

the amount or rate per cent of the commission, discount, or allowance so paid or made” had been substituted by the words “a statement required to be sent for registration under this section must be accompanied by a statement of the particulars of the commission, allowance or discount (in the same form as that specified for the purposes of section 342(2) of the Companies Ordinance (Cap. 622))”; and

- (b) that section 81 applies in relation to the charge as if—
- (i) in subsection (1) of that section, the words “the particulars of every charge created by the company and of the issues of debentures of a series, requiring registration under section 80” had been substituted by the words “the statement, or a certified copy of the instrument or debenture, or both, as required under section 80(1), (7) or (8)”;
  - (ii) in subsection (1) of that section, the words “any such charge” had been substituted by the words “any such statement or certified copy (as the case may be)”;
  - (iii) in subsection (3) of that section, the words “the particulars of any charge created by the company, or of the issues of debentures of a series, requiring registration as aforesaid” had been substituted by the words “the statement or certified copy that the company is required under subsection (1) to do so”.

#### 64. 非香港公司設立的押記

#### 64. Charge created by non-Hong Kong company



S11-65  
第 622 章附表 11 —— 第 8 部  
第 64 條

- (1) 如某項押記符合以下說明，則本條適用於該項押記 ——
  - (a) 在《前身條例》第 80 條被廢除前，根據《前身條例》第 XI 部註冊的非香港公司已設立該項押記；而
  - (b) 經《前身條例》第 91 條而引伸適用的該第 80 條規定該項押記須予登記。
- (2) 在符合第 (4) 款的規定下，在緊接被廢除前有效的《前身條例》第 80 及 81 條，繼續憑藉如此有效的《前身條例》第 91 條就上述押記而適用。
- (3) 在符合本附表第 68 條的規定下，在緊接被廢除前有效的《前身條例》第 83(2) 條，繼續憑藉如此有效的《前身條例》第 91 條就上述押記而適用。
- (4) 自第 8 部第 2 分部的生效日期<sup>#</sup>後 8 個星期的期間終結起 ——
  - (a) 上述第 80 條就有關押記而適用，猶如 ——
    - (i) 在該條的第 (1) 款中，“除非該項押記的詳情(該等詳情須包括第 (1A) 款所指明的詳情並須以指明格式述明)，以及設定或證明該項押記的有關文書(如有的話)”的字句，已被“除非關於該項押記的詳情的陳述(其格式須與為《公司條例》(第 622 章)第 336(1) 條的目的指明的格式相同)，連同設立該項押記或證明該項押記的設立的文書(如有的話)的經核證副本”取代；
    - (ii) 該條的第 (1A) 款已被刪去；
    - (iii) 在該條的第 (7) 款中，在“則若於”之後至但書之前的字句，已被“(如該項押記是藉提述某文書而給予的)該文書簽立後或(如沒有該文書)該債權證系列的首份債權證簽立後 5 個星期內，將關於該項押記的詳情的陳述(其格式須與為《公司條例》(第 622 章)第 336(2) 條的目的指明的格式相同)，連同該文書的經核證副本或(如沒有該文書)該系列的任何一份債權證的經核

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Section 64S11-66  
Cap. 622

- (1) This section applies to a charge if—
  - (a) before section 80 of the predecessor Ordinance was repealed, a non-Hong Kong company registered under Part XI of the predecessor Ordinance created the charge; and
  - (b) the charge was required by that section, as extended by section 91 of the predecessor Ordinance, to be registered.
- (2) Subject to subsection (4), sections 80 and 81 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to the charge.
- (3) Subject to section 68 of this Schedule, section 83(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to the charge.
- (4) On the expiry of the period of 8 weeks after the commencement date<sup>#</sup> of Division 2 of Part 8—
  - (a) that section 80 applies in relation to the charge as if—
    - (i) in subsection (1) of that section, the words “the particulars of the charge (which must include those specified in subsection (1A) and be in the specified form), together with the instrument, if any, by which the charge is created or evidenced” had been substituted by the words “a statement of the particulars of the charge (in the same form as that specified for the purposes of section 336(1) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument (if any) creating or evidencing the charge”;

S11-67  
第 622 章附表 11 — 第 8 部  
第 64 條Schedule 11—Part 8  
Section 64S11-68  
Cap. 622

- 證副本交付處長或由處長接獲，就本條而言，即屬足夠；”取代；
- (iv) 在該條的第 (7) 款的但書中，“每次發行的日期及款額等詳情”的字句，已被“關於每次發行的債權證的詳情的陳述（其格式須與為《公司條例》（第 622 章）第 341(2) 條的目的指明的格式相同），”取代；及
- (v) 在該條的第 (8) 款中，“詳情，須包括如此支付或給予的佣金額或佣金率、折扣額或折扣率、或津貼額或津貼率的詳情”的字句，已被“陳述，須隨附關於該佣金、津貼或折扣的詳情的陳述（其格式須與為《公司條例》（第 622 章）第 342(2) 條的目的指明的格式相同）”取代；及
- (b) 上述第 81 條就有關押記而適用，猶如 ——
- (i) 在該條的第 (1) 款中，“其設定的每項押記的詳情，以及一系列債權證各次發行的詳情（如該等詳情根據第 80 條規定予以登記的）”的字句，已被“根據第 80(1)、(7) 或 (8) 條規定的陳述或某份文書或債權證的經核證副本或上述兩者”取代；
- (ii) 在該條的第 (1) 款中，“任何此等押記”的字句，已被“任何此等陳述或經核證副本（視屬何情況而定）”取代；及
- (iii) 在該條的第 (3) 款中，“其設定的任何押記的詳情或一系列債權證每次發行的詳情（須如前述規定予以登記的）”的字句，已被“它根據第 (1) 款須送交處長登記的陳述或經核證副本”取代。

- (ii) subsection (1A) of that section had been deleted;
- (iii) in subsection (7) of that section, the words after “5 weeks after the execution of the” and before the proviso had been substituted by the words “instrument by reference to which the charge is given or, if there is no such instrument, after the execution of the first debenture of the series, a statement of the particulars of the charge (in the same form as that specified for the purposes of section 336(2) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument by reference to which the charge is given or, if there is no such instrument, any one debenture of the series.”;
- (iv) in subsection (7) of that section, in the proviso, the words “particulars of the date and amount of each issue” had been substituted by the words “a statement of the particulars of every issue (in the same form as that specified for the purposes of section 341(2) of the Companies Ordinance (Cap. 622))”; and
- (v) in subsection (8) of that section, the words “the particulars required to be sent for registration under this section shall include particulars as to the amount or rate per cent of the commission, discount, or allowance so paid or made” had been substituted by the words “a statement required to be sent for registration under this section must be accompanied by a statement of the particulars of the commission, allowance or discount (in the same form as that specified for the purposes of section 342(2) of the Companies Ordinance (Cap. 622))”; and

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第 622 章

附表 11 —— 第 8 部  
第 65 條

Schedule 11—Part 8  
Section 65

S11-70  
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- (b) that section 81 applies in relation to the charge as if—
- (i) in subsection (1) of that section, the words “the particulars of every charge created by the company and of the issues of debentures of a series, requiring registration under section 80” had been substituted by the words “the statement, or a certified copy of the instrument or debenture, or both, as required under section 80(1), (7) or (8)”;
  - (ii) in subsection (1) of that section, the words “any such charge” had been substituted by the words “any such statement or certified copy (as the case may be)”;
  - (iii) in subsection (3) of that section, the words “the particulars of any charge created by the company, or of the issues of debentures of a series, requiring registration as aforesaid” had been substituted by the words “the statement or certified copy that the non-Hong Kong company is required under subsection (1) to do so”.

## 65. 公司取得的財產的原有押記

- (1) 如某項押記符合以下說明，則本條適用於該項押記 ——
- (a) 在《前身條例》第 82 條被廢除前，公司取得受該項押記規限的財產；而
  - (b) 該條規定該項押記須予登記。
- (2) 在符合第 (4) 款的規定下，在緊接被廢除前有效的《前身條例》第 82 條，繼續就上述押記而適用。
- (3) 在符合本附表第 68 條的規定下，在緊接被廢除前有效的《前身條例》第 83(2) 條，繼續就上述押記而適用。

## 65. Charge existing on property acquired by company

- (1) This section applies to a charge if—
- (a) before section 82 of the predecessor Ordinance was repealed, a company acquired any property subject to the charge; and
  - (b) the charge was required by that section to be registered.
- (2) Subject to subsection (4), section 82 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the charge.

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- (4) 自第 8 部第 3 分部的生效日期<sup>#</sup>後 8 個星期的期間終結起，上述第 82 條就有關押記而適用，猶如 ——
- (a) 在該條的第 (1) 款中，“該項押記的詳情 (該等詳情須包括第 80(1A) 條所指明的詳情並須以指明格式述明)，連同設定或證明該項押記的任何文書 (如有的話) 的副本一份 (經按訂明方式核證為正確副本)”的字句，已被“關於該項押記的詳情的陳述 (其格式須與為《公司條例》(第 622 章) 第 338(2) 條的目的指明的格式相同)，連同設立該項押記或證明該項押記的設立文書 (如有的話) 的經核證副本”取代；
- (b) 在該條的第 (1) 款的但書中，“該項押記的詳情及文書副本”的字句，已被“該陳述及該文書的經核證副本”取代；及
- (c) 在該條的第 (1) 款的但書中，“的副本”的字句，已被“的經核證副本”取代。

- (3) Subject to section 68 of this Schedule, section 83(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the charge.
- (4) On the expiry of the period of 8 weeks after the commencement date<sup>#</sup> of Division 3 of Part 8, that section 82 applies in relation to the charge as if—
- (a) in subsection (1) of that section, the words “the particulars of the charge (which must include those specified in section 80(1A) and be in the specified form), together with a copy (certified in the prescribed manner to be a correct copy) of the instrument, if any, by which the charge was created or is evidenced” had been substituted by the words “a statement of the particulars of the charge (in the same form as that specified for the purposes of section 338(2) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument (if any) creating or evidencing the charge”;
- (b) in subsection (1) of that section, in the proviso, the words “which the copy” had been substituted by the words “which the certified copy”; and
- (c) in subsection (1) of that section, in the proviso, the words “the particulars and the copy of the instrument” had been substituted by the words “the statement and certified copy”.

**66. 非香港公司取得的財產的原有押記**

- (1) 如某項押記符合以下說明，則本條適用於該項押記 ——
- (a) 在《前身條例》第 82 條被廢除前，根據《前身條例》第 XI 部註冊的非香港公司取得受該項押記規限的財產；而

**66. Charge existing on property acquired by non-Hong Kong company**

- (1) This section applies to a charge if—
- (a) before section 82 of the predecessor Ordinance was repealed, a non-Hong Kong company registered under

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第 67 條Schedule 11—Part 8  
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(b) 經《前身條例》第 91 條而引伸適用的該第 82 條規定該項押記須予登記。

- (2) 在符合第 (4) 款的規定下，在緊接被廢除前有效的《前身條例》第 82 條，繼續憑藉如此有效的《前身條例》第 91 條就上述押記而適用。
- (3) 在符合本附表第 68 條的規定下，在緊接被廢除前有效的《前身條例》第 83(2) 條，繼續憑藉如此有效的《前身條例》第 91 條就上述押記而適用。
- (4) 自第 8 部第 3 分部的生效日期<sup>#</sup>後 8 個星期的期間終結起，上述第 82 條就有關押記而適用，猶如在該條的第 (1) 款中，“該項押記的詳情 (該等詳情須包括第 80(1A) 條所指明的詳情並須以指明格式述明)，連同設定或證明該項押記的任何文書 (如有的話) 的副本一份 (經按訂明方式核證為正確副本)” 的字句，已被“關於該項押記的詳情的陳述 (其格式須與為《公司條例》(第 622 章) 第 339(3) 條的目的指明的格式相同)，連同設立該項押記或證明該項押記的設立文書 (如有的話) 的經核證副本” 取代。

67. 在非香港公司根據《前身條例》第 XI 部註冊的日期已就財產設立的押記

Part XI of the predecessor Ordinance acquired any property subject to the charge; and

- (b) the charge was required by that section, as extended by section 91 of the predecessor Ordinance, to be registered.
- (2) Subject to subsection (4), section 82 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to the charge.
- (3) Subject to section 68 of this Schedule, section 83(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to the charge.
- (4) On the expiry of the period of 8 weeks after the commencement date<sup>#</sup> of Division 3 of Part 8, that section 82 applies in relation to the charge as if in subsection (1) of that section, the words “the particulars of the charge (which must include those specified in section 80(1A) and be in the specified form), together with a copy (certified in the prescribed manner to be a correct copy) of the instrument, if any, by which the charge was created or is evidenced” had been substituted by the words “a statement of the particulars of the charge (in the same form as that specified for the purposes of section 339(3) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument (if any) creating or evidencing the charge”.

67. Charge existing on property on date of non-Hong Kong company's registration under Part XI of predecessor Ordinance



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第 622 章附表 11 — 第 8 部  
第 67 條

- (1) 如某項押記符合以下說明，則本條適用於該項押記 ——
- (a) 在《前身條例》第 91(5) 條被廢除前，非香港公司在其根據《前身條例》第 XI 部註冊的日期，有在香港境內而又受該項押記規限的財產；而
  - (b) 該條規定該項押記須予登記。
- (2) 在符合第 (4) 款的規定下，在緊接被廢除前有效的《前身條例》第 91(5) 及 (6) 條，繼續就上述押記而適用。
- (3) 在符合本附表第 68 條的規定下，在緊接被廢除前有效的《前身條例》第 83(2) 條，繼續就上述押記而適用。
- (4) 自第 8 部第 3 分部的生效日期<sup>#</sup>後 8 個星期的期間終結起，上述第 91(5) 條就有關押記而適用，猶如“本部所提及須就該類別押記而登記的詳情 (包括該押記藉以設定或獲證明的任何文書或其副本)，以指明格式交付處長登記”的字句，已被以下字句取代 ——
- “以下文件交付處長登記 ——
- (a) 以下兩項文件或其中之一 ——
    - (i) 關於該項押記的詳情的陳述 (其格式須與為《公司條例》(第 622 章) 第 340(2) 條的目的指明的格式相同)，連同設立該項押記或證明該項押記的設立文書 (如有的話) 的經核證副本；
    - (ii) 關於該項押記的詳情的陳述 (其格式須與為《公司條例》(第 622 章) 第 340(3) 條的目的指明的格式相同)，連同 (如該項押記是藉提述某文書而給予的) 該文書的經核證副本或 (如沒有該文書) 有關債權證系列的任何一份債權證的經核證副本；及
  - (b) (如適用的話) 符合根據《公司條例》(第 622 章) 附表 11 第 64(4)(a)(iv) 或 (v) 條具有持續效力的第 80(7) 條的但書或第 80(8) 條規定的陳述”。

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- (1) This section applies to a charge if—
- (a) before section 91(5) of the predecessor Ordinance was repealed, a non-Hong Kong company had, on the date of its registration under Part XI of the predecessor Ordinance, property in Hong Kong subject to the charge; and
  - (b) the charge was required by that section to be registered.
- (2) Subject to subsection (4), section 91(5) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the charge.
- (3) Subject to section 68 of this Schedule, section 83(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the charge.
- (4) On the expiry of the period of 8 weeks after the commencement date<sup>#</sup> of Division 3 of Part 8, that section 91(5) applies in relation to the charge as if the words “for registration the particulars in the specified form (including any instrument or its copy by which the charge was created or is evidenced) that are mentioned in this Part as requiring registration in respect of a charge of that kind” had been substituted by the words—
- “for registration—
- (a) either or both of the following—
    - (i) a statement of the particulars of the charge (in the same form as that specified for the purposes of section 340(2) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument (if any) creating or evidencing the charge;
    - (ii) a statement of the particulars of the charge (in the same form as that specified for the purposes



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Section 68S11-78  
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of section 340(3) of the Companies Ordinance (Cap. 622)), together with a certified copy of the instrument by reference to which the charge is given or, if there is no such instrument, any one debenture of the series; and

- (b) (if applicable) the statement as required under the proviso to section 80(7) or (8) having a continuing effect under section 64(4)(a)(iv) or (v) of Schedule 11 to the Companies Ordinance (Cap. 622)”.

## 68. 押記登記證明書

在緊接被廢除前有效的《前身條例》第 83(2) 條 ——

- (a) 繼續就本附表第 63 或 65 條適用的押記而適用；及
- (b) 繼續憑藉如此有效的《前身條例》第 91 條就本附表第 64、66 或 67 條適用的押記而適用，

猶如所有“本部”的字句，已被“根據《公司條例》(第 622 章)附表 11 具有持續效力的本部”取代。

## 69. 關於清償及解除的記項

在緊接被廢除前有效的《前身條例》第 85 條 ——

## 68. Certificates on registration of charge

Section 83(2) of the predecessor Ordinance, as in force immediately before its repeal—

- (a) continues to apply in relation to a charge to which section 63 or 65 of this Schedule applies; and
- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to a charge to which section 64, 66 or 67 of this Schedule applies,

as if the words “this Part” (wherever appearing) had been substituted by the words “this Part having a continuing effect under Schedule 11 to the Companies Ordinance (Cap. 622)”.

## 69. Entries of satisfaction and release

Section 85 of the predecessor Ordinance, as in force immediately before its repeal—

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第 622 章附表 11 —— 第 8 部  
第 70 條

- (a) 繼續就於第 8 部第 5 分部的生效日期<sup>#</sup>前，由公司、承按人或對有關押記享有權利的人為該第 85 條的目的提出的申請而適用；及
- (b) 繼續憑藉如此有效的《前身條例》第 91 條，就於該生效日期<sup>#</sup>前，由根據《前身條例》第 XI 部註冊的非香港公司、承按人或對有關押記享有權利的人為該第 85 條的目的提出的申請而適用。

**70. 登記時限的延展以及押記登記冊的更正**

在緊接被廢除前有效的《前身條例》第 86 條 ——

- (a) 繼續就於第 346 及 347 條的生效日期<sup>#</sup>前，由公司或任何有利害關係的人為該第 86 條的目的提出的申請而適用；及
- (b) 繼續憑藉如此有效的《前身條例》第 91 條，就於該生效日期<sup>#</sup>前，由根據《前身條例》第 XI 部註冊的非香港公司或任何有利害關係的人為該第 86 條的目的提出的申請而適用。

**71. 將接管人或經理人等的委任一事通知處長**Schedule 11—Part 8  
Section 70S11-80  
Cap. 622

- (a) continues to apply in relation to an application made by a company, the mortgagee, or the person entitled to the charge, before the commencement date<sup>#</sup> of Division 5 of Part 8 for the purposes of that section 85; and
- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an application made by a non-Hong Kong company registered under Part XI of the predecessor Ordinance, the mortgagee, or the person entitled to the charge, before that commencement date<sup>#</sup> for the purposes of that section 85.

**70. Extension of time for registration and rectification of register of charges**

Section 86 of the predecessor Ordinance, as in force immediately before its repeal—

- (a) continues to apply in relation to an application made by a company, or any person interested, before the commencement date<sup>#</sup> of sections 346 and 347 for the purposes of that section 86; and
- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an application made by a non-Hong Kong company registered under Part XI of the predecessor Ordinance, or any person interested, before that commencement date<sup>#</sup> for the purposes of that section 86.

**71. Notice to Registrar of appointment of receiver or manager etc.**

S11-81  
第 622 章附表 11 — 第 8 部  
第 71 條Schedule 11—Part 8  
Section 71S11-82  
Cap. 622

- (1) 如有以下情況，本條適用：在《前身條例》第 87 條被廢除前——
- (a) 某人就公司財產或就根據《前身條例》第 XI 部註冊的非香港公司的已押記財產，委任接管人或經理人，而該第 87 條第 (1) 款是適用於該項委任的；
  - (b) 某人取得委任上述接管人或經理人的命令；
  - (c) 某人以承按人身分，就公司財產或就根據《前身條例》第 XI 部註冊的非香港公司的已押記財產，行使管有權；
  - (d) 某人就公司財產或就根據《前身條例》第 XI 部註冊的非香港公司的已押記財產獲委任為接管人或經理人，而根據該第 87 條第 (1) 款須就該人作出通知，但該人停任接管人或經理人；
  - (e) 某人是 (c) 段所述的人，而根據該第 87 條第 (2) 款須就該人作出通知，但該人不再管有有關財產；或
  - (f) 根據該第 87 條第 (1) 或 (2) 款作出的通知內的詳情，有所更改。
- (2) 如屬第 (1)(a) 或 (b) 款的情況，在緊接被廢除前有效的《前身條例》第 87(1)、(3)、(6)、(7) 及 (8) 條——
- (a) 繼續就關乎公司財產作出的委任而適用；及
  - (b) 繼續憑藉如此有效的《前身條例》第 91 條，就關乎根據《前身條例》第 XI 部註冊的非香港公司的已押記財產作出的委任而適用。
- (3) 如屬第 (1)(c) 款的情況，在緊接被廢除前有效的《前身條例》第 87(2)、(3)、(6) 及 (7) 條——
- (a) 繼續就對公司財產行使管有權的事宜而適用；及
  - (b) 繼續憑藉如此有效的《前身條例》第 91 條，就對根據《前身條例》第 XI 部註冊的非香港公司的已押記財產行使管有權的事宜而適用。

- (1) This section applies if, before section 87 of the predecessor Ordinance was repealed—
- (a) a person made an appointment of a receiver or manager of the property of a company, or the charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance, to which subsection (1) of that section 87 applied;
  - (b) a person obtained an order for the appointment of such a receiver or manager;
  - (c) a person entered into possession of the property of a company, or the charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance, as mortgagee;
  - (d) a person who was appointed as receiver or manager of the property of a company, or the charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance, and in respect of whom notice was required to be given under subsection (1) of that section 87, ceased to act as receiver or manager;
  - (e) a person who is mentioned in paragraph (c), and in respect of whom notice was required to be given under subsection (2) of that section 87, went out of possession of the property; or
  - (f) any change occurred in the particulars given in a notice under subsection (1) or (2) of that section 87.
- (2) In the case of subsection (1)(a) or (b), section 87(1), (3), (6), (7) and (8) of the predecessor Ordinance, as in force immediately before its repeal—
- (a) continues to apply in relation to an appointment for a property of a company; and

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第 71 條

- (4) 如屬第 (1)(d) 款的情況，在緊接被廢除前有效的《前身條例》第 87(4)、(6)、(7) 及 (8) 條——
- (a) 繼續就停任公司財產的接管人或經理人的事宜而適用；及
  - (b) 繼續憑藉如此有效的《前身條例》第 91 條，就停任根據《前身條例》第 XI 部註冊的非香港公司的已押記財產的接管人或經理人的事宜而適用。
- (5) 如屬第 (1)(e) 款的情況，在緊接被廢除前有效的《前身條例》第 87(4)、(6) 及 (7) 條——
- (a) 繼續就不再管有公司財產的事宜而適用；及
  - (b) 繼續憑藉如此有效的《前身條例》第 91 條，就不再管有根據《前身條例》第 XI 部註冊的非香港公司的已押記財產的事宜而適用。
- (6) 如屬第 (1)(f) 款的情況，在緊接被廢除前有效的《前身條例》第 87(5)、(6)、(7) 及 (8) 條——
- (a) 繼續就以下詳情的更改而適用：在與委任公司的財產的接管人或經理人有關連的情況下給予的詳情，或在與某人以承按人身份對該財產行使管有權有關連的情況下給予的詳情；及
  - (b) 繼續憑藉如此有效的《前身條例》第 91 條，就以下詳情的更改而適用：在與委任根據《前身條例》第 XI 部註冊的非香港公司的已押記財產的接管人或經理人有關連的情況下給予的詳情，或在與某人以承按人身份對該財產行使管有權有關連的情況下給予的詳情。

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- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an appointment for a charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance.
- (3) In the case of subsection (1)(c), section 87(2), (3), (6) and (7) of the predecessor Ordinance, as in force immediately before its repeal—
- (a) continues to apply in relation to an entry into possession of a property of a company; and
  - (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an entry into possession of a charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance.
- (4) In the case of subsection (1)(d), section 87(4), (6), (7) and (8) of the predecessor Ordinance, as in force immediately before its repeal—
- (a) continues to apply in relation to the ceasing to act as receiver or manager of a property of a company; and
  - (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to the ceasing to act as receiver or manager of a charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance.
- (5) In the case of subsection (1)(e), section 87(4), (6) and (7) of the predecessor Ordinance, as in force immediately before its repeal—
- (a) continues to apply in relation to the going out of possession of a property of a company; and

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- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to the going out of possession of a charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance.
- (6) In the case of subsection (1)(f), section 87(5), (6), (7) and (8) of the predecessor Ordinance, as in force immediately before its repeal—
  - (a) continues to apply in relation to a change that occurred in the particulars given in connection with an appointment of a receiver or manager of, or an entry into possession as mortgagee of, a property of a company; and
  - (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to a change that occurred in the particulars given in connection with an appointment of a receiver or manager of, or an entry into possession as mortgagee of, a charged property of a non-Hong Kong company registered under Part XI of the predecessor Ordinance.

## 72. 押記登記冊

在第 352 條的生效日期<sup>#</sup>當日及之後——

- (a) 根據《前身條例》第 89 條備存的押記登記冊，須視為根據第 352(1) 條備存的押記登記冊；及
- (b) 憑藉《前身條例》第 91 條而根據該條例第 89 條備存的押記登記冊，須視為根據第 353(1) 條備存的押記登記冊。

## 72. Register of charges

On and after the commencement date<sup>#</sup> of section 352—

- (a) a register of charges kept under section 89 of the predecessor Ordinance is to be regarded as a register of charges kept under section 352(1); and
- (b) a register of charges kept, by virtue of section 91 of the predecessor Ordinance, under section 89 of that Ordinance, is to be regarded as a register of charges kept under section 353(1).



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**73. 通知處長備存設定押記的文書所在的地點**

在緊接被廢除前有效的《前身條例》第 88(4) 條 ——

- (a) 繼續就公司的以下責任而適用：在第 351 條的生效日期<sup>#</sup>前產生的、根據《前身條例》第 88(3) 條向處長送交通知書的責任；及
- (b) 繼續憑藉如此有效的《前身條例》第 91 條就根據《前身條例》第 XI 部註冊的非香港公司的以下責任而適用：在該生效日期<sup>#</sup>前產生的、根據《前身條例》第 88(3) 條向處長送交通知書的責任。

**74. 通知處長備存押記登記冊所在的地點**

在緊接被廢除前有效的《前身條例》第 89(4) 及 (5) 條 ——

- (a) 繼續就公司的以下責任而適用：在第 354 條的生效日期<sup>#</sup>前產生的、根據《前身條例》第 89(3) 條向處長送交通知書的責任；及
- (b) 繼續憑藉如此有效的《前身條例》第 91 條就根據《前身條例》第 XI 部註冊的非香港公司的以下責任而適用：在該生效日期<sup>#</sup>前產生的、根據《前身條例》第 89(3) 條向處長送交通知書的責任。

**73. Notifying Registrar of place where copies of instruments creating charges are kept**

Section 88(4) of the predecessor Ordinance, as in force immediately before its repeal—

- (a) continues to apply in relation to an obligation of a company to send notice to the Registrar under section 88(3) of the predecessor Ordinance that arose before the commencement date<sup>#</sup> of section 351; and
- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an obligation of a non-Hong Kong company registered under Part XI of the predecessor Ordinance to send notice to the Registrar under section 88(3) of the predecessor Ordinance that arose before that commencement date<sup>#</sup>.

**74. Notifying Registrar of place where register of charges is kept**

Section 89(4) and (5) of the predecessor Ordinance, as in force immediately before its repeal—

- (a) continues to apply in relation to an obligation of a company to send notice to the Registrar under section 89(3) of the predecessor Ordinance that arose before the commencement date<sup>#</sup> of section 354; and
- (b) continues to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to an obligation of a non-Hong Kong company registered under Part XI of the predecessor Ordinance



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to send notice to the Registrar under section 89(3) of the predecessor Ordinance that arose before that commencement date<sup>#</sup>.

## 75. 查閱設定押記的文書的文本及押記登記冊的權利

在緊接被廢除前有效的《前身條例》第 90 及 348C(3) 條 ——

- (a) 繼續就以下要求而適用：公司在第 355 條的生效日期<sup>#</sup>前收到的、關乎查閱押記登記冊或設定押記的文書的文本的要求；及
- (b) 繼續憑藉如此有效的《前身條例》第 91 條就以下要求而適用：根據《前身條例》第 XI 部註冊的非香港公司在該生效日期<sup>#</sup>前收到的、關乎查閱押記登記冊或設定押記的文書的文本的要求。

## 75. Right to inspect copies of instruments creating charges and register of charges

Sections 90 and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal—

- (a) continue to apply in relation to a request received by a company before the commencement date<sup>#</sup> of section 355 for inspecting a register of charges or copies of instruments creating a charge; and
- (b) continue to apply, by virtue of section 91 of the predecessor Ordinance as so in force, in relation to a request received by a non-Hong Kong company registered under Part XI of the predecessor Ordinance before that commencement date<sup>#</sup> for inspecting a register of charges or copies of instruments creating a charge.

## 第 9 部

## Part 9

### 為第 9 部作的過渡性安排及保留安排

### Transitional and Saving Arrangements for Part 9

## 76. 帳簿

## 76. Books of account

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第 77 條

在緊接被廢除前有效的《前身條例》第 121 及 348C 條，繼續就以下帳簿而適用：關乎於第 9 部第 4 分部第 2 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度的帳簿。

## 77. 財政年度及相關事宜

在緊接被廢除前有效的《前身條例》第 127 及 141D 條及附表 11，繼續就以下財政年度而適用：於第 9 部第 3 分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度。

## 78. 帳目及董事報告書

- (1) 在緊接被廢除前有效的《前身條例》第 122、123、124、125、126、128、129、129A、129B、129C、129D、129G、141C、161、161A、161B、161BA 及 161BB 條及附表 10，繼續就以下帳目而適用：關乎於第 9 部第 4 分部第 3 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度的帳目。
- (2) 儘管有第 (1) 款的規定，在緊接被廢除前有效的《前身條例》第 122(1B) 條，繼續就關乎於第 9 部第 4 分部第 3 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度的帳目而適用，猶如該條的 (b) 段已被略去。
- (3) 如原訟法庭按根據第 (2) 款具有持續效力的《前身條例》第 122(1B) 條作出命令，則在有關會議上提交的帳目所涵

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Sections 121 and 348C of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to books of account for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 2 of Division 4 of Part 9 and ending on or after that commencement date<sup>#</sup>.

## 77. Financial year and related matters

Sections 127 and 141D of, and the Eleventh Schedule to, the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a financial year beginning before the commencement date<sup>#</sup> of Division 3 of Part 9 and ending on or after that commencement date<sup>#</sup>.

## 78. Accounts and directors' report

- (1) Sections 122, 123, 124, 125, 126, 128, 129, 129A, 129B, 129C, 129D, 129G, 141C, 161, 161A, 161B, 161BA and 161BB of, and the Tenth Schedule to, the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to accounts for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 3 of Division 4 of Part 9 and ending on or after that commencement date<sup>#</sup>.
- (2) Despite subsection (1), section 122(1B) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to accounts for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 3 of Division 4 of Part 9 and ending on or after that commencement date<sup>#</sup> as if paragraph (b) of that section were omitted.

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蓋的期間的最後一日，須為第 369(1)(b) 條所指的初始會計參照日。

- (4) 在緊接被廢除前有效的《前身條例》第 129D、129E、129F 及 141C 條，繼續就以下董事報告書而適用：關乎於第 9 部第 4 分部第 4 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度的董事報告書。

- (3) If the Court makes an order under section 122(1B) of the predecessor Ordinance having a continuing effect under subsection (2), the accounts to be laid at the meeting concerned must be made up to the company's primary accounting reference date under section 369(1)(b).
- (4) Sections 129D, 129E, 129F and 141C of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a directors' report for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 4 of Division 4 of Part 9 and ending on or after that commencement date<sup>#</sup>.

## 79. 核數師的委任

- (1) 在緊接被廢除前有效的《前身條例》第 131(1)、(2)、(3)、(4) 及 (9)、132 及 140 條，繼續就以下委任而適用：就於第 9 部第 5 分部第 2 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度作出的核數師委任。
- (2) 在緊接被廢除前有效的《前身條例》第 131(8) 條及附表 10 第 15 段，繼續就以下的人而適用：就於第 9 部第 5 分部第 2 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度獲委任為核數師的人。

## 79. Appointment of auditor

- (1) Sections 131(1), (2), (3), (4) and (9), 132 and 140 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to an appointment of auditor for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 2 of Division 5 of Part 9 and ending on or after that commencement date<sup>#</sup>.
- (2) Section 131(8) of, and paragraph 15 of the Tenth Schedule to, the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a person appointed as auditor for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 2 of Division 5 of Part 9 and ending on or after that commencement date<sup>#</sup>.

## 80. 核數師報告書

## 80. Auditor's report

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第 81 條Schedule 11—Part 9  
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- (1) 在緊接被廢除前有效的《前身條例》第 141(1)、(2)、(3)、(4)、(5) 及 (6)、161(8) 及 161B(12) 條，繼續就以下財政年度而適用：於第 9 部第 5 分部第 3 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度。
- (2) 在緊接被廢除前有效的《前身條例》第 141(7) 及 (8) 條，繼續就以下成員大會而適用：於第 9 部第 5 分部第 4 次分部的生效日期<sup>#</sup>前已就之發出通知的成員大會。

- (1) Sections 141(1), (2), (3), (4), (5) and (6), 161(8) and 161B(12) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a financial year beginning before the commencement date<sup>#</sup> of Subdivision 3 of Division 5 of Part 9 and ending on or after that commencement date<sup>#</sup>.
- (2) Section 141(7) and (8) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a general meeting of which notice is given before the commencement date<sup>#</sup> of Subdivision 4 of Division 5 of Part 9.

**81. 核數師的免任及辭職**

- (1) 在緊接被廢除前有效的《前身條例》第 131(6)、(7) 及 (10) 及 132 條，繼續就免任以下的人而適用：就於第 9 部第 5 分部第 6 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度獲委任為核數師的人。
- (2) 在緊接被廢除前有效的《前身條例》第 140A 及 140B 條，繼續就以下的人的辭職而適用：就於第 9 部第 5 分部第 6 次分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度獲委任為核數師的人。

**81. Removal and resignation of auditor**

- (1) Sections 131(6), (7) and (10) and 132 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a removal of a person appointed as auditor for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 6 of Division 5 of Part 9 and ending on or after that commencement date<sup>#</sup>.
- (2) Sections 140A and 140B of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a resignation of a person appointed as auditor for a financial year beginning before the commencement date<sup>#</sup> of Subdivision 6 of Division 5 of Part 9 and ending on or after that commencement date<sup>#</sup>.

**82. 彌償條文****82. Indemnity provision**

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第 83 條

在緊接被廢除前有效的《前身條例》第 165 條，繼續就以下條文而適用：於第 9 部第 5 分部第 5 次分部的生效日期<sup>#</sup>前訂立的條文。

### 83. 財務摘要報告

在緊接被廢除前有效的《前身條例》第 141CA、141CB、141CC、141CD、141CE 及 141CF 條及《公司(上市公司的財務摘要報告)規例》(第 32 章，附屬法例 M)，繼續就以下財務摘要報告而適用：關乎於第 9 部第 7 分部的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度的財務摘要報告。

### 84. 自發對帳目作出修訂等

在緊接被廢除前有效的《前身條例》第 141E 條及《公司(修訂帳目及報告)規例》(第 32 章，附屬法例 N)，繼續就以下帳目而適用：關乎於第 449 條的生效日期<sup>#</sup>前開始，並於該生效日期<sup>#</sup>當日或之後終結的財政年度的帳目。

### 85. 根據《前身條例》第 161BB(2) 條備存的登記冊

在第 384 條的生效日期<sup>#</sup>當日及之後，根據《前身條例》第 161BB(2) 條備存的登記冊，須視為根據第 384 條備存的登記冊。

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Section 165 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a provision made before the commencement date<sup>#</sup> of Subdivision 5 of Division 5 of Part 9.

### 83. Summary financial report

Sections 141CA, 141CB, 141CC, 141CD, 141CE and 141CF of the predecessor Ordinance, and the Companies (Summary Financial Reports of Listed Companies) Regulation (Cap. 32 sub. leg. M), as in force immediately before their repeal, continue to apply in relation to a summary financial report for a financial year beginning before the commencement date<sup>#</sup> of Division 7 of Part 9 and ending on or after that commencement date<sup>#</sup>.

### 84. Voluntary revision of accounts etc.

Section 141E of the predecessor Ordinance, and the Companies (Revision of Accounts and Reports) Regulation (Cap. 32 sub. leg. N), as in force immediately before their repeal, continue to apply in relation to accounts for a financial year beginning before the commencement date<sup>#</sup> of section 449 and ending on or after that commencement date<sup>#</sup>.

### 85. Register kept under section 161BB(2) of predecessor Ordinance

On and after the commencement date<sup>#</sup> of section 384, a register kept under section 161BB(2) of the predecessor Ordinance is to be regarded as a register kept under section 384.

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第 88 條Schedule 11—Part 10  
Section 88S11-100  
Cap. 622**86. 查閱根據《前身條例》第 161BB(2) 條備存的登記冊的權利**

在緊接被廢除前有效的《前身條例》第 161BB(5)、(7) 及 (8) 及 348C(3) 條，繼續就以下要求而適用：公司在第 386 條的生效日期<sup>#</sup>前收到的、關乎查閱根據《前身條例》第 161BB(2) 條備存的登記冊的要求。

**87. 取得根據《前身條例》第 161BB(2) 條備存的登記冊的文本的權利**

在緊接被廢除前有效的《前身條例》第 161BB(6)、(7) 及 (8) 及 348C(3) 條，繼續就以下要求而適用：公司在第 386 條的生效日期<sup>#</sup>前收到的、關乎取得根據《前身條例》第 161BB(2) 條備存的登記冊的文本的要求。

**第 10 部****為第 10 部作的過渡性安排及保留安排****88. 公司的首任董事**

在緊接被廢除前有效的《前身條例》第 153(2) 或 153A(2) 條 (視情況所需而定)，就按根據本附表或憑藉《釋義及通則條例》(第

**86. Right to inspect register kept under section 161BB(2) of predecessor Ordinance**

Sections 161BB(5), (7) and (8) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 386 for inspecting a register kept under section 161BB(2) of the predecessor Ordinance.

**87. Right to obtain copy of register kept under section 161BB(2) of predecessor Ordinance**

Sections 161BB(6), (7) and (8) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 386 for a copy of the register kept under section 161BB(2) of the predecessor Ordinance.

**Part 10****Transitional and Saving Arrangements for Part 10****88. First directors of companies**

Section 153(2) or 153A(2) (as the case requires) of the predecessor Ordinance, as in force immediately before its repeal, applies in



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第 89 條

1 章) 第 23 條具有持續效力的《前身條例》的條文組成及註冊的公司而適用。

## 89. 須有最少一名自然人董事

- (1) 如在第 457 條的生效日期<sup>#</sup>當日 ——
  - (a) 公司有最少一名董事；但
  - (b) 該董事不屬自然人，而該公司的其他董事(如有的話)也沒有一人是自然人，
 則在該日期<sup>#</sup>後的 6 個月終結前，第 457(2) 條不適用於該公司。
- (2) 如公司是按根據本附表或憑藉《釋義及通則條例》(第 1 章) 第 23 條具有持續效力的《前身條例》的條文組成及註冊的公司，而在該公司成立為法團的日期 ——
  - (a) 該公司有最少一名董事；但
  - (b) 該董事不屬自然人，而該公司的其他董事(如有的話)也沒有一人是自然人，
 則在第 457 條的生效日期<sup>#</sup>後的 6 個月終結前，第 457(2) 條不適用於該公司。
- (3) 如在第 457 條的生效日期<sup>#</sup>當日，公司根據《前身條例》第 344A 條當作不活動公司，則第 457(2) 條不就該公司適用。
- (4) 如第 (3) 款所述的公司訂立任何會計交易，則自該會計交易的日期起，該款不再具有效力。

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relation to a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).

## 89. Requirement to have at least one director who is natural person

- (1) If, on the commencement date<sup>#</sup> of section 457—
  - (a) a company has at least one director; but
  - (b) that director is not a natural person and none of the company's other directors (if any) are natural persons,
 section 457(2) does not apply to the company until after the end of 6 months after that commencement date<sup>#</sup>.
- (2) If, on the date of incorporation of a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1)—
  - (a) the company has at least one director; but
  - (b) that director is not a natural person and none of the company's other directors (if any) are natural persons,
 section 457(2) does not apply to the company until after the end of 6 months after the commencement date<sup>#</sup> of section 457.
- (3) If, on the commencement date<sup>#</sup> of section 457, a company is a company deemed to be a dormant company under section 344A of the predecessor Ordinance, section 457(2) does not apply in relation to the company.

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- (4) If the company mentioned in subsection (3) enters into an accounting transaction, that subsection ceases to have effect on and after the date of the accounting transaction.

## 90. 董事的作為的有效性

在緊接被廢除前有效的《前身條例》第 157 條，繼續就於第 461 條的生效日期<sup>#</sup>前作出的作為而適用。

## 90. Validity of acts of director

Section 157 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to acts done before the commencement date<sup>#</sup> of section 461.

## 91. 董事的罷免

如有關公司在第 463 條的生效日期<sup>#</sup>前接獲有關申述，則在緊接被廢除前有效的《前身條例》第 157B(4) 條，繼續適用。

## 91. Removal of director

Section 157B(4) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply if the representations were received by the company before the commencement date<sup>#</sup> of section 463.

## 92. 董事的法律責任

在緊接被廢除前有效的《前身條例》第 165 條，在該條與董事有關的範圍內，繼續就於緊接第 468、469 及 470 條的生效日期<sup>#</sup>前該第 165 條所適用的條文而適用。

## 92. Directors' liabilities

So far as it relates to directors, section 165 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to any provision to which it applied immediately before the commencement date<sup>#</sup> of sections 468, 469 and 470.

## 93. 首任公司秘書

## 93. First company secretaries

Section 154(1AA) of the predecessor Ordinance, as in force immediately before its repeal, applies in relation to a company

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在緊接被廢除前有效的《前身條例》第 154(1AA) 條，就按根據本附表或憑藉《釋義及通則條例》(第 1 章) 第 23 條具有持續效力的《前身條例》的條文組成及註冊的公司而適用。

#### 94. 董事會議的紀錄

- (1) 在緊接被廢除前有效的《前身條例》第 119 條，繼續適用於在第 481 及 482 條的生效日期<sup>#</sup>前舉行的董事會議。
- (2) 儘管有第 (1) 款的規定，如有關會議紀錄已按照《前身條例》第 119(1) 條記入簿冊內，並已自該會議舉行的日期起備存該會議紀錄最少 10 年，則公司無需備存該會議紀錄。
- (3) 在緊接被廢除前有效的《前身條例》第 153C 條，繼續適用於在第 483 條的生效日期<sup>#</sup>前作出的決定。
- (4) 儘管有第 (3) 款的規定，如有關紀錄已按照《前身條例》第 153C(3) 條記入簿冊內，並已自有關決定作出的日期起備存該紀錄最少 10 年，則公司無需備存該紀錄。

### 第 11 部

#### 為第 11 部作的過渡性安排及保留安排

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formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).

#### 94. Records of meetings of directors

- (1) Section 119 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to meetings of directors held before the commencement date<sup>#</sup> of sections 481 and 482.
- (2) Despite subsection (1), a company is not required to keep the minutes that have been entered in a book in accordance with section 119(1) of the predecessor Ordinance if they have been kept for at least 10 years from the date of the meeting.
- (3) Section 153C of the predecessor Ordinance, as in force immediately before its repeal, continues to apply to decisions taken before the commencement date<sup>#</sup> of section 483.
- (4) Despite subsection (3), a company is not required to keep a record that has been entered into a book in accordance with section 153C(3) of the predecessor Ordinance if the record has been kept for at least 10 years from the date of the decision.

### Part 11

#### Transitional and Saving Arrangements for Part 11

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附表 11 — 第 11 部  
第 95 條

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Section 95

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## 95. 向董事或其他人作出的貸款等

- (1) 如有以下情況，本條適用——
- (a) 在第 11 部第 2 分部的生效日期<sup>#</sup>前，公司訂立《前身條例》第 157HA(3)(a) 條指明的交易；
  - (b) 該項交易是在《前身條例》第 157HA(4)(b) 條指明的條件下訂立的；及
  - (c) 該項條件在該生效日期<sup>#</sup>前未獲符合。
- (2) 如有關公司已按照第 613 條免除周年成員大會的舉行，則有關指明條件繼續適用，猶如該條件訂定——
- (a) 在該公司原須舉行周年成員大會的最後日期當日或之前，需取得該公司的批准；及
  - (b) 如不能取得該項批准，則任何人在與該項交易有關連的情況下所負的法律責任，須在該日期之後 6 個月內履行。

## 96. 失去職位或退職

- (1) 在緊接被廢除前有效的《前身條例》第 163、163A、163B、163C 及 163D 條，繼續就以下事宜而適用：於第 11 部第 3 分部的生效日期<sup>#</sup>前發生的、該等條文指明的失去職位或退職。

## 95. Loans etc. to directors or other persons

- (1) This section applies if—
- (a) before the commencement date<sup>#</sup> of Division 2 of Part 11, a company entered into a transaction specified in section 157HA(3)(a) of the predecessor Ordinance;
  - (b) the transaction was entered into on the condition specified in section 157HA(4)(b) of the predecessor Ordinance; and
  - (c) that condition has not been satisfied before that commencement date<sup>#</sup>.
- (2) If the company has dispensed with the holding of an annual general meeting in accordance with section 613, the specified condition continues to apply as if it provided—
- (a) that the approval of the company is required on or before the last date on which the company would otherwise have been required to hold an annual general meeting; and
  - (b) that any liability falling on any person in connection with the transaction must be discharged within 6 months after that date if that approval is not forthcoming.

## 96. Loss of office or retirement

- (1) Sections 163, 163A, 163B, 163C and 163D of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a loss of office or retirement specified in those sections that occurred before the commencement date<sup>#</sup> of Division 3 of Part 11.

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第 98 條Schedule 11—Part 12  
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- (2) 就本條而言，如有以下情況，失去職位或退職即告發生——
- (a) (如屬董事席位) 有關的人不再是董事；或
  - (b) (如屬任何其他職位) 有關的人不再擔任該職位。

- (2) For the purposes of this section, a loss of office or retirement occurred—
- (a) in the case of a directorship, when the person ceased to be a director; or
  - (b) in the case of any other office, when the person ceased to hold the office.

## 97. 與兼具董事身分的唯一成員訂立合約

在緊接被廢除前有效的《前身條例》第 162B 條，繼續就以下合約而適用：於該條指明的並在第 545 條的生效日期<sup>#</sup>前訂立的合約。

## 97. Contracts with sole member who is also director

Section 162B of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a contract specified in that section and entered into before the commencement date<sup>#</sup> of section 545.

## 第 12 部

## Part 12

### 為第 12 部作的過渡性安排及保留安排

### Transitional and Saving Arrangements for Part 12

## 98. 釋義

- (1) 就本附表第 100、101、102、104、105、106 及 111 條而言，如關於某會議的通知在多於一日發出，該通知須視為在該等日子之中的首日發出。
- (2) 就本附表第 100、101、103 及 107 條而言，如請求的文本在多於一日存放，則已有足夠令公司必須行事的文本存放的首日，須視為該請求的提出日期。

## 98. Interpretation

- (1) For the purposes of sections 100, 101, 102, 104, 105, 106 and 111 of this Schedule, if notice of a meeting is given over more than one day, it is to be regarded as given on the first of those days.
- (2) For the purposes of sections 100, 101, 103 and 107 of this Schedule, if copies of a requisition are deposited on more than one day, the date on which the requisition is made is to

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第 622 章附表 11 —— 第 12 部  
第 99 條Schedule 11—Part 12  
Section 99S11-112  
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be regarded as the first day on which the copies deposited are sufficient to require the company to act.

## 99. 書面決議

- (1) 在緊接被廢除前有效的《前身條例》第 116B( 第 (7)、(8)、(9) 及 (10) 款除外 )、116BA 及 116BB 條，繼續就以下決議而適用：在第 12 部第 1 分部第 2 次分部的生效日期<sup>#</sup>前，已向任何有關成員送交或傳閱的決議。
- (2) 在本條中 ——  
**有關成員** (relevant member) 指符合以下說明的成員：《前身條例》第 116B(1) 條規定需取得其簽署的。

## 100. 在會議上通過的決議

在緊接被廢除前有效的《前身條例》第 116 條，繼續就符合以下說明的決議 ( 書面決議除外 ) 而適用 ——

- (a) 關於該決議的通知，是在第 12 部第 1 分部第 3 次分部的生效日期<sup>#</sup>前發出的；或
- (b) 該決議是建議在符合以下說明的會議上通過的 ——
  - (i) 關於該決議的通知，是在該日期<sup>#</sup>前發出的；或
  - (ii) 按照在該日期<sup>#</sup>前根據《前身條例》第 113 條提出的請求而召開的。

## 99. Written resolution

- (1) Sections 116B (except subsections (7), (8), (9) and (10)), 116BA and 116BB of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to resolutions sent or circulated to any relevant member before the commencement date<sup>#</sup> of Subdivision 2 of Division 1 of Part 12.
- (2) In this section—  
**relevant member** (有關成員) means a member whose signature is required by section 116B(1) of the predecessor Ordinance.

## 100. Resolutions at meetings

Section 116 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to resolutions (other than written resolutions)—

- (a) of which notice was given before the commencement date<sup>#</sup> of Subdivision 3 of Division 1 of Part 12; or
- (b) that are proposed at a meeting—
  - (i) of which notice was given before that commencement date<sup>#</sup>; or
  - (ii) that is convened in accordance with a requisition made before that commencement date<sup>#</sup> under section 113 of the predecessor Ordinance.



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第 622 章附表 11 — 第 12 部  
第 101 條Schedule 11—Part 12  
Section 101S11-114  
Cap. 622**101. 召開會議**

- (1) 在緊接被廢除前有效的《前身條例》第 113 條，繼續就於第 566、567 及 568 條的生效日期<sup>#</sup>前提出的請求而適用。
- (2) 在緊接被廢除前有效的《前身條例》第 114A(1)(b) 條，繼續就符合以下說明的會議而適用：關於該會議的通知，是在第 569 條的生效日期<sup>#</sup>前發出的。

**102. 關於會議的通知**

- (1) 在緊接被廢除前有效的《前身條例》第 111(1)、114、114A、116A、141(7) 及 155B 條，繼續就符合以下說明的會議而適用：關於該會議的通知，是在第 571、574、576 及 577 條的生效日期<sup>#</sup>前發出的。
- (2) 在緊接被廢除前有效的《前身條例》第 116C 條，繼續就符合以下說明的決議而適用：如擬動議有關決議的通知，是在第 578 條的生效日期<sup>#</sup>前發出的，便須就該動議給予特別通知。

**103. 成員陳述書**

在緊接被廢除前有效的《前身條例》第 115A 條，在其與傳閱任何關乎某周年成員大會的陳述書有關的範圍內，該條繼續就

**101. Calling meetings**

- (1) Section 113 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to requisitions made before the commencement date<sup>#</sup> of sections 566, 567 and 568.
- (2) Section 114A(1)(b) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a meeting of which notice was given before the commencement date<sup>#</sup> of section 569.

**102. Notice of meetings**

- (1) Sections 111(1), 114, 114A, 116A, 141(7) and 155B of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a meeting of which notice was given before the commencement date<sup>#</sup> of sections 571, 574, 576 and 577.
- (2) Section 116C of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to resolutions for which special notice is required if notice of the intention to move the resolution was given to the company before the commencement date<sup>#</sup> of section 578.

**103. Members' statements**

In so far as it relates to the circulation of any statement in relation to an annual general meeting, section 115A of the predecessor Ordinance, as in force immediately before its repeal, continues

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第 622 章附表 11 —— 第 12 部  
第 104 條

以下請求而適用：在第 12 部第 1 分部第 6 次分部的生效日期<sup>#</sup>前根據《前身條例》第 115A(1)(b) 條向公司提出的請求。

**104. 會議的議事程序**

在緊接被廢除前有效的《前身條例》第 114A(1)(c) 及 (d)、114AA 及 118 條，繼續適用於符合以下說明的會議：關於該會議的通知，是在第 12 部第 1 分部第 7 次分部的生效日期<sup>#</sup>前發出的。

**105. 在會議上表決**

在緊接被廢除前有效的《前身條例》第 114A(1)(e)、114D、114E 及 116(2) 條，繼續適用於符合以下說明的會議：關於該會議的通知，是在第 12 部第 1 分部第 8 次分部的生效日期<sup>#</sup>前發出的。

**106. 代表及法團代表**

在緊接被廢除前有效的《前身條例》第 114C 及 115 條，繼續適用於符合以下說明的會議：關於該會議的通知，是在第 12 部第 1 分部第 9 次分部的生效日期<sup>#</sup>前發出的。

**107. 周年成員大會**Schedule 11—Part 12  
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to apply in relation to requisitions made to a company under section 115A(1)(b) of the predecessor Ordinance before the commencement date<sup>#</sup> of Subdivision 6 of Division 1 of Part 12.

**104. Procedure at meetings**

Sections 114A(1)(c) and (d), 114AA and 118 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply to meetings of which notice was given before the commencement date<sup>#</sup> of Subdivision 7 of Division 1 of Part 12.

**105. Voting at meetings**

Sections 114A(1)(e), 114D, 114E and 116(2) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply to meetings of which notice was given before the commencement date<sup>#</sup> of Subdivision 8 of Division 1 of Part 12.

**106. Proxies and corporate representatives**

Sections 114C and 115 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply to meetings of which notice was given before the commencement date<sup>#</sup> of Subdivision 9 of Division 1 of Part 12.

**107. Annual general meetings**

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第 107 條

- (1) 如有請求在《前身條例》第 115A 條廢除前根據《前身條例》第 115A(1)(a) 條向公司提出，該項廢除並不影響該第 115A 條就該請求而適用。
- (2) 如根據本附表第 78(1) 條，公司須按照《前身條例》第 122 條，在其周年成員大會上提交帳目或資產負債表——
  - (a) 凡該等帳目或資產負債表須在某周年成員大會上提交，在緊接被廢除前有效的《前身條例》第 111(1)、(5) 及 (6) 條繼續就該大會而適用；而
  - (b) 第 610 條就其後的各周年成員大會而適用。
- (3) 就第 (2)(a) 款而言，《前身條例》第 111(6)(a) 條具有效力，猶如“按照第 116B 條通過的決議”的字句，已被“書面決議”取代。
- (4) 如根據《前身條例》第 111(2) 條提出的申請，是在第 610 條的生效日期<sup>#</sup>前提出的，則《前身條例》第 111(2)、(3)、(4) 及 (5) 條的廢除，並不影響該第 111(2)、(3)、(4) 及 (5) 條就有關公司的施行。
- (5) 如公司已違反《前身條例》第 111(1) 條，而該公司沒有成員根據該條例第 111(2) 條提出申請，則第 610(7)、(8) 及 (9) 條就該公司具有效力——
  - (a) 猶如第 610(7) 及 (9) 條中，“第 (1)、(2)、(3) 或 (6) 款”的字句，已被“《前身條例》第 111(1) 條”取代；及
  - (b) 猶如第 610(8) 條中，“沒有按照本條為之舉行周年成員大會的財政年度”的字句，已被“沒有按照《前身條例》第 111(1) 條為之舉行周年成員大會的年度”取代。
- (6) 在緊接被廢除前有效的《前身條例》第 115A 條，在其與發出關乎某周年成員大會的決議的通知有關的範圍內，繼續就以下請求而適用：在第 615 及 616 條的生效日期<sup>#</sup>前，根據《前身條例》第 115A(1)(a) 條向公司提出的請求。

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- (1) The repeal of section 115A of the predecessor Ordinance does not affect its application in relation to a requisition under section 115A(1)(a) of the predecessor Ordinance made to a company before the repeal.
- (2) If a company is required under section 78(1) of this Schedule to lay at its annual general meeting an account or a balance sheet in accordance with section 122 of the predecessor Ordinance—
  - (a) section 111(1), (5) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an annual general meeting at which the account or balance sheet is to be laid; and
  - (b) section 610 applies in relation to subsequent annual general meetings.
- (3) For the purposes of subsection (2)(a), section 111(6)(a) of the predecessor Ordinance has effect as if for the words “a resolution or resolutions in accordance with section 116B”, there were substituted the words “a written resolution or written resolutions”.
- (4) The repeal of section 111(2), (3), (4) and (5) of the predecessor Ordinance does not affect its operation in relation to a company if an application under section 111(2) of the predecessor Ordinance was made before the commencement date<sup>#</sup> of section 610.
- (5) If a company has contravened section 111(1) of the predecessor Ordinance and no member of the company has made an application under section 111(2) of that Ordinance, section 610(7), (8) and (9) has effect in relation to the company as if—
  - (a) for the words “subsection (1), (2), (3) or (6)” in section 610(7) and (9), there were substituted the words “section 111(1) of the predecessor Ordinance”; and

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(b) for the words “the financial year in respect of which the company has failed to hold an annual general meeting in accordance with this section” in section 610(8), there were substituted the words “the year in respect of which the company has failed to hold an annual general meeting in accordance with section 111(1) of the predecessor Ordinance”.

(6) In so far as it relates to giving notice of a resolution in relation to an annual general meeting, section 115A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to requisitions made to a company under section 115A(1)(a) of the predecessor Ordinance before the commencement date<sup>#</sup> of sections 615 and 616.

**108. 決議及會議的紀錄**

- (1) 在緊接被廢除前有效的《前身條例》第 116B(7)、(8)、(9) 及 (10)、116BC、119、119A 及 120 條，繼續就在第 617 至 621 條的生效日期<sup>#</sup>前通過的決議、舉行的會議或作出的決定而適用。
- (2) 儘管有第 (1) 款的規定，如記錄於某簿冊內的紀錄或會議紀錄已由有關決議、會議或決定（視屬何情況而定）的日期起計備存至少 10 年，則公司無需按照《前身條例》第 116B(7)、116BC(3) 或 119(1) 條，備存該等紀錄或會議紀錄。
- (3) 在緊接被廢除前有效的《前身條例》第 117(1)、(5) 及 (7) 條繼續就以下決議及協議而適用：在第 622 條（第 (3) 及 (5) 款除外）的生效日期<sup>#</sup>前通過但沒有在該日期前向處長遞交的決議，以及在該日期前訂立但沒有在該日期前向處長遞交的協議。

**108. Records of resolutions and meetings**

- (1) Sections 116B(7), (8), (9) and (10), 116BC, 119, 119A and 120 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to resolutions passed, meetings held or decisions taken before the commencement date<sup>#</sup> of sections 617 to 621.
- (2) Despite subsection (1), a company is not required to keep a record or the minutes that have been entered into a book in accordance with section 116B(7), 116BC(3) or 119(1) of the predecessor Ordinance if the record or the minutes have been kept for at least 10 years from the date of the resolution, meeting or decision, as the case may be.
- (3) Section 117(1), (5) and (7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to resolutions passed and agreements made, but not

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- (4) 在緊接被廢除前有效的《前身條例》第 117(2)、(6) 及 (7) 條，繼續就在第 622(3) 條的生效日期<sup>#</sup>前發出的公司章程細則而適用。
- (5) 如有關公司在第 622(5) 條的生效日期<sup>#</sup>前收到有關要求，則在緊接被廢除前有效的《前身條例》第 117(3)、(6) 及 (7) 條，繼續適用。

**109. 查閱決議及會議紀錄的權利**

在緊接被廢除前有效的《前身條例》第 120(1)、(3) 及 (4) 及 348C(3) 條 ——

- (a) 繼續就以下要求而適用：公司在第 620 條的生效日期<sup>#</sup>前收到的、關乎查閱載有公司任何大會的議事程序紀錄的簿冊的要求；
- (b) 繼續憑藉如此有效的《前身條例》第 116B(9) 條就以下要求而適用：公司在第 620 條的生效日期<sup>#</sup>前收到的、關乎查閱按照該條例第 116B(7) 條作出的紀錄的要求；及
- (c) 繼續憑藉如此有效的《前身條例》第 116BC(4) 條就以下要求而適用：公司在第 620 條的生效日期<sup>#</sup>前收到的、關乎查閱按照該條例第 116BC(3) 條作出的紀錄的要求。

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forwarded to the Registrar, before the commencement date<sup>#</sup> of section 622 (except subsections (3) and (5)).

- (4) Section 117(2), (6) and (7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a company's articles issued before the commencement date<sup>#</sup> of section 622(3).
- (5) Section 117(3), (6) and (7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply if the request was received by the company before the commencement date<sup>#</sup> of section 622(5).

**109. Right to inspect records of resolutions and meetings**

Sections 120(1), (3) and (4) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal—

- (a) continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 620 for inspecting the books containing the minutes of proceedings of any general meeting of the company;
- (b) continue to apply, by virtue of section 116B(9) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date<sup>#</sup> of section 620 for inspecting the record made in accordance with section 116B(7) of that Ordinance; and
- (c) continue to apply, by virtue of section 116BC(4) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date<sup>#</sup> of section 620 for inspecting the record made in accordance with section 116BC(3) of that Ordinance.



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第 110 條Schedule 11—Part 12  
Section 110S11-124  
Cap. 622**110. 取得決議及會議紀錄的文本的權利**

在緊接被廢除前有效的《前身條例》第 120(2)、(3) 及 (4) 及 348C(3) 條——

- (a) 繼續就以下要求而適用：公司在第 620 條的生效日期<sup>#</sup>前收到的、關乎獲提供載有該公司任何大會的議事程序紀錄的簿冊的文本的要求；
- (b) 繼續憑藉如此有效的《前身條例》第 116B(9) 條就以下要求而適用：公司在第 620 條的生效日期<sup>#</sup>前收到的、關乎獲提供按照該條例第 116B(7) 條作出的紀錄的文本的要求；及
- (c) 繼續憑藉如此有效的《前身條例》第 116BC(4) 條就以下要求而適用：公司在第 620 條的生效日期<sup>#</sup>前收到的、關乎獲提供按照該條例第 116BC(3) 條作出的紀錄的文本的要求。

**111. 對某類別成員的會議的適用範圍**

在緊接被廢除前有效的《前身條例》第 63A(6) 條，繼續就符合以下說明的會議而適用：關於該會議的通知，是在第 12 部第 1 分部第 12 次分部的生效日期<sup>#</sup>前發出的。

**110. Right to obtain copy of records of resolutions and meetings**

Sections 120(2), (3) and (4) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal—

- (a) continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 620 for a copy of the books containing the minutes of proceedings of any general meeting of the company;
- (b) continue to apply, by virtue of section 116B(9) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date<sup>#</sup> of section 620 for a copy of the record made in accordance with section 116B(7) of that Ordinance; and
- (c) continue to apply, by virtue of section 116BC(4) of the predecessor Ordinance as so in force, in relation to a request received by the company before the commencement date<sup>#</sup> of section 620 for a copy of the record made in accordance with section 116BC(3) of that Ordinance.

**111. Application to class meetings**

Section 63A(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to meetings of which notice was given before the commencement date<sup>#</sup> of Subdivision 12 of Division 1 of Part 12.



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第 112 條Schedule 11—Part 12  
Section 112S11-126  
Cap. 622**112. 成員登記冊**

- (1) 在第 627 條的生效日期<sup>#</sup>當日及之後，根據《前身條例》第 95 條備有的成員登記冊，須視為根據第 627 條以及為該條的目的而備存的成員登記冊。
- (2) 在緊接被廢除前有效的《前身條例》第 98(1)、(3) 及 (4) 及 348C(3) 條，繼續就以下要求而適用：有關公司在第 631 條的生效日期<sup>#</sup>前收到的、關乎查閱成員登記冊或成員的姓名或名稱索引的要求。
- (3) 在緊接被廢除前有效的《前身條例》第 98(2)、(3) 及 (4) 及 348C(3) 條，繼續就以下要求而適用：有關公司在第 631 條的生效日期<sup>#</sup>前收到的、關乎獲提供成員登記冊（或其任何部分）的文本的要求。
- (4) 如在第 632 條的生效日期<sup>#</sup>前，已為《前身條例》第 99(1) 條的目的發出通知，則在緊接被廢除前有效的《前身條例》第 99 條，繼續就閉封成員登記冊一事而適用。
- (5) 在緊接被廢除前有效的《前身條例》第 104 條，繼續就以下成員登記冊而適用：按根據該條例第 103 條發出的特許證備存的成員登記冊。

**113. 查閱董事及秘書登記冊**

在緊接被廢除前有效的《前身條例》第 158(7)、(8) 及 (9) 及 348C(3) 條，繼續就以下要求而適用：有關公司在第 642 及

**112. Register of members**

- (1) On and after the commencement date<sup>#</sup> of section 627, a register of members kept under section 95 of the predecessor Ordinance is to be regarded as a register of members kept under and for the purposes of section 627.
- (2) Sections 98(1), (3) and (4) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 631 for inspecting a register of members or index of members' names.
- (3) Sections 98(2), (3) and (4) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a request received by the company before the commencement date<sup>#</sup> of section 631 for a copy of a register of members (or any part of it).
- (4) Section 99 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a closure of a register of members if the notice for the purposes of section 99(1) of the predecessor Ordinance was given before the commencement date<sup>#</sup> of section 632.
- (5) Section 104 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a register of members kept under a licence issued under section 103 of that Ordinance.

**113. Inspection of register of directors and secretaries**

Sections 158(7), (8) and (9) and 348C(3) of the predecessor Ordinance, as in force immediately before their repeal, continue

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第 114 條

649 條的生效日期<sup>#</sup>前收到的、關乎查閱董事及秘書登記冊的要求。

#### 114. 董事登記冊

在第 641 條的生效日期<sup>#</sup>當日及之後，公司根據《前身條例》第 158(1) 條備存的董事及秘書登記冊在其與該公司董事或備任董事有關的範圍內，須視為根據第 641 條以及為該條的目的而備存的董事登記冊。

#### 115. 須在董事登記冊中登記的詳情

(尚未實施)

- (1) 在 ——
  - (a) 原有公司擬備其首份周年申報表 (該申報表所採用的最後結算日期是第 643 條的生效日期當日或之後的日期) 之前；或
  - (b) (如該公司沒有擬備上述申報表) 該公司擬備該申報表原本應採用的最後結算日期之前，

該公司無需遵守本條例中規定該公司的董事登記冊須載有《前身條例》所規定詳情以外的詳情的條文。
- (2) 除非有關原有公司是按根據本附表或憑藉《釋義及通則條例》(第 1 章) 第 23 條具有持續效力的《前身條例》的條文組成及註冊的公司，否則第 (1) 款不就以下董事或備任董事而適用：該董事或備任董事的詳情，是在第 643 條的生效日期當日或之後方獲首次登記 (不論該董事或備任董事是在該日期之前、當日或之後獲委任)。

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to apply in relation to a request received by the company before the commencement date<sup>#</sup> of sections 642 and 649 for inspecting a register of directors and secretaries.

#### 114. Register of directors

On and after the commencement date<sup>#</sup> of section 641, a register of directors and secretaries kept by a company under section 158(1) of the predecessor Ordinance, in so far as it relates to the company's directors or reserve directors, is to be regarded as a register of directors kept under and for the purposes of section 641.

#### 115. Particulars to be registered in register of directors

(Not yet in operation)

- (1) An existing company need not comply with any provision of this Ordinance requiring the company's register of directors to contain particulars additional to those required by the predecessor Ordinance until—
  - (a) the date to which the company makes up its first annual return made up to a date on or after the commencement date of section 643; or
  - (b) if the company fails to do so, the last date to which the company should have made up that return.
- (2) Unless the existing company is a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), subsection (1) does not apply in relation to a director or reserve director of whom particulars are first

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- (3) 凡某董事或備任董事的已登記詳情，在第 643 條的生效日期當日或之後被修改（不論有關更改是在該日期之前、當日或之後發生的），第 (1) 款不再就該董事或備任董事而適用。
- (4) 第 (1)、(2) 及 (3) 款並不影響須載於有關公司的周年申報表內的詳情。
- (5) 就屬自然人的原有公司的董事或備任董事而言，在第 643 條的生效日期當日及之後，該公司的註冊辦事處的地址須視為該董事或備任董事的通訊地址。
- (6) 第 (5) 款的施行，並不導致產生第 645 條所訂的向處長交付通知的責任。

**116. 關於須登記的詳情的補充條文**

- (1) 在第 643 條的生效日期當日，原有公司須從其董事登記冊刪除任何關於以下幕後董事的記項：根據《前身條例》第 158(10)(a) 條當作是該公司董事的幕後董事。
- (2) 如原有公司已按照《前身條例》第 158 條，就該公司的幕後董事向處長送交一份知會，第 645 條在猶如有關幕後董事於第 643 條的生效日期當日不再擔任董事的情況下適用。
- (3) 如在第 643 條的生效日期當日或之後，原有公司從其董事登記冊刪除《前身條例》所規定但非本條例所規定的詳情，此舉並不導致產生第 645 條所訂的向處長交付通知的責任。

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registered on or after the commencement date of section 643 (whether the director or reserve director was appointed before, on or after that date).

- (3) Subsection (1) ceases to apply in relation to a director or reserve director whose registered particulars fall to be altered on or after the commencement date of section 643 (whether the change occurred before, on or after that date).
- (4) Subsections (1), (2) and (3) do not affect the particulars required to be included in the company's annual return.
- (5) In the case of a director or reserve director of an existing company who is a natural person, the address of the company's registered office is to be regarded, on and after the commencement date of section 643, as the correspondence address of the director or reserve director.
- (6) The operation of subsection (5) does not give rise to any duty to deliver a notice to the Registrar under section 645.

**116. Supplementary provisions relating to particulars to be registered**

- (1) On the commencement date of section 643, an existing company must remove from its register of directors any entry relating to a shadow director who is deemed to be a director of the company under section 158(10)(a) of the predecessor Ordinance.
- (2) If, in accordance with section 158 of the predecessor Ordinance, an existing company has sent to the Registrar a notification in relation to a shadow director of the company, section 645 applies as if the shadow director had ceased to be a director on the commencement date of section 643.

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- (4) 在緊接被廢除前有效的《前身條例》第 158 條，繼續就在第 643 條的生效日期前發生的更改而適用。

- (3) The removal by an existing company from its register of directors on or after the commencement date of section 643 of particulars required by the predecessor Ordinance but not required by this Ordinance does not give rise to any duty to deliver a notice to the Registrar under section 645.
- (4) Section 158 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a change occurring before the commencement date of section 643.

## 117. 公司秘書登記冊

在第 648 條的生效日期<sup>#</sup>當日及之後，公司根據《前身條例》第 158(1) 條備存的董事及秘書登記冊在其與該公司的公司秘書或聯名公司秘書有關的範圍內，須視為根據第 648 條以及為該條的目的而備存的公司秘書登記冊。

## 117. Register of company secretaries

On and after the commencement date<sup>#</sup> of section 648, a register of directors and secretaries kept by a company under section 158(1) of the predecessor Ordinance, in so far as it relates to the company secretary or joint company secretaries of the company, is to be regarded as a register of company secretaries kept under and for the purposes of section 648.

## 118. 須在公司秘書登記冊中登記的詳情

- (1) 在 ——
- (a) 原有公司擬備其首份周年申報表 (該申報表所採用的結算日期是第 650 條的生效日期<sup>#</sup>當日或之後的日期) 之前；或
- (b) (如該公司沒有擬備上述申報表) 該公司擬備該申報表原本應採用的最後結算日期之前，
- 該公司無需遵守本條例中規定該公司的公司秘書登記冊須載有《前身條例》所規定詳情以外的詳情的條文。

## 118. Particulars to be registered in register of company secretaries

- (1) An existing company need not comply with any provision of this Ordinance requiring the company's register of company secretaries to contain particulars additional to those required by the predecessor Ordinance until—
- (a) the date to which the company makes up its first annual return made up to a date on or after the commencement date<sup>#</sup> of section 650; or
- (b) if the company fails to do so, the last date to which the company should have made up that return.

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- (2) 除非有關原有公司是按根據本附表或憑藉《釋義及通則條例》(第 1 章)第 23 條具有持續效力的《前身條例》的條文組成及註冊的公司，否則第 (1) 款不就以下公司秘書而適用：該公司秘書的詳情，是在第 650 條的生效日期<sup>#</sup>當日或之後方獲首次登記（不論該公司秘書是在該日期之前、當日或之後獲委任）。
- (3) 凡某公司秘書的已登記詳情，在第 650 條的生效日期<sup>#</sup>當日或之後被修改（不論有關更改是在該日期之前、當日或之後發生的），第 (1) 款不再就該公司秘書而適用。
- (4) 第 (1)、(2) 及 (3) 款並不影響須載於有關公司的周年申報表內的詳情。
- (5) 就屬自然人的原有公司的公司秘書而言，在第 650 條的生效日期<sup>#</sup>當日及之後，該公司的註冊辦事處地址須視為該公司秘書的通訊地址。
- (6) 第 (5) 款的施行，並不導致產生第 652 條所訂的向處長交付通知的責任。

**119. 關於須登記的詳情的補充條文**

- (1) 如在第 650 條的生效日期<sup>#</sup>當日或之後，原有公司從其公司秘書登記冊刪除《前身條例》所規定但非本條例所規定的詳情，此舉並不導致產生第 652 條所訂的向處長交付通知的責任。
- (2) 在緊接被廢除前有效的《前身條例》第 158 條，繼續就在第 650 條的生效日期<sup>#</sup>前發生的更改而適用。

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- (2) Unless the existing company is a company formed and registered under a provision of the predecessor Ordinance having a continuing effect under this Schedule or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), subsection (1) does not apply in relation to a company secretary of whom particulars are first registered on or after the commencement date<sup>#</sup> of section 650 (whether the company secretary was appointed before, on or after that date).
- (3) Subsection (1) ceases to apply in relation to a company secretary whose registered particulars fall to be altered on or after the commencement date<sup>#</sup> of section 650 (whether the change occurred before, on or after that date).
- (4) Subsections (1), (2) and (3) do not affect the particulars required to be included in the company's annual return.
- (5) In the case of a company secretary of an existing company who is a natural person, the address of the company's registered office is to be regarded, on and after the commencement date<sup>#</sup> of section 650, as the correspondence address of the company secretary.
- (6) The operation of subsection (5) does not give rise to any duty to deliver a notice to the Registrar under section 652.

**119. Supplementary provisions relating to particulars to be registered**

- (1) The removal by an existing company from its register of company secretaries on or after the commencement date<sup>#</sup> of section 650 of particulars required by the predecessor Ordinance but not required by this Ordinance does not give



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rise to any duty to deliver a notice to the Registrar under section 652.

- (2) Section 158 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a change occurring before the commencement date<sup>#</sup> of section 650.

## 120. 公司的註冊辦事處

在緊接被廢除前有效的《前身條例》第 92 條，繼續就在第 658 條的生效日期<sup>#</sup>前出現的更改而適用。

## 120. Registered office of company

Section 92 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a change occurring before the commencement date<sup>#</sup> of section 658.

## 121. 周年申報表

- (1) 除非有關公司是一間有股本的私人公司，否則如該公司的財政年度（《前身條例》第 2(1) 條所界定者）是在第 662 條的生效日期<sup>#</sup>前開始並在該日期當日或之後終結，則——
- (a) 在緊接被廢除前有效的《前身條例》第 107 及 109 條，繼續就該財政年度而就該公司適用；及
- (b) 第 662 條就以下財政年度而就該公司適用：在該生效日期<sup>#</sup>當日或之後開始的首個財政年度，以及其後的所有財政年度。
- (2) 如有關公司是一間有股本的私人公司，在緊接被廢除前有效的《前身條例》第 107 及 109 條，繼續就該公司的以下周年申報表而適用：其結算日期是在第 662 條的生效日期<sup>#</sup>前的周年申報表。

## 121. Annual return

- (1) Except where the company is a private company having a share capital, if the financial year (as defined in section 2(1) of the predecessor Ordinance) of the company begins before the commencement date<sup>#</sup> of section 662 and ends on or after that date—
- (a) sections 107 and 109 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to the company for that financial year; and
- (b) section 662 applies in relation to the company for the first financial year that begins on or after that commencement date<sup>#</sup> and all subsequent financial years.
- (2) If the company is a private company having a share capital, sections 107 and 109 of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in



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第 122 條

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relation to the company's annual returns made up to a date before the commencement date<sup>#</sup> of section 662.

## 第 13 部

## Part 13

### 為第 13 部作的過渡性安排及保留安排

### Transitional and Saving Arrangements for Part 13

#### 122. 就認許安排或妥協保留《前身條例》等

- (1) 如在第 13 部第 2 分部的生效日期<sup>#</sup>前，已為《前身條例》第 166(1) 條的目的向原訟法庭提出申請，要求就某安排或妥協召開會議，則在緊接該生效日期<sup>#</sup>前有效的《前身條例》第 166、166A 及 167 條及《公司(清盤)規則》(第 32 章，附屬法例 H) 第 117 條，繼續就該安排或妥協而適用。
- (2) 在緊接被廢除前有效的《公司(費用及百分率)令》(第 32 章，附屬法例 C) 附表 1 第 2(e) 項，繼續就以下申請而適用：按根據第 (1) 款具有持續效力的《前身條例》第 166 條提出的申請。

#### 122. Saving of predecessor Ordinance etc. for sanctioning arrangement or compromise

- (1) Sections 166, 166A and 167 of the predecessor Ordinance and rule 117 of the Companies (Winding-up) Rules (Cap. 32 sub. leg. H), as in force immediately before the commencement date<sup>#</sup> of Division 2 of Part 13, continue to apply in relation to an arrangement or compromise if, before that commencement date<sup>#</sup>, an application was made to the Court for the purposes of section 166(1) of the predecessor Ordinance for a meeting to be summoned in relation to the arrangement or compromise.
- (2) Item 2(e) of Schedule 1 to the Companies (Fees and Percentages) Order (Cap. 32 sub. leg. C), as in force immediately before its repeal, continues to apply in relation to an application made under section 166 of the predecessor Ordinance having a continuing effect under subsection (1).

#### 123. 收購要約

#### 123. Acquisition offer

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第 622 章附表 11 —— 第 14 部  
第 124 條

在緊接被廢除前有效的《前身條例》第 168(1)、(2) 及 (3) 條及附表 9，繼續就符合以下說明的收購要約而適用 ——

- (a) 在第 13 部第 4 分部的生效日期<sup>#</sup>前作出的；而
- (b) 在緊接該等條文被廢除前，該等條文是就該要約而適用的。

## 第 14 部

### 為第 14 部作的過渡性安排及保留安排

#### 124. 就不公平地損害提出的呈請

- (1) 在緊接 2005 年 7 月 15 日前有效的《前身條例》第 168A 條，繼續就以下呈請而適用：於 2005 年 7 月 15 日前，為尋求該第 168A 條所指的命令而提出的呈請。
- (2) 在緊接被廢除前有效的《前身條例》第 168A 條，繼續就以下呈請而適用：於 2005 年 7 月 15 日或之後但在第 14 部第 2 分部的生效日期<sup>#</sup>前，為尋求該條所指的命令而提出的呈請。
- (3) 在緊接第 14 部第 2 分部的生效日期<sup>#</sup>前有效的《公司(清盤)規則》(第 32 章，附屬法例 H)，繼續就以下呈請而適用：於 2005 年 7 月 15 日或之後，但在該生效日期<sup>#</sup>前，為尋求《前身條例》第 168A 條所指的命令而提出的呈請。

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Section 168(1), (2) and (3) of, and the Ninth Schedule to, the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to an acquisition offer—

- (a) that was made before the commencement date<sup>#</sup> of Division 4 of Part 13; and
- (b) in relation to which those provisions applied immediately before the repeal.

## Part 14

### Transitional and Saving Arrangements for Part 14

#### 124. Petition in case of unfair prejudice

- (1) Section 168A of the predecessor Ordinance, as in force immediately before 15 July 2005, continues to apply in relation to a petition presented before 15 July 2005 for an order under that section 168A.
- (2) Section 168A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a petition presented on or after 15 July 2005, but before the commencement date<sup>#</sup> of Division 2 of Part 14, for an order under that section.
- (3) The Companies (Winding-up) Rules (Cap. 32 sub. leg. H), as in force immediately before the commencement date<sup>#</sup> of Division 2 of Part 14, continue to apply in relation to a petition presented on or after 15 July 2005, but before that

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commencement date<sup>#</sup>, for an order under section 168A of the predecessor Ordinance.

**125. 申請強制令**

在緊接被廢除前有效的《前身條例》第 350B(1)(g) 及 (h) 條，繼續就以下申請而適用：於第 14 部第 3 分部的生效日期<sup>#</sup>前，為該條的目的提出的申請。

**126. 就對公司所作的不當行為提出衍生訴訟等**

在緊接被廢除前有效的《前身條例》第 IVAA 部，繼續就以下事宜而適用——

- (a) 於第 14 部第 4 分部的生效日期<sup>#</sup>前，根據在緊接被廢除前有效的《前身條例》第 168BC 條提起的、要求批予提起或介入法律程序的許可的申請；及
- (b) (如已就提起或介入的法律程序批予許可) 如此提起或介入的法律程序。

**127. 查閱公司紀錄的申請**

在緊接被廢除前有效的《前身條例》第 152FA、152FB、152FC、152FD 及 152FE 條，繼續就以下事宜而適用——

- (a) 於第 14 部第 5 分部的生效日期<sup>#</sup>前，根據在緊接被廢除前有效的《前身條例》第 152FA 條提出的、要求作出查閱命令的申請；及

**125. Application for injunction**

Section 350B(1)(g) and (h) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application made before the commencement date<sup>#</sup> of Division 3 of Part 14 for the purposes of that section.

**126. Derivative action in case of misconduct against companies etc.**

Part IVAA of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to—

- (a) an application made before the commencement date<sup>#</sup> of Division 4 of Part 14 for leave to bring or intervene in proceedings under section 168BC of the predecessor Ordinance, as in force immediately before its repeal; and
- (b) if leave is granted to bring or intervene in proceedings, the proceedings so brought or intervened in.

**127. Application for inspection of company's records**

Sections 152FA, 152FB, 152FC, 152FD and 152FE of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to—

- (a) an application made before the commencement date<sup>#</sup> of Division 5 of Part 14 for an order for inspection under

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第 128 條Schedule 11—Part 15  
Section 128S11-144  
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(b) (如已作出查閱命令) 該項查閱。

section 152FA of the predecessor Ordinance, as in force immediately before its repeal; and

(b) if an order for inspection is made, the inspection.

**第 15 部****Part 15****為第 15 部作的過渡性安排及保留安排****Transitional and Saving Arrangements for Part 15****128. 關於卸棄根據《前身條例》歸屬政府的財產****128. Disclaimer of property vested in Government under predecessor Ordinance**

在緊接被廢除前有效的《前身條例》第 290C 及 290D 條，繼續就卸棄政府對以下財產或權利(不動產除外)的所有權而適用：於第 15 部第 3 分部的生效日期<sup>#</sup>前，根據《前身條例》第 292 條歸屬政府的財產或權利(不動產除外)。

Sections 290C and 290D of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to a disclaimer of the Government's title to any property or right (other than immovable property) vested in the Government before the commencement date<sup>#</sup> of Division 3 of Part 15 under section 292 of the predecessor Ordinance.

**129. 除名****129. Striking off**

- (1) 如在第 15 部第 1 分部第 1 次分部的生效日期<sup>#</sup>前，處長已根據《前身條例》第 291(1) 條向某公司送交一封信件，則在緊接被廢除前有效的《前身條例》第 291(2)、(3) 及 (6) 條，繼續就該公司的名稱從登記冊剔除及該公司解散一事而適用。
- (2) 如在第 15 部第 1 分部第 1 次分部的生效日期<sup>#</sup>前，處長已根據《前身條例》第 291(5) 條就某公司於憲報刊登公告，

- (1) Section 291(2), (3) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the striking off the register of the name of a company and to the dissolution of the company if, before the commencement date<sup>#</sup> of Subdivision 1 of Division 1 of Part 15, the Registrar has sent a letter to the company under section 291(1) of the predecessor Ordinance.

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第 130 條

則在緊接被廢除前有效的《前身條例》第 291(6) 條，繼續就該公司的名稱從登記冊剔除及該公司解散一事而適用。

- (3) 如在第 15 部第 1 分部第 2 次分部的生效日期<sup>#</sup>前，處長已根據《前身條例》第 291(4) 條就某公司於憲報刊登公告，則在緊接被廢除前有效的《前身條例》第 291(6) 條，繼續就該公司的名稱從登記冊剔除及該公司解散一事而適用。
- (4) 如在第 15 部第 1 分部第 2 次分部的生效日期<sup>#</sup>前，處長已為《前身條例》第 291A(1) 條的目的提出申請，則在緊接被廢除前有效的《前身條例》第 291A 條，繼續就有關公司的名稱從登記冊剔除及該公司解散一事而適用。
- (5) 如在第 15 部第 2 分部的生效日期<sup>#</sup>前，已根據《前身條例》第 291AA(1) 條提出申請，則在緊接被廢除前有效的《前身條例》第 291AA 條，繼續就撤銷有關公司註冊及該公司解散一事而適用。

### 130. 恢復列入登記冊

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- (2) Section 291(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the striking off the register of the name of a company and to the dissolution of the company if, before the commencement date<sup>#</sup> of Subdivision 1 of Division 1 of Part 15, the Registrar has published in the Gazette a notice in relation to the company under section 291(5) of the predecessor Ordinance.
- (3) Section 291(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the striking off the register of the name of a company and to the dissolution of the company if, before the commencement date<sup>#</sup> of Subdivision 2 of Division 1 of Part 15, the Registrar has published in the Gazette a notice in relation to the company under section 291(4) of the predecessor Ordinance.
- (4) Section 291A of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the striking off the register of the name of a company and to the dissolution of the company if, before the commencement date<sup>#</sup> of Subdivision 2 of Division 1 of Part 15, the Registrar has made an application for the purposes of section 291A(1) of the predecessor Ordinance.
- (5) Section 291AA of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the deregistration of a company and to the dissolution of the company if, before the commencement date<sup>#</sup> of Division 2 of Part 15, an application has been made under section 291AA(1) of the predecessor Ordinance.

### 130. Restoration

- (1) Section 291(7) or 291A(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in

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第 132 條Schedule 11—Part 16  
Section 132S11-148  
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- (1) 在緊接被廢除前有效的《前身條例》第 291(7) 或 291A(2) 條，繼續就以下申請而適用：於第 15 部第 4 分部第 2 次分部的生效日期<sup>#</sup>前，為該條的目的提出的申請。
- (2) 在緊接被廢除前有效的《前身條例》第 291AB(2)、(3)、(4) 及 (5) 條，繼續就以下申請而適用：於第 15 部第 4 分部第 2 次分部的生效日期<sup>#</sup>前，為在緊接該條廢除前有效的《前身條例》第 291AB(2) 條的目的提出的申請。

relation to an application made before the commencement date<sup>#</sup> of Subdivision 2 of Division 4 of Part 15 for the purposes of that section.

- (2) Section 291AB(2), (3), (4) and (5) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application made before the commencement date<sup>#</sup> of Subdivision 2 of Division 4 of Part 15 for the purposes of section 291AB(2) of the predecessor Ordinance as in force immediately before the repeal.

**131. 無主財物**

在緊接被廢除前有效的《前身條例》第 292(2) 條，繼續就以下條文而適用：如此有效及憑藉《釋義及通則條例》(第 1 章) 第 23 條具有持續效力的《前身條例》第 292(1) 條。

**131. Bona vacantia**

Section 292(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to section 292(1) of the predecessor Ordinance as so in force and having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).

**第 16 部****Part 16****為第 16 部作的過渡性安排及保留安排****Transitional and Saving Arrangements for Part 16****132. 註冊申請**

- (1) 如在緊接第 16 部第 2 分部的生效日期<sup>#</sup>前，有根據《前身條例》第 333(1) 條提出的註冊申請仍然待決，則該申請須視為根據第 776(2) 條提出的註冊申請。

**132. Application for registration**

- (1) If, immediately before the commencement date<sup>#</sup> of Division 2 of Part 16, there was a pending application for registration under section 333(1) of the predecessor Ordinance, the



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第 133 條

- (2) 在緊接被廢除前有效的《前身條例》附表 8 第 III 部 (a) 段，繼續就第 (1) 款所述的申請而適用，猶如在該段中提述第 333AA(2)(c) 條是提述第 777(4)(a) 條一樣。
- (3) 在緊接被廢除前有效的《前身條例》附表 8 第 III 部 (aa) 段，繼續就第 (1) 款所述的申請而適用，猶如在該段中提述第 333 條是提述第 776 條一樣。

**133. 獲授權代表的登記詳情**

如在第 16 部第 5 分部的生效日期<sup>#</sup>當日或之後，非香港公司為憑藉《釋義及通則條例》(第 1 章)第 23 條具有持續效力的《前身條例》第 335(1)(b) 條的目的，就另一名獲授權代表將申報表交付處長登記，則在緊接被廢除前有效的《前身條例》第 333A(2) 條，繼續就該公司而適用。

**134. 登記申報表**

- (1) 如 ——
  - (a) 在第 16 部第 3 分部的生效日期<sup>#</sup>前，根據《前身條例》第 335(2) 條將申報表及其他文件交付處長登記；而

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application is to be regarded as an application for registration made under section 776(2).

- (2) Paragraph (a) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 333AA(2)(c) in that paragraph were a reference to section 777(4)(a).
- (3) Paragraph (aa) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 333 in that paragraph were a reference to section 776.

**133. Registered particulars of authorized representative**

Section 333A(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to a non-Hong Kong company if, on or after the commencement date<sup>#</sup> of Division 5 of Part 16, the company delivers to the Registrar for registration a return in respect of another authorized representative for the purposes of section 335(1)(b) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).

**134. Registration of return**

- (1) If—
  - (a) before the commencement date<sup>#</sup> of Division 3 of Part 16, a return and other documents were delivered to the

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第 135 條

- (b) 在該生效日期<sup>#</sup>開始時，處長由於仍未收到《前身條例》第 335(2)(b) 條所述的所有文件，以致沒有根據《前身條例》第 335(3) 條將該申報表登記及發出新註冊證明書，

則該申報表須視為根據第 778 條交付處長登記的申報表。

- (2) 如在第 16 部第 3 分部的生效日期<sup>#</sup>當日或之後，根據憑藉《釋義及通則條例》(第 1 章) 第 23 條具有持續效力的《前身條例》第 335(2) 條，將申報表及其他文件交付處長登記，則該申報表須視為根據第 778 條交付處長登記的申報表。
- (3) 在緊接被廢除前有效的《前身條例》附表 8 第 III 部 (a) 段，繼續就第 (1) 款所述的申請而適用，猶如在該段中提述第 335(3) 條是提述第 779(1)(b) 條一樣。

### 135. 規管法人名稱的使用的通知書

根據在緊接被廢除前有效的《前身條例》第 337B 條送達的通知書，如在緊接第 16 部第 4 分部的生效日期<sup>#</sup>前是有效的，則繼續有效，並猶如它是根據第 780 條送達的通知一樣具有效力。

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Registrar for registration under section 335(2) of the predecessor Ordinance; and

- (b) as at the beginning of that commencement date<sup>#</sup>, the Registrar has not registered the return and issued a fresh certificate of registration under section 335(3) of the predecessor Ordinance because the Registrar has not received all the documents mentioned in section 335(2)(b) of the predecessor Ordinance,

the return is to be regarded as a return delivered to the Registrar for registration under section 778.

- (2) If, on or after the commencement date<sup>#</sup> of Division 3 of Part 16, a return and other documents are delivered to the Registrar for registration under section 335(2) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), the return is to be regarded as a return delivered to the Registrar for registration under section 778.
- (3) Paragraph (a) of Part III of the Eighth Schedule to the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application mentioned in subsection (1), as if the reference to section 335(3) in that paragraph were a reference to section 779(1)(b).

### 135. Notice to regulate use of corporate names

A notice that was served under section 337B of the predecessor Ordinance, as in force immediately before its repeal, and that was in force immediately before the commencement date<sup>#</sup> of Division 4 of Part 16, continues in force and has effect as if it were a notice served under section 780.

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第 136 條Schedule 11—Part 16  
Section 136S11-154  
Cap. 622**136. 關於在香港不再設有營業地點的通知**

如在第 16 部第 7 分部的生效日期<sup>#</sup>當日或之後，非香港公司根據憑藉《釋義及通則條例》(第 1 章)第 23 條具有持續效力的《前身條例》第 339(1) 條向處長送交一份通知，則在緊接被廢除前有效的《前身條例》第 339(2) 條，繼續就該通知及該公司而適用。

**137. 解散通知**

如在第 16 部第 7 分部的生效日期<sup>#</sup>當日或之後，非香港公司的代理人根據憑藉《釋義及通則條例》(第 1 章)第 23 條具有持續效力的《前身條例》第 339AA(1) 條向處長送交一份通知及其他文件，則在緊接被廢除前有效的《前身條例》第 339AA(2) 條，繼續就該通知、該文件及該公司而適用。

**138. 除名**

- (1) 如在第 16 部第 8 分部的生效日期<sup>#</sup>前，處長已根據《前身條例》第 291(1) 條向某非香港公司送交信件，則在緊接被廢除前有效的《前身條例》第 291(2)、(3) 及 (6) 條，繼續憑藉如此有效的《前身條例》第 339A(2) 條，就將該公司的名稱從登記冊剔除一事而適用。
- (2) 如在第 16 部第 8 分部的生效日期<sup>#</sup>前，處長已根據《前身條例》第 291(5) 條就非香港公司於憲報刊登公告，則在緊

**136. Notice of cessation of place of business in Hong Kong**

If, on or after the commencement date<sup>#</sup> of Division 7 of Part 16, a non-Hong Kong company sends a notice to the Registrar under section 339(1) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), section 339(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the notice and the company.

**137. Notice of dissolution**

If, on or after the commencement date<sup>#</sup> of Division 7 of Part 16, an agent of a non-Hong Kong company sends a notice and other documents to the Registrar under section 339AA(1) of the predecessor Ordinance having a continuing effect by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), section 339AA(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the notice and documents and the company.

**138. Striking off**

- (1) Section 291(2), (3) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 339A(2) of the predecessor Ordinance as so in force, in relation to the striking off the register of the name of a non-Hong Kong company if, before the commencement date<sup>#</sup> of Division 8 of Part 16, the Registrar has sent a letter

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第 139 條

接被廢除前有效的《前身條例》第 291(6) 條，繼續憑藉如此有效的《前身條例》第 339A(2) 條，就將該公司的名稱從登記冊剔除一事而適用。

- (3) 如在第 16 部第 8 分部的生效日期<sup>#</sup>前，處長已根據《前身條例》第 291(4) 條就非香港公司於憲報刊登公告，則在緊接被廢除前有效的《前身條例》第 291(6) 條，繼續憑藉如此有效的《前身條例》第 339A(2) 條，就將該公司的名稱自登記冊剔除一事而適用。

### 139. 恢復列入登記冊

在緊接被廢除前有效的《前身條例》第 291(7) 條，繼續憑藉如此有效的《前身條例》第 339A(2) 條就以下申請而適用：於第 16 部第 8 分部的生效日期<sup>#</sup>前，為在緊接被廢除前有效的該第 291(7) 條的目的而提出的申請。

### 140. 先前發出的證明書

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to the company under section 291(1) of the predecessor Ordinance.

- (2) Section 291(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 339A(2) of the predecessor Ordinance as so in force, in relation to the striking off the register of the name of a non-Hong Kong company if, before the commencement date<sup>#</sup> of Division 8 of Part 16, the Registrar has published in the Gazette a notice in relation to the company under section 291(5) of the predecessor Ordinance.
- (3) Section 291(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 339A(2) of the predecessor Ordinance as so in force, in relation to the striking off the register of the name of a non-Hong Kong company if, before the commencement date<sup>#</sup> of Division 8 of Part 16, the Registrar has published in the Gazette a notice in relation to the company under section 291(4) of the predecessor Ordinance.

### 139. Restoration

Section 291(7) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply, by virtue of section 339A(2) of the predecessor Ordinance as so in force, in relation to an application made before the commencement date<sup>#</sup> of Division 8 of Part 16 for the purposes of that section 291(7) as in force immediately before the repeal.

### 140. Certificates previously issued

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第 622 章附表 11 — 第 17 部  
第 141 條

- (1) 本條適用於符合以下說明的證明書 ——
- (a) 根據以下條文發出 ——
- (i) 在 2007 年 12 月 14 日前不時有效的《前身條例》第 333(3) 或 (5) 條；或
- (ii) 在緊接被廢除前有效的《前身條例》第 333AA(2)(c) 或 335(3) 條；而
- (b) 在緊接第 16 部的生效日期<sup>@</sup>前屬有效的。
- (2) 有關證明書繼續有效，並猶如它是根據第 777(4)(a) 或 779(1)(b) 條（視屬何情況而定）發出的證明書一樣具有效力。

## 第 17 部

### 為第 17 部作的過渡性安排及保留安排

#### 141. 註冊申請

- (1) 如在緊接第 17 部的生效日期<sup>#</sup>前，有為根據《前身條例》第 310 條註冊而提出的申請仍然待決，該項申請須視為為了根據第 807 條註冊而提出的申請。
- (2) 儘管有第 811 條的規定，如屬以下情況，則申請人無須為有關註冊向處長繳付費用 ——
- (a) 有關公司不是註冊為有限公司；或

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- (1) This section applies to a certificate—
- (a) that was issued under—
- (i) section 333(3) or (5) of the predecessor Ordinance as in force from time to time before 14 December 2007; or
- (ii) section 333AA(2)(c) or 335(3) of the predecessor Ordinance as in force immediately before its repeal; and
- (b) that was in force immediately before the commencement date<sup>@</sup> of Part 16.
- (2) The certificate continues in force and has effect as if it were a certificate issued under section 777(4)(a) or 779(1)(b) (as the case may be).

## Part 17

### Transitional and Saving Arrangements for Part 17

#### 141. Application for registration

- (1) If, immediately before the commencement date<sup>#</sup> of Part 17, there was a pending application for registration under section 310 of the predecessor Ordinance, the application is to be regarded as an application for registration made under section 807.
- (2) Despite section 811, the applicant is not required to pay any fee to the Registrar for the registration if—



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- (b) 有關公司是註冊為有限公司，但在該公司註冊前，股東的法律責任是受其他條例所限的。

- (a) the company is not registered as a limited company; or  
(b) the company is registered as a limited company, but the liability of the shareholders was limited by some other Ordinance before the registration.

## 第 18 部

## Part 18

### 為第 19 部作的過渡性安排及保留安排

### Transitional and Saving Arrangements for Part 19

#### 142. 根據《前身條例》第 142 或 143 條委任的審查員進行的調查

#### 142. Investigation by inspectors appointed under section 142 or 143 of predecessor Ordinance

- (1) 如在第 19 部第 2 分部的生效日期<sup>#</sup>前 ——
  - (a) 財政司司長已根據《前身條例》第 142 或 143 條委任審查員，以調查某公司的事務；而
  - (b) 仍未就該項調查發表最後報告，則本條適用。
- (2) 在緊接被廢除前有效的《前身條例》第 144、145、145A、145B、146、146A、150、151、152B、152D 及 152F(1) 條，繼續就上述調查而適用。
- (3) 在《前身條例》第 145B 條中，提述“第 161 條”或“第 161B 條”，須分別理解為提述“第 161 條或《公司條例》(第 622 章)第 383 條”或“第 161B 條或《公司條例》(第 622 章)第 383 條”。
- (4) 在《前身條例》第 146(3)(a)(ii) 條中，提述“根據第 305 條就一份文件在處長的辦事處擬備核證副本所指定的費用”，須理解為提述“財政司司長為施行《公司條例》(第 622 章)第 860(1)(b) 條而訂明的費用”。

- (1) This section applies if, before the commencement date<sup>#</sup> of Division 2 of Part 19—
  - (a) an inspector was appointed under section 142 or 143 of the predecessor Ordinance by the Financial Secretary to investigate the affairs of a company; and
  - (b) a final report on the investigation has not yet been published.
- (2) Sections 144, 145, 145A, 145B, 146, 146A, 150, 151, 152B, 152D and 152F(1) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to the investigation.
- (3) In section 145B of the predecessor Ordinance, the reference to “section 161” or “section 161B” is to be construed as a reference to “section 161 or section 383 of the Companies Ordinance (Cap. 622)” or “section 161B or section 383 of the Companies Ordinance (Cap. 622)” respectively.



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第 143 條Schedule 11—Part 18  
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- (4) In section 146(3)(a)(ii) of the predecessor Ordinance, the reference to “the fee appointed under section 305 for a certified copy of a document where the copy has been prepared in the office of the Registrar” is to be construed as a reference to “the fee prescribed by the Financial Secretary for the purposes of section 860(1)(b) of the Companies Ordinance (Cap. 622)”.

**143. 根據《前身條例》第 142 或 143 條委任的審查員進行調查所需的費用**

如在第 19 部第 2 分部的生效日期<sup>#</sup>前 ——

- (a) 財政司司長已根據《前身條例》第 142 或 143 條委任審查員，以調查某公司的事務；而
  - (b) 進行該項調查所需及附帶的費用仍未支付，
- 則該條例第 148 條繼續就該等費用而適用。

**143. Expenses of investigation by inspectors appointed under section 142 or 143 of predecessor Ordinance**

If, before the commencement date<sup>#</sup> of Division 2 of Part 19—

- (a) an inspector was appointed under section 142 or 143 of the predecessor Ordinance by the Financial Secretary to investigate the affairs of a company; and
- (b) the expenses of and incidental to the investigation has not yet been settled,

section 148 of that Ordinance continues to apply in relation to those expenses.

**144. 根據《前身條例》第 142 或 143 條委任的審查員作出的報告或取得的資料**

- (1) 在緊接被廢除前有效的《前身條例》第 147(1) 條，繼續就因以下事宜所引致的檢控而適用 ——
  - (a) 根據該條例第 146 條作出的報告或提供的資料；或
  - (b) 根據該條例第 152B 條取得的資料或文件。
- (2) 在緊接被廢除前有效的《前身條例》第 147(2)、168A(1) 及 168J(1) 條，繼續就以下事宜而適用 ——

**144. Report made and information obtained by inspectors appointed under section 142 or 143 of predecessor Ordinance**

- (1) Section 147(1) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to any prosecution arising from—
  - (a) any report made, or any information supplied, under section 146 of that Ordinance; or

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第 145 條

- (a) 根據該條例第 146 條作出的報告；或
- (b) 根據該條例第 152B 條取得的資料或文件。
- (3) 在緊接被廢除前有效的《前身條例》第 147(3) 及 (4) 條，繼續就以下事宜而適用 ——
  - (a) 根據該條例第 146 條作出的報告或提供的資料；或
  - (b) 根據該條例第 152B 條取得的資料或文件。
- (4) 在緊接被廢除前有效的《前身條例》第 149 條，繼續就根據該條例第 146(1) 條作出的報告而適用。
- (5) 在緊接被廢除前有效的《前身條例》第 152C 條，繼續就根據該條例第 152B 條取得的資料或文件而適用。

**145. 根據《前身條例》第 152A 條要求出示簿冊或文據**

- (1) 如在第 19 部第 3 分部的生效日期<sup>#</sup>前，財政司司長或財政司司長授權的人，根據《前身條例》第 152A(1) 條要求公司或法人團體出示簿冊或文據，則本條適用。

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- (b) any information or document obtained under section 152B of that Ordinance.
- (2) Sections 147(2), 168A(1) and 168J(1) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to—
  - (a) any report made under section 146 of that Ordinance; or
  - (b) any information or document obtained under section 152B of that Ordinance.
- (3) Section 147(3) and (4) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to—
  - (a) any report made, or any information supplied, under section 146 of that Ordinance; or
  - (b) any information or document obtained under section 152B of that Ordinance.
- (4) Section 149 of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to any report made under section 146(1) of that Ordinance.
- (5) Section 152C of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to any information or document obtained under section 152B of that Ordinance.

**145. Requirement for production of books or papers under section 152A of predecessor Ordinance**

- (1) This section applies if, before the commencement date<sup>#</sup> of Division 3 of Part 19, the Financial Secretary, or a person authorized by the Financial Secretary, required a company

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第 146 條

- (2) 在緊接被廢除前有效的《前身條例》第 152A(2)、(3)、(4)、(5) 及 (6)、152B、152C、152D、152E 及 152F 條，繼續就有關要求而適用。
- (3) 在緊接被廢除前有效的《前身條例》第 147(1) 條，繼續就根據該條例第 152A 或 152B 條取得的資料或文件所引致的檢控而適用。
- (4) 在緊接被廢除前有效的《前身條例》第 147(2)、(3) 及 (4)、168A(1) 及 168J(1) 條，繼續就根據該條例第 152A 或 152B 條取得的資料或文件而適用。

**146. 《前身條例》第 168A(1) 條所指的命令**

- (1) 如有以下情況，本條適用 ——
  - (a) 在第 19 部第 2 或 3 分部 (視屬何情況而定) 的生效日期<sup>#</sup> 前 ——
    - (i) 財政司司長根據《前身條例》第 147(2)(b) 條，根據第 168A(1) 條提出一項要求作出命令的呈請；而
    - (ii) 該項呈請仍未獲得裁定；或
  - (b) 在第 19 部第 2 或 3 分部 (視屬何情況而定) 的生效日期<sup>#</sup> 當日或之後，財政司司長援引本附表第 144(2) 或 145(4) 條，根據《前身條例》第 168A(1) 條提出要求作出命令的呈請。

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- or body corporate to produce books or papers under section 152A(1) of the predecessor Ordinance.
- (2) Sections 152A(2), (3), (4), (5) and (6), 152B, 152C, 152D, 152E and 152F of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to the requirement.
- (3) Section 147(1) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to any prosecution arising from any information or document obtained under section 152A or 152B of that Ordinance.
- (4) Sections 147(2), (3) and (4), 168A(1) and 168J(1) of the predecessor Ordinance, as in force immediately before their repeal, continue to apply in relation to any information or document obtained under section 152A or 152B of that Ordinance.

**146. Order under section 168A(1) of predecessor Ordinance**

- (1) This section applies if—
  - (a) before the commencement date<sup>#</sup> of Division 2 or 3 of Part 19 (as the case may be)—
    - (i) the Financial Secretary, under section 147(2)(b) of the predecessor Ordinance, presented a petition for an order under section 168A(1) of that Ordinance; and
    - (ii) the petition has not yet been determined; or
  - (b) on or after the commencement date<sup>#</sup> of Division 2 or 3 of Part 19 (as the case may be), the Financial Secretary, in reliance on section 144(2) or 145(4) of this Schedule

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第 147 條

- (2) 在緊接被廢除前有效的《前身條例》第 168A(2)、(2C)、(3)、(4) 及 (6) 條，就上述呈請而適用。

#### 147. 根據《前身條例》第 168J(1) 條申請取消資格令

- (1) 如有以下情況，本條適用 ——
- (a) 在第 19 部第 2 或 3 分部 (視屬何情況而定) 的生效日期<sup>#</sup>前 ——
    - (i) 財政司司長根據《前身條例》第 168J(1) 條，申請取消資格令；而
    - (ii) 該項申請仍未獲得裁定；或
  - (b) 在第 19 部第 2 或 3 分部 (視屬何情況而定) 的生效日期<sup>#</sup>當日或之後，財政司司長援引本附表第 144(2) 或 145(4) 條，根據《前身條例》第 168J(1) 條申請取消資格令。
- (2) 在緊接被廢除前有效的《前身條例》第 168J(2) 條，就上述申請而適用。

#### 148. 根據《前身條例》第 152(1) 條委任的審查員進行的調查

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presents a petition for an order under section 168A(1) of the predecessor Ordinance.

- (2) Section 168A(2), (2C), (3), (4) and (6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the petition.

#### 147. Application for disqualification order under section 168J(1) of predecessor Ordinance

- (1) This section applies if—
- (a) before the commencement date<sup>#</sup> of Division 2 or 3 of Part 19 (as the case may be)—
    - (i) the Financial Secretary made an application for a disqualification order under section 168J(1) of the predecessor Ordinance; and
    - (ii) the application has not yet been determined; or
  - (b) on or after the commencement date<sup>#</sup> of Division 2 or 3 of Part 19 (as the case may be), the Financial Secretary, in reliance on section 144(2) or 145(4) of this Schedule, makes an application for a disqualification order under section 168J(1) of the predecessor Ordinance.
- (2) Section 168J(2) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the application.

#### 148. Investigation by inspectors appointed under section 152(1) of predecessor Ordinance

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第 149 條

- (1) 如在第 19 部第 6 分部的生效日期<sup>#</sup>前，公司已根據《前身條例》第 152(1) 條委任審查員，以調查其本身事務，則本條適用。
- (2) 在緊接被廢除前有效的《前身條例》第 152(2)、(3)、(4) 及 (5) 條，繼續就上述調查而適用。
- (3) 在緊接被廢除前有效的《前身條例》第 152(6) 條，繼續就有關審查員就上述調查作出的報告而適用。

## 第 19 部

### 為第 20 部作的過渡性安排及保留安排

#### 149. 懷疑發生罪行時查閱及出示文件

在緊接被廢除前有效的《前身條例》第 351B 條，繼續就以下申請而適用：於第 897 條的生效日期<sup>#</sup>前為該條的目的提出的申請。

(編輯修訂——2013 年第 1 號編輯修訂紀錄)

編輯附註：

<sup>#</sup> 生效日期：2014 年 3 月 3 日。

<sup>@</sup> 第 16 部自 2014 年 3 月 3 日開始實施，但第 791(4) 及 802(4) 及 (5) 條除外。見 2013 年第 163 號法律公告。

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- (1) This section applies if, before the commencement date<sup>#</sup> of Division 6 of Part 19, an inspector was appointed under section 152(1) of the predecessor Ordinance by a company to investigate its affairs.
- (2) Section 152(2), (3), (4) and (5) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to the investigation.
- (3) Section 152(6) of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to any report of the inspector on the investigation.

## Part 19

### Transitional and Saving Arrangements for Part 20

#### 149. Inspection and production of documents if offence suspected

Section 351B of the predecessor Ordinance, as in force immediately before its repeal, continues to apply in relation to an application made before the commencement date<sup>#</sup> of section 897 for the purposes of that section.

(Amended E.R. 1 of 2013)

Editorial Note:

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

<sup>@</sup> Part 16 came into operation on 3 March 2014, except sections 791(4) and 802(4) and (5). See L.N. 163 of 2013.