

**New Companies Ordinance**  
**Briefing Notes on Part 21**  
**Consequential Amendments, and Transitional and**  
**Saving Provisions**

**INTRODUCTION**

Part 21 (Consequential Amendments, and Transitional and Saving Provisions) of the new Companies Ordinance (“new CO”) contains technical provisions that deal with consequential and related amendments to the Companies Ordinance (Cap. 32) (“Cap. 32”) and its subsidiary legislation and to other ordinances and subsidiary legislation in the Laws of Hong Kong, as well as transitional and saving arrangements, that are necessary on the commencement of the new CO.

**POLICY OBJECTIVES AND MAJOR PROVISIONS**

2. Part 21 contains technical provisions of the following categories –
- (a) provisions for consequential and related amendments to Cap. 32, other ordinances, and their subsidiary legislation that are necessary on the commencement of the new CO (paragraphs 3 to 5 below);
  - (b) transitional and saving provisions for smooth transition from the Cap. 32 regime to the new CO regime (paragraphs 6 to 8 below); and
  - (c) provisions supplemental to the consequential and related amendments, and transitional and saving provisions mentioned above (paragraphs 9 to 11 below).

**Provisions for consequential and related amendments to Cap. 32, other ordinances, and their subsidiary legislation that are necessary on the commencement of the new CO (Section 912 and Schedules 9 and 10)**

3. The new CO restates with modifications most of the provisions in Cap. 32 concerning the formation and operation of live companies in Hong Kong. With the commencement of the new CO, such provisions in Cap. 32 will be repealed. Cap. 32 will be retitled as “Companies (Winding up and Miscellaneous Provisions) Ordinance”, housing the remaining provisions the predominance of which deal with company winding up and insolvency as well as prospectuses.

4. **Section 912(1)** provides for the inclusion in **Schedules 9 and 10** of the consequential and related amendments as follows –

- (a) Schedule 9 sets out the amendments to Cap. 32 and its subsidiary legislation including the amendments to retitle Cap. 32 as “Companies (Winding Up and Miscellaneous Provisions) Ordinance”; and
- (b) Schedule 10 sets out the amendments to other ordinances and subsidiary legislation.

The Financial Secretary is given a power under **section 912(2)** to amend Schedules 9 or 10 by notice published in the Gazette.

5. The consequential and related amendments include, for example, changes in references from “Companies Ordinance (Cap. 32)” to “Companies Ordinance (Ordinance No. 28 of 2012)”, and amendments arising from the repeal of the existing provisions in Cap. 32 in whole or in part.

**Transitional and saving provisions for smooth transition from Cap. 32 to the new CO regime (Sections 913 to 919 and Schedule 11)**

6. **Section 913(1)** relates to the enactment of the transitional and saving provisions as required in respect of each Part of the new CO to enable a smooth transition from Cap. 32 to the new CO regime. Such transitional and saving provisions are set out in **Schedule 11**. The Financial Secretary is given a power under **section 913(2)** to amend Schedule 11 by notice published in the Gazette.

7. Other transitional and saving provisions of general application are contained in **sections 914 to 919**. For example, **section 914(4)** provides that the Eighth Schedule to Cap. 32 continues to apply to fees payable in respect of matters under the Cap. 32 provisions which have a continuing effect after the new CO commences.

8. Another example is **section 914(6) to (9)** which allows the Registrar of Companies (“the Registrar”) to specify appropriate forms for use for compliance with filing obligations under Cap. 32 which have a continuing effect after the new CO commences. The purpose is to simplify the process involved in the delivery and registration of documents after the new CO is in implementation. The operation of the provisions is as follows –

- (a) The effect of **section 914(6) and (7)** is that, before the date determined by the Registrar under **section 914(6)(b)**, a specified form used for the purpose under a provision of Cap. 32 may continue to be used alongside a new form, if so specified by the Registrar pursuant to **section 914(6)(a)**, and after that date, only the new specified form should be used for the purpose of the provision of Cap. 32.
- (b) **Section 914(8) and (9)** is in respect of particulars and information which are required to be provided other than by way of specified form for the purpose under a provision of Cap. 32. On or after the date determined by the Registrar under **section 914(8)(b)**, the particulars or information required by Cap. 32 should be stated or furnished in the form specified by the Registrar under **section 914(8)(a)**. Before that date, the requisite particulars or information may continue to be provided pursuant to the provisions of Cap. 32.

**Provisions supplemental to the consequential and related amendments, and transitional and saving provisions mentioned above (Sections 920 and 921)**

9. **Sections 920 and 921** contain supplemental provisions to the consequential and related amendments, and transitional and saving provisions mentioned in the preceding paragraphs.

10. **Section 920** clarifies that the provisions containing the consequential and related amendments, and the transitional and saving provisions are in addition to and not in derogation of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1), except as otherwise provided in the provisions.

11. **Section 921** contains a general fallback transitional and saving provision. It provides that things done under the provisions of another ordinance (including Cap. 32) that are repealed and re-enacted by the new CO will continue to be legally effective. It also states that references to the repealed provisions in enactments, instruments or documents are to be construed as including references to the corresponding new provisions under the new CO, and vice versa. This general fallback provision has effect subject to any specific transitional or saving provisions set out in the new CO.

Companies Registry

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