

Part 2

Registrar of Companies and Companies Register

Division 1

Preliminary

20. Interpretation

(1) In this Part—

company (公司) includes—

- (a) a non-Hong Kong company registered under section 777(1); or
- (b) a company that was, at any time before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance;

digital signature (數碼簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);

document (文件) includes a document in electronic form or any other form;

electronic signature (電子簽署) has the meaning given by section 2(1) of the Electronic Transactions Ordinance (Cap. 553);

in electronic form (電子形式) means in the form of an electronic record;

in hard copy form (印本形式) means in a paper form or similar form capable of being read.

(2) In this Part, a reference to delivering a document includes sending, supplying, forwarding or producing it.

Division 2

Registrar of Companies

21. Office of Registrar

- (1) The Chief Executive may appoint a person to be the Registrar of Companies.
- (2) The Chief Executive may appoint other officers for the purposes of this Ordinance.
- (3) For the purpose of the registration of companies under this Ordinance, an office is to be established at a place designated by the Chief Executive.
- (4) The Chief Executive may direct a seal to be prepared for the authentication of documents required for or connected with the performance of the Registrar's functions.

22. Registrar's functions

The Registrar's functions are those conferred on the Registrar by or under this Ordinance or any other Ordinance.

23. Registrar may specify form

- (1) The Registrar may specify the form of any document required for the purposes of this Ordinance.
- (2) Subsection (1) does not apply to a document—
 - (a) the form of which is prescribed by this Ordinance; or
 - (b) the form of which is or may be prescribed by regulations made under this Ordinance.
- (3) In specifying the form of a document under subsection (1), the Registrar may specify more than one form of the document, whether as alternatives or to provide for different circumstances.

24. Registrar may issue guidelines

- (1) The Registrar may issue guidelines—
 - (a) indicating the manner in which the Registrar proposes to perform any function or exercise any power; or
 - (b) providing guidance on the operation of any provision of this Ordinance.
- (2) The Registrar—
 - (a) must publish the guidelines in a manner appropriate to bring them to the notice of persons affected by them; and
 - (b) must make copies of the guidelines available to the public (in hard copy form or electronic form).
- (3) Guidelines issued under this section are not subsidiary legislation.
- (4) The Registrar may amend or revoke any of the guidelines. Subsections (2) and (3) apply to an amendment or revocation of guidelines in the same way as they apply to the guidelines.
- (5) A person does not incur any civil or criminal liability only because the person has contravened any of the guidelines. If, in any legal proceedings, the court is satisfied that a guideline is relevant to determining a matter that is in issue—
 - (a) the guideline is admissible in evidence in the proceedings; and
 - (b) proof that the person contravened or did not contravene the guideline may be relied on by any party to the proceedings as tending to establish or negate the matter.

25. Registrar may authenticate document etc.

- (1) If a document is required by this Ordinance to be signed by the Registrar or to bear the Registrar's printed signature, the Registrar may authenticate it in any manner that the Registrar thinks fit.
- (2) If anything is authorized to be certified by the Registrar under this Ordinance or any other Ordinance, the Registrar may certify it in any manner that the Registrar thinks fit.

26. Fees payable to Registrar

- (1) The Financial Secretary may make regulations to require payment to the Registrar of fees in respect of—
 - (a) the performance of any of the Registrar's functions; or
 - (b) the provision by the Registrar of services or facilities for purposes incidental to, or otherwise connected with, the performance of any of the Registrar's functions.
- (2) The regulations may—
 - (a) provide for the amount of the fees to be fixed by or determined under the regulations;
 - (b) provide for different fees to be payable in respect of the same matter in different circumstances; and
 - (c) specify when and how fees are to be paid.
- (3) The Registrar—
 - (a) may, subject to the approval of the Financial Secretary, determine what fees are chargeable in respect of the performance of functions or the provision of services or facilities—
 - (i) for which fees are not provided for by the regulations; or

- (ii) in circumstances other than those for which fees are provided by the regulations; and
 - (b) may charge such fees.
- (4) Fees received by the Registrar must be paid into the general revenue, unless the fees are required by section 5 of the Trading Funds Ordinance (Cap. 430) to be paid into the Companies Registry Trading Fund.

Division 3

Companies Register

27. Registrar must keep records of companies

- (1) The Registrar must keep records of—
 - (a) the information contained in every document that is delivered to the Registrar for registration and that the Registrar decides to register under this Part;
 - (b) the information contained in every certificate that is issued by the Registrar under this Ordinance; and
 - (c) the information contained in every prospectus registered by the Registrar under section 38D or 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (2) The Registrar must continue to keep the records that were, immediately before the commencement date of this section, kept for the purpose of a register of companies under the predecessor Ordinance.
- (3) For the purposes of subsections (1) and (2), the Registrar must record the specified address as the correspondence address of a director, reserve director or company secretary of the following company—
 - (a) an existing company;

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- (b) a company falling within paragraph (a) of the definition of *company* in section 20(1) that is registered under section 777(1) by virtue of section 132 of Schedule 11; or
- (c) a company falling within paragraph (b) of the definition of *company* in section 20(1).
- (4) After the specified address is recorded under subsection (3) as the correspondence address of a director, reserve director or company secretary of a company, the Registrar must update the entry of such correspondence address with—
- (a) the latest address of the company's registered office contained in a notice of change of address of the company's registered office—
- (i) that is sent under section 92(3) of the predecessor Ordinance or section 658(3); and
- (ii) that is registered by the Registrar under this Part; or
- (b) the latest address of the company's principal place of business in Hong Kong contained in a return in respect of the change of address of the company's principal place of business in Hong Kong—
- (i) that is delivered under section 335(1)(d) of the predecessor Ordinance or section 791(1); and
- (ii) that is registered by the Registrar under this Part.
- (5) Subsection (4) does not apply if, in relation to the director, reserve director or company secretary of a company—
- (a) a notice or return is delivered under section 645(4), 652(2) or 791(1) in respect of a change of the person's correspondence address; and
- (b) the notice or return is registered by the Registrar under this Part.

- (6) For the purposes of subsection (3), an address is the specified address in relation to a director, reserve director or company secretary of a company if—
- (a) immediately before the commencement date of this section, the address was shown on the register of companies under the predecessor Ordinance as the address of the company's registered office or principal place of business in Hong Kong;
 - (b) the address is contained, as the address of the company's registered office, in an incorporation form—
 - (i) delivered before the commencement date of Division 1 of Part 3 to the Registrar for registration under section 15(1) of the predecessor Ordinance; and
 - (ii) registered on or after that commencement date under section 16(1) of the predecessor Ordinance; or
 - (c) the address is contained, as the address of the company's principal place of business in Hong Kong, in an application for registration delivered before the commencement date of Division 2 of Part 16 to the Registrar under section 333 of the predecessor Ordinance and the registration takes place under section 777(1).

28. Provisions supplementary to section 27

- (1) The records kept under section 27 must be such that information relating to a company is associated with the company in a manner determined by the Registrar, so as to enable all the information relating to the company to be retrieved.

- (2) A record of information for the purposes of section 27(1) must be kept in such form as to enable any person to inspect the information contained in the record and to make a copy of the information.
- (3) Subject to subsections (1) and (2), a record of information for the purposes of section 27(1) may be kept in any form that the Registrar thinks fit.
- (4) If the Registrar keeps a record of information in a form that differs from the form in which the document containing the information was delivered to, or generated by, the Registrar, the record is presumed, unless the contrary is proved, to represent the information contained in the document as delivered or generated.
- (5) If the Registrar records the information contained in a document for the purposes of section 27(1), the Registrar is to be regarded as having discharged any duty imposed by law on the Registrar to keep, file or register the document.

29. Registrar not required to keep certain documents etc.

- (1) The Registrar may destroy or dispose of any document delivered to the Registrar for registration under an Ordinance if the information contained in the document has been recorded by the Registrar in any other form for the purposes of section 27(1) or for the purpose of a register of companies under the predecessor Ordinance.
- (2) If a document or certificate has been kept by the Registrar for at least 7 years for the purposes of section 27(1) or for the purpose of a register of companies under the predecessor Ordinance, the Registrar may destroy or dispose of the document or certificate.

- (3) If the Registrar is required by section 48 not to make any information available for public inspection, the Registrar is not required to keep a record of the information for any longer than appears to the Registrar to be reasonably necessary for the purpose for which the information was delivered to the Registrar.

30. Registrar must keep Index of Company Names

The Registrar must keep an index of the names of every company.

Division 4

Registration of Document

Subdivision 1

Preliminary

31. Unsatisfactory document

- (1) For the purposes of this Division, a document delivered to the Registrar for registration is unsatisfactory if—
- (a) the information contained in the document is not capable of being reproduced in legible form;
 - (b) in the case of a document that is neither in English nor in Chinese, it is not accompanied by a certified translation of it in English or Chinese;
 - (c) the requirements specified in relation to the document under section 32 are not complied with;
 - (d) the document is not delivered in accordance with an agreement made under section 33, and any regulations made under section 34, in relation to it;

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- (e) the applicable requirements of the Ordinance under which the document is delivered are not complied with;
 - (f) the document is not accompanied by the fee payable for the registration;
 - (g) the document, or any signature on, or any digital or electronic signature accompanying, the document—
 - (i) is incomplete or incorrect; or
 - (ii) is altered without proper authority;
 - (h) the information contained in the document—
 - (i) is internally inconsistent; or
 - (ii) is inconsistent with other information on the Companies Register or other information contained in another document delivered to the Registrar;
 - (i) the information contained in the document derives from anything that—
 - (i) is invalid or ineffective; or
 - (ii) has been done without the company's authority; or
 - (j) the document contains matters contrary to law.
- (2) In this section—
- applicable requirements*** (適用規定), in relation to a document, means the requirements as regards—
- (a) the contents of the document;
 - (b) the form of the document;
 - (c) the authentication of the document; and
 - (d) the manner of delivery of the document.

32. Registrar may specify requirements (for section 31(1))

- (1) The Registrar may, in relation to any document required or authorized to be delivered to the Registrar under an Ordinance—
 - (a) specify requirements for the purpose of enabling the Registrar to make copies or image records of the document and to keep records of the information contained in it;
 - (b) specify requirements as to the authentication of the document; and
 - (c) specify requirements as to the manner of delivery of the document.
- (2) The Registrar may, in relation to any document authorized to be delivered to the Registrar for registration under section 41(3) for the purpose of rectification of an error, specify requirements as to—
 - (a) the delivery of the document in a form and manner enabling it to be associated with the document containing the error; and
 - (b) the identification of the document containing the error.
- (3) For the purposes of subsections (1) and (2), the Registrar may specify different requirements for different documents or classes of documents, or for different circumstances.
- (4) For the purposes of subsection (1)(b), the Registrar may—
 - (a) require the document to be authenticated by a particular person or a person of a particular description;
 - (b) specify the means of authentication; and
 - (c) require the document to contain, or to be accompanied by, the name or registration number, or both, of the company to which it relates.

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- (5) For the purposes of subsection (1)(c), the Registrar may—
- (a) require the document to be in hard copy form, electronic form or any other form;
 - (b) require the document to be delivered by post or any other means;
 - (c) specify requirements as to the address to which the document is to be delivered; and
 - (d) in the case of a document to be delivered by electronic means, specify requirements as to the hardware and software to be used and the technical specifications.
- (6) This section does not empower the Registrar—
- (a) to require a document to be delivered to the Registrar by electronic means; or
 - (b) to specify any requirement that is inconsistent with any requirement prescribed by an Ordinance as to—
 - (i) the authentication of the document; and
 - (ii) the manner of delivery of the document to the Registrar.
- (7) Requirements specified under this section are not subsidiary legislation.
- 33. Registrar may agree to delivery by electronic means (for section 31(1))**
- (1) The Registrar may enter into an agreement with a company to provide that any document, or any class of document, that relates to the company, and is required or authorized to be delivered to the Registrar under an Ordinance—
- (a) will be delivered by electronic means, except as provided for in the agreement; and
 - (b) will conform to the requirements—

- (i) specified in the agreement; or
 - (ii) specified by the Registrar in accordance with the agreement.
 - (2) An agreement with a company may also provide that any document, or any class of document, that relates to the company, and is required or authorized to be delivered by the Registrar to it under an Ordinance, will be delivered by electronic means.
 - (3) The Registrar may specify a standard form for an agreement and the extent to which the form is to be used.
 - (4) This section does not empower the Registrar to make any agreement that is inconsistent with regulations made under section 34.
- 34. Financial Secretary may make regulations requiring delivery by electronic means (for section 31(1))**
- (1) The Financial Secretary may make regulations requiring any document required or authorized to be delivered to the Registrar under an Ordinance to be delivered by electronic means.
 - (2) The regulations are subject to the approval of the Legislative Council.

Subdivision 2

Registrar's Powers to Refuse to Accept and to Register Document

- 35. Registrar may refuse to accept or register document**
- (1) If the Registrar is of the opinion that a document delivered to him or her for registration under an Ordinance is unsatisfactory, the Registrar—
 - (a) may refuse to accept the document; or

- (b) may, after having accepted the document, exercise the powers specified in subsection (3) or (4).
- (2) Subsection (1) does not apply to a prospectus as defined by section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (3) The Registrar may refuse to register the document and return the document to the person who delivered it for registration.
- (4) The Registrar may also advise that—
 - (a) the document be appropriately amended or completed, and be redelivered for registration with or without a supplementary document; or
 - (b) a fresh document be delivered for registration in its place.
- (5) If the Registrar—
 - (a) refuses to accept a document under subsection (1)(a);
 - (b) has not received a document; or
 - (c) refuses to register a document under subsection (3),the document is to be regarded as not having been delivered to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

36. Registrar may withhold registration of document pending further particulars etc.

For the purpose of determining whether the powers specified in section 35(3) and (4) are exercisable in relation to a document, the Registrar may—

- (a) withhold the registration of the document pending compliance with the request under paragraph (b); and

- (b) request the person who is required or authorized to deliver the document to the Registrar for registration under the Ordinance to do any or all of the following within a period specified by the Registrar—
 - (i) to produce any other document, information or evidence that, in the Registrar's opinion, is necessary for the Registrar to determine the question as to whether the document is unsatisfactory;
 - (ii) to appropriately amend or complete the document, and redeliver it for registration with or without a supplementary document;
 - (iii) to apply to the court for any order or direction that the Registrar thinks necessary and to conduct the application diligently;
 - (iv) to comply with other directions of the Registrar.

37. Appeal against Registrar's decision to refuse registration

- (1) If a person is aggrieved by a decision of the Registrar to refuse to register a document under section 35(3), the person may, within 42 days after the decision, appeal to the Court against the decision.
- (2) The Court may make any order that it thinks fit, including an order as to costs.
- (3) If the Court makes an order as to costs against the Registrar under subsection (2), the costs are payable out of the general revenue, and the Registrar is not personally liable for the costs.

38. Certain period to be disregarded for calculating daily penalty for failure to deliver document to Registrar

- (1) This section applies if—
 - (a) a document is delivered to the Registrar for registration under an Ordinance; and

- (b) the Registrar refuses to register the document under section 35(3).
- (2) The Registrar must send a notice of the refusal, and the reasons for the refusal, to—
 - (a) the person who is required to deliver the document to the Registrar for registration under the Ordinance or, if there is more than one person who is so required, any of those persons; or
 - (b) if another person delivers, on behalf of the person so required, the document to the Registrar for registration, that other person.
- (3) If a notice is sent to a person under subsection (2) with respect to a document, the period specified in subsection (4) is to be disregarded for the purpose of calculating the daily penalty under an Ordinance that makes it an offence for failing to comply with a requirement to deliver the document and that imposes a penalty for each day during which the offence continues.
- (4) The period is one beginning on the date on which the document was delivered to the Registrar and ending with the fourteenth day after the date on which the notice is sent under subsection (2).

Division 5

Registrar's Powers in relation to Keeping Companies Register

39. Registrar may require company to resolve inconsistency with Companies Register

- (1) If it appears to the Registrar that the information contained in a document registered by the Registrar in respect of a company is inconsistent with other information relating to the company on the Companies Register, the Registrar may give notice to the company—

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- (a) stating in what respect the information contained in the document appears to be inconsistent with other information on the Companies Register; and
 - (b) requiring the company to take steps to resolve the inconsistency.
- (2) For the purposes of subsection (1)(b), the Registrar may require the company to deliver to the Registrar within the period specified in the notice—
- (a) information required to resolve the inconsistency; or
 - (b) evidence that proceedings have been commenced by the company in the Court for the purpose of resolving the inconsistency and that the proceedings are being conducted diligently.
- (3) If a company fails to comply with a requirement under subsection (1)(b), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a person is charged with an offence under subsection (3) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.

40. Registrar may require further information for updating etc.

- (1) For the purpose of ensuring that a person's information on the Companies Register is accurate or bringing the information up to date, the Registrar may send a notice to the person requiring the person to give the Registrar, within a period specified by the Registrar, any information about the person, being information of the kind that is included on the Companies Register.

- (2) If a person fails to comply with a requirement under subsection (1)—
 - (a) where the person is a company, the company, and every responsible person of the company, commit an offence; or
 - (b) where the person is not a company, the person commits an offence.
- (3) A person who commits an offence under subsection (2) is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (4) If a person is charged with an offence under subsection (2) for failure to comply with a requirement, it is a defence to establish that the person took all reasonable steps to secure compliance with the requirement.

41. Registrar may rectify typographical or clerical error in Companies Register

- (1) The Registrar may, on his or her own initiative, rectify a typographical or clerical error contained in any information on the Companies Register.
- (2) The Registrar may, on application by a company, rectify a typographical or clerical error contained in any information relating to the company on the Companies Register.
- (3) If, in relation to an application for the purposes of subsection (2), a document showing the rectification is delivered to the Registrar for registration, the Registrar may rectify the error by registering the document.

42. Registrar must rectify information on Companies Register on order of Court

- (1) The Court may, on application by any person, by order direct the Registrar to rectify any information on the Companies Register or to remove any information from it if the Court is satisfied that—
 - (a) the information derives from anything that—
 - (i) is invalid or ineffective; or
 - (ii) has been done without the company's authority; or
 - (b) the information—
 - (i) is factually inaccurate; or
 - (ii) derives from anything that is factually inaccurate or forged.
- (2) If, in relation to an application for the purposes of subsection (1), a document showing the rectification is filed with the Court, the Court may require the Registrar to rectify the information by registering the document.
- (3) This section does not apply if the Court is specifically empowered under any other Ordinance or any other provision of this Ordinance to deal with the rectification of the information on or the removal of the information from the Companies Register.
- (4) The Court must not order the removal of any information from the Companies Register under subsection (1) unless it is satisfied that—
 - (a) even if a document showing the rectification in question is registered, the continuing presence of the information on the Companies Register will cause material damage to the company; and

- (b) the company's interest in removing the information outweighs the interest of other persons in the information continuing to appear on the Companies Register.
- (5) If the Court makes an order for the rectification of any information on or the removal of any information from the Companies Register under subsection (1), the Court may make any consequential order that appears to it to be just with respect to the legal effect (if any) to be accorded to the information by virtue of its having appeared on the Companies Register.
- (6) If the Court makes an order for the removal of any information from the Companies Register under subsection (1), it may direct—
 - (a) that a note made under section 44(1) in relation to the information is to be removed from the Companies Register;
 - (b) that the order is not to be made available for public inspection as part of the Companies Register; and
 - (c) that—
 - (i) no note is to be made under section 44(1) as a result of the order; or
 - (ii) any such note is to be restricted to providing information in relation to the matters specified by the Court.
- (7) The Court must not give a direction under subsection (6) unless it is satisfied that—
 - (a) any of the following may cause damage to the company—
 - (i) the presence on the Companies Register of the note or an unrestricted note (as the case may be);

- (ii) the availability for public inspection of the order;
and
 - (b) the company's interest in non-disclosure outweighs the interest of other persons in disclosure.
- (8) If the Court makes an order under this section, the person who made the application must deliver an office copy of the order to the Registrar for registration.

43. Registrar may appear in proceedings for rectification

- (1) In any proceedings before the Court for the purposes of section 42, the Registrar—
 - (a) is entitled to appear or be represented, and be heard;
and
 - (b) must appear if so directed by the Court.
- (2) Whether or not the Registrar appears in those proceedings, the Registrar may submit to the Court a statement in writing signed by the Registrar, giving particulars of the matters relevant to the proceedings and within the Registrar's knowledge.
- (3) Unless otherwise directed by the Court, a statement submitted under subsection (2) is to be regarded as forming part of the evidence in the proceedings.

44. Registrar may annotate Companies Register

- (1) The Registrar may make a note in the Companies Register for the purpose of providing information in relation to—
 - (a) a rectification of an error contained in any information on the Companies Register under section 41;
 - (b) a rectification of any information on the Companies Register under section 42;
 - (c) a removal of any information from the Companies Register under section 42; or

- (d) any other information on the Companies Register.
- (2) For the purposes of this Ordinance, a note made under subsection (1) is part of the Companies Register.
- (3) The Registrar may remove a note if the Registrar is satisfied that it no longer serves any useful purpose.

Division 6

Inspection of Companies Register

45. Registrar must make Companies Register available for public inspection

- (1) The Registrar must make the Companies Register available for public inspection at all reasonable times so as to enable any member of the public—
 - (a) to ascertain whether the member of the public is dealing with—
 - (i) a company to which this subsection applies, or its directors or other officers, in matters of or connected with any act of the company;
 - (ii) a director or other officers of such a company in matters of or connected with the administration of the company, or of its property;
 - (iii) a person against whom a disqualification order has been made by a court;
 - (iv) a person who has entered into possession of the property of such a company as mortgagee;
 - (v) a person who is appointed as the provisional liquidator or liquidator in the winding up of such a company; or
 - (vi) a person who is appointed as the receiver or manager of the property of such a company; and

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- (b) to ascertain the particulars of the company, its directors or other officers, or its former directors (if any), or the particulars of any person mentioned in paragraph (a)(iv), (v) or (vi).
- (2) Subsection (1) applies to—
- (a) a company falling within the definition of *company* in section 20(1); and
- (b) an unregistered company as defined by section 326 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32).
- (3) For the purposes of subsection (1), the Registrar must, on receiving the fee payable under the regulations made under section 26, allow a person to inspect any information on the Companies Register in any form that the Registrar thinks fit.
- (4) For the purposes of subsection (1), the Registrar may, on receiving the fee payable under the regulations made under section 26, produce to a person a copy or a certified true copy of any document or information on the Companies Register, in so far as the document or information may be made available for public inspection, in any form that the Registrar thinks fit.
- (5) In this section—
- disqualification order*** (取消資格令), in relation to a person, means an order that, for a period specified in the order beginning on the date of the order, the person must not, without the leave of the court—
- (a) be a director, or a liquidator or provisional liquidator, of any company to which subsection (1) applies;
- (b) be a receiver or manager of the property of such a company; or

- (c) in any way, whether directly or indirectly, be concerned or take part in the promotion, formation or management of such a company.

46. Registrar's certified true copy admissible as evidence

In any proceedings—

- (a) a document purporting to be a copy of any information produced under section 45(4), and purporting to be certified by the Registrar as a true copy of the information, is admissible in evidence on its production without further proof; and
- (b) on being admitted in evidence under paragraph (a), the document is proof of the information in the absence of evidence to the contrary.

Division 7

**Materials in Companies Register Unavailable for
Public Inspection**

Subdivision 1

General Protection

47. Interpretation

In this Subdivision—

withheld address (不提供的地址) means an address withheld from public inspection under section 49(1)(a);

withheld identification number (不提供的身分識別號碼) means a number withheld from public inspection under section 49(1)(b);

withheld information (不提供的資料) means a withheld address or a withheld identification number.

48. Information excluded from public inspection by law or court order

The Registrar must not make available for public inspection under section 45 any information excluded from public inspection by or under an Ordinance or by an order of the court.

49. Registrar may withhold residential address and identification number from public inspection

- (1) The Registrar may, on application made for the purposes of this subsection, withhold from public inspection under section 45—
 - (a) a relevant address of the applicant contained, as an address of the applicant's location, in a document to which this subsection applies; or
 - (b) a number contained, as the full number of the identity card or passport of the applicant, in a document to which this subsection applies.
- (2) Subsection (1) applies to a document delivered to the Registrar for registration under any of the following Ordinances before, on or after the commencement date of this section—
 - (a) this Ordinance;
 - (b) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
 - (c) the predecessor Ordinance.
- (3) If a person's address is withheld from public inspection under subsection (1)(a), the Registrar must instead make available for public inspection an address contained in the person's application as the person's correspondence address.

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- (4) An application for the purposes of subsection (1)(a) may be made only by a director, reserve director or company secretary, or a former director, reserve director or company secretary, of a company. An application for the purposes of subsection (1)(b) may be made by any person.
 - (5) If an address is required by section 56(6) to be entered in a register of directors as the usual residential address and the correspondence address of a director within a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
 - (6) If an address is not prohibited by section 56(7) from being entered in a register of directors as the correspondence address of a director, or from being stated in a notice or return as the changed correspondence address of a director, during a period of 5 years specified in that section, an application must not be made for the purposes of subsection (1) in relation to the address during the period.
 - (7) An application for the purposes of subsection (1) must—
 - (a) contain the information required by regulations made under subsection (8)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (8)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (8)(c).
 - (8) The Financial Secretary may make regulations—
 - (a) providing for the information to be contained in an application made for the purposes of subsection (1), including—
 - (i) the correspondence address required for the purposes of subsection (3); and

- (ii) any other information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
 - (c) prescribing the fees to accompany such an application; and
 - (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application.
- (9) The regulations may provide that the correspondence address required for the purposes of subsection (3) must not be a post office box number.
- (10) In this section—
- relevant address* (有關地址), in relation to an applicant who makes an application for the purposes of subsection (1), means an address specified by the applicant in the application as a usual residential address of the applicant as at the date of the document in which the address is contained.

50. Restriction on use or disclosure of withheld information

The Registrar must not use or disclose withheld information except—

- (a) as permitted by section 51; or
- (b) in accordance with section 52.

51. Permitted use or disclosure of withheld information by Registrar

(1) The Registrar may use—

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- (a) a withheld address for communicating with the director, reserve director or company secretary in question; or
 - (b) a withheld identification number for communicating with the person in question.
 - (2) The Registrar may use withheld information for the purpose of or in connection with the performance of the Registrar's functions.
 - (3) The Registrar may, on application made for the purposes of this subsection, disclose withheld information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).
 - (4) An application for the purposes of subsection (3) must—
 - (a) contain the information required by regulations made under subsection (5)(a);
 - (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
 - (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).
 - (5) The Financial Secretary may make regulations—
 - (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
 - (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;

- (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;
- (e) specifying the persons to whom withheld information may be disclosed; and
- (f) providing for the conditions in accordance with which withheld information may be disclosed to such persons, including the extent to which such information may be disclosed to them.

52. Disclosure under order of Court

- (1) The Court may make an order for the disclosure by the Registrar of a withheld address—
 - (a) if—
 - (i) there is evidence that the service of documents at an address contained in an application under section 49(1) as the correspondence address is not effective to bring them to the notice of the director, reserve director or company secretary in question; or
 - (ii) it is necessary or expedient for the withheld address to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a withheld identification number—
 - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and

- (b) if the Court is satisfied that it is appropriate to make the order.
- (3) An order under subsection (1) or (2) may be made on the application of—
- (a) a creditor of the company in respect of which the document containing the withheld information is delivered to the Registrar for registration under this Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the predecessor Ordinance; or
- (b) any other person appearing to the Court to have a sufficient interest.
- (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

Subdivision 2

Protection of Residential Address and Identification Number Contained in Certain Documents

53. Interpretation

- (1) In this Subdivision—

director (董事) includes a person nominated as a reserve director under section 455(1);

protected address (受保護地址) means, subject to subsection (2)(a), an address that falls within section 54(2)(a);

protected identification number (受保護身分識別號碼) means a number that falls within section 54(2)(b);

protected information (受保護資料) means a protected address or a protected identification number;

relevant correspondence address (有關通訊地址), in relation to a director of a company, means the address contained, as the correspondence address of the director, in whichever is the most recent of the following—

- (a) in the case of a company other than those falling within paragraph (a) or (b) of the definition of *company* in section 20(1)—
 - (i) an incorporation form delivered to the Registrar for registration under section 67(1)(b) in relation to the formation of the company;
 - (ii) a notice delivered to the Registrar for registration under section 645(1) or (2) in relation to the appointment of a director, or the nomination of a reserve director, of the company;
 - (iii) a notice delivered to the Registrar for registration under section 645(4) in relation to a change in the particulars contained in the register of directors of the company;
 - (iv) a notice delivered to the Registrar for registration under section 684(1)(d) in relation to the appointment of a director of the company; or
 - (v) an application delivered for the purposes of section 807(1) in relation to the registration of the company;
- (b) in the case of a company falling within paragraph (a) or (b) of the definition of *company* in section 20(1)—
 - (i) an application to the Registrar under section 776(2) or (3) for registration of the company;
 - (ii) a return delivered to the Registrar for registration under section 791(1) in relation to a change in the directors of the company; or

- (iii) a return delivered to the Registrar for registration under section 791(1) in relation to a change in the particulars of the directors of the company delivered to the Registrar under Part 16.
- (2) For the purposes of this Subdivision—
 - (a) an address of a person does not cease to fall within section 54(2)(a) just because the person ceases to be a director of the company; and
 - (b) a reference to a director includes, to that extent, a former director.
- (3) Subsection (2)(b) does not apply to a reference to a director in section 55 or 56.

54. Registrar must not make residential address and identification number available for public inspection

- (1) Subsection (2) applies if—
 - (a) a document—
 - (i) is delivered to the Registrar for registration in respect of a company under this Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and is in a form prescribed by or under, or specified under, the relevant Ordinance; or
 - (ii) is delivered to the Registrar for registration in respect of a company under a provision of the predecessor Ordinance having a continuing effect under Schedule 11 or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1) and is in a form specified under section 914(6)(a) or (8)(a);
 - (b) any part of the document is required by the relevant Ordinance to contain, and contains—

- (i) the usual residential address of a director of the company; or
 - (ii) the full number of the identity card or passport of any person; and
 - (c) the Registrar records the information contained in the document for the purposes of section 27(1).
- (2) The Registrar must not make available for public inspection under section 45(1)—
- (a) an address contained, as the usual residential address of a director of the company, in any part of the document that is required by the relevant Ordinance to contain that usual residential address; or
 - (b) a number contained, as the full number of the identity card or passport of any person, in any part of the document that is required by the relevant Ordinance to contain that full number.
- (3) In this section—

relevant Ordinance (有關條例), in relation to a document or any part of a document, means the Ordinance under which the document is delivered to the Registrar for registration.

55. Registrar may make protected address available for inspection

- (1) Despite section 54(2)(a), the Registrar may make a protected address available for public inspection in accordance with section 56 if—
- (a) communications sent by the Registrar to the director, and requiring a response within a specified period, remain unanswered; or
 - (b) there is evidence that the service of documents by the Registrar at the relevant correspondence address of the director is not effective to bring them to the notice of the director.

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- (2) The Registrar must not make a decision under subsection (1) unless the Registrar—
 - (a) has notified the director and the company that he or she proposes to make the protected address available for public inspection under subsection (1); and
 - (b) has considered any representation made within the period specified under subsection (3)(b).
 - (3) A notice under subsection (2)(a)—
 - (a) must state the grounds for the proposal; and
 - (b) must specify a period within which representations may be made before the protected address is made available for public inspection under subsection (1).
 - (4) A notice under subsection (2)(a) must be sent to the director—
 - (a) at the protected address; or
 - (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.

56. Provision supplementary to section 55

- (1) If the Registrar is to make a protected address available for public inspection under section 55(1), he or she must proceed as if—
 - (a) a notice had been delivered to the Registrar for registration under section 645(4) stating that the correspondence address of the director is changed to the protected address; or
 - (b) a return had been delivered to the Registrar for registration under section 791 stating that the correspondence address of the director is changed to the protected address.

- (2) The Registrar must give written notice of having done so—
 - (a) to the director; and
 - (b) to the company.
- (3) A written notice must also state the decision date in relation to the protected address.
- (4) A written notice under subsection (2)(a) must be sent to the director—
 - (a) at the protected address; or
 - (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.
- (5) On receipt of a written notice, the company must enter the protected address in its register of directors as the correspondence address of the director.
- (6) If, within 5 years after the decision date for a protected address, the director notifies the company of another address as his or her usual residential address—
 - (a) the company must enter that other address in its register of directors as the usual residential address and the correspondence address of the director; and
 - (b) the company must proceed with the notice or return under section 645(4) or 791 as if the correspondence address of the director was also changed to that other address.
- (7) During the period of 5 years after the decision date for a protected address—
 - (a) the company must not enter in its register of directors as the correspondence address of the director any address other than—
 - (i) the protected address; or

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- (ii) if, after the protected address is made available for public inspection under section 55(1), an address is notified by the director to the company as his or her usual residential address, the address so notified; and
- (b) the company must not state in the notice or return under section 645(4) or 791 that the correspondence address of the director is changed to any address other than—
- (i) the protected address; or
- (ii) if, after the protected address is made available for public inspection under section 55(1), an address is notified by the director to the company as his or her usual residential address, the address so notified.
- (8) Subsections (5), (6)(a) and (7)(a) do not apply to—
- (a) a non-Hong Kong company registered under section 777(1); or
- (b) a company that was, at any time before the commencement date of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance.
- (9) If a company contravenes subsection (5), (6) or (7), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (10) In this section—
- decision date** (決定日期), in relation to a protected address, means the date on which the Registrar decides to make the protected address available for public inspection under section 55(1).

57. Restriction on use or disclosure of protected information

The Registrar must not use or disclose protected information except—

- (a) as permitted by section 58; or
- (b) in accordance with section 59.

58. Permitted use or disclosure of protected information by Registrar

(1) The Registrar may use—

- (a) a protected address for communicating with the director in question; or
- (b) a protected identification number for communicating with the person in question.

(2) The Registrar may use protected information for the purpose of or in connection with the performance of the Registrar's functions.

(3) The Registrar may, on application made for the purposes of this subsection, disclose protected information to a person specified by regulations made under subsection (5)(e). A disclosure may only be made in accordance with regulations made under subsection (5).

(4) An application for the purposes of subsection (3) must—

- (a) contain the information required by regulations made under subsection (5)(a);
- (b) be accompanied by the documents required by regulations made under subsection (5)(b); and
- (c) be accompanied by a fee prescribed by regulations made under subsection (5)(c).

- (5) The Financial Secretary may make regulations—
- (a) providing for the information to be contained in an application made for the purposes of subsection (3), including any information specified by the Registrar for such an application;
 - (b) providing for the documents to accompany such an application, including any document specified by the Registrar for such an application;
 - (c) prescribing the fees payable for the purposes of subsection (3) to accompany such an application;
 - (d) providing for the powers of the Registrar to require additional documents and information to be provided to the Registrar for the purposes of determining such an application;
 - (e) specifying the persons to whom protected information may be disclosed; and
 - (f) providing for the conditions in accordance with which protected information may be disclosed to such persons, including the extent to which such information may be disclosed to them.

59. Disclosure under order of Court

- (1) The Court may make an order for the disclosure by the Registrar of a protected address—
- (a) if—
 - (i) there is evidence that the service of documents at the relevant correspondence address of the director is not effective to bring them to the notice of the director; or
 - (ii) it is necessary or expedient for the protected address to be disclosed in connection with the enforcement of an order or decree of a court; and

- (b) if the Court is satisfied that it is appropriate to make the order.
- (2) The Court may make an order for the disclosure by the Registrar of a protected identification number—
 - (a) if it is necessary or expedient for the number to be disclosed in connection with the enforcement of an order or decree of a court; and
 - (b) if the Court is satisfied that it is appropriate to make the order.
- (3) An order under subsection (1) or (2) may be made on the application of—
 - (a) a creditor of the company in respect of which the document containing the protected information is delivered to the Registrar for registration under this Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); or
 - (b) any other person appearing to the Court to have a sufficient interest.
- (4) An order under subsection (1) or (2) must specify the persons to whom, and purposes for which, the disclosure is authorized.

Subdivision 3

Supplementary

60. Extent of prohibition

If a prohibition under this Division applies by reference to information deriving from a particular description of document, the prohibition does not affect—

- (a) the availability for public inspection of the information through other means; and

- (b) the availability for public inspection of the information deriving from another description of document in relation to which the prohibition does not apply.

Division 8

Miscellaneous

61. Registrar may issue certificates in any manner

- (1) The Registrar may issue a certificate under this Ordinance in any manner the Registrar thinks fit.
- (2) Without limiting the powers of the Registrar under subsection (1), the Registrar may issue a certificate in the form of an electronic record.

62. Registrar not responsible for verifying information

The Registrar is not responsible for verifying—

- (a) the truth of the information contained in a document delivered to the Registrar; or
- (b) the authority under which a document is delivered to the Registrar.

63. Immunity

- (1) Neither the Registrar nor any public officer incurs any civil liability, and no civil action may lie against the Registrar or any public officer, in respect of anything done, or omitted to be done, by him or her in good faith—
 - (a) in the performance, or purported performance, of functions under this Ordinance; or
 - (b) in the exercise, or purported exercise, of powers under this Ordinance.

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- (2) Where, for the purposes of this Ordinance, a protected person provides a service by means of which information in electronic form is supplied to the public, or supplies information by means of magnetic tapes or any electronic mode, the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission—
- (a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or
 - (b) has occurred or arisen as a result of any defect or breakdown in the service or any equipment used for the service or for supplying the information.
- (3) Where, for the purposes of this Ordinance, a protected person provides a service or facility by means of which documents may be delivered to the Registrar by electronic means, the protected person is not personally liable for any loss or damage suffered by a user of the service or facility by reason of an error or omission appearing in a document delivered to the Registrar by means of the service or facility if the error or omission—
- (a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or
 - (b) has occurred or arisen as a result of any defect or breakdown in the service or facility or in any equipment used for the service or facility.
- (4) The protection given to a protected person by subsections (2) and (3) in respect of an error or omission does not affect any liability of the Government in tort for the error or omission.

(5) In this section—

protected person (受保障人) means a person authorized by the Registrar to supply the information or provide the service or facility.

64. Discrepancy between document and certified translation

(1) This section applies if—

- (a) a certified translation of a document is delivered by a company to the Registrar for the purposes of section 31(1)(b) to accompany the document in a language other than English or Chinese; and
- (b) there is a discrepancy between the document in that language and the certified translation of the document.

(2) The company may not rely on that translation, in so far as it relates to the discrepancy, as against a third party.

(3) A third party may not rely on that translation, in so far as it relates to the discrepancy, as against the company unless the third party—

- (a) had no knowledge of the contents of the document in that language; and
- (b) had actually relied on that translation in so far as it relates to the discrepancy.

(4) In this section—

third party (第三者) means a person other than the company.

65. Offence for destruction etc. of registers, books or documents

(1) A person commits an offence if the person dishonestly, with a view to gain for the person's own self or another, or with intent to cause loss to another, destroys, removes, alters, defaces or conceals—

- (a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar; or
 - (b) any electronic record, microfilm, image or other record of such register, book or document.
 - (2) A person who commits an offence under subsection (1) is liable on conviction on indictment to imprisonment for 7 years.
 - (3) A person commits an offence if the person wilfully or maliciously destroys, removes, alters, defaces or conceals—
 - (a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar; or
 - (b) any electronic record, microfilm, image or other record of such register, book or document.
 - (4) A person who commits an offence under subsection (3) is liable—
 - (a) on conviction on indictment to a fine of \$150,000 and to imprisonment for 2 years; or
 - (b) on summary conviction to a fine at level 5 and to imprisonment for 6 months.
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