

**New Companies Ordinance
(Ordinance No. 28 of 2012)**

Table of Origin

Part I

Preliminary

Division 1

Short Title and Commencement

Section	New Companies Ordinance	Origin ^(Note)
1.	Short title and commencement	CO s 1

Division 2

Interpretation of this Ordinance: General

2.	Interpretation	mel, cf CO s 2(1) etc
3.	Responsible person	new provision, cf CO s 351(2), UKCA ss 1121, 1122
4.	Certified translation	mel, cf Companies (Forms) Regulations (Cap 32B) reg 6
5.	Dormant company	mel, cf CO s 344A, 16 th Sch
6.	Offering shares or debentures to public, etc.	mel, cf CO s 48A

Division 3

Interpretation of this Ordinance: Types of Companies

Subdivision 1 – Limited Company and Unlimited Company

7.	Limited company	mel, cf CO s 4(1), 4(2)(a), (b)
8.	Company limited by shares	mel, cf CO s 4(2)(a)
9.	Company limited by guarantee	mel, cf CO s 4(2)(b), (4)
10.	Unlimited company	mel, cf CO s 4(1), 4(2)(c)

Note

ACA	=	Australian Corporations Act 2001
CO	=	Companies Ordinance (Cap. 32)
FRCO	=	Financial Reporting Council Ordinance (Cap. 588)
MPFSO	=	Mandatory Provident Fund Schemes Ordinance (Cap. 485)
NZCA	=	New Zealand Companies Act 1993
OBCA	=	Ontario Business Corporations Act, 1990
PO	=	Patents Ordinance (Cap. 514)
SCA	=	Singapore Companies Act 1967
SFO	=	Securities and Futures Ordinance (Cap. 571)
TMO	=	Trade Marks Ordinance (Cap. 559)
UKCA	=	UK Companies Act 2006
mel	=	modify existing law

Subdivision 2 – Private Company and Public Company

Section	New Companies Ordinance	Origin
11.	Private company	mel, cf CO s 29
12.	Public company	new definition, cf UKCA s 4(2)

Division 4

Interpretation of this Ordinance: Holding Company and Subsidiary, and Parent Undertaking and Subsidiary Undertaking

13.	Holding company	mel, cf CO s 2(4), (5)
14.	Provisions supplementary to section 13	mel, cf CO s 2(6)
15.	Subsidiary	mel, cf CO s 2(4), (6), (7)
16.	Parent undertaking and subsidiary undertaking	mel, cf CO s 2B(1) and 23 rd Sch

Division 5

Application of this Ordinance

17.	Application to existing company	mel, cf CO s 307
18.	Application to unlimited company registered in pursuance of former Company Ordinance as limited company	mel, cf CO s 309
19.	Application to company registered, but not formed, under former Companies Ordinance	mel, cf CO s 308

Part 2

Registrar of Companies and Companies Register

Division 1

Preliminary

20.	Interpretation	mel, cf CO ss 2(1), 168BAA(3), 346(5)
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Division 2

Registrar of Companies

21.	Office of Registrar	mel, cf CO s 303
22.	Registrar's functions	new provision, cf UKCA s 1061(1)
23.	Registrar may specify form	mel, cf CO s 2A
24.	Registrar may issue guidelines	new provision, cf UKCA s 1117(3), FRCO s 13(1), (3) to (5)

Section	New Companies Ordinance	Origin
25.	Registrar may authenticate document etc.	mel, cf CO ss 305(3B), 305A
26.	Fees payable to Registrar	mel, cf CO s 304(2), (4), 8 th Sch

Division 3

Companies Register

27.	Registrar must keep records of companies	new provision, cf CO s 333AA, UKCA 1080(1), UKCA 2006 (Commencement No. 8 Transitional Provisions and Savings) Order 2008 para 32 of Sched 2
28.	Provisions supplementary to section 27	new provision, cf CO s 348D(1), (2), (3), UKCA s 1080(4), (5)
29.	Registrar not required to keep certain documents etc.	mel, cf CO s 348B, UKCA s 1087(3)
30.	Registrar must keep Index of Company Names	mel, cf CO s 22C(1)

Division 4

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Subdivision 1 – Preliminary

31.	Unsatisfactory document	mel, cf CO ss 346(1)(a), (b), 348(1)(a) and (c), ACA s 1274(8)
32.	Registrar may specify requirements (for section 31(1))	mel, cf CO ss 346(1)(c), (1A), 346A, UKCA s 1068(1)(3), (4), (6), (7)
33.	Registrar may agree to delivery by electronic means (for section 31(1))	new provision, cf UKCA ss 1070(1), (2), 1115(1)
34.	Financial Secretary may make regulations requiring delivery by electronic means (for section 31(1))	new provision, cf UKCA s 1069(1), (3)

Subdivision 2 - Registrar's Powers to Refuse to Accept and to Register Document

35.	Registrar may refuse to accept or register document	mel, cf CO s 348(1), ACA s 1274(8)
36.	Registrar may withhold registration of document pending further particulars etc.	new provision, cf ACA s 1274(8), (9)

Section	New Companies Ordinance	Origin
37.	Appeal against Registrar's decision to refuse registration	mel, cf CO s 348(3), (4)
38.	Certain period to be disregarded for calculating daily penalty for failure to deliver document to Registrar	mel, cf CO s 346(2), (3), (4)

Division 5

Registrar's Powers in relation to Keeping Companies Register

39.	Registrar may require company to resolve inconsistency with Companies Register	new provision, cf UKCA s 1093(1), (3), (4)
40.	Registrar may require further information for updating etc.	new provision, cf ACA s 1274(15), (17)
41.	Registrar may rectify typographical or clerical error in Companies Register	new provision, cf SCA s 12B(3), (4)
42.	Registrar must rectify information on Companies Register on order of Court	new provision, cf UKCA s 1096(1), (3), (4), (5)
43.	Registrar may appear in proceedings for rectification	new provision, cf PO s 131
44.	Registrar may annotate Companies Register	new provision, cf UKCA s 1081(1), (4), (6)

Division 6

Inspection of Companies Register

45.	Registrar must make Companies Register available for public inspection	mel, cf CO ss 168D(1), 305(1), (1A), (3A)
46.	Registrar's certified true copy admissible as evidence	mel, cf CO s 305(3)

Division 7

Materials in Companies Register Unavailable for Public Inspection

Subdivision 1 – General Protection

47.	Interpretation	new provision
48.	Information excluded from public inspection by law or court order	new provision, cf UKCA s 1087(1)(g), (k)

Section	New Companies Ordinance	Origin
49.	Registrar may withhold residential address and identification number from public inspection	new provision, cf UKCA s 1088(1), (2), (4), (5), UK, The Companies (Disclosure of Address) Regulations 2009 reg 9(1), (3)
50.	Restriction on use or disclosure of withheld information	new provision, cf UKCA s 242(3)
51.	Permitted use or disclosure of withheld information by Registrar	new provision, cf UKCA s 243(1), (2)(a), (3)
52.	Disclosure under order of Court	new provision, cf UKCA s 244(1), (3), (4)

Subdivision 2 – Protection of Residential Address and Identification Number Contained in Certain Documents

53.	Interpretation	new provision, cf UKCA s 240(1)(a), (2), (3)
54.	Registrar must not make residential address and identification number available for public inspection	new provision, cf UKCA s 242(1), (2)
55.	Registrar may make protected address available for inspection	new provision, cf UKCA s 245
56.	Provision supplementary to section 55	new provision, cf UKCA s 246
57.	Restriction on use or disclosure of protected information	new provision, cf UKCA s 242(3)
58.	Permitted use or disclosure of protected information by Registrar	new provision, cf UKCA s 243(1), (2)(a), (3)
59.	Disclosure under order of Court	new provision, cf UKCA s 244(1), (3), (4)

Subdivision 3 – Supplementary

Section	New Companies Ordinance (Companies (Amendment) Ordinance (No. 28 of 2012))	Origin
60.	Extent of prohibition	new provision, cf UKCA s 1087(2)

Division 8

Miscellaneous

Section	New Companies Ordinance	Origin
61.	Registrar may issue certificates in any manner	mel, cf CO s 348BA
62.	Registrar not responsible for verifying information	mel, cf CO s 348A
63.	Immunity	mel, cf CO s 303B, TMO s 75(b), SCA s 12A(1)
64.	Discrepancy between document and certified translation	new provision, cf UKCA s 1107(2)
65.	Offence for destruction etc. of registers, books or documents	mel, cf CO s 349A, 12 th Sch

Part 3

Company Formation and Related Matters, and Re-registration of Company

Division 1

Company Formation

Subdivision 1 – General Requirements for Formation

66.	Types of companies	mel, cf CO ss 4(2), (4), 29
67.	Formation of company	mel, cf CO ss 4(1), 12(1)(c), 14A(1), 15(1), 304, 360(3A), 8 th Sch
68.	Content of incorporation form	mel, cf CO ss 14A, 18, ACA s 117(2)
69.	Signing of incorporation form	mel, cf CO ss 14A(3), 18
70.	Statement of compliance to be contained in incorporation form	mel, cf CO s 18(2), (3)(a), (b)

Subdivision 2 – Incorporation of Company

71.	Issue of certificate of incorporation on registration	mel, cf CO s 16(1)
72.	Conclusiveness of certificate of incorporation	mel, cf CO s 18(1)
73.	Effect of incorporation	mel, cf CO s 16(2), UKCA s 16(2)
74.	Delivery of director's written consent	mel, cf CO s 18A

Division 2

Company Articles

Subdivision 1 – General

Section	New Companies Ordinance	Origin
75.	Articles prescribing regulations for company	mel, cf CO s 9, UKCA s 18(1)
76.	Language of articles	mel, cf CO s 12(1)(a)
77.	Form of articles	mel, cf CO s 12(1)(b)

Subdivision 2 – Model Articles

78.	Financial Secretary may prescribe model articles	new provision, cf UKCA s 19(1), (4)
79.	Adoption of model articles	mel, cf CO s 11(1), UKCA s 19(3)
80.	Application of model articles to limited company	mel, cf CO s 11(2), UKCA s 20

Subdivision 3 – Content and Effect of Articles

81.	Company name	mel, cf CO s 5(1)
82.	Company's objects	mel, cf CO s 5(1A), (1B)
83.	Members' liability	mel, cf CO s 5(2), SCA s 22(1)(f)
84.	Liabilities or contributions of members of limited company	mel, cf CO ss 4(2)(a), 5(3)
85.	Capital and initial shareholdings	new provision, cf CO s 5(4)(a), UKCA ss 9(4), 10 UK, The Companies (Shares and Share Capital) Order 2009 art 2(3)
86.	Effect of articles	mel, cf CO s 23

Subdivision 4 – Alteration of Articles

87.	Company may alter articles	mel, cf CO ss 7, 13(1), (1A), 25, 25A(2)
88.	Alteration by special resolution or ordinary resolution	mel, cf CO ss 13(1) to (4), 53(1)(a), (2)
89.	Alteration of company's objects	mel, cf CO s 8(1), (5), (7), (7A), (8)
90.	Alteration of certain articles by existing company	mel, cf CO ss 8(7), (8), 25A(1), (2), (3), (3A), (4)
91.	Application to Court to cancel alteration	mel, cf CO s 8(2), (3), (4)

Section	New Companies Ordinance	Origin
92.	Certain alterations not binding on members	mel, cf CO s 25
93.	Company must incorporate alteration into articles	mel, cf CO s 27
94.	Alteration affecting status of private company	mel, cf CO s 30(1), (2), 2 nd Sch
95.	Alteration affecting status of public company	new provision, cf UKCA s 97
96.	Notifying Registrar of alteration by order of Court	mel, cf UKCA s 35
97.	Copies of articles to be provided to members	mel, cf CO s 26, UKCA s 32

Subdivision 5 – Miscellaneous

98.	Conditions of memorandum of association of existing company to be regarded as provisions of articles	new provision, cf UKCA s 28(1)
99.	Articles of company limited by guarantee	mel, cf CO s 24, UKCA s 37

Division 3

Company Name

Subdivision 1 – Restriction on Company Name

100.	Company must not be registered by certain names	mel, cf CO ss 20(1), (2), (2A), cf UKCA s 53
101.	Financial Secretary may specify word or expression for section 100(2)(b)	mel, cf CO s 22B(1)(a), Companies (Specification of Names Order (Cap 32E))

Subdivision 2 – Limited Company Name with “Limited” as Last Word etc.

Section	New Companies Ordinance (Companies (Amendment) Ordinance (No. 28 of 2012))	Origin
102.	Limited company must not be registered without “Limited” as last word of name etc.	mel, cf CO s 5(1)
103.	Registrar’s licence to dispense with “Limited” etc.	mel, cf CO s 21(1), (2), UKCA s 60
104.	Terms and conditions of licence	mel, cf CO s 21(3)
105.	Effect of licence	mel, cf CO s 21(4), (6), (7)
106.	Revocation of licence	mel, cf CO s 21(5)

Subdivision 3 – Change of Company Name

Section	New Companies Ordinance	Origin
107.	Company may change name by special resolution	mel, cf CO s 22(1), (1A), (1B), (7), (8)
108.	Registrar may direct company to change same or similar name etc.	mel, cf CO s 22(2), (3A), (3B), (4) to (6)
109.	Registrar may direct company to change misleading or offensive name etc.	mel, cf CO s 22A(1), (1A), (2), (3), (4)
110.	Registrar may change company name in case of failure to comply with direction	mel, cf CO s 22AA

Subdivision 4 – Supplementary Provision

111.	Determining whether name is same as or similar to another name	mel, cf CO ss 20(3), 22(3)
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Division 4

Membership

112.	Members of company	mel, cf CO s 28, UKCA s 112
113.	Members of holding company	mel, cf CO s 28A
114.	Notifying Registrar of increase in number of members of company limited by guarantee	mel, cf CO s 10(3)

Division 5

Capacity and Powers of Company

115.	Company's capacity etc.	mel, cf CO ss 5A, 17, UK ss 31(1), 39
116.	Company's exercise of powers limited by articles	mel, cf CO s 5B
117.	Transaction or act binds company despite limitation in articles etc.	new provision, cf UKCA s 40(1) to (5)
118.	Transaction or act involving directors or their associates is voidable	new provision, cf UKCA s 41
119.	Section 117 not to apply to certain cases	new provision, cf UKCA s 42(1) to (3)
120.	No constructive notice of matters disclosed in articles etc.	mel, cf CO s 5C

Division 6

Contracts of Company

Section	New Companies Ordinance	Origin
121.	Contracts made by or on behalf of company	mel, cf CO s 32
122.	Contracts made before company's incorporation	mel, cf CO s 32A, UKCA s 51(1)
123.	Bills of exchange and promissory notes	mel, cf CO s 33

Division 7

Execution of Documents

Subdivision 1 – Company Seal

124.	Company may have common seal etc.	mel, cf CO s 93(1)(b), (4), (5)(a), UKCA s 45(1), ACA s 123
125.	Official seal for use abroad	mel, cf CO s 35, UKCA s 49
126.	Official seal for sealing share certificates etc.	mel, cf CO s 73A, UKCA s 50(1), (2)(a)

Subdivision 2 – Execution Requirements

127.	Execution of documents by company	new provision, cf UKCA s 44(1) to (6), (8) and ACA s 127(2)(a), (b)
128.	Execution of deeds by company	new provision, cf UKCA s 46, ACA s 127(3)
129.	Execution of deeds or other documents by attorney for company	mel, cf CO s 34, UKCA s 47

Division 8

Re-registration of Unlimited Company as Company Limited by Shares

130.	Unlimited company may apply for re-registration as company limited by shares	mel, cf CO s 19(1), (2)(a), (b)(ii), UKCA s 105(3)
131.	Application for re-registration	mel, cf CO s 19(1), (3), UKCA s 103
132.	Issue of fresh certificate of incorporation	mel, cf CO s 19(4), (5), UKCA s 107(4)(a)
133.	Winding up of company re-registered as company limited by shares	mel, cf CO s 19(6)

Part 4

Share Capital

Division 1

Nature of Shares

Section	New Companies Ordinance	Origin
134.	Nature and transferability of shares	mel, cf CO s 65, UKCA s 541
135.	No nominal value	new provision, cf SCA s 62A
136.	Numbering of shares	mel, cf CO s 65A, UKCA s 543
137.	Share certificate to be proof of title in the absence of contrary evidence	mel, cf CO s 71, UKCA s 768
138.	Repeal of power to issue stock	new provision, cf UKCA s 540(2)
139.	Repeal of power to issue share warrants	new provision, cf CO s 97(3) to (5), SCA s 66

Division 2

Allotment and Issue of Shares

140.	Exercise by directors of power to allot shares or grant rights	mel, cf CO s 57B(1)(6), (7), UKCA s 549
141.	Allotment of shares or grant of rights with company approval	mel, cf CO s 57B(1) to (4), UKCA s 551
142.	Return of allotment	mel, cf CO s 45, UKCA s 555(3)(b)
143.	Registration of allotment	new provision, cf UKCA s 554
144.	Issue of share certificate on allotment	mel, cf CO s 70(1), (2), UKCA s 769
145.	Order of Court for delivery of share certificate	mel, cf CO s 70(3)
146.	Validation by Court of issue or allotment	mel, cf CO s 57C

Division 3

Commissions and Expenses

147.	General prohibition of commissions, discounts and allowances	mel, cf CO s 46(2), (3), UKCA s 552
148.	Permitted commissions	mel, cf CO s 46(1), (4), (5), UKCA s 553
149.	Capital may be applied in writing off certain expenses and commission	new provision, cf CO s 48B(3)(b), (4)

Division 4

Transfer and Transmission of Shares

Subdivision 1 – Transfer of Shares

Section	New Companies Ordinance	Origin
150.	Requirement for instrument of transfer	mel, cf CO s 66, UKCA s 770
151.	Registration of transfer or refusal of registration	mel, cf CO ss 68, 69(1), (2), UKCA s 771
152.	Order of Court for registration	mel, cf CO s 69(1B)
153.	Transfer by personal representative	mel, cf CO s 67, UKCA s 773
154.	Certification of transfer	mel, cf CO s 69A, UKCA s 775
155.	Issue of share certificate on transfer	mel, cf CO s 70(1A), (1B), (2), (4), UKCA s 776
156.	Order of Court for delivery of share certificate	mel, cf CO s 70(3), UKCA s 782
157.	Compensation regarding forged share transfers	mel, cf CO s 74

Subdivision 2 – Transmission of Shares by Operation of Law

158.	Registration or refusal of registration	mel, cf CO s 69(1A), (2)
159.	Order of Court for registration	new provision
160.	Pre-emption rights in relation to transmission by law	new provision

Subdivision 3 – General

161.	Evidence of grant of probate etc.	mel, cf CO s 72, UKCA s 774
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Division 5

Replacement of Listed Companies' Lost Share Certificates

162.	Interpretation	mel, cf CO s 71A(1), (12)
163.	Application for new certificate	mel, cf CO s 71A(1), (2)
164.	Publication requirements	mel, cf CO s 71A(3) to (5)
165.	Issue of new certificate	mel, cf CO s 71A(6), (7)
166.	Public notice of issue of new certificate	mel, cf CO s 71A(8), (9)
167.	Orders of Court for rectification of the register	mel, cf CO s 71A(10)(a),(b)
168.	Liability if rectification cannot be ordered	mel, cf CO s 71A(10)(c)
169.	Applicant to pay expenses	mel, cf CO s 71A(11)

Division 6

Alteration of Share Capital

Section	New Companies Ordinance	Origin
170.	Permitted alteration of share capital	mel, cf CO s 53, UKCA ss 617, 618, ACA ss 254A, 254H(1) to (3), 254S, SCA s 71(e)
171.	Notice of alteration of share capital	mel, cf CO s 54, UKCA s 619(2)
172.	Redenomination of share capital	new provision, cf UKCA ss 622, 624
173.	Notice of redenomination	new provision, cf UKCA s 625
174.	Reconversion of stock into shares	mel, cf CO s 53, UKCA s 620
175.	Notice of reconversion	mel, cf CO s 54, UKCA s 621

Division 7

Classes of Shares and Class Rights

Subdivision 1 – Companies having a Share Capital

176.	Application of Subdivision	new provision, cf UKCA s 630(1)
177.	Rights attached to shares	new provision, cf ACA s 246B(1)(a), (2)(a)
178.	Classes of shares	new provision, cf UKCA s 629
179.	Description of shares of different classes	mel, cf CO s 57A(1) to (3)
180.	Varying class rights	new provision, cf UKCA ss 630(2) to (5), 632, ACA s 246D(3)
181.	Notifying class members of variation	new provision, cf ACA s 246B(3)
182.	Disallowance or confirmation of variation by Court	mel, cf CO s 64(1) to (4), UKCA s 633, ACA s 246D
183.	Delivery of order of Court to Registrar	mel, cf CO s 64(5), UKCA s 635
184.	Notifying Registrar of variation	mel, cf CO s 64A, UKCA s 637

Subdivision 2 – Companies without a Share Capital

185.	Application of Subdivision	new provision, cf UKCA s 631(1)
186.	Rights of members	new provision, cf ACA s 246B(1)(b), (2)(b)
187.	Classes of members	new provision, cf UKCA s 629(1)
188.	Varying class rights	new provision, cf UKCA ss 631(2) to (5), 632, ACA s 246D(3)

Section	New Companies Ordinance	Origin
189.	Notifying class members of variation	new provision, cf ACA s 246B(3)
190.	Disallowance or confirmation of variation by Court	new provision, cf ACA s 246D
191.	Delivery of order of Court to Registrar	new provision, cf UKCA s 635
192.	Notifying Registrar of variation	new provision, cf UKCA s 640

Subdivision 3 – General

193.	Variation includes abrogation	mel, cf CO ss 63A(8), 64(6)
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Division 8

Supplementary and Miscellaneous

Subdivision 1 – Relief from Share Capital Requirements

194.	Interpretation	mel, cf CO ss 48C(7), 48E(2) to (4), UKCA s 616
195.	Group reconstruction relief	mel, cf CO s 48D(1) to (5), cf UKCA s 611
196.	Merger relief	mel, cf CO ss 48C(1) to (3), 48D(6), cf UKCA s 612
197.	Merger relief : meaning of 90% equity holding	mel, cf CO s 48C(4) to (6), UKCA s 613
198.	Relief may be reflected in company's statement of financial position	mel, cf CO s 48E(1), UKCA s 615
199.	Regulations	mel, cf CO s 48F, UKCA s 614

Subdivision 2 – Miscellaneous

200.	Provision for different amounts to be paid on shares	mel, cf CO s 51, UKCA s 581
201.	Statement of capital	new provision, cf UKCA ss 644(2), 649(2), UK, The Companies (Shares and Share Capital) Order 2009
202.	Notice of paid up capital	mel, cf CO s 350A

Part 5

Transactions in relation to Share Capital

Division 1

Preliminary

Section	New Companies Ordinance	Origin
203.	Interpretation	mel, cf CO ss 2(1), 49E(1), 49S(1), 71A(3)(a)

Division 2

Solvency Test

204.	Application of Division	new provision
205.	Solvency test	mel, cf CO s 47F(1)(d)
206.	Solvency statement	mel, cf CO s 47F(1), (2), UKCA s 643
207.	Offences regarding solvency statement	mel, cf CO s 47F(5)
208.	Power to modify solvency test by regulation	mel, cf CO s 49Q(1)(d), (4)

Division 3

Reduction of Share Capital

Subdivision 1 – General Provisions

209.	Application of Division	mel, cf CO s 58(1A)
210.	Permitted reductions of share capital	mel, cf CO ss 49B(6), 58(1), (1A), UKCA s 641(2) to (4), (6)
211.	Procedure for a company to reduce its share capital	mel, cf CO s 58(1), UKCA s 641(1)
212.	Offence if share capital is reduced in contravention of Division	mel, cf CO s 58(1A), (1B)
213.	Liability of members following reduction of share capital	mel, cf CO s 62 (except proviso to s 62(1) now in to s 232), UKCA s 652
214.	Reserves arising from reductions of share capital	new provision, cf UKCA s 654, UK, The Companies (Reduction of Share Capital) Order 2008

Subdivision 2 – Reduction of Share Capital by Special Resolution Supported by Solvency Statement

Section	New Companies Ordinance	Origin
215.	Special resolution for reduction of share capital	new provision, cf CO ss 49K(2), 49K to 49O, 61(2), UKCA s 641
216.	Solvency statement for reduction of share capital	new provision, cf CO ss 49K(3), (7)(b), 49L (1) to (4), 49K to 49O, UKCA s 643
217.	Special resolution: exercise of voting rights	new provision, cf CO ss 49K(7)(a), 49L(2), (3), 49K to 49O
218.	Public notice of reduction of share capital	new provision, cf CO ss 49M(1) to (4), 49K to 49O
219.	Inspection of special resolution and solvency statement	new provision, cf CO ss 49M(5) to (7), 49K to 49O
220.	Application to Court by members or creditors	new provision, cf CO ss 49N (except (3)(b)), 49K to 49O
221.	Power of Court to adjourn proceedings	new provision, cf CO ss 49O(1), 49K to 49O
222.	Power of Court to confirm or cancel special resolution	new provision, cf CO ss 49O(2) to (4), 49K to 49O
223.	Company to deliver copy of order of Court to Registrar	new provision, cf CO ss 49N(3)(b), (4), 49K to 49O
224.	Registration of return if no application to Court	new provision, cf UKCA s 644
225.	Registration of return if application to Court	new provision, cf CO s 61(1), (2) and UKCA s 644

Subdivision 3 – Reduction of Share Capital Confirmed by Court

226.	Special resolution and application to Court for confirmation of reduction of share capital	mel, cf CO s 59(1) to (3) (except s 59(2)(a) to (c)), UKCA s 645
227.	Creditors entitled to object to reduction of share capital	mel, cf CO s 59(2)(a) to (c), UKCA s 646
228.	Offence in connection with creditors list	mel, cf CO s 63, UKCA s 647
229.	Order of Court confirming reduction of share capital	mel, cf CO s 60, UKCA s 648
230.	Registration of order, minute and return	mel, cf CO s 61(1) to (3), UKCA s 649(1) to (4)

Section	New Companies Ordinance	Origin
231.	Certification of registration	mel, cf CO s 61(4), UKCA s 649(5), (6)
232.	Liability to creditors omitted from list of creditors	mel, cf CO s 62(1) proviso, (2), UKCA s 653

Division 4

Share Redemptions and Buy-backs

Subdivision 1 – Preliminary

233.	Application of Division	new provision, cf CO ss 49(1), 49B(1), (2)
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Subdivision 2 – Redeemable Shares

234.	Issue of redeemable shares	mel, cf CO s 49(1), (2), UKCA s 684
235.	Terms, conditions and manner of redemption	new provision, cf UKCA s 685

Subdivision 3 – Share Buy-backs

236.	General power of company to buy back its own shares	mel, cf CO ss 49B(1), (2), (6), 58(1D), UKCA s 690
237.	Retention and inspection of share buy-back contracts	mel, cf CO s 49G(4), (5), (7) to (9), UKCA ss 702, 703

Subdivision 4 – Share Buy-backs: Listed Companies

238.	Share buy-back under general offer	mel, cf CO s 49BA(1)(a), (2)(a), (3)(a), (7) to (10)
239.	Share buy-back on recognized stock market or approved stock exchange	mel, cf CO s 49BA(1)(b), (2)(b), (3)(b), (4), UKCA ss 693(1), 701
240.	Share buy-back otherwise than under section 238 or 239	mel, cf CO ss 49BA(1)(c), (5), (6), 49D(4), 49E(1), (2)
241.	Exemptions	mel, cf CO s 49BA(11), (12)
242.	No assignment of right to buy back own shares	mel, cf CO s 49F(1), UKCA s 704
243.	Release of right to buy back own shares	mel, cf CO s 49F(3), UKCA s 700

Subdivision 5 – Share Buy-backs: Unlisted Companies

Section	New Companies Ordinance	Origin
244.	Share buy-back under contract	mel, cf CO s 49D(1), (2), (3), s 49E(1), (3), UKCA s 694
245.	Resolution authorizing contract: disclosure of contract details	mel, cf CO s 49D(5), (7)(c)(ii), UKCA s 696
246.	Resolution authorizing contract: exercise of voting rights	mel, cf CO s 49D(4), (7)(c)(i), UKCA s 695
247.	Variation of authorizing contract	mel, cf CO s 49D(3), (6), UKCA s 697
248.	Resolution authorizing variation: disclosure of details of variation	mel, cf CO s 49D(5), (6), (7)(c)(ii), UKCA s 699
249.	Resolution authorizing variation: exercise of voting rights	mel, cf CO s 49D(4), (6), (7)(c)(i), UKCA s 698
250.	No assignment of right to buy back own shares	mel, cf CO s 49F(1), UKCA s 704
251.	Release of right to buy back own shares	mel, cf CO ss 49D(3), 49F(2), UKCA s 700
252.	Resolution authorizing release: disclosure of details of release	mel, cf CO ss 49D(5), (7)(c)(ii), (8), 49F(2), UKCA ss 699, 700(5)
253.	Resolution authorizing release: exercise of voting rights	mel, cf CO ss 49D(4), (7)(c)(i), (8), 49F(2)
254.	Variation of release of right to buy back own shares	mel, cf CO ss 49D(3), (6), 49F(2)
255.	Resolution authorizing variation of release: disclosure of details of variation	mel, cf CO ss 49D(5), (6), (7)(c)(ii), (8), 49F(2), UKCA s 699
256.	Resolution authorizing variation of release: exercise of voting rights	CO ss 49D(4), (6), (7)(c)(i), (8), 49F(2)

Subdivision 6 – Payment for Share Redemptions and Buy-backs

257.	Payment for redemption or buy-back	mel, cf CO ss 49(3), 49A(1)(a), 49B(3), 49C, UKCA s 692
258.	Special resolution for payment out of capital	new provision, cf CO ss 49K(2), 49L(1)
259.	Solvency statement for payment out of capital	new provision, cf CO ss 49K(3), (7)(b), 49L(1), (4), 49K to 49O

Section	New Companies Ordinance	Origin
260.	Special resolution: exercise of voting rights	new provision, cf CO ss 49K(7)(a), 49L(2), (3), UKCA s 717
261.	Public notice of payment out of capital	new provision, cf CO ss 49M(1) to (4), 49K to 49O, UKCA s 719
262.	Inspection of special resolution and solvency statement	new provision, cf CO s 49M(5) to (7), UKCA s 720
263.	Application to Court by members or creditors	new provision, cf CO s 49N (except 49N(3)(b)), UKCA ss 721, 722
264.	Power of Court to adjourn proceedings	new provision, cf CO s 49O(1), UKCA s 721(3)
265.	Power of Court to confirm or cancel special resolution	new provision, cf CO ss 49O(2) to (4), 49K to 49O, UKCA s 721(4) to (7)
266.	Company to deliver copy of order of Court to Registrar	new provision, cf CO s 49N(3)(b), (4), UKCA s 722

Subdivision 7 – General Provisions

267.	General prohibition on acquisition of own shares	mel, cf CO s 58(1A) to (1C), UKCA s 658
268.	No redemption or buy-back of unpaid or partly-paid shares	mel, cf CO ss 49(3), 49B(3), UKCA s 691(1)
269.	Effect of redemption or buy-back	mel, cf CO ss 49A(4), 49B(3), UKCA s 688, SCA s 76G
270.	Return of share redemption or buy-back	mel, cf CO ss 49G(1) to (3), (6), 54(1), UKCA s 689
271.	Effect of company's failure to redeem or buy back	mel, cf CO s 49P(1) to (3), UKCA s 735(1) to (3)
272.	Effect on winding up of company's failure to redeem or buy back	mel, cf CO s 49P(4) to (7), UKCA s 735(4) to (6)
273.	Power to modify by regulation	mel, cf CO s 49Q, UKCA s 737

Division 5

Financial Assistance for Acquisition of Own Shares

Subdivision 1 – Preliminary

Section	New Companies Ordinance	Origin
274.	Interpretation	mel, cf CO ss 47B, 47D, UKCA s 677

Subdivision 2 – General Prohibition on Financial Assistance for Acquisition of Own Shares

275.	Prohibition on financial assistance for acquisition of shares or for reducing or discharging liability for acquisition	mel, cf CO s 47A, UKCA s 678
276.	Failure to comply with Division does not affect validity of financial assistance, etc.	new provision

Subdivision 3 – Exceptions from Prohibition

277.	General exceptions	mel, cf CO s 47C(3), UKCA s 681
278.	Principal purpose exception	mel, cf CO s 47C(1), (2), UKCA s 678(2)
279.	Exception for money lending businesses	mel, cf CO s 47C(4)(a), UKCA s 682(2)(a)
280.	Exception for employee share schemes	mel, cf CO s 47C(4)(b), UKCA ss 682(2)(b), 2(c), (5), 1166
281.	Exception for loans to employees	mel, cf CO s 47C(4)(c), (5), (6), UKCA s 682(2)(d)
282.	Special restriction for listed companies	mel, cf CO s 47D(1), UKCA s 682(1)(b) (public companies)

Subdivision 4 – Authorization for Giving Financial Assistance

283.	Financial assistance not exceeding 5% of shareholders funds	new provision, cf NZCA ss 76(1)(c), (2), (3), 77(1), (2), 80
284.	Financial assistance with approval of all members	new provision, cf NZCA ss 76(1), (2), (3), 77(1), (2)
285.	Financial assistance by ordinary resolution	new provision, cf NZCA ss 76(1)(b), (2), (3), 77(1), (2), 78(1), (2), (5), (6), 79
286.	Application to Court for restraining order	new provision, cf CO s 47G(2) to (4), (10), NZCA s 78(7)

Section	New Companies Ordinance	Origin
287.	Power of Court to adjourn application	new provision, cf CO s 47G(5)
288.	Power of Court to confirm or restrain giving of financial assistance	new provision, cf CO s 47G(5)(a),(6),(8)
289.	Company to deliver copy of order of Court to Registrar	new provision, cf CO s 47G(7), (10)

Part 6

Distribution of Profits and Assets

Division 1

Preliminary

290.	Interpretation	mel, cf CO ss 79A(1), (2), 79C(2), 79F(2), UKCA ss 829, 853
291.	Realized profits and losses	mel, cf CO ss 79A(3), 79B(4), UKCA s 853(4)
292.	Certain amount to be regarded as realized profit or loss	mel, cf CO s 79K
293.	Certain amount relating to insurance company with long term business to be regarded as realized profit or loss	mel, cf CO s 79E, UKCA s 843
294.	Distribution in kind: certain amount to be regarded as realized profit	mel, cf CO s 79L, UKCA s 846
295.	Application of Part	new provision, and for transitional provisions Sch 11 Pt 6 ss 48, 49 of new CO
296.	Saving for other restraints on distribution	mel, cf CO s 79P, UKCA s 852

Division 2

Prohibitions and Restrictions

297.	Prohibition on certain distributions	mel, cf COs 79B(1), (2), UKCA s 830
298.	Listed company may only make certain distributions	mel, cf CO s 79C(1), (3), UKCA s 831
299.	Restriction on application of unrealized profits	mel, cf CO s 79B(3), UKCA s 849
300.	Financial Secretary may modify or exempt provisions in relation to investment company	mel, cf CO s 79D

Section	New Companies Ordinance	Origin
301.	Consequences of unlawful distribution	mel, cf CO s 79M, UKCA s 847

Division 3

Provisions Supplementary to Division 2

302.	Justification of distribution by reference to financial statements	mel, cf CO s 79F(1), (2), UKCA s 836
303.	Successive distributions	mel, cf CO s 79J, UKCA s 840

Division 4

Special Financial Statements

304.	Last annual financial statements specified for purposes of section 302	mel, cf CO ss 79F(3), 79G, UKCA s 837
305.	Interim financial statements specified for purposes of section 302	mel, cf CO ss 79F(4), 79H, UKCA s 838
306.	Initial financial statements specified for purposes of section 302	mel, cf CO ss 79F(4), 79I, UKCA s 839

Part 7

Debentures

Division 1

Preliminary

307.	Interpretation	mel, cf CO s 2(1), UKCA s 738
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Division 2

Register of Debenture Holders

308.	Register of debenture holders	mel, cf CO s 74A(1), (4)
309.	Place where register must be kept	mel, cf CO s 74A(2), (3), (4), UKCA s 743
310.	Right to inspect and request copy	mel, cf CO s 75, UKCA s 744
311.	Power to close register of debenture holders	mel, cf CO s 99, UKCA s 744(5)
312.	Branch register of debenture holders	new provision
313.	Keeping of branch register	new provision
314.	Transactions in debentures registered in branch register	new provision
315.	Discontinuance of branch register	new provision

Division 3

Allotment of Debentures or Debenture Stock

Section	New Companies Ordinance	Origin
316.	Return of allotment	new provision
317.	Registration of allotment	new provision, cf UKCA s 741
318.	Issue of debenture or certificate for debenture stock on allotment	mel, cf CO s 70(1), (2), UKCA s 769
319.	Court order for delivery of debenture or certificate for debenture stock	mel, cf CO s 70(3)

Division 4

Transfer of Debentures or Debenture Stock

320.	Requirement for instrument of transfer	mel, cf CO s 66, UKCA s 770
321.	Registration of transfer or refusal of registration	mel, cf CO ss 68, 69(1), (2), UKCA s 771
322.	Certification of transfer	mel, cf CO s 69A, UKCA s 775
323.	Issue of debenture or certificate for debenture stock on transfer	mel, cf CO s 70(1A), (1B), (2), (4), UKCA s 776
324.	Court order for delivery of debenture or certificate for debenture stock	mel, cf CO s 70(3), UKCA s 782

Division 5

Miscellaneous Provisions

325.	Evidence of grant of probate etc.	mel, cf CO s 72, UKCA s 744
326.	Form of register of holders of debentures kept under instrument made by company	mel, cf CO s 74B
327.	Perpetual debentures	mel, cf CO s 76, UKCA s 739
328.	Power to reissue redeemed debentures	mel, cf CO s 77, UKCA s 752
329.	Deposit of debentures to secure advances	mel, cf CO s 77(4), UKCA s 753
330.	Specific performance of contracts to subscribe for debentures	mel, cf CO s 78, UKCA s 740
331.	Court may order meeting of debenture holders	mel, cf CO s 75A, ACA ss 283EA to 283EC
332.	Liability of trustees for debenture holders	mel, cf CO s 75B, UKCA ss 750, 751

Part 8

Registration of Charges

Division 1

Preliminary

Section	New Companies Ordinance	Origin
333.	Interpretation	new provision, cf CO ss 2(1), 80(9), 81(1), 87(8), 91(1), (2), (7), Companies (Forms) Regulations (Cap 32B) reg 5

Division 2

Obligation to Register Specified Charges after Creation

334.	Specified charge	mel, cf CO s 80(2), (5), (6), UKCA 1989 s 93, ACA s 262, SCA s 131(3)(i)
335.	Company must register specified charge created by it	mel, cf CO ss 80(1), (1A), (3), (4), (7), 81(1), (2), 83(1), UKCA s 860
336.	Registered non-Hong Kong company must register specified charge created by it	mel, cf CO ss 80(1), (7), 81(1), (2), 83(1), 91(1), (2)
337.	Consequences of contravention of section 335 or 336	mel, cf CO ss 80(1), 81(1), (3), 83(1), 91(1)

Division 3

Obligation to Register Existing Charges

338.	Company must register charge existing on property acquired	mel, cf CO ss 82(1), (2), 83(1) UKCA ss 862
339.	Registered non-Hong Kong company must register charge existing on property acquired	mel, cf CO ss 82(1), (2), 83(1), 91(1), (2)
340.	Registered non-Hong Kong company must register charge existing on property on date of company's registration under Part 16	mel, cf CO ss 83(1), 91(5), (6)

Division 4

Obligation to Register Other Particulars of Debentures

Section	New Companies Ordinance	Origin
341.	Company or registered non-Hong Kong company must register particulars of issue of debentures	mel, cf CO ss 80(7), 81(1), (2), (3), 83(1), 91(1), (5), (6), UKCA s 863
342.	Company or registered non-Hong Kong company must register particulars of commission etc. in relation to debentures	mel, cf CO ss 80(8), 81(1), (2) and 91(1), (5), UKCA s 864
343.	Consequences of contravention of section 342	mel, cf CO ss 80(8), 81(3), 91(1), (6), UKCA s 863

Division 5

Provisions supplementary to Divisions 2, 3 and 4

344.	Certificate of registration	mel, cf CO ss 83(2), 91(1), (5)
345.	Notification to Registrar of payment of debt, release etc.	mel, cf CO ss 85, 91(1), (5), 304
346.	Extension of time for registration	mel, cf CO ss 86, 91(1), (5)
347.	Rectification of registered particulars	mel, cf CO ss 86, 91(1), (5)

Division 6

Notice to Registrar of Enforcement of Security

348.	Notice of appointment of receiver or manager	mel, cf CO ss 87(1), (3), (6), (7), 91(1), (2), UKCA s 871(1)
349.	Notice of mortgagee entering into possession of property	mel, cf CO ss 87(2), (3), (6), (7), 91(1), (2)
350.	Notice of cessation of appointment of receiver or manager or mortgagee going out of possession of property, etc.	mel, cf CO ss 87(4) to (7), 91(1), (2)

Division 7

Company's and Registered Non-Hong Kong Company's Records and Register of Charges

351.	Obligation to keep copies of instruments creating charges	mel, cf CO ss 88(1) to (4), 91(1), (3)(a), UKCA s 890
352.	Obligation of company to keep register of charges	mel, cf CO s 89(1), (2), (4), (5), UKCA s 891

Section	New Companies Ordinance	Origin
353.	Obligation of registered non-Hong Kong company to keep register of charges	mel, cf CO ss 89(1), (2), (4), (5), 91(1), (2), (3)
354.	Notification of place where register of charges is kept	mel, cf CO ss 89(3), (4), 91(1), (3)(a)
355.	Right to inspect	mel, cf CO ss 90(1), 91(1), UKCA s 877(4)
356.	Financial Secretary may make regulations for purposes of this Division	new provision

Part 9

Accounts and Audits

Division 1

Preliminary

357.	Interpretation	new provision, cf CO ss 2(1), 124(4)
358.	Application in relation to financial year beginning on or after commencement date of relevant provision etc.	new provision. For transitional provisions see Sch 11 Part 9 of new CO

Division 2

Reporting Exemption

359.	Company falling within reporting exemption	mel, cf CO s 141D(1) to (3)
360.	Conditions specified for section 359(1)(c)(iii) and (2)(c)(ii)	new provision
361.	Small private company	new provision and see Sch 3 s 1(1), (2) of new CO
362.	Eligible private company	new provision and see Sch 3 s 1(3), (4) of new CO
363.	Small guarantee company	new provision and see Sch 3 s 1(5), (6) of new CO
364.	Group of small private companies	new provision and see Sch 3 s 1(7), (8), (9) of new CO
365.	Group of eligible private companies	new provision and see Sch 3 s 1(10), (11), (12) of new CO
366.	Group of small guarantee companies	new provision and see Sch 3 s 1(13), (14) of new CO

Division 3

A Company's Financial Year

Section	New Companies Ordinance	Origin
367.	Financial year	new provision, cf CO s 127(1), UKCA s 390(2) to (5)
368.	Accounting reference period	new provision, cf UKCA s 391(5) to (7)
369.	Primary accounting reference date	new provision, cf UKCA s 391(4)
370.	Accounting reference date	new provision
371.	Alteration of accounting reference date	new provision, cf UKCA s 392(1) to (5)

Division 4

Preparation of Financial Statements and Directors' Reports

Subdivision 1 – Preliminary

372.	Interpretation	mel, cf CO s 168BAA(3)(a), (c)
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Subdivision 2 – Accounting Records

373.	Company must keep accounting records	mel, cf CO s 121(1), (2), (4), UKCA ss 386(1) to (3), (5), 387, ACA s 286(1)(a)
374.	Where accounting records to be kept	mel, cf CO s 121(3), (4), UKCA ss 388(1) to (3), 389(1), (2), (4)
375.	Director may obtain copies of accounting records during inspection	new provision, cf CO s 348C(3), UK, The Companies (Company Records) Regulations 2008 regs 7, 8
376.	Form of accounting records	mel, cf CO s 348C(1), (2), (4), UKCA ss 1135(1), (2), 1138(1) to (3)
377.	How long accounting records to be preserved	mel, cf CO s 121(3A), (4), UKCA ss 388(4), 389(1)
378.	Court may order accounting records to be inspected on director's behalf	new provision, cf SCA s 199(5), ACA s 290(2) to (4)

Subdivision 3 – Financial Statements

Section	New Companies Ordinance	Origin
379.	Directors must prepare financial statements	mel, cf CO ss 123 to 126, 129C, 141D, UKCA ss 393, 394, 399
380.	General requirements for financial statements	mel, cf CO ss 2B(3), 123, 126, 141D, ACA ss 296, 297, UKCA s 464
381.	Subsidiary undertakings to be included in annual consolidated financial statements	mel, cf CO ss 2B(3), 124, UKCA s 405
382.	Provisions supplementary to sections 380 and 381	mel, cf CO s 30 (company ceases to enjoy privileges of private company)
383.	Notes to financial statements to contain information on directors' emoluments etc.	mel, cf CO ss 161, 161B, 161BB, 161C, UKCA s 412
384.	Register of particulars not required to be contained in notes to financial statements	mel, cf CO s 161BB
385.	Place where register mentioned in section 384 must be kept	mel, cf CO s 161BB
386.	Right to inspect and request copy	mel, cf CO s 161BB
387.	Statement of financial position to be approved and signed	mel, cf CO s 129B

Subdivision 4 – Directors' Report

388.	Directors must prepare directors' report	mel, cf CO ss 129D(1), 129F, 141D, UKCA ss 415, 416
389.	Provisions supplementary to section 388	new provision, cf CO s 30 (company ceases to enjoy privileges of private company)
390.	Contents of directors' report: general	mel, cf CO ss 2B(3), 129D(3), UKCA s 416(1), (2)
391.	Directors' report to be approved and signed	mel, cf CO ss 129D(2), 141D(1), (4), UKCA ss 419, 433

Division 5

Auditor and Auditor's Report

Subdivision 1 – Preliminary

Section	New Companies Ordinance	Origin
392.	Interpretation	new provision, cf UKCA s 485(2)

Subdivision 2 – Appointment of Auditor

393.	Eligibility for appointment	mel, cf, CO s 140
394.	Auditor must be appointed for each financial year	mel, cf CO s 131(1), UKCA ss 485, 489
395.	Appointment of first auditor by directors	mel, cf CO s 131(3), UKCA ss 485(3), 489(3)
396.	Appointment of auditor by company members	mel, cf CO s 131(1), (4), UKCA ss 485(2), (4), 489(2), (4)
397.	Appointment to fill casual vacancy	mel, cf CO s 131(5), UKCA ss 485(3)(c), (4)(c), 489(3)(c), (4)(c), ACA s 327C(1)
398.	Appointment of auditor by Court	mel, cf CO s 131(2), UKCA s 486(1)
399.	Effect of appointment a firm as auditor	mel, cf CO s 131(9)
400.	Special notice required for resolution for appointing auditor in some cases	mel, cf CO s 132
401.	Copies of written resolution for appointment must be sent to new and old auditors	new provision, cf UKCA s 514(1) to (3), (8)
402.	Terms of office of auditor	mel, cf CO s 131(1), UKCA ss 487, 491
403.	Person deemed to be reappointed as auditor	new provision, cf UKCA ss 487(2) to (4), 488
404.	Auditor's remuneration	mel, cf CO s 131(8), UKCA s 492

Subdivision 3 – Auditor's Report

405.	Auditor's duty to report	mel, cf CO s 141, UKCA s 495(1)
406.	Auditor's opinion on financial statements, directors' report, etc.	mel, cf CO ss 141(3)(a), 141D(1)(a), (e), UKCA ss 495(3), 496
407.	Auditor's opinion on other matters	mel, cf CO ss 141, (4), (6), 141D(1)(e)(i), 161(8), 161B(12), UKCA s 498

Section	New Companies Ordinance	Origin
408.	Offences relating to contents of auditor's report	new provision, cf UKCA s 507(2), (3)
409.	Auditor's reports to be signed	new provision, cf UKCA ss 503, 505

Subdivision 4 – Auditor's Rights and Privileges, etc.

410.	Qualified privileges	new provision, cf SCA s 208
411.	Rights in relation to general meeting	mel, cf CO s 141(7), (8), UKCA s 502(2), (3)
412.	Rights in relation to information	mel, cf CO ss 2B(3), 133, 141(5), UKCA ss 499, 500
413.	Offences relating to section 412	mel, cf CO ss 133(2), (3), 134, UKCA s 501(3), (4), (6)
414.	Auditor may provide information to incoming auditor without contravening duties	new provision, cf MPFSO s 42A

Subdivision 5 – Auditor's Liability

415.	Avoidance of provisions protecting auditor from liability	mel, cf CO s 165, UKCA ss 532, 533
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Subdivision 6 – Termination of Auditor's Appointment

416.	When appointment is terminated	new provision, cf CO s 131(5), and proviso to (9)
417.	Resignation of auditor	mel, cf CO s 140A, UKCA ss 516, 517
418.	Cessation of office	mel, cf CO s 140(4), UKCA s 1213
419.	Company may remove auditor	mel, cf CO ss 131(6), (7), 132(1)(d), (2)(a), UKCA ss 510 to 512
420.	Removed auditor not deprived of compensation, damages, etc.	mel, cf CO s 131(10), UKCA s 510(3)

Subdivision 7 – Outgoing Auditor’s Right to Requisition Meeting of Company and Make Representation

Section	New Companies Ordinance	Origin
421.	Resigning auditor may requisition meeting	mel, cf CO s 140B, UKCA s 518(1), (2), (5) to (7)
422.	Cessation statement in relation to, and attendance at, general meeting	mel, cf CO ss 132(3) to (6), 140B(2) to (5), 141(7), (8)
423.	Cessation statement in relation to written resolution	new provision, cf UKCA s 514

Subdivision 8 – Outgoing Auditor’s Statement of Circumstances

424.	Duty of resigning auditor to give statement	mel, cf CO s 140A(1), (2), UKCA s 519
425.	Duty of auditor who retires or is removed to give statement	new provision, cf UKCA s 519
426.	Company’s and aggrieved person’s responses to statement of circumstances	mel, cf CO s 140A, UKCA ss 520, 521
427.	Court may order statement of circumstances not to be sent	mel, cf CO s 140A(5), (6), UKCA ss 520(4), (5), 521(2)
428.	Offences relating to section 427	mel, cf CO s 140A(7), UKCA ss 520, 521

Division 6

Laying and Publication of Financial Statements and Reports

429.	Directors must lay financial statements etc. before company in general meeting	mel, cf CO s 122(1) to (3), UKCA ss 437(1), 438(1) to (4)
430.	Company must send copies of financial statements etc. to members before general meeting	mel, cf CO s 129G(1) and proviso (c), (1AA), (1AB), UKCA ss 423(1)(a), (5), 424(3), (4), (6)
431.	Period for laying and sending financial statements etc.	mel, cf CO ss 111(1), 122(1), (1B), (2), UKCA s 442(2) to (7)
432.	Exception to section 430	mel, cf CO s 129G(1) proviso (a) and (b)
433.	Offences relating to section 430	mel, cf CO s 129G(3), UKCA ss 425(1), 438(3)
434.	Company must send to non-voting members other documents	mel, cf CO s 129G(2A)

Section	New Companies Ordinance	Origin
435.	Company must send copies of financial statements etc. to members and others on demand	mel, cf CO s 129G(2), (3), UKCA s 431
436.	Requirement in connection with publication of financial statements etc.	mel, cf CO s 129C(1), (3), UKCA ss 434 to 436

Division 7

Summary Financial Reports

437.	Interpretation	new provision, cf UK, The Companies (Summary Financial Statement) Regulations 2008 reg 8(2), Singapore, Companies (Summary Financial Statement) Regulations 1995 reg 2
438.	Application of Division	mel, cf CO ss 141CA to 141CH
439.	Directors may prepare financial report in summary form	mel, cf CO s 141CF(1)(a), (b), (3), UKCA s 429
440.	Summary financial report to be approved and signed	mel, cf CO s 141CF(1)(c), (3), Cap 32M reg 5(3)(1), Singapore, Companies (Summary Financial Statement) Regulations 1995 reg 3(1)(b), (c)
441.	Company may send copy of summary financial report to member	mel, cf ss 129G(1) proviso (b)(iv), (1A), 141CA, UK, The Companies (Summary Financial Statement) Regulations 2008 reg 3(a), ACA s 314(1)(b), SCA s 203A(1)
442.	Company may seek member's intent on receiving summary financial report	mel, cf CO s 141CB, Cap 32M regs 3, 6, 8 to 12, UK, The Companies (Summary Financial Statement) Regulations 2008 reg 8(2), ACA s 316(1)(a), SCA s 203A(3), Singapore, Companies (Summary Financial Statement) Regulations 1995 reg 5(1), (2)
443.	Notice of revocation and notice of cessation of statutory election	mel, cf Cap 32M regs 7 to 12

Section	New Companies Ordinance	Origin
444.	Company must comply with member's request in notice of intent etc.	new provision, cf UK, The Companies (Summary Financial Statement) Regulations 2008 reg 5(2)
445.	Additional copy of reports etc. to be sent by company	mel, cf CO s 141CD(1), (2), (3), (4), (6)
446.	Company must not send summary financial report under some circumstances	mel, cf CO ss 141CE(1), (2), 141CG, Cap 32M reg 5(3)(1), UK, The Companies (Summary Financial Statement) Regulations 2008 reg 3, 4(1)(a), (2)

Division 8

Miscellaneous

447.	Exemption applicable to dormant company	mel, cf CO s 344A(4), (6), (7)
448.	Liability for untrue or misleading statement in reports	new provision, cf UKCA s 463(1)(a), (c), (2) to (5), (6)(b)
449.	Voluntary revision of financial statements etc.	mel, cf CO s 141E
450.	Financial Secretary may make regulation regarding revision of financial statements etc.	mel, cf CO s 359A(3)(a), (4)(a) to (d), (6)
451.	Financial Secretary may make regulation regarding disclosures of certain information	new provision, cf CO s 161B(2), (5), (7)
452.	Financial Secretary may make other regulations	new provision, cf CO ss 129D(3), 161, 161A, 161B, 359A(2)(d) to (f)

Part 10

Directors and Company Secretaries

Division 1

Appointment, Removal and Resignation of Directors

Subdivision 1 – Requirement to have Directors

453.	Public company and company limited by guarantee required to have at least 2 directors	mel, cf CO s 153(1), (2), (5) to (7)
454.	Private company required to have at least one director	mel, cf CO s 153A(1), (2), (10), (11)

Section	New Companies Ordinance	Origin
455.	Nomination of reserve director of private company	mel, cf CO s 153A(6) to (9)
456.	Restriction on body corporate being director	mel, cf CO s 154A(1) to (3), UKCA s 157(4), (5)
457.	Requirement to have at least one director who is natural person	new provision, cf UKCA s 155(1)
458.	Direction requiring company to appoint director	new provision, cf UKCA s 156

Subdivision 2 – Appointment of Directors

459.	Minimum age for appointment as director	mel, cf CO s 157C, UKCA s 157(1), (4), (5)
460.	Appointment of directors to be voted on individually	mel, cf CO s 157A(1), (2)(b), (3)
461.	Validity of acts of director	mel, cf CO ss 157, 157A(2)(a), UKCA s 161

Subdivision 3 – Removal and Resignation of Directors

462.	Resolution to remove director	mel, cf CO s 157B(1), (1A), (5) to (8)
463.	Director’s right to protest against removal	mel, cf CO s 157B(2) to (4), UKCA s 169
464.	Resignation of director	mel, cf CO s 157D

Division 2

Directors’ Duty of Care, Skill and Diligence

465.	Duty to exercise reasonable care, skill and diligence	new provision, cf UKCA ss 170(1), (3), (5), 174, 251(3)
466.	Civil consequences of breach of duty to exercise reasonable care, skill and diligence	new provision, cf UKCA s 178(1)

Division 3

Directors’ Liabilities

467.	Interpretation and application	new provision, cf UKCA s 234(2)
468.	Avoidance of provisions protecting director from liability	mel, cf CO s 165(1), (3), UKCA s 232(1) to (3)
469.	Permitted indemnity provision	new provision, cf UKCA s 234(1) to (5)

Section	New Companies Ordinance	Origin
470.	Permitted indemnity provision to be disclosed in directors' report	new provision, cf UKCA s 236(2) to (5)
471.	Place where copy of permitted indemnity provision must be kept	new provision, cf UKCA s 237(1) to (8)
472.	Right of member to inspect and request copy	new provision, cf UKCA ss 237(8), 238
473.	Ratification of conduct by director involving negligence, etc.	new provision, cf UKCA s 239

Division 4

Appointment and Resignation of Company Secretaries

474.	Company required to have company secretary	mel, cf CO s 154(1), (1AA), (1AB), (2), (3)
475.	Circumstances under which director may not be company secretary	mel, cf CO s 154(1A), (1B), (4)
476.	Direction requiring company to appoint company secretary	new provision, cf UKCA s 272
477.	Resignation of company secretary	mel, cf CO s 157D(1) to (3)

Division 5

Miscellaneous Provisions Relating to Directors and Company Secretaries

478.	Director vicariously liable for acts of alternate etc.	mel, cf CO s 153B
479.	Avoidance of acts done by person in dual capacity as director and company secretary	mel, cf CO s 154B, UKCA s 280
480.	Provisions as to undischarged bankrupt acting as director	mel, cf CO s 156
481.	Minutes of directors' meetings	mel, cf CO s 119(1), (4), UKCA s 248
482.	Minutes as evidence	mel, cf CO s 119(2), (3), UKCA s 249
483.	Written record of decision of sole director of private company	mel, cf CO s 153C

Part 11

Fair Dealing by Directors

Division 1

Preliminary

Section	New Companies Ordinance	Origin
484.	Interpretation	mel, cf CO s 157H(8) to (10)
485.	Circumstances constituting contravention	mel, cf CO s 157I(6)
486.	Connected entity	mel, cf CO s 157H(2)(c), (3)(c), 4(c), (8), (9), UKCA s 252(1), (2)
487.	Family member of director or former director	mel, cf CO s 157H(8)(b)(i), (9), UKCA s 253(1), (2)
488.	Director or former director associated with body corporate	mel, cf CO s 157H(2)(c), (3)(c), (4)(c), UKCA ss 254, 255
489.	Company subject to more than one prohibition	new provision, cf UKCA s 225
490.	Application to transaction or arrangement despite its governing law	new provision, cf UKCA s 259

Division 2

Loan, Quasi-loan and Credit Transaction

Subdivision 1 – Preliminary

491.	Interpretation	mel, cf CO s 157H(10), (11)(c)
492.	Body corporate controlled by director	mel, cf CO s 157H(2)(c), (3)(c), (4)(c)
493.	Quasi-loan	mel, cf CO s 157H(10), (11)(b)
494.	Credit transaction	mel, cf CO s 157H(10)
495.	Person for whom transaction or arrangement entered into	new provision, cf UKCA s 212
496.	Prescribed approval of members	new provision, cf UKCA ss 197(1) to (4), 224, 239(4)
497.	Value of transaction or arrangement etc.	new provision, cf CO s 157HA (10), (13), UKCA s 211(1) to (6)
498.	Total exposure amount	mel, cf CO s 157HA(11), (12)(a), (b), (13)
499.	Preservation of effect of members' unanimous consent	new provision, cf UKCA s 239(6)(a)

Subdivision 2 – Prohibitions

Section	New Companies Ordinance	Origin
500.	Company must not make loan etc. to director or body corporate controlled by director	mel, cf CO s 157H(2), UKCA s 197
501.	Specified company must not make quasi-loan etc. to director	mel, cf CO s 157H(3)(a), (b), UKCA s 198
502.	Specified company must not make loan or quasi-loan etc. to connected entity	mel, cf CO s 157H(2), (3), (8), (9), UKCA s 200
503.	Specified company must not enter into credit transaction etc. as creditor for director or connected entity	mel, cf CO s 157H(4), (8), (9), UKCA s 201
504.	Company must not take part in arrangement purporting to circumvent sections 500 to 503	mel, cf CO s 157H (5) to (9), UKCA s 203

Subdivision 3 – Exceptions to Subdivision 2

505.	Exception for loan, quasi-loan and credit transaction of value not exceeding 5% of net assets or called-up share capital	new provision, cf UKCA s 207 (1), (2)
506.	Exception for expenditure on company business	mel, cf CO s 157HA(3)(a), UKCA s 204(1)
507.	Exception for expenditure on defending proceedings etc.	new provision, cf UKCA s 205
508.	Exception for expenditure in connection with investigation or regulatory action	new provision, cf UKCA s 206
509.	Exception for home loan	mel, cf CO s 157HA(3)(b), (5), (11), UKCA s 209(3), (4)
510.	Exception for leasing goods and land etc.	mel, cf CO s 157HA(3)(c), (11)
511.	Exception for transaction entered into in ordinary course of business	mel, cf CO s 157HA(6) to (8), UKCA ss 207(3), 209(1), (2)
512.	Exception for intra-group transaction	mel, cf CO s 157HA(1)

Subdivision 4 – Consequences of Contravention

513.	Civil consequences of contravention	mel, cf CO s 157I(4), UKCA s 213
514.	Affirmation of contravening transaction or arrangement	new provision, cf UKCA ss 214, 239(6)(a)
515.	Provisions supplementary to section 514	new provision, cf UKCA ss 197(3), (4), 224, 239(4)

Division 3

Payment for Loss of Office

Subdivision 1 – Preliminary

Section	New Companies Ordinance	Origin
516.	Interpretation	new provision, cf CO s 163B(3)(b), UKCA ss 215(2) to (4), 223
517.	Payment for loss of office	mel, cf CO s 163D(2), (3)(a), (6), UKCA ss 215(1), 216
518.	Prescribed approval of members or affected members	mel, cf CO s 163D(4), UKCA ss 217(1) to (3), 219(4), 239(4)
519.	Preservation of effect of members' or affected members' unanimous consent	new provision, cf UKCA s 239(6)(a)
520.	This Division does not affect operation of other Ordinance or law	mel, cf CO s 163D(5)

Subdivision 2 – Prohibitions

521.	Company must not make payment for loss of office to director or former director	mel, cf CO s 163, UKCA s 217
522.	Person must not make payment for loss of office to director or former director in connection with transfer of company's undertaking or property	mel, cf CO ss 163A, 163D(1), UKCA s 218
523.	Person must not make payment for loss of office to director or former director in connection with transfer of shares resulting from takeover offer	mel, cf CO s 163B, UKCA s 219

Subdivision 3 – Exceptions to Subdivision 2

524.	Exception for payments in discharge of legal obligation etc.	mel, cf CO s 163D(3)(b), UKCA s 220
525.	Exception for small payment	new provision, cf UKCA s 221

Subdivision 4 – Consequences of Contravention

526.	Interpretation	new provision, cf UKCA s 222(4), (5)
527.	Civil consequences of contravention of section 521	new provision, cf UKCA s 222(1)
528.	Civil consequences of contravention of section 522	mel, cf CO s 163A(1), (2), UKCA s 221(1)(b), (2)

Section	New Companies Ordinance	Origin
529.	Civil consequences of contravention of section 523	mel, cf CO s 163B(3), UKCA s 222(1)(b), (3)

Division 4

Directors' Service Contract

530.	Interpretation	new provision, cf UKCA ss 223(1), 251(3)
531.	Service contract	new provision, cf UKCA s 227
532.	Prescribed approval of members	new provision, cf UKCA ss 188(2), (5), 224, 239(4)
533.	Preservation of effect of members' unanimous consent	new provision, cf UKCA s 239(6)(a)
534.	Company must not agree to director's long-term employment	new provision, cf UKCA s 188(1)(a), (2)(a), (3), (4), (7)
535.	Civil consequences of contravention of section 534	new provision, cf UKCA s 189

Division 5

Material Interests in Transaction, Arrangement or Contract

536.	Director must declare material interests	mel, cf CO s 162, UKCA ss 177, 182
537.	Declaration to directors: timing	mel, cf CO s 162(1), UKCA ss 177(4), 182(4)
538.	Declaration to directors: procedures	mel, cf CO s 162(1), (2), UKCA ss 177(2), 182(2), 184, 185(2) to (4)
539.	Declaration to directors in case of company with sole director	new provision, cf UKCA s 186
540.	Application of Division to shadow director	new provision, cf UKCA s 187
541.	Companies must send general notices to other directors	new provision, cf UKCA s 185
542.	Offence	mel, cf CO s 162(3), UKCA s 183

Division 6

Miscellaneous

543.	Disclosure of management contract	mel, cf CO s 162A, UKCA s 237(2)(b), (3) to (7)
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Section	New Companies Ordinance	Origin
544.	Right of member to inspect and request copy	new provision, cf UKCA ss 237(8), 238
545.	Contract with sole member who is also director	mel, cf CO s 162B
546.	Financial Secretary may amend certain sums or percentage figures	new provision, cf UKCA s 258(1), (3)

Part 12

Company Administration and Procedure

Division 1

Resolutions and Meetings

Subdivision 1 – Preliminary

547.	Interpretation	new provision, cf CO s 116BB(2), UKCA ss 289, 290, 298(2), 333(4)
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Subdivision 2 – Written Resolution

548.	Written resolution	mel, cf CO s 116B, UKCA s 288
549.	Power to propose written resolution	new provision, cf UKCA ss 288(3), 292(5)
550.	Company's duty to circulate written resolution proposed by directors	new provision, cf UKCA s 291(2)
551.	Members' power to request circulation of written resolution	new provision, cf CO ss 115A, 116B, UKCA s 292(1), (3)
552.	Company's duty to circulate written resolution proposed by members	new provision, cf CO ss 115A, 116B, UKCA s 292(4) to (6)
553.	Circulation of written resolution	new provision, cf CO ss 115A, 116B, UKCA ss 291, 293, 294, 299
554.	Application not to circulate accompanying statement	new provision, cf CO ss 115A, 116B, UKCA s 295
555.	Company's duty to notify auditor of proposed written resolution	mel, cf CO s 116BA, UKCA s 502
556.	Procedure for signifying agreement to proposed written resolution	mel, cf CO s 116B(1) to (3), UKCA s 296
557.	Agreement signified by eligible members who are joint holders of shares	new provision, cf CO Table A reg 65, UKCA s 286, ACA s 250F

Section	New Companies Ordinance	Origin
558.	Period for agreeing to proposed written resolution	new provision, cf UKCA s 297
559.	Company's duty to notify members and auditor that written resolution has been passed	new provision, cf SCA s 184E(1)
560.	Sending document relating to written resolution by electronic means	new provision, cf UKCA s 298(1)
561.	Relationship between this Subdivision and provisions of company's articles	mel, cf CO s 116BB(1), UKCA s 300

Subdivision 3 – Resolutions at Meetings

562.	General provisions	mel, cf CO s 116(4), UKCA ss 281(3), 301
563.	Ordinary resolution	new provision, cf UKCA s 282
564.	Special resolution	mel, cf CO s 116(1), (3), (5), UKCA s 283

Subdivision 4 – Calling Meetings

565.	Directors' power to call general meeting	new provision, cf CO s 113, UKCA s 302
566.	Members' power to request directors to call general meeting	mel, cf CO ss 113, 114A(1)(b), UKCA s 303
567.	Directors' duty to call general meeting requested by members	mel, cf CO s 113, UKCA s 304
568.	Members' power to call general meeting at company's expense	mel, cf CO s 113(3) to (5), UKCA s 305
569.	Members' power to call general meeting when there is no director etc.	mel, cf CO s 114A(1)(b), Table A reg 51, ACA s 249F
570.	Power of Court to order meeting	mel, cf CO s 114B, UKCA s 306

Subdivision 5 – Notice of Meetings

571.	Notice required of general meeting	mel, cf CO ss 114, 114A, 116(1), UKCA s 307, ACA s 249H, SCA s 177
572.	Manner in which notice to be given	mel, cf CO s 114A(1)(a), UKCA ss 308, 333(1)
573.	Publication of notice of general meeting on website	new provision, cf UKCA s 309

Section	New Companies Ordinance	Origin
574.	Persons entitled to receive notice of general meeting	mel, cf CO s 114A, UKCA s 310
575.	Duty to give notice of general meeting to auditor	mel, cf CO ss 140B(5), 141(7), UKCA s 502, ACA s 249K
576.	Contents of notice of general meeting	mel, cf CO ss 111(1), 155B(1)(a), (4) to (6), Table A reg 52, UKCA s 311
577.	Explanation of improving director's emoluments to be set out in notice of general meeting	mel, cf CO s 116A
578.	Resolution requiring special notice	mel, cf CO s 116C, UKCA s 312
579.	Accidental omission to give notice of meeting or resolution	mel, cf CO s 115A(6), Table A reg 53, UKCA s 313

Subdivision 6 – Members' Statements

580.	Members' power to request circulation of statement	mel, cf CO s 115A, UKCA s 314
581.	Company's duty to circulate members' statement	mel, cf CO s 115A, UKCA s 315
582.	Expenses of circulating members' statement	mel, cf CO s 115A(4)(b), UKCA s 316
583.	Application not to circulate members' statement	mel, cf CO s 115A(5), UKCA s 317

Subdivision 7 – Procedure at Meetings

584.	Meeting at 2 or more places	new provision, cf UKCA s 360A, UK, The Companies (Model Articles) Regulations 2008 art 29 for public companies, art 37 for private companies, ACA s 249S
585.	Quorum at meeting	mel, cf CO ss 114A(1)(c), 114AA, Table A reg 55, UKCA s 318
586.	Chairperson of meeting	mel, cf CO s 114A(1)(d), UKCA s 319
587.	Resolution passed at adjourned meeting	mel, cf CO s 118, UKCA s 332

Subdivision 8 – Voting at Meetings

Section	New Companies Ordinance	Origin
588.	General rules on votes	mel, cf CO ss 114A(1)(e), (2)(b), Table A reg 64, UKCA s 284
589.	Votes of joint holders of shares	new provision, cf CO Table A reg 65, UKCA s 286
590.	Declaration by chairperson on show of hands	new provision, cf CO Table A reg 60, UKCA s 320
591.	Right to demand poll	mel, cf CO s 114D, Table A reg 60, UKCA ss 321, 329
592.	Chairperson's duty to demand poll	new provision, cf CO Table A reg 60(a)
593.	Voting on poll	mel, cf CO s 114E, UKCA s 322
594.	Company's duty to record result of poll in minutes of general meeting	new provision, cf HKEx, Main Board Listing Rules r 13.39(5), ACA s 251AA(1)
595.	Saving for provisions of articles as to determination of entitlement to vote	new provision, cf UKCA s 287

Subdivision 9 – Proxies and Corporate Representatives

596.	Right to appoint proxy	mel, cf CO s 114C, UKCA s 324
597.	Notice of meeting to contain statement of rights etc.	mel, cf CO s 114C(3), UKCA s 325
598.	Notice required of appointment of proxy etc.	mel, cf CO s 114C(4), UKCA 327
599.	Sending documents relating to proxies in electronic form	new provision, cf UKCA s 333
600.	Company-sponsored invitations to appoint proxies	mel, cf CO s 114C(5), (8), UKCA s 326
601.	Requirement as to instrument of proxy issued by company	mel, cf CO s 114C(6)
602.	Chairing meeting by proxy	new provision, cf UKCA s 328
603.	Company-sponsored proxy's duty to vote in the way specified in appointment of proxy	new provision, cf ACA s 250BB(1), (2)
604.	Notice required of termination of proxy's authority	new provision, cf UKCA s 330

Section	New Companies Ordinance	Origin
605.	Effect of member's voting in person on proxy's authority	new provision, cf UK, The Companies (Model Articles) Regulations 2008 art 39(2) for public companies, art 46(1) for private companies
606.	Representation of body corporate at meetings	mel, cf CO s 115(1), (2), UKCA s 323
607.	Representation of recognized clearing house at meetings	mel, cf CO s 115(1A), (3)
608.	Saving for more extensive rights given by articles	New provision, cf UKCA s 331

Subdivision 10 – Annual General Meetings

609.	Interpretation	new provision
610.	Requirement to hold annual general meeting	mel, cf CO ss 111, 122, UKCA s 336
611.	Exemption of dormant company from requirement to hold annual general meeting	mel, cf CO s 344A
612.	Circumstances in which company not required to hold annual general meeting	mel for (1), cf CO s 111(6) and new provision for (2) (for one member company or AGM dispensed with), SCA s 175A
613.	Dispensation with annual general meeting	new provision, cf SCA s 175A
614.	Revocation of resolution dispensing with annual general meeting	new provision, cf SCA s 175A
615.	Members' power to request circulation of resolution for annual general meeting	mel, cf CO s 115A(1)(a), (2), (4), UKCA s 338
616.	Company's duty to circulate resolution for annual general meeting	mel, cf CO s 115A(1)(a), (3), (6), (7), UKCA s 339

Subdivision 11 – Records of Resolutions and Meetings

617.	Written record where company has only one member	mel, cf CO ss 116 BC, UKCA s 357
618.	Records of resolutions and meetings, etc.	mel, cf CO ss 116B, 116BC, 119, UKCA s 355
619.	Place where records must be kept	mel, cf CO s 119A, UKCA s 358
620.	Right to inspect and request copy	mel, cf CO s 120, UKCA s 358

Section	New Companies Ordinance	Origin
621.	Records as evidence of resolutions etc.	mel, cf CO ss 116B(8), 116BC(2), 119(2), (3), UKCA s 356
622.	Registration of and requirements relating to certain resolutions, etc.	mel, cf CO s 117, UKCA ss 29, 30, 32, 36

Subdivision 12 – Application to Class Meetings

623.	Application to class meetings of companies with share capital	mel, cf CO ss 63A(6), (8), 114C(8), 114E, 115, 118(b), UKCA s 334
624.	Application to class meetings of companies without share capital	new provision, cf UKCA s 335

Division 2

Registers

Subdivision 1 – Preliminary

625.	Interpretation	new provision
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Subdivision 2 – Register of Members

626.	Interpretation	new provision
627.	Register of members	mel, cf CO s 95, UKCA s 113
628.	Place where register must be kept	mel, cf CO s 95(2) to (4), UKCA s 114
629.	Statement that company has only one member	mel, cf CO s 95A, UKCA s 123
630.	Index of members	mel, cf CO s 96, UKCA s 115
631.	Right to inspect and request copy	mel, cf CO s 98, UKCA s 116
632.	Power to close register of members	mel, cf CO s 99
633.	Power of Court to rectify register	mel, cf CO s 100, UKCA s 125
634.	Trusts not to be entered in register	mel, cf CO s 101, UKCA s 126
635.	Register to be proof in the absence of contrary evidence	mel, cf CO s 102, UKCA ss 127, 128
636.	Branch register of members	mel, cf CO s 103, UKCA ss 129, 130, SCA s 196(1), (2), (7), (9)
637.	Keeping of branch register	mel, cf CO s 104, UKCA ss 131, 132, SCA s 196(3), (4), (9)
638.	Transactions in shares registered in branch register	mel, cf CO s 104(4), UKCA s 133, SCA s 196(5)

Section	New Companies Ordinance	Origin
639.	Discontinuance of branch register	mel, cf CO s 104(5), UKCA s 135, SCA s 196(2), (6), (9)
640.	Provisions as to branch registers of non-Hong Kong companies kept in Hong Kong	mel, cf CO s 106, SCA s 196(8)

Subdivision 3 – Register of Directors

641.	Register of directors	mel, cf CO ss 158, 158A, UKCA s 162
642.	Right to inspect and request copy	mel, cf CO ss 158(7), (8), UKCA s 162
643.	Particulars of directors to be registered	mel, cf CO s 158, UKCA ss 163, 164, 166
644.	Protection of certain particulars from inspection	new provision, cf UKCA ss 240 to 246
645.	Duty to notify Registrar of appointment and change	mel, cf CO s 158, UKCA s 167
646.	Duty of director to make disclosure	mel, cf CO s 158B
647.	Registrar to keep an index of directors	mel, cf CO s 158C

Subdivision 4 – Register of Company Secretaries

648.	Register of company secretaries	mel, cf CO ss 158, 158A, UKCA s 275
649.	Right to inspect and request copy	mel, cf CO s 158(7), (8), UKCA s 275
650.	Particulars of company secretaries to be registered	mel, cf CO s 158, UKCA ss 277 to 279
651.	Protection of identification number from inspection	new provision, cf UKCA ss 240 to 246
652.	Duty to notify Registrar of appointment and change	mel, cf CO s 158, UKCA s 276
653.	Duty of company secretary to make disclosure	mel, cf CO s 158B

Division 3

Company Records

654.	Meaning of <i>company records</i>	new provision, cf UKCA s 1134
655.	Form of company records	mel, cf CO s 348C(1) to (3), UKCA s 1135

Section	New Companies Ordinance	Origin
656.	Duty to take precautions against falsification	mel, cf CO s 348C(4)
657.	Regulations about keeping and inspection of company records and provision of copies	new provision, cf UKCA ss 1136 and 1137

Division 4

Registered Office and Publication of Company Names

658.	Registered office of company	mel, cf CO s 92, UKCA ss 86, 87(1), (2)
659.	Requirement to disclose company name, etc.	new provision, cf CO s 93, UKCA s 82
660.	Criminal consequences of failure to make required disclosures	new provision, cf CO s 93(5), UKCA s 84
661.	Civil consequence of failure to make required disclosures	mel, cf CO s 93(5)(b), UKCA s 83

Division 5

Annual Return

662.	Requirement to deliver annual return	mel, cf CO ss 107, 109, UKCA ss 854, 858(1), (2)
663.	Exemption of dormant company from requirement to deliver annual return	mel cf CO s 344A(4), (6)(a)
664.	Contents of annual return	mel, cf CO ss 107(1), (2), (4), (7), 109(3); for subss (4) to (8), cf CO s 30
665.	Construction of reference to annual return	new provision, cf UKCA 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 Sched 2 s 81(3)

Part 13

Arrangements, Amalgamation, and Compulsory Share Acquisition in Takeover and Share Buy-Back

Division 1

Preliminary

Section	New Companies Ordinance	Origin
666.	Interpretation	new provision, cf CO s 157H(9), 9 th and 13 th Schs
667.	Associate	mel, cf CO s 168(3)(a), UKCA s 988

Division 2

Arrangements and Compromises

668.	Interpretation	new provision, cf CO ss 166(5), 167(5)
669.	Application of Division	new provision, CO s 166(1)
670.	Court may order meeting of creditors or members to be summoned	mel, cf CO s 166(1)
671.	Explanatory statements to be issued or made available to creditors or members	mel, cf CO s 166A
672.	Directors and trustees must notify company of interests under arrangement or compromise etc.	mel, cf CO s 166A(5)
673.	Court may sanction arrangement or compromise	mel, cf CO s 166(2) to (4)
674.	Provision supplementary to section 673(1): agreement to arrangement or compromise	mel, cf CO s 166(2), ACA s 411(4)(a)(ii)
675.	Court's additional powers to facilitate reconstruction or amalgamation	mel, cf CO s 167(1) to (3), UKCA ss 900, 901(2), ACA s 413(1)(f), (4)
676.	Court may order costs	new provision
677.	Company's articles to be accompanied by order of Court	mel, cf CO s 166(3), (4), UKCA s 901(3)

Division 3

Amalgamation of Companies within Group

678.	Interpretation	new provision, cf CO s 124(4), NZCA s 222(4), SCA ss 5B, 215D(4), (8)
679.	Solvency statement	new provision, cf CO s 47F, NZCA s 4(1), SCA ss 215D(5), 215I(1), (3), 215J(1), (2)

Section	New Companies Ordinance	Origin
680.	Vertical amalgamation	new provision, cf NZCA s 221(1), SCA s 215D(1)
681.	Horizontal amalgamation	new provision, cf NZCA s 222(2), SCA s 215D(2)
682.	Directors of amalgamating company must notify secured creditors of proposed amalgamation	new provision, cf NZCA s 222(3), SCA s 215D(3)
683.	Director of amalgamating company must issue certificate on solvency statement	new provision, cf NZCA s 222(5), (6), SCA ss 215D(6), (7), 215I(6), 215J(5)
684.	Registration of amalgamation	new provision, cf NZCA ss 223-224, SCA ss 215E(1), 215F(1), (4)
685.	Effective date of amalgamation	new provision, cf NZCA ss 224(2), 225, SCA ss 215F(2), (3), 215G, OBCA s 179(a.1)
686.	Court may intervene in amalgamation proposal in certain cases	new provision, cf NZCA s 226, SCA s 215H

Division 4

Compulsory Acquisition after Takeover Offer

Subdivision 1 – Preliminary

687.	Interpretation	new provision, cf CO s 168(3)(a)
688.	Application of Division to convertible securities and debentures	mel, cf CO s 168(2)
689.	Takeover offer	mel, cf CO s 168(1), UKCA ss 974-976
690.	Non-communication etc. does not prevent offer from being takeover offer	new provision, cf UKCA s 978
691.	Shares to which takeover offer relates	new provision, cf UKCA ss 977, 979
692.	Revised offer not to be regarded as fresh offer	new provision, cf UKCA s 974(7)

Subdivision 2 – “Squeeze-out”

693.	Offeror may give notice to buy out minority shareholders	mel, cf CO 9 th Sch, UKCA ss 979(1) to (4), 986(9)
694.	Notice to minority shareholders	mel, cf CO 9 th Sch, UKCA ss 980(1)(2), 981(3), (4)

Section	New Companies Ordinance	Origin
695.	Offeror's right to buy out minority shareholders	mel, cf CO 9 th Sch, UKCA ss 981(2), (3), (5), 986(1), (2)
696.	Obligations of offeror with right to buy out minority shareholders	mel, cf CO 9 th Sch para 7, UKCA s 981(6), (7)
697.	Company must register offeror as shareholder	mel, cf CO 9 th Sch para 7, UKCA s 981(7)
698.	Company must hold consideration paid by offeror on trust	mel, cf CO 9 th Sch para 8, UKCA ss 981(9), 982(2), (3)
699.	Provisions supplementary to section 698	new provision, cf UKCA s 982(4), (5), (7), (9)

Subdivision 3 – “Sell-out”

700.	Offeror may be required to buy out minority shareholders	mel, cf CO s 168(3)(a), 9 th Sch UKCA ss 983 to 985
701.	Offeror must notify minority shareholders of right to be bought out	mel, cf CO 9 th Sch para 11, UKCA s 984(3), (4)
702.	Notice to minority shareholders	mel, cf CO 9 th Sch paras 11, 14, 15, Cap 32B s 8, UKCA s 985(3)
703.	Minority shareholders' right to be bought out by offeror	mel, cf CO 9 th Sch, UKCA s 985(1) to (3), (5)
704.	Shareholder to be regarded as not having exercised right to be bought out in certain circumstances	new provision, cf UKCA s 983(6), (7)

Division 5

Compulsory Acquisition after General Offer for Share Buy-back

Subdivision 1 - Preliminary

705.	Interpretation	new provision, cf CO s 168(3)(a), 13 th Sch
706.	Application of Division to convertible securities and debentures	new provision
707.	General offer	mel, cf CO s 49BA(9)
708.	Non-communication etc. does not prevent offer from being general offer	new provision, cf UKCA s 978
709.	Shares to which general offer relates	new provision
710.	Revised offer not to be regarded as fresh offer	new provision
711.	Member may give notice that member will not tender shares for buy-back under general offer	mel, cf CO 13 th Sch paras 1, 2

Subdivision 2 – “Squeeze-out”

Section	New Companies Ordinance	Origin
712.	Repurchasing company may give notice to buy out minority shareholders	mel, cf CO 13 th Sch para 1, 2
713.	Notice to minority shareholders	mel, cf CO 13 th Sch paras 4, 7, Cap 32B s 8
714.	Repurchasing company’s right to buy out minority shareholders	mel, cf CO 13 th Sch paras 4, 6
715.	Obligations of repurchasing company with right to buy out minority shareholders	mel, cf CO 13 th Sch para 8
716.	Repurchasing company must pay for shares to which notice relates	mel, cf CO 13 th Sch paras 5, 8, 9
717.	Provisions supplementary to section 716	new provision

Subdivision 3 – “Sell-out”

718.	Repurchasing company may be required to buy out minority	mel, cf CO 13 th Sch para 10
719.	Repurchasing company must notify minority shareholders of right to be bought out	mel, cf CO 13 th Sch para 12
720.	Notice to minority shareholders	mel, cf CO 13 th Sch paras 12, 13, Cap 32B s 8
721.	Minority shareholders’ right to be bought out by repurchasing company	mel, cf CO 13 th Sch paras 11, 13

Part 14

Remedies for Protection of Companies’ or Members’ Interests

Division 1

Preliminary

722.	Interpretation	new provision
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Division 2

Remedies for Unfair Prejudice to Members’ Interests

723.	Interpretation	new provision, cf CO s 168A
724.	When Court may order remedies	mel, cf CO s 168A(1), (2), (2A), UKCA s 994(1)
725.	Remedies that Court may order	mel, cf CO s 168A(2), (2B), (2C), UKCA s 996

Section	New Companies Ordinance	Origin
726.	Alteration of articles by order of Court	mel, cf CO s 168A(3), (4)
727.	Chief Justice may make rules	new provision

Division 3

Remedies for Other's Conduct in relation to Companies etc.

728.	Application of section 729	mel, cf CO s 350B
729.	Court may order remedies	mel, cf CO s 350B
730.	Provisions supplementary to section 729	mel, cf CO s 350B

Division 4

Derivative Action for Remedies for Misconduct against Companies etc.

731.	Interpretation	new provision, cf CO ss 168BA, 168BB
732.	Member of company or of associated company may bring or intervene in proceedings	new provision, cf CO s 168BC, UKCA s 260
733.	Leave of Court to bring or intervene in proceedings	mel, cf CO ss 168BC, 168BD
734.	Approval or ratification of conduct does not bar derivative action	mel, cf CO s 168BF
735.	No discontinuance or settlement of proceedings without leave of Court	mel, cf CO s 168BJ
736.	Court may dismiss derivative proceedings brought by member under common law etc.	mel, cf CO s 168BE
737.	Court's general powers to order and direct	mel, cf CO s 168BG
738.	Court may order costs	mel, cf CO s 168BI

Division 5

Members' Inspection of Company's Records

739.	Interpretation	new provision
740.	Court may order inspection of records or documents	mel, cf CO ss 152 FA, 152FB
741.	Preservation of secrecy	mel, cf CO s 152FC
742.	Legal professional privilege	mel, cf CO s 152FD
743.	Protection of personal data	mel, cf CO s 152FE

Part 15

Dissolution by Striking off or Deregistration

Division 1

Striking off

Subdivision 1 – Registrar’s Power to Strike off Name of Company not in Operation or Carrying on Business

Section	New Companies Ordinance	Origin
744.	Registrar may send inquiry letter to company	mel, cf CO s 291(1), (5), (8)
745.	Registrar must follow up under certain circumstances	mel, cf CO s 291(2), (3)
746.	Registrar may strike off company’s name	mel, cf CO s 291(6)

Subdivision 2 – Striking off under Other Circumstances

747.	Registrar’s duty to act in case of company being wound up	mel, cf CO s 291(4)
748.	Court may strike off name of company not appropriate to be wound up	mel, cf CO s 291A

Division 2

Deregistration

749.	Interpretation	mel, cf CO ss 291AA(16), 360(5), 16 th Sch
750.	Application for deregistration	mel, cf CO s 291AA(1) to (5)
751.	Registrar may deregister company	mel, cf CO s 291AA(7) to (11)

Division 3

Property of Dissolved Company and Other Miscellaneous Matters

752.	Dissolved company’s property vested in Government	mel, cf CO s 292(1), (2), ACA 601AE(3), (4)
753.	Disclaimer of dissolved company’s property	mel, cf CO s 290C
754.	Effect of disclaimer	mel, cf CO s 290D
755.	Court may make vesting order	new provision, cf UKCA s 1017
756.	Liabilities of directors etc. of dissolved company continue	mel, cf CO ss 291(6)(a), 291AA(12)
757.	Registrar may act as dissolved company’s or liquidator’s representative	mel, cf CO s 291B (less (3) now s 63(1))
758.	Former director must keep dissolved company’s books and papers for 6 years	mel, cf CO s 292(3) to (5)

Section	New Companies Ordinance	Origin
759.	Court's power to wind up dissolved companies	mel, cf CO ss 291(6)(b), 291AA(13))

Division 4

Restoration to Companies Register

Subdivision 1 – Administrative Restoration by Registrar

760.	Application to Registrar for restoration of company	new provision, cf UKCA ss 1024, 1026
761.	Conditions for granting application	new provision, cf UKCA s 1025
762.	Registrar's decision on application	new provision, cf UKCA s 1027
763.	Registrar may restore company deregistered by mistake	mel, cf CO s 291AB(1)
764.	Effect of restoration	mel, cf CO s 291(7), UKCA s 1028

Subdivision 2 – Restoration by Order of Court

765.	Application to Court for restoration	mel, cf CO ss 291(7), 291A(2), 291AB(2)
766.	When application must be made	mel, cf CO ss 291(7), 291A(2), 291AB(2), UKCA s 1030(1), (5), (6)
767.	Court's decision on application	mel, cf CO ss 291(7), 291A(2), 291AB(2), (4), UKCA ss 1030, (2), (3), 1031(2)
768.	Effect of restoration	mel, cf CO ss 291(7), 291A(2), 291AB(3), (5), UKCA s 1032

Subdivision 3 – Supplementary Provisions

769.	Company's name on restoration	new provision
770.	Company must change prohibited name	new provision
771.	Registrar may direct company to change same or similar name etc.	new provision
772.	Registrar may change company name in case of failure to comply with direction	new provision
773.	Effect of restoration on bona vacantia property or right	mel, cf CO s 292A, UKCA s 1034

Part 16

Non-Hong Kong Companies

Division 1

Preliminary

Section	New Companies Ordinance	Origin
774.	Interpretation	mel, cf CO ss 333(2)(e), (5), 341, 341(2)(e), 360(10), 24 th Sch
775.	Certified copy	mel, cf CO ss 341(1), 359A(1), Cap 32B reg 3

Division 2

Registration

776.	Certain non-Hong Kong companies must apply for registration	mel, cf CO ss 332, 333(1), (2), (3), (9), 340
777.	Registration of non-Hong Kong company	mel, cf CO s 333AA(2)

Division 3

Addition, Change or Cessation of Corporate Name

778.	Company must notify Registrar of addition, change or cessation of name or translation of name	mel, cf CO ss 335(2), 340
779.	Registration of corporate name	new provision, cf CO s 335(3)

Division 4

Regulation of Names Used by Registered Non-Hong Kong Companies to Carry on Business in Hong Kong

780.	Registrar may serve notice to regulate use of corporate names or approved names	mel, cf CO s 337B(1), (2), (2A)
781.	Effect of notice	mel, cf CO s 337B(5), (7)
782.	Registration of approved name for carrying on business in Hong Kong	mel, cf CO s 337B(3)(a), (4)
783.	Withdrawal of notice	mel, cf CO s 337B(6A), (6B)
784.	Appeal against decision to serve notice	mel, cf CO s 337B(6)
785.	Change of approved name	mel, cf CO s 337B(3)(b), (4)

Division 5

Authorized Representatives of Registered Non-Hong Kong Companies

Section	New Companies Ordinance	Origin
786.	Company must keep authorized representative's required details registered in Companies Register	mel, cf CO ss 333A, 340
787.	Termination of authorization	mel, cf CO s 333B

Division 6

Returns and Accounts of Registered Non-Hong Kong Companies

788.	Company must deliver annual return for registration	mel, cf CO ss 334(1), (2), 340
789.	Company must deliver accounts for registration	mel, cf CO ss 336(1) to (3), 340
790.	Directors may revise accounts not complying with certain requirement	mel, cf CO ss 336A, 340
791.	Company must deliver return for registration in case of change of certain particulars	mel, cf CO ss 335(1), 340

Division 7

Other Obligations

792.	Non-Hong Kong company must state names, place of incorporation, etc.	mel, cf CO ss 337, 340
793.	Registered non-Hong Kong company must notify Registrar of commencement of liquidation etc.	mel, cf CO ss 158(10)(b), (e), 337A, 340, 341(2)(c)
794.	Registered non-Hong Kong company must notify Registrar of cessation of place of business in Hong Kong	mel, cf CO ss 339 to 340
795.	Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution	mel, cf CO ss 339AA, 340

Division 8

Striking off

796.	Registrar may send inquiry letter to registered non-Hong Kong company	mel, cf CO ss 291(1) to (3), (5), (6), 339A
797.	Registrar must follow up under certain circumstances	new provision, cf CO ss 291(2)
798.	Registrar may strike off registered non-Hong Kong company's name	mel, cf CO s 291(1)

Section	New Companies Ordinance	Origin
799.	Application to Registrar for restoration of non-Hong Kong company	new provision
800.	Conditions for granting application	new provision
801.	Registrar's decision on application	new provision

Division 9

Miscellaneous

802.	Registrar to keep index of directors	mel, cf CO s 333C
803.	Service of process or notice	mel, cf CO s 338
804.	Financial Secretary may make regulations	mel, cf CO s 359A(3)(b), (5), (6)
805.	Financial Secretary may make regulations	new provision

Part 17

Companies not Formed, but Registrable, under this Ordinance

Division 1

Preliminary

806.	Interpretation	new provision
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Division 2

Registration of Eligible Companies

807.	Registrar may register eligible company	mel, cf CO ss 310(1), 313
808.	General restrictions on Registrar's power to register	mel, cf CO ss 310(1)(b), (c), 317
809.	Registrar must not register without members' assent	mel, cf CO s 310(1)(e), (f), (2)
810.	Registrar must not register without resolution declaring amount of guarantee	mel, cf CO s 310(1)(g)
811.	Eligible company must pay registration fee	mel, cf CO s 318
812.	Registrar must issue certificate of registration	mel, cf CO s 318

Division 3

Consequences of Registration

813.	Application of Division	mel, cf CO s 322(1)
814.	Status, property, rights and liabilities of eligible company	mel, cf CO ss 318 to 320
815.	Continuation of existing proceedings	mel, cf CO s321
816.	Continuation of existing constitutional document	mel, cf CO s322(2)

Section	New Companies Ordinance	Origin
817.	Eligible company may substitute articles for non-statutory constitutional document	mel, cf CO s323
818.	This Ordinance applies to eligible company	mel, cf CO s322(3), (4)(a)
819.	Exceptions to section 818(1)	mel, cf CO s322(3)(a), (c)
820.	Eligible company's power to alter constitution	mel, cf CO s322(6)

Part 18

Communications to and by Companies

Division 1

Preliminary

821.	Interpretation	mel, cf CO s 168BAA
822.	Minimum period specified for purposes of sections 828(3), 831(4) and 833(6)	mel, cf CO s 168BAB
823.	Period specified for purposes of sections 828(7)(a), 831(7)(a) and 833(12)(b)	mel, cf CO s 168BAC
824.	Time specified for purposes of sections 828(7)(b), 829(5)(a), 831(7)(b) and 832(5)(a)	mel, cf CO s 168BAD
825.	Address specified for purposes of sections 831(3)(b)(iii) and 832(2)(b)	mel, cf CO s 168BAE
826.	Effect of this Part on sending documents etc. to Registrar	new provision, cf UKCA s 1143(3)

Division 2

Service of Document on Company

827.	Service of document	mel, cf CO s 356
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Division 3

Other Communication to Company by Person who is not Company

828.	Communication in electronic form	new provision, cf UKCA s 1146(3), (4) Part 3 Sched 4
829.	Communication in hard copy form	new provision, cf UKCA s 1146(2), (4), Part 2 Sched 4
830.	Communication in other forms	new provision, cf UKCA Part 4, Sched 4

Division 4

Other Communication by Company to Another Person

Section	New Companies Ordinance	Origin
831.	Communication in electronic form	mel, cf CO s 168BAG
832.	Communication in hard copy form	mel, cf CO s 168BAF
833.	Communication by means of website	mel, cf CO s 168BAH
834.	Communication in other forms	new provision, UKCA Part 5 Sched 5
835.	Joint holders of shares or debentures	new provision, cf CO Table A reg 133, UKCA Part 6 Sched 5
836.	Death or bankruptcy of holder of shares	new provision, cf CO Table A reg 134
837.	Member or debenture holder may require hard copy	mel, cf CO s 168BAI

Part 19

Investigations and Enquiries

Division 1

Preliminary

838.	Interpretation	new provision, cf CO s 145(5), SFO Part 1 Sched 1, FRCO s 2(1)
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Division 2

Investigation of Company's Affairs by Inspectors

Subdivision 1 – Preliminary

839.	Interpretation	new provision
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Subdivision 2 – Appointment by Financial Secretary of Inspectors to Investigate Company's Affairs

840.	Appointment of inspector on application by company or members	mel, cf CO ss 142, 143(1)(b)
841.	Appointment of inspector on Court's or Financial Secretary's initiative	mel, cf CO ss 143(1)(a), (c), (2), 146A
842.	Notice of appointment as inspector to be delivered to Registrar	mel, cf CO s 151

Subdivision 3 – Financial Secretary’s Powers to Give Directions to Inspectors

Section	New Companies Ordinance	Origin
843.	General power of Financial Secretary to give directions regarding investigation	new provision, cf UKCA 1985 s 446A(1), (4)
844.	Financial Secretary may give directions regarding subject matter of investigation etc.	new provision, cf UKCA 1985 s 446A(2), (3), (5)
845.	Financial Secretary may give directions to terminate or suspend investigation	new provision, cf UKCA 1985 s 446B(1), (2)

Subdivision 4 – Inspectors’ Powers

846.	Inspector may require production of records and documents etc.	mel, cf CO ss 145(1), (1A), (2), s 150(b), SFO s 183(1)(d), (4), FRCO s 28(1)(c), (5)
847.	Inspector may require production of director’s accounts	mel, cf CO s 145B
848.	Provisions supplementary to sections 846 and 847: powers to require explanation etc.	new provision, cf SFO ss 179, 183, FRCO ss 27, 28
849.	Inspector may exercise powers in relation to associated body corporate	mel, cf CO s 144
850.	Delegation of powers by inspector	mel, cf CO s 145A

Subdivision 5 – Resignation, Removal and Replacement of Inspectors

851.	Resignation of inspector	new provision, cf UKCA 1985 s 446C(1)
852.	Revocation of appointment of inspector by Financial Secretary	new provision, cf UKCA 1985 s 446C(2)
853.	Appointment of replacement inspector	new provision, cf UKCA 1985 s 446D(1), (2)
854.	Former inspector must hand over documents etc.	new provision, cf UKCA 1985 s 446E(1) to (4), (6)

Subdivision 6 – Reports by Inspectors

855.	Interim report to be made by inspector etc.	mel, cf CO s 146(1), (4), UKCA 1985 ss 437(1A), 446B(3)
856.	Final report to be made by inspector etc.	mel, cf CO ss 146(1), 151, UKCA 1985 s 446B(4)
857.	Interim report or final report may cover affairs of associated body corporate	mel, cf CO s 144

Section	New Companies Ordinance	Origin
858.	Inspector must send report to affected persons etc.	new provision, cf FRCO s 35(4)
859.	Financial Secretary to file copies of inspector's report with Court	mel, cf CO s 146(3)(a)(iv)
860.	Financial Secretary may send copies of inspector's report to applicants of investigation etc.	mel, cf CO s 146(3)(a)(i) to (iii), UKCA 1985 s 437(3)(a), (b)
861.	Publication of inspector's report	mel, cf CO s 146(3)(b), (c)
862.	Inspector's report to be evidence	mel, cf CO s 149, FRCO ss 35(7), 47(7)

Subdivision 7 – Miscellaneous

863.	Offences for failing to comply with requirements under Subdivision 4 etc.	new provision, cf CO s 145(3A), SFO ss 184(1) to (4), 185(3)(b), FRCO s 31
864.	Inspector may apply to Court to inquire into failure to comply with requirements under Subdivision 4	mel, cf CO s 145(3), SFO s 185(1)(a), (3)(a), FRCO s 32(2)(a), (4)
865.	Use of incriminating evidence in proceedings	mel, cf CO s 145(3A), (3AA), SFO s 187, FRCO s 30
866.	Expenses of investigation	mel, cf CO s 148(1), (2), (4), UKCA 1985 s 439(1)

Division 3

Enquiry into Company's Affairs by Financial Secretary

867.	Interpretation	new provision
868.	Circumstances under which Financial Secretary may enquire into company's affairs	mel, cf CO s 152A(1)
869.	Financial Secretary may require production of records and documents etc.	mel, cf CO ss 152A(1) to (3), 152F(2), SFO s 179(6), FRCO s 25(4)
870.	Financial Secretary may delegate powers under section 869	mel, cf CO s 152A(1)
871.	Offences for failing to comply with requirements under section 869 etc.	mel, cf CO ss 152A(4), (5), 152E, SFO s 179(13) to (16), FRCO s 31
872.	Use of incriminating evidence in proceedings	mel, cf CO s 152A(5), (6), SFO s 187, FRCO s 30

Division 4

Enquiry by Registrar

Section	New Companies Ordinance	Origin
873.	Registrar may require production of records and documents etc.	new provision mirrors s 869 of new CO
874.	Registrar may delegate powers under section 873	new provision mirrors s 870 of new CO
875.	Offences for failing to comply with requirements under section 873 etc.	new provision mirrors s 871 of new CO
876.	Use of incriminating evidence in proceedings	new provision mirrors s 872 of new CO

Division 5

Supplementary Provisions to Divisions 2, 3 and 4

Subdivision 1 – Supplementary Provisions Applicable to Divisions 2 and 3

877.	Magistrate's warrants	mel, cf CO s 152B, SFO s 191, FRCO s 34
878.	Officers must give assistance in prosecution instituted as a result of investigation etc.	mel, cf CO s 147(1)
879.	Proceedings on specified materials	mel, cf CO ss 147(2), 168J(1), 350B(1), (3), (7)
880.	Preservation of secrecy	mel, cf CO s 152C(1), SFO s 378(1), (15), FRCO s 51(1), (13)
881.	Permitted disclosure and restrictions	mel, cf CO s 152C(1), (3), SFO s 378(2), (3), etc., FRCO s 51(2) to (8), (12)
882.	Offences on breach of secrecy	mel, cf CO s 152C(2), SFO s 378(10), (11), FRCO s 51(9) to (11)

Subdivision 2 – Supplementary Provisions Applicable to Divisions 2, 3 and 4

883.	Interpretation	new provision
884.	Protection in relation to certain disclosures	new provision, cf UKCA 1985 s 448A
885.	Protection of informers etc.	new provision, cf FRCO s 52
886.	Legal professional privilege	mel, cf CO ss 150(a), 152F, SFO s 380(4), (5), FRCO s 56

Section	New Companies Ordinance	Origin
887.	Immunity	mel, cf CO s 145(3B), SFO s 380(1), (3), FRCO s 54
888.	Production of information in information systems etc.	new provision, cf SFO s 189, FRCO s 57
889.	Lien claimed on records or documents	mel, cf CO s 152A(2), SFO s 188, FRCO s 58
890.	Destruction of documents	mel, cf CO s 152D, SFO s 192, FRCO s 59
891.	Inspection of records or documents seized etc.	new provision, cf SFO s 190, FRCO s 33

Division 6

Investigation of Company's Affairs by Persons Appointed by Company

892.	Appointment of person by company to investigate its affairs	mel, cf CO s 152(1) to (3)
893.	Court may inquire into failure of officer or agent to attend before appointed person etc.	mel, cf CO s 152(4)
894.	Report by appointed person	mel, cf CO s 152(5), (6)

Part 20

Miscellaneous

Division 1

Miscellaneous Offences

895.	Offence for false statement	mel, cf CO s 349, UKCA s 1112(1)
896.	Offence for improper use of "Limited" or "有限公司" etc.	mel, cf CO s 350

Division 2

Miscellaneous Provisions relating to Investigation or Enforcement Measures

897.	Court may order inspection or production of records or documents if offence suspected	mel, cf CO s 351B (without (3))
898.	Enforcement of requirements by order of Court	mel, cf CO s 306, UKCA s 1113(1)
899.	Registrar may give notice to suspected offender about not instituting proceedings under certain conditions	new provision, cf ACA s 1313

Section	New Companies Ordinance	Origin
900.	Limitation on commencement of proceedings	mel, cf CO s 351A
901.	Application of fines	mel, cf CO s 352

Division 3

Miscellaneous Provisions relating to Misconduct by Officer or Auditor of Company

902.	Interpretation	mel, cf CO s 358(1), (2), (4)
903.	Court may grant company officer etc. relief in proceedings for misconduct	mel, cf CO s 358(1), (3)
904.	Court may grant company officer etc. relief for misconduct on officer's application	mel, cf CO s 358(2)

Division 4

Other Miscellaneous Provisions

905.	Costs in action by company etc.	mel, cf CO s 357
906.	Saving as to private prosecution	mel, cf CO s 354
907.	Saving for privileged communication	mel, cf CO s 355, UKCA s 1129
908.	Paperless holding and transfer of shares and debentures	new provision
909.	Power to make regulations	mel, cf CO s 359A(1)
910.	Supplementary provisions for regulations made under this Ordinance	mel, cf CO s 49Q(3), (b), (c), UKCA s 1292(1)
911.	Financial Secretary and Registrar may amend Schedules	mel, cf CO s 360(5)

Part 21

Consequential Amendments, and Transitional and Saving Provisions

Division 1

Consequential and Related Amendments

912.	Amendments to enactments	new provision, cf SFO ss 407(2), 409
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Division 2

Transitional and Saving Provisions

913.	Transitional and saving provisions	new provision, cf SFO ss 407(1), 409
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Section	New Companies Ordinance	Origin
914.	Extended effect of saving provision	mel, cf CO s 366, UK Companies Act 2006 (Commencement No. 8 Transitional Provisions and Savings) Order 2008 Sched 2 paras 115(1), 116(2)
915.	Offence for false statement	new provision, to save effect of CO s 349
916.	Limitation on commencement of proceedings	new provision, to save effect of CO s 351A
917.	Application of fines	new provision, to save effect of CO s 352
918.	Saving as to private prosecution	new provision, to save effect of CO s 354
919.	Saving for privileged communication	new provision, to save effect of CO s 355

Division 3

Supplemental Provisions

920.	This Part etc. not to derogate from section 23 of Cap. 1	new provision, cf SFO s 408
921.	Continuity of law	new provision, cf UKCA s 1297

Schedules

1	Parent Undertakings and Subsidiary Undertakings
2	Content of Incorporation Form
3	Specified Qualifying Conditions for Sections 361 to 366
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6	Information to be Contained in Annual Return and Documents by which Annual Return must be Accompanied
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8	Amendments relating to Paperless Holding and Transfer of Shares and Debentures
9	Consequential and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation
10	Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation
11	Transitional and Saving Provisions

Companies Registry

January 2013