

PART 2

REGISTRAR OF COMPANIES AND REGISTER

Division 1 – Preliminary

2.1 Interpretation

(1) In this Part –

“company” (公司) includes –

- (a) a non-Hong Kong company registered under section 16.4(1); or
- (b) a company that was, immediately before the commencement of Part 16, registered in the register kept under section 333AA of the predecessor Ordinance;

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

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

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

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

Division 2 – Registrar of Companies

2.2 Office of Registrar

(1) The Chief Executive may appoint a person to be the Registrar of Companies.

(2) A person holding or acting in the office of Registrar of Companies immediately before the commencement of this section continues to hold or act in that office, as the case may be, as if the person were appointed under subsection (1).

(3) The Chief Executive may appoint other officers for the purposes of this Ordinance.

(4) For the purpose of the registration of companies under this Ordinance, an office is to be established at a place designated by the Chief Executive.

(5) The Chief Executive may direct a seal to be prepared for the authentication of documents required for or connected with the performance of the Registrar's functions.

(6) The last seals that were directed under section 303(4) of the predecessor Ordinance to be prepared are to be regarded as seals that have been directed under subsection (5) to be prepared.

2.3 Registrar's functions

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

2.4 Registrar may charge fee

(1) The Registrar may charge, for a matter specified in column 2 of the Schedule,⁴ the fee specified in column 3 of the Schedule opposite the matter.

(2) The Registrar may determine and charge a fee for a service –

(a) that is provided by the Registrar under this Ordinance otherwise than in pursuance of an obligation imposed on the Registrar under this Ordinance; and

(b) for which no fee is specified under this Ordinance.

(3) A fee determined under subsection (2) for a service must be fixed at a level that provides for the recovery of the cost and expenditure incurred or likely to be incurred by the Registrar in providing the service.

(4) A fee charged under subsection (1) or (2) and received by the Registrar must be paid into the general revenue, unless it is required by section 5

⁴ There will be a Schedule for fees in the Bill.

of the Trading Funds Ordinance (Cap. 430) to be paid into the Companies Registry Trading Fund.

(5) The Financial Secretary may, by notice published in the Gazette, amend the Schedule.

2.5 Registrar may specify form

(1) The Registrar may specify the form of any document required for the purposes of this Ordinance.

(2) Subsection (1) does not apply to a document –

(a) the form of which is prescribed by this Ordinance; or

(b) the form of which is or may be prescribed by regulations made under this Ordinance.

(3) In specifying the form of a document under subsection (1), the Registrar may specify more than one form of the document, whether as alternatives or to provide for different circumstances.

2.6 Registrar may issue guidelines

(1) The Registrar may issue guidelines –

(a) indicating the manner in which the Registrar proposes to perform any function or exercise any power; or

(b) providing guidance on the operation of any provision of this Ordinance.

(2) The Registrar must –

(a) publish the guidelines in a manner appropriate to bring them to the notice of persons affected by them; and

(b) make copies of the guidelines available to the public (in hard copy form or electronic form).

(3) Guidelines issued under this section are not subsidiary legislation.

(4) The Registrar may amend or revoke any of the guidelines. Subsections (2) and (3) apply to an amendment or revocation of guidelines in the same way as they apply to the guidelines.

(5) A person does not incur any civil or criminal liability only because the person has contravened any of the guidelines. If, in any legal proceedings, the court is satisfied that a guideline is relevant to determining a matter that is in issue –

- (a) the guideline is admissible in evidence in the proceedings; and
- (b) proof that the person contravened or did not contravene the guideline may be relied on by any party to the proceedings as tending to establish or negate the matter.

2.7 Registrar may authenticate document etc.

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

(2) If anything is authorized to be certified by the Registrar under this Ordinance or any other Ordinance, the Registrar may certify it in any manner that the Registrar thinks fit.

Division 3 – Register

2.8 Registrar must keep records of companies

(1) The Registrar must keep records of –

- (a) the information contained in every document that is delivered to the Registrar for registration and that the Registrar decides to register under this Part; and
- (b) the information contained in every certificate that is issued by the Registrar under this Ordinance, excluding a certificate issued under section 2.31(1).

(2) The Registrar must continue to keep the records that were, immediately before the commencement of this section, kept for the purpose of a register of companies under the predecessor Ordinance.

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

(4) A record of information for the purposes of subsection (1) must be kept in such form as to enable any person to inspect the information contained in the record and to make a copy of the information.

(5) Subject to subsections (3) and (4), a record of information for the purposes of subsection (1) may be kept in any form that the Registrar thinks fit.

(6) If the Registrar keeps a record of information in a form that differs from the form in which the document containing the information was delivered to, or generated by, the Registrar, the record is presumed, unless the contrary is proved, to represent the information contained in the document as delivered or generated.

(7) If the Registrar records the information contained in a document for the purposes of subsection (1), the Registrar is to be regarded as having discharged any duty imposed by law on the Registrar to keep, file or register the document.

2.9 Registrar not required to keep certain documents etc.

(1) The Registrar may destroy or dispose of any document delivered to the Registrar for registration under an Ordinance if the information contained in the document has been recorded by the Registrar in any other form for the purposes of section 2.8(1) or for the purpose of a register of companies under the predecessor Ordinance.

(2) If a document or certificate has been kept by the Registrar for at least 7 years for the purposes of section 2.8(1) or for the purpose of a register of companies under the predecessor Ordinance, the Registrar may destroy or dispose of the document or certificate.

(3) If the Registrar is not required under section 2.28(2) to make any information available for public inspection, the Registrar is not required to keep the record of the information for longer than a period that appears to the Registrar to be reasonably necessary for the purpose for which the information was delivered to the Registrar.

2.10 Registrar must keep Index of Company Names

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

Division 4 – Registration of Document

Subdivision 1 – Preliminary

2.11 Proper delivery of document to Registrar

(1) For the purposes of this Division, a document is not properly delivered to the Registrar unless –

- (a) the information contained in the document is capable of being reproduced in legible form;
- (b) if the document is not in English or Chinese, it is accompanied by a certified translation of it in English or Chinese;
- (c) the requirements specified in relation to the document under sections 2.12 and 2.13 are complied with;
- (d) the document is delivered in accordance with an agreement made under section 2.14, and any regulations made under section 2.15, in relation to it;
- (e) the applicable requirements of the Ordinance under which the document is delivered are complied with;
- (f) the document is accompanied by the fee charged under section 2.4; and

(g) the document, and any signature on, or any digital or electronic signature accompanying, the document are complete.

(2) In this section –

“applicable requirements” (適用規定), in relation to a document, means the requirements as regards –

- (a) the contents of the document;
- (b) the form of the document;
- (c) the authentication of the document; and
- (d) the manner of delivery of the document.

2.12 Registrar may specify requirements (for section 2.11(1))

(1) The Registrar may, in relation to any document required or authorized to be delivered to the Registrar under an Ordinance –

- (a) specify requirements for the purpose of enabling the Registrar to make copies or image records of the document and to keep records of the information contained in it;
- (b) specify requirements as to the authentication of the document; and
- (c) specify requirements as to the manner of delivery of the document.

(2) The Registrar may, in relation to any document authorized to be delivered to the Registrar for registration under section 2.24(3) for the purpose of rectification of an error, specify requirements as to –

- (a) the delivery of the document in a form and manner enabling it to be associated with the document containing the error; and
- (b) the identification of the document containing the error.

(3) For the purposes of subsections (1) and (2), the Registrar may specify different requirements for different documents or classes of documents, or for different circumstances.

(4) For the purposes of subsection (1)(b), the Registrar may –

- (a) require the document to be authenticated by a particular person or a person of a particular description;
- (b) specify the means of authentication; and
- (c) require the document to contain, or to be accompanied by, the name or registration number, or both, of the company to which it relates.

(5) For the purposes of subsection (1)(c), the Registrar may –

- (a) require the document to be in hard copy form, electronic form or any other form;
- (b) require the document to be delivered by post or any other means;
- (c) specify requirements as to the address to which the document is to be delivered; and
- (d) in the case of a document to be delivered by electronic means, specify requirements as to the hardware and software to be used and the technical specifications.

(6) This section does not empower the Registrar –

- (a) to require a document to be delivered to the Registrar by electronic means; or
- (b) to specify any requirement that is inconsistent with any requirement prescribed by an Ordinance as to –
 - (i) the authentication of the document; and
 - (ii) the manner of delivery of the document to the Registrar.

(7) Requirements specified under this section are not subsidiary legislation.

2.13 Registrar may specify print size requirements of prospectus (for section 2.11(1))

(1) The Registrar may specify requirements as to the print size of prospectuses.

(2) Requirements specified under this section are not subsidiary legislation.

2.14 Registrar may agree to delivery by electronic means (for section 2.11(1))

(1) The Registrar may enter into an agreement with a company to provide that any document, or any class of document, that relates to the company, and is required or authorized to be delivered to the Registrar under an Ordinance –

(a) will be delivered by electronic means, except as provided for in the agreement; and

(b) will conform to the requirements –

(i) specified in the agreement; or

(ii) specified by the Registrar in accordance with the agreement.

(2) An agreement with a company may also provide that any document, or any class of document, that relates to the company, and is required or authorized to be delivered by the Registrar to it under an Ordinance, will be delivered by electronic means.

(3) The Registrar may specify a standard form for an agreement and the extent to which the form is to be used.

(4) This section does not empower the Registrar to make any agreement that is inconsistent with regulations made under section 2.15.

2.15 Financial Secretary may make regulations requiring delivery by electronic means (for section 2.11(1))

(1) The Financial Secretary may make regulations requiring any document required or authorized to be delivered to the Registrar under an Ordinance to be delivered by electronic means.

(2) The regulations are subject to the approval of the Legislative Council.

2.16 Unsatisfactory document

(1) For the purposes of this Division, a document delivered to the Registrar for registration is unsatisfactory if –

- (a) the document falls within subsection (2);
- (b) there is a doubt or dispute as to whether or not the document falls within subsection (2); or
- (c) the registration of the document would in any way jeopardize the integrity of the Register.

(2) A document falls within this subsection if –

- (a) the document is altered or contains errors;
- (b) any signature on, or any digital or electronic signature accompanying, the document is altered or contains errors;
- (c) the requirements of the Ordinance under which the document is delivered (except those specified in section 2.11(1)(e)) are not complied with;
- (d) the information contained in the document is –
 - (i) internally inconsistent; or
 - (ii) inconsistent with other information on the Register or other information contained in another document delivered to the Registrar;
- (e) the information contained in the document derives from anything that –

- (i) is invalid or ineffective; or
 - (ii) has been done without the company's authority;
 - (f) the information contained in the document –
 - (i) is factually inaccurate; or
 - (ii) derives from anything that is factually inaccurate or forged;
 - (g) the document is signed or delivered by a person without proper authority;
 - (h) the document contains matters contrary to law; or
 - (i) the document contains unnecessary material.
- (3) In this section –
- “unnecessary material” (不必要的資料), in relation to a document delivered to the Registrar, means any material that –
- (a) is unnecessary in order to comply with an obligation under this Ordinance or any other Ordinance; and
 - (b) is not specifically authorized to be delivered or supplied to the Registrar.
- (4) For the purposes of paragraph (a) of the definition of “unnecessary material” in subsection (3), an obligation to deliver a document of a particular description, or a document conforming to certain requirements, does not extend to anything that is not needed for a document of that description or for a document conforming to those requirements.

Subdivision 2 – Registrar’s Powers to Refuse to Accept and to Register Document

2.17 Registrar may refuse to accept document

- (1) Where the Registrar receives a document delivered to him or her for registration under an Ordinance, the Registrar may refuse to accept the document if –

- (a) any information that must be provided in the document is not provided;
- (b) the document is not completed in the manner specified in it;
- (c) the document is not accompanied by the fee charged under section 2.4; or
- (d) the document is not yet required to be delivered to the Registrar under the Ordinance.

(2) If the Registrar refuses to accept a document under subsection (1) or has not received a document, the document is to be regarded as not having been delivered to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

2.18 Registrar may refuse to register document

(1) Where the Registrar accepts a document delivered for registration, the Registrar may exercise the powers specified in subsections (2) and (3) if, in the Registrar's opinion –

- (a) the document is not properly delivered to the Registrar; or
- (b) the document is unsatisfactory.

(2) The Registrar may –

- (a) refuse to register the document; and
- (b) return the document to the person who delivered it for registration.

(3) If the document is unsatisfactory, the Registrar may also advise that –

- (a) the document be appropriately amended or completed, and be redelivered for registration with or without a supplementary document; or
- (b) a fresh document be delivered for registration in its place.

(4) Despite subsection (1), where a document is not properly delivered to the Registrar, the Registrar may register it if, in the Registrar's opinion, the document is not unsatisfactory.

(5) If the Registrar registers a document under subsection (4), no objection may be taken to the legal consequences of the document being so registered on the ground that it was not properly delivered to the Registrar.

(6) If the Registrar refuses to register a document under subsection (2)(a), the document is to be regarded as not having been delivered to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

2.19 Registrar may withhold registration of unsatisfactory document pending further particulars etc.

For the purpose of determining whether the powers specified in section 2.18(2) and (3) are exercisable in relation to a document on the ground that it is unsatisfactory, the Registrar may –

- (a) withhold the registration of the document pending compliance with the request under paragraph (b); and
- (b) request the person who is required or authorized to deliver the document to the Registrar for registration under the Ordinance to do any or all of the following within a period specified by the Registrar –
 - (i) to produce any other document, information or evidence that, in the Registrar's opinion, is necessary for the Registrar to determine the question;
 - (ii) to appropriately amend or complete the document, and redeliver it for registration with or without a supplementary document;

- (iii) to apply to the court for an order or direction that the Registrar thinks necessary and to conduct the application diligently;
- (iv) to comply with other direction of the Registrar.

2.20 Appeal against Registrar's decision to refuse registration

(1) If a person is aggrieved by a decision of the Registrar to refuse to register a document under section 2.18(2)(a) on the ground that it is unsatisfactory, the person may, within 42 days after the decision, appeal to the Court of First Instance against the decision.

(2) The Court of First Instance may make any order that it thinks fit, including an order as to costs.

(3) If the Court of First Instance makes an order as to costs against the Registrar under subsection (2), the costs are payable out of the general revenue, and the Registrar is not personally liable for the costs.

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

(1) This section applies if –

- (a) a document is delivered to the Registrar for registration under an Ordinance; and
- (b) the Registrar refuses to register the document under section 2.18(2)(a).

(2) The Registrar may send a notice of the refusal, and the reasons for the refusal, to –

- (a) the person who is required to deliver the document to the Registrar for registration under the Ordinance or, if there is more than one person who is so required, any of those persons; or

(b) if another person delivers, on behalf of the person so required, the document to the Registrar for registration, that other person.

(3) Where it is an offence under an Ordinance for failing to deliver the document in satisfaction of a provision of the Ordinance that requires the delivery, the period specified in subsection (4) is to be disregarded for the purposes of a provision of the Ordinance that imposes a penalty for each day during which the offence continues if a notice is sent under subsection (2) with respect to the document.

(4) The period is one beginning with the date on which the document was delivered to the Registrar and ending with the fourteenth day after the date on which the notice is sent under subsection (2).

Division 5 – Registrar’s Powers in relation to Keeping Register

2.22 Registrar may require company to resolve inconsistency with Register

(1) If it appears to the Registrar that the information contained in a document registered by the Registrar is inconsistent with other information on the Register, the Registrar may give notice to the company to which the document relates –

(a) stating in what respects the information contained in it appears to be inconsistent with other information on the Register; and

(b) requiring the company to take steps to resolve the inconsistency.

(2) For the purposes of subsection (1)(b), the Registrar may require the company to deliver to the Registrar within a period specified in the notice –

(a) information required to resolve the inconsistency; or

(b) evidence that proceedings have been commenced by the company in the Court of First Instance for the purpose of

resolving the inconsistency and that the proceedings have been conducted diligently.

(3) If a company fails to comply with a requirement under subsection (1)(b), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

2.23 Registrar may require further information for updating etc.

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

(2) If a company fails to comply with a requirement under subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

(3) If any other person fails to comply with a requirement under subsection (1), the person commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

2.24 Registrar may rectify typographical or clerical error in Register

(1) The Registrar may, on his or her own initiative, rectify a typographical or clerical error contained in any information on the Register.

(2) The Registrar may, on application by a company, rectify a typographical or clerical error contained in any information relating to the company on the Register.

(3) If, in relation to an application for the purposes of subsection (2), a document showing the rectification is delivered to the Registrar for registration, the Registrar may rectify the error by registering the document.

2.25 Registrar must rectify information on Register on Court order

(1) The Court of First Instance may, on application by any person, by order direct the Registrar to rectify any information on the Register or to remove any information from it if the Court is satisfied that –

- (a) the information derives from anything that –
 - (i) is invalid or ineffective; or
 - (ii) has been done without the company's authority; or
- (b) the information –
 - (i) is factually inaccurate; or
 - (ii) derives from anything that is factually inaccurate or forged.

(2) If, in relation to an application for the purposes of subsection (1), a document showing the rectification is filed with the Court of First Instance, the Court order may require the Registrar to rectify the information by registering the document.

(3) This section does not apply if the Court of First Instance is specifically empowered under any other Ordinance or any other provision of this Ordinance to deal with the rectification of the information on or the removal of the information from the Register.

(4) The Court of First Instance must not order the removal of any information from the Register under subsection (1) unless it is satisfied that –

- (a) even if a document showing the rectification in question is registered, the continuing presence of the information on

the Register will cause material damage to the company;
and

- (b) the company's interest in removing the information outweighs any interest of other persons in the information continuing to appear on the Register.

(5) If the Court of First Instance makes an order for the rectification of any information on or the removal of any information from the Register under subsection (1), it may make any consequential order that appears to it to be just with respect to the legal effect (if any) to be accorded to the information by virtue of its having appeared on the Register.

(6) If the Court of First Instance makes an order for the removal of any information from the Register under subsection (1), it may direct –

- (a) that a note made under section 2.27(1) in relation to the information is to be removed from the Register;
- (b) that the order is not to be made available for public inspection as part of the Register; and
- (c) that –
 - (i) no note is to be made under section 2.27(1) as a result of the order; or
 - (ii) any such note is to be restricted to providing information in relation to the matters specified by the Court.

(7) The Court of First Instance must not give any direction under subsection (6) unless it is satisfied that –

- (a) any of the following may cause damage to the company –
 - (i) the presence on the Register of the note or an unrestricted note, as the case may be;
 - (ii) the availability for public inspection of the order;
- and

- (b) the company's interest in non-disclosure outweighs any interest of other persons in disclosure.

(8) If the Court of First Instance makes an order under this section, the person who made the application must deliver an office copy of the order to the Registrar for registration.

2.26 Registrar may appear in proceedings for rectification

(1) In any proceedings before the Court of First Instance for the purposes of section 2.25, the Registrar –

- (a) is entitled to appear or be represented, and be heard; and
- (b) must appear if so directed by the Court.

(2) Whether or not the Registrar appears in those proceedings, the Registrar may submit to the Court of First Instance a statement in writing signed by the Registrar, giving particulars of the matters relevant to the proceedings and within the Registrar's knowledge.

(3) A statement submitted under subsection (2) is to be regarded as forming part of the evidence in the proceedings.

2.27 Registrar may annotate Register

(1) The Registrar may make a note in the Register for the purpose of providing information in relation to –

- (a) a rectification of an error contained in any information on the Register under section 2.24;
- (b) a rectification of any information on the Register under section 2.25;
- (c) a removal of any information from the Register under section 2.25; or
- (d) any other information on the Register.

(2) For the purposes of this Ordinance, a note is part of the Register.

(3) The Registrar may remove a note if the Registrar is satisfied that it no longer serves any useful purpose.

Division 6 – Inspection of Register

2.28 Registrar must make Register available for public inspection

(1) The Registrar must make the Register available for public inspection at all reasonable times so as to enable any member of the public –

- (a) to ascertain whether the member of the public is dealing with –
 - (i) a company, or its directors or other officers, in matters of or connected with any act of the company;
 - (ii) a director or other officers of a company in matters of or connected with the administration of the company, or of its property;
 - (iii) a person against whom a disqualification order has been made by a court;
 - (iv) a person who has entered into possession of the property of a company as mortgagee;
 - (v) a person who is appointed as the provisional liquidator or liquidator in the winding up of a company; or
 - (vi) a person who is appointed as the receiver or manager of the property of a company; and
- (b) to ascertain the particulars of the company, its directors or other officers, or its former directors (if any), or the particulars of any person mentioned in paragraph (a)(iv), (v) or (vi).

(2) The Registrar must not make available for public inspection under subsection (1) any information excluded from public inspection by or under an Ordinance or by an order of the court.

(3) If a prohibition under subsection (2) applies by reference to information deriving from a particular description of document, the prohibition does not affect –

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

(4) For the purposes of subsection (1), the Registrar must, on receiving the fee charged under section 2.4, allow the person to inspect any information on the Register in any form that the Registrar thinks fit.

(5) For the purposes of subsection (1), the Registrar may, on receiving the fee charged under section 2.4, produce to the person a copy or a certified true copy of any document or information on the Register, in any form that the Registrar thinks fit.

(6) In this section –
“disqualification order” (取消資格令), in relation to a person, means an order that, for a period specified in the order beginning with the date of the order, the person must not, without the leave of the court –

- (a) be a director or liquidator of any company;
- (b) be a receiver or manager of the property of any company;
or
- (c) in any way, whether directly or indirectly, be concerned or take part in the promotion, formation or management of any company.

2.29 Registrar’s certified true copy admissible as evidence

In any proceedings –

- (a) a document purporting to be a copy of any information produced under section 2.28(5), and purporting to be certified by the Registrar as a true copy of the information, is admissible in evidence on its production without further proof; and
- (b) on being admitted in evidence under paragraph (a), the document is proof of the information in the absence of evidence to the contrary.

2.30 Issue of process for compelling production of information on Register

- (1) No process for compelling the production of any information on the Register may issue from the court except with the permission of the court.
- (2) Any such process must bear on it a statement that it is issued with the permission of the court.

Division 7 – Miscellaneous

2.31 Registrar may certify delivery or non-delivery of documents

- (1) The Registrar may, for the purposes of any proceedings, certify that, at a particular date, a document required by a provision of this Ordinance to be delivered to the Registrar has or has not been so delivered.
- (2) The Registrar may issue a certificate on the basis of the information on the Register.
- (3) The Registrar may issue a certificate on his or her own initiative or on request by any person.
- (4) A request for a certificate must be accompanied by the prescribed fee.

(5) A certificate relating to a document is not a certificate of the contents of the document.

(6) In any proceedings –

(a) a document purporting to be a certificate issued under subsection (1) on any matter is admissible in evidence on its production without further proof; and

(b) on being admitted in evidence under paragraph (a), the document is proof of the matter in the absence of evidence to the contrary.

(7) Despite subsection (6)(b), the document is not proof of compliance or contravention of a provision of this Ordinance in those proceedings.

(8) This section does not limit –

(a) section 17A, 22A or 22B or Part IV of the Evidence Ordinance (Cap. 8); or

(b) any provision made by virtue of that section or Part.

2.32 Registrar not responsible for verifying information

The Registrar is not responsible for verifying –

(a) the truth of the information contained in a document delivered to the Registrar for registration; or

(b) the authority under which a document is delivered to the Registrar for registration.

2.33 Immunity

(1) Neither the Registrar nor any public officer incurs any civil liability, and no civil action may lie against the Registrar or any public officer, in respect of anything done, or omitted to be done, by him or her in good faith –

(a) in the performance, or purported performance, of the functions under this Ordinance; or

(b) in the exercise, or purported exercise, of the powers under this Ordinance.

(2) Where, for the purposes of this Ordinance, a protected person –

(a) provides a service by virtue of which information in electronic form is supplied to the public; or

(b) supplies information by means of magnetic tapes or any electronic modes,

the protected person is not personally liable for any loss or damage suffered by a user of the service or information by reason of an error or omission appearing in the information if the error or omission was made in good faith and in the ordinary course of the discharge of the protected person's duties.

(3) Where, for the purposes of this Ordinance, a protected person provides a service or facility by virtue of which documents may be delivered to the Registrar by electronic means, the protected person is not personally liable for any loss or damage suffered by a user of the service or facility by reason of an error or omission appearing in a document delivered to the Registrar by virtue of the service or facility if the error or omission –

(a) was made in good faith and in the ordinary course of the discharge of the protected person's duties; or

(b) has occurred or arisen as a result of any defect or breakdown in the service or facility or in any equipment used for the service or facility.

(4) The protection given to a protected person by subsections (2) and (3) in respect of an error or omission does not affect any liability of the Government in tort for the error or omission.

(5) In this section –

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

2.34 Discrepancy between document and certified translation

(1) This section applies if –

(a) a certified translation of a document is delivered by a company to the Registrar for the purposes of section 2.11(1)(b) to accompany the document in a language other than English or Chinese; and

(b) there is a discrepancy between the document in that language and the certified translation of the document.

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

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

(a) had no knowledge of the contents of the document in that language; and

(b) had actually relied on that translation in so far as it relates to the discrepancy.

(4) In this section –

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

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

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

(a) any register, book or document belonging to, or filed or deposited in, the office of the Registrar; or

(b) any electronic record, microfilm, image or other record of such register, book or document.

(2) A person who commits an offence under subsection (1) is liable to imprisonment for 7 years.

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