



公司註冊處
COMPANIES REGISTRY

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12 January 2009

COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 1 / 2009

Rectification of Documents Filed with the Companies Registry

This circular announces that, following a review of the document registration procedures of the Companies Registry (“the Registry”), the Registry’s practice of accepting amended documents for registration to correct errors in documents previously filed will be revised with immediate effect.

The Practice of the Registry

2. Presentors should note that companies are responsible for the accuracy of information contained in documents submitted to the Registry. In line with the Registry’s continuous efforts to streamline registration procedures, the Registry will not require explanatory or “correction” letters in cases of obvious and simple typographic or clerical mistakes. In these cases, presentors should file amended documents to correct the errors in registered documents. The corrections made should be highlighted by underlining the corrected information on the amended document. The word “AMENDED” should also be printed on the top of the first page of the amended document for easy identification.

3. The Registry may request further information, including an explanatory letter, to clarify or explain the correct position, if necessary. Explanatory letters requested for such a purpose should specify the document(s) involved, the particulars of and the circumstances leading to the error(s) and the correct position in relation to the information being reported. Such explanatory letters will only be publicly recorded where there is a compelling reason to do so.

4. The above arrangements do not affect the power conferred on the Registrar of Companies (“the Registrar”) under section 348 of the Companies Ordinance to refuse to accept documents for filing or registration. In exceptional circumstances, the Registrar may insist on certain remedial actions to be taken by the presentor, which may include obtaining an appropriate court order before registering or accepting any document delivered to the Registry for registration.

5. Circumstances in which amended documents may be rejected by the Registrar may include the following :

- (i) where prosecution proceedings have already been commenced in respect of a registered document which an amended document seeks to amend;
- (ii) where an objection to the proposed amendment or conflicting representation/evidence has been made/provided to the Registrar;
- (iii) where an amended document concerns the making of financial assistance by a company under section 47A of the Companies Ordinance or the repurchase of a company’s own shares;
- (iv) where an amended document may result in a change of the name of a company, a change of the type of company or a change of founder member(s);
- (v) where an amended document may result in unauthorised variation of the capital structure of a company.

6. Companies Registry External Circular No. 7/94 is hereby superseded.

Enquiries

7. Enquiries regarding this circular may be directed to Ms Amy LUK, Assistant Registry Manager (Registration), at 2867 4562.

Ms Ada L L CHUNG
Registrar of Companies