



公 司 註 冊 處
COMPANIES REGISTRY

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Companies Registry External Circular No. 7 / 2014

The New Companies Ordinance (Cap. 622) - Rectification of Information on the Companies Register

This circular seeks to provide information on the rectification of information on the Companies Register under the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong (“the new CO”).

Rectification of Typographic or Clerical Error in the Companies Register

2. Section 41(2) of the new CO expressly gives the Registrar of Companies (“the Registrar”) powers to rectify a typographical or clerical error contained in any information relating to a company on the Companies Register on an application by the company.

3. Section 44 provides that the Registrar may make a note in the Companies Register for the purpose of providing information in relation to a rectification of an error or any information on the Companies Register or a removal of any information from the Companies Register.

4. An application to rectify a typographical or clerical error contained in a document already registered with the Companies Registry (“the Registry”) can be made by a company by delivering an amended document showing the rectification. The rectification 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.

5. If an amended document is acceptable, the Registrar will rectify the error in the Companies Register by registering the amended document. The Registrar may annotate on the incorrect registered document and the amended document for cross-referencing.

6. In processing an application to rectify information on the Companies Register and if the circumstances so require, the Registry may request further information, including an explanatory letter, to clarify or explain the correct position. 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 may be publicly recorded to facilitate public searching of the Companies Register.

7. The above arrangements do not affect the power conferred on the Registrar under section 35 of the new CO to refuse to accept or register documents if the Registrar is of the opinion that a document delivered for registration is unsatisfactory within the meaning of section 31.

8. Circumstances in which amended documents may be rejected by the Registrar may include, but are not limited to, 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 may involve a change of the name of a company, a change of the type of company, or a change of founder member(s); or
- (iv) where an amended document may involve an unauthorised variation of the capital structure of a company.

Rectification of Information on the Companies Register on Order of the Court

9. Section 42 of the new CO provides that the Court of First Instance (“the Court”) may, on application by any person, direct the Registrar to rectify any information on the Companies Register or to remove an information from it if the Court is satisfied that the information is factually inaccurate, or derives from anything that is invalid or ineffective, factually inaccurate or forged, or has been done without the company’s authority.

10. If the Court makes an order under section 42, the applicant must deliver an office copy of the order to the Registrar for registration.

11. Companies Registry External Circular No. 1/2009 will be superseded upon commencement of the new CO on 3 March 2014.

Enquiries

12. Enquiries regarding this circular should be directed to Miss Angelina Mok, Assistant Registry Manager (Registration)1, at (852) 2867 4562/angelinamok@cr.gov.hk.

Ms Ada LL CHUNG
Registrar of Companies

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