



公 司 註 冊 處
COMPANIES REGISTRY

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Companies Registry External Circular No. 8 / 2014

The New Companies Ordinance (Cap. 622) - Requirements for Documents Delivered for Registration

This circular seeks to inform you of the requirements specified by the Registrar of Companies (“the Registrar”) in respect of documents to be delivered to the Registrar for registration under:

- (a) the new Companies Ordinance (Cap. 622) (“the new CO”);
- (b) the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) (the new name for the existing Companies Ordinance (Cap. 32) upon the commencement of the new CO); or
- (c) any section of the existing Companies Ordinance (Cap. 32) that will be repealed upon the commencement of the new CO but will have a continuing effect under Schedule 11 to the new CO or by virtue of section 23 of the Interpretation and General Clauses Ordinance (Cap. 1).

The requirements will come into effect from the commencement of the new CO on 3 March 2014.

Specification of Requirements

2. The Registrar has, in exercise of the power under section 32 of the new CO, specified that with effect from the commencement of the new CO on 3 March 2014:

- (a) **documents in hard copy form;**
- (b) **shareholders’ lists in the form of CD-ROM or DVD-ROM** (accompanying the relevant Annual Returns or Returns of Allotment in hard copy form); and
- (c) **documents in electronic form**

to be delivered to the Registrar for registration under the new CO **shall comply with the requirements respectively set out in Annexes 1, 2 and 3 hereto.** The requirements have been published in the Gazette (G.N. 484, 485 and 486) on 24 January 2014.

3. The requirements previously specified by the Registrar and published in the following Gazette Notices will be superseded with effect from 3 March 2014:

- (a) Specification of requirements for documents delivered in paper form and for part of a document delivered in the form of CD-ROM or DVD-ROM for registration under the Companies Ordinance (Gazette Notice G.N. 8170 published on 21 December 2012); and
- (b) Specification of requirements for documents delivered in the form of electronic records for registration under the Companies Ordinance (Gazette Notice G.N. 1076 published on 18 February 2011).

Enquiries

4. Enquiries concerning this circular should be directed to:

Requirements for documents to be delivered in hard copy form and shareholders' lists to be delivered in the form of CD-ROM or DVD-ROM

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Requirements for documents to be delivered in electronic form

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**Requirements for Documents Delivered in Hard Copy Form
to the Registrar of Companies for Registration**

- The paper must be plain white with a matt surface and of medium weight (grammage not less than 76 gsm) and A4 size (210 mm x 297 mm).
- The text must be printed or typed clearly and legibly on paper in portrait format (i.e. with the shorter edge across the top) in permanent black ink, of uniform density, and the font must be of at least size 10. Carbon copies and documents printed by dot matrix printers are not acceptable.
- There must be a blank margin of at least 5 mm on all sides of each page of a document except that the top and bottom portion of the first page of a document that is not presented in a specified form must have a margin of at least 35 mm and 50 mm respectively.
- A document which comprises 2 or more sheets must be fastened together securely at the top left corner.
- Duplex printing is acceptable. Information on the second page of a document may be printed on the reverse side of the first page of the document. Paper with irrelevant information printed on the back side is not acceptable.
- For separately bound shareholders' lists, computer printout on listing (lined) paper larger than A4 size and printed by a near-letter quality 24-pin type dot matrix printer using the enhanced printing mode is acceptable.

**Requirements for
Shareholders' Lists Delivered in the Form of CD-ROM or DVD-ROM
(accompanying an Annual Return or a Return of Allotment in Hard Copy Form)
to the Registrar of Companies for Registration**

- Any CD-ROM must be in ISO 9660 format.
- Any DVD-ROM must be in ISO/IEC 13346:1995 format.
- The CD-ROM or DVD-ROM must be properly labeled, showing the company name and the company number, the name of the document to which it relates (Annual Return or Return of Allotment) and the date to which the document is made up.
- A director or the company secretary of the company must certify the records contained in the CD-ROM or DVD-ROM by signing on the label.
- The information provided on the CD-ROM or DVD-ROM must be in Adobe Portable Document Format (PDF) or Microsoft Excel Format standard and the font of the text contents must be of at least size 10.
- Electronic records in English must be encoded in American Standard Code for Information Interchange (ASCII), ISO/IEC 10646-1:2000 or ISO/IEC 10646:2003 with Amendment 1 standard.
- Electronic records in Chinese must be encoded in ISO/IEC 10646-1:2000 or ISO/IEC 10646:2003 with Amendment 1 standard.
- Where electronic records in Chinese are encoded in the ISO/IEC 10646-1:2000 standard, the set of Chinese characters is restricted to the Chinese characters within the Chinese-Japanese-Korean (CJK) Unified Ideographs defined in the ISO/IEC 10646-1:2000 standard or the characters included in the Hong Kong Supplementary Character Set - 2001 (HKSCS-2001).
- Where electronic records in Chinese are encoded in the ISO/IEC 10646:2003 with Amendment 1 standard, the set of Chinese characters is restricted to the Chinese characters within the CJK Unified Ideographs defined in the ISO/IEC 10646:2003 with Amendment 1 standard or the characters included in the Hong Kong Supplementary Character Set - 2004 (HKSCS-2004).

- Details of shareholders must be set out in the same format as the relevant specified form, i.e. Annual Return or Return of Allotment, as the case may be, delivered for registration. A header showing the company name, the date to which the shareholders' list is made up, the page number and the heading of each column must be shown on each page.
- Particulars of current and past members must be provided in a single file on a CD-ROM or DVD-ROM.
- The total number of issued shares (of each class of shares, if there is more than one class of shares) must be shown on the last page of a shareholders' list. Otherwise, an index must be provided to indicate the page on which the total number of issued shares (of each class, if more than one class) is shown.
- The CD-ROM or DVD-ROM must not contain any computer instructions, including but not limited to:
 - any computer viruses; and
 - any macros, scripts and fields, the operation of which depends on the execution environment and the execution of which will cause changes to the electronic record itself or the information system displaying the electronic record.

Requirements for Documents Delivered in Electronic Form to the Registrar of Companies for Registration

System Requirement

A document to be delivered in electronic form (other than a shareholders' list on CD-ROM or DVD-ROM that accompanies the relevant Annual Return or Return of Allotment in hard copy form) to the Registrar of Companies ("Registrar") for registration shall be delivered through the e-Registry at www.eregistry.gov.hk ("e-Registry"). The e-Registry is the information system designated and used by the Companies Registry for providing specified public services or information online to, and receiving electronic information from, members of the community through the internet. The e-Registry specifies the documents that may be delivered in electronic form to the Registrar for registration.

Format of Electronic Document

A document to be delivered in a form specified by the Registrar ("specified form") shall be furnished in a format using the electronic template or in Adobe Portable Document Format ("PDF") as specified at the e-Registry. Other documents not to be delivered in specified forms shall be delivered in PDF. PDF documents shall not exceed the file size specified by the system.

Signature Requirement

A document to be delivered in electronic form to the Registrar for registration shall be authenticated, approved or certified by such person(s) as specified at the e-Registry and in the relevant electronic template (or specified form). For the purpose of authenticating, approving or certifying the document, a person must register with the e-Registry and his/her digital signature or password shall be affixed to or included in the document.

Note:

An electronic form provided at the e-Registry is for submission through the e-Registry system and will NOT be accepted for other purposes.