

L.N. 101 of 2021

**Companies Ordinance (Amendment of Schedule 11)
Notice 2021**

(Made by the Secretary for Financial Services and the Treasury under section 913(2) of the Companies Ordinance (Cap. 622))

1. Commencement

- (1) Subject to subsection (2), this Notice comes into operation on the day on which section 643(1)(a)(ii), (2)(b) and (3)(b) (in so far as it relates to a correspondence address) of the Companies Ordinance (Cap. 622) (*Ordinance*) comes into operation.
- (2) Section 3(1) comes into operation on the day on which section 54(2) of the Ordinance comes into operation.

2. Companies Ordinance amended

The Companies Ordinance (Cap. 622) is amended as set out in section 3.

3. Schedule 11 amended (transitional and saving provisions)

- (1) Schedule 11, Part 2, after section 2—

Add

“2A. Correspondence address of directors etc. in Companies Register

- (1) The Registrar must, for the purposes of section 27, record the following address as the correspondence address of a director or reserve director of a company—

- (a) if the company is an existing company, or a company formed and registered under this Ordinance before the specified date—the address shown, immediately before that date, on the Companies Register as the address of the company’s registered office; or
 - (b) if the company is a non-Hong Kong company registered in the Companies Register as a registered non-Hong Kong company before the specified date—the address shown, immediately before that date, on the Companies Register as the address of the company’s principal place of business in Hong Kong.
- (2) If an incorporation form under section 67(1)(b)—
 - (a) is delivered under that section in relation to a company before the specified date; and
 - (b) is registered under section 71(1) on or after that date,

the Registrar must, for the purposes of section 27, record the address contained, as the intended address of the company’s registered office, in the form as the correspondence address of a director or reserve director of the company.
- (3) If, on an application under section 776(2) that is delivered by a company under section 776(4)(e) before the specified date, the Registrar registers the company under section 777(1) on or after that date, the Registrar must, for the purposes of section 27, record the address contained, as the address of the company’s principal place of business in Hong Kong, in the application as the correspondence address of a director or reserve director of the company.

- (4) After an address is recorded under subsection (1), (2) or (3) as the correspondence address of a director or reserve director of a company, the Registrar must update the entry of such correspondence address with—
- (a) the latest address of the company's registered office contained in a notice of change of address of the company's registered office that is delivered under section 658(3) and registered by the Registrar under Part 2; or
 - (b) the latest address of the company's principal place of business in Hong Kong contained in a return in respect of the change of address of the company's principal place of business in Hong Kong that is delivered under section 791(1) and registered by the Registrar under Part 2.
- (5) Subsection (4) ceases to apply when, in relation to the director or reserve director—
- (a) a notice or return is delivered under section 645(4) or 791(1) in respect of a change of the director's or reserve director's correspondence address; and
 - (b) the notice or return is registered by the Registrar under Part 2.

(6) In this section—

company (公司) has the meaning given by section 20(1);

specified date (指明日期) means the date on which section 54(2) comes into operation.”.

(2) Schedule 11—

Repeal section 115.

- (3) Schedule 11, before section 116—

Add

“115A. Correspondence address in company’s register of directors etc.

- (1) This section applies in relation to the following company—
 - (a) an existing company; or
 - (b) a company formed and registered under this Ordinance before the specified date.
- (2) The register of directors (*register*) of the company need not contain a specified director’s correspondence address for compliance with section 643(1)(a)(ii), (2)(b) or (3)(b) before the company’s specified annual return date.
- (3) Despite subsection (2), the company’s register must contain a specified director’s correspondence address before the company’s specified annual return date if—
 - (a) the particulars of the specified director are first entered in the register on or after the specified date; or
 - (b) any change is made to the particulars of the specified director contained in the register on or after the specified date.
- (4) For the purposes of subsection (3)(a), the company’s register must contain the specified director’s correspondence address beginning on the date on which the particulars are first entered in the register.

- (5) For the purposes of subsection (3)(b), the company's register must contain the specified director's correspondence address beginning on the date on which the change is made.
- (6) The address of the company's registered office is, for all purposes relating to the company's register, to be regarded as the correspondence address of a specified director of the company until whichever is the earlier of the following—
 - (a) the date on which the company enters the specified director's correspondence address in the register;
 - (b) the company's specified annual return date.
- (7) The company need not, for compliance with section 645(4), deliver to the Registrar a notice—
 - (a) for entering in the company's register a specified director's correspondence address before the specified date;
 - (b) for making any change to a specified director's correspondence address contained in the company's register before the specified date; or
 - (c) because the address of the company's registered office is regarded as a specified director's correspondence address under subsection (6).
- (8) Despite subsection (7), if, immediately before the specified date—
 - (a) a specified director's correspondence address was contained in the company's register; and
 - (b) the address was not the address of the company's registered office,

the company must, for compliance with section 645(4), deliver to the Registrar a notice in relation to the specified director's correspondence address as if there were, on that date, a change in the specified director's correspondence address contained in the register to the address mentioned in paragraph (a).

- (9) An annual return of the company under section 662(1) or (3) made up to a date before the specified date need not contain a correspondence address of a person who at the date of the return is a specified director of the company.

- (10) In this section—

annual return date (周年申報表日期), in relation to a company, means the return date of the company determined in accordance with section 662(2) or (4);

specified annual return date (指明周年申報表日期), in relation to a company, means—

- (a) if the specified date falls on an annual return date of the company—the specified date; or
- (b) if not—the first annual return date of the company after the specified date;

specified date (指明日期) means the date on which section 54(2) comes into operation;

specified director (指明董事) means a director or reserve director who is a natural person.”.

Christopher HUI Ching-yu
Secretary for Financial Services
and the Treasury

15 June 2021

Explanatory Note

This Notice amends Schedule 11 to the Companies Ordinance (Cap. 622) (*Ordinance*) to provide for the transitional arrangements on—

- (a) the treatment of the correspondence address of the directors and reserve directors of certain companies and non-Hong Kong companies in the Companies Register on the commencement of Subdivision 2 of Division 7 of Part 2 (except section 54(1)(a)(ii)) of the Ordinance; and
- (b) the requirement for a company's register of directors to contain a correspondence address with respect to its directors and reserve directors, for delivering a notice under section 645(4) of the Ordinance in respect of the correspondence address, and for containing the correspondence address in the company's annual return.