

Companies (Amendment) Ordinance 2010

Ms. Margaret Chan
Solicitor

18th May 2011

Electronic Company Incorporation



- Phase II of Integrated Companies Registry Information System (“ICRIS II”)
 - ◆ facilitates on-line applications for company incorporation
 - ◆ filing of company documents through electronic means
 - ◆ early 2011
- Time required for incorporation
 - ◆ reduced from four working days to less than one day

Electronic Company Incorporation (2)

- only 1 founder member is required to sign an incorporation form
- removes the attestation requirements for signatures by founder members
- facilitates the issue of certificates of incorporation by electronic means
- removes the requirement for delivering the certified true copies of the Articles of Association for registration
- separate filing of First Director's consent to act



Expediting Company Name Registration Process

- Company name will be accepted for registration instantaneously
 - ◆ ≠ another name on the register
 - ◆ does not contain certain specified words or expressions
- Objectionable company names
 - ◆ Registrar of Companies is empowered to direct the company to change its name within a specified period



Enforcement Against Shadow Companies

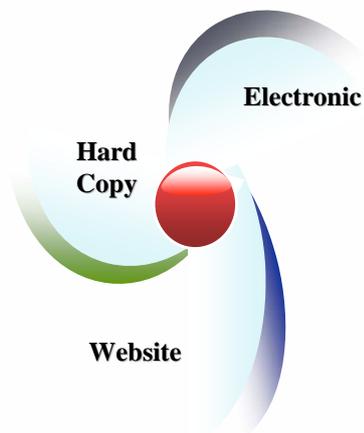
- Strengthen Hong Kong's company name registration system to enhance enforcement against possible abuses by "shadow companies"
- To act pursuant to court orders to direct a "shadow company" to change its name



- Substitutes the company name with its registration number where a company fails to comply with the Registrar's direction to change its name
 - ◆ that is too like that of another company on the register
 - ◆ that gives the impression that the company is connected with the Hong Kong SAR Government or the Central People's Government
 - ◆ that constitutes a criminal offence
 - ◆ that is contrary to the public interest

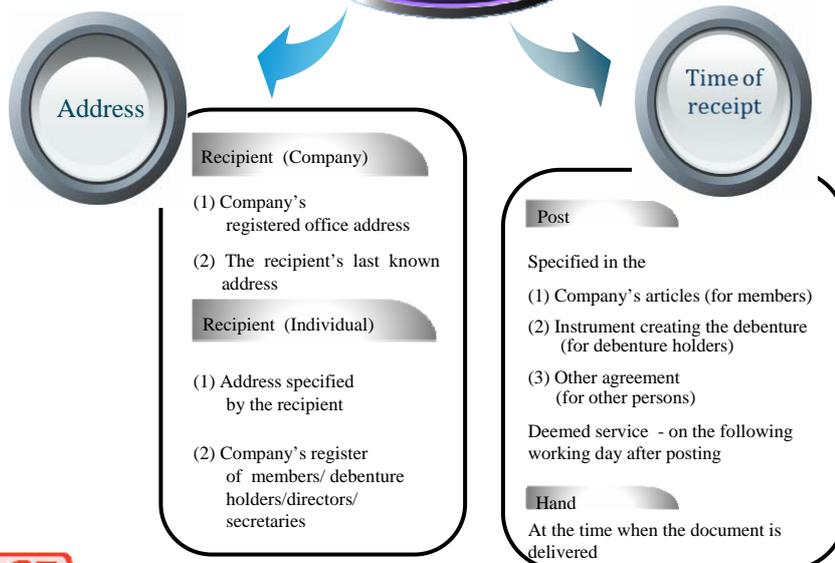


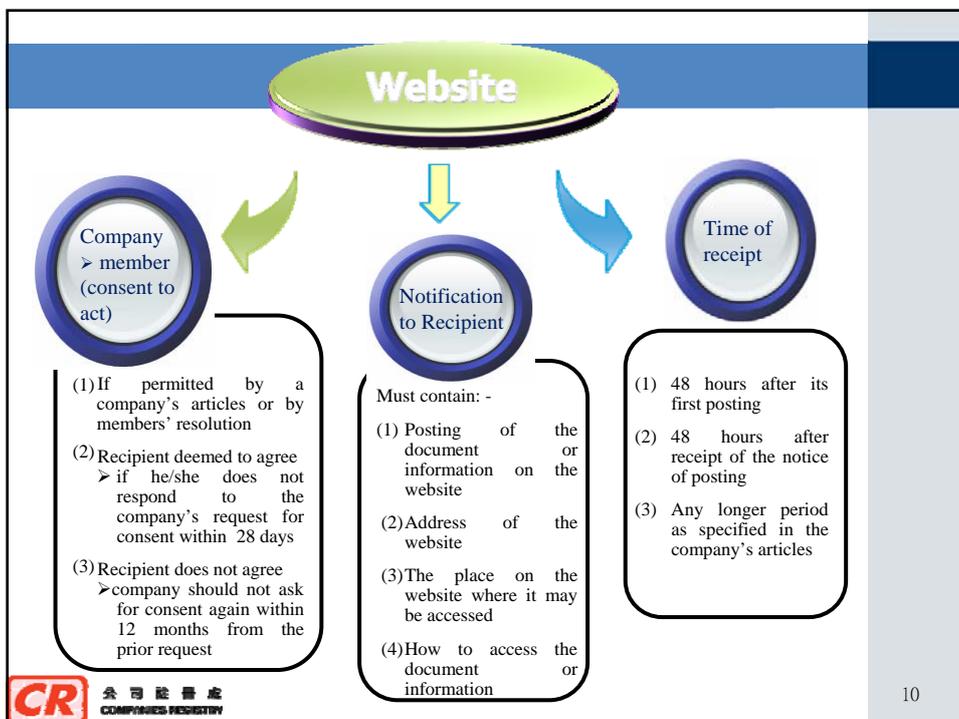
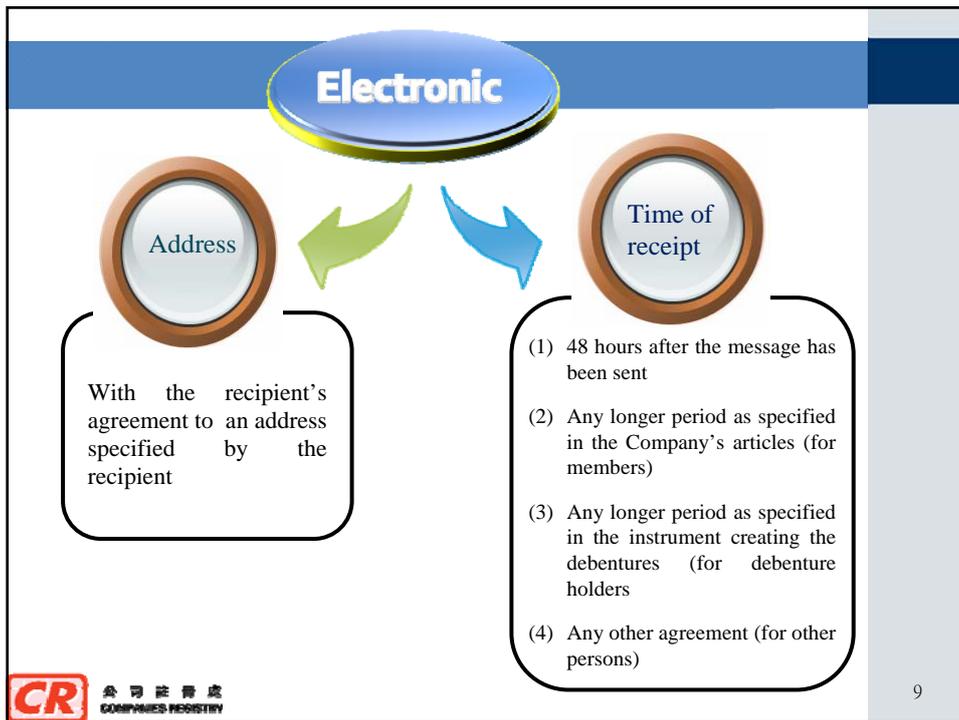
Communication by a Company to its members or debenture holders



- Listing Rules of the Hong Kong Exchanges and Clearing Limited (“HKEx”)
 - ◆ allow a listed issuer to send corporate communications to its shareholders through its website
 - ◆ if the shareholder agree
 - ◆ deemed to have so agreed
- Amend the CO
 - ◆ Hong Kong companies may use electronic means, including website to communicate with their shareholders through electronic means, including the companies website
 - ◆ No application to service of legal documents

Hard Copy





Electronic

Website

● Notice of revocation

At least 7 days or
such longer period

For members

as specified in the articles

For debenture holders

as specified in the instrument
creating the debentures

For other person

as specified in any other
agreement

● Request for hard copy (free of charge)

Date of request

Within 28 days from the date of
receipt of electronic /website
copy

Date of sending out
copies

- Within 21 days of receiving the request
- Within 7 days if the document requires an action to be taken by the recipient

THANK YOU