



公司註冊處
COMPANIES REGISTRY



新《公司條例》 The New Companies Ordinance

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公司註冊處
COMPANIES REGISTRY



概覽

An Overview

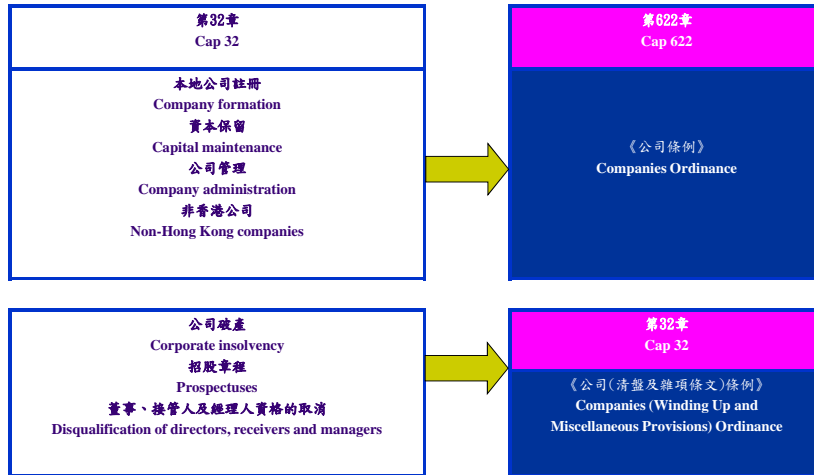
- 於 2012 年 7 月 12 日獲立法會通過
Passed by the Legislative Council on 12 July 2012
- 12 項附屬法例於 2013 年 7 月 17 日完成立法程序
12 pieces of subsidiary legislation –
the legislative process completed on 17 July 2013
- 2014 年 3 月 3 日開始實施
Commencement on 3 March 2014



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修改 The Change



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四個主要目的 Four major objectives

- 使公司法例現代化
Modernising the Law
- 方便營商
Facilitating Business
- 加強企業管治
Enhancing Corporate Governance
- 確保規管更為妥善
Ensuring Better Regulation



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使法例現代化 Modernising the law (1)

廢除股份面值

Abolishing par value of shares

- 強制所有有股本的公司採用無面值股份制度。
Adopting a mandatory system of no-par for all companies with a share capital.
- 股份面值已引起一些實際問題，例如有誤導之嫌，阻礙籌集新資本及使會計制度過分複雜。
Par value gives rise to practical problems, such as giving misleading information, inhibiting raising of new capital and unnecessarily complicating the accounting regime.

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使法例現代化 Modernising the law (2)

廢除股份面值

Abolishing par value of shares

- 廢除相關的概念例如法定股本及股份溢價。
Relevant concepts such as authorised share capital and share premium are abolished.
- 推定條文以確保藉提述面值及相關概念訂定的合約權利不會因廢除面值而受到影響。推定條文可為公司節省大量工作、開支及時間，也減低出現爭議的可能性。
Deeming provisions to ensure that contractual rights defined by reference to par value and related concepts are not affected by the abolition of par. The deeming provisions save considerable work, expense and time for companies and reduce the possibility of disputes.

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使法例現代化 Modernising the law (3)

廢除所有公司的組織章程大綱 Abolition of the memorandum for all companies

- 根據舊《公司條例》成立為法團的公司-
原有公司的組織章程大綱內所載的條文須視為該公司的章程細則的條文，但以下情況除外：任何述明法定股本及股份面值的條文須視為已被刪除(第98條)。

Companies incorporated under the old Companies Ordinance –
A condition of the memorandum of an existing company is regarded as a provision of the company's articles of association, except that any such condition setting out authorised share capital and the par value of shares are regarded as deleted (Section 98).

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使法例現代化 Modernising the law (4)

廢除所有公司的組織章程大綱 Abolition of the memorandum for all companies

- 任何其他條例/文件等對組織章程大綱的所有提述，均為對組織章程細則的提述(第98條)。

All references in any other ordinances / documents etc. to memorandum is a reference to articles of association (Section 98).



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方便營商 Facilitating Business (1)

簡化程序 Streamlining procedures

- 公司可在取得股東一致同意的情況下無須舉行周年成員大會。
Allowing companies to dispense with AGMs by unanimous shareholders' consent.
- 為同一集團內的全資附屬公司的合併訂立新的不經法院的法定合併程序。
Introducing a court-free statutory amalgamation procedure for wholly owned intra-group companies.
- 訂立處長以行政方式把已解散公司恢復註冊的新程序。
Introducing a new administrative restoration procedure for a company dissolved by the Registrar.

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方便營商 Facilitating Business (2)

方便營商 Facilitating Business Operations

- 讓公司自行選擇是否使用法團印章。
Making the use of a common seal optional.
- 准許公司使用電子科技在多於一個地點舉行成員大會。
Permitting a general meeting to be held at more than one location using electronic technology.
- 列明以電子形式向公司作出或由公司作出通訊的規則。
Setting out the rules governing communications to and by companies in electronic form.

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方便營商 Facilitating Business (3)

簡明報告 Simplified Reporting

- 自動符合資格擬備簡明報告的小型私人公司/小型私人公司集團的控權公司須符合以下條件的其中兩項-
A small private company / holding company of a group of small private companies meeting two of the following conditions will be qualified automatically for simplified reporting –
 - (i)收入總額/收入總額的總數不超過港幣一億元；(ii)資產總額/資產總額的總數不超過港幣一億元；(iii)僱員/僱員總人數不超過100人
(i) total revenue / aggregate total revenue of not more than HK\$100 million; (ii) total assets / aggregate total assets of not more than HK\$100 million; (iii) no more than 100 employees / aggregate employees
- 較大型的私人公司及私人公司集團，則需獲成員批准
Members' approval will be required for larger private companies and groups of larger private companies.

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方便營商 Facilitating Business (4)

在提交報告方面獲豁免 - 資格準則 Reporting Exemption - Qualifying criteria



	小型私人公司/集團 Small private company / group	合資格私人公司/集團 Eligible private company / group	小型擔保公司/集團 Small guarantee company / group
收入總額/收入總額的總數 Total / aggregate total revenue	不超過1億元 Not exceeding \$100m	不超過2億元 Not exceeding \$200m	不超過2,500萬元 Not exceeding \$25m
資產總額/資產總額的總數 Total / aggregate total assets	不超過1億元 Not exceeding \$100m	不超過2億元 Not exceeding \$200m	無限制 No limit
僱員/僱員總人數 Employees/aggregate employees	不超過100人 Not exceeding 100	不超過100人 Not exceeding 100	無限制 No limit
成員批准 Members' approval	不需要* Not required*	獲得最少75%的成員批准，而在財政年度完結前的6個月，沒有成員反對。 At least 75% of members' approval and no objection from a member 6 months before the end of the financial year	不需要* Not required*

* 按規模自動符合資格
* Automatic qualification based on size

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加強企業管治 Enhancing Corporate Governance (1)



加強董事的問責性 Strengthening the accountability of directors

- 規定所有私人公司最少須有一名個人董事。
Requiring a private company to have at least one individual director.
- 原有公司有六個月寬限期。
There is a grace period of six months for existing companies.



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加強企業管治 Enhancing Corporate Governance (2)



提高股東在決策過程中的參與程度 Enhancing shareholder engagement in the decision-making process

- 訂立一套有關提出和通過書面決議的詳盡規則。
Introducing a comprehensive set of rules for proposing and passing a written resolution.
- 把成員要求以投票方式表決的規定由佔總表決權的10%減至5%。
Reducing the threshold requirement for members to demand a poll from 10% to 5% of the total voting rights.



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確保規管更為妥善 Ensuring better regulation (1)

改善執法制度 Strengthening the enforcement regime

- 賦予公司註冊處處長取得文件或資料的新權力，以確定有關公司曾否提供虛假或具誤導性的陳述。

New power for the Registrar of Companies to obtain documents or information for ascertaining whether any offence relating to giving false or misleading statement has taken place.

- 賦權處長可就指明的罪行准以繳款代替檢控，以善用司法資源。

Empowering the Registrar to compound specified offences so as to optimise the use of judicial resources.



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確保規管更為妥善 Ensuring better regulation (2)

改善執法制度 Strengthening the enforcement regime

- 以繳款代替檢控的機制只適用於簡單及輕微的規管罪行。
Confine the compounding regime to straightforward and minor regulatory offences.

- 新《公司條例》附表7載列這些罪行，包括沒有向公司註冊處處長交付擔任董事的書面同意、沒有提交周年申報表及沒有交付帳目等罪行。

Schedule 7 of the new Companies Ordinance sets out the offences. These cover failure to deliver directors' written consents to act to the Registrar of Companies, failure to file annual returns and failure to deliver accounts etc.

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確保規管更為妥善 Ensuring better regulation (3)

改善執法制度 Strengthening the enforcement regime

- 以“責任人”的新表述方式降低檢控高級人員違反規定的門檻。
Lowering the threshold for prosecuting contravention by officers through a new definition of “responsible person”.
- 在舊《公司條例》下，“失責高級人員”如明知而故意授權或准許違規行為，須承擔刑事責任。此一舉證責任很高，因為“故意”須為蓄意的行為。
The old Companies Ordinance attributes criminal liability to an officer in default if he knowingly and wilfully authorises or permits the default. The evidential burden is very high as “wilfulness” requires a deliberate act.

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確保規管更為妥善 Ensuring better regulation (4)

改善執法制度 Strengthening the enforcement regime

- 新《公司條例》訂明“責任人”是指公司的高級人員，而該人授權、准許或參與違規或失責行為。
“Responsible person” is defined in new Companies Ordinance as an officer of a company who authorises or permits or participates in the contravention or failure.
- 新表述方式將降低檢控門檻，高級人員的責任擴大至須對罔顧後果（但不包括疏忽）的作為和不作為負責。
The effect of the new formulation is to lower the prosecution threshold to extend liability to reckless acts or omissions by officers, but not negligence.

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關於帳目及審計的主要改變 Major Changes relating to Accounts and Audit



適用於首個財政年度的新條例條文 Application of new CO provisions to first financial year

- 新條例關於會計紀錄（第373、374、376及377條）、簡明報告（第359條）、財務報表（第379及436條）、董事報告（第388條）、將報告文件在周年成員大會上提交公司省覽（第429條）、財務摘要報告（第439條）及修改財務報表（第449條）的規定，適用於新條例生效當日，或之後開始的財政年度。（第358條）

The requirements in the new CO in relation to accounting records (ss 373, 374, 376 & 377), simplified reporting (s 359), financial statements (ss 379 & 436), directors' report (s 388), laying reporting documents before AGM (s 429), summary financial report (s 439) and revision of financial statements (s 449) apply to a financial year that begins on or after commencement of the new CO.

(s 358)



適用於首個財政年度的新條例條文（續）

Application of new CO provisions to first financial year (cont'd)

- 舊《公司條例》關於在新條例生效前開始的財政年度的帳簿、帳目、董事報告、將帳目在周年成員大會上提交公司省覽、財務摘要報告、修訂帳目的相應規定繼續適用（附表11第76、77、78、83、84及107(2)條）。

Corresponding requirements in old CO continue to apply in relation to books of account, accounts, directors' report, laying of accounts before AGM, summary financial report and revision of accounts for a financial year beginning before commencement of the new CO (Schedule 11 ss 76, 77, 78, 83, 84 and 107(2)).

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會計參照期

Accounting reference period

- 會計參照期即公司財務報表所涵蓋的期間。
The accounting reference period is the period by reference to which the company's financial statements are to be prepared.
- 原有公司的首個會計參照期，於緊接新條例生效前的財政年度擬備的公司帳目日期最後一日的翌日開始，並於該日的首個周年日終結（第368(1)、369(1)至(4)條）。
For an existing company, the first accounting reference period begins on the day immediately following the end date of the company's accounts for the financial year immediately before the commencement of the new CO and ends on the first anniversary of that date (ss 368(1), 369(1) to (4)).

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會計參照期 (續) Accounting reference period (cont'd)

- 例子
Examples

A公司!
Company A

- ◆ 財政年度：2013年4月1日至2014年3月31日！
Financial year : 1 April 2013 to 31 March 2014
- ◆ 根據舊《公司條例》擬備的帳目最後一日：2014年3月31日
End date of company's accounts prepared under old CO : 31 March 2014
- ◆ 在新條例下，公司的首個會計參照期：
2014年4月1日至2015年3月31日
Company's first accounting reference period under the new CO :
1 April 2014 to 31 March 2015

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會計參照期 (續) Accounting reference period (cont'd)

B公司
Company B

- ◆ 財政年度：2014年1月1日至2014年12月31日
Financial year : 1 January 2014 to 31 December 2014
- ◆ 根據舊《公司條例》擬備的帳目最後一日：2014年12月31日
End date of company's accounts prepared under old CO : 31 December 2014
- ◆ 在新條例下，公司的首個會計參照期：
2015年1月1日至2015年12月31日
Company's first accounting reference period under the new CO:
1 January 2015 to 31 December 2015

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會計參照期 (續)

Accounting reference period (cont'd)

- 根據新條例組成及註冊的公司，其首個會計參照期，以成立為法團的日期開始，而其終結日期為：

For a company formed and registered under the new CO, the first accounting reference period begins on the incorporation date and ends on –

- ◆ 董事所指明的日期，而該日期須是公司成立為法團的日期後的18個月內的日期；或
a date specified by the directors falling within 18 months after the company's incorporation; or
- ◆ 如沒有指明日期，則為公司成立為法團的首個周年日所屬月份的最後一日（第368(2)、369(5)至(7)條）。
if none specified, the last day of the month of the first anniversary of the company's incorporation (ss 368(2), 369(5) to (7)).

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會計紀錄

Accounting records

- 舊《公司條例》第121(2)條訂明，如沒有備存所需帳簿，以真實而公平地反映公司的事務狀況，及解釋公司所作的交易，則不得當作已備存妥善的帳簿。

S 121(2) of old CO provides that proper books of accounts shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.



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會計紀錄 (續) Accounting records (cont'd)

- 新條例下規定公司備存的會計紀錄須足以：
Under the new CO, the requirement is to keep accounting records that must be sufficient to —
 - (a) 顯示及解釋公司的交易；
show and explain the company's transactions;
 - (b) 以合理的準確度，披露公司的財務狀況及財務表現；及
disclose with reasonable accuracy the company's financial position and financial performance; and
 - (c) 使董事能夠確保財務報表符合新條例。
enable the directors to ensure that the financial statements comply with the new CO
(第373(2)條) (s 373(2))

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會計紀錄 (續) Accounting records (cont'd)

- ◆ 有附屬企業的公司，須採取一切合理步驟，以確使附屬企業備存會計紀錄，該等會計紀錄須足以使該公司的董事能夠確保財務報表符合新條例的規定（第373(4)條）。
A company that has a subsidiary undertaking must take all reasonable steps to secure that the subsidiary undertaking keeps accounting records that are sufficient to enable the company's directors to ensure that the financial statements comply with the new CO requirements (s 373(4)).



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- 其他新規定

- Other new requirements

- ◆ 第375條明確賦予董事有權在查閱會計紀錄時，可製作會計紀錄的文本，或要求提供會計紀錄的文本。舊《公司條例》只訂明董事有權查閱帳簿。

- S 375 gives a director an express right to make a copy of the accounting records during inspection or request for a copy of the accounting records. The old CO only provides a right of inspection of books of accounts by the directors.

- ◆ 第378條訂明，董事可向法庭申請授權某人代表該董事查閱公司的會計紀錄。獲授權的人可製作會計紀錄的文本。

- S 378 provides that a director may apply to Court to authorize a person to inspect the company's accounting records on the director's behalf. A person so authorized may make copies of the accounting records.

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- 「報告文件」是指須在周年成員大會上提交公司省覽，或送交成員的財務報表、董事報告，及就財務報表作出的核數師報告（第357(2)、429(1)、430(1)及(3)條）。

- “Reporting documents” means the financial statements, directors' report and the auditor's report on the financial statements that are required to be laid at AGM or sent to members (ss 357(2), 429(1), 430(1), (3)).



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財務報表（續） Financial statements (cont'd)

- 舊《公司條例》的用語轉為 —
Change of terminology

◆ 「帳目」 "accounts"	→	「財務報表」（第357、379條）！ "financial statements" (ss 357, 379)
◆ 「集團帳目」 "group accounts"	→	「綜合財務報表」／「綜合報表」（第379(2)、380(2)條） "consolidated financial statements" / "consolidated statements" (ss 379(2), 380(2))
◆ 「資產負債表」 "balance sheet"	→	「財務狀況表」（第387條）！ "statement of financial position" (s 387)
◆ 「損益表」 "profit and loss account"	→	「全面收益表」（第436(6)條） "statement of comprehensive income" (s 436(6))
◆ 「帳簿」 "books of account"	→	「會計紀錄」（第373條）！ "accounting records" (s 373)

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財務報表（續） Financial statements (cont'd)

- 財務報表須符合由香港會計師公會發出或指明的報告準則《公司（會計準則（訂明團體）規例》第622C章（第380(4)、(8)）條。
Financial statements are to comply with reporting standards issued or specified by the HKICPA (Companies (Accounting Standards (Prescribed Body) Regulation Cap 622C (s 380(4), (8))).
- 附表4的會計披露，取代舊《公司條例》附表10及11的詳細規定（第380(3)條）。！
Accounting disclosures in Schedule 4 replace the detailed requirements in the 10th and 11th Schedules to the old CO (s 380(3)).

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財務報表（續）

Financial statements (cont'd)

- 財務報表的附註，須載有董事薪酬等的資料（參閱舊《公司條例》第161、161B、161BB條）。訂明的披露詳情載於《公司（披露董事利益資料）規例》第622G章（第383條）。

Information on directors' emoluments etc required to be contained in notes to financial statements (cf ss 161, 161B, 161BB old CO). The detailed prescribed disclosures are set out in Companies (Disclosure of Information about Benefits of Directors) Regulation Cap 622G (s 383).

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財務報表（續）

Financial statements (cont'd)

- 綜合財務報表

Consolidated financial statements

- ◆ 控權公司（如屬另一法人團體的附屬公司則除外）須擬備綜合財務報表（第379條）。

A holding company (except one that is a subsidiary of another body corporate) must, instead of preparing financial statements, prepare consolidated financial statements (s 379(2)).

- ◆ 至於非全資附屬公司，例外情況只適用於董事已告知成員他們無意擬備綜合報表，而沒有成員另行提出要求。

For a partially owned subsidiary, the exception only applies if the directors have notified the members of their intention not to prepare consolidated statements and no member has requested otherwise.

- ◆ 綜合報表的附註，須載有控權公司的財務狀況表（附表4第2條）。

The holding company's statement of financial position must be contained in the notes to the consolidated statements (Schedule 4 s 2).

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核數師的權利 Auditor's rights

- 核數師索取資料的權利
Auditor's rights to information
 - ◆ 第412條賦權核數師可要求更廣泛類別的人士，向他們提供為履行核數師的職責所需要的資料及解釋 —
S 412 empowers auditors to require information and explanation for the performance of their duties from a wider range of persons –
 - (a) 公司的高級人員！
an officer of the company
 - (b) 公司在香港成立為法團的附屬公司
a HK incorporated subsidiary of the company
 - (c) 該附屬公司的高級人員或核數師
an officer or auditor of such a subsidiary

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核數師的權利（續） Auditor's rights (cont'd)

- (d) 持有公司或該附屬公司會計紀錄的人，或須就會計紀錄負責的人
a person holding or accountable for the accounting records of the company or such a subsidiary
 - (e) 在有關資料或解釋關乎的時間，屬以上任何類別的人士或附屬公司
any of the above persons or subsidiary at the time to which the information or explanation relates
- ◆ 控權公司的核數師可要求公司向其附屬企業（並非在香港成立為法團的公司）、該附屬企業的高級人員或核數師，以及持有該附屬企業的會計紀錄或須就該等紀錄負責的人，取得資料或解釋。
The auditor of a holding company may require the company to obtain information or explanation from its subsidiary undertaking that is not a HK incorporated company, an officer or auditor of such a subsidiary undertaking and a person holding or accountable for the accounting records of such a subsidiary undertaking.

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核數師的權利 (續) Auditor's rights (cont'd)

- 核數師有關成員大會及書面決議的權利 (第411、555、559、575條)
Auditor's rights in relation to general meetings and written resolutions (ss 411, 555, 559, 575)
 - ◆ 第575條規定，公司須在向成員發出成員大會的通知，或任何關乎成員大會的文件的時候，向核數師發出該通知或該等文件。
S 575 requires a company to give notice of or any other document relating to a general meeting to the auditor at the same time as the notice or document is given to its members.
 - ◆ 第559條規定，公司須通知核數師書面決議已通過。
S 559 requires the company to send to the auditor notice of the fact that a written resolution is passed.

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核數師的權利 (續) Auditor's rights (cont'd)

- 受約制特權
Qualified privilege
 - ◆ 第410條訂明，核數師無須就在履行核數師職責時作出的陳述，負上誹謗的法律責任，只要作出該陳述並非出於惡意。
S 410 provides that in the absence of malice, an auditor is not liable for defamation in respect of any statement made by the auditor in the course of performing duties as auditor of the company.
 - ◆ 「履行核數師職責」包括當核數師辭任或遭免任，或不再獲委任時所作出的情況陳述或停任陳述。
"Performing duties as auditor of a company" includes making a statement of circumstances or a cessation statement upon the resignation or removal of the auditor or when the auditor is not reappointed.

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核數師的權利 (續) Auditor's rights (cont'd)

- 離任核數師可向繼任核數師提供資料 (第414條)
Outgoing auditor may provide information to incoming auditor (s 414)
 - ◆ 任何屬或曾屬公司的核數師的人，不會僅因他向另一人提供以核數師身分得悉的資料而違反在法律上須承擔的職責，但前提是 —
A person who is or has been an auditor of a company does not contravene any duty in law by reason only that the person gives information of which he became aware in the capacity of auditor to another person —
 - (a) 該另一人是公司的核數師；!
who is an auditor of the company;
 - (b) 該另一人已獲委任為公司的核數師，但其任期尚未開始；或
who has been appointed as auditor of the company but whose term of office has not yet begun; or
 - (c) 公司已向該另一人作出擔任核數師的要約，但該人尚未獲委任。
to whom the company has offered the position as auditor but who has not yet been appointed.

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財務摘要報告 Summary financial reports

- 把財務摘要報告的條文，擴至包括所有公司 (擬備簡明帳目的公司除外) (第438條)
Summary financial report provisions are extended to all companies except those that prepare simplified accounts (s 438)
 - ◆ 在舊《公司條例》下，財務摘要報告的條文只適用於上市公司 [第141CA至141CG條]
Under the old CO summary financial report provisions apply to listed companies only [sections 141CA to 141CG]
 - ◆ 除非受禁止(第446條)，否則公司可選擇向其成員送交財務摘要報告的文本，以代替報告文件的文本 (第439、441、442條)！
Unless prohibited (s 446), companies have a choice of sending to its members a copy of the summary financial report instead of reporting documents (ss 439, 441, 442)
 - ◆ 《公司(財務摘要報告)規例》(第622E章) 取代《公司(上市公司的財務摘要報告)規例》(第32M章)。
Companies (Summary Financial Reports) Regulation Cap 622E replaces Companies (Summary Financial Reports of Listed Companies) Regulation Cap 32M.

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關於董事的主要改變 Major Changes affecting Directors



董事有責任以謹慎、技巧及努力行事 **Directors' duty of care, skill and diligence**

- 舊《公司條例》沒有關於董事有責任以謹慎、技巧及努力行事的條文，而香港普通法在這方面的情況亦非清晰。
There is no provision in the old CO on the directors' duty of care, skill and diligence. The common law position in HK is not entirely clear.
- 在新條例下，董事須以合理水平的謹慎、技巧及努力行事，即指任何合理努力並具備以下條件的人在行事時會有的謹慎、技巧及努力—
Under the new CO, a director must exercise reasonable care, skill and diligence, i.e. the care, skill and diligence that would be exercised by a reasonably diligent person with –



董事有責任以謹慎、技巧及努力行事（續） Directors' duty of care, skill and diligence (cont'd)

- ◆ 可合理預期任何人在執行有關董事就有關公司所執行的職能會具備的一般知識、技巧及經驗(「客觀準則」)；及
the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by the director in relation to the company ("objective test"); and
- ◆ 該董事本身具備的一般知識、技巧及經驗(「主觀準則」)〈第465條〉。！
the general knowledge, skill and experience that the director has ("subjective test") (section 465)
- 該項職責亦適用於幕後董事。
The duty also applies to a shadow director.

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與董事的交易 Transactions with directors

- 擴大公眾公司受禁貸款及類似交易的範圍，以包括更多與董事有關連的人。例如成年子女、同居者、父母。
For public companies the prohibitions on loans and similar transactions are extended to cover a wider category of persons connected with a director. For example, adult children, cohabittees, parents.
- ◆ 關連實體包括家庭成員、有同居關係的人士、有聯繫的法人團體、指明類別的信託人及合夥人（第486條）。
Connected entity includes family members, person in cohabitation relationship, associated body corporate, specified categories of trustees and partner (section 486).

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與董事的交易 (續) Transactions with directors (cont'd)

- 公眾公司須獲無利益關係成員的批准，才可進行有關交易（第496(2)(b)(ii)條）。
Disinterested members' approval of the transaction is required in the case of public companies (section 496(2)(b)(ii)).
- ◆ 有關人士：有關董事、有關連實體，以及以信託方式，為該等人士／該等實體持有公司股份的人士。
Interested parties: the relevant directors, connected entities and any person who holds any shares in the company in trust for these persons/entities.

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與董事的交易 (續) Transactions with directors (cont'd)

- 董事受僱用的保證年期超過3年須獲成員批准。如屬公眾公司，則無須理會董事，或以信託形式為董事持有股份的人士所投的一票（第534條）。
Members' approval is required for directors' employment for a guaranteed term exceeding three years. For public companies, the votes of the director or the person holding shares in trust for him must be disregarded (section 534).
- 就失去職位而作出付款的禁制，其範圍擴大至包括向董事或與前董事有關連的實體作出的付款，以及向控股公司的董事作出的付款（第516(3)及521(2)條）。
The prohibitions on payments for loss of office are extended to cover payment to entity connected with director or former director and to payment to director of holding company (section 516(3) & section 521(2)).

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與董事的交易(續)

Transactions with directors (cont'd)

- 擴大披露在公司重要合約中具相當份量的利害關係的範圍
The ambit of disclosure of material interest in contract of significance with the company is widened
 - ◆ 涵蓋「交易」及「安排」，而不僅是「合約」
covers “transaction” and “arrangement”, instead of just “contract”
 - ◆ 如屬公眾公司，範圍擴大至包括與董事有關連的實體具相當份量的利害關係。董事並不知悉的利害關係則除外（第536(2)、(5)條）！
for a public company, the scope is widened to include material interest of entities connected with director, except interest that the director is not aware of (section 536(2), (5))

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業務審視

Business review

- 新條例規定在董事報告內加入業務審視，而該審視須涵蓋以下資料
The new CO requires a directors' report to include a business review which should cover the following information of a company
 - ◆ 公司業務的中肯審視
a fair review of its business
 - ◆ 公司面對的主要風險及不明朗因素的描述
a description of its principal risks and uncertainties

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業務審視 (續)

Business review (cont'd)

- ◆ 在財政年度終結後發生，並對公司有影響的重大事件的詳情
particulars of any important events affecting it which have occurred since the end of the financial year
- ◆ 公司業務相當可能有的未來發展的揭示
an indication of likely future development in its business
- ◆ 探討公司的環境政策及表現，包括公司遵守對其有重大影響的有關法例及規例的情況
a discussion on its environmental policies and performance, including compliance with the relevant laws and regulations that have a significant impact on the company

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業務審視 (續)

Business review (cont'd)

- ◆ 公司與其僱員、顧客及供應商，以及與其他人士(對公司有重大影響而公司的興盛繫於該等人士)的重要關係的說明
(第388條及附表5)
an account of its key relationships with employees, customers, suppliers and others that have a significant impact on the company and on which its success depends (section 388 & Schedule 5)

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業務審視 (續)

Business review (cont'd)

- 下列公司無須擬備業務審視-
The following companies are not required to prepare a business review -
 - ◆ 「在提交報告方面獲豁免」的公司
companies falling with the reporting exemption
 - ◆ 不屬「在提交報告方面獲豁免」的私人公司，但獲得75%的成員批准
a private company that does not fall within the reporting exemption with 75% approval from members
 - ◆ 法人團體的全資附屬公司（第388(3)條）
a wholly owned subsidiary of a body corporate (section 388(3))

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