

**New Companies Ordinance
(Ordinance No. 28 of 2012)**

Table of Origin

Part I

Preliminary

Division 1

Short Title and Commencement

| Section | New Companies Ordinance | Origin ^(Note) |
|---------|------------------------------|--------------------------|
| 1. | Short title and commencement | CO s 1 |

Division 2

Interpretation of this Ordinance: General

| | | |
|----|-----------------------------------------------|-------------------------------------------------------|
| 2. | Interpretation | mel, cf CO s 2(1) etc |
| 3. | Responsible person | new provision, cf CO s 351(2), UKCA ss 1121, 1122 |
| 4. | Certified translation | mel, cf Companies (Forms) Regulations (Cap 32B) reg 6 |
| 5. | Dormant company | mel, cf CO s 344A, 16 th Sch |
| 6. | Offering shares or debentures to public, etc. | mel, cf CO s 48A |

Division 3

Interpretation of this Ordinance: Types of Companies

Subdivision 1 – Limited Company and Unlimited Company

| | | |
|-----|------------------------------|---------------------------------|
| 7. | Limited company | mel, cf CO s 4(1), 4(2)(a), (b) |
| 8. | Company limited by shares | mel, cf CO s 4(2)(a) |
| 9. | Company limited by guarantee | mel, cf CO s 4(2)(b), (4) |
| 10. | Unlimited company | mel, cf CO s 4(1), 4(2)(c) |

Note

| | | |
|-------|---|-------------------------------------------------------|
| ACA | = | Australian Corporations Act 2001 |
| CO | = | Companies Ordinance (Cap. 32) |
| FRCO | = | Financial Reporting Council Ordinance (Cap. 588) |
| MPFSO | = | Mandatory Provident Fund Schemes Ordinance (Cap. 485) |
| NZCA | = | New Zealand Companies Act 1993 |
| OBCA | = | Ontario Business Corporations Act, 1990 |
| PO | = | Patents Ordinance (Cap. 514) |
| SCA | = | Singapore Companies Act 1967 |
| SFO | = | Securities and Futures Ordinance (Cap. 571) |
| TMO | = | Trade Marks Ordinance (Cap. 559) |
| UKCA | = | UK Companies Act 2006 |
| mel | = | modify existing law |

Subdivision 2 – Private Company and Public Company

| Section | New Companies Ordinance | Origin |
|---------|-------------------------|--------------------------------|
| 11. | Private company | mel, cf CO s 29 |
| 12. | Public company | new definition, cf UKCA s 4(2) |

Division 4

Interpretation of this Ordinance: Holding Company and Subsidiary, and Parent Undertaking and Subsidiary Undertaking

| | | |
|-----|-----------------------------------------------|---------------------------------------------|
| 13. | Holding company | mel, cf CO s 2(4), (5) |
| 14. | Provisions supplementary to section 13 | mel, cf CO s 2(6) |
| 15. | Subsidiary | mel, cf CO s 2(4), (6), (7) |
| 16. | Parent undertaking and subsidiary undertaking | mel, cf CO s 2B(1) and 23 rd Sch |

Division 5

Application of this Ordinance

| | | |
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| 17. | Application to existing company | mel, cf CO s 307 |
| 18. | Application to unlimited company registered in pursuance of former Company Ordinance as limited company | mel, cf CO s 309 |
| 19. | Application to company registered, but not formed, under former Companies Ordinance | mel, cf CO s 308 |

Part 2

Registrar of Companies and Companies Register

Division 1

Preliminary

| | | |
|-----|----------------|---------------------------------------|
| 20. | Interpretation | mel, cf CO ss 2(1), 168BAA(3), 346(5) |
|-----|----------------|---------------------------------------|

Division 2

Registrar of Companies

| | | |
|-----|--------------------------------|------------------------------------------------------------|
| 21. | Office of Registrar | mel, cf CO s 303 |
| 22. | Registrar's functions | new provision, cf UKCA s 1061(1) |
| 23. | Registrar may specify form | mel, cf CO s 2A |
| 24. | Registrar may issue guidelines | new provision, cf UKCA s 1117(3), FRCO s 13(1), (3) to (5) |

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------|-----------------------------------------------|
| 25. | Registrar may authenticate document etc. | mel, cf CO ss 305(3B), 305A |
| 26. | Fees payable to Registrar | mel, cf CO s 304(2), (4), 8 th Sch |

Division 3

Companies Register

| | | |
|-----|-------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| 27. | Registrar must keep records of companies | new provision, cf CO s 333AA, UKCA 1080(1), UKCA 2006 (Commencement No. 8 Transitional Provisions and Savings) Order 2008 para 32 of Sched 2 |
| 28. | Provisions supplementary to section 27 | new provision, cf CO s 348D(1), (2), (3), UKCA s 1080(4), (5) |
| 29. | Registrar not required to keep certain documents etc. | mel, cf CO s 348B, UKCA s 1087(3) |
| 30. | Registrar must keep Index of Company Names | mel, cf CO s 22C(1) |

Division 4

Registration of Document

Subdivision 1 – Preliminary

| | | |
|-----|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| 31. | Unsatisfactory document | mel, cf CO ss 346(1)(a), (b), 348(1)(a) and (c), ACA s 1274(8) |
| 32. | Registrar may specify requirements (for section 31(1)) | mel, cf CO ss 346(1)(c), (1A), 346A, UKCA s 1068(1)(3), (4), (6), (7) |
| 33. | Registrar may agree to delivery by electronic means (for section 31(1)) | new provision, cf UKCA ss 1070(1), (2), 1115(1) |
| 34. | Financial Secretary may make regulations requiring delivery by electronic means (for section 31(1)) | new provision, cf UKCA s 1069(1), (3) |

Subdivision 2 - Registrar's Powers to Refuse to Accept and to Register Document

| | | |
|-----|----------------------------------------------------------------------------------|--------------------------------------|
| 35. | Registrar may refuse to accept or register document | mel, cf CO s 348(1), ACA s 1274(8) |
| 36. | Registrar may withhold registration of document pending further particulars etc. | new provision, cf ACA s 1274(8), (9) |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------------------------------------------------------------|-------------------------------|
| 37. | Appeal against Registrar's decision to refuse registration | mel, cf CO s 348(3), (4) |
| 38. | Certain period to be disregarded for calculating daily penalty for failure to deliver document to Registrar | mel, cf CO s 346(2), (3), (4) |

Division 5

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| | | |
|-----|--------------------------------------------------------------------------------|-------------------------------------------------|
| 39. | Registrar may require company to resolve inconsistency with Companies Register | new provision, cf UKCA s 1093(1), (3), (4) |
| 40. | Registrar may require further information for updating etc. | new provision, cf ACA s 1274(15), (17) |
| 41. | Registrar may rectify typographical or clerical error in Companies Register | new provision, cf SCA s 12B(3), (4) |
| 42. | Registrar must rectify information on Companies Register on order of Court | new provision, cf UKCA s 1096(1), (3), (4), (5) |
| 43. | Registrar may appear in proceedings for rectification | new provision, cf PO s 131 |
| 44. | Registrar may annotate Companies Register | new provision, cf UKCA s 1081(1), (4), (6) |

Division 6

Inspection of Companies Register

| | | |
|-----|------------------------------------------------------------------------|-------------------------------------------|
| 45. | Registrar must make Companies Register available for public inspection | mel, cf CO ss 168D(1), 305(1), (1A), (3A) |
| 46. | Registrar's certified true copy admissible as evidence | mel, cf CO s 305(3) |

Division 7

Materials in Companies Register Unavailable for Public Inspection

Subdivision 1 – General Protection

| | | |
|-----|-------------------------------------------------------------------|------------------------------------------|
| 47. | Interpretation | new provision |
| 48. | Information excluded from public inspection by law or court order | new provision, cf UKCA s 1087(1)(g), (k) |

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| 49. | Registrar may withhold residential address and identification number from public inspection | new provision, cf UKCA s 1088(1), (2), (4), (5), UK, The Companies (Disclosure of Address) Regulations 2009 reg 9(1), (3) |
| 50. | Restriction on use or disclosure of withheld information | new provision, cf UKCA s 242(3) |
| 51. | Permitted use or disclosure of withheld information by Registrar | new provision, cf UKCA s 243(1), (2)(a), (3) |
| 52. | Disclosure under order of Court | new provision, cf UKCA s 244(1), (3), (4) |

Subdivision 2 – Protection of Residential Address and Identification Number Contained in Certain Documents

| | | |
|-----|-------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 53. | Interpretation | new provision, cf UKCA s 240(1)(a), (2), (3) |
| 54. | Registrar must not make residential address and identification number available for public inspection | new provision, cf UKCA s 242(1), (2) |
| 55. | Registrar may make protected address available for inspection | new provision, cf UKCA s 245 |
| 56. | Provision supplementary to section 55 | new provision, cf UKCA s 246 |
| 57. | Restriction on use or disclosure of protected information | new provision, cf UKCA s 242(3) |
| 58. | Permitted use or disclosure of protected information by Registrar | new provision, cf UKCA s 243(1), (2)(a), (3) |
| 59. | Disclosure under order of Court | new provision, cf UKCA s 244(1), (3), (4) |

Subdivision 3 – Supplementary

| Section | New Companies Ordinance (Companies (Amendment) Ordinance (No. 28 of 2012)) | Origin |
|----------------|---------------------------------------------------------------------------------------|----------------------------------|
| 60. | Extent of prohibition | new provision, cf UKCA s 1087(2) |

Division 8

Miscellaneous

| Section | New Companies Ordinance | Origin |
|---------|---------------------------------------------------------------|----------------------------------------------|
| 61. | Registrar may issue certificates in any manner | mel, cf CO s 348BA |
| 62. | Registrar not responsible for verifying information | mel, cf CO s 348A |
| 63. | Immunity | mel, cf CO s 303B, TMO s 75(b), SCA s 12A(1) |
| 64. | Discrepancy between document and certified translation | new provision, cf UKCA s 1107(2) |
| 65. | Offence for destruction etc. of registers, books or documents | mel, cf CO s 349A, 12 th Sch |

Part 3

Company Formation and Related Matters, and Re-registration of Company

Division 1

Company Formation

Subdivision 1 – General Requirements for Formation

| | | |
|-----|---------------------------------------------------------------|--------------------------------------------------------------------------------|
| 66. | Types of companies | mel, cf CO ss 4(2), (4), 29 |
| 67. | Formation of company | mel, cf CO ss 4(1), 12(1)(c), 14A(1), 15(1), 304, 360(3A), 8 th Sch |
| 68. | Content of incorporation form | mel, cf CO ss 14A, 18, ACA s 117(2) |
| 69. | Signing of incorporation form | mel, cf CO ss 14A(3), 18 |
| 70. | Statement of compliance to be contained in incorporation form | mel, cf CO s 18(2), (3)(a), (b) |

Subdivision 2 – Incorporation of Company

| | | |
|-----|-------------------------------------------------------|----------------------------------|
| 71. | Issue of certificate of incorporation on registration | mel, cf CO s 16(1) |
| 72. | Conclusiveness of certificate of incorporation | mel, cf CO s 18(1) |
| 73. | Effect of incorporation | mel, cf CO s 16(2), UKCA s 16(2) |
| 74. | Delivery of director's written consent | mel, cf CO s 18A |

Division 2

Company Articles

Subdivision 1 – General

| Section | New Companies Ordinance | Origin |
|---------|----------------------------------------------|------------------------------|
| 75. | Articles prescribing regulations for company | mel, cf CO s 9, UKCA s 18(1) |
| 76. | Language of articles | mel, cf CO s 12(1)(a) |
| 77. | Form of articles | mel, cf CO s 12(1)(b) |

Subdivision 2 – Model Articles

| | | |
|-----|--------------------------------------------------|-------------------------------------|
| 78. | Financial Secretary may prescribe model articles | new provision, cf UKCA s 19(1), (4) |
| 79. | Adoption of model articles | mel, cf CO s 11(1), UKCA s 19(3) |
| 80. | Application of model articles to limited company | mel, cf CO s 11(2), UKCA s 20 |

Subdivision 3 – Content and Effect of Articles

| | | |
|-----|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| 81. | Company name | mel, cf CO s 5(1) |
| 82. | Company's objects | mel, cf CO s 5(1A), (1B) |
| 83. | Members' liability | mel, cf CO s 5(2), SCA s 22(1)(f) |
| 84. | Liabilities or contributions of members of limited company | mel, cf CO ss 4(2)(a), 5(3) |
| 85. | Capital and initial shareholdings | new provision, cf CO s 5(4)(a), UKCA ss 9(4), 10 UK, The Companies (Shares and Share Capital) Order 2009 art 2(3) |
| 86. | Effect of articles | mel, cf CO s 23 |

Subdivision 4 – Alteration of Articles

| | | |
|-----|---------------------------------------------------------|------------------------------------------------------|
| 87. | Company may alter articles | mel, cf CO ss 7, 13(1), (1A), 25, 25A(2) |
| 88. | Alteration by special resolution or ordinary resolution | mel, cf CO ss 13(1) to (4), 53(1)(a), (2) |
| 89. | Alteration of company's objects | mel, cf CO s 8(1), (5), (7), (7A), (8) |
| 90. | Alteration of certain articles by existing company | mel, cf CO ss 8(7), (8), 25A(1), (2), (3), (3A), (4) |
| 91. | Application to Court to cancel alteration | mel, cf CO s 8(2), (3), (4) |

| Section | New Companies Ordinance | Origin |
|----------------|-----------------------------------------------------|----------------------------------------------|
| 92. | Certain alterations not binding on members | mel, cf CO s 25 |
| 93. | Company must incorporate alteration into articles | mel, cf CO s 27 |
| 94. | Alteration affecting status of private company | mel, cf CO s 30(1), (2), 2 nd Sch |
| 95. | Alteration affecting status of public company | new provision, cf UKCA s 97 |
| 96. | Notifying Registrar of alteration by order of Court | mel, cf UKCA s 35 |
| 97. | Copies of articles to be provided to members | mel, cf CO s 26, UKCA s 32 |

Subdivision 5 – Miscellaneous

| | | |
|-----|------------------------------------------------------------------------------------------------------|--------------------------------|
| 98. | Conditions of memorandum of association of existing company to be regarded as provisions of articles | new provision, cf UKCA s 28(1) |
| 99. | Articles of company limited by guarantee | mel, cf CO s 24, UKCA s 37 |

Division 3

Company Name

Subdivision 1 – Restriction on Company Name

| | | |
|------|--------------------------------------------------------------------------|----------------------------------------------------------------------------|
| 100. | Company must not be registered by certain names | mel, cf CO ss 20(1), (2), (2A), cf UKCA s 53 |
| 101. | Financial Secretary may specify word or expression for section 100(2)(b) | mel, cf CO s 22B(1)(a), Companies (Specification of Names Order (Cap 32E)) |

Subdivision 2 – Limited Company Name with “Limited” as Last Word etc.

| Section | New Companies Ordinance (Companies (Amendment) Ordinance (No. 28 of 2012)) | Origin |
|----------------|---------------------------------------------------------------------------------------|------------------------------------|
| 102. | Limited company must not be registered without “Limited” as last word of name etc. | mel, cf CO s 5(1) |
| 103. | Registrar’s licence to dispense with “Limited” etc. | mel, cf CO s 21(1), (2), UKCA s 60 |
| 104. | Terms and conditions of licence | mel, cf CO s 21(3) |
| 105. | Effect of licence | mel, cf CO s 21(4), (6), (7) |
| 106. | Revocation of licence | mel, cf CO s 21(5) |

Subdivision 3 – Change of Company Name

| Section | New Companies Ordinance | Origin |
|---------|-------------------------------------------------------------------------------|--------------------------------------------|
| 107. | Company may change name by special resolution | mel, cf CO s 22(1), (1A), (1B), (7), (8) |
| 108. | Registrar may direct company to change same or similar name etc. | mel, cf CO s 22(2), (3A), (3B), (4) to (6) |
| 109. | Registrar may direct company to change misleading or offensive name etc. | mel, cf CO s 22A(1), (1A), (2), (3), (4) |
| 110. | Registrar may change company name in case of failure to comply with direction | mel, cf CO s 22AA |

Subdivision 4 – Supplementary Provision

| | | |
|------|----------------------------------------------------------------|----------------------------|
| 111. | Determining whether name is same as or similar to another name | mel, cf CO ss 20(3), 22(3) |
|------|----------------------------------------------------------------|----------------------------|

Division 4

Membership

| | | |
|------|--------------------------------------------------------------------------------------|-----------------------------|
| 112. | Members of company | mel, cf CO s 28, UKCA s 112 |
| 113. | Members of holding company | mel, cf CO s 28A |
| 114. | Notifying Registrar of increase in number of members of company limited by guarantee | mel, cf CO s 10(3) |

Division 5

Capacity and Powers of Company

| | | |
|------|------------------------------------------------------------------------|---------------------------------------|
| 115. | Company's capacity etc. | mel, cf CO ss 5A, 17, UK ss 31(1), 39 |
| 116. | Company's exercise of powers limited by articles | mel, cf CO s 5B |
| 117. | Transaction or act binds company despite limitation in articles etc. | new provision, cf UKCA s 40(1) to (5) |
| 118. | Transaction or act involving directors or their associates is voidable | new provision, cf UKCA s 41 |
| 119. | Section 117 not to apply to certain cases | new provision, cf UKCA s 42(1) to (3) |
| 120. | No constructive notice of matters disclosed in articles etc. | mel, cf CO s 5C |

Division 6

Contracts of Company

| Section | New Companies Ordinance | Origin |
|---------|-----------------------------------------------|--------------------------------|
| 121. | Contracts made by or on behalf of company | mel, cf CO s 32 |
| 122. | Contracts made before company's incorporation | mel, cf CO s 32A, UKCA s 51(1) |
| 123. | Bills of exchange and promissory notes | mel, cf CO s 33 |

Division 7

Execution of Documents

Subdivision 1 – Company Seal

| | | |
|------|---------------------------------------------------|-------------------------------------------------------------|
| 124. | Company may have common seal etc. | mel, cf CO s 93(1)(b), (4), (5)(a), UKCA s 45(1), ACA s 123 |
| 125. | Official seal for use abroad | mel, cf CO s 35, UKCA s 49 |
| 126. | Official seal for sealing share certificates etc. | mel, cf CO s 73A, UKCA s 50(1), (2)(a) |

Subdivision 2 – Execution Requirements

| | | |
|------|---------------------------------------------------------------|---------------------------------------------------------------------|
| 127. | Execution of documents by company | new provision, cf UKCA s 44(1) to (6), (8) and ACA s 127(2)(a), (b) |
| 128. | Execution of deeds by company | new provision, cf UKCA s 46, ACA s 127(3) |
| 129. | Execution of deeds or other documents by attorney for company | mel, cf CO s 34, UKCA s 47 |

Division 8

Re-registration of Unlimited Company as Company Limited by Shares

| | | |
|------|------------------------------------------------------------------------------|----------------------------------------------------|
| 130. | Unlimited company may apply for re-registration as company limited by shares | mel, cf CO s 19(1), (2)(a), (b)(ii), UKCA s 105(3) |
| 131. | Application for re-registration | mel, cf CO s 19(1), (3), UKCA s 103 |
| 132. | Issue of fresh certificate of incorporation | mel, cf CO s 19(4), (5), UKCA s 107(4)(a) |
| 133. | Winding up of company re-registered as company limited by shares | mel, cf CO s 19(6) |

Part 4

Share Capital

Division 1

Nature of Shares

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------------------------------------|-----------------------------------------------|
| 134. | Nature and transferability of shares | mel, cf CO s 65, UKCA s 541 |
| 135. | No nominal value | new provision, cf SCA s 62A |
| 136. | Numbering of shares | mel, cf CO s 65A, UKCA s 543 |
| 137. | Share certificate to be proof of title in the absence of contrary evidence | mel, cf CO s 71, UKCA s 768 |
| 138. | Repeal of power to issue stock | new provision, cf UKCA s 540(2) |
| 139. | Repeal of power to issue share warrants | new provision, cf CO s 97(3) to (5), SCA s 66 |

Division 2

Allotment and Issue of Shares

| | | |
|------|----------------------------------------------------------------|-----------------------------------------|
| 140. | Exercise by directors of power to allot shares or grant rights | mel, cf CO s 57B(1)(6), (7), UKCA s 549 |
| 141. | Allotment of shares or grant of rights with company approval | mel, cf CO s 57B(1) to (4), UKCA s 551 |
| 142. | Return of allotment | mel, cf CO s 45, UKCA s 555(3)(b) |
| 143. | Registration of allotment | new provision, cf UKCA s 554 |
| 144. | Issue of share certificate on allotment | mel, cf CO s 70(1), (2), UKCA s 769 |
| 145. | Order of Court for delivery of share certificate | mel, cf CO s 70(3) |
| 146. | Validation by Court of issue or allotment | mel, cf CO s 57C |

Division 3

Commissions and Expenses

| | | |
|------|-----------------------------------------------------------------------|------------------------------------------|
| 147. | General prohibition of commissions, discounts and allowances | mel, cf CO s 46(2), (3), UKCA s 552 |
| 148. | Permitted commissions | mel, cf CO s 46(1), (4), (5), UKCA s 553 |
| 149. | Capital may be applied in writing off certain expenses and commission | new provision, cf CO s 48B(3)(b), (4) |

Division 4

Transfer and Transmission of Shares

Subdivision 1 – Transfer of Shares

| Section | New Companies Ordinance | Origin |
|----------------|-----------------------------------------------------|-------------------------------------------------|
| 150. | Requirement for instrument of transfer | mel, cf CO s 66, UKCA s 770 |
| 151. | Registration of transfer or refusal of registration | mel, cf CO ss 68, 69(1), (2), UKCA s 771 |
| 152. | Order of Court for registration | mel, cf CO s 69(1B) |
| 153. | Transfer by personal representative | mel, cf CO s 67, UKCA s 773 |
| 154. | Certification of transfer | mel, cf CO s 69A, UKCA s 775 |
| 155. | Issue of share certificate on transfer | mel, cf CO s 70(1A), (1B), (2), (4), UKCA s 776 |
| 156. | Order of Court for delivery of share certificate | mel, cf CO s 70(3), UKCA s 782 |
| 157. | Compensation regarding forged share transfers | mel, cf CO s 74 |

Subdivision 2 – Transmission of Shares by Operation of Law

| | | |
|------|-------------------------------------------------------|--------------------------|
| 158. | Registration or refusal of registration | mel, cf CO s 69(1A), (2) |
| 159. | Order of Court for registration | new provision |
| 160. | Pre-emption rights in relation to transmission by law | new provision |

Subdivision 3 – General

| | | |
|------|-----------------------------------|-----------------------------|
| 161. | Evidence of grant of probate etc. | mel, cf CO s 72, UKCA s 774 |
|------|-----------------------------------|-----------------------------|

Division 5

Replacement of Listed Companies' Lost Share Certificates

| | | |
|------|---------------------------------------------------|-----------------------------|
| 162. | Interpretation | mel, cf CO s 71A(1), (12) |
| 163. | Application for new certificate | mel, cf CO s 71A(1), (2) |
| 164. | Publication requirements | mel, cf CO s 71A(3) to (5) |
| 165. | Issue of new certificate | mel, cf CO s 71A(6), (7) |
| 166. | Public notice of issue of new certificate | mel, cf CO s 71A(8), (9) |
| 167. | Orders of Court for rectification of the register | mel, cf CO s 71A(10)(a),(b) |
| 168. | Liability if rectification cannot be ordered | mel, cf CO s 71A(10)(c) |
| 169. | Applicant to pay expenses | mel, cf CO s 71A(11) |

Division 6

Alteration of Share Capital

| Section | New Companies Ordinance | Origin |
|---------|---------------------------------------|-----------------------------------------------------------------------------------|
| 170. | Permitted alteration of share capital | mel, cf CO s 53, UKCA ss 617, 618, ACA ss 254A, 254H(1) to (3), 254S, SCA s 71(e) |
| 171. | Notice of alteration of share capital | mel, cf CO s 54, UKCA s 619(2) |
| 172. | Redenomination of share capital | new provision, cf UKCA ss 622, 624 |
| 173. | Notice of redenomination | new provision, cf UKCA s 625 |
| 174. | Reconversion of stock into shares | mel, cf CO s 53, UKCA s 620 |
| 175. | Notice of reconversion | mel, cf CO s 54, UKCA s 621 |

Division 7

Classes of Shares and Class Rights

Subdivision 1 – Companies having a Share Capital

| | | |
|------|----------------------------------------------------|-------------------------------------------------------------|
| 176. | Application of Subdivision | new provision, cf UKCA s 630(1) |
| 177. | Rights attached to shares | new provision, cf ACA s 246B(1)(a), (2)(a) |
| 178. | Classes of shares | new provision, cf UKCA s 629 |
| 179. | Description of shares of different classes | mel, cf CO s 57A(1) to (3) |
| 180. | Varying class rights | new provision, cf UKCA ss 630(2) to (5), 632, ACA s 246D(3) |
| 181. | Notifying class members of variation | new provision, cf ACA s 246B(3) |
| 182. | Disallowance or confirmation of variation by Court | mel, cf CO s 64(1) to (4), UKCA s 633, ACA s 246D |
| 183. | Delivery of order of Court to Registrar | mel, cf CO s 64(5), UKCA s 635 |
| 184. | Notifying Registrar of variation | mel, cf CO s 64A, UKCA s 637 |

Subdivision 2 – Companies without a Share Capital

| | | |
|------|----------------------------|-------------------------------------------------------------|
| 185. | Application of Subdivision | new provision, cf UKCA s 631(1) |
| 186. | Rights of members | new provision, cf ACA s 246B(1)(b), (2)(b) |
| 187. | Classes of members | new provision, cf UKCA s 629(1) |
| 188. | Varying class rights | new provision, cf UKCA ss 631(2) to (5), 632, ACA s 246D(3) |

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------------|---------------------------------|
| 189. | Notifying class members of variation | new provision, cf ACA s 246B(3) |
| 190. | Disallowance or confirmation of variation by Court | new provision, cf ACA s 246D |
| 191. | Delivery of order of Court to Registrar | new provision, cf UKCA s 635 |
| 192. | Notifying Registrar of variation | new provision, cf UKCA s 640 |

Subdivision 3 – General

| | | |
|------|-------------------------------|-----------------------------|
| 193. | Variation includes abrogation | mel, cf CO ss 63A(8), 64(6) |
|------|-------------------------------|-----------------------------|

Division 8

Supplementary and Miscellaneous

Subdivision 1 – Relief from Share Capital Requirements

| | | |
|------|----------------------------------------------------------------------|----------------------------------------------------|
| 194. | Interpretation | mel, cf CO ss 48C(7), 48E(2) to (4), UKCA s 616 |
| 195. | Group reconstruction relief | mel, cf CO s 48D(1) to (5), cf UKCA s 611 |
| 196. | Merger relief | mel, cf CO ss 48C(1) to (3), 48D(6), cf UKCA s 612 |
| 197. | Merger relief : meaning of 90% equity holding | mel, cf CO s 48C(4) to (6), UKCA s 613 |
| 198. | Relief may be reflected in company's statement of financial position | mel, cf CO s 48E(1), UKCA s 615 |
| 199. | Regulations | mel, cf CO s 48F, UKCA s 614 |

Subdivision 2 – Miscellaneous

| | | |
|------|------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| 200. | Provision for different amounts to be paid on shares | mel, cf CO s 51, UKCA s 581 |
| 201. | Statement of capital | new provision, cf UKCA ss 644(2), 649(2), UK, The Companies (Shares and Share Capital) Order 2009 |
| 202. | Notice of paid up capital | mel, cf CO s 350A |

Part 5

Transactions in relation to Share Capital

Division 1

Preliminary

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------|-----------------------------------------------|
| 203. | Interpretation | mel, cf CO ss 2(1), 49E(1), 49S(1), 71A(3)(a) |

Division 2

Solvency Test

| | | |
|------|---------------------------------------------|--------------------------------------|
| 204. | Application of Division | new provision |
| 205. | Solvency test | mel, cf CO s 47F(1)(d) |
| 206. | Solvency statement | mel, cf CO s 47F(1), (2), UKCA s 643 |
| 207. | Offences regarding solvency statement | mel, cf CO s 47F(5) |
| 208. | Power to modify solvency test by regulation | mel, cf CO s 49Q(1)(d), (4) |

Division 3

Reduction of Share Capital

Subdivision 1 – General Provisions

| | | |
|------|------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| 209. | Application of Division | mel, cf CO s 58(1A) |
| 210. | Permitted reductions of share capital | mel, cf CO ss 49B(6), 58(1), (1A), UKCA s 641(2) to (4), (6) |
| 211. | Procedure for a company to reduce its share capital | mel, cf CO s 58(1), UKCA s 641(1) |
| 212. | Offence if share capital is reduced in contravention of Division | mel, cf CO s 58(1A), (1B) |
| 213. | Liability of members following reduction of share capital | mel, cf CO s 62 (except proviso to s 62(1) now in to s 232), UKCA s 652 |
| 214. | Reserves arising from reductions of share capital | new provision, cf UKCA s 654, UK, The Companies (Reduction of Share Capital) Order 2008 |

Subdivision 2 – Reduction of Share Capital by Special Resolution Supported by Solvency Statement

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------------------------|--------------------------------------------------------------------------------|
| 215. | Special resolution for reduction of share capital | new provision, cf CO ss 49K(2), 49K to 49O, 61(2), UKCA s 641 |
| 216. | Solvency statement for reduction of share capital | new provision, cf CO ss 49K(3), (7)(b), 49L (1) to (4), 49K to 49O, UKCA s 643 |
| 217. | Special resolution: exercise of voting rights | new provision, cf CO ss 49K(7)(a), 49L(2), (3), 49K to 49O |
| 218. | Public notice of reduction of share capital | new provision, cf CO ss 49M(1) to (4), 49K to 49O |
| 219. | Inspection of special resolution and solvency statement | new provision, cf CO ss 49M(5) to (7), 49K to 49O |
| 220. | Application to Court by members or creditors | new provision, cf CO ss 49N (except (3)(b)), 49K to 49O |
| 221. | Power of Court to adjourn proceedings | new provision, cf CO ss 49O(1), 49K to 49O |
| 222. | Power of Court to confirm or cancel special resolution | new provision, cf CO ss 49O(2) to (4), 49K to 49O |
| 223. | Company to deliver copy of order of Court to Registrar | new provision, cf CO ss 49N(3)(b), (4), 49K to 49O |
| 224. | Registration of return if no application to Court | new provision, cf UKCA s 644 |
| 225. | Registration of return if application to Court | new provision, cf CO s 61(1), (2) and UKCA s 644 |

Subdivision 3 – Reduction of Share Capital Confirmed by Court

| | | |
|------|--------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| 226. | Special resolution and application to Court for confirmation of reduction of share capital | mel, cf CO s 59(1) to (3) (except s 59(2)(a) to (c)), UKCA s 645 |
| 227. | Creditors entitled to object to reduction of share capital | mel, cf CO s 59(2)(a) to (c), UKCA s 646 |
| 228. | Offence in connection with creditors list | mel, cf CO s 63, UKCA s 647 |
| 229. | Order of Court confirming reduction of share capital | mel, cf CO s 60, UKCA s 648 |
| 230. | Registration of order, minute and return | mel, cf CO s 61(1) to (3), UKCA s 649(1) to (4) |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------|---------------------------------------------|
| 231. | Certification of registration | mel, cf CO s 61(4), UKCA s 649(5), (6) |
| 232. | Liability to creditors omitted from list of creditors | mel, cf CO s 62(1) proviso, (2), UKCA s 653 |

Division 4

Share Redemptions and Buy-backs

Subdivision 1 – Preliminary

| | | |
|------|-------------------------|--------------------------------------------|
| 233. | Application of Division | new provision, cf CO ss 49(1), 49B(1), (2) |
|------|-------------------------|--------------------------------------------|

Subdivision 2 – Redeemable Shares

| | | |
|------|--------------------------------------------|-------------------------------------|
| 234. | Issue of redeemable shares | mel, cf CO s 49(1), (2), UKCA s 684 |
| 235. | Terms, conditions and manner of redemption | new provision, cf UKCA s 685 |

Subdivision 3 – Share Buy-backs

| | | |
|------|------------------------------------------------------|--------------------------------------------------------|
| 236. | General power of company to buy back its own shares | mel, cf CO ss 49B(1), (2), (6), 58(1D), UKCA s 690 |
| 237. | Retention and inspection of share buy-back contracts | mel, cf CO s 49G(4), (5), (7) to (9), UKCA ss 702, 703 |

Subdivision 4 – Share Buy-backs: Listed Companies

| | | |
|------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| 238. | Share buy-back under general offer | mel, cf CO s 49BA(1)(a), (2)(a), (3)(a), (7) to (10) |
| 239. | Share buy-back on recognized stock market or approved stock exchange | mel, cf CO s 49BA(1)(b), (2)(b), (3)(b), (4), UKCA ss 693(1), 701 |
| 240. | Share buy-back otherwise than under section 238 or 239 | mel, cf CO ss 49BA(1)(c), (5), (6), 49D(4), 49E(1), (2) |
| 241. | Exemptions | mel, cf CO s 49BA(11), (12) |
| 242. | No assignment of right to buy back own shares | mel, cf CO s 49F(1), UKCA s 704 |
| 243. | Release of right to buy back own shares | mel, cf CO s 49F(3), UKCA s 700 |

Subdivision 5 – Share Buy-backs: Unlisted Companies

| Section | New Companies Ordinance | Origin |
|---------|---------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 244. | Share buy-back under contract | mel, cf CO s 49D(1), (2), (3), s 49E(1), (3), UKCA s 694 |
| 245. | Resolution authorizing contract: disclosure of contract details | mel, cf CO s 49D(5), (7)(c)(ii), UKCA s 696 |
| 246. | Resolution authorizing contract: exercise of voting rights | mel, cf CO s 49D(4), (7)(c)(i), UKCA s 695 |
| 247. | Variation of authorizing contract | mel, cf CO s 49D(3), (6), UKCA s 697 |
| 248. | Resolution authorizing variation: disclosure of details of variation | mel, cf CO s 49D(5), (6), (7)(c)(ii), UKCA s 699 |
| 249. | Resolution authorizing variation: exercise of voting rights | mel, cf CO s 49D(4), (6), (7)(c)(i), UKCA s 698 |
| 250. | No assignment of right to buy back own shares | mel, cf CO s 49F(1), UKCA s 704 |
| 251. | Release of right to buy back own shares | mel, cf CO ss 49D(3), 49F(2), UKCA s 700 |
| 252. | Resolution authorizing release: disclosure of details of release | mel, cf CO ss 49D(5), (7)(c)(ii), (8), 49F(2), UKCA ss 699, 700(5) |
| 253. | Resolution authorizing release: exercise of voting rights | mel, cf CO ss 49D(4), (7)(c)(i), (8), 49F(2) |
| 254. | Variation of release of right to buy back own shares | mel, cf CO ss 49D(3), (6), 49F(2) |
| 255. | Resolution authorizing variation of release: disclosure of details of variation | mel, cf CO ss 49D(5), (6), (7)(c)(ii), (8), 49F(2), UKCA s 699 |
| 256. | Resolution authorizing variation of release: exercise of voting rights | CO ss 49D(4), (6), (7)(c)(i), (8), 49F(2) |

Subdivision 6 – Payment for Share Redemptions and Buy-backs

| | | |
|------|-----------------------------------------------|-----------------------------------------------------------------|
| 257. | Payment for redemption or buy-back | mel, cf CO ss 49(3), 49A(1)(a), 49B(3), 49C, UKCA s 692 |
| 258. | Special resolution for payment out of capital | new provision, cf CO ss 49K(2), 49L(1) |
| 259. | Solvency statement for payment out of capital | new provision, cf CO ss 49K(3), (7)(b), 49L(1), (4), 49K to 49O |

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------------------------|-------------------------------------------------------------------------|
| 260. | Special resolution: exercise of voting rights | new provision, cf CO ss 49K(7)(a), 49L(2), (3), UKCA s 717 |
| 261. | Public notice of payment out of capital | new provision, cf CO ss 49M(1) to (4), 49K to 49O, UKCA s 719 |
| 262. | Inspection of special resolution and solvency statement | new provision, cf CO s 49M(5) to (7), UKCA s 720 |
| 263. | Application to Court by members or creditors | new provision, cf CO s 49N (except 49N(3)(b)), UKCA ss 721, 722 |
| 264. | Power of Court to adjourn proceedings | new provision, cf CO s 49O(1), UKCA s 721(3) |
| 265. | Power of Court to confirm or cancel special resolution | new provision, cf CO ss 49O(2) to (4), 49K to 49O, UKCA s 721(4) to (7) |
| 266. | Company to deliver copy of order of Court to Registrar | new provision, cf CO s 49N(3)(b), (4), UKCA s 722 |

Subdivision 7 – General Provisions

| | | |
|------|-----------------------------------------------------------------|-----------------------------------------------------|
| 267. | General prohibition on acquisition of own shares | mel, cf CO s 58(1A) to (1C), UKCA s 658 |
| 268. | No redemption or buy-back of unpaid or partly-paid shares | mel, cf CO ss 49(3), 49B(3), UKCA s 691(1) |
| 269. | Effect of redemption or buy-back | mel, cf CO ss 49A(4), 49B(3), UKCA s 688, SCA s 76G |
| 270. | Return of share redemption or buy-back | mel, cf CO ss 49G(1) to (3), (6), 54(1), UKCA s 689 |
| 271. | Effect of company's failure to redeem or buy back | mel, cf CO s 49P(1) to (3), UKCA s 735(1) to (3) |
| 272. | Effect on winding up of company's failure to redeem or buy back | mel, cf CO s 49P(4) to (7), UKCA s 735(4) to (6) |
| 273. | Power to modify by regulation | mel, cf CO s 49Q, UKCA s 737 |

Division 5

Financial Assistance for Acquisition of Own Shares

Subdivision 1 – Preliminary

| Section | New Companies Ordinance | Origin |
|---------|-------------------------|------------------------------------|
| 274. | Interpretation | mel, cf CO ss 47B, 47D, UKCA s 677 |

Subdivision 2 – General Prohibition on Financial Assistance for Acquisition of Own Shares

| | | |
|------|------------------------------------------------------------------------------------------------------------------------|------------------------------|
| 275. | Prohibition on financial assistance for acquisition of shares or for reducing or discharging liability for acquisition | mel, cf CO s 47A, UKCA s 678 |
| 276. | Failure to comply with Division does not affect validity of financial assistance, etc. | new provision |

Subdivision 3 – Exceptions from Prohibition

| | | |
|------|------------------------------------------|------------------------------------------------------------|
| 277. | General exceptions | mel, cf CO s 47C(3), UKCA s 681 |
| 278. | Principal purpose exception | mel, cf CO s 47C(1), (2), UKCA s 678(2) |
| 279. | Exception for money lending businesses | mel, cf CO s 47C(4)(a), UKCA s 682(2)(a) |
| 280. | Exception for employee share schemes | mel, cf CO s 47C(4)(b), UKCA ss 682(2)(b), 2(c), (5), 1166 |
| 281. | Exception for loans to employees | mel, cf CO s 47C(4)(c), (5), (6), UKCA s 682(2)(d) |
| 282. | Special restriction for listed companies | mel, cf CO s 47D(1), UKCA s 682(1)(b) (public companies) |

Subdivision 4 – Authorization for Giving Financial Assistance

| | | |
|------|-------------------------------------------------------------|------------------------------------------------------------------------------------|
| 283. | Financial assistance not exceeding 5% of shareholders funds | new provision, cf NZCA ss 76(1)(c), (2), (3), 77(1), (2), 80 |
| 284. | Financial assistance with approval of all members | new provision, cf NZCA ss 76(1), (2), (3), 77(1), (2) |
| 285. | Financial assistance by ordinary resolution | new provision, cf NZCA ss 76(1)(b), (2), (3), 77(1), (2), 78(1), (2), (5), (6), 79 |
| 286. | Application to Court for restraining order | new provision, cf CO s 47G(2) to (4), (10), NZCA s 78(7) |

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------------------------------|------------------------------------------|
| 287. | Power of Court to adjourn application | new provision, cf CO s 47G(5) |
| 288. | Power of Court to confirm or restrain giving of financial assistance | new provision, cf CO s 47G(5)(a),(6),(8) |
| 289. | Company to deliver copy of order of Court to Registrar | new provision, cf CO s 47G(7), (10) |

Part 6

Distribution of Profits and Assets

Division 1

Preliminary

| | | |
|------|----------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| 290. | Interpretation | mel, cf CO ss 79A(1), (2), 79C(2), 79F(2), UKCA ss 829, 853 |
| 291. | Realized profits and losses | mel, cf CO ss 79A(3), 79B(4), UKCA s 853(4) |
| 292. | Certain amount to be regarded as realized profit or loss | mel, cf CO s 79K |
| 293. | Certain amount relating to insurance company with long term business to be regarded as realized profit or loss | mel, cf CO s 79E, UKCA s 843 |
| 294. | Distribution in kind: certain amount to be regarded as realized profit | mel, cf CO s 79L, UKCA s 846 |
| 295. | Application of Part | new provision, and for transitional provisions Sch 11 Pt 6 ss 48, 49 of new CO |
| 296. | Saving for other restraints on distribution | mel, cf CO s 79P, UKCA s 852 |

Division 2

Prohibitions and Restrictions

| | | |
|------|---------------------------------------------------------------------------------------|--------------------------------------|
| 297. | Prohibition on certain distributions | mel, cf COs 79B(1), (2), UKCA s 830 |
| 298. | Listed company may only make certain distributions | mel, cf CO s 79C(1), (3), UKCA s 831 |
| 299. | Restriction on application of unrealized profits | mel, cf CO s 79B(3), UKCA s 849 |
| 300. | Financial Secretary may modify or exempt provisions in relation to investment company | mel, cf CO s 79D |

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------|------------------------------|
| 301. | Consequences of unlawful distribution | mel, cf CO s 79M, UKCA s 847 |

Division 3

Provisions Supplementary to Division 2

| | | |
|------|--------------------------------------------------------------------|--------------------------------------|
| 302. | Justification of distribution by reference to financial statements | mel, cf CO s 79F(1), (2), UKCA s 836 |
| 303. | Successive distributions | mel, cf CO s 79J, UKCA s 840 |

Division 4

Special Financial Statements

| | | |
|------|------------------------------------------------------------------------|---------------------------------------|
| 304. | Last annual financial statements specified for purposes of section 302 | mel, cf CO ss 79F(3), 79G, UKCA s 837 |
| 305. | Interim financial statements specified for purposes of section 302 | mel, cf CO ss 79F(4), 79H, UKCA s 838 |
| 306. | Initial financial statements specified for purposes of section 302 | mel, cf CO ss 79F(4), 79I, UKCA s 839 |

Part 7

Debentures

Division 1

Preliminary

| | | |
|------|----------------|-------------------------------|
| 307. | Interpretation | mel, cf CO s 2(1), UKCA s 738 |
|------|----------------|-------------------------------|

Division 2

Register of Debenture Holders

| | | |
|------|----------------------------------------------------------|-------------------------------------------|
| 308. | Register of debenture holders | mel, cf CO s 74A(1), (4) |
| 309. | Place where register must be kept | mel, cf CO s 74A(2), (3), (4), UKCA s 743 |
| 310. | Right to inspect and request copy | mel, cf CO s 75, UKCA s 744 |
| 311. | Power to close register of debenture holders | mel, cf CO s 99, UKCA s 744(5) |
| 312. | Branch register of debenture holders | new provision |
| 313. | Keeping of branch register | new provision |
| 314. | Transactions in debentures registered in branch register | new provision |
| 315. | Discontinuance of branch register | new provision |

Division 3

Allotment of Debentures or Debenture Stock

| Section | New Companies Ordinance | Origin |
|---------|--------------------------------------------------------------------------|-------------------------------------|
| 316. | Return of allotment | new provision |
| 317. | Registration of allotment | new provision, cf UKCA s 741 |
| 318. | Issue of debenture or certificate for debenture stock on allotment | mel, cf CO s 70(1), (2), UKCA s 769 |
| 319. | Court order for delivery of debenture or certificate for debenture stock | mel, cf CO s 70(3) |

Division 4

Transfer of Debentures or Debenture Stock

| | | |
|------|--------------------------------------------------------------------------|-------------------------------------------------|
| 320. | Requirement for instrument of transfer | mel, cf CO s 66, UKCA s 770 |
| 321. | Registration of transfer or refusal of registration | mel, cf CO ss 68, 69(1), (2), UKCA s 771 |
| 322. | Certification of transfer | mel, cf CO s 69A, UKCA s 775 |
| 323. | Issue of debenture or certificate for debenture stock on transfer | mel, cf CO s 70(1A), (1B), (2), (4), UKCA s 776 |
| 324. | Court order for delivery of debenture or certificate for debenture stock | mel, cf CO s 70(3), UKCA s 782 |

Division 5

Miscellaneous Provisions

| | | |
|------|---------------------------------------------------------------------------------|-----------------------------------------|
| 325. | Evidence of grant of probate etc. | mel, cf CO s 72, UKCA s 744 |
| 326. | Form of register of holders of debentures kept under instrument made by company | mel, cf CO s 74B |
| 327. | Perpetual debentures | mel, cf CO s 76, UKCA s 739 |
| 328. | Power to reissue redeemed debentures | mel, cf CO s 77, UKCA s 752 |
| 329. | Deposit of debentures to secure advances | mel, cf CO s 77(4), UKCA s 753 |
| 330. | Specific performance of contracts to subscribe for debentures | mel, cf CO s 78, UKCA s 740 |
| 331. | Court may order meeting of debenture holders | mel, cf CO s 75A, ACA ss 283EA to 283EC |
| 332. | Liability of trustees for debenture holders | mel, cf CO s 75B, UKCA ss 750, 751 |

Part 8

Registration of Charges

Division 1

Preliminary

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 333. | Interpretation | new provision, cf CO ss 2(1), 80(9), 81(1), 87(8), 91(1), (2), (7), Companies (Forms) Regulations (Cap 32B) reg 5 |

Division 2

Obligation to Register Specified Charges after Creation

| | | |
|------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| 334. | Specified charge | mel, cf CO s 80(2), (5), (6), UKCA 1989 s 93, ACA s 262, SCA s 131(3)(i) |
| 335. | Company must register specified charge created by it | mel, cf CO ss 80(1), (1A), (3), (4), (7), 81(1), (2), 83(1), UKCA s 860 |
| 336. | Registered non-Hong Kong company must register specified charge created by it | mel, cf CO ss 80(1), (7), 81(1), (2), 83(1), 91(1), (2) |
| 337. | Consequences of contravention of section 335 or 336 | mel, cf CO ss 80(1), 81(1), (3), 83(1), 91(1) |

Division 3

Obligation to Register Existing Charges

| | | |
|------|----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| 338. | Company must register charge existing on property acquired | mel, cf CO ss 82(1), (2), 83(1) UKCA ss 862 |
| 339. | Registered non-Hong Kong company must register charge existing on property acquired | mel, cf CO ss 82(1), (2), 83(1), 91(1), (2) |
| 340. | Registered non-Hong Kong company must register charge existing on property on date of company's registration under Part 16 | mel, cf CO ss 83(1), 91(5), (6) |

Division 4

Obligation to Register Other Particulars of Debentures

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| 341. | Company or registered non-Hong Kong company must register particulars of issue of debentures | mel, cf CO ss 80(7), 81(1), (2), (3), 83(1), 91(1), (5), (6), UKCA s 863 |
| 342. | Company or registered non-Hong Kong company must register particulars of commission etc. in relation to debentures | mel, cf CO ss 80(8), 81(1), (2) and 91(1), (5), UKCA s 864 |
| 343. | Consequences of contravention of section 342 | mel, cf CO ss 80(8), 81(3), 91(1), (6), UKCA s 863 |

Division 5

Provisions supplementary to Divisions 2, 3 and 4

| | | |
|------|------------------------------------------------------------|-----------------------------------|
| 344. | Certificate of registration | mel, cf CO ss 83(2), 91(1), (5) |
| 345. | Notification to Registrar of payment of debt, release etc. | mel, cf CO ss 85, 91(1), (5), 304 |
| 346. | Extension of time for registration | mel, cf CO ss 86, 91(1), (5) |
| 347. | Rectification of registered particulars | mel, cf CO ss 86, 91(1), (5) |

Division 6

Notice to Registrar of Enforcement of Security

| | | |
|------|------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 348. | Notice of appointment of receiver or manager | mel, cf CO ss 87(1), (3), (6), (7), 91(1), (2), UKCA s 871(1) |
| 349. | Notice of mortgagee entering into possession of property | mel, cf CO ss 87(2), (3), (6), (7), 91(1), (2) |
| 350. | Notice of cessation of appointment of receiver or manager or mortgagee going out of possession of property, etc. | mel, cf CO ss 87(4) to (7), 91(1), (2) |

Division 7

Company's and Registered Non-Hong Kong Company's Records and Register of Charges

| | | |
|------|-----------------------------------------------------------|-------------------------------------------------------|
| 351. | Obligation to keep copies of instruments creating charges | mel, cf CO ss 88(1) to (4), 91(1), (3)(a), UKCA s 890 |
| 352. | Obligation of company to keep register of charges | mel, cf CO s 89(1), (2), (4), (5), UKCA s 891 |

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------------------------------------|-----------------------------------------------------|
| 353. | Obligation of registered non-Hong Kong company to keep register of charges | mel, cf CO ss 89(1), (2), (4), (5), 91(1), (2), (3) |
| 354. | Notification of place where register of charges is kept | mel, cf CO ss 89(3), (4), 91(1), (3)(a) |
| 355. | Right to inspect | mel, cf CO ss 90(1), 91(1), UKCA s 877(4) |
| 356. | Financial Secretary may make regulations for purposes of this Division | new provision |

Part 9

Accounts and Audits

Division 1

Preliminary

| | | |
|------|--------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|
| 357. | Interpretation | new provision, cf CO ss 2(1), 124(4) |
| 358. | Application in relation to financial year beginning on or after commencement date of relevant provision etc. | new provision. For transitional provisions see Sch 11 Part 9 of new CO |

Division 2

Reporting Exemption

| | | |
|------|----------------------------------------------------------------|-----------------------------------------------------------|
| 359. | Company falling within reporting exemption | mel, cf CO s 141D(1) to (3) |
| 360. | Conditions specified for section 359(1)(c)(iii) and (2)(c)(ii) | new provision |
| 361. | Small private company | new provision and see Sch 3 s 1(1), (2) of new CO |
| 362. | Eligible private company | new provision and see Sch 3 s 1(3), (4) of new CO |
| 363. | Small guarantee company | new provision and see Sch 3 s 1(5), (6) of new CO |
| 364. | Group of small private companies | new provision and see Sch 3 s 1(7), (8), (9) of new CO |
| 365. | Group of eligible private companies | new provision and see Sch 3 s 1(10), (11), (12) of new CO |
| 366. | Group of small guarantee companies | new provision and see Sch 3 s 1(13), (14) of new CO |

Division 3

A Company's Financial Year

| Section | New Companies Ordinance | Origin |
|---------|-----------------------------------------|-----------------------------------------------------|
| 367. | Financial year | new provision, cf CO s 127(1), UKCA s 390(2) to (5) |
| 368. | Accounting reference period | new provision, cf UKCA s 391(5) to (7) |
| 369. | Primary accounting reference date | new provision, cf UKCA s 391(4) |
| 370. | Accounting reference date | new provision |
| 371. | Alteration of accounting reference date | new provision, cf UKCA s 392(1) to (5) |

Division 4

Preparation of Financial Statements and Directors' Reports

Subdivision 1 – Preliminary

| | | |
|------|----------------|--------------------------------|
| 372. | Interpretation | mel, cf CO s 168BAA(3)(a), (c) |
|------|----------------|--------------------------------|

Subdivision 2 – Accounting Records

| | | |
|------|-------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| 373. | Company must keep accounting records | mel, cf CO s 121(1), (2), (4), UKCA ss 386(1) to (3), (5), 387, ACA s 286(1)(a) |
| 374. | Where accounting records to be kept | mel, cf CO s 121(3), (4), UKCA ss 388(1) to (3), 389(1), (2), (4) |
| 375. | Director may obtain copies of accounting records during inspection | new provision, cf CO s 348C(3), UK, The Companies (Company Records) Regulations 2008 regs 7, 8 |
| 376. | Form of accounting records | mel, cf CO s 348C(1), (2), (4), UKCA ss 1135(1), (2), 1138(1) to (3) |
| 377. | How long accounting records to be preserved | mel, cf CO s 121(3A), (4), UKCA ss 388(4), 389(1) |
| 378. | Court may order accounting records to be inspected on director's behalf | new provision, cf SCA s 199(5), ACA s 290(2) to (4) |

Subdivision 3 – Financial Statements

| Section | New Companies Ordinance | Origin |
|---------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 379. | Directors must prepare financial statements | mel, cf CO ss 123 to 126, 129C, 141D, UKCA ss 393, 394, 399 |
| 380. | General requirements for financial statements | mel, cf CO ss 2B(3), 123, 126, 141D, ACA ss 296, 297, UKCA s 464 |
| 381. | Subsidiary undertakings to be included in annual consolidated financial statements | mel, cf CO ss 2B(3), 124, UKCA s 405 |
| 382. | Provisions supplementary to sections 380 and 381 | mel, cf CO s 30 (company ceases to enjoy privileges of private company) |
| 383. | Notes to financial statements to contain information on directors' emoluments etc. | mel, cf CO ss 161, 161B, 161BB, 161C, UKCA s 412 |
| 384. | Register of particulars not required to be contained in notes to financial statements | mel, cf CO s 161BB |
| 385. | Place where register mentioned in section 384 must be kept | mel, cf CO s 161BB |
| 386. | Right to inspect and request copy | mel, cf CO s 161BB |
| 387. | Statement of financial position to be approved and signed | mel, cf CO s 129B |

Subdivision 4 – Directors' Report

| | | |
|------|---------------------------------------------|-----------------------------------------------------------------------------------|
| 388. | Directors must prepare directors' report | mel, cf CO ss 129D(1), 129F, 141D, UKCA ss 415, 416 |
| 389. | Provisions supplementary to section 388 | new provision, cf CO s 30 (company ceases to enjoy privileges of private company) |
| 390. | Contents of directors' report: general | mel, cf CO ss 2B(3), 129D(3), UKCA s 416(1), (2) |
| 391. | Directors' report to be approved and signed | mel, cf CO ss 129D(2), 141D(1), (4), UKCA ss 419, 433 |

Division 5

Auditor and Auditor's Report

Subdivision 1 – Preliminary

| Section | New Companies Ordinance | Origin |
|---------|-------------------------|---------------------------------|
| 392. | Interpretation | new provision, cf UKCA s 485(2) |

Subdivision 2 – Appointment of Auditor

| | | |
|------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 393. | Eligibility for appointment | mel, cf, CO s 140 |
| 394. | Auditor must be appointed for each financial year | mel, cf CO s 131(1), UKCA ss 485, 489 |
| 395. | Appointment of first auditor by directors | mel, cf CO s 131(3), UKCA ss 485(3), 489(3) |
| 396. | Appointment of auditor by company members | mel, cf CO s 131(1), (4), UKCA ss 485(2), (4), 489(2), (4) |
| 397. | Appointment to fill casual vacancy | mel, cf CO s 131(5), UKCA ss 485(3)(c), (4)(c), 489(3)(c), (4)(c), ACA s 327C(1) |
| 398. | Appointment of auditor by Court | mel, cf CO s 131(2), UKCA s 486(1) |
| 399. | Effect of appointment a firm as auditor | mel, cf CO s 131(9) |
| 400. | Special notice required for resolution for appointing auditor in some cases | mel, cf CO s 132 |
| 401. | Copies of written resolution for appointment must be sent to new and old auditors | new provision, cf UKCA s 514(1) to (3), (8) |
| 402. | Terms of office of auditor | mel, cf CO s 131(1), UKCA ss 487, 491 |
| 403. | Person deemed to be reappointed as auditor | new provision, cf UKCA ss 487(2) to (4), 488 |
| 404. | Auditor's remuneration | mel, cf CO s 131(8), UKCA s 492 |

Subdivision 3 – Auditor's Report

| | | |
|------|--------------------------------------------------------------------|--------------------------------------------------------------------------|
| 405. | Auditor's duty to report | mel, cf CO s 141, UKCA s 495(1) |
| 406. | Auditor's opinion on financial statements, directors' report, etc. | mel, cf CO ss 141(3)(a), 141D(1)(a), (e), UKCA ss 495(3), 496 |
| 407. | Auditor's opinion on other matters | mel, cf CO ss 141, (4), (6), 141D(1)(e)(i), 161(8), 161B(12), UKCA s 498 |

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------------------|--------------------------------------|
| 408. | Offences relating to contents of auditor's report | new provision, cf UKCA s 507(2), (3) |
| 409. | Auditor's reports to be signed | new provision, cf UKCA ss 503, 505 |

Subdivision 4 – Auditor's Rights and Privileges, etc.

| | | |
|------|---------------------------------------------------------------------------------|---------------------------------------------------------|
| 410. | Qualified privileges | new provision, cf SCA s 208 |
| 411. | Rights in relation to general meeting | mel, cf CO s 141(7), (8), UKCA s 502(2), (3) |
| 412. | Rights in relation to information | mel, cf CO ss 2B(3), 133, 141(5), UKCA ss 499, 500 |
| 413. | Offences relating to section 412 | mel, cf CO ss 133(2), (3), 134, UKCA s 501(3), (4), (6) |
| 414. | Auditor may provide information to incoming auditor without contravening duties | new provision, cf MPFSO s 42A |

Subdivision 5 – Auditor's Liability

| | | |
|------|-----------------------------------------------------------|------------------------------------|
| 415. | Avoidance of provisions protecting auditor from liability | mel, cf CO s 165, UKCA ss 532, 533 |
|------|-----------------------------------------------------------|------------------------------------|

Subdivision 6 – Termination of Auditor's Appointment

| | | |
|------|-------------------------------------------------------------|------------------------------------------------------------------|
| 416. | When appointment is terminated | new provision, cf CO s 131(5), and proviso to (9) |
| 417. | Resignation of auditor | mel, cf CO s 140A, UKCA ss 516, 517 |
| 418. | Cessation of office | mel, cf CO s 140(4), UKCA s 1213 |
| 419. | Company may remove auditor | mel, cf CO ss 131(6), (7), 132(1)(d), (2)(a), UKCA ss 510 to 512 |
| 420. | Removed auditor not deprived of compensation, damages, etc. | mel, cf CO s 131(10), UKCA s 510(3) |

Subdivision 7 – Outgoing Auditor’s Right to Requisition Meeting of Company and Make Representation

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------------------------------------|----------------------------------------------------------|
| 421. | Resigning auditor may requisition meeting | mel, cf CO s 140B, UKCA s 518(1), (2), (5) to (7) |
| 422. | Cessation statement in relation to, and attendance at, general meeting | mel, cf CO ss 132(3) to (6), 140B(2) to (5), 141(7), (8) |
| 423. | Cessation statement in relation to written resolution | new provision, cf UKCA s 514 |

Subdivision 8 – Outgoing Auditor’s Statement of Circumstances

| | | |
|------|--------------------------------------------------------------------------|--------------------------------------------------------|
| 424. | Duty of resigning auditor to give statement | mel, cf CO s 140A(1), (2), UKCA s 519 |
| 425. | Duty of auditor who retires or is removed to give statement | new provision, cf UKCA s 519 |
| 426. | Company’s and aggrieved person’s responses to statement of circumstances | mel, cf CO s 140A, UKCA ss 520, 521 |
| 427. | Court may order statement of circumstances not to be sent | mel, cf CO s 140A(5), (6), UKCA ss 520(4), (5), 521(2) |
| 428. | Offences relating to section 427 | mel, cf CO s 140A(7), UKCA ss 520, 521 |

Division 6

Laying and Publication of Financial Statements and Reports

| | | |
|------|-----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 429. | Directors must lay financial statements etc. before company in general meeting | mel, cf CO s 122(1) to (3), UKCA ss 437(1), 438(1) to (4) |
| 430. | Company must send copies of financial statements etc. to members before general meeting | mel, cf CO s 129G(1) and proviso (c), (1AA), (1AB), UKCA ss 423(1)(a), (5), 424(3), (4), (6) |
| 431. | Period for laying and sending financial statements etc. | mel, cf CO ss 111(1), 122(1), (1B), (2), UKCA s 442(2) to (7) |
| 432. | Exception to section 430 | mel, cf CO s 129G(1) proviso (a) and (b) |
| 433. | Offences relating to section 430 | mel, cf CO s 129G(3), UKCA ss 425(1), 438(3) |
| 434. | Company must send to non-voting members other documents | mel, cf CO s 129G(2A) |

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------------------------------------------------------|-----------------------------------------------|
| 435. | Company must send copies of financial statements etc. to members and others on demand | mel, cf CO s 129G(2), (3), UKCA s 431 |
| 436. | Requirement in connection with publication of financial statements etc. | mel, cf CO s 129C(1), (3), UKCA ss 434 to 436 |

Division 7

Summary Financial Reports

| | | |
|------|------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 437. | Interpretation | new provision, cf UK, The Companies (Summary Financial Statement) Regulations 2008 reg 8(2), Singapore, Companies (Summary Financial Statement) Regulations 1995 reg 2 |
| 438. | Application of Division | mel, cf CO ss 141CA to 141CH |
| 439. | Directors may prepare financial report in summary form | mel, cf CO s 141CF(1)(a), (b), (3), UKCA s 429 |
| 440. | Summary financial report to be approved and signed | mel, cf CO s 141CF(1)(c), (3), Cap 32M reg 5(3)(1), Singapore, Companies (Summary Financial Statement) Regulations 1995 reg 3(1)(b), (c) |
| 441. | Company may send copy of summary financial report to member | mel, cf ss 129G(1) proviso (b)(iv), (1A), 141CA, UK, The Companies (Summary Financial Statement) Regulations 2008 reg 3(a), ACA s 314(1)(b), SCA s 203A(1) |
| 442. | Company may seek member's intent on receiving summary financial report | mel, cf CO s 141CB, Cap 32M regs 3, 6, 8 to 12, UK, The Companies (Summary Financial Statement) Regulations 2008 reg 8(2), ACA s 316(1)(a), SCA s 203A(3), Singapore, Companies (Summary Financial Statement) Regulations 1995 reg 5(1), (2) |
| 443. | Notice of revocation and notice of cessation of statutory election | mel, cf Cap 32M regs 7 to 12 |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| 444. | Company must comply with member's request in notice of intent etc. | new provision, cf UK, The Companies (Summary Financial Statement) Regulations 2008 reg 5(2) |
| 445. | Additional copy of reports etc. to be sent by company | mel, cf CO s 141CD(1), (2), (3), (4), (6) |
| 446. | Company must not send summary financial report under some circumstances | mel, cf CO ss 141CE(1), (2), 141CG, Cap 32M reg 5(3)(1), UK, The Companies (Summary Financial Statement) Regulations 2008 reg 3, 4(1)(a), (2) |

Division 8

Miscellaneous

| | | |
|------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 447. | Exemption applicable to dormant company | mel, cf CO s 344A(4), (6), (7) |
| 448. | Liability for untrue or misleading statement in reports | new provision, cf UKCA s 463(1)(a), (c), (2) to (5), (6)(b) |
| 449. | Voluntary revision of financial statements etc. | mel, cf CO s 141E |
| 450. | Financial Secretary may make regulation regarding revision of financial statements etc. | mel, cf CO s 359A(3)(a), (4)(a) to (d), (6) |
| 451. | Financial Secretary may make regulation regarding disclosures of certain information | new provision, cf CO s 161B(2), (5), (7) |
| 452. | Financial Secretary may make other regulations | new provision, cf CO ss 129D(3), 161, 161A, 161B, 359A(2)(d) to (f) |

Part 10

Directors and Company Secretaries

Division 1

Appointment, Removal and Resignation of Directors

Subdivision 1 – Requirement to have Directors

| | | |
|------|---------------------------------------------------------------------------------------|---------------------------------------|
| 453. | Public company and company limited by guarantee required to have at least 2 directors | mel, cf CO s 153(1), (2), (5) to (7) |
| 454. | Private company required to have at least one director | mel, cf CO s 153A(1), (2), (10), (11) |

| Section | New Companies Ordinance | Origin |
|----------------|-----------------------------------------------------------------|-------------------------------------------------|
| 455. | Nomination of reserve director of private company | mel, cf CO s 153A(6) to (9) |
| 456. | Restriction on body corporate being director | mel, cf CO s 154A(1) to (3), UKCA s 157(4), (5) |
| 457. | Requirement to have at least one director who is natural person | new provision, cf UKCA s 155(1) |
| 458. | Direction requiring company to appoint director | new provision, cf UKCA s 156 |

Subdivision 2 – Appointment of Directors

| | | |
|------|------------------------------------------------------|--------------------------------------------|
| 459. | Minimum age for appointment as director | mel, cf CO s 157C, UKCA s 157(1), (4), (5) |
| 460. | Appointment of directors to be voted on individually | mel, cf CO s 157A(1), (2)(b), (3) |
| 461. | Validity of acts of director | mel, cf CO ss 157, 157A(2)(a), UKCA s 161 |

Subdivision 3 – Removal and Resignation of Directors

| | | |
|------|---------------------------------------------|-----------------------------------------|
| 462. | Resolution to remove director | mel, cf CO s 157B(1), (1A), (5) to (8) |
| 463. | Director’s right to protest against removal | mel, cf CO s 157B(2) to (4), UKCA s 169 |
| 464. | Resignation of director | mel, cf CO s 157D |

Division 2

Directors’ Duty of Care, Skill and Diligence

| | | |
|------|---------------------------------------------------------------------------------------|---------------------------------------------------------|
| 465. | Duty to exercise reasonable care, skill and diligence | new provision, cf UKCA ss 170(1), (3), (5), 174, 251(3) |
| 466. | Civil consequences of breach of duty to exercise reasonable care, skill and diligence | new provision, cf UKCA s 178(1) |

Division 3

Directors’ Liabilities

| | | |
|------|------------------------------------------------------------|------------------------------------------------|
| 467. | Interpretation and application | new provision, cf UKCA s 234(2) |
| 468. | Avoidance of provisions protecting director from liability | mel, cf CO s 165(1), (3), UKCA s 232(1) to (3) |
| 469. | Permitted indemnity provision | new provision, cf UKCA s 234(1) to (5) |

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------------------------------------------|----------------------------------------|
| 470. | Permitted indemnity provision to be disclosed in directors' report | new provision, cf UKCA s 236(2) to (5) |
| 471. | Place where copy of permitted indemnity provision must be kept | new provision, cf UKCA s 237(1) to (8) |
| 472. | Right of member to inspect and request copy | new provision, cf UKCA ss 237(8), 238 |
| 473. | Ratification of conduct by director involving negligence, etc. | new provision, cf UKCA s 239 |

Division 4

Appointment and Resignation of Company Secretaries

| | | |
|------|-----------------------------------------------------------------|---------------------------------------------|
| 474. | Company required to have company secretary | mel, cf CO s 154(1), (1AA), (1AB), (2), (3) |
| 475. | Circumstances under which director may not be company secretary | mel, cf CO s 154(1A), (1B), (4) |
| 476. | Direction requiring company to appoint company secretary | new provision, cf UKCA s 272 |
| 477. | Resignation of company secretary | mel, cf CO s 157D(1) to (3) |

Division 5

Miscellaneous Provisions Relating to Directors and Company Secretaries

| | | |
|------|-------------------------------------------------------------------------------------|--------------------------------------|
| 478. | Director vicariously liable for acts of alternate etc. | mel, cf CO s 153B |
| 479. | Avoidance of acts done by person in dual capacity as director and company secretary | mel, cf CO s 154B, UKCA s 280 |
| 480. | Provisions as to undischarged bankrupt acting as director | mel, cf CO s 156 |
| 481. | Minutes of directors' meetings | mel, cf CO s 119(1), (4), UKCA s 248 |
| 482. | Minutes as evidence | mel, cf CO s 119(2), (3), UKCA s 249 |
| 483. | Written record of decision of sole director of private company | mel, cf CO s 153C |

Part 11

Fair Dealing by Directors

Division 1

Preliminary

| Section | New Companies Ordinance | Origin |
|----------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
| 484. | Interpretation | mel, cf CO s 157H(8) to (10) |
| 485. | Circumstances constituting contravention | mel, cf CO s 157I(6) |
| 486. | Connected entity | mel, cf CO s 157H(2)(c), (3)(c), 4(c), (8), (9), UKCA s 252(1), (2) |
| 487. | Family member of director or former director | mel, cf CO s 157H(8)(b)(i), (9), UKCA s 253(1), (2) |
| 488. | Director or former director associated with body corporate | mel, cf CO s 157H(2)(c), (3)(c), (4)(c), UKCA ss 254, 255 |
| 489. | Company subject to more than one prohibition | new provision, cf UKCA s 225 |
| 490. | Application to transaction or arrangement despite its governing law | new provision, cf UKCA s 259 |

Division 2

Loan, Quasi-loan and Credit Transaction

Subdivision 1 – Preliminary

| | | |
|------|---------------------------------------------------------|---------------------------------------------------------------|
| 491. | Interpretation | mel, cf CO s 157H(10), (11)(c) |
| 492. | Body corporate controlled by director | mel, cf CO s 157H(2)(c), (3)(c), (4)(c) |
| 493. | Quasi-loan | mel, cf CO s 157H(10), (11)(b) |
| 494. | Credit transaction | mel, cf CO s 157H(10) |
| 495. | Person for whom transaction or arrangement entered into | new provision, cf UKCA s 212 |
| 496. | Prescribed approval of members | new provision, cf UKCA ss 197(1) to (4), 224, 239(4) |
| 497. | Value of transaction or arrangement etc. | new provision, cf CO s 157HA (10), (13), UKCA s 211(1) to (6) |
| 498. | Total exposure amount | mel, cf CO s 157HA(11), (12)(a), (b), (13) |
| 499. | Preservation of effect of members' unanimous consent | new provision, cf UKCA s 239(6)(a) |

Subdivision 2 – Prohibitions

| Section | New Companies Ordinance | Origin |
|---------|------------------------------------------------------------------------------------------------------------|-------------------------------------------------|
| 500. | Company must not make loan etc. to director or body corporate controlled by director | mel, cf CO s 157H(2), UKCA s 197 |
| 501. | Specified company must not make quasi-loan etc. to director | mel, cf CO s 157H(3)(a), (b), UKCA s 198 |
| 502. | Specified company must not make loan or quasi-loan etc. to connected entity | mel, cf CO s 157H(2), (3), (8), (9), UKCA s 200 |
| 503. | Specified company must not enter into credit transaction etc. as creditor for director or connected entity | mel, cf CO s 157H(4), (8), (9), UKCA s 201 |
| 504. | Company must not take part in arrangement purporting to circumvent sections 500 to 503 | mel, cf CO s 157H (5) to (9), UKCA s 203 |

Subdivision 3 – Exceptions to Subdivision 2

| | | |
|------|--------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| 505. | Exception for loan, quasi-loan and credit transaction of value not exceeding 5% of net assets or called-up share capital | new provision, cf UKCA s 207 (1), (2) |
| 506. | Exception for expenditure on company business | mel, cf CO s 157HA(3)(a), UKCA s 204(1) |
| 507. | Exception for expenditure on defending proceedings etc. | new provision, cf UKCA s 205 |
| 508. | Exception for expenditure in connection with investigation or regulatory action | new provision, cf UKCA s 206 |
| 509. | Exception for home loan | mel, cf CO s 157HA(3)(b), (5), (11), UKCA s 209(3), (4) |
| 510. | Exception for leasing goods and land etc. | mel, cf CO s 157HA(3)(c), (11) |
| 511. | Exception for transaction entered into in ordinary course of business | mel, cf CO s 157HA(6) to (8), UKCA ss 207(3), 209(1), (2) |
| 512. | Exception for intra-group transaction | mel, cf CO s 157HA(1) |

Subdivision 4 – Consequences of Contravention

| | | |
|------|--------------------------------------------------------|----------------------------------------------------|
| 513. | Civil consequences of contravention | mel, cf CO s 157I(4), UKCA s 213 |
| 514. | Affirmation of contravening transaction or arrangement | new provision, cf UKCA ss 214, 239(6)(a) |
| 515. | Provisions supplementary to section 514 | new provision, cf UKCA ss 197(3), (4), 224, 239(4) |

Division 3

Payment for Loss of Office

Subdivision 1 – Preliminary

| Section | New Companies Ordinance | Origin |
|---------|---------------------------------------------------------------------------|---------------------------------------------------------------|
| 516. | Interpretation | new provision, cf CO s 163B(3)(b), UKCA ss 215(2) to (4), 223 |
| 517. | Payment for loss of office | mel, cf CO s 163D(2), (3)(a), (6), UKCA ss 215(1), 216 |
| 518. | Prescribed approval of members or affected members | mel, cf CO s 163D(4), UKCA ss 217(1) to (3), 219(4), 239(4) |
| 519. | Preservation of effect of members' or affected members' unanimous consent | new provision, cf UKCA s 239(6)(a) |
| 520. | This Division does not affect operation of other Ordinance or law | mel, cf CO s 163D(5) |

Subdivision 2 – Prohibitions

| | | |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| 521. | Company must not make payment for loss of office to director or former director | mel, cf CO s 163, UKCA s 217 |
| 522. | Person must not make payment for loss of office to director or former director in connection with transfer of company's undertaking or property | mel, cf CO ss 163A, 163D(1), UKCA s 218 |
| 523. | Person must not make payment for loss of office to director or former director in connection with transfer of shares resulting from takeover offer | mel, cf CO s 163B, UKCA s 219 |

Subdivision 3 – Exceptions to Subdivision 2

| | | |
|------|--------------------------------------------------------------|-------------------------------------|
| 524. | Exception for payments in discharge of legal obligation etc. | mel, cf CO s 163D(3)(b), UKCA s 220 |
| 525. | Exception for small payment | new provision, cf UKCA s 221 |

Subdivision 4 – Consequences of Contravention

| | | |
|------|----------------------------------------------------|--------------------------------------------------|
| 526. | Interpretation | new provision, cf UKCA s 222(4), (5) |
| 527. | Civil consequences of contravention of section 521 | new provision, cf UKCA s 222(1) |
| 528. | Civil consequences of contravention of section 522 | mel, cf CO s 163A(1), (2), UKCA s 221(1)(b), (2) |

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------------|---------------------------------------------|
| 529. | Civil consequences of contravention of section 523 | mel, cf CO s 163B(3), UKCA s 222(1)(b), (3) |

Division 4

Directors' Service Contract

| | | |
|------|-----------------------------------------------------------|-----------------------------------------------------------|
| 530. | Interpretation | new provision, cf UKCA ss 223(1), 251(3) |
| 531. | Service contract | new provision, cf UKCA s 227 |
| 532. | Prescribed approval of members | new provision, cf UKCA ss 188(2), (5), 224, 239(4) |
| 533. | Preservation of effect of members' unanimous consent | new provision, cf UKCA s 239(6)(a) |
| 534. | Company must not agree to director's long-term employment | new provision, cf UKCA s 188(1)(a), (2)(a), (3), (4), (7) |
| 535. | Civil consequences of contravention of section 534 | new provision, cf UKCA s 189 |

Division 5

Material Interests in Transaction, Arrangement or Contract

| | | |
|------|----------------------------------------------------------------|----------------------------------------------------------------------|
| 536. | Director must declare material interests | mel, cf CO s 162, UKCA ss 177, 182 |
| 537. | Declaration to directors: timing | mel, cf CO s 162(1), UKCA ss 177(4), 182(4) |
| 538. | Declaration to directors: procedures | mel, cf CO s 162(1), (2), UKCA ss 177(2), 182(2), 184, 185(2) to (4) |
| 539. | Declaration to directors in case of company with sole director | new provision, cf UKCA s 186 |
| 540. | Application of Division to shadow director | new provision, cf UKCA s 187 |
| 541. | Companies must send general notices to other directors | new provision, cf UKCA s 185 |
| 542. | Offence | mel, cf CO s 162(3), UKCA s 183 |

Division 6

Miscellaneous

| | | |
|------|-----------------------------------|-------------------------------------------------|
| 543. | Disclosure of management contract | mel, cf CO s 162A, UKCA s 237(2)(b), (3) to (7) |
|------|-----------------------------------|-------------------------------------------------|

| Section | New Companies Ordinance | Origin |
|---------|------------------------------------------------------------------|---------------------------------------|
| 544. | Right of member to inspect and request copy | new provision, cf UKCA ss 237(8), 238 |
| 545. | Contract with sole member who is also director | mel, cf CO s 162B |
| 546. | Financial Secretary may amend certain sums or percentage figures | new provision, cf UKCA s 258(1), (3) |

Part 12

Company Administration and Procedure

Division 1

Resolutions and Meetings

Subdivision 1 – Preliminary

| | | |
|------|----------------|-------------------------------------------------------------------|
| 547. | Interpretation | new provision, cf CO s 116BB(2), UKCA ss 289, 290, 298(2), 333(4) |
|------|----------------|-------------------------------------------------------------------|

Subdivision 2 – Written Resolution

| | | |
|------|-------------------------------------------------------------------------|----------------------------------------------------------------|
| 548. | Written resolution | mel, cf CO s 116B, UKCA s 288 |
| 549. | Power to propose written resolution | new provision, cf UKCA ss 288(3), 292(5) |
| 550. | Company's duty to circulate written resolution proposed by directors | new provision, cf UKCA s 291(2) |
| 551. | Members' power to request circulation of written resolution | new provision, cf CO ss 115A, 116B, UKCA s 292(1), (3) |
| 552. | Company's duty to circulate written resolution proposed by members | new provision, cf CO ss 115A, 116B, UKCA s 292(4) to (6) |
| 553. | Circulation of written resolution | new provision, cf CO ss 115A, 116B, UKCA ss 291, 293, 294, 299 |
| 554. | Application not to circulate accompanying statement | new provision, cf CO ss 115A, 116B, UKCA s 295 |
| 555. | Company's duty to notify auditor of proposed written resolution | mel, cf CO s 116BA, UKCA s 502 |
| 556. | Procedure for signifying agreement to proposed written resolution | mel, cf CO s 116B(1) to (3), UKCA s 296 |
| 557. | Agreement signified by eligible members who are joint holders of shares | new provision, cf CO Table A reg 65, UKCA s 286, ACA s 250F |

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------------------------------------------------------------|-----------------------------------|
| 558. | Period for agreeing to proposed written resolution | new provision, cf UKCA s 297 |
| 559. | Company's duty to notify members and auditor that written resolution has been passed | new provision, cf SCA s 184E(1) |
| 560. | Sending document relating to written resolution by electronic means | new provision, cf UKCA s 298(1) |
| 561. | Relationship between this Subdivision and provisions of company's articles | mel, cf CO s 116BB(1), UKCA s 300 |

Subdivision 3 – Resolutions at Meetings

| | | |
|------|---------------------|-------------------------------------------|
| 562. | General provisions | mel, cf CO s 116(4), UKCA ss 281(3), 301 |
| 563. | Ordinary resolution | new provision, cf UKCA s 282 |
| 564. | Special resolution | mel, cf CO s 116(1), (3), (5), UKCA s 283 |

Subdivision 4 – Calling Meetings

| | | |
|------|-----------------------------------------------------------------------|-----------------------------------------------------|
| 565. | Directors' power to call general meeting | new provision, cf CO s 113, UKCA s 302 |
| 566. | Members' power to request directors to call general meeting | mel, cf CO ss 113, 114A(1)(b), UKCA s 303 |
| 567. | Directors' duty to call general meeting requested by members | mel, cf CO s 113, UKCA s 304 |
| 568. | Members' power to call general meeting at company's expense | mel, cf CO s 113(3) to (5), UKCA s 305 |
| 569. | Members' power to call general meeting when there is no director etc. | mel, cf CO s 114A(1)(b), Table A reg 51, ACA s 249F |
| 570. | Power of Court to order meeting | mel, cf CO s 114B, UKCA s 306 |

Subdivision 5 – Notice of Meetings

| | | |
|------|-----------------------------------------------------|--------------------------------------------------------------------|
| 571. | Notice required of general meeting | mel, cf CO ss 114, 114A, 116(1), UKCA s 307, ACA s 249H, SCA s 177 |
| 572. | Manner in which notice to be given | mel, cf CO s 114A(1)(a), UKCA ss 308, 333(1) |
| 573. | Publication of notice of general meeting on website | new provision, cf UKCA s 309 |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| 574. | Persons entitled to receive notice of general meeting | mel, cf CO s 114A, UKCA s 310 |
| 575. | Duty to give notice of general meeting to auditor | mel, cf CO ss 140B(5), 141(7), UKCA s 502, ACA s 249K |
| 576. | Contents of notice of general meeting | mel, cf CO ss 111(1), 155B(1)(a), (4) to (6), Table A reg 52, UKCA s 311 |
| 577. | Explanation of improving director's emoluments to be set out in notice of general meeting | mel, cf CO s 116A |
| 578. | Resolution requiring special notice | mel, cf CO s 116C, UKCA s 312 |
| 579. | Accidental omission to give notice of meeting or resolution | mel, cf CO s 115A(6), Table A reg 53, UKCA s 313 |

Subdivision 6 – Members' Statements

| | | |
|------|----------------------------------------------------|-------------------------------------|
| 580. | Members' power to request circulation of statement | mel, cf CO s 115A, UKCA s 314 |
| 581. | Company's duty to circulate members' statement | mel, cf CO s 115A, UKCA s 315 |
| 582. | Expenses of circulating members' statement | mel, cf CO s 115A(4)(b), UKCA s 316 |
| 583. | Application not to circulate members' statement | mel, cf CO s 115A(5), UKCA s 317 |

Subdivision 7 – Procedure at Meetings

| | | |
|------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 584. | Meeting at 2 or more places | new provision, cf UKCA s 360A, UK, The Companies (Model Articles) Regulations 2008 art 29 for public companies, art 37 for private companies, ACA s 249S |
| 585. | Quorum at meeting | mel, cf CO ss 114A(1)(c), 114AA, Table A reg 55, UKCA s 318 |
| 586. | Chairperson of meeting | mel, cf CO s 114A(1)(d), UKCA s 319 |
| 587. | Resolution passed at adjourned meeting | mel, cf CO s 118, UKCA s 332 |

Subdivision 8 – Voting at Meetings

| Section | New Companies Ordinance | Origin |
|---------|------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 588. | General rules on votes | mel, cf CO ss 114A(1)(e), (2)(b), Table A reg 64, UKCA s 284 |
| 589. | Votes of joint holders of shares | new provision, cf CO Table A reg 65, UKCA s 286 |
| 590. | Declaration by chairperson on show of hands | new provision, cf CO Table A reg 60, UKCA s 320 |
| 591. | Right to demand poll | mel, cf CO s 114D, Table A reg 60, UKCA ss 321, 329 |
| 592. | Chairperson's duty to demand poll | new provision, cf CO Table A reg 60(a) |
| 593. | Voting on poll | mel, cf CO s 114E, UKCA s 322 |
| 594. | Company's duty to record result of poll in minutes of general meeting | new provision, cf HKEx, Main Board Listing Rules r 13.39(5), ACA s 251AA(1) |
| 595. | Saving for provisions of articles as to determination of entitlement to vote | new provision, cf UKCA s 287 |

Subdivision 9 – Proxies and Corporate Representatives

| | | |
|------|-------------------------------------------------------------------------------------|---------------------------------------|
| 596. | Right to appoint proxy | mel, cf CO s 114C, UKCA s 324 |
| 597. | Notice of meeting to contain statement of rights etc. | mel, cf CO s 114C(3), UKCA s 325 |
| 598. | Notice required of appointment of proxy etc. | mel, cf CO s 114C(4), UKCA 327 |
| 599. | Sending documents relating to proxies in electronic form | new provision, cf UKCA s 333 |
| 600. | Company-sponsored invitations to appoint proxies | mel, cf CO s 114C(5), (8), UKCA s 326 |
| 601. | Requirement as to instrument of proxy issued by company | mel, cf CO s 114C(6) |
| 602. | Chairing meeting by proxy | new provision, cf UKCA s 328 |
| 603. | Company-sponsored proxy's duty to vote in the way specified in appointment of proxy | new provision, cf ACA s 250BB(1), (2) |
| 604. | Notice required of termination of proxy's authority | new provision, cf UKCA s 330 |

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| 605. | Effect of member's voting in person on proxy's authority | new provision, cf UK, The Companies (Model Articles) Regulations 2008 art 39(2) for public companies, art 46(1) for private companies |
| 606. | Representation of body corporate at meetings | mel, cf CO s 115(1), (2), UKCA s 323 |
| 607. | Representation of recognized clearing house at meetings | mel, cf CO s 115(1A), (3) |
| 608. | Saving for more extensive rights given by articles | New provision, cf UKCA s 331 |

Subdivision 10 – Annual General Meetings

| | | |
|------|--------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 609. | Interpretation | new provision |
| 610. | Requirement to hold annual general meeting | mel, cf CO ss 111, 122, UKCA s 336 |
| 611. | Exemption of dormant company from requirement to hold annual general meeting | mel, cf CO s 344A |
| 612. | Circumstances in which company not required to hold annual general meeting | mel for (1), cf CO s 111(6) and new provision for (2) (for one member company or AGM dispensed with), SCA s 175A |
| 613. | Dispensation with annual general meeting | new provision, cf SCA s 175A |
| 614. | Revocation of resolution dispensing with annual general meeting | new provision, cf SCA s 175A |
| 615. | Members' power to request circulation of resolution for annual general meeting | mel, cf CO s 115A(1)(a), (2), (4), UKCA s 338 |
| 616. | Company's duty to circulate resolution for annual general meeting | mel, cf CO s 115A(1)(a), (3), (6), (7), UKCA s 339 |

Subdivision 11 – Records of Resolutions and Meetings

| | | |
|------|--------------------------------------------------|--------------------------------------------|
| 617. | Written record where company has only one member | mel, cf CO ss 116 BC, UKCA s 357 |
| 618. | Records of resolutions and meetings, etc. | mel, cf CO ss 116B, 116BC, 119, UKCA s 355 |
| 619. | Place where records must be kept | mel, cf CO s 119A, UKCA s 358 |
| 620. | Right to inspect and request copy | mel, cf CO s 120, UKCA s 358 |

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------------------------------------|----------------------------------------------------------|
| 621. | Records as evidence of resolutions etc. | mel, cf CO ss 116B(8), 116BC(2), 119(2), (3), UKCA s 356 |
| 622. | Registration of and requirements relating to certain resolutions, etc. | mel, cf CO s 117, UKCA ss 29, 30, 32, 36 |

Subdivision 12 – Application to Class Meetings

| | | |
|------|------------------------------------------------------------------|-------------------------------------------------------------------|
| 623. | Application to class meetings of companies with share capital | mel, cf CO ss 63A(6), (8), 114C(8), 114E, 115, 118(b), UKCA s 334 |
| 624. | Application to class meetings of companies without share capital | new provision, cf UKCA s 335 |

Division 2

Registers

Subdivision 1 – Preliminary

| | | |
|------|----------------|---------------|
| 625. | Interpretation | new provision |
|------|----------------|---------------|

Subdivision 2 – Register of Members

| | | |
|------|----------------------------------------------------------|-----------------------------------------------------------------|
| 626. | Interpretation | new provision |
| 627. | Register of members | mel, cf CO s 95, UKCA s 113 |
| 628. | Place where register must be kept | mel, cf CO s 95(2) to (4), UKCA s 114 |
| 629. | Statement that company has only one member | mel, cf CO s 95A, UKCA s 123 |
| 630. | Index of members | mel, cf CO s 96, UKCA s 115 |
| 631. | Right to inspect and request copy | mel, cf CO s 98, UKCA s 116 |
| 632. | Power to close register of members | mel, cf CO s 99 |
| 633. | Power of Court to rectify register | mel, cf CO s 100, UKCA s 125 |
| 634. | Trusts not to be entered in register | mel, cf CO s 101, UKCA s 126 |
| 635. | Register to be proof in the absence of contrary evidence | mel, cf CO s 102, UKCA ss 127, 128 |
| 636. | Branch register of members | mel, cf CO s 103, UKCA ss 129, 130, SCA s 196(1), (2), (7), (9) |
| 637. | Keeping of branch register | mel, cf CO s 104, UKCA ss 131, 132, SCA s 196(3), (4), (9) |
| 638. | Transactions in shares registered in branch register | mel, cf CO s 104(4), UKCA s 133, SCA s 196(5) |

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------------------------------------------------------|---------------------------------------------------------|
| 639. | Discontinuance of branch register | mel, cf CO s 104(5), UKCA s 135, SCA s 196(2), (6), (9) |
| 640. | Provisions as to branch registers of non-Hong Kong companies kept in Hong Kong | mel, cf CO s 106, SCA s 196(8) |

Subdivision 3 – Register of Directors

| | | |
|------|----------------------------------------------------|-----------------------------------------|
| 641. | Register of directors | mel, cf CO ss 158, 158A, UKCA s 162 |
| 642. | Right to inspect and request copy | mel, cf CO ss 158(7), (8), UKCA s 162 |
| 643. | Particulars of directors to be registered | mel, cf CO s 158, UKCA ss 163, 164, 166 |
| 644. | Protection of certain particulars from inspection | new provision, cf UKCA ss 240 to 246 |
| 645. | Duty to notify Registrar of appointment and change | mel, cf CO s 158, UKCA s 167 |
| 646. | Duty of director to make disclosure | mel, cf CO s 158B |
| 647. | Registrar to keep an index of directors | mel, cf CO s 158C |

Subdivision 4 – Register of Company Secretaries

| | | |
|------|-----------------------------------------------------|--------------------------------------|
| 648. | Register of company secretaries | mel, cf CO ss 158, 158A, UKCA s 275 |
| 649. | Right to inspect and request copy | mel, cf CO s 158(7), (8), UKCA s 275 |
| 650. | Particulars of company secretaries to be registered | mel, cf CO s 158, UKCA ss 277 to 279 |
| 651. | Protection of identification number from inspection | new provision, cf UKCA ss 240 to 246 |
| 652. | Duty to notify Registrar of appointment and change | mel, cf CO s 158, UKCA s 276 |
| 653. | Duty of company secretary to make disclosure | mel, cf CO s 158B |

Division 3

Company Records

| | | |
|------|-----------------------------------|------------------------------------------|
| 654. | Meaning of <i>company records</i> | new provision, cf UKCA s 1134 |
| 655. | Form of company records | mel, cf CO s 348C(1) to (3), UKCA s 1135 |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------------------------------------|-----------------------------------------|
| 656. | Duty to take precautions against falsification | mel, cf CO s 348C(4) |
| 657. | Regulations about keeping and inspection of company records and provision of copies | new provision, cf UKCA ss 1136 and 1137 |

Division 4

Registered Office and Publication of Company Names

| | | |
|------|---------------------------------------------------------------|-----------------------------------------|
| 658. | Registered office of company | mel, cf CO s 92, UKCA ss 86, 87(1), (2) |
| 659. | Requirement to disclose company name, etc. | new provision, cf CO s 93, UKCA s 82 |
| 660. | Criminal consequences of failure to make required disclosures | new provision, cf CO s 93(5), UKCA s 84 |
| 661. | Civil consequence of failure to make required disclosures | mel, cf CO s 93(5)(b), UKCA s 83 |

Division 5

Annual Return

| | | |
|------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| 662. | Requirement to deliver annual return | mel, cf CO ss 107, 109, UKCA ss 854, 858(1), (2) |
| 663. | Exemption of dormant company from requirement to deliver annual return | mel cf CO s 344A(4), (6)(a) |
| 664. | Contents of annual return | mel, cf CO ss 107(1), (2), (4), (7), 109(3); for subss (4) to (8), cf CO s 30 |
| 665. | Construction of reference to annual return | new provision, cf UKCA 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 Sched 2 s 81(3) |

Part 13

Arrangements, Amalgamation, and Compulsory Share Acquisition in Takeover and Share Buy-Back

Division 1

Preliminary

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------|---------------------------------------------------------------------------|
| 666. | Interpretation | new provision, cf CO s 157H(9), 9 th and 13 th Schs |
| 667. | Associate | mel, cf CO s 168(3)(a), UKCA s 988 |

Division 2

Arrangements and Compromises

| | | |
|------|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| 668. | Interpretation | new provision, cf CO ss 166(5), 167(5) |
| 669. | Application of Division | new provision, CO s 166(1) |
| 670. | Court may order meeting of creditors or members to be summoned | mel, cf CO s 166(1) |
| 671. | Explanatory statements to be issued or made available to creditors or members | mel, cf CO s 166A |
| 672. | Directors and trustees must notify company of interests under arrangement or compromise etc. | mel, cf CO s 166A(5) |
| 673. | Court may sanction arrangement or compromise | mel, cf CO s 166(2) to (4) |
| 674. | Provision supplementary to section 673(1): agreement to arrangement or compromise | mel, cf CO s 166(2), ACA s 411(4)(a)(ii) |
| 675. | Court's additional powers to facilitate reconstruction or amalgamation | mel, cf CO s 167(1) to (3), UKCA ss 900, 901(2), ACA s 413(1)(f), (4) |
| 676. | Court may order costs | new provision |
| 677. | Company's articles to be accompanied by order of Court | mel, cf CO s 166(3), (4), UKCA s 901(3) |

Division 3

Amalgamation of Companies within Group

| | | |
|------|--------------------|-------------------------------------------------------------------------------------|
| 678. | Interpretation | new provision, cf CO s 124(4), NZCA s 222(4), SCA ss 5B, 215D(4), (8) |
| 679. | Solvency statement | new provision, cf CO s 47F, NZCA s 4(1), SCA ss 215D(5), 215I(1), (3), 215J(1), (2) |

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 680. | Vertical amalgamation | new provision, cf NZCA s 221(1), SCA s 215D(1) |
| 681. | Horizontal amalgamation | new provision, cf NZCA s 222(2), SCA s 215D(2) |
| 682. | Directors of amalgamating company must notify secured creditors of proposed amalgamation | new provision, cf NZCA s 222(3), SCA s 215D(3) |
| 683. | Director of amalgamating company must issue certificate on solvency statement | new provision, cf NZCA s 222(5), (6), SCA ss 215D(6), (7), 215I(6), 215J(5) |
| 684. | Registration of amalgamation | new provision, cf NZCA ss 223-224, SCA ss 215E(1), 215F(1), (4) |
| 685. | Effective date of amalgamation | new provision, cf NZCA ss 224(2), 225, SCA ss 215F(2), (3), 215G, OBCA s 179(a.1) |
| 686. | Court may intervene in amalgamation proposal in certain cases | new provision, cf NZCA s 226, SCA s 215H |

Division 4

Compulsory Acquisition after Takeover Offer

Subdivision 1 – Preliminary

| | | |
|------|-------------------------------------------------------------------------|--------------------------------------|
| 687. | Interpretation | new provision, cf CO s 168(3)(a) |
| 688. | Application of Division to convertible securities and debentures | mel, cf CO s 168(2) |
| 689. | Takeover offer | mel, cf CO s 168(1), UKCA ss 974-976 |
| 690. | Non-communication etc. does not prevent offer from being takeover offer | new provision, cf UKCA s 978 |
| 691. | Shares to which takeover offer relates | new provision, cf UKCA ss 977, 979 |
| 692. | Revised offer not to be regarded as fresh offer | new provision, cf UKCA s 974(7) |

Subdivision 2 – “Squeeze-out”

| | | |
|------|----------------------------------------------------------|----------------------------------------------------------------|
| 693. | Offeror may give notice to buy out minority shareholders | mel, cf CO 9 th Sch, UKCA ss 979(1) to (4), 986(9) |
| 694. | Notice to minority shareholders | mel, cf CO 9 th Sch, UKCA ss 980(1)(2), 981(3), (4) |

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------------------------------------------|-----------------------------------------------------------------------|
| 695. | Offeror's right to buy out minority shareholders | mel, cf CO 9 th Sch, UKCA ss 981(2), (3), (5), 986(1), (2) |
| 696. | Obligations of offeror with right to buy out minority shareholders | mel, cf CO 9 th Sch para 7, UKCA s 981(6), (7) |
| 697. | Company must register offeror as shareholder | mel, cf CO 9 th Sch para 7, UKCA s 981(7) |
| 698. | Company must hold consideration paid by offeror on trust | mel, cf CO 9 th Sch para 8, UKCA ss 981(9), 982(2), (3) |
| 699. | Provisions supplementary to section 698 | new provision, cf UKCA s 982(4), (5), (7), (9) |

Subdivision 3 – “Sell-out”

| | | |
|------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 700. | Offeror may be required to buy out minority shareholders | mel, cf CO s 168(3)(a), 9 th Sch UKCA ss 983 to 985 |
| 701. | Offeror must notify minority shareholders of right to be bought out | mel, cf CO 9 th Sch para 11, UKCA s 984(3), (4) |
| 702. | Notice to minority shareholders | mel, cf CO 9 th Sch paras 11, 14, 15, Cap 32B s 8, UKCA s 985(3) |
| 703. | Minority shareholders' right to be bought out by offeror | mel, cf CO 9 th Sch, UKCA s 985(1) to (3), (5) |
| 704. | Shareholder to be regarded as not having exercised right to be bought out in certain circumstances | new provision, cf UKCA s 983(6), (7) |

Division 5

Compulsory Acquisition after General Offer for Share Buy-back

Subdivision 1 - Preliminary

| | | |
|------|--------------------------------------------------------------------------------------------|--------------------------------------------------------|
| 705. | Interpretation | new provision, cf CO s 168(3)(a), 13 th Sch |
| 706. | Application of Division to convertible securities and debentures | new provision |
| 707. | General offer | mel, cf CO s 49BA(9) |
| 708. | Non-communication etc. does not prevent offer from being general offer | new provision, cf UKCA s 978 |
| 709. | Shares to which general offer relates | new provision |
| 710. | Revised offer not to be regarded as fresh offer | new provision |
| 711. | Member may give notice that member will not tender shares for buy-back under general offer | mel, cf CO 13 th Sch paras 1, 2 |

Subdivision 2 – “Squeeze-out”

| Section | New Companies Ordinance | Origin |
|---------|---------------------------------------------------------------------------------|---------------------------------------------------------|
| 712. | Repurchasing company may give notice to buy out minority shareholders | mel, cf CO 13 th Sch para 1, 2 |
| 713. | Notice to minority shareholders | mel, cf CO 13 th Sch paras 4, 7, Cap 32B s 8 |
| 714. | Repurchasing company’s right to buy out minority shareholders | mel, cf CO 13 th Sch paras 4, 6 |
| 715. | Obligations of repurchasing company with right to buy out minority shareholders | mel, cf CO 13 th Sch para 8 |
| 716. | Repurchasing company must pay for shares to which notice relates | mel, cf CO 13 th Sch paras 5, 8, 9 |
| 717. | Provisions supplementary to section 716 | new provision |

Subdivision 3 – “Sell-out”

| | | |
|------|----------------------------------------------------------------------------------|-----------------------------------------------------------|
| 718. | Repurchasing company may be required to buy out minority | mel, cf CO 13 th Sch para 10 |
| 719. | Repurchasing company must notify minority shareholders of right to be bought out | mel, cf CO 13 th Sch para 12 |
| 720. | Notice to minority shareholders | mel, cf CO 13 th Sch paras 12, 13, Cap 32B s 8 |
| 721. | Minority shareholders’ right to be bought out by repurchasing company | mel, cf CO 13 th Sch paras 11, 13 |

Part 14

Remedies for Protection of Companies’ or Members’ Interests

Division 1

Preliminary

| | | |
|------|----------------|---------------|
| 722. | Interpretation | new provision |
|------|----------------|---------------|

Division 2

Remedies for Unfair Prejudice to Members’ Interests

| | | |
|------|-------------------------------|------------------------------------------------|
| 723. | Interpretation | new provision, cf CO s 168A |
| 724. | When Court may order remedies | mel, cf CO s 168A(1), (2), (2A), UKCA s 994(1) |
| 725. | Remedies that Court may order | mel, cf CO s 168A(2), (2B), (2C), UKCA s 996 |

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------|---------------------------|
| 726. | Alteration of articles by order of Court | mel, cf CO s 168A(3), (4) |
| 727. | Chief Justice may make rules | new provision |

Division 3

Remedies for Other's Conduct in relation to Companies etc.

| | | |
|------|-----------------------------------------|-------------------|
| 728. | Application of section 729 | mel, cf CO s 350B |
| 729. | Court may order remedies | mel, cf CO s 350B |
| 730. | Provisions supplementary to section 729 | mel, cf CO s 350B |

Division 4

Derivative Action for Remedies for Misconduct against Companies etc.

| | | |
|------|----------------------------------------------------------------------------------|------------------------------------------|
| 731. | Interpretation | new provision, cf CO ss 168BA, 168BB |
| 732. | Member of company or of associated company may bring or intervene in proceedings | new provision, cf CO s 168BC, UKCA s 260 |
| 733. | Leave of Court to bring or intervene in proceedings | mel, cf CO ss 168BC, 168BD |
| 734. | Approval or ratification of conduct does not bar derivative action | mel, cf CO s 168BF |
| 735. | No discontinuance or settlement of proceedings without leave of Court | mel, cf CO s 168BJ |
| 736. | Court may dismiss derivative proceedings brought by member under common law etc. | mel, cf CO s 168BE |
| 737. | Court's general powers to order and direct | mel, cf CO s 168BG |
| 738. | Court may order costs | mel, cf CO s 168BI |

Division 5

Members' Inspection of Company's Records

| | | |
|------|----------------------------------------------------|-----------------------------|
| 739. | Interpretation | new provision |
| 740. | Court may order inspection of records or documents | mel, cf CO ss 152 FA, 152FB |
| 741. | Preservation of secrecy | mel, cf CO s 152FC |
| 742. | Legal professional privilege | mel, cf CO s 152FD |
| 743. | Protection of personal data | mel, cf CO s 152FE |

Part 15

Dissolution by Striking off or Deregistration

Division 1

Striking off

Subdivision 1 – Registrar’s Power to Strike off Name of Company not in Operation or Carrying on Business

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------------------|-------------------------------|
| 744. | Registrar may send inquiry letter to company | mel, cf CO s 291(1), (5), (8) |
| 745. | Registrar must follow up under certain circumstances | mel, cf CO s 291(2), (3) |
| 746. | Registrar may strike off company’s name | mel, cf CO s 291(6) |

Subdivision 2 – Striking off under Other Circumstances

| | | |
|------|---------------------------------------------------------------------|---------------------|
| 747. | Registrar’s duty to act in case of company being wound up | mel, cf CO s 291(4) |
| 748. | Court may strike off name of company not appropriate to be wound up | mel, cf CO s 291A |

Division 2

Deregistration

| | | |
|------|----------------------------------|-------------------------------------------------------|
| 749. | Interpretation | mel, cf CO ss 291AA(16), 360(5), 16 th Sch |
| 750. | Application for deregistration | mel, cf CO s 291AA(1) to (5) |
| 751. | Registrar may deregister company | mel, cf CO s 291AA(7) to (11) |

Division 3

Property of Dissolved Company and Other Miscellaneous Matters

| | | |
|------|----------------------------------------------------------------------------|---------------------------------------------|
| 752. | Dissolved company’s property vested in Government | mel, cf CO s 292(1), (2), ACA 601AE(3), (4) |
| 753. | Disclaimer of dissolved company’s property | mel, cf CO s 290C |
| 754. | Effect of disclaimer | mel, cf CO s 290D |
| 755. | Court may make vesting order | new provision, cf UKCA s 1017 |
| 756. | Liabilities of directors etc. of dissolved company continue | mel, cf CO ss 291(6)(a), 291AA(12) |
| 757. | Registrar may act as dissolved company’s or liquidator’s representative | mel, cf CO s 291B (less (3) now s 63(1)) |
| 758. | Former director must keep dissolved company’s books and papers for 6 years | mel, cf CO s 292(3) to (5) |

| Section | New Companies Ordinance | Origin |
|----------------|----------------------------------------------|-------------------------------------|
| 759. | Court's power to wind up dissolved companies | mel, cf CO ss 291(6)(b), 291AA(13)) |

Division 4

Restoration to Companies Register

Subdivision 1 – Administrative Restoration by Registrar

| | | |
|------|-------------------------------------------------------|--------------------------------------|
| 760. | Application to Registrar for restoration of company | new provision, cf UKCA ss 1024, 1026 |
| 761. | Conditions for granting application | new provision, cf UKCA s 1025 |
| 762. | Registrar's decision on application | new provision, cf UKCA s 1027 |
| 763. | Registrar may restore company deregistered by mistake | mel, cf CO s 291AB(1) |
| 764. | Effect of restoration | mel, cf CO s 291(7), UKCA s 1028 |

Subdivision 2 – Restoration by Order of Court

| | | |
|------|--------------------------------------|-------------------------------------------------------------------------------|
| 765. | Application to Court for restoration | mel, cf CO ss 291(7), 291A(2), 291AB(2) |
| 766. | When application must be made | mel, cf CO ss 291(7), 291A(2), 291AB(2), UKCA s 1030(1), (5), (6) |
| 767. | Court's decision on application | mel, cf CO ss 291(7), 291A(2), 291AB(2), (4), UKCA ss 1030, (2), (3), 1031(2) |
| 768. | Effect of restoration | mel, cf CO ss 291(7), 291A(2), 291AB(3), (5), UKCA s 1032 |

Subdivision 3 – Supplementary Provisions

| | | |
|------|-------------------------------------------------------------------------------|--------------------------------|
| 769. | Company's name on restoration | new provision |
| 770. | Company must change prohibited name | new provision |
| 771. | Registrar may direct company to change same or similar name etc. | new provision |
| 772. | Registrar may change company name in case of failure to comply with direction | new provision |
| 773. | Effect of restoration on bona vacantia property or right | mel, cf CO s 292A, UKCA s 1034 |

Part 16

Non-Hong Kong Companies

Division 1

Preliminary

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------|-----------------------------------------------------------------------------|
| 774. | Interpretation | mel, cf CO ss 333(2)(e), (5), 341, 341(2)(e), 360(10), 24 th Sch |
| 775. | Certified copy | mel, cf CO ss 341(1), 359A(1), Cap 32B reg 3 |

Division 2

Registration

| | | |
|------|-------------------------------------------------------------|-----------------------------------------------|
| 776. | Certain non-Hong Kong companies must apply for registration | mel, cf CO ss 332, 333(1), (2), (3), (9), 340 |
| 777. | Registration of non-Hong Kong company | mel, cf CO s 333AA(2) |

Division 3

Addition, Change or Cessation of Corporate Name

| | | |
|------|-----------------------------------------------------------------------------------------------|-------------------------------|
| 778. | Company must notify Registrar of addition, change or cessation of name or translation of name | mel, cf CO ss 335(2), 340 |
| 779. | Registration of corporate name | new provision, cf CO s 335(3) |

Division 4

Regulation of Names Used by Registered Non-Hong Kong Companies to Carry on Business in Hong Kong

| | | |
|------|---------------------------------------------------------------------------------|---------------------------------|
| 780. | Registrar may serve notice to regulate use of corporate names or approved names | mel, cf CO s 337B(1), (2), (2A) |
| 781. | Effect of notice | mel, cf CO s 337B(5), (7) |
| 782. | Registration of approved name for carrying on business in Hong Kong | mel, cf CO s 337B(3)(a), (4) |
| 783. | Withdrawal of notice | mel, cf CO s 337B(6A), (6B) |
| 784. | Appeal against decision to serve notice | mel, cf CO s 337B(6) |
| 785. | Change of approved name | mel, cf CO s 337B(3)(b), (4) |

Division 5

Authorized Representatives of Registered Non-Hong Kong Companies

| Section | New Companies Ordinance | Origin |
|---------|-------------------------------------------------------------------------------------------------|-------------------------|
| 786. | Company must keep authorized representative's required details registered in Companies Register | mel, cf CO ss 333A, 340 |
| 787. | Termination of authorization | mel, cf CO s 333B |

Division 6

Returns and Accounts of Registered Non-Hong Kong Companies

| | | |
|------|---------------------------------------------------------------------------------------|----------------------------------|
| 788. | Company must deliver annual return for registration | mel, cf CO ss 334(1), (2), 340 |
| 789. | Company must deliver accounts for registration | mel, cf CO ss 336(1) to (3), 340 |
| 790. | Directors may revise accounts not complying with certain requirement | mel, cf CO ss 336A, 340 |
| 791. | Company must deliver return for registration in case of change of certain particulars | mel, cf CO ss 335(1), 340 |

Division 7

Other Obligations

| | | |
|------|-------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| 792. | Non-Hong Kong company must state names, place of incorporation, etc. | mel, cf CO ss 337, 340 |
| 793. | Registered non-Hong Kong company must notify Registrar of commencement of liquidation etc. | mel, cf CO ss 158(10)(b), (e), 337A, 340, 341(2)(c) |
| 794. | Registered non-Hong Kong company must notify Registrar of cessation of place of business in Hong Kong | mel, cf CO ss 339 to 340 |
| 795. | Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution | mel, cf CO ss 339AA, 340 |

Division 8

Striking off

| | | |
|------|-----------------------------------------------------------------------|---------------------------------------------|
| 796. | Registrar may send inquiry letter to registered non-Hong Kong company | mel, cf CO ss 291(1) to (3), (5), (6), 339A |
| 797. | Registrar must follow up under certain circumstances | new provision, cf CO ss 291(2) |
| 798. | Registrar may strike off registered non-Hong Kong company's name | mel, cf CO s 291(1) |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------------------|---------------|
| 799. | Application to Registrar for restoration of non-Hong Kong company | new provision |
| 800. | Conditions for granting application | new provision |
| 801. | Registrar's decision on application | new provision |

Division 9

Miscellaneous

| | | |
|------|------------------------------------------|-----------------------------------|
| 802. | Registrar to keep index of directors | mel, cf CO s 333C |
| 803. | Service of process or notice | mel, cf CO s 338 |
| 804. | Financial Secretary may make regulations | mel, cf CO s 359A(3)(b), (5), (6) |
| 805. | Financial Secretary may make regulations | new provision |

Part 17

Companies not Formed, but Registrable, under this Ordinance

Division 1

Preliminary

| | | |
|------|----------------|---------------|
| 806. | Interpretation | new provision |
|------|----------------|---------------|

Division 2

Registration of Eligible Companies

| | | |
|------|------------------------------------------------------------------------------|-----------------------------------|
| 807. | Registrar may register eligible company | mel, cf CO ss 310(1), 313 |
| 808. | General restrictions on Registrar's power to register | mel, cf CO ss 310(1)(b), (c), 317 |
| 809. | Registrar must not register without members' assent | mel, cf CO s 310(1)(e), (f), (2) |
| 810. | Registrar must not register without resolution declaring amount of guarantee | mel, cf CO s 310(1)(g) |
| 811. | Eligible company must pay registration fee | mel, cf CO s 318 |
| 812. | Registrar must issue certificate of registration | mel, cf CO s 318 |

Division 3

Consequences of Registration

| | | |
|------|--------------------------------------------------------------|--------------------------|
| 813. | Application of Division | mel, cf CO s 322(1) |
| 814. | Status, property, rights and liabilities of eligible company | mel, cf CO ss 318 to 320 |
| 815. | Continuation of existing proceedings | mel, cf CO s321 |
| 816. | Continuation of existing constitutional document | mel, cf CO s322(2) |

| Section | New Companies Ordinance | Origin |
|----------------|------------------------------------------------------------------------------------|----------------------------|
| 817. | Eligible company may substitute articles for non-statutory constitutional document | mel, cf CO s323 |
| 818. | This Ordinance applies to eligible company | mel, cf CO s322(3), (4)(a) |
| 819. | Exceptions to section 818(1) | mel, cf CO s322(3)(a), (c) |
| 820. | Eligible company's power to alter constitution | mel, cf CO s322(6) |

Part 18

Communications to and by Companies

Division 1

Preliminary

| | | |
|------|---------------------------------------------------------------------------------------|----------------------------------|
| 821. | Interpretation | mel, cf CO s 168BAA |
| 822. | Minimum period specified for purposes of sections 828(3), 831(4) and 833(6) | mel, cf CO s 168BAB |
| 823. | Period specified for purposes of sections 828(7)(a), 831(7)(a) and 833(12)(b) | mel, cf CO s 168BAC |
| 824. | Time specified for purposes of sections 828(7)(b), 829(5)(a), 831(7)(b) and 832(5)(a) | mel, cf CO s 168BAD |
| 825. | Address specified for purposes of sections 831(3)(b)(iii) and 832(2)(b) | mel, cf CO s 168BAE |
| 826. | Effect of this Part on sending documents etc. to Registrar | new provision, cf UKCA s 1143(3) |

Division 2

Service of Document on Company

| | | |
|------|---------------------|------------------|
| 827. | Service of document | mel, cf CO s 356 |
|------|---------------------|------------------|

Division 3

Other Communication to Company by Person who is not Company

| | | |
|------|----------------------------------|-------------------------------------------------------|
| 828. | Communication in electronic form | new provision, cf UKCA s 1146(3), (4) Part 3 Sched 4 |
| 829. | Communication in hard copy form | new provision, cf UKCA s 1146(2), (4), Part 2 Sched 4 |
| 830. | Communication in other forms | new provision, cf UKCA Part 4, Sched 4 |

Division 4

Other Communication by Company to Another Person

| Section | New Companies Ordinance | Origin |
|----------------|--------------------------------------------------|-----------------------------------------------------------|
| 831. | Communication in electronic form | mel, cf CO s 168BAG |
| 832. | Communication in hard copy form | mel, cf CO s 168BAF |
| 833. | Communication by means of website | mel, cf CO s 168BAH |
| 834. | Communication in other forms | new provision, UKCA Part 5 Sched 5 |
| 835. | Joint holders of shares or debentures | new provision, cf CO Table A reg 133, UKCA Part 6 Sched 5 |
| 836. | Death or bankruptcy of holder of shares | new provision, cf CO Table A reg 134 |
| 837. | Member or debenture holder may require hard copy | mel, cf CO s 168BAI |

Part 19

Investigations and Enquiries

Division 1

Preliminary

| | | |
|------|----------------|----------------------------------------------------------------|
| 838. | Interpretation | new provision, cf CO s 145(5), SFO Part 1 Sched 1, FRCO s 2(1) |
|------|----------------|----------------------------------------------------------------|

Division 2

Investigation of Company's Affairs by Inspectors

Subdivision 1 – Preliminary

| | | |
|------|----------------|---------------|
| 839. | Interpretation | new provision |
|------|----------------|---------------|

Subdivision 2 – Appointment by Financial Secretary of Inspectors to Investigate Company's Affairs

| | | |
|------|-------------------------------------------------------------------------|-----------------------------------------|
| 840. | Appointment of inspector on application by company or members | mel, cf CO ss 142, 143(1)(b) |
| 841. | Appointment of inspector on Court's or Financial Secretary's initiative | mel, cf CO ss 143(1)(a), (c), (2), 146A |
| 842. | Notice of appointment as inspector to be delivered to Registrar | mel, cf CO s 151 |

Subdivision 3 – Financial Secretary’s Powers to Give Directions to Inspectors

| Section | New Companies Ordinance | Origin |
|---------|----------------------------------------------------------------------------------------|-------------------------------------------------|
| 843. | General power of Financial Secretary to give directions regarding investigation | new provision, cf UKCA 1985 s 446A(1), (4) |
| 844. | Financial Secretary may give directions regarding subject matter of investigation etc. | new provision, cf UKCA 1985 s 446A(2), (3), (5) |
| 845. | Financial Secretary may give directions to terminate or suspend investigation | new provision, cf UKCA 1985 s 446B(1), (2) |

Subdivision 4 – Inspectors’ Powers

| | | |
|------|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| 846. | Inspector may require production of records and documents etc. | mel, cf CO ss 145(1), (1A), (2), s 150(b), SFO s 183(1)(d), (4), FRCO s 28(1)(c), (5) |
| 847. | Inspector may require production of director’s accounts | mel, cf CO s 145B |
| 848. | Provisions supplementary to sections 846 and 847: powers to require explanation etc. | new provision, cf SFO ss 179, 183, FRCO ss 27, 28 |
| 849. | Inspector may exercise powers in relation to associated body corporate | mel, cf CO s 144 |
| 850. | Delegation of powers by inspector | mel, cf CO s 145A |

Subdivision 5 – Resignation, Removal and Replacement of Inspectors

| | | |
|------|---------------------------------------------------------------|---------------------------------------------------|
| 851. | Resignation of inspector | new provision, cf UKCA 1985 s 446C(1) |
| 852. | Revocation of appointment of inspector by Financial Secretary | new provision, cf UKCA 1985 s 446C(2) |
| 853. | Appointment of replacement inspector | new provision, cf UKCA 1985 s 446D(1), (2) |
| 854. | Former inspector must hand over documents etc. | new provision, cf UKCA 1985 s 446E(1) to (4), (6) |

Subdivision 6 – Reports by Inspectors

| | | |
|------|-------------------------------------------------------------------------------|---------------------------------------------------------|
| 855. | Interim report to be made by inspector etc. | mel, cf CO s 146(1), (4), UKCA 1985 ss 437(1A), 446B(3) |
| 856. | Final report to be made by inspector etc. | mel, cf CO ss 146(1), 151, UKCA 1985 s 446B(4) |
| 857. | Interim report or final report may cover affairs of associated body corporate | mel, cf CO s 144 |

| Section | New Companies Ordinance | Origin |
|----------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| 858. | Inspector must send report to affected persons etc. | new provision, cf FRCO s 35(4) |
| 859. | Financial Secretary to file copies of inspector's report with Court | mel, cf CO s 146(3)(a)(iv) |
| 860. | Financial Secretary may send copies of inspector's report to applicants of investigation etc. | mel, cf CO s 146(3)(a)(i) to (iii), UKCA 1985 s 437(3)(a), (b) |
| 861. | Publication of inspector's report | mel, cf CO s 146(3)(b), (c) |
| 862. | Inspector's report to be evidence | mel, cf CO s 149, FRCO ss 35(7), 47(7) |

Subdivision 7 – Miscellaneous

| | | |
|------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| 863. | Offences for failing to comply with requirements under Subdivision 4 etc. | new provision, cf CO s 145(3A), SFO ss 184(1) to (4), 185(3)(b), FRCO s 31 |
| 864. | Inspector may apply to Court to inquire into failure to comply with requirements under Subdivision 4 | mel, cf CO s 145(3), SFO s 185(1)(a), (3)(a), FRCO s 32(2)(a), (4) |
| 865. | Use of incriminating evidence in proceedings | mel, cf CO s 145(3A), (3AA), SFO s 187, FRCO s 30 |
| 866. | Expenses of investigation | mel, cf CO s 148(1), (2), (4), UKCA 1985 s 439(1) |

Division 3

Enquiry into Company's Affairs by Financial Secretary

| | | |
|------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 867. | Interpretation | new provision |
| 868. | Circumstances under which Financial Secretary may enquire into company's affairs | mel, cf CO s 152A(1) |
| 869. | Financial Secretary may require production of records and documents etc. | mel, cf CO ss 152A(1) to (3), 152F(2), SFO s 179(6), FRCO s 25(4) |
| 870. | Financial Secretary may delegate powers under section 869 | mel, cf CO s 152A(1) |
| 871. | Offences for failing to comply with requirements under section 869 etc. | mel, cf CO ss 152A(4), (5), 152E, SFO s 179(13) to (16), FRCO s 31 |
| 872. | Use of incriminating evidence in proceedings | mel, cf CO s 152A(5), (6), SFO s 187, FRCO s 30 |

Division 4

Enquiry by Registrar

| Section | New Companies Ordinance | Origin |
|---------|-------------------------------------------------------------------------|------------------------------------------|
| 873. | Registrar may require production of records and documents etc. | new provision mirrors s 869 of new CO |
| 874. | Registrar may delegate powers under section 873 | new provision mirrors s 870 of new CO |
| 875. | Offences for failing to comply with requirements under section 873 etc. | new provision mirrors s 871 of new CO |
| 876. | Use of incriminating evidence in proceedings | new provision mirrors s 872 of new CO |

Division 5

Supplementary Provisions to Divisions 2, 3 and 4

Subdivision 1 – Supplementary Provisions Applicable to Divisions 2 and 3

| | | |
|------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| 877. | Magistrate's warrants | mel, cf CO s 152B, SFO s 191, FRCO s 34 |
| 878. | Officers must give assistance in prosecution instituted as a result of investigation etc. | mel, cf CO s 147(1) |
| 879. | Proceedings on specified materials | mel, cf CO ss 147(2), 168J(1), 350B(1), (3), (7) |
| 880. | Preservation of secrecy | mel, cf CO s 152C(1), SFO s 378(1), (15), FRCO s 51(1), (13) |
| 881. | Permitted disclosure and restrictions | mel, cf CO s 152C(1), (3), SFO s 378(2), (3), etc., FRCO s 51(2) to (8), (12) |
| 882. | Offences on breach of secrecy | mel, cf CO s 152C(2), SFO s 378(10), (11), FRCO s 51(9) to (11) |

Subdivision 2 – Supplementary Provisions Applicable to Divisions 2, 3 and 4

| | | |
|------|-----------------------------------------------|----------------------------------------------------------|
| 883. | Interpretation | new provision |
| 884. | Protection in relation to certain disclosures | new provision, cf UKCA 1985 s 448A |
| 885. | Protection of informers etc. | new provision, cf FRCO s 52 |
| 886. | Legal professional privilege | mel, cf CO ss 150(a), 152F, SFO s 380(4), (5), FRCO s 56 |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------------------|----------------------------------------------------|
| 887. | Immunity | mel, cf CO s 145(3B), SFO s 380(1), (3), FRCO s 54 |
| 888. | Production of information in information systems etc. | new provision, cf SFO s 189, FRCO s 57 |
| 889. | Lien claimed on records or documents | mel, cf CO s 152A(2), SFO s 188, FRCO s 58 |
| 890. | Destruction of documents | mel, cf CO s 152D, SFO s 192, FRCO s 59 |
| 891. | Inspection of records or documents seized etc. | new provision, cf SFO s 190, FRCO s 33 |

Division 6

Investigation of Company's Affairs by Persons Appointed by Company

| | | |
|------|-------------------------------------------------------------------------------------------|----------------------------|
| 892. | Appointment of person by company to investigate its affairs | mel, cf CO s 152(1) to (3) |
| 893. | Court may inquire into failure of officer or agent to attend before appointed person etc. | mel, cf CO s 152(4) |
| 894. | Report by appointed person | mel, cf CO s 152(5), (6) |

Part 20

Miscellaneous

Division 1

Miscellaneous Offences

| | | |
|------|------------------------------------------------------|----------------------------------|
| 895. | Offence for false statement | mel, cf CO s 349, UKCA s 1112(1) |
| 896. | Offence for improper use of "Limited" or "有限公司" etc. | mel, cf CO s 350 |

Division 2

Miscellaneous Provisions relating to Investigation or Enforcement Measures

| | | |
|------|------------------------------------------------------------------------------------------------------------|----------------------------------|
| 897. | Court may order inspection or production of records or documents if offence suspected | mel, cf CO s 351B (without (3)) |
| 898. | Enforcement of requirements by order of Court | mel, cf CO s 306, UKCA s 1113(1) |
| 899. | Registrar may give notice to suspected offender about not instituting proceedings under certain conditions | new provision, cf ACA s 1313 |

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------|-------------------|
| 900. | Limitation on commencement of proceedings | mel, cf CO s 351A |
| 901. | Application of fines | mel, cf CO s 352 |

Division 3

Miscellaneous Provisions relating to Misconduct by Officer or Auditor of Company

| | | |
|------|-------------------------------------------------------------------------------------|-------------------------------|
| 902. | Interpretation | mel, cf CO s 358(1), (2), (4) |
| 903. | Court may grant company officer etc. relief in proceedings for misconduct | mel, cf CO s 358(1), (3) |
| 904. | Court may grant company officer etc. relief for misconduct on officer's application | mel, cf CO s 358(2) |

Division 4

Other Miscellaneous Provisions

| | | |
|------|--------------------------------------------------------------------|-----------------------------------------------|
| 905. | Costs in action by company etc. | mel, cf CO s 357 |
| 906. | Saving as to private prosecution | mel, cf CO s 354 |
| 907. | Saving for privileged communication | mel, cf CO s 355, UKCA s 1129 |
| 908. | Paperless holding and transfer of shares and debentures | new provision |
| 909. | Power to make regulations | mel, cf CO s 359A(1) |
| 910. | Supplementary provisions for regulations made under this Ordinance | mel, cf CO s 49Q(3), (b), (c), UKCA s 1292(1) |
| 911. | Financial Secretary and Registrar may amend Schedules | mel, cf CO s 360(5) |

Part 21

Consequential Amendments, and Transitional and Saving Provisions

Division 1

Consequential and Related Amendments

| | | |
|------|--------------------------|--------------------------------------|
| 912. | Amendments to enactments | new provision, cf SFO ss 407(2), 409 |
|------|--------------------------|--------------------------------------|

Division 2

Transitional and Saving Provisions

| | | |
|------|------------------------------------|--------------------------------------|
| 913. | Transitional and saving provisions | new provision, cf SFO ss 407(1), 409 |
|------|------------------------------------|--------------------------------------|

| Section | New Companies Ordinance | Origin |
|----------------|-------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| 914. | Extended effect of saving provision | mel, cf CO s 366, UK Companies Act 2006 (Commencement No. 8 Transitional Provisions and Savings) Order 2008 Sched 2 paras 115(1), 116(2) |
| 915. | Offence for false statement | new provision, to save effect of CO s 349 |
| 916. | Limitation on commencement of proceedings | new provision, to save effect of CO s 351A |
| 917. | Application of fines | new provision, to save effect of CO s 352 |
| 918. | Saving as to private prosecution | new provision, to save effect of CO s 354 |
| 919. | Saving for privileged communication | new provision, to save effect of CO s 355 |

Division 3

Supplemental Provisions

| | | |
|------|----------------------------------------------------------|-------------------------------|
| 920. | This Part etc. not to derogate from section 23 of Cap. 1 | new provision, cf SFO s 408 |
| 921. | Continuity of law | new provision, cf UKCA s 1297 |

Schedules

| | |
|----|-------------------------------------------------------------------------------------------------------|
| 1 | Parent Undertakings and Subsidiary Undertakings |
| 2 | Content of Incorporation Form |
| 3 | Specified Qualifying Conditions for Sections 361 to 366 |
| 4 | Accounting Disclosures |
| 5 | Contents of Directors' Report: Business Review |
| 6 | Information to be Contained in Annual Return and Documents by which Annual Return must be Accompanied |
| 7 | Offences in respect of which Proceedings not Instituted under Certain Conditions |
| 8 | Amendments relating to Paperless Holding and Transfer of Shares and Debentures |
| 9 | Consequential and Related Amendments to Companies Ordinance (Cap. 32) and its Subsidiary Legislation |
| 10 | Consequential and Related Amendments to Other Ordinances and Subsidiary Legislation |
| 11 | Transitional and Saving Provisions |

Companies Registry

January 2013