

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

**Table of Destination  
(from Companies Ordinance (Cap. 32) to new Companies Ordinance)**

**Short Title**

Section	Companies Ordinance (Cap. 32)	Section numbers under new Companies Ordinance <sup>(Note)</sup>
1.	Short title	s 1

**Interpretation and Specification of Forms**

2.	Interpretation	s 2 etc
2A.	Registrar to specify forms	s 23
2B.	Construction of references to parent company, etc.	ss 13 to 16, Sch 1
3.	(Repealed 6 of 1984 s 3)	-

**PART I**

**INCORPORATION OF COMPANIES AND MATTERS INCIDENTAL THERETO**

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5.	Requirements with respect to memorandum	N/E Memo abolished for articles see ss 81 to 85
5A.	Powers of a company	s 115
5B.	Power limited by memorandum, etc.	for articles s 116 Memo abolished
5C.	Exclusion of deemed notice	s 120
6.	Signature of memorandum	N/E Memo abolished signing articles s 67(1)(a)
7.	Restriction on alteration of memorandum	N/E Memo abolished alteration of articles s 87
8.	Mode in which and extent to which objects may be altered	ss 89, 91

**Note**

N/E = no equivalent

### Articles of Association

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11.	Adoption and application of Table A	ss 79, 80
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<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
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96.	Index of members of company	s 630
97.	Provisions as to entries in register in relation to share warrants	N/E such share warrants to bearer abolished (see s 139) but see Sch 11 s 14(3)
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<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
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### Accounts of certain private companies

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<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
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154B.	Avoidance of acts done by person in dual capacity as director and secretary	s 479
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<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
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158A.	Place where register of directors and secretaries is kept	s 641 (directors), s 648 (company secretaries), s 657, Company Records (Inspection and Provision of Copies) Regulation
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160.	Special resolution of limited company making liability of directors unlimited	N/E
161.	Particulars in accounts of directors' emoluments, pensions, etc.	ss 383, 407(4), 452(2), Companies (Disclosure of Information about Benefits of Directors) Regulation
161A.	Statements annexed to accounts showing certain items to include corresponding amounts for preceding financial year	s 452(2), Companies (Disclosure of Information about Benefits of Directors) Regulation

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
161B.	Particulars in accounts of loans to officers, etc.	ss 383, 407(4), 451, 452(2), Companies (Disclosure of Information about Benefits of Directors) Regulation
161BA.	Further provisions relating to loans to officers, etc. of authorized financial institutions	N/E Repealed by new CO
161BB.	Further provisions relating to quasi-loans and credit transactions, etc.	ss 383(3) to 386, 451, Companies (Disclosure of Information about Benefits of Directors) Regulation, s 657, Company Records (Inspection and Provision of Copies) Regulation
161C.	General duty to make disclosure for purposes of sections 161 and 161B	s 383 Companies (Disclosure of Information about Benefits of Directors) Regulation
162.	Disclosure by directors of material interests in contracts	ss 536 to 538, 542
162A.	Special provision relating to management contracts	ss 543 to 544
162B.	Contracts with sole member who is also a director	s 545
163.	Approval of company requisite for payment by it to director or past director for loss of office etc.	ss 521, 527
163A	Approval of company requisite for any payment, in connexion with transfer of its property, to director or past director for loss of office etc.	ss 522, 528
163B.	Duty of director or past director to disclose payment for loss of office, etc., made in connexion with transfer of shares in company	ss 516, 523, 529
163C.	Approval of company requisite for payment of damages or pension to director or past director in certain cases	N/E Repealed by new CO

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
163D.	Provisions supplementary to sections 163, 163A, 163B and 163C	ss 517 to 518, 520, 524
164.	Provisions as to assignment of office by directors	N/E Repealed by new CO

#### **Avoidance of Provisions in Articles or Contracts relieving Officers from Liability**

165.	Provisions as to liability of officers and auditors	s 468
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#### **Arrangements and Reconstructions**

166.	Power to compromise with creditors and members	ss 668 to 670, 673, 674, 677
166A.	Information as to compromises with creditors and members	ss 671 to 672
167.	Provisions for facilitating reconstruction and amalgamation of companies	s 675
168. & Sch 9	Rights of company and minority shareholders in case of successful take-over offer	ss 687 to 689, 693 to 698, 700 to 703

#### **Minorities**

168A.	Alternative remedy to winding up in cases of unfair prejudice	ss 722 to 726
168B. & Sch 13	Rights of company and minority shareholders in case of successful buy out by share repurchase	ss 705, 711 to 716, 718 to 721

### **PART IVAAA**

#### **COMMUNICATIONS BY COMPANY TO ANOTHER PERSON (OTHER THAN REGISTRAR)**

168BAA.	Interpretation	ss 2, 821
168BAB.	Minimum period specified for purposes of sections 168BAG(4) and 168BAH(6)	s 822
168BAC.	Period specified for purposes of sections 168BAG(7)(a) and 168BAH(10)(b)	s 823

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
168BAD.	Time specified for purposes of sections 168BAF(5)(a) and 168BAG(7)(b)	s 824
168BAE.	Address specified for purposes of sections 168BAF(2)(b) and 168BAG(3)(b)(iii)	s 825
168BAF.	Communication in hard copy form	s 832
168BAG.	Communication in electronic form	s 831
168BAH.	Communication by means of website	s 833
168BAI.	Member or debenture holder may require hard copy	s 837

## **PART IVA**

### **STATUTORY DERIVATIVE ACTION**

168BA.	Definition	s 731
168BB.	Application	ss 731 to 732
168BC.	Bringing or intervening in proceedings on behalf of specified corporation	ss 732 to 733
168BD.	Service of written notice	s 733
168BE.	Court's power relating to proceedings brought or intervened in on behalf of specified corporation under common law	s 736
168BF.	Effect of approval or ratification	s 734
168BG.	General powers of court	s 737
168BH.	Protection of personal data	N/E
168BI.	Power of court to make orders about costs	s 738
168BJ.	Discontinuance or settlement	s 735
168BK.	Rules of court	N/E

## **PART IVA**

### **DISQUALIFICATION OF DIRECTORS**

168C. to 168T.	Various provisions on disqualification of directors	Remain in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **PART V**

### **WINDING UP**

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
169. to 289.	Various provisions relating to Winding Up	Remain in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)

### **Provisions as to Dissolution**

290.	Power of court to declare dissolution of company void	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
290A.	(Repealed 30 of 1999 s. 18)	N/E
290B.	(Repealed 30 of 1999 s. 18)	N/E
290C.	Government disclaimer of property other than immovable property vesting as bona vacantia	s 753
290D.	Effect of Government disclaimer under section 290C	s 754
290E.	(Repealed 30 of 1999 s. 21)	N/E
291.	Registrar may strike defunct company off register	ss 744 to 746, 759, 764
291A.	Power of court to order company to be struck off and dissolved	s 748
291AA.	Application to Registrar for deregistration of defunct private company	ss 749 to 751, 759
291AB.	Reinstatement of deregistered company	s 763
291B.	Registrar to act as representative of defunct company in certain events	s 757
292.	Property and books etc. of dissolved company	ss 752, 758
292A.	Effect on section 292 of company's revival after dissolution	s 773

### **Central Accounts**

293.	Companies liquidation account	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
294.	Investment of surplus funds on general account	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
295.	Separate accounts of particular estates	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)

### **Rules and Fees**

296.	General rules and fees	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **PART VI**

### **RECEIVERS AND MANAGERS**

297. to 302A.	Various provisions on receivers and managers	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **PART VII**

### **GENERAL PROVISIONS AS TO REGISTRATION**

303.	Registration offices and appointment of officers for purposes of this Ordinance	s 21
303A.	(Repealed 28 of 2003 s. 94)	-
303B.	Protection of Registrar etc. where computerized information etc. is used	s 63
304.	Fees	s 26
305.	Inspection, production and evidence of documents kept by Registrar	s 45
305A.	Authentication of documents by the Registrar	s 25
306.	Enforcement of duties under Ordinance by court order	s 898



## **PART VIII**

### **APPLICATION OF ORDINANCE TO COMPANIES FORMED OR REGISTERED UNDER FORMER ORDINANCES**

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
307.	Application of Ordinance to companies formed under former Companies Ordinances	s 17
308.	Application of Ordinance to companies registered under former Companies Ordinance	s 19
309.	Application of Ordinance to companies re-registered under former Companies Ordinance	s 18

## **PART IX**

### **COMPANIES NOT FORMED UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE**

310.	Companies capable of being registered	ss 806 to 810
311.	Definition of joint stock company	N/E
312.	Requirements for registration by joint stock companies	N/E
313.	Requirements for registration by other than joint stock companies	N/E
314.	Authentication of statements by existing companies	N/E
315.	Registrar may require evidence as to nature of company	N/E
316.	Exemption of certain companies from payment of fees	N/E
317.	Addition of "Limited" etc., to name	s 808
318.	Certificate of registration of existing companies	ss 811, 812
319.	Vesting of property on registration	s 814(3)
320.	Saving for existing liabilities	s 814(4)
321.	Continuation of existing actions	s 815

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
322.	Effect of registration under Ordinance	ss 816, 818 to 820
323.	Power to substitute memorandum and articles for deed of settlement	s 817
324.	Power of court to stay or restrain proceedings	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
325.	Actions stayed on winding-up order	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)

## **PART X**

### **WINDING UP OF UNREGISTERED COMPANIES**

326. to 331A.	Various provisions on winding up of unregistered companies	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **PART XI**

### **COMPANIES INCORPORATED OUTSIDE HONG KONG**

#### **Provisions as to Establishment of Place of Business in Hong Kong**

332.	Application of Part XI	ss 774, 776
333.	Documents, etc. to be delivered to Registrar by companies that establish place of business in Hong Kong	ss 774, 776 Companies (Non-Hong Kong Companies) Regulation
333AA.	Registrar to keep register of non-Hong Kong companies	s 777
333A.	Continuing obligation in respect of authorized representative	s 786
333B.	Termination of registration of authorized representative	s 787

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
333C.	Registrar to keep an index of directors of non-Hong Kong companies	s 802
334.	Annual return to be made by non-Hong Kong company	s 788 Companies (Non-Hong Kong Companies) Regulation
335.	Return to be delivered to Registrar where documents, etc. altered	ss 778 to 779, 791 Companies (Non-Hong Kong Companies) Regulation
336.	Accounts of non-Hong Kong companies	s 789, Companies (Non-Hong Kong Companies) Regulation
336A.	Voluntary revision of accounts	s 790
337.	Obligation to state name of non-Hong Kong company, whether limited and place where incorporated	s 792
337A.	Notice of commencement of liquidation and of appointment of liquidator	s 793
337B.	Regulation of use of corporate names by non-Hong Kong companies in Hong Kong	ss 780 to 785
338.	Service of documents on non-Hong Kong companies	s 803
339.	Notices to be sent when non-Hong Kong companies cease to have places of business in Hong Kong	s 794
339AA.	Notices, etc. to be sent when non-Hong Kong companies are dissolved	s 795
339A.	Removal etc. of names of non-Hong Kong companies from register <ul style="list-style-type: none"> <li>• s 339A(1) (Repealed 30 of 2004 s 2)</li> <li>• s 339A(2)</li> </ul>	ss 796 to 798
340.	Penalties	see offence provisions in Part 16 ss 776, 778, 781, 786, 788 to 795, 798
341.	Interpretation of Part XI	ss 774, 775, 793

## **PART XII**

### **RESTRICTIONS ON SALE OF SHARES AND OFFERS OF SHARES FOR SALE**

<b>Section</b>	<b>Companies Ordinance (Cap. 32)</b>	<b>Section numbers under new Companies Ordinance</b>
342. to 343.	Various provisions on restrictions on sale of shares and offers of shares for sale	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
344.	(Repealed 12 of 1974 s 150)	-

## **PART XIII**

### **DORMANT COMPANIES**

344A.	Dormant companies	ss 5, 447, 611, 663
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## **PART XIII**

### **MISCELLANEOUS**

345.	(Repealed 30 of 2004 s 2)	-
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### **Provisions relating to documents and disposal thereof**

346.	Documents delivered to Registrar to conform to certain requirements	ss 31 to 32(3), 38
346A.	Documents delivered to Registrar in form of electronic record	s 32(5)
346B.	Signature of documents delivered to Registrar in form of electronic record	N/E
347.	Power of Registrar to accept information in different forms	N/E
348.	Power of Registrar to refuse to register certain documents	ss 35, 37
348A.	Registrar not responsible for statements in documents	s 62
348B.	Disposal of documents	s 29
348BA.	Registrar may issue certificates in any manner	s 61

**Form of Registers etc.**

Section	Companies Ordinance (Cap. 32)	Section numbers under new Companies Ordinance
348C.	Form of registers etc.	s 376 for accounting records, ss 654 to 656
348D.	Power of Registrar to keep records	s 28

**Miscellaneous Offences**

349.	Penalty for false statements	s 895
349A.	Penalty for dishonest destruction etc., of registers, books or documents	s 65
350.	Penalty for improper use of “Limited”, ”Corporation” or “Incorporated”	s 896
350A.	Obligation to give notice of paid-up capital	s 202

**Injunctions**

350B.	Injunctions	ss 728 to 730
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**General Provisions as to Offences**

351.	Provision for punishment and offence	N/E for s 351(1), (1A) For s 351(2) see s 3
351A.	Limitation on commencement of proceedings	s 900
351B.	Production and inspection of books where offence suspected	s 897
352.	Application of fines	s 901
353.	(Repealed 6 of 1984 s. 247)	-
354.	Saving as to private prosecutors	s 906
355.	Saving for privileged communications	s 907

**Service of Documents and Legal Proceedings**

356.	Service of documents on company	s 827
357.	Costs in actions by certain limited companies	s 905
358.	Power of court to grant relief in certain cases	ss 902 to 904
359.	Power to enforce orders	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)

### General provisions as to Chief Executive in Council

Section	Companies Ordinance (Cap. 32)	Section numbers under new Companies Ordinance
359A.	Power to make regulations	Except for s 273 now FS s 909, eg ss 26, 34, 78, 356, 450 to 452, 804 to 805
360.	Power to amend requirements as to accounts, Schedules, tables, forms and fees	N/E for CE. Now FS and Registrar of Companies s 911

### PART XIII A

#### PREVENTION OF EVASION OF THE SOCIETIES ORDINANCE

360A.	(Repealed 30 of 1999 s 34)	-
360B to 360N.	Various provisions on prevention of evasion of the Societies Ordinance	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)

### PART XIV

#### SAVINGS

361.	Saving	N/E
362.	Saving	N/E
363.	(Repealed 6 of 1984 s. 252)	-
364.	Saving	N/E
365.	Savings and transitional	N/E
366.	Transitional	s 914
367.	Application of the Amending Ordinance	N/E

#### FIRST SCHEDULE

Table A, B, C, D and E	Companies (Model Articles) Notice see s 78
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#### SECOND SCHEDULE

Form of Statement in lieu of Prospectus to be delivered to Registrar by a Private Company on becoming a Public Company and Reports to be set out therein	N/E Repealed by new CO
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### **THIRD SCHEDULE**

Matters to be Specified in Prospectus and Reports to be set out therein	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **FOURTH SCHEDULE**

Form of Statement in lieu of Prospectus to be delivered to Registrar by a Company which does not issue a Prospectus or which does not go to Allotment on a Prospectus Issued, and Reports to be set out therein	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **FIFTH SCHEDULE**

(Repealed, 3 of 1997 s 58)	-
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### **SIXTH SCHEDULE**

(Repealed, 3 of 1997, s 58)	-
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### **SEVENTH SCHEDULE**

Powers	N/E Repealed by new CO
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### **EIGHTH SCHEDULE**

Table of Fees to be paid to the Registrar of Companies	Companies (Fees) Regulation see s 26
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### **NINTH SCHEDULE**

Provisions relating to Acquisition of Minority Shares after Successful Take-over Offer	N/E see ss 687 to 704
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### **TENTH SCHEDULE**

Accounts	Sch 4 Part 1 s 1, Part 2 s 1
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### **ELEVENTH SCHEDULE**

Accounts of certain Private Companies under Section 141D	Sch 4 Part 1 s 1
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## **TWELFTH SCHEDULE**

Punishment of offences under this Ordinance	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **THIRTEENTH SCHEDULE**

Provisions relating to acquisition of minority shares after successful buy out by share repurchase	N/E see ss 705 to 721
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## **FOURTEENTH SCHEDULE**

Table of fees to be paid to a company	see Companies Records (Inspection and Provision of Copies) Regulation and see eg ss 631, 657
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## **FIFTEENTH SCHEDULE**

Matters for determining unfitness of directors	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **SIXTEENTH SCHEDULE**

Companies to which section 291AA or 344A of this Ordinance does not apply	N/E Sch see ss 5, 749
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## **SEVENTEENTH SCHEDULE**

Offers Specified for the purposes of paragraph (b)(ii) of the definition of 'Prospectus' in section 2(1) of this Ordinance	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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## **EIGHTEENTH SCHEDULE**

Warning, etc statements to be contained in certain documents	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **NINETEENTH SCHEDULE**

Contents and publication requirements of advertisements mentioned in section 38B(2)(e) of this Ordinance	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **TWENTIETH SCHEDULE**

Amendment of prospectus consisting of one document	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **TWENTY-FIRST SCHEDULE**

Provisions in accordance with which a prospectus may consist of more than one document	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **TWENTY-SECOND SCHEDULE**

Persons specified for the purpose of section 40 of this Ordinance	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance)
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### **TWENTY-THIRD SCHEDULE**

Parent and Subsidiary Undertakings	Remains in Cap. 32 (to be retitled Companies (Winding up and Miscellaneous Provisions) Ordinance), cf ss 13 to 16, Sch 1
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### **TWENTY-FOURTH SCHEDULE**

Offices not included in definition of 'Place of Business' under Part XI of this Ordinance	N/E Sch see s 774(1), (3)
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