

Existing companies may wish to amend their articles to take account of certain provisions in Part 18. The Companies Registry Briefing Note on Part 18 suggests some appropriate amendments.

**Ted Tyler**  
**Hong Kong**  
**May 2014**

## Table of Contents

<i>Section</i>	<i>Page</i>
<i>Introduction</i> .....	vii
<i>Table of cases</i> .....	xxi
<i>Table of statutes</i> .....	xxxv
<b>PART 12</b>	
<b>COMPANY ADMINISTRATION AND PROCEDURE</b>	
<i>Annotated by Angus Young and Jane Moir</i>	
<b>Division 1</b>	
<b>Resolutions and Meetings</b>	
<b>Subdivision 1</b>	
<b>Preliminary</b>	
547. Interpretation.....	1
<b>Subdivision 2</b>	
<b>Written Resolution</b>	
548. Written resolution.....	2
549. Power to propose written resolution.....	13
550. Company's duty to circulate written resolution proposed by directors.....	13
551. Members' power to request circulation of written resolution.....	14
552. Company's duty to circulate written resolution proposed by members.....	14
553. Circulation of written resolution.....	15
554. Application not to circulate accompanying statement.....	17
555. Company's duty to notify auditor of proposed written resolution.....	18
556. Procedure for signifying agreement to proposed written resolution.....	19
557. Agreement signified by eligible members who are joint holders of shares.....	20
558. Period for agreeing to proposed written resolution.....	20
559. Company's duty to notify members and auditor that written resolution has been passed.....	21
560. Sending document relating to written resolution by electronic means.....	21
561. Relationship between this Subdivision and provisions of company's articles.....	22
<b>Subdivision 3</b>	
<b>Resolutions at Meetings</b>	
562. General provisions.....	23
563. Ordinary resolution.....	23
564. Special resolution.....	24

#### Subdivision 4 Calling Meetings

565.	Directors' power to call general meeting .....	26
566.	Members' power to request directors to call general meeting .....	27
567.	Directors' duty to call general meeting requested by members .....	29
568.	Members' power to call general meeting at company's expense .....	30
569.	Members' power to call general meeting when there is no director etc.....	31
570.	Power of Court to order meeting.....	31

#### Subdivision 5 Notice of Meetings

571.	Notice required of general meeting.....	37
572.	Manner in which notice to be given.....	40
573.	Publication of notice of general meeting on website .....	41
574.	Persons entitled to receive notice of general meeting.....	41
575.	Duty to give notice of general meeting to auditor.....	43
576.	Contents of notice of general meeting .....	43
577.	Explanation of improving director's emoluments to be set out in notice of general meeting.....	44
578.	Resolution requiring special notice.....	45
579.	Accidental omission to give notice of meeting or resolution.....	46

#### Subdivision 6 Members' Statements

580.	Members' power to request circulation of statement .....	47
581.	Company's duty to circulate members' statement.....	48
582.	Expenses of circulating members' statement .....	49
583.	Application not to circulate members' statement.....	50

#### Subdivision 7 Procedure at Meetings

584.	Meeting at 2 or more places .....	51
585.	Quorum at meeting.....	51
586.	Chairperson of meeting.....	52
587.	Resolution passed at adjourned meeting.....	52

#### Subdivision 8 Voting at Meetings

588.	General rules on votes.....	53
589.	Votes of joint holders of shares .....	54
590.	Declaration by chairperson on show of hands .....	55
591.	Right to demand poll.....	55
592.	Chairperson's duty to demand poll .....	56
593.	Voting on poll.....	57
594.	Company's duty to record result of poll in minutes of general meeting .....	57

595.	Saving for provisions of articles as to determination of entitlement to vote.....	58
------	--------------------------------------------------------------------------------------	----

#### Subdivision 9 Proxies and Corporate Representatives

596.	Right to appoint proxy .....	59
597.	Notice of meeting to contain statement of rights etc.....	61
598.	Notice required of appointment of proxy etc. ....	61
599.	Sending documents relating to proxies in electronic form.....	63
600.	Company-sponsored invitations to appoint proxies.....	63
601.	Requirement as to instrument of proxy issued by company .....	65
602.	Chairing meeting by proxy.....	67
603.	Company-sponsored proxy's duty to vote in the way specified in appointment of proxy .....	67
604.	Notice required of termination of proxy's authority .....	69
605.	Effect of member's voting in person on proxy's authority .....	70
606.	Representation of body corporate at meetings .....	71
607.	Representation of recognized clearing house at meetings .....	72
608.	Saving for more extensive rights given by articles .....	72

#### Subdivision 10 Annual General Meetings

609.	Interpretation.....	73
610.	Requirement to hold annual general meeting.....	73
611.	Exemption of dormant company from requirement to hold annual general meeting .....	78
612.	Circumstances in which company not required to hold annual general meeting .....	79
613.	Dispensation with annual general meeting .....	80
614.	Revocation of resolution dispensing with annual general meeting.....	81
615.	Members' power to request circulation of resolution for annual general meeting .....	82
616.	Company's duty to circulate resolution for annual general meeting...83	

#### Subdivision 11 Records of Resolutions and Meetings

617.	Written record where company has only one member.....	84
618.	Records of resolutions and meetings, etc. ....	85
619.	Place where records must be kept .....	87
620.	Right to inspect and request copy .....	88
621.	Records as evidence of resolutions etc.....	89
622.	Registration of and requirements relating to certain resolutions, etc.....93	

#### Subdivision 12 Application to Class Meetings

623.	Application to class meetings of companies with share capital.....96	
624.	Application to class meetings of companies without share capital.....97	

	<b>Division 2</b>	
	<b>Registers</b>	
	<b>Subdivision 1</b>	
	<b>Preliminary</b>	
625.	Interpretation .....	98
	<b>Subdivision 2</b>	
	<b>Register of Members</b>	
626.	Interpretation .....	99
627.	Register of members .....	99
628.	Place where register must be kept .....	101
629.	Statement that company has only one member .....	102
630.	Index of members .....	103
631.	Right to inspect and request copy .....	104
632.	Power to close register of members .....	106
633.	Power of Court to rectify register .....	108
634.	Trusts not to be entered in register .....	112
635.	Register to be proof in the absence of contrary evidence .....	115
636.	Branch register of members .....	116
637.	Keeping of branch register .....	117
638.	Transactions in shares registered in branch register .....	118
639.	Discontinuance of branch register .....	118
640.	Provisions as to branch registers of non-Hong Kong companies kept in Hong Kong .....	119
	<b>Subdivision 3</b>	
	<b>Register of Directors</b>	
641.	Register of directors .....	120
642.	Right to inspect and request copy .....	121
643.	Particulars of directors to be registered .....	122
644.	Protection of certain particulars from inspection .....	124
645.	Duty to notify Registrar of appointment and change .....	124
646.	Duty of director to make disclosure .....	126
647.	Registrar to keep an index of directors .....	126
	<b>Subdivision 4</b>	
	<b>Register of Company Secretaries</b>	
648.	Register of company secretaries .....	127
649.	Right to inspect and request copy .....	129
650.	Particulars of company secretaries to be registered .....	129
651.	Protection of identification number from inspection .....	130
652.	Duty to notify Registrar of appointment and change .....	131
653.	Duty of company secretary to make disclosure .....	132
	<b>Division 3</b>	
	<b>Company Records</b>	
654.	Meaning of company records .....	132
655.	Form of company records .....	133

656.	Duty to take precautions against falsification .....	134
657.	Regulations about keeping and inspection of company records and provision of copies .....	134

**Division 4****Registered Office and Publication of Company Names**

658.	Registered office of company .....	136
659.	Requirement to disclose company name, etc. ....	138
660.	Criminal consequences of failure to make required disclosures .....	141
661.	Civil consequence of failure to make required disclosures .....	141

**Division 5****Annual Return**

662.	Requirement to deliver annual return .....	144
663.	Exemption of dormant company from requirement to deliver annual return .....	146
664.	Contents of annual return .....	146
665.	Construction of reference to annual return .....	148

**PART 15****DISSOLUTION BY STRIKING OFF  
OR DEREGISTRATION***Annotated by Jeremy Gill***Division 1****Striking off****Subdivision 1****Registrar's Power to Strike off Name of Company  
not in Operation or Carrying on Business**

744.	Registrar may send inquiry letter to company .....	151
745.	Registrar must follow up under certain circumstances .....	152
746.	Registrar may strike off company's name .....	153

**Subdivision 2****Striking off under Other Circumstances**

747.	Registrar's duty to act in case of company being wound up .....	154
748.	Court may strike off name of company not appropriate to be wound up .....	155

**Division 2****Deregistration**

749.	Interpretation .....	156
750.	Application for deregistration .....	157
751.	Registrar may deregister company .....	159

**Division 3****Property of Dissolved Company and Other Miscellaneous Matters**

752.	Dissolved company's property vested in Government.....	160
753.	Disclaimer of dissolved company's property.....	162
754.	Effect of disclaimer.....	163
755.	Court may make vesting order.....	164
756.	Liabilities of directors etc. of dissolved company continue.....	164
757.	Registrar may act as dissolved company's or liquidator's representative.....	165
758.	Former director must keep dissolved company's books and papers for 6 years.....	166
759.	Court's power to wind up dissolved companies.....	167

**Division 4****Restoration to Companies Register****Subdivision 1****Administrative Restoration by Registrar**

760.	Application to Registrar for restoration of company.....	168
761.	Conditions for granting application.....	169
762.	Registrar's decision on application.....	170
763.	Registrar may restore company deregistered by mistake.....	171
764.	Effect of restoration.....	171

**Subdivision 2****Restoration by Order of Court**

765.	Application to Court for restoration.....	172
766.	When application must be made.....	174
767.	Court's decision on application.....	175
768.	Effect of restoration.....	177

**Subdivision 3****Supplementary Provisions**

769.	Company's name on restoration.....	179
770.	Company must change prohibited name.....	179
771.	Registrar may direct company to change same or similar name etc. ....	181
772.	Registrar may change company name in case of failure to comply with direction.....	182
773.	Effect of restoration on bona vacantia property or right.....	183

**PART 18****COMMUNICATIONS TO AND BY COMPANIES***Annotated by Jane Moir***Division 1****Preliminary**

821.	Interpretation.....	185
822.	Minimum period specified for purposes of sections 828(3), 831(4) and 833(6).....	186
823.	Period specified for purposes of sections 828(7)(a), 831(7)(a) and 833(12)(b).....	187
824.	Time specified for purposes of sections 828(7)(b), 829(5)(a), 831(7)(b) and 832(5)(a).....	188
825.	Address specified for purposes of sections 831(3)(b)(iii) and 832(2)(b).....	189
826.	Effect of this Part on sending documents etc. to Registrar.....	190

**Division 2****Service of Document on Company**

827.	Service of document.....	190
------	--------------------------	-----

**Division 3****Other Communication to Company by Person  
who is not Company**

828.	Communication in electronic form.....	191
829.	Communication in hard copy form.....	194
830.	Communication in other forms.....	195

**Division 4****Other Communication by Company to Another Person**

831.	Communication in electronic form.....	196
832.	Communication in hard copy form.....	198
833.	Communication by means of website.....	199
834.	Communication in other forms.....	203
835.	Joint holders of shares or debentures.....	204
836.	Death or bankruptcy of holder of shares.....	204
837.	Member or debenture holder may require hard copy.....	205

Index.....	207
------------	-----