

(d) a payment made by a company in respect of the purchase by it of shares in the company (except a payment lawfully made otherwise than out of distributable profits); and

(e) a payment of any description specified in section 49F (company's purchase of right to acquire its own shares, etc.),

being financial assistance given or payment made since the relevant accounts were prepared, as if any such financial assistance or payment were a distribution already made in pursuance of a determination made by reference to those accounts.

(3) In this section—

“financial assistance” (資助) has the same meaning as in sections 47A to 48;

“net liabilities” (淨負債), in relation to the giving of financial assistance by a company, means the amount by which the aggregate amount of the company's liabilities (within the meaning of section 47D(2)(b)) exceeds the aggregate amount of its assets, taking the amount of the assets and liabilities to be as stated in the company's books of account immediately before the financial assistance is given.

(b) in section 79J(2) of the predecessor Ordinance, the following had been added after paragraph (a)—

“(ba) financial assistance—

- (i) that is given by the company in contravention of Division 5 of Part 5 of the Companies Ordinance (28 of 2012); and
- (ii) the giving of which reduces the company's net assets or increases its net liabilities;”;

and

I in section 79M(2) of the predecessor Ordinance—

- (i) in paragraph (a), the word “or” had been deleted; and
- (ii) the following had been added after paragraph (a)—
- “(ba) financial assistance given by a company in contravention of section 275 of the Companies Ordinance (28 of 2012);”.

Schedules and subsidiary legislation

The formatting set out above has also been applied to the schedules of Cap 32 and the subsidiary legislation made under it. However, due to constraints of space, not all such schedules and subsidiary legislation have been reproduced – the schedules and subsidiary legislation that appear in this text have been selected for the fact that both amendments and transitional provisions may apply.

Table of Contents

Section

1.	Short title	Amended
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Interpretation and Specification of Forms

2.	Interpretation	Amended
2A.	Registrar to specify forms	Remains as is
2B.	Construction of references to parent company, etc.	Amended
3.	(Repealed 6 of 1984 s 3)	

PART I

INCORPORATION OF COMPANIES AND MATTERS INCIDENTAL THERE TO

Memorandum of Association

4.	Mode of forming incorporated company	Repealed
5.	Requirements with respect to memorandum	Repealed
5A.	Powers of a company	Repealed
5B.	Power limited by memorandum, etc.	Repealed
5C.	Exclusion of deemed notice	Repealed
6.	Signature of memorandum	Repealed
7.	Restriction on alteration of memorandum	Repealed
8.	Mode in which and extent to which objects may be altered	Repealed

Articles of Association

9.	Articles prescribing regulations for companies	Repealed
10.	Regulations required in case of unlimited company or company limited by guarantee	Repealed
11.	Adoption and application of Table A	Repealed
12.	Printing and signature of articles	Repealed
13.	Alteration of articles by special resolution	Repealed

Form of Memorandum and Articles

14.	Statutory forms of memorandum and articles	Repealed
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Application to Registrar for Formation of Incorporated Company

14A.	Incorporation form	Repealed
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Registration

15.	Delivery and registration of incorporation form, memorandum and articles	Repealed
16.	Effect of registration	Repealed
17.	Power of company to hold lands	Repealed
18.	Conclusiveness of certificate of incorporation	Repealed
18A.	Delivery of consent of director	Repealed
19.	Unlimited companies may be re-registered as limited	Repealed

Provisions with respect to Names of Companies

20.	Restriction on registration of companies by certain names	Repealed
20A.	(Repealed 60 of 1990 s 11)	Repealed
21.	Power to dispense with certain words in name of charitable and other companies	Repealed
22.	Change of name	Repealed
22A.	Power of Registrar to require company to change misleading or offensive name, etc.	Repealed
22AA.	Power of Registrar to replace company name in case of failure to comply with direction	Repealed
22B.	Specification of names by Chief Executive	Repealed
22C.	Registrar's index of company names	Repealed

General Provisions with respect to Memorandum and Articles

23.	Effect of memorandum and articles	Repealed
24.	Provision as to memorandum and articles of companies limited by guarantee	Repealed
25.	Alterations in memorandum or articles increasing liability to contribute to share capital not to bind existing members without consent	Repealed
25A.	Power to alter conditions in memorandum which could have been contained in articles	Repealed
26.	Copies of memorandum and articles to be given to members	Repealed
27.	Issued copies of memorandum to embody alterations	Repealed

Membership of Company

28.	Definition of member	Repealed
28A.	Membership of holding company	Repealed

Private Companies

29.	Meaning of private company	Repealed
30.	Circumstances in which company ceases to be or to enjoy privileges of a private company	Repealed
31.	(Repealed 28 of 2003 s 12)	Repealed

Contracts, etc.

32.	Form of contracts	Repealed
32A.	Pre-incorporation contracts	Repealed
33.	Bills of exchange and promissory notes	Repealed
34.	Execution of deeds abroad	Repealed
35.	Power for company to have official seal for use abroad	Repealed

Authentication of Documents

36.	Authentication of documents	Repealed
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PART II
SHARE CAPITAL AND DEBENTURE

Prospectus

37.	Dating of prospectus	Remains as is
38.	Specific requirements as to particulars in prospectus	Amended
38A.	Exemption of certain persons and prospectuses from compliance with certain requirements	Remains as is
38AA.	Exemption for structured products	Remains as is
38B.	Advertisements concerning prospectuses	Remains as is
38BA.	Commission may publish guidelines relating to publications falling within section 38B(2)	Remains as is
38C.	Expert's consent to issue of prospectus containing statement by him	Remains as is
38D.	Registration of prospectus	Amended
39.	(Repealed 6 of 1984 s. 23)	
39A.	Amendment of prospectus consisting of one document	Remains as is
39B.	Prospectus may consist of more than one document, etc	Remains as is
39C.	Submission of certified copies	Amended
40.	Civil liability for misstatements in prospectus	Remains as is
40A.	Criminal liability for misstatements in prospectus	Remains as is
40B.	Right to damages and compensation not affected	Remains as is
41.	Document containing offer of shares or debentures for sale to be deemed prospectus	Remains as is
41A.	Interpretation of provisions relating to prospectuses	Remains as is

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42.	Prohibition of allotment unless minimum subscription received	Remains as is
43.	Prohibition of allotment in certain cases unless statement in lieu of prospectus delivered to Registrar	Remains as is
44.	Effect of irregular allotment	Remains as is
44A.	Applications for, and allotment of, shares and debentures	Remains as is
44B.	Allotment of shares and debentures to be listed on stock exchange	Remains as is
45.	Return as to allotments	Repealed

Commissions and Discounts

46.	Power to pay certain commissions, and prohibition of payment of all other commissions, discounts, etc.	Repealed
47.	(Repealed 80 of 1974 s 3)	

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Provisions applying to all companies

47A.	Financial assistance generally prohibited	Repealed
47B.	Definitions	Repealed
47C.	Transactions not prohibited by section 47A	Repealed

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47D.	Special restriction for listed companies	Repealed
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Unlisted Companies

47E.	Relaxation of section 47A for unlisted companies	Repealed
47F.	Directors' statement under section 47E	Repealed
47G.	Special resolution under section 47E	Repealed
48.	Time for giving financial assistance under section 47E	Repealed

Construction of References to offering Shares or Debentures to the Public

48A.	Construction of references to offering shares or debentures to the public	Remains as is
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Issue of Shares at Premium, Redeemable Preference Shares, and Shares at Discount

48B.	Application of premiums received on issue of shares	Repealed
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Merger Relief

48C.	Merger relief	Repealed
48D.	Relief in respect of group reconstructions	Repealed
48E.	Provisions supplementary to sections 48C and 48D	Repealed
48F.	Provision for extending or restricting relief from section 48B	Repealed

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49.	Power to issue redeemable shares	Repealed
49A.	Financing etc. of redemption	Repealed
49B.	Power of company to purchase own shares	Repealed
49BA.	Requirements for listed company to purchase own shares	Repealed
49C.	Payments apart from purchase price to be made out of distributable profits	Repealed
49D.	Authority for purchase by unlisted company	Repealed
49E.	Authority for contingent purchase contract	Repealed
49F.	Assignment or release of company's right to purchase own shares	Repealed
49G.	Disclosure by company of purchase of own shares	Repealed
49H.	The capital redemption reserve	Repealed

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49I.	Power of private companies to redeem or purchase own shares out of capital	Repealed
49J.	Availability of profits for purposes of section 49I	Repealed
49K.	Conditions for payment out of capital	Repealed
49L.	Procedure for special resolution under section 49K	Repealed
49M.	Publicity for proposed payment out of capital	Repealed
49N.	Objections by company's members or creditors	Repealed
49O.	Power of court on application under section 49N	Repealed

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49P.	Effect of company's failure to redeem or purchase	Repealed
49Q.	Power of Chief Executive in Council to modify certain sections	Repealed
49R.	Transitional cases arising under sections 49 to sections 49S; and savings	Repealed
49S.	Definitions for sections 49 to 49R	Repealed
50.	Power to issue shares at discount	Repealed

Miscellaneous Provisions as to Share Capital

51.	Power of company to arrange for different amounts being paid on shares	Repealed
52.	Reserve liability of limited company	Repealed
53.	Power of company limited by shares to alter its share capital	Repealed
54.	Notice to Registrar of consolidation of share capital, conversion of shares into stock, etc.	Repealed
55.	Notice of increase of capital	Repealed
56.	Power of unlimited company to provide for reserve share capital on re-registration	Repealed
57.	Power of company to pay interest out of capital in certain cases	Repealed
57A.	Non-voting shares and shares with different voting rights	Repealed
57B.	Approval of company required for allotment of shares by directors	Repealed
57C.	Validation of shares improperly issued	Repealed

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58.	Special resolution for reduction of share capital	Repealed
59.	Application to court for confirming order, objections by creditors and settlement of list of objecting creditors	Repealed
60.	Order confirming reduction and powers of court on making such order	Repealed
61.	Registration of order and minute of reduction	Repealed
61A.	Registration of special resolution, minute and statement where court confirmation is not required	Repealed
62.	Liability of members in respect of reduced shares	Repealed
63.	Penalty for concealing name of creditor	Repealed

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63A.	Variation of rights attached to special classes of shares	Repealed
64.	Rights of holders of special classes of shares	Repealed
64A.	Documents relating to rights of holder of special classes of shares to be filed with Registrar	Repealed

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65.	Nature of shares	Repealed
65A.	Numbering of shares	Repealed
66.	Transfer not to be registered except on production of instrument of transfer	Repealed

67.	Transfer by personal representative	Repealed
68.	Registration of transfer at request of transferor	Repealed
69.	Notice of refusal to register transfer	Repealed
69A.	Certification of transfers	Repealed
70.	Duties of company with respect to issue of certificates	Repealed
71.	Certificate to be evidence of title	Repealed
71A.	Procedure for replacement of lost certificate	Repealed
72.	Evidence of grant of probate	Repealed
73.	Issue and effect of share warrants to bearer	Repealed
73A.	Official seals for sealing share certificates etc.	Repealed
74.	Power to make compensation for losses from forged transfers	Repealed

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74A.	Company's register of debenture holders	Repealed
74B.	Construction of provision of instrument relating to form of register of debenture holders	Repealed
75.	Rights of inspection of register of debenture holders and to copies of register and trust deed or other document	Repealed
75A.	Meetings of debenture holders	Repealed
75B.	Liability of trustees for debenture holders	Repealed
76.	Perpetual debentures	Repealed
77.	Power to re-issue redeemed debentures on certain cases	Repealed
78.	Specific performance of contracts to subscribe for debentures	Repealed
79.	Payment of certain debts out of assets subject to floating charge in priority to claims under charge	Remains as is

PART IIA**DISTRIBUTION OF PROFITS AND ASSETS**

79A.	Interpretation	Repealed
79B.	Certain distributions prohibited	Repealed
79C.	Restriction on distribution of assets	Repealed
79D.	Exemption of certain companies	Repealed
79E.	Realised profits of insurance company with long term business	Repealed

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79F.	Distribution to be justified by reference to company's accounts	Repealed
79G.	Requirement for last annual account	Repealed
79H.	Requirement for interim accounts	Repealed
79I.	Requirements for initial accounts	Repealed
79J.	Method of applying section 79F to successive distributions	Repealed
79K.	Treatment of assets in the relevant accounts	Repealed
79L.	Distributions in kind	Repealed

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79M.	Consequences of unlawful distribution	Repealed
79N.	Saving for provision in articles operative before the appointed day	Repealed
79O.	Application to certain companies	Repealed
79P.	Saving for other restraints on distributions	Repealed

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80.	Registration of charges created by companies	Repealed
81.	Duty of company to register charges created by company	Repealed
82.	Duty of company to register charges existing on property acquired	Repealed
83.	Register of charges to be kept by Registrar	Repealed
84.	(Repealed 6 of 1984 s 50)	Repealed
85.	Entry of satisfaction and release of property from charge	Repealed
86.	Extension of time for registration and rectification of register of charges	Repealed
87.	Notice to Registrar of appointment of receiver or manager, or of mortgagee taking possession, etc.	Repealed

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88.	Copies of instruments creating charges to be kept by company	Repealed
89.	Company's register of charges	Repealed
90.	Right to inspect copies of instruments creating mortgages and charges and company's register of charges	Repealed

Application of Part III to Non-Hong Kong Companies

91.	Application of Part III to non-Hong Kong companies	Repealed
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PART IV**MANAGEMENT AND ADMINISTRATION****Registered Office and Name**

92.	Registered office of company	Repealed
93.	Publication of name of company	Repealed
94.	Adequacy of certain descriptions of companies	Repealed

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95.	Register of members	Repealed
95A.	Statement that company has only one member	Repealed
96.	Index of members of company	Repealed
97.	Provisions as to entries in register in relation to share warrants	Repealed
98.	Inspection of register of members	Repealed

98A.	Consequences of failure to comply with requirements as to register owing to agent's default	Repealed
99.	Power to close register of members and register of debenture holders	Repealed
100.	Power of court to rectify register	Repealed
101.	Trusts not to be entered on register	Repealed
102.	Register to be proof	Repealed

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103.	Power of company to keep branch register	Repealed
104.	Regulations as to branch register	Repealed
105.	(Repealed 31 of 1981 s 65)	
106.	Provisions as to branch registers of oversea companies kept in Hong Kong	Repealed

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107.	Annual return to be made by company	Repealed
108.	(Repealed 3 of 1997 s 31)	
109.	General provisions as to annual return	Repealed
110.	Certificates to be sent by private company with annual return	Repealed

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111.	Annual General Meeting	Repealed
112.	(Repealed 6 of 1984 s 74)	
113.	Convening of extraordinary general meeting on requisition	Repealed
114.	Length of notice for calling meetings	Repealed
114A.	General provisions as to meetings and votes	Repealed
114AA.	Quorum where company has only one member	Repealed
114B.	Power of court to call meeting	Repealed
114C.	Proxies	Repealed
114D.	Right to demand poll	Repealed
114E.	Voting on poll	Repealed
115.	Representation of companies at meetings of other companies and of creditors	Amended
115A.	Circulation of members' resolutions, etc	Repealed
116.	Special resolution	Repealed
116A.	Restriction on alteration of articles to improve director's emoluments	Repealed
116B.	Written resolutions of companies	Repealed
116BA.	Duty to notify auditors of proposed written resolution	Repealed
116BB.	Written resolutions : supplementary provisions	Repealed
116BC.	Written record where company has only one member	Repealed
116C.	Resolutions requiring special notice	Repealed
117.	Registration and copies of certain resolutions and agreements	Repealed
118.	Resolutions passed at adjourned meetings	Repealed

119.	Minutes of proceedings of meetings and directors	Repealed
119A.	Place where minute books to be kept and notice of change of place	Repealed
120.	Inspection of minute books	Repealed

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121.	Keeping of books of account	Repealed
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123.	General provisions as to contents and form of accounts	Repealed
124.	Obligations to lay group accounts before holding company	Repealed
125.	Form of group accounts	Repealed
126.	Contents of group accounts	Repealed
127.	Financial year of holding company and subsidiary	Repealed
128.	Particulars to be shown in company's accounts in relation to subsidiaries	Repealed
129.	Particulars to be shown in company's accounts in relation to companies not being subsidiaries whose shares it holds	Repealed
129A.	Particulars to be shown in subsidiary company's accounts in relation to its ultimate parent undertaking	Repealed
129B.	Signing of balance sheet	Repealed
129C.	Accounts to be annexed and auditors' report to be attached, to balance sheet	Repealed
129D.	Directors' report to be attached to balance sheet	Repealed
129E.	Directors' report to show, for items included under authority of proviso to section 141C corresponding amounts for preceding financial year	Repealed
129F.	Penalization of failure by directors to secure compliance with requirements of sections 129D and 129E	Repealed
129G.	Right to receive copies of balance sheets and directors' and auditors' reports	Repealed
130.	(Repealed 6 of 1983 s 60)	
131.	Appointment and removal of auditors	Repealed
132.	Supplementary provisions relating to appointment and removal of auditors	Repealed
133.	Powers of auditors in relation to subsidiaries	Repealed
134.	False statements etc. to auditors	Repealed
135.	(Repealed 68 of 1972 s 52)	
136.	(Repealed 68 of 1972 s 52)	
137.	(Repealed 68 of 1972 s 52)	
138.	(Repealed 68 of 1972 s 52)	
139.	(Repealed 68 of 1972 s 52)	
140.	Disqualifications for appointment as auditor	Repealed
140A.	Resignation of auditor	Repealed
140B.	Right of auditor who resigns to requisition meeting of company, etc.	Repealed

141.	Auditors' report and rights of access to books and to attend and be heard at meetings	Repealed
141A.	(Repealed 30 of 1999 s 9)	
141B.	(Repealed 30 of 1999 s 9)	
141C.	Construction of references to documents annexed to accounts	Repealed

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141CA.	Restrictions on sending of summary financial reports of listed companies	Repealed
141CB.	Circumstances where entitled persons are to be treated as having sent notices of intent to listed companies	Repealed
141CC.	Restrictions on sending of summary financial reports, etc. of listed companies where there are 'relevant dates'	Repealed
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141CF.	Form and contents, etc. of summary financial reports	Repealed
141CG.	Prohibition orders against circulation, etc. of summary financial reports	Repealed

Relevant Financial Documents and Summary Financial Reports on Computer Networks

141CH.	(Repealed 12 of 2010 s 34)	
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Accounts of certain private companies

141D.	Power of shareholders of certain private companies to waive compliance with requirements as to accounts	Repealed
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Revision of accounts or reports

141E.	Voluntary revision of accounts, summary financial reports or directors' reports	Repealed
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Inspection

142.	Investigation of the affairs of a company on application of members	Repealed
143.	Investigation of the affairs of a company in other cases	Repealed
144.	Power of an inspector to investigate affairs of related company	Repealed
145.	Production of documents, and evidence, on investigation	Repealed
145A.	Delegation of powers by inspector	Repealed
145B.	Power of inspector to call for director's accounts	Repealed
146.	Inspector's report	Repealed
146A.	Extension of Financial Secretary's power of investigation to certain bodies incorporated outside Hong Kong	Repealed
147.	Proceedings on inspector's report	Repealed
148.	Expenses of investigation of the affairs of a company	Repealed
149.	Inspector's report to be evidence	Repealed

149A.	(Repealed 72 of 1994 s 5)	
150.	Saving for solicitors and bankers	Repealed
151.	Notice to Registrar	Repealed
152.	Power of company to appoint inspector	Repealed

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152A.	Power of Financial Secretary to require production of documents	Repealed
152B.	Entry and search of premises	Repealed
152C.	Provision for security of information	Repealed
152D.	Penalization of destruction, mutilation, etc. of company documents	Repealed
152E.	Penalization of furnishing false information under section 152A	Repealed
152F.	Saving for solicitors and bankers	Repealed

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152FB.	Ancillary orders	Repealed
152FC.	Disclosure or use of information or document obtained as a result of inspection	Repealed
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153.	Director of companies other than private companies	Repealed
153A.	Directors of private companies	Repealed
153B.	Directors vicariously liable for acts of alternates, etc.	Repealed
153C.	Written record of decision of sole director of private company	Repealed
154.	Secretary	Repealed
154A.	Restriction on body corporate being director	Repealed
154B.	Avoidance of acts done by person in dual capacity as director and secretary	Repealed
155.	Qualification of director (share qualification)	Repealed
155A.	Approval of company required for disposal by directors of company's fixed assets	Repealed
155B.	Notices of resolutions to contain explanation of their effect and particulars of relevant interests of directors	Repealed
155C.	Directors' duty to shareholders regarding prospectus or statement in lieu	Repealed
156.	Provisions as to undischarged bankrupts acting as directors	Repealed
157.	Validity of acts of directors	Repealed
157A.	Appointment of directors to be voted on individually	Repealed
157B.	Removal of directors	Repealed
157C.	Minimum age limit for directors	Repealed
157D.	Resignation of director or secretary	Repealed
157E.	(Repealed 30 of 1994 s 3)	

157F.	(Repealed 30 of 1994 s 3)	
157G.	(Repealed 75 of 1993 s 10)	
157H.	Prohibitions of loans, etc., to directors and other persons	Repealed
157HA.	Excepted transactions	Repealed
157I.	Civil consequences of transactions contravening section 157H	Repealed
157J.	Criminal penalties for contravention of section 157H	Repealed
158.	Register of directors and secretaries	Repealed
158A.	Place where register of directors and secretaries may be kept	Repealed
158B.	Duty to make disclosure for purposes of section 158	Repealed
158C.	Registrar to keep an index of directors	Repealed
159.	Limited company may have directors with unlimited liability	Repealed
160.	Special resolution of limited company making liability of directors unlimited	Repealed
161.	Particulars in accounts of directors' emoluments, pensions, etc.	Repealed
161A.	Statements annexed to accounts showing certain items to include corresponding amounts for preceding financial year	Repealed
161B.	Particulars in accounts of loans to officers, etc.	Repealed
161BA.	Further provisions relating to loans to officers, etc., of authorized financial institutions	Repealed
161BB.	Further provisions relating to quasi-loans and credit transactions, etc.	Repealed
161C.	General duty to make disclosure for purposes of sections 161 and 161B	Repealed
162.	Disclosure by directors of material interests in contracts	Repealed
162A.	Special provision relating to management contracts	Repealed
162B.	Contracts with sole member who is also a director	Repealed
163.	Approval of company requisite for payment by it to director or past director for loss of office etc.	Repealed
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.	Repealed
163B.	Duty of director or past director to disclose payment for loss of office, etc., made in connexion with transfer of shares in company	Repealed
163C.	Approval of company requisite for payment of damages or pension to director or past director in certain cases	Repealed
163D.	Provisions supplementary to sections 163, 163A, 163B and 163C	Repealed
164.	Provisions as to assignment of office by directors	Repealed

Avoidance of Provisions in Articles or Contracts relieving Officers from Liability

165.	Provisions as to liability of officers and auditors	Repealed
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166.	Power to compromise with creditors and members	Repealed
166A.	Information as to compromises with creditors and members	Repealed

167.	Provisions for facilitating reconstruction and amalgamation of companies	Repealed
168.	Rights of company and minority shareholders in case of successful takeover offer	Repealed

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168A.	Alternative remedy to winding up in case of unfair prejudice	Repealed
168B.	Rights of company and minority shareholders in case of successful buy out by share purchaser	Repealed

PART IV AAA

COMMUNICATIONS BY COMPANY TO ANOTHER PERSON (OTHER THAN REGISTRAR)

168BAA.	Interpretation	Repealed
168BAB.	Minimum period specified for purposes of sections 168BAG(4) and 168BAH(6)	Repealed
168BAC.	Period specified for purposes of sections 168BAG(7) and 168BAH(10)(b)	Repealed
168BAD.	Time specified for purposes of sections 168BAF(5)(a) and 168BAG(7)(b)	Repealed
168BAE.	Address specified for purposes of sections 168BAF(2)(b) and 168BAG(3)(b)(iii)	Repealed
168BAF.	Communication in hard copy form	Repealed
168BAG.	Communication in electronic form	Repealed
168BAH.	Communication by means of website	Repealed
168BAI.	Member or debenture holder may require hard copy	Repealed

PART IV AA

STATUTORY DERIVATIVE ACTION

168BA.	Definition	Repealed
168BB.	Application	Repealed
168BC.	Members may bring or intervene in proceedings	Repealed
168BD.	Service of written notice	Repealed
168BE.	Court's power to strike out proceedings brought or intervention in proceedings by members under common law	Repealed
168BF.	Effect of approval or ratification	Repealed
168BG.	General powers of court	Repealed
168BH.	Protection of personal data	Repealed
168BI.	Power of court to make orders about costs	Repealed
168BJ.	Discontinuance or settlement	Repealed
168BK.	Rules of court	Repealed

**PART IVA
DISQUALIFICATION OF DIRECTORS**

168C.	Interpretation	Amended
168D.	Disqualification orders: general	Remains as is
168E.	Disqualification on conviction of indictable offence	Remains as is
168F.	Disqualification for persistent breaches of Ordinance	Amended
168G.	Disqualification for fraud, etc., in winding up	Remains as is
168H.	Duty of court to disqualify unfit directors of insolvent companies	Remains as is
168I.	Applications to court under section 168H: reporting provisions	Remains as is
168IA.	Power to order public examination	Remains as is
168J.	Disqualification after investigation of company	Amended
168K.	Matters for determining unfitness of directors	Remains as is
168L.	Fraudulent trading	Remains as is
168M.	Criminal penalties	Remains as is
168N.	Offences by body corporate	Amended
168O.	Personal liability for company's debts where person acts while disqualified	Amended
168P.	Application for disqualification order	Remains as is
168Q.	Application for leave under an order	Remains as is
168R.	Register of disqualification orders	Remains as is
168S.	Regulations	Remains as is
168T.	Transitional	Remains as is

**PART V
WINDING UP**

169.	Modes of winding up	Remains as is
170.	Liability of contributories of present and past members	Amended
171.	Definition of contributory	Remains as is
172.	Nature of liability of contributory	Remains as is
173.	Contributories in case of death of member	Remains as is
174.	Contributories in case of bankruptcy of member	Remains as is
175.	(Repealed 27 of 1971 s. 15)	
176.	Jurisdiction to wind up companies	Remains as is
177.	Circumstances in which company may be wound up by court	Amended
178.	Definition of inability to pay debts	Remains as is
179.	Provisions as to applications for winding up	Remains as is
179A.	Appearance of Official Receiver	Remains as is
180.	Powers of court on hearing petition	Remains as is
180A.	Hearing of unopposed petition by Registrar of High Court	Remains as is
181.	Power to stay or restrain proceedings against company	Remains as is
182.	Avoidance of dispositions of property, &c. after commencement of winding up	Remains as is

183.	Avoidance of attachments, &c	Remains as is
184.	Commencement of winding up by court	Remains as is
185.	Copy of order to be delivered to Registrar	Remains as is
186.	Actions stayed on winding-up order	Remains as is
187.	Effect of winding up order	Remains as is
188.	(Repealed 30 of 1999 s. 15)	
189.	(Repealed 6 of 1984 s. 136)	
190.	Statement of company's affairs to be submitted to provisional liquidator or liquidator	Amended
191.	Report by Official Receiver or liquidator	Remains as is
192.	Power of court to appoint liquidators	Remains as is
193.	Appointment and powers of provisional liquidator	Remains as is
194.	Appointment, style, etc. of liquidators	Remains as is
195.	Provisions where person other than Official Receiver is appointed liquidator	Remains as is
196.	General provisions as to liquidators	Amended
197.	Custody of company's property	Remains as is
198.	Vesting of property of company in liquidator	Remains as is
199.	Powers of liquidator	Remains as is
200.	Exercise and control of liquidator's powers	Remains as is
201.	Books to be kept by liquidator	Remains as is
202.	Payments of liquidator into bank or Treasury	Remains as is
203.	Audit of liquidator's accounts	Remains as is
204.	Control of Official Receiver over liquidators	Remains as is
205.	Release of liquidators	Remains as is
206.	Meetings of creditors and contributories to determine whether committee of inspection shall be appointed	Remains as is
207.	Constitution and proceedings of committee of inspection	Remains as is
208.	Powers of court where no committee of inspection	Remains as is
209.	Power to stay winding up	Remains as is
209A.	Power of court to order winding up to be conducted as creditors' voluntary winding up	Amended
209B.	Consequences of an order under section 209A	Amended
209C.	Transitional	Remains as is
210.	Settlement of list of contributories and application of assets	Remains as is
211.	Delivery of property to liquidator	Remains as is
212.	Payment of debts due by contributory to company and extent to which set-off allowed	Remains as is
213.	Power of court to make calls	Remains as is
214.	Payment into bank of moneys due to company	Remains as is
215.	Order on contributory conclusive evidence	Remains as is

216.	Appointment of special manager	Remains as is
217.	Exclusion of creditors not proving in time	Remains as is
218.	Adjustment of rights of contributories	Remains as is
219.	Inspection of books by creditors and contributors	Amended
220.	Power to order costs of winding up to be paid out of assets	Remains as is
221.	Power to summon persons suspected of having property of company	Remains as is
222.	Power to order public examination of promoters, directors, etc.	Remains as is
222A.	Jurisdiction of Registrar	Remains as is
223.	(Repealed 6 of 1984 s. 154)	
224.	Power to arrest absconding contributory or officer	Remains as is
225.	Powers of court cumulative	Remains as is
226.	Delegation to liquidator of certain powers of court	Remains as is
226A.	Dissolution of company otherwise than by order of court	Remains as is
227.	Dissolution of company by order of court	Remains as is
227A.	Court may make regulating order	Remains as is
227B.	Appointment of liquidator and committee of inspection	Remains as is
227C.	Informing creditors and contributories and ascertaining their wishes and directions	Remains as is
227D.	Compromises and arrangements with creditors	Amended
227E.	Proof of debts	Remains as is
227F.	Application of Ordinance to small winding up	Remains as is
228.	Circumstances in which company may be wound up voluntarily	Amended
228A.	Special procedure for voluntary winding up of company in case of inability to continue its business	Remains as is
229.	Notice of resolution to wind up voluntarily	Remains as is
230.	Commencement of voluntary winding up	Remains as is
231.	Effect of voluntary winding up on business and status of company	Remains as is
232.	Avoidance of transfers, &c., after commencement of voluntary winding up	Remains as is
233.	Certificate of solvency in case of proposal to wind up voluntarily	Remains as is
234.	Provisions applicable to members' winding up	Remains as is
235.	Power of company to appoint and fix remuneration of liquidators	Remains as is
235A.	Power to remove liquidator	Remains as is
236.	Power to fill vacancy in office of liquidators	Amended
237.	Power of liquidator to accept shares, &c. as consideration for sale of property of company	Remains as is
237A.	Duty of liquidator to call creditors' meeting in case of insolvency	Remains as is
238.	Duty of liquidator to call general meeting at end of each year	Remains as is
239.	Final meeting and dissolution	Remains as is
239A.	Alternative provisions as to annual and final meetings in case of insolvency	Remains as is

240.	Provisions applicable to creditors' winding up	Remains as is
241.	Meeting of creditors	Remains as is
242.	Appointment of liquidator	Remains as is
243.	Appointment of committee of inspection	Remains as is
244.	Fixing of liquidators' remuneration and cesser of directors' powers	Remains as is
245.	Power to fill vacancy in office of liquidator	Remains as is
246.	Application of section 237 to a creditors' voluntary winding up	Remains as is
247.	Duty of liquidator to call meetings of company and of creditors at end of each year	Remains as is
248.	Final meeting and dissolution	Remains as is
249.	Provisions applicable to every voluntary winding up	Remains as is
250.	Distribution of property of company	Remains as is
251.	Powers and duties of liquidator in voluntary winding up	Remains as is
252.	Court may appoint and remove liquidator in voluntary winding up	Remains as is
253.	Notice by liquidator of his appointment or ceasing to act	Remains as is
254.	Arrangement, when binding on creditors	Remains as is
255.	Power to apply to court to have questions determined or powers exercised	Remains as is
255A.	Audit of liquidator's accounts in voluntary winding up	Remains as is
256.	Costs of voluntary winding up	Remains as is
257.	Saving for rights of creditors and contributories	Remains as is
258.	(Repealed 6 of 1984 s. 179)	
259.	(Repealed 6 of 1984 s. 179)	
260.	(Repealed 6 of 1984 s. 179)	
261.	(Repealed 6 of 1984 s. 179)	
262.	(Repealed 6 of 1984 s. 179)	
263.	Debts of all descriptions to be proved	Remains as is
264.	Application of bankruptcy rules in winding up of insolvent companies	Remains as is
264A.	Interest on debts	Remains as is
264B.	Extortionate credit transactions	Remains as is
265.	Preferential payments	Remains as is
266.	Fraudulent preference	Remains as is
266A.	Liabilities and rights of certain fraudulently preferred persons	Remains as is
266B.	Fraudulent preference deemed to be an unfair preference	Remains as is
267.	Effect of floating charge	Remains as is
268.	Disclaimer of onerous property in case of company wound up	Remains as is
269.	Restriction of rights of creditor as to execution or attachment in case of company being wound up	Remains as is
270.	Duties of bailiff as to goods taken in execution	Remains as is
271.	Offences by officers of companies in liquidation	Remains as is
272.	Penalty for falsification of books	Remains as is

273.	Frauds by officers of companies which have gone into liquidation	Remains as is
274.	Liability where proper accounts not kept	Remains as is
275.	Responsibility of directors for fraudulent trading	Remains as is
276.	Power of court to assess damages against delinquent officer, etc.	Remains as is
277.	Prosecution of delinquent officers and members of company	Remains as is
278.	Disqualification for appointment as liquidator	Remains as is
278A.	Corrupt inducement affecting appointment as liquidator	Remains as is
279.	Enforcement of duty of liquidator to make returns, &c.	Remains as is
280.	Notification that a company is in liquidation	Remains as is
281.	Exemption of certain documents from stamp duty on winding up of companies	Remains as is
282.	Books of company to be evidence	Remains as is
283.	Disposal of books and papers of company	Remains as is
284.	Information as to pending liquidations	Remains as is
285.	Unclaimed assets to be paid to companies liquidation account	Remains as is
286.	Resolutions passed at adjourned meetings of creditors and contributories	Remains as is
287.	Meetings to ascertain wishes of creditors or contributories	Remains as is
288.	(Repealed 6 of 1984 s. 201)	
289.	Affidavits, &c.	Remains as is

Provisions as to Dissolution

290.	Power of court to declare dissolution of company void	Remains as is
290A.	(Repealed 30 of 1999 s 18)	
290B.	(Repealed 30 of 1999 s 18)	
290C.	Government disclaimer of property other than immovable property vesting as bona vacantia	Repealed
290D.	Effect of Government disclaimer under section 290C	Repealed
290E.	(Repealed 30 of 1999 s 18)	
291.	Registrar may strike defunct company off register	Repealed
291A.	Power of court to order company to be struck off and dissolved	Repealed
291AA.	Application to Registrar for deregistration of defunct private company	Repealed
291AB.	Reinstatement of deregistered company	Repealed
291B.	Registrar to act as representative of defunct company in certain events	Repealed
292.	Property and books etc. of dissolved company	Repealed
292A.	Effect on section 292 of company's revival after dissolution	Repealed

Central Account

293.	Companies liquidation account	Remains as is
294.	Investment of surplus funds on general account	Remains as is
295.	Separate accounts of particular estates	Remains as is

Rules and Fees

296.	General rules and fees	Amended
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**PART VI
RECEIVERS AND MANAGERS**

297.	Disqualification for appointment as receiver	Remains as is
297A.	Disqualification of undischarged bankrupts	Remains as is
298.	Power to appoint Official Receiver as receiver for debenture holders or creditors	Remains as is
299.	Notification that receiver or manager appointed	Remains as is
300.	Power of court to fix remuneration on application of liquidator	Remains as is
300A.	Provisions as to information where receiver or manager is appointed	Remains as is
300B.	Special provisions as to statement submitted to receiver	Amended
301.	Delivery to Registrar of accounts of receivers and managers	Remains as is
302.	Enforcement of duty of receiver to make returns, &c.	Remains as is
302A.	Construction of references to receivers and managers	Remains as is

**PART VII
GENERAL PROVISIONS AS TO REGISTRATION**

303.	Registration offices and appointment of officers for purposes of this Ordinance	Repealed
303A.	(Repealed)	Repealed
303B.	Protection of Registrar etc. where computerized information etc. is used	Repealed
304.	Fees	Repealed
305.	Inspection, production and evidence of documents kept by Registrar	Repealed
305A.	Authentication of documents by the Registrar	Repealed
306.	Enforcement of duties under Ordinance by court order	Remains as is

**PART VIII
APPLICATION OF ORDINANCE TO COMPANIES FORMED OR
REGISTERED UNDER FORMER ORDINANCE**

307.	Application of Ordinance to companies formed under former Companies Ordinance	Amended
308.	Application of Ordinance to companies registered under former Companies Ordinance	Amended
308A.	Exceptions to section 308	Added
309.	Application of Ordinance to companies re-registered under former Companies Ordinance	Amended

PART IX**COMPANIES NOT FORMED UNDER THIS ORDINANCE AUTHORIZED TO REGISTER UNDER THIS ORDINANCE**

310.	Companies capable of being registered	Repealed
311.	Definition of joint stock company	Repealed
312.	Requirements for registration by joint stock companies	Repealed
313.	Requirements for registration by other than joint stock companies	Repealed
314.	Authentication of statements by existing companies	Repealed
315.	Registrar may require evidence as to nature of company	Repealed
316.	Exemption of certain companies from payment of fees	Repealed
317.	Addition of 'Limited' etc., to name	Repealed
318.	Certificate of registration of existing companies	Repealed
319.	Vesting of property on registration	Repealed
320.	Saving for existing liabilities	Repealed
321.	Continuation of existing actions	Repealed
322.	Effect of registration under Ordinance	Repealed
323.	Power to substitute memorandum and articles for deed of settlement	Repealed
324.	Power of court to stay or restrain proceedings	Amended
325.	Actions stayed on winding-up order	Amended

PART X**WINDING UP OF UNREGISTERED COMPANIES**

326.	Meaning of unregistered companies	Amended
327.	Winding up of unregistered companies	Remains as is
327A.	Oversea companies may be wound up although dissolved	Remains as is
328.	Contributories in winding up of unregistered company	Remains as is
329.	Power of court to stay or restrain proceeding	Remains as is
330.	Actions stayed on winding-up order	Remains as is
331.	Provisions of Part X cumulative	Amended
331A.	Saving for enactments providing for winding up under former Companies Ordinance	Amended

PART XI**COMPANIES INCORPORATED OUTSIDE HONG KONG****Provisions as to establishment of place of business in Hong Kong**

332.	Application of Part XI	Repealed
333.	Documents, etc. to be delivered to Registrar by companies which establish a place of business in Hong Kong	Repealed
333AA.	Registrar to keep register of non-Hong Kong companies	Repealed
333A.	Continuing obligation in respect of authorized representative	Repealed
333B.	Termination of registration of authorized representative	Repealed
333C.	Registrar to keep an index of directors of non-Hong Kong companies	Repealed

334.	Annual return to be made by non-Hong Kong company	Repealed
335.	Return to be delivered to Registrar where documents, etc. altered	Repealed
336.	Accounts of non-Hong Kong companies	Repealed
336A.	Voluntary revision of accounts	Repealed
337.	Obligation to state name of non-Hong Kong company, whether limited and place where incorporated	Repealed
337A.	Notice of commencement of liquidation and of appointment of liquidator	Repealed
337B.	Regulation of use of corporate name by non-Hong Kong companies in Hong Kong	Repealed
338.	Service of documents on non-Hong Kong companies	Repealed
339.	Notice to be sent when non-Hong Kong companies cease to have places of business in Hong Kong	Repealed
339AA.	Notices, etc. to be sent when non-Hong Kong companies are dissolved	Repealed
339A.	Removal etc. of name of non-Hong Kong companies from register	Repealed
340.	Penalties	Repealed
341.	Interpretation of Part XI	Repealed

PART XII**RESTRICTIONS ON SALE OF SHARES AND OFFERS OF SHARES FOR SALE**

342.	Dating of prospectus and particulars to be contained therein	Amended
342A.	Exemption of certain persons and prospectuses from compliance with certain requirements	Remains as is
342AA.	Exemption for structured products	Remains as is
342B.	Provisions as to expert's consent, and allotment	Amended
342C.	Registration of prospectus	Amended
342CA.	Amendment of prospectus consisting of one document	Remains as is
342CB.	Prospectus may consist of more than one document, etc	Remains as is
342CC.	Submission of certified copies	Amended
342D.	Penalty for contravention of sections 342 to 342C	Remains as is
342E.	Civil liability for misstatements in prospectus	Remains as is
342F.	Criminal liability for misstatements in prospectus	Remains as is
343.	Interpretation of provisions as to prospectus	Amended
344.	(Repealed 12 of 1974 s 150)	

PART XIII**DORMANT COMPANIES**

344A.	Dormant companies	Repealed
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**PART XIII
MISCELLANEOUS**

345.	(Repealed 30 of 2004 s 2 Sch 2 s 46)	
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Provisions relating to documents and disposal thereof

346.	Documents delivered to Registrar to conform to certain requirements	Repealed
346A.	Documents delivered to Registrar in form of electronic record	Repealed
346B.	Signature of documents delivered to Registrar in form of electronic record	Repealed
347.	Power of Registrar to accept information in different forms	Repealed
348.	Power of Registrar to refuse to register certain documents	Repealed
348A.	Registrar not responsible for statements in documents	Repealed
348B.	Disposal of documents	Repealed
348BA.	Registrar may issue certificate in any manner	Repealed

Form of Registers etc.

348C.	Form of registers etc.	Repealed
348D.	Power of Registrar to keep records	Repealed

Miscellaneous Offences

349.	Penalty for false statements	Remains as is
349A.	Penalty for dishonest destruction etc., of registers, books or documents	Repealed
350.	Penalty for improper use of 'Limited', 'Corporation' or 'Incorporated'	Repealed
350A.	Obligation to give notice of paid-up capital	Repealed

Injunctions

350B.	Injunctions	Amended
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General Provisions as to Offences

351.	Provision for punishment and offence	Remains as is
351A.	Limitation on commencement of proceedings	Remains as is
351B.	Production and inspection of books where offence suspected	Repealed
352.	Application of fines	Remains as is
353.	(Repealed 6 of 1984 s. 247)	
354.	Saving as to private prosecutors	Remains as is
355.	Saving for privileged communications	Remains as is

Service of documents and legal proceedings

356.	Service of documents on company	Repealed
357.	Costs in actions by certain limited companies	Repealed
358.	Power of court to grant relief in certain cases	Repealed
359.	Power to enforce orders	Remains as is

General Provisions as to Chief Executive in Council

359A.	Power to make regulations	Amended
360.	Power to amend requirements as to accounts, schedules, tables, forms and fees	Amended

PART XIII A

PREVENTION OF EVASION OF THE SOCIETIES ORDINANCE

360A.	(Repealed 30 of 1999 s 34)	
360B.	Power of Chief Executive in Council to order Registrar to refuse registration if satisfied that a company is being formed to evade the Societies Ordinance	Amended
360C.	Power of the Chief Executive in Council to order company engaging in undesirable activities to be struck off	Amended
360D.	Certain sections not to apply	Repealed
360E.	Vesting and disposal of property of company struck off	Amended
360F.	Provisions applicable to winding up of company struck off under section 360C	Remains as is
360G.	Certain sections to apply	Remains as is
360H.	Calls on contributories	Remains as is
360I.	Continuation of pending legal proceedings	Remains as is
360J.	Obstruction of Official Receiver	Remains as is
360K.	Control of Official Receiver	Remains as is
360L.	Audit of Official Receiver's accounts	Remains as is
360M.	Protection of Official Receiver	Remains as is
360N.	Companies to which Part XI applies	Amended

**PART XIV
SAVINGS**

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