

第 12 部**公司管理及議事程序***(格式變更——2013 年第 1 號編輯修訂紀錄)***第 1 分部 —— 決議及會議****第 1 次分部 —— 導言****547. 釋義**

(1) 在本分部中 ——

傳閱日期 (circulation date) 就書面決議或被提出的書面決議而言 ——

- (a) 指該決議文本按照第 553 條送交予合資格成員的日期；或
- (b) 如文本在不同日子送交予合資格成員，則指該等日子之中的首日；

電子地址 (electronic address) 指任何為以電子方式送交或接收文件或資料而使用的，以任何語文的字母、字樣、數目字或符號組成的序列或組合，或為該目的而使用的數目字。

(2) 就本分部而言 ——

- (a) 就被提出的書面決議而言，合資格成員是在該決議傳閱日期當日會有權就該決議表決的成員；及
- (b) 如在該決議傳閱日期的某個時間，有權就該決議表決的人有所變更，則合資格成員是在該決議的首份文本送交某成員以徵求同意時，有權就該決議表決的人。

(3) 本分部並不影響任何其他條例或法律規則關乎以下事宜的實施 ——

Part 12**Company Administration and Procedure***(Format changes—E.R. 1 of 2013)***Division 1—Resolutions and Meetings****Subdivision 1—Preliminary****547. Interpretation**

(1) In this Division—

circulation date (傳閱日期), in relation to a written resolution or a proposed written resolution, means—

- (a) the date on which copies of the resolution are sent to eligible members in accordance with section 553; or
- (b) if copies are sent to eligible members on different days, the first of those days;

electronic address (電子地址) means any sequence or combination of letters, characters, numbers or symbols of any language or, any number, used for the purposes of sending or receiving a document or information by electronic means.

(2) For the purposes of this Division—

- (a) in relation to a proposed written resolution, the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution; and
- (b) if the persons entitled to vote on the resolution change during the course of the day that is the circulation date of the resolution, the eligible members are the persons entitled to vote on the resolution at the time that the

- (a) 並非藉通過決議而作出的事情；
- (b) 在何種情況下，某決議須視為已獲通過，或不得視為已獲通過；或
- (c) 在何種情形下，某人不得指稱某決議未妥為通過。

(編輯修訂——2013 年第 1 號編輯修訂紀錄)

第 2 次分部 —— 書面決議

548. 書面決議

- (1) 任何可藉在公司成員大會通過的決議而作出的事情，均可在不舉行會議及無需事先通知的情況下，藉該公司成員的書面決議作出。
- (2) 任何可藉在公司某類別成員的會議通過的決議而作出的事情，均可在不舉行會議及無需事先通知的情況下，藉該公司該類別成員的書面決議作出。
- (3) 如某決議根據任何條例須以普通決議或特別決議的方式通過，則該決議可藉書面決議通過；而在任何條例中，提述普通決議或特別決議，均包括書面決議。
- (4) 在任何條例中，提述通過決議的日期或提述會議的日期，就書面決議而言，即指該書面決議根據第 556 條獲通過的日期。
- (5) 公司的書面決議具有效力，猶如該決議是 (視屬何情況而定) ——
 - (a) 由該公司在成員大會通過的一樣；或
 - (b) 由該公司在有關類別成員的會議通過的一樣，

first copy of the resolution is sent to a member for agreement.

- (3) Nothing in this Division affects the operation of any other Ordinance or rule of law as to—
 - (a) things done otherwise than by passing a resolution;
 - (b) circumstances in which a resolution is or is not to be regarded as having been passed; or
 - (c) cases in which a person is precluded from alleging that a resolution has not been duly passed.

Subdivision 2—Written Resolution

548. Written resolution

- (1) Anything that may be done by a resolution passed at a general meeting of a company may be done, without a meeting and without any previous notice being required, by a written resolution of the members of the company.
- (2) Anything that may be done by a resolution passed at a meeting of a class of members of a company may be done, without a meeting and without any previous notice being required, by a written resolution of that class of members of the company.
- (3) If a resolution is required by any Ordinance to be passed as an ordinary resolution or a special resolution, the resolution may be passed as a written resolution; and a reference in any Ordinance to an ordinary resolution or a special resolution includes a written resolution.
- (4) A reference in any Ordinance to the date of passing of a resolution or the date of a meeting is, in relation to a written resolution, the date on which the written resolution is passed under section 556.

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而在任何條例中，提述通過決議的會議，或提述表決贊成決議的成員，均須按此解釋。

(6) 本條不適用於 ——

- (a) 在某核數師任期終結前將該核數師免任的決議；或
- (b) 在某董事任期終結前將該董事免任的決議。

549. 提出書面決議的權力

以下人士可提出採用書面決議形式的決議 ——

- (a) 公司的董事；或
- (b) 公司的成員。

550. 公司有責任傳閱由董事提出的書面決議

如公司的董事根據第 549(a) 條提出採用書面決議形式的決議，則該公司須傳閱該決議。

551. 成員有權力要求傳閱書面決議

- (1) 公司的成員可要求該公司傳閱符合以下說明的決議 ——
 - (a) 可恰當地被動議的；及
 - (b) 屬根據第 549(b) 條提出的採用書面決議形式的。

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(5) A written resolution of a company has effect as if passed by—

- (a) the company at a general meeting; or
- (b) a meeting of the relevant class of members of the company,

as the case may be, and a reference in any Ordinance to a meeting at which a resolution is passed or to members voting in favour of a resolution is to be construed accordingly.

(6) This section does not apply to—

- (a) a resolution removing an auditor before the end of the auditor's term of office; or
- (b) a resolution removing a director before the end of the director's term of office.

549. Power to propose written resolution

A resolution may be proposed as a written resolution by—

- (a) the directors of a company; or
- (b) a member of a company.

550. Company's duty to circulate written resolution proposed by directors

If the directors of a company have proposed a resolution as a written resolution under section 549(a), the company must circulate the resolution.

551. Members' power to request circulation of written resolution

- (1) A member of a company may request the company to circulate a resolution that—
 - (a) may properly be moved; and
 - (b) is proposed as a written resolution under section 549(b).

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- (2) 有關成員如要求公司傳閱某決議，可要求該公司在傳閱該決議的同時，傳閱關於該決議的標的事宜而字數不多於 1 000 字的陳述書。
- (3) 然而，每名成員僅可就有關決議要求公司傳閱一份上述的陳述書。

552. 公司有責任傳閱由成員提出的書面決議

- (1) 如有根據第 549(b) 條提出的採用書面決議形式的決議，及有第 551(2) 條所述的任何陳述書，而有關公司收到佔全體有權就該決議表決的成員的總表決權不少於所需百分比的公司成員提出的要求，要求該公司傳閱該等決議及陳述書，則該公司須傳閱該等決議及陳述書。
- (2) 第 (1) 款所述的所需百分比是 5%，或有關公司的章程細則為此目的而指明的較低百分比。
- (3) 要求 ——
 - (a) 可採用印本形式或電子形式送交有關公司；
 - (b) 須指出有關決議及第 551(2) 條所述的陳述書；及
 - (c) 須經所有提出該要求的人認證。

553. 傳閱書面決議

- (1) 某公司如根據第 550 或 552 條須傳閱被提出的採用書面決議形式的決議，則須自費向每名合資格成員及每名並非合資格成員的其他成員（如有的話）送交 ——
 - (a) 該決議的文本；及

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- (2) If a member requests a company to circulate a resolution, the member may request the company to circulate with the resolution a statement of not more than 1 000 words on the subject matter of the resolution.
- (3) However, each member may only request the company to circulate one such statement with respect to the resolution.

552. Company's duty to circulate written resolution proposed by members

- (1) A company must circulate a resolution proposed as a written resolution under section 549(b) and any statement mentioned in section 551(2) if it has received requests that it do so from the members of the company representing not less than the requisite percentage of the total voting rights of all the members entitled to vote on the resolution.
- (2) The requisite percentage mentioned in subsection (1) is 5% or a lower percentage specified for this purpose in the company's articles.
- (3) A request—
 - (a) may be sent to the company in hard copy form or in electronic form;
 - (b) must identify the resolution and any statement mentioned in section 551(2); and
 - (c) must be authenticated by the person or persons making it.

553. Circulation of written resolution

- (1) If a company is required under section 550 or 552 to circulate a resolution proposed as a written resolution, the company must send at its own expense to every eligible member and every other member (if any) who is not an eligible member—

- (b) (如根據第 551(2) 條被要求傳閱陳述書) 該條所述的陳述書的文本。
- (2) 有關公司可用以下方式遵守第 (1) 款 ——
- (a) (在合理切實可行的範圍內) 在同一時間，以印本形式或電子形式，向所有成員送交有關文本；或在網站上提供有關文本；
- (b) 輪流向每名成員送交同一文本，或輪流向若干名成員中的每一名送交不同文本，但前提是如此行事而不造成不當延遲，是有可能的；或
- (c) 按照 (a) 段向某些成員送交多於一份文本，及按照 (b) 段向其他成員送交一份或多於一份文本。
- (3) 有關公司須在受到第 (1) 款中關於送交文本的規定所規限後的 21 日內，送交該等文本，如該等文本是在不同日子向成員送交，則須在上述期限前，送交該等文本之中的首份。
- (4) 如有關公司可以在網站上提供被提出的書面決議或陳述書的文本的方式，送交該決議或陳述書的文本，則除非在整段符合以下說明的期間內 ——
- (a) 在傳閱日期當日開始；及
- (b) 在該決議根據第 558 條失效的日期終結，
該文本均在該網站上提供，否則就本次分部而言，該文本不屬經有效送交。
- (5) 就第 (4) 款而言，在以下情況下，沒有在該款所述的期間內無間斷地在網站上提供被提出的書面決議或陳述書的文本，須不予理會 ——
- (a) 於該期間的部分時間，該文本在該網站上提供；而
- (b) 沒有在該期間內無間斷地提供該文本，是完全歸因於按理不能期望該公司防止或避免的情況。
- (6) 有關公司須確保向合資格成員送交的被提出的書面決議的文本，隨附關乎以下事宜的指引 ——

- (a) a copy of the resolution; and
- (b) if so required under section 551(2), a copy of a statement mentioned in that section.
- (2) The company may comply with subsection (1)—
- (a) by sending copies at the same time (so far as reasonably practicable) to all members in hard copy form or in electronic form or by making the copies available on a website;
- (b) if it is possible to do so without undue delay, by sending the same copy to each member in turn (or different copies to each of a number of members in turn); or
- (c) by sending copies to some members in accordance with paragraph (a) and sending a copy or copies to other members in accordance with paragraph (b).
- (3) The company must send the copies (or if copies are sent to members on different days, the first of those copies) not more than 21 days after it becomes subject to the requirement under subsection (1) to send the copies.
- (4) If the company sends a copy of a proposed written resolution or statement by making it available on a website, the copy is not validly sent for the purposes of this Subdivision unless the copy is available on the website throughout the period—
- (a) beginning on the circulation date; and
- (b) ending on the date on which the resolution lapses under section 558.
- (5) For the purposes of subsection (4), a failure to make a copy of a proposed written resolution or statement available on a website throughout the period mentioned in that subsection is to be disregarded if—
- (a) the copy is made available on the website for part of that period; and

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- (a) 如何根據第 556 條表示同意該決議；及
- (b) 該決議的最後通過日期 (該決議如沒有在該日期或之前通過，便會根據第 558 條而失效)。
- (7) 如公司違反第 (1)、(3) 或 (6) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款。
- (8) 第 (1)、(3) 或 (6) 款遭違反，並不影響有關決議 (如獲通過) 的有效性。

554. 要求不傳閱隨附的陳述書的申請

- (1) 如公司或聲稱感到受屈的另一人提出申請，而原訟法庭應申請而信納第 551(2) 條賦予的權利 ——
 - (a) 正被濫用；或
 - (b) 正被用以在帶誹謗成分的事宜上，取得不必要的宣傳，
 則該公司無須傳閱該條所述的陳述書。
- (2) 凡某些成員要求傳閱有關陳述書，原訟法庭可命令他們支付公司因該申請而承擔的全部或部分訟費，即使他們並非根據第 (1) 款提出的申請的一方亦然。

555. 公司有責任將被提出的書面決議通知核數師

- (1) 某公司如根據第 553 條須向該公司某成員送交某決議，

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- (b) the failure is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.
- (6) The company must ensure that the copy of the proposed written resolution sent to an eligible member is accompanied by guidance as to—
 - (a) how to signify agreement to the resolution under section 556; and
 - (b) the date by which the resolution must be passed if it is not to lapse under section 558.
- (7) If a company contravenes subsection (1), (3) or (6), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.
- (8) The validity of the resolution, if passed, is not affected by a contravention of subsection (1), (3) or (6).

554. Application not to circulate accompanying statement

- (1) A company is not required to circulate a statement mentioned in section 551(2) if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by that section are—
 - (a) being abused; or
 - (b) being used to secure needless publicity for defamatory matter.
- (2) The Court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs on an application under subsection (1), even if they are not parties to the application.

555. Company's duty to notify auditor of proposed written resolution

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- 則須在傳閱日期當日或之前，向該公司的核數師（如有多於一名核數師，則須向每名核數師）送交——
- (a) 該決議的文本；及
 - (b) 根據該條須向該公司某成員送交的其他關乎該決議的文件的文本。
- (2) 上述文本可採用印本形式或電子形式送交有關公司的核數師。
 - (3) 如公司違反第(1)款，該公司及其每名責任人均屬犯罪，可各處第3級罰款。
 - (4) 第(1)款遭違反，並不影響有關決議(如獲通過)的有效性。

556. 表示同意被提出的書面決議的程序

- (1) 當所有合資格成員已表示同意某書面決議，該決議即獲通過。
- (2) 當有關公司收到由某成員（或代該成員行事的人）送交並符合以下說明的文件，該成員即屬表示同意有關的被提出的書面決議——
 - (a) 指出該文件所關乎的決議；及
 - (b) 表示該成員同意該決議。
- (3) 上述文件——
 - (a) 可採用印本形式或電子形式送交有關公司；及
 - (b) 須經有關成員或代該成員行事的人認證。
- (4) 書面決議一經成員表示同意，該同意不得撤銷。

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- (1) If a company is required to send a resolution to a member of the company under section 553, it must, on or before the circulation date, send to the auditor of the company (if more than one auditor, to each of them)— (*Amended 35 of 2018 s. 59*)
 - (a) a copy of the resolution; and
 - (b) a copy of any other document relating to the resolution that is required to be sent to a member of the company under that section.
- (2) The copies may be sent to the auditor or auditors of the company in hard copy form or in electronic form.
- (3) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.
- (4) The validity of the resolution, if passed, is not affected by a contravention of subsection (1).

556. Procedure for signifying agreement to proposed written resolution

- (1) A written resolution is passed when all eligible members have signified their agreement to it.
- (2) A member signifies agreement to a proposed written resolution when the company receives from the member (or from someone acting on the member's behalf) a document—
 - (a) identifying the resolution to which it relates; and
 - (b) indicating the member's agreement to the resolution.
- (3) The document—
 - (a) may be sent to the company in hard copy form or in electronic form; and

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557. 由屬股份的聯名持有人的合資格成員表示的同意

- (1) 如 ——
 - (a) 2 名或多於 2 名合資格成員是公司的股份的聯名持有人；
 - (b) 任何持有人已表示同意被提出的書面決議；及
 - (c) (如該公司在第 558(1) 條所述的期間終結前，收到其他持有人提出的對該書面決議的反對) 該表示同意的持有人的排名，先於該提出反對的持有人的排名，則就第 556(1) 條而言，所有其他持有人須視為已表示同意該被提出的書面決議。
- (2) 就本條而言，股份持有人排名的先後，是按有關聯名持有人在有關公司的成員登記冊上的排名次序斷定的。
- (3) 第 (1) 及 (2) 款的效力，受有關公司的章程細則的條文規限。

558. 同意被提出的書面決議的限期

- (1) 如被提出的書面決議沒有在以下期間終結前通過，該決議即告失效 ——
 - (a) 有關公司的章程細則為此目的而指明的期間；或

(b) must be authenticated by the member or by someone acting on the member's behalf.

- (4) A member's agreement to a written resolution, once signified, may not be revoked.

557. Agreement signified by eligible members who are joint holders of shares

- (1) If—
 - (a) 2 or more eligible members are joint holders of shares of a company;
 - (b) any holder has signified their agreement to a proposed written resolution; and
 - (c) if the company has received, before the end of the period mentioned in section 558(1), any objection to the proposed written resolution from any other holder, the holder who has signified the agreement is more senior than the holder who has made the objection,

then the other joint holder or holders are to be regarded as having signified their agreement to the proposed written resolution for the purposes of section 556(1).

- (2) For the purposes of this section, the seniority of a holder of a share is determined by the order in which the names of the joint holders appear in the register of members of the company.
- (3) Subsections (1) and (2) have effect subject to any provision of the company's articles.

558. Period for agreeing to proposed written resolution

- (1) A proposed written resolution lapses if it is not passed before the end of—

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- (b) (如章程細則沒有指明期間)自有關傳閱日期起計的 28 日的期間。
- (2) 如在上述期間終結後，成員才表示同意被提出的書面決議，該同意屬無效。

559. 公司有責任通知成員及核數師書面決議已通過

- (1) 如公司的決議是採用書面決議形式通過，該公司須在該決議通過後的 15 日內，就此事向以下人士送交通知——
- (a) 該公司每名成員；及
- (b) 該公司的核數師(如有多於一名核數師，則須向每名核數師送交通知)。(由 2018 年第 35 號第 60 條修訂)
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

560. 以電子方式送交關乎書面決議的文件

公司如在任何載有或隨附被提出的書面決議的文件中，提供一個電子地址，須視為已同意任何關乎該決議的文件或資料，均可在該文件指明的條件或限制的規限下，以電子方式送交該地址。

561. 本次分部與公司的章程細則的條文的關係

- (1) 公司的章程細則的條文如會有以下效果，該條文在有該效果的範圍內屬無效：任何條例規定須作出的決議或在

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- (a) the period specified for this purpose in the company's articles; or
- (b) if none is specified, the period of 28 days beginning on the circulation date.
- (2) The agreement of a member to a proposed written resolution is ineffective if signified after the end of that period.

559. Company's duty to notify members and auditor that written resolution has been passed

- (1) If a resolution of a company is passed as a written resolution, the company must, within 15 days after the resolution is passed, send a notice of this fact to—
- (a) every member of the company; and
- (b) the auditor of the company (if more than one auditor, to each of them). (Amended 35 of 2018 s. 60)
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

560. Sending document relating to written resolution by electronic means

If a company has given an electronic address in any document containing or accompanying a proposed written resolution, it is to be regarded as having agreed that any document or information relating to that resolution may be sent by electronic means to that address (subject to any conditions or limitations specified in the document).

561. Relationship between this Subdivision and provisions of company's articles

- (1) A provision of a company's articles is void in so far as it would have the effect that a resolution that is required by or

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任何條例中另有訂明的決議，不得採用書面決議形式提出及通過。

- (2) 凡公司的章程細則的條文批准該公司在不舉行會議且屬按照本次分部規定以外的情況下通過某決議，本次分部不影響該條文。
- (3) 只有在有關決議已獲得有關公司全體有權就該決議表決的成員同意的情况下，第 (2) 款方適用。

第 3 次分部 —— 在會議上通過的決議

562. 一般條文

- (1) 就公司的決議而言，如已按照本次分部及第 4、5、6、7、8 及 9 次分部 (及第 10 次分部 (如屬攸關的話)) 及該公司的章程細則 ——
 - (a) 發出關於該成員大會及該決議的通知；
 - (b) 舉行及進行該成員大會；及
 - (c) 通過該決議，
 則該決議即屬在成員大會上有效通過。
- (2) 為第 (1) 款的施行，如該款提述的次分部中的條文與公司的章程細則的條文之間，有任何抵觸之處，則除非該次分部中另有規定或另有關於該次分部的規定，否則在該抵觸之處的範圍內，該次分部的條文，凌駕該章程細則的條文。
- (3) 如任何條例的條文 ——
 - (a) 規定須有公司決議或公司成員 (或某類別成員) 的決議，或就上述決議另有規定；但
 - (b) 並無指明所需決議的種類，

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otherwise provided for in an Ordinance could not be proposed and passed as a written resolution.

- (2) Nothing in this Subdivision affects any provision of a company's articles authorizing the company to pass a resolution without a meeting, otherwise than in accordance with this Subdivision.
- (3) Subsection (2) applies only if the resolution has been agreed to by all the members of the company who are entitled to vote on the resolution.

Subdivision 3—Resolutions at Meetings

562. General provisions

- (1) A resolution of a company is validly passed at a general meeting if—
 - (a) notice of the meeting and of the resolution is given;
 - (b) the meeting is held and conducted; and
 - (c) the resolution is passed,
 in accordance with this Subdivision and Subdivisions 4, 5, 6, 7, 8 and 9 (and, if relevant, Subdivision 10) and the company's articles.
- (2) For the purposes of subsection (1), if there is any inconsistency between a provision of a Subdivision referred to in that subsection, and a provision of the company's articles, unless otherwise provided in or in respect of that Subdivision, the provision of that Subdivision prevails over the provision of the articles to the extent of the inconsistency.
- (3) If a provision of any Ordinance—
 - (a) requires or otherwise provides for a resolution of a company, or of the members (or of a class of members) of a company; and

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則除非該公司的章程細則規定該決議須以較大比率的多數票 (或一致贊同) 通過, 否則所需決議為普通決議。

563. 普通決議

- (1) 公司成員 (或某類別成員) 的普通決議, 指獲過半數票通過的決議。
- (2) 在成員大會上舉手表決通過的決議, 如獲以下人士合共以過半數票通過, 即屬獲過半數票通過 ——
 - (a) 就該決議親身表決 (且有權如此表決) 的成員;
 - (b) 作為有權就該決議表決的成員妥為委任的代表而就該決議表決的人。
- (3) 在成員大會上投票表決通過的決議, 如獲佔全體就該決議親身表決或委任代表表決 (且有權如此表決) 的成員的總表決權的過半數票的成員通過, 即屬獲過半數票通過。
- (4) 任何可藉普通決議作出的事情, 亦可藉特別決議作出。

564. 特別決議

- (1) 公司成員 (或某類別成員) 的特別決議, 指獲最少 75% 的多數票通過的決議。
- (2) 在成員大會上舉手表決通過的決議, 如獲以下人士合共以最少 75% 的票數通過, 即屬獲最少 75% 的多數票通過 ——
 - (a) 就該決議親身表決 (且有權如此表決) 的成員;

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(b) does not specify what kind of resolution is required, what is required is an ordinary resolution unless the company's articles require a higher majority (or unanimity).

563. Ordinary resolution

- (1) An ordinary resolution of the members (or of a class of members) of a company means a resolution that is passed by a simple majority.
- (2) A resolution passed at a general meeting on a show of hands is passed by a simple majority if it is passed by a simple majority of the total of the following—
 - (a) the number of the members who (being entitled to do so) vote in person on the resolution;
 - (b) the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
- (3) A resolution passed on a poll taken at a general meeting is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of all the members who (being entitled to do so) vote in person or by proxy on the resolution.
- (4) Anything that may be done by an ordinary resolution may also be done by a special resolution.

564. Special resolution

- (1) A special resolution of the members (or of a class of members) of a company means a resolution that is passed by a majority of at least 75%.
- (2) A resolution passed at a general meeting on a show of hands is passed by a majority of at least 75% if it is passed by at least 75% of the total of the following—

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- (b) 作為有權就該決議表決的成員妥為委任的代表而就該決議表決的人。
- (3) 在成員大會上投票表決通過的決議，如獲佔全體就該決議親身表決或委任代表表決（且有權如此表決）的成員的總表決權最少 75% 的多數票通過，即屬獲最少 75% 的多數票通過。
- (4) 如某決議在成員大會上通過 ——
- (a) 則除非關於該成員大會的通知包含該決議的文本，並指明擬採用特別決議的形式提出該決議的意向，否則該決議並非特別決議；及
- (b) 如關於該成員大會的通知如此指明，該決議只可採用特別決議的形式通過。
- (5) 對公司的非常決議或公司任何類別成員的會議的非常決議的提述如 ——
- (a) 載於 1984 年 8 月 31 日前制定的條例或存在的文件；及
- (b) 就在該日期當日或之後通過或有待在該日期當日或之後通過的決議而言，根據《前身條例》第 116(5) 條當作為該公司或該會議的特別決議，
- 即繼續當作為該公司或該會議的該特別決議。

第 4 次分部 —— 召開成員大會

565. 董事有權力召開成員大會

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- (a) the number of the members who (being entitled to do so) vote in person on the resolution;
- (b) the number of the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
- (3) A resolution passed on a poll taken at a general meeting is passed by a majority of at least 75% if it is passed by members representing at least 75% of the total voting rights of all the members who (being entitled to do so) vote in person or by proxy on the resolution.
- (4) If a resolution is passed at a general meeting—
- (a) the resolution is not a special resolution unless the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution; and
- (b) if the notice of the meeting so specified, the resolution may only be passed as a special resolution.
- (5) A reference to an extraordinary resolution of a company or of a meeting of any class of members of a company—
- (a) contained in any Ordinance that was enacted or document that existed before 31 August 1984; and
- (b) deemed, in relation to a resolution passed or to be passed on or after that date, to be a special resolution of the company or meeting under section 116(5) of the predecessor Ordinance,
- continues to be deemed to be such a special resolution of the company or meeting.

Subdivision 4—Calling Meetings

565. Directors' power to call general meeting

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第 566 條

公司董事可召開公司成員大會。

566. 成員有權力要求董事召開成員大會

- (1) 公司成員可要求董事召開公司成員大會。
- (2) 如公司收到佔全體有權在成員大會上表決的成員的總表決權最少 5% 的公司成員的要求，要求召開成員大會，則董事須召開成員大會。
- (3) 要求 ——
 - (a) 須述明有待在有關成員大會上處理的事務的一般性質；及
 - (b) 可包含可在該成員大會上恰當地動議並擬在該成員大會上動議的決議的文本。
- (4) 要求可包含若干份格式相近的文件。
- (5) 要求 ——
 - (a) 可採用印本形式或電子形式送交有關公司；及
 - (b) 須經提出該要求的人認證。

567. 董事有責任召開由成員要求召開的成員大會

- (1) 根據第 566 條須召開成員大會的董事，須於他們受到該規定所規限的日期後的 21 日內，召開成員大會。
- (2) 根據第 (1) 款召開的成員大會，須在召開該成員大會的通知的發出日期後的 28 日內舉行。
- (3) 如有關公司收到的要求，指出一項可在有關成員大會上恰當地動議並擬在該成員大會上動議的決議，則關於該成員大會的通知，須包含關於該決議的通知。

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The directors of a company may call a general meeting of the company.

566. Members' power to request directors to call general meeting

- (1) The members of a company may request the directors to call a general meeting of the company.
- (2) The directors are required to call a general meeting if the company has received requests to do so from members of the company representing at least 5% of the total voting rights of all the members having a right to vote at general meetings.
- (3) A request—
 - (a) must state the general nature of the business to be dealt with at the meeting; and
 - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (4) Requests may consist of several documents in like form.
- (5) A request—
 - (a) may be sent to the company in hard copy form or in electronic form; and
 - (b) must be authenticated by the person or persons making it.

567. Directors' duty to call general meeting requested by members

- (1) Directors required under section 566 to call a general meeting must call a meeting within 21 days after the date on which they become subject to the requirement.
- (2) A meeting called under subsection (1) must be held on a date not more than 28 days after the date of the notice convening the meeting.

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- (4) 如關於決議的通知，已按照第 (3) 款包含在關於成員大會的通知內，則可在該成員大會上處理的事務，包括該決議。
- (5) 如有關決議採用特別決議的形式提出，則除非關於有關成員大會的通知包含該決議的文本，並指明擬採用特別決議的形式提出該決議的意向，否則有關董事須視為沒有妥為召開該成員大會。

568. 成員有權力召開成員大會而由公司承擔費用

- (1) 如董事 ——
 - (a) 根據第 566 條須召開成員大會；但
 - (b) 沒有按照第 567 條召開成員大會，
 則要求召開該成員大會的成員，或佔全體該等成員的總表決權過半數的成員，可自行召開成員大會。
- (2) 如有關公司收到的要求，指出一項可在有關成員大會上恰當地動議並擬在該成員大會上動議的決議，則關於該成員大會的通知須包含關於該決議的通知。
- (3) 在有關董事受到召開成員大會的規定所規限的日期後的 3 個月內，有關成員大會須予召開。
- (4) 有關成員大會須盡可能按有關公司的董事須召開該成員大會的同樣方式召開。
- (5) 如關於決議的通知，已按照第 (2) 款包含在關於成員大會的通知內，則可在該成員大會上處理的事務，包括該決議。

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- (3) If the requests received by the company identify a resolution that may properly be moved and is intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (4) The business that may be dealt with at the meeting includes a resolution of which notice has been included in the notice of meeting in accordance with subsection (3).
- (5) If the resolution is to be proposed as a special resolution, the directors are to be regarded as not having duly called the meeting unless the notice of the meeting includes the text of the resolution and specifies the intention to propose the resolution as a special resolution.

568. Members' power to call general meeting at company's expense

- (1) If the directors—
 - (a) are required under section 566 to call a general meeting; and
 - (b) do not do so in accordance with section 567,
 the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.
- (2) If the requests received by the company identify a resolution that may properly be moved and is intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (3) The meeting must be called for a date not more than 3 months after the date on which the directors become subject to the requirement to call a meeting.
- (4) The meeting must be called in the same manner, as nearly as possible, as that in which that meeting is required to be called by the directors of the company.

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- (6) 要求召開有關成員大會的成員如因有關董事沒有妥為召開成員大會，而招致任何合理開支，該等開支須由有關公司付還。
- (7) 有關公司須從到期或即將到期的應就失責董事的服務而付予該等董事的費用或其他酬金中，保留上述付還款項。

569. 在無董事等的情況下成員有權力召開成員大會

- (1) 如在任何時間，某公司並無董事，或沒有足夠有能力行事的董事以構成法定人數，則任何董事，或任何 2 名或多於 2 名佔全體有權在成員大會上表決的成員的總表決權最少 10% 的公司成員，可召開成員大會，該成員大會須盡可能按該公司的董事可召開成員大會的同樣方式召開。
- (2) 只要有關公司的章程細則並無就此作出其他規定，第 (1) 款即具有效力。

570. 原訟法庭有權力命令召開成員大會

- (1) 如有以下情況，本條即適用——
 - (a) 基於任何理由，按某公司可召開成員大會的任何方式，召開該公司的成員大會，並非切實可行；或
 - (b) 基於任何理由，以該公司的章程細則或本條例訂明的方式進行該成員大會，並非切實可行。

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- (5) The business that may be dealt with at the meeting includes a resolution of which notice has been included in the notice of meeting in accordance with subsection (2).
- (6) Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the directors duly to call a meeting must be reimbursed by the company.
- (7) Any sum so reimbursed must be retained by the company out of any sum due or to become due from the company by way of fees or other remuneration in respect of the services of the directors who were in default.

569. Members' power to call general meeting when there is no director etc.

- (1) If at any time a company does not have any director or does not have sufficient directors capable of acting to form a quorum, any director, or any 2 or more members of the company representing at least 10% of the total voting rights of all the members having a right to vote at general meetings, may call a general meeting in the same manner, as nearly as possible, as that in which general meetings may be called by the directors of the company.
- (2) Subsection (1) has effect in so far as the articles of the company do not make other provision in that behalf.

570. Power of Court to order meeting

- (1) This section applies if for any reason it is impracticable—
 - (a) to call a general meeting of a company in any manner in which general meetings of that company may be called; or
 - (b) to conduct the meeting in the manner prescribed by the company's articles or this Ordinance.
- (2) The Court may, either of its own motion or on application—

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- (2) 原訟法庭可主動地或應以下人士的申請，命令有關公司以原訟法庭認為合適的方式召開、舉行及進行該公司的成員大會 ——
- (a) 該公司的任何董事；或
- (b) 會有權在該成員大會上表決的該公司的任何成員。
- (3) 如原訟法庭作出上述命令，它可作出它認為合宜的附帶或相應的指示。
- (4) 根據第 (3) 款作出的指示，可包括以下指示：有關公司一名成員親身出席或委派代表出席有關成員大會，須視為構成成員大會法定人數。
- (5) 按照第 (2) 款所指的命令而召開、舉行及進行的成員大會，就所有目的而言，均須視為由有關公司妥為召開、舉行及進行的成員大會。
- (6) 就本條而言，公司已故成員的合法遺產代理人，在所有方面均須視為該公司成員，該代理人所具有的出席該公司的會議並在該會議上表決的權利，與該已故成員假若在生便會具有的權利相同。

第 5 次分部 —— 關於會議的通知

571. 召開成員大會所需的通知

- (1) 公司成員大會（經延期的成員大會除外），須藉給予符合以下規定的通知而召開 ——
- (a) 如屬周年成員大會，通知期最少 21 日；及
- (b) 如屬其他情況 ——
- (i) 如該公司是有限公司，通知期最少 14 日；及
- (ii) 如該公司是無限公司，通知期最少 7 日。

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- (a) by a director of the company; or
- (b) by a member of the company who would be entitled to vote at the meeting,
- order a general meeting of the company to be called, held and conducted in any manner the Court thinks fit.
- (3) If the order is made, the Court may give any ancillary or consequential directions that it thinks expedient.
- (4) Directions given under subsection (3) may include a direction that one member of the company present at the meeting in person or by proxy is to be regarded as constituting a quorum.
- (5) A general meeting called, held and conducted in accordance with an order under subsection (2) is to be regarded for all purposes as a general meeting of the company duly called, held and conducted.
- (6) The legal personal representative of a deceased member of a company is to be regarded in all respects, for the purposes of this section, as a member of the company having the same rights with respect to attending and voting at a meeting of the company as the deceased member would, if living, have had.

Subdivision 5—Notice of Meetings

571. Notice required of general meeting

- (1) A general meeting of a company (other than an adjourned meeting) must be called by notice of—
- (a) in the case of an annual general meeting, at least 21 days; and
- (b) in any other case—
- (i) if the company is a limited company, at least 14 days; and

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- (2) 如有關公司的章程細則規定的通知期，較第 (1) 款指明的通知期為長，則就召開該公司成員大會（經延期的成員大會除外）而言，須給予該較長通知期的通知。
- (3) 即使就召開公司成員大會給予的通知期，較第 (1) 款或該公司的章程細則所指明者為短，在以下情況下，該成員大會仍須視為是妥為召開的——
 - (a) 如屬周年成員大會，全體有權出席該成員大會並在該成員大會上表決的成員，同意該成員大會是妥為召開的；及
 - (b) 如屬其他情況，佔有權出席該成員大會並在該成員大會上表決的成員人數的多數成員，同意該成員大會是妥為召開的，而該等成員合共佔全體成員的成員大會的總表決權最少 95%。

572. 發出通知的方式

- (1) 公司成員大會的通知須——
 - (a) 採用印本形式或電子形式發出；或
 - (b) 以在網站上提供該通知的方式發出，
該通知亦可部分以一種上述方式發出，部分則以另一種上述方式發出。
- (2) 公司如在召開成員大會的通知中，提供一個電子地址，須視為已同意任何關於該成員大會的程序的文件或資料，均可在該通知指明的條件或限制的規限下，以電子方式送交該地址。

573. 在網站上發布成員大會的通知

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- (ii) if the company is an unlimited company, at least 7 days.
- (2) If the company's articles require a longer period of notice than that specified in subsection (1), a general meeting of a company (other than an adjourned meeting) must be called by notice of that longer period.
- (3) A general meeting of a company is to be regarded, despite the fact that it is called by shorter notice than that specified in subsection (1) or in the company's articles, as having been duly called if it is so agreed—
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

572. Manner in which notice to be given

- (1) Notice of a general meeting of a company must be given—
 - (a) in hard copy form or in electronic form; or
 - (b) by making the notice available on a website,
or partly by one of those means and partly by another.
- (2) If a company has given an electronic address in a notice calling a meeting, it is to be regarded as having agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

573. Publication of notice of general meeting on website

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- (1) 在不局限第 18 部的原則下，如公司在網站上提供成員大會的通知，則除非該通知是按照本條發出的，否則該通知不屬有效地發出。
- (2) 凡有關公司知會某成員，指有關通知在有關網站上提供，該項知會須 ——
 - (a) 述明該項知會關乎公司成員大會的通知；
 - (b) 指明舉行該成員大會的地點、日期及時間；及
 - (c) (如屬周年成員大會) 述明該成員大會是周年成員大會。
- (3) 在整段始於作出上述知會的日期當日並與有關成員大會同時結束的期間內，有關通知均須在上述網站上提供。

574. 有權收到成員大會的通知的人

- (1) 公司成員大會的通知須向以下人士發出 ——
 - (a) 該公司的每名成員；及
 - (b) 每名董事。
- (2) 在第 (1) 款中，提述成員，即包括由於某成員去世或破產而有權享有任何股份的人，前提是有關公司已獲得關於該人的權利的通知。
- (3) 第 (1) 及 (2) 款的效力，受有關公司的章程細則的條文規限。
- (4) 就上市公司而言，在向有權在公司成員大會上表決的成員發出該成員大會的通知的同時，須按發出該等通知的同樣方式，向無權在該成員大會上表決的每名成員，發出該通知。
- (5) 公司在須向有權在公司成員大會上表決的成員發出該成員大會的通知的情況下，才須遵守第 (4) 款。
- (6) 儘管有第 (4) 款的規定，如在任何時間給予短於第 571(1) 條或有關公司的章程細則指明的通知期而召開會議，則

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- (1) Without limiting Part 18, notice of a general meeting is not validly given by a company by making it available on a website unless it is given in accordance with this section.
- (2) When the company notifies a member of the availability of the notice on the website, the notification must—
 - (a) state that it concerns a notice of a company meeting;
 - (b) specify the place, date and time of the meeting; and
 - (c) in the case of an annual general meeting, state that it is an annual general meeting.
- (3) The notice must be available on the website throughout the period beginning on the date of that notification and ending on the conclusion of the meeting.

574. Persons entitled to receive notice of general meeting

- (1) Notice of a general meeting of a company must be given to—
 - (a) every member of the company; and
 - (b) every director.
- (2) In subsection (1), the reference to a member includes any person who is entitled to a share in consequence of the death or bankruptcy of a member, if the company has been notified of that person's entitlement.
- (3) Subsections (1) and (2) have effect subject to any provision of the company's articles.
- (4) In the case of a listed company, notice of a general meeting of the company must be given to every member not entitled to vote at the meeting at the same time and in the same manner as notice of the meeting is given to members who are so entitled.
- (5) A company is only required to comply with subsection (4) if the company is required to give notice of a general meeting

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如在該時間過後，根據第 (4) 款須發出的通知在切實可行的範圍內盡快發出，該款即須視為已獲遵守。

575. 向核數師發出成員大會的通知的責任

- (1) 公司如須向某成員發出公司成員大會的通知或任何其他關乎該成員大會的文件，則在向該成員發出該通知或文件的同時，須向該公司的核數師發出該通知的文本或該文件的文本（如有多於一名核數師，則須向每名核數師送交文本）。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

576. 成員大會的通知的內容

- (1) 公司須確保公司成員大會的通知 ——
 - (a) 指明舉行該成員大會的日期及時間；
 - (b) 指明舉行該成員大會的地點（如該成員大會在 2 個或多於 2 個地方舉行，則指明舉行該成員大會的主要會場及舉行該成員大會的其他會場）；
 - (c) 述明有待在該成員大會上處理的事務的概略性質；
 - (d) （如有關通知屬召開周年成員大會的通知）述明該成員大會是周年成員大會；及
 - (e) （如擬在該成員大會上動議某決議）——
 - (i) 包含該決議的通知；及

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of the company to members who are entitled to vote at the general meeting.

- (6) Despite subsection (4), if a meeting is called at any time by shorter notice than that specified in section 571(1) or in the company's articles, subsection (4) is to be regarded as having been complied with if the notice required to be given under that subsection is given as soon as practicable after that time.

575. Duty to give notice of general meeting to auditor

- (1) If notice of a general meeting of a company or any other document relating to the general meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor, to each of them) at the same time as the notice or the other document is given to the member. (*Amended 35 of 2018 s. 61*)
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

576. Contents of notice of general meeting

- (1) A company must ensure that a notice of a general meeting of the company—
 - (a) specifies the date and time of the meeting;
 - (b) specifies the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) states the general nature of the business to be dealt with at the meeting;
 - (d) in the case of a notice calling an annual general meeting, states that the meeting is an annual general meeting; and
 - (e) if a resolution is intended to be moved at the meeting—

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(ii) (如該公司並非全資附屬公司) 包含或隨附一項陳述, 該陳述須載有為顯示該決議的目的而合理地需要的資料及解釋 (如有的話)。

- (2) 第 (1)(a)、(b) 及 (c) 款的效力, 受有關公司的章程細則的條文規限。
- (3) 就符合以下說明的決議而言, 第 (1)(e) 款不適用 ——
 - (a) 該決議的通知已根據第 567(3) 或 568(2) 條包含在成員大會的通知內; 或
 - (b) 該決議的通知已根據第 615 條發出。
- (4) 如公司違反第 (1)(e) 款, 該公司及其每名責任人均屬犯罪, 可各處第 3 級罰款。
- (5) 決議如在公司成員大會上通過, 第 (1)(e) 款遭違反, 亦不影響該決議的有效性。
- (6) 關於某決議的有效性的普通法規則、衡平法原則或任何其他條例的條文, 不受第 (5) 款影響。
- (7) 在第 (1)(e) 款中 ——

全資附屬公司 (wholly owned subsidiary) 具有第 357(3) 條給予該詞的涵義。

577. 成員大會的通知須列明增加董事薪酬的解釋

- (1) 除非有以下情況, 否則公司不得在成員大會上, 修訂其章程細則, 藉以向該公司的董事就其董事職位提供薪酬或經增加薪酬 ——

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- (i) includes notice of the resolution; and
- (ii) (where the company is not a wholly owned subsidiary) includes or is accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of the resolution.

- (2) Subsection (1)(a), (b) and (c) has effect subject to any provision of the company's articles.
- (3) Subsection (1)(e) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of meeting under section 567(3) or 568(2); or
 - (b) notice has been given under section 615.
- (4) If a company contravenes subsection (1)(e), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.
- (5) The validity of a resolution, if passed at a general meeting of a company, is not affected by a contravention of subsection (1)(e).
- (6) Subsection (5) does not affect any common law rules or equitable principles, or the provisions of any other Ordinance, as regards the validity of a resolution.
- (7) In subsection (1)(e)—

wholly owned subsidiary (全資附屬公司) has the meaning given by section 357(3).

577. Explanation of improving director's emoluments to be set out in notice of general meeting

- (1) A company must not at a general meeting amend its articles so as to provide emoluments or improved emoluments for a

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- (a) 在召開該會議的通知書或附於該通知的文件內，已列明提供薪酬或經增加薪酬的充分解釋；及
 - (b) 提供薪酬或經增加薪酬一事，已獲一項與其他事宜無關的決議批准。
- (2) 在本條中 ——
- 薪酬** (emoluments) 包括 ——
- (a) 董事袍金及佣金；
 - (b) 以開支津貼形式支付的款項；
 - (c) 根據任何退休金計劃就該董事支付的供款；及
 - (d) 有關董事就其以董事身分提供服務而收取的非現金利益。

578. 需作特別通知的決議

- (1) 如本條例的任何條文規定，須就在某會議上動議的某決議給予特別通知，則除非在該會議前最少 28 日，已向有關公司發出動議該決議的意向的通知，否則該決議無效。
- (2) 有關公司須 (如切實可行的話) 於發出有關會議的通知的同時，按發出該通知的同樣方式，向其成員發出該決議的通知。
- (3) 如上述做法並非切實可行，則有關公司須於有關會議前最少 14 日，以下述方式向其成員發出有關決議的通知 ——
 - (a) 在一份於香港廣泛流通的報章刊登廣告；或
 - (b) 該公司的章程細則所容許的任何其他方式。

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director of the company in respect of the office as director unless—

- (a) there is set out in the notice calling the meeting or in a document attached to the notice an adequate explanation of the provision; and
- (b) the provision is approved by a resolution not relating also to other matters.

(2) In this section—

emoluments (薪酬) includes—

- (a) fees and percentages;
- (b) any sums paid by way of expenses allowance;
- (c) any contribution paid in respect of the director under any pension scheme; and
- (d) any benefits received by the director otherwise than in cash in respect of the director's services as director.

578. Resolution requiring special notice

- (1) If by any provision of this Ordinance special notice is required to be given of a resolution, the resolution is not effective unless notice of the intention to move it has been given to the company at least 28 days before the meeting at which it is moved.
- (2) The company must, if practicable, give its members notice of the resolution at the same time and in the same manner as it gives notice of the meeting.
- (3) If that is not practicable, the company must give its members notice of the resolution at least 14 days before the meeting—
 - (a) by advertisement in a newspaper circulating generally in Hong Kong; or
 - (b) in any other manner allowed by the company's articles.

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- (4) 如擬動議有關決議的通知向有關公司發出，而會議於該通知發出後的 28 日內召開，則該通知雖然並非在規定的時限內發出，亦須視為已恰當地發出。

579. 意外漏發成員大會或決議的通知

- (1) 如公司發出 ——
- (a) 成員大會的通知；或
 - (b) 擬在成員大會上動議的決議的通知，
- 在斷定該成員大會或該決議的通知是否妥為發出時，任何意外遺漏向任何有權收到通知的人發出通知的事件，或任何有權收到通知的人沒有收到通知的事件，均無需理會。
- (2) 除就根據第 567、568 或 616 條發出的通知而言外，第 (1) 款的效力，受有關公司的章程細則的條文規限。

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580. 成員有權力要求傳閱陳述書

- (1) 公司成員可要求該公司向有權收到成員大會的通知的該公司成員，傳閱關於 ——
- (a) 有待在該成員大會上處理的、某被提出的決議所述的事宜；或
 - (b) 其他有待在該成員大會上處理的事務，
- 而字數不多於 1 000 字的陳述書。
- (2) 然而，每名成員只可 ——
- (a) 就第 (1)(a) 款所述的決議，要求公司傳閱一份上述的陳述書；及

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- (4) If, after notice of the intention to move the resolution has been given to the company, a meeting is called for a date 28 days or less after the notice has been given, the notice is to be regarded as having been properly given, though not given within the time required.

579. Accidental omission to give notice of meeting or resolution

- (1) If a company gives notice of—
- (a) a general meeting; or
 - (b) a resolution intended to be moved at a general meeting,
- any accidental omission to give notice to, or any non-receipt of notice by, any person entitled to receive notice must be disregarded for the purpose of determining whether notice of the meeting or resolution is duly given.
- (2) Except in relation to notice given under section 567, 568 or 616, subsection (1) has effect subject to any provision of the company's articles.

Subdivision 6—Members' Statements

580. Members' power to request circulation of statement

- (1) A member of a company may request the company to circulate, to members of the company entitled to receive notice of a general meeting, a statement of not more than 1 000 words with respect to—
- (a) a matter mentioned in a proposed resolution to be dealt with at that meeting; or
 - (b) other business to be dealt with at that meeting.
- (2) However, each member may only request the company to circulate—

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- (b) 就第 (1)(b) 款所述的其他事務，要求公司傳閱一份上述的陳述書。
- (3) 公司如收到以下人士提出的傳閱陳述書的要求，則須傳閱該陳述書 ——
- (a) 佔全體有相關表決權利的成員的總表決權最少 2.5% 的成員；或
- (b) 最少 50 名有相關表決權利的成員。
- (4) 在第 (3) 款中 ——
- 相關表決權利** (relevant right to vote) 指 ——
- (a) (就關乎某被提出的決議所述的事宜的陳述書而言) 在有關要求所關乎的成員大會上就該決議表決的權利；及
- (b) (就任何其他陳述書而言) 在有關要求所關乎的成員大會上表決的權利。
- (5) 第 (3) 款所指的要求 ——
- (a) 可採用印本形式或電子形式送交有關公司；
- (b) 須指出將予傳閱的陳述書；
- (c) 須經所有提出該要求的人認證；及
- (d) 須於該要求所關乎的成員大會前最少 7 日送抵該公司。

581. 公司有責任傳閱成員陳述書

- (1) 根據第 580 條須傳閱陳述書的公司須 ——

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- (a) one such statement with respect to the resolution mentioned in subsection (1)(a); and
- (b) one such statement with respect to the other business mentioned in subsection (1)(b).
- (3) A company is required to circulate the statement if it has received requests to do so from—
- (a) members representing at least 2.5% of the total voting rights of all the members who have a relevant right to vote; or
- (b) at least 50 members who have a relevant right to vote.
- (4) In subsection (3)—
- relevant right to vote** (相關表決權利) means—
- (a) in relation to a statement with respect to a matter mentioned in a proposed resolution, a right to vote on that resolution at the meeting to which the requests relate; and
- (b) in relation to any other statement, a right to vote at the meeting to which the requests relate.
- (5) A request under subsection (3)—
- (a) may be sent to the company in hard copy form or in electronic form;
- (b) must identify the statement to be circulated;
- (c) must be authenticated by the person or persons making it; and
- (d) must be received by the company at least 7 days before the meeting to which it relates.

581. Company's duty to circulate members' statement

- (1) A company that is required under section 580 to circulate a statement must send a copy of it to each member of the

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- (a) 按發出有關成員大會的通知的同樣方式；及
- (b) 在發出該成員大會的通知的同時，或在發出該通知後，在合理切實可行的範圍內盡快，
將該陳述書的文本，送交每名有權收到該成員大會的通知的公司成員。
- (2) 第 (1) 款的效力，受第 582(2) 及 583 條規限。
- (3) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款。

582. 傳閱成員陳述書的費用

- (1) 如有以下情況，要求傳閱有關陳述書的成員無需支付有關公司為遵守第 581 條而招致的費用 ——
 - (a) 有關要求所關乎的成員大會，是該公司的周年成員大會；及
 - (b) 該公司及時收到足以令該公司須傳閱該陳述書的要求，使該公司在發出該成員大會的通知的同時，能夠送交該陳述書的文本。
- (2) 在其他情況下 ——
 - (a) 除非有關公司通過決議，議決要求傳閱有關陳述書的成員無需支付該公司為遵守第 581 條而招致的費用，否則該成員須支付該費用；及
 - (b) 除非有人在不遲於有關成員大會前 7 日，在該公司存放一筆按理足以支付該公司為遵守該條而招致的費用的款項，或向該公司交出該筆款項，否則該公司無須遵守該條（但如該公司先前已通過決議，議決要求傳閱有關陳述書的成員無需支付該公司為遵守該條而招致的費用，則屬例外）。

583. 要求不傳閱成員陳述書的申請

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company entitled to receive notice of the meeting—

- (a) in the same manner as the notice of the meeting; and
- (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.
- (2) Subsection (1) has effect subject to sections 582(2) and 583.
- (3) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.

582. Expenses of circulating members' statement

- (1) The expenses of the company in complying with section 581 need not be paid by the members who requested the circulation of the statement if—
 - (a) the meeting to which the requests relate is an annual general meeting of the company; and
 - (b) requests sufficient to require the company to circulate the statement are received in time to enable the company to send a copy of the statement at the same time as it gives notice of the meeting.
- (2) Otherwise—
 - (a) the expenses of the company in complying with section 581 must be paid by the members who requested the circulation of the statement unless the company resolves otherwise; and
 - (b) unless the company has previously so resolved, it is not bound to comply with that section unless there is deposited with or tendered to it, not later than 7 days before the meeting, a sum reasonably sufficient to meet its expenses in doing so.

583. Application not to circulate members' statement

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第 584 條

- (1) 如公司或聲稱感到受屈的另一人提出申請，而原訟法庭應申請而信納第 580 條賦予的權利 ——
 - (a) 正被濫用；或
 - (b) 正被用以在帶誹謗成分的事宜上，取得不必要的宣傳，
 則該公司無須根據第 581 條傳閱陳述書。
- (2) 凡某些成員要求傳閱有關陳述書，原訟法庭可命令他們支付公司因該申請而招致的全部或部分訟費，即使他們並非根據第 (1) 款提出的申請的一方亦然。

第 7 次分部 —— 會議的議事程序

584. 在 2 個或多於 2 個地方舉行成員大會

- (1) 公司可使用令該公司身處不同地方的成員能夠在成員大會上聆聽、發言及表決的任何科技，在 2 個或多於 2 個地方舉行成員大會。
- (2) 第 (1) 款的效力，受有關公司的章程細則的條文規限。

585. 成員大會的法定人數

- (1) 如公司只有一名成員，該成員親身出席或委派代表出席，即構成該公司成員大會的法定人數。
- (2) 如上述公司的上述成員是法人團體，該成員透過其法團代表出席，亦屬構成該公司成員大會的法定人數。
- (3) 除第 (1) 款及公司的章程細則的條文另有規定外，2 名親身出席或委派代表出席的成員，即構成該公司成員大會的法定人數。

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- (1) A company is not required to circulate a statement under section 581 if, on an application by the company or another person who claims to be aggrieved, the Court is satisfied that the rights given by section 580 are—
 - (a) being abused; or
 - (b) being used to secure needless publicity for defamatory matter.
- (2) The Court may order the members who requested the circulation of the statement to pay the whole or part of the company's costs on an application under subsection (1), even if they are not parties to the application.

Subdivision 7—Procedure at Meetings

584. Meeting at 2 or more places

- (1) A company may hold a general meeting at 2 or more places using any technology that enables the members of the company who are not together at the same place to listen, speak and vote at the meeting.
- (2) Subsection (1) has effect subject to any provision of the company's articles.

585. Quorum at meeting

- (1) If a company has only one member, that member present in person or by proxy is a quorum of a general meeting of the company.
- (2) If that member of the company is a body corporate, that member present by its corporate representative is also a quorum of a general meeting of the company.
- (3) Subject to subsection (1) and the provisions of a company's articles, 2 members present in person or by proxy is a quorum of a general meeting of the company.

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第 586 條

- (4) 如有關公司的某成員是法人團體，而該成員透過其法團代表出席，該成員須被計入該公司成員大會的法定人數。
- (5) 在本條中 ——
- 法團代表** (corporate representative) 指根據第 606 條獲授權擔任有關法人團體的代表的人。

586. 成員大會主席

- (1) 成員可藉在成員大會上通過的公司決議，獲推選為該成員大會的主席。
- (2) 如有關公司的章程細則中，有條文述明誰人可或不可成為主席，則第 (1) 款受該條文規限。

587. 在經延期的會議上通過的決議

如決議在公司經延期的會議上通過，則該決議就所有目的而言，須視為在它實際上獲通過的日期通過，而不得視為在任何較早日期通過。

第 8 次分部 —— 在成員大會上表決

588. 表決的一般規則

- (1) 在成員大會上以舉手方式就某決議表決時 ——
- (a) 每名親身出席的成員均有一票；及
- (b) 每名親身出席並獲有權就該決議表決的成員妥為委任的代表均有一票。
- (2) 如某成員委任多於一名代表，該等代表無權以舉手方式就有關決議表決。
- (3) 在成員大會上以投票方式就某決議表決時 ——

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- (4) If a member of the company is a body corporate, that member present by its corporate representative counts towards a quorum of a general meeting of the company.
- (5) In this section—
- corporate representative** (法團代表) means a person authorized under section 606 to act as the representative of the body corporate.

586. Chairperson of meeting

- (1) A member may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.
- (2) Subsection (1) is subject to any provision of the company's articles that states who may or who may not be chairperson.

587. Resolution passed at adjourned meeting

If a resolution is passed at an adjourned meeting of a company, the resolution is for all purposes to be regarded as having been passed on the date on which it was in fact passed, and is not to be regarded as having been passed on any earlier date.

Subdivision 8—Voting at Meetings

588. General rules on votes

- (1) On a vote on a resolution on a show of hands at a general meeting—
- (a) every member present in person has one vote; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote.

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第 589 條

- (a) 如屬有股本的公司 ——
 - (i) 每名親身出席的成員就其所持有的每一股股份均有一票；及
 - (ii) 每名親身出席並獲某成員妥為委任的代表，就該委任所關乎的每一股股份，均有一票；及 (由 2018 年第 35 號第 62 條修訂)
- (b) 如屬無股本的公司 ——
 - (i) 每名親身出席的成員均有一票；及
 - (ii) 每名親身出席並獲有權就該決議表決的成員妥為委任的代表均有一票。
- (4) 第 (1)、(2) 及 (3) 款的效力，受有關公司的章程細則的條文規限。
- (5) 如有關公司的任何股份由他人以信託方式代該公司持有，則該等股份在被如此持有的期間，並不授予在該公司成員大會上表決的權利。

589. 股份聯名持有人的表決

- (1) 就某公司的股份聯名持有人而言，只有由有作出表決而排名最先的持有人作出的表決 (及任何由該持有人妥為授權的代表作出的表決)，方可被該公司計算在內。
- (2) 就本條而言，股份持有人排名的先後，是按有關聯名持有人在有關公司的成員登記冊上的排名次序斷定的。

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- (2) If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- (3) On a vote on a resolution on a poll taken at a general meeting—
 - (a) in the case of a company having a share capital—
 - (i) every member present in person has one vote for each share held by him or her; and
 - (ii) every proxy present who has been duly appointed by a member has one vote for each share in respect of which the proxy is appointed; and (*Amended 35 of 2018 s. 62*)
 - (b) in the case of a company not having a share capital—
 - (i) every member present in person has one vote; and
 - (ii) every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote.
- (4) Subsections (1), (2) and (3) have effect subject to any provision of the company's articles.
- (5) If any shares in a company are held in trust for the company, those shares do not, for so long as they are so held, confer any right to vote at a general meeting of the company.

589. Votes of joint holders of shares

- (1) In the case of joint holders of shares of a company, only the vote of the most senior holder who votes (and any proxies duly authorized by the holder) may be counted by the company.
- (2) For the purposes of this section, the seniority of a holder of a share is determined by the order in which the names of

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- (3) 第 (1) 及 (2) 款的效力，受有關公司的章程細則的條文規限。

590. 主席在舉手表決中作出的宣布

- (1) 如在成員大會上，以舉手方式就某決議表決，則由主席作出的 ——
- (a) 指該決議已獲通過或未獲通過的宣布；或
 - (b) 指該決議是獲特定多數通過的宣布，
- 即為該事實的確證，而無需證明所錄得的贊成或反對該決議的票的數目或比例。
- (2) 按照第 618 條記錄在會議議事紀錄內的關乎有關宣布的記項，亦為該事實的確證，而無需加以證明。
- (3) 如在第 (1) 款所指的宣布作出之前或作出之時，有人要求以投票方式就有關決議表決，而其後該要求未被撤回，則本條不具效力。

591. 要求投票表決的權利

- (1) 公司的章程細則的條文，如排除在成員大會上要求以投票方式就以下問題以外的任何問題表決的權利 ——
- (a) 選舉該成員大會的主席；或
 - (b) 將該成員大會延期，
- 該條文即屬無效。
- (2) 公司的章程細則的條文，如令由以下人士在成員大會上提出的、以投票方式就第 (1)(a) 及 (b) 款指明的問題以外的任何問題表決的要求無效 ——

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the joint holders appear in the register of members of the company.

- (3) Subsections (1) and (2) have effect subject to any provision of the company's articles.

590. Declaration by chairperson on show of hands

- (1) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
- (a) has or has not been passed; or
 - (b) passed by a particular majority,
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (2) An entry in respect of the declaration in minutes of the meeting recorded in accordance with section 618 is also conclusive evidence of that fact without the proof.
- (3) This section does not have effect if a poll is demanded in respect of the resolution before or on the declaration under subsection (1) (and the demand is not subsequently withdrawn).

591. Right to demand poll

- (1) A provision of a company's articles is void in so far as it would have the effect of excluding the right to demand a poll at a general meeting on any question other than—
- (a) the election of the chairperson of the meeting; or
 - (b) the adjournment of the meeting.
- (2) A provision of a company's articles is void in so far as it would have the effect of making ineffective a demand for a poll at a general meeting on any question other than those specified in subsection (1)(a) and (b), which is made—

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- (a) 最少 5 名有權在該成員大會上表決的成員；
- (b) 佔全體有權在該成員大會上表決的成員的總表決權最少 5% 的一名或多於一名成員；或
- (c) 該成員大會的主席，
該條文即屬無效。
- (3) 成員如委任代表在公司成員大會上就某事宜進行表決，該委任即屬給予該代表授權，讓該代表可要求或聯同他人要求以投票方式就該事宜表決。
- (4) 在應用第 (2) 款時，由某成員的代表提出的要求——
 - (a) 就第 (2)(a) 款而言，算作由該成員提出的要求；及
 - (b) 就第 (2)(b) 款而言，算作由佔該代表獲授權行使的表決權的成員所提出的要求。

592. 主席有責任要求投票表決

於在成員大會上舉手表決的結果宣布之前或之時，成員大會的主席如從有關公司收到的代表委任書得知，舉手表決的結果將會有異於投票表決的結果，該主席須要求投票表決。

593. 投票表決

在公司成員大會上投票表決時，如有權投多於一票的成員投票，該成員無需——

- (a) 使用所有的票；或
- (b) 以同一方式投該成員使用的所有的票。

594. 公司有責任在成員大會的會議議事紀錄中記錄投票結果

- (1) 就某項在公司成員大會上以投票方式表決而定案的決議

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- (a) by at least 5 members having the right to vote at the meeting;
- (b) by a member or members representing at least 5% of the total voting rights of all the members having the right to vote at the meeting; or
- (c) by the chairperson of the meeting.
- (3) The appointment of a proxy to vote on a matter at a general meeting of a company authorizes the proxy to demand, or join in demanding, a poll on that matter.
- (4) In applying subsection (2), a demand by a proxy counts—
 - (a) for the purposes of subsection (2)(a), as a demand by the member; and
 - (b) for the purposes of subsection (2)(b), as a demand by a member representing the voting rights that the proxy is authorized to exercise.

592. Chairperson's duty to demand poll

If, before or on the declaration of the result on a show of hands at a general meeting, the chairperson of the meeting knows from the proxies received by the company that the result on a show of hands will be different from that on a poll, the chairperson must demand a poll.

593. Voting on poll

On a poll taken at a general meeting of a company, a member entitled to more than one vote need not, if the member votes—

- (a) use all the votes; or
- (b) cast all the votes the member uses in the same way.

594. Company's duty to record result of poll in minutes of general meeting

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而言，該公司須在該成員大會的會議議事紀錄中，記錄以下事宜 ——

- (a) 投票結果；
 - (b) 可就該決議所投的票的總數；
 - (c) 對該決議的贊成票的數目；及
 - (d) 對該決議的反對票的數目。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

595. 就章程細則中關乎決定表決權利的條文而訂的保留條文
本次分部不影響 ——

- (a) 公司的章程細則中關乎以下事宜的條文 ——
 - (i) 規定對某人就某決議表決的權利提出的反對，須按照該等章程細則提出；及
 - (ii) 就該項反對作出的決定，是最終及定局的；或
- (b) 可藉何種理由在法律程序中質疑該決定。

第 9 次分部 —— 代表及法團代表

596. 委任代表的權利

- (1) 除第 (2) 款另有規定外，公司成員有權委任另一人（不論該人是否該公司成員）為代表，代表該成員行使其所有或任何以下權利：出席該公司的成員大會，並在成員大會上發言及表決。

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- (1) In respect of a resolution decided on a poll taken at a general meeting of a company, the company must record in the minutes of proceedings of the general meeting—
- (a) the result of the poll;
 - (b) the total number of votes that could be cast on the resolution;
 - (c) the number of votes in favour of the resolution; and
 - (d) the number of votes against the resolution.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

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

Nothing in this Subdivision affects—

- (a) any provision of a company's articles—
 - (i) requiring an objection to a person's entitlement to vote on a resolution to be made in accordance with the articles; and
 - (ii) for the determination of the objection to be final and conclusive; or
- (b) the grounds on which such a determination may be questioned in legal proceedings.

Subdivision 9—Proxies and Corporate Representatives

596. Right to appoint proxy

- (1) Subject to subsection (2), a member of a company is entitled to appoint another person (whether a member or not) as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the company.

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- (2) 擔保有限公司的章程細則，可規定代表須屬該公司成員，而如有關公司的章程細則有此規定，該公司的成員只可委任另一名成員為代表。
- (3) 有股本的公司的成員可委任不同代表，以分別代表該成員所持有並在委任文書內指明的股份數目。

597. 成員大會通知須載有關於權利等的陳述

- (1) 公司須確保召開公司成員大會的通知，於合理顯眼的位置載有一項陳述，告知成員——
 - (a) 第 596(1) 及 (3) 條所訂的權利；及
 - (b) 第 596(2) 條所訂的規定。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。
- (3) 第 (1) 款遭違反，並不影響有關成員大會的有效性，或在該成員大會上作出的任何事情的有效性。

598. 委任代表等所需的通知

- (1) 本條適用於——
 - (a) 委任代表；及
 - (b) 顯示委任代表的有效性所需的文件，或以其他方式關乎委任代表的文件。
- (2) 公司的章程細則的條文，在具有以下效果的範圍內屬無效：規定有關委任書或文件須在以下時間之前送抵該公司或另一人——
 - (a) (如屬成員大會或經延期的成員大會) 舉行該成員大會或經延期的成員大會的時間前的 48 小時；

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- (2) In the case of a company limited by guarantee, the company's articles may require that a proxy must be a member of the company and if the company's articles so require, a member of the company may only appoint another member as a proxy.
- (3) In the case of a company having a share capital, a member of the company may appoint separate proxies to represent respectively the number of the shares held by the member that is specified in their instruments of appointment.

597. Notice of meeting to contain statement of rights etc.

- (1) A company must ensure that in a notice calling a general meeting of the company, there must appear, with reasonable prominence, a statement informing the member of—
 - (a) the rights under section 596(1) and (3); and
 - (b) the requirement under section 596(2).
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.
- (3) A contravention of subsection (1) does not affect the validity of the meeting or of anything done at the meeting.

598. Notice required of appointment of proxy etc.

- (1) This section applies to—
 - (a) the appointment of a proxy; and
 - (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy.
- (2) A provision of the company's articles is void in so far as it would have the effect of requiring the appointment or document to be received by the company or another person earlier than the following time—

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- (b) (如有人要求投票表決，而投票是在該要求作出後的 48 小時後進行) 指定的投票表決時間前的 24 小時。
- (3) 在計算第 (2) 款所述的期間時，公眾假期的任何部分不得計算在內。

599. 以電子形式送交關於代表的文件

- (1) 公司如在它發出的以下文件中，提供一個電子地址 ——
- (a) 關乎某成員大會的代表委任文書；或
 - (b) 關乎該成員大會的委任代表邀請書，
- 須視為已同意任何關於該成員大會上的代表的文件或資料，均可在該文書或邀請書指明的條件或限制的規限下，以電子方式送交該地址。
- (2) 在第 (1) 款中，關於代表的文件包括 ——
- (a) 就某成員大會委任代表的委任書；
 - (b) 顯示委任代表的有效性所需的文件，或以其他方式關乎委任代表的文件；及
 - (c) 終止代表的權力的通知。

600. 由公司倡議發出的委任代表邀請書

- (1) 公司不得為該公司的某成員大會的目的而自費向成員發出邀請書，邀請成員委任一名指明人士或某個數目的指明人士為代表，但如該等邀請書是向全體有權獲送交該

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- (a) in the case of a general meeting or adjourned general meeting, 48 hours before the time for holding the meeting or adjourned meeting;
 - (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll.
- (3) In calculating the periods mentioned in subsection (2), no account is to be taken of any part of a day that is a public holiday.

599. Sending documents relating to proxies in electronic form

- (1) If a company has given an electronic address in—
- (a) an instrument of proxy issued by the company in relation to a general meeting; or
 - (b) an invitation to appoint a proxy issued by the company in relation to the meeting,
- it is to be regarded as having agreed that any document or information relating to proxies for that meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the instrument or invitation).
- (2) In subsection (1), documents relating to proxies include—
- (a) the appointment of a proxy in relation to a general meeting;
 - (b) any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy; and
 - (c) notice of the termination of the authority of a proxy.

600. Company-sponsored invitations to appoint proxies

- (1) A company must not, for the purposes of a general meeting of the company, issue at its expense invitations to members to appoint as proxy a specified person or a number of specified

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成員大會的通知及委派代表在該成員大會上表決的成員發出的，則不在此限。

- (2) 如 ——
- (a) 應某成員的要求，向該成員發出指名有關代表的委任表格，或發出願意擔任代表的人的名單；而
 - (b) 該表格或名單，是可應要求而提供予全體有權委派代表在有關成員大會上表決的成員的，
- 則不屬違反第 (1) 款。
- (3) 如公司違反第 (1) 款，該公司的每名責任人均屬犯罪，可各處第 3 級罰款。

601. 關於由公司發出的代表委任文書的規定

- (1) 本條適用於符合以下說明的代表委任文書：由某公司向該公司的某成員發出、供該成員用於委任代表出席該公司的成員大會並在該成員大會上表決。
- (2) 上述代表委任文書，須使有關成員能夠按照其意向，指示有關代表就每項涉及在有關成員大會上處理的事務的決議，表決贊成或表決反對（或在沒有指示的情況下，就該等決議行使該代表的酌情決定權）。

602. 由代表主持成員大會

- (1) 代表可藉在某成員大會上通過的公司決議，獲推選為該成員大會的主席。
- (2) 如有關公司的章程細則中，有條文述明誰人可或不可成為主席，則第 (1) 款受該條文規限。

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persons unless the invitations are issued to all members entitled to be sent a notice of the meeting and to vote at the meeting by proxy.

- (2) Subsection (1) is not contravened if—
- (a) there is issued to a member at that member's request a form of appointment naming the proxy or a list of persons willing to act as proxy; and
 - (b) the form or list is available on request to all members entitled to vote at the meeting by proxy.
- (3) If a company contravenes subsection (1), every responsible person of the company, commits an offence, and each is liable to a fine at level 3.

601. Requirement as to instrument of proxy issued by company

- (1) This section applies to an instrument of proxy issued to a member of a company by the company for use by the member for appointing a proxy to attend and vote at a general meeting of the company.
- (2) The instrument of proxy must be such as to enable the member, according to the member's intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise the proxy's discretion in respect of) each resolution dealing with any business to be transacted at the meeting.

602. Chairing meeting by proxy

- (1) A proxy may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.
- (2) Subsection (1) is subject to any provision of the company's articles that states who may or who may not be chairperson.

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603. 公司倡議的代表有責任按其委任文書指明的方式表決

- (1) 本條適用於由公司指名作為代表的人，不論該提名是在任何以下文書作出 ——
 - (a) 由該公司發出的、關乎某成員大會的代表委任文書；或
 - (b) 由該公司發出的、關乎該成員大會的委任代表邀請書。
- (2) 如有權在有關成員大會上表決的成員，妥為委任有關的人為代表，則該人須在第 588 條的規限下 ——
 - (a) 以代表的身分 ——
 - (i) 舉手表決；或
 - (ii) 投票表決；及
 - (b) 按該成員在有關代表委任書中指明的方式（如有的話）表決。
- (3) 如 2 名或多於 2 名有權在有關成員大會上表決的成員，妥為委任有關的人為代表，而他們在其代表委任書中，指明不同表決方式，則 ——
 - (a) 在第 588(2) 條的規限下，該代表在舉手表決時，須按佔其獲授權在該成員大會上行使的總表決權的過半數的一名或多於一名成員所指明的方式表決；而
 - (b) 如沒有過半數，則該代表不得舉手表決。
- (4) 任何人明知而故意違反第 (2) 或 (3) 款，即屬犯罪，可處第 3 級罰款。

603. Company-sponsored proxy's duty to vote in the way specified in appointment of proxy

- (1) This section applies to a person who is named by a company as a proxy, whether the nomination is made in—
 - (a) an instrument of proxy issued by the company in relation to a general meeting; or
 - (b) an invitation to appoint a proxy issued by the company in relation to the meeting.
- (2) If the person has been duly appointed as a proxy by a member entitled to vote at the meeting, that person must, subject to section 588—
 - (a) vote as a proxy—
 - (i) on a show of hands; or
 - (ii) on a poll; and
 - (b) vote in the way specified (if any) by the member in the appointment of proxy.
- (3) If the person has been duly appointed as a proxy by 2 or more members entitled to vote at the meeting and the members specify different ways to vote in their appointment of proxy, the proxy—
 - (a) must, subject to section 588(2), vote on a show of hands in the way specified by the member or members representing a simple majority of the total voting rights that the proxy is authorized to exercise at the meeting; and
 - (b) if there is no majority, must not vote on a show of hands.
- (4) A person who knowingly and wilfully contravenes subsection (2) or (3) commits an offence and is liable to a fine at level 3.

604. 終止代表的權力所需的通知

- (1) 本條適用於終止某人以代表身分行事的權力的通知 (**終止通知**)。
- (2) 除非在成員大會開始前，有關公司已收到終止某人以代表身分行事的權力的終止通知，否則該項終止不影響——
 - (a) 是否有法定人數出席該成員大會 (不論在決定該問題時，該代表是否已計算在內)；
 - (b) 該人作為該成員大會的主席作出的任何事情的有效性；或
 - (c) 該人在該成員大會上要求的投票表決的有效性。
- (3) 除非有關公司——
 - (a) 在作出有關表決的成員大會或經延期的成員大會開始前，收到終止某人以代表身分行事的權力的終止通知；或
 - (b) (如屬有人要求投票表決的情況，而投票是在要求作出後的 48 小時後進行) 在指定的投票表決的時間前，收到終止某人以代表身分行事的權力的終止通知，否則該項終止不影響該人作出的表決的有效性。
- (4) 如有關公司的章程細則規定或容許成員向並非該公司的某人發出終止通知，則在第 (2) 及 (3) 款中，提述收到通知的公司之處，在猶如它們是以下提述 (視情況所需而定) 的情況下具有效力——
 - (a) 對該人的提述；或
 - (b) 對該公司或該人的提述。
- (5) 第 (2) 及 (3) 款的效力，受有關公司的章程細則中具有以下效果的條文規限：規定終止通知須在第 (2) 或 (3) 款指明的時間之前的某時間，送抵該公司或有關的另一人。
- (6) 第 (5) 款受第 (7) 款規限。

604. Notice required of termination of proxy's authority

- (1) This section applies to a notice that the authority of a person to act as proxy is terminated (**notice of termination**).
- (2) The termination of the authority of a person to act as proxy does not affect—
 - (a) whether there is a quorum at a general meeting (irrespective of whether the proxy has been counted in deciding the question);
 - (b) the validity of anything the person does as chairperson of a general meeting; or
 - (c) the validity of a poll demanded by the person at a general meeting,unless the company receives notice of the termination before the commencement of the meeting.
- (3) The termination of the authority of a person to act as proxy does not affect the validity of a vote given by that person unless the company receives notice of the termination—
 - (a) before the commencement of the meeting or adjourned meeting at which the vote is given; or
 - (b) in the case of a poll taken more than 48 hours after it is demanded, before the time appointed for the taking of the poll.
- (4) If the company's articles require or permit members to give notice of termination to a person other than the company, the references in subsections (2) and (3) to the company receiving notice have effect as if they were—
 - (a) references to that person; or
 - (b) references to the company or that person,as the case requires.

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- (7) 有關公司的章程細則的條文，在具有以下效果的範圍內屬無效：規定終止通知須在以下時間之前，送抵該公司或另一人——
- (a) (如屬成員大會或經延期的成員大會) 舉行該成員大會或經延期的成員大會的時間前的 48 小時；
- (b) (如有人要求投票表決，而投票是在該要求作出後的 48 小時後進行) 指定的投票表決時間前的 24 小時。
- (8) 在計算第 (3)(b) 及 (7) 款所述的期間時，公眾假期的任何部分不得計算在內。

605. 成員親身表決對代表的權力的影響

- (1) 如就股份委任代表的成員作出以下作為，則該代表就有關決議具有的權力須視為已被撤銷——
- (a) 親身出席決定該決議的成員大會；及
- (b) 就該決議而行使——
- (i) 該等股份所附的表決權；或
- (ii) (如該公司沒有股本) 該成員有權行使的表決權。
- (2) 即使有效的代表委任書，已由有權出席成員大會或在成員大會上發言或(以舉手或投票方式) 表決的成員向有關公司交付，或已代表成員如此交付，該成員仍然就該成

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- (5) Subsections (2) and (3) have effect subject to any provision of the company's articles that has the effect of requiring notice of termination to be received by the company or another person at a time earlier than that specified in those subsections.
- (6) Subsection (5) is subject to subsection (7).
- (7) A provision of the company's articles is void in so far as it would have the effect of requiring notice of termination to be received by the company or another person earlier than the following time—
- (a) in the case of a general meeting or adjourned general meeting, 48 hours before the time for holding the meeting or adjourned meeting;
- (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll.
- (8) In calculating the periods mentioned in subsections (3)(b) and (7), no account is to be taken of any part of a day that is a public holiday.

605. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
- (a) attends in person the general meeting at which the resolution is to be decided; and
- (b) exercises, in relation to that resolution—
- (i) the voting right attached to the shares in respect of which the proxy is appointed; or
- (ii) if the company does not have a share capital, the voting right the member is entitled to exercise.

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員大會或經延期的該成員大會享有出席、發言或表決的權利。

606. 代表法人團體出席會議

- (1) 法人團體可藉其董事或其他管治團體的決議 ——
 - (a) (如該法人團體是某公司的成員) 授權該法人團體認為合適的人為其代表，出席該公司的任何會議；及
 - (b) (如該法人團體是某公司的債權人(包括債權證持有人)) 授權該法人團體認為合適的人為其代表，出席 ——
 - (i) 根據本條例的條文而舉行的該公司的債權人會議；或
 - (ii) 根據任何債權證或信託契據或其他文書的條文而舉行的該公司的債權人會議。
- (2) 根據第(1)款獲授權的人有權代有關法人團體行使的權力，等同於假使該法人團體是有關公司的個人成員、債權人或債權證持有人便能夠行使的權力。

607. 代表認可結算所出席會議

- (1) 《證券及期貨條例》(第 571 章) 附表 1 第 1 部第 1 條所指的認可結算所本身或其代名人如是某公司的成員，則可授權一名或多於一名該結算所認為合適的人為其代表，出席該公司的任何會議。
- (2) 如有多於一人根據第(1)款獲授權，有關授權書須指明每人獲如此授權所代表的股份的數目及類別。

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- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid appointment of a proxy has been delivered to the company by or on behalf of that member.

606. Representation of body corporate at meetings

- (1) A body corporate may by resolution of its directors or other governing body—
 - (a) if it is a member of a company, authorize any person it thinks fit to act as its representative at any meeting of the company; and
 - (b) if it is a creditor (including a holder of debentures) of a company, authorize any person it thinks fit to act as its representative at any meeting of any creditors of the company held under the provisions of—
 - (i) this Ordinance; or
 - (ii) any debenture or trust deed or other instrument.
- (2) A person authorized under subsection (1) is entitled to exercise the same powers on behalf of the body corporate as that body corporate could exercise if it were an individual member, creditor, or holder of debentures, of the company.

607. Representation of recognized clearing house at meetings

- (1) A recognized clearing house within the meaning of section 1 of Part 1 of Schedule 1 to the Securities and Futures Ordinance (Cap. 571) may, if it or its nominee is a member of a company, authorize any person or persons it thinks fit to act as its representative or representatives, at any meeting of the company.

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- (3) 根據第 (1) 款獲授權的人有權代上述認可結算所 (或其代名人) 行使的權力, 等同於假使該結算所 (或其代名人) 是有關公司的個人成員便能夠行使的權力。

608. 關於章程細則賦予更廣泛的權利的保留條文

本次分部並不阻止公司的章程細則向成員或代表賦予比本次分部所賦予的權利更廣泛的權利。

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609. 釋義

在本次分部中 ——

會計參照期 (accounting reference period) 具有第 368 條給予該詞的涵義。

610. 舉行周年成員大會的規定

(1) 除第 (2) 及 (3) 款另有規定外 ——

- (a) 私人公司或擔保有限公司須就其每個財政年度, 在其會計參照期 (有關財政年度是參照該限期而決定的) 結束後的 9 個月內, 舉行一次成員大會, 作為其周年成員大會 (該成員大會是在該期間內舉行的任何其他會議以外的會議); 及
- (b) 任何其他公司須就其每個財政年度, 在其會計參照期 (有關財政年度是參照該限期而決定的) 結束後的 6 個月內, 舉行一次成員大會, 作為其周年成員大會

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- (2) If more than one person is authorized under subsection (1), the authorization must specify the number and class of shares in respect of which each person is so authorized.
- (3) A person authorized under subsection (1) is entitled to exercise the same powers on behalf of the recognized clearing house (or its nominee) as that clearing house (or its nominee) could exercise if it were an individual member of the company.

608. Saving for more extensive rights given by articles

Nothing in this Subdivision prevents a company's articles from giving more extensive rights to members or proxies than are given by this Subdivision.

Subdivision 10—Annual General Meetings

609. Interpretation

In this Subdivision—

accounting reference period (會計參照期) has the meaning given by section 368.

610. Requirement to hold annual general meeting

- (1) Subject to subsections (2) and (3), a company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting within the following period (in addition to any other meetings held during the period)—
 - (a) in the case of a private company or a company limited by guarantee, 9 months after the end of its accounting reference period by reference to which the financial year is to be determined; and

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- (該成員大會是在該期間內舉行的任何其他會議以外的會議)。
- (2) 如第 (1) 款所述的會計參照期是有關公司的首個會計參照期，而該參照期超過 12 個月，則 ——
- (a) 如該公司屬私人公司或擔保有限公司，它須 ——
- (i) 於該公司成立為法團的首個周年日後的 9 個月內，舉行一次成員大會，作為其周年成員大會；或
- (ii) 於該會計參照期結束後的 3 個月內，舉行一次成員大會，作為其周年成員大會，
- 兩者以較遲者為準；及
- (b) 如該公司屬任何其他公司，它須 ——
- (i) 於該公司成立為法團的首個周年日後的 6 個月內，舉行一次成員大會，作為其周年成員大會；或
- (ii) 於該會計參照期結束後的 3 個月內，舉行一次成員大會，作為其周年成員大會，
- 兩者以較遲者為準。(由 2018 年第 35 號第 63 條修訂)
- (3) 如某公司已藉第 371 條所指的董事決議，或藉根據該條交付處長的通知，縮短某會計參照期，則 ——
- (a) 如該公司屬私人公司或擔保有限公司，它須 ——
- (i) 於該經縮短的會計參照期結束後的 9 個月內，舉行一次成員大會，作為其周年成員大會；或
- (ii) 於該董事決議的日期後的 3 個月內，舉行一次成員大會，作為其周年成員大會，
- 兩者以較遲者為準；及
- (b) 如該公司屬任何其他公司，它須 ——
- (i) 於該經縮短的會計參照期結束後的 6 個月內，舉行一次成員大會，作為其周年成員大會；或

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- (b) in the case of any other company, 6 months after the end of its accounting reference period by reference to which the financial year is to be determined.
- (2) If the accounting reference period mentioned in subsection (1) is the first accounting reference period of the company and is longer than 12 months, the company must hold a general meeting as its annual general meeting within the following period—
- (a) in the case of a private company or a company limited by guarantee—
- (i) 9 months after the first anniversary of the company's incorporation; or
- (ii) 3 months after the end of that accounting reference period,
- whichever is the later; and
- (b) in the case of any other company—
- (i) 6 months after the first anniversary of the company's incorporation; or
- (ii) 3 months after the end of that accounting reference period,
- whichever is the later. (Amended 35 of 2018 s. 63)
- (3) If a company has by a directors' resolution under section 371 or a notice delivered to the Registrar under that section, shortened an accounting reference period, the company must hold a general meeting as its annual general meeting within the following period—
- (a) in the case of a private company or a company limited by guarantee—
- (i) 9 months after the end of the shortened accounting reference period; or

- (ii) 於該董事決議的日期後的 3 個月內，舉行一次成員大會，作為其周年成員大會，
兩者以較遲者為準。
- (4) 第 (1)、(2) 及 (3) 款所述的私人公司，並不包括在有關財政年度的任何時間屬某公眾公司的附屬公司的私人公司。
- (5) 如於在其他情況下容許就某公司的某財政年度舉行周年成員大會的限期結束前，有人提出申請，而原訟法庭因任何理由，認為延長該限期是合適的，原訟法庭可藉命令，將該限期延長一段在該命令中指明的期間。
- (6) 如於在其他情況下容許就某公司的某財政年度舉行周年成員大會的限期，已根據第 (5) 款延長，則該公司須在經如此延長的限期內舉行成員大會，作為其周年成員大會。
- (7) 如公司違反第 (1)、(2)、(3) 或 (6) 款，原訟法庭可應有關公司任何成員的申請 ——
- (a) 召開或指示召開該公司的成員大會；及
- (b) 作出原訟法庭認為合宜的附帶或相應指示，包括 ——
- (i) 內容為在召開、舉行及進行該成員大會方面，對該公司的章程細則的施行予以變通或補充的指示；及
- (ii) 內容為該公司一名成員親身出席或委派代表出席須視為構成會議的指示。
- (8) 除原訟法庭另有指示外，根據第 (7) 款舉行的成員大會，須視為有關公司就它沒有按照本條為之舉行周年成員大會的財政年度而舉行的周年成員大會。
- (9) 如公司違反第 (1)、(2)、(3) 或 (6) 款，或違反根據第 (7) 款作出的指示，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款。

- (ii) 3 months after the date of the directors' resolution, whichever is the later; and
- (b) in the case of any other company—
- (i) 6 months after the end of the shortened accounting reference period; or
- (ii) 3 months after the date of the directors' resolution, whichever is the later.
- (4) A private company mentioned in subsections (1), (2) and (3) does not include a private company that is, at any time during the financial year, a subsidiary of a public company.
- (5) If for any reason the Court thinks fit to do so, it may, on an application made before the end of the period otherwise allowed for holding an annual general meeting in respect of a financial year of a company, by order extend that period by a further period specified in the order.
- (6) If the period otherwise allowed for holding an annual general meeting in respect of a financial year of a company has been extended under subsection (5), the company must hold a general meeting as its annual general meeting within the period as so extended.
- (7) If a company contravenes subsection (1), (2), (3) or (6), the Court may, on application by any member of the company—
- (a) call, or direct the calling of, a general meeting of the company; and
- (b) give any ancillary or consequential directions that the Court thinks expedient, including—
- (i) a direction modifying or supplementing, in relation to the calling, holding and conducting of the meeting, the operation of the company's articles; and

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611. 對不活動公司豁免舉行周年成員大會的規定

- (1) 公司如屬第 5(1) 條所指的不活動公司，則第 610 條不適用於該公司。
- (2) 如上述公司進行任何會計交易，則自該會計交易的日期起，第 (1) 款不再具有效力。

612. 公司無須舉行周年成員大會的情況

- (1) 如有以下情況，公司無須按照第 610 條舉行周年成員大會 ——
 - (a) 所有須在或擬在該成員大會上（藉決議或其他方式）作出的事情，均藉書面決議作出；而
 - (b) 如無本款規定本須根據本條例在該成員大會上提交該公司省覽或交出的每份文件的文本，均已在該書面決議傳閱日期當日或之前，向每名成員提供。
- (2) 公司如有以下情況，亦無須按照第 610 條舉行周年成員大會 ——

- (ii) a direction that one member of the company present in person or by proxy is to be regarded as constituting a meeting.

- (8) Subject to any directions of the Court, a general meeting held under subsection (7) is to be regarded as an annual general meeting of the company in respect of the financial year in respect of which the company has failed to hold an annual general meeting in accordance with this section.
- (9) If a company contravenes subsection (1), (2), (3) or (6), or contravenes a direction given under subsection (7), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.

611. Exemption of dormant company from requirement to hold annual general meeting

- (1) Section 610 does not apply to a company that is a dormant company under section 5(1).
- (2) If such a company enters into an accounting transaction, subsection (1) ceases to have effect on and after the date of the accounting transaction.

612. Circumstances in which company not required to hold annual general meeting

- (1) A company is not required to hold an annual general meeting in accordance with section 610 if—
 - (a) everything that is required or intended to be done at the meeting (by resolution or otherwise) is done by a written resolution; and
 - (b) a copy of each document that under this Ordinance would otherwise be required to be laid before the company at the meeting or otherwise produced at the

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- (a) 該公司只有一名成員；或
- (b) 以下所有說明均獲符合 ——
 - (i) 該公司已藉按照第 613(1) 條通過的決議，免除舉行該周年成員大會；
 - (ii) 該公司未有根據第 614(1) 條撤銷該決議，或該公司雖然已根據該條撤銷該決議，但根據第 614(2)(b) 條無須舉行周年成員大會；
 - (iii) 該公司沒有成員根據第 613(5) 條要求舉行該周年成員大會。

613. 免除舉行周年成員大會

- (1) 公司可藉按照第 (3) 款通過的決議，免除按照第 610 條舉行周年成員大會。
- (2) 第 (1) 款所述的決議，可藉一項書面決議通過，亦可在某成員大會上通過。
- (3) 儘管本條例任何其他條文另有規定，第 (1) 款所述的決議須獲有關公司所有符合以下說明的成員通過，方視為通過 ——
 - (a) 在該決議的日期有權就該決議表決；或
 - (b) (如屬書面決議) 在該決議的傳閱日期有權就該決議表決。
- (4) 第 (1) 款所指的決議 ——

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- meeting is provided to each member, on or before the circulation date of the written resolution.
- (2) A company is also not required to hold an annual general meeting in accordance with section 610 if—
 - (a) the company has only one member; or
 - (b) all of the following are satisfied—
 - (i) the company has by resolution passed in accordance with section 613(1) dispensed with the holding of the annual general meeting;
 - (ii) the company has not revoked the resolution under section 614(1), or the company has revoked the resolution under that section but is not required to hold an annual general meeting under section 614(2)(b);
 - (iii) no member of the company has required the holding of the annual general meeting under section 613(5).

613. Dispensation with annual general meeting

- (1) A company may, by resolution passed in accordance with subsection (3), dispense with the holding of annual general meetings in accordance with section 610.
- (2) A resolution mentioned in subsection (1) may be passed by a written resolution or at a general meeting.
- (3) Despite any other provision of this Ordinance, a resolution mentioned in subsection (1) is only to be regarded as passed if it has been passed by all members of the company who—
 - (a) are entitled to vote on the resolution on the date of the resolution; or
 - (b) in the case of a written resolution, are entitled to vote on the resolution on the circulation date of the resolution.

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- (a) (凡第 610 條指明為某財政年度舉行有關公司的周年成員大會的限期已屆滿) 就該財政年度不具效力；及
- (b) 並不影響任何因沒有舉行周年成員大會而已招致的法律責任。
- (5) 如周年成員大會若非有本條規定本須於某限期內就某財政年度舉行，而該成員大會並未舉行，則有關公司的任何成員可要求就該財政年度舉行周年成員大會；但該要求須在該限期結束前的 3 個月之前，藉向該公司發出通知提出。
- (6) 第 (5) 款所述的通知，須採用印本形式或電子形式發出。
- (7) 如有第 (5) 款所述的通知發出，則第 610 條就該通知所關乎的財政年度而適用。

614. 撤銷免除周年成員大會的決議

- (1) 公司可藉通過表明撤銷一項第 613(1) 條所述的決議的普通決議，撤銷該項決議。
- (2) 如第 613(1) 條所述的決議遭撤銷，或因其他原因而不再具有效力，有關公司 ——
 - (a) 須按照第 610 條舉行周年成員大會；但
 - (b) 無須就某財政年度舉行周年成員大會 (指若非有本段本須在該決議不再具有效力後的 3 個月內舉行者)。
- (3) 凡有關公司有責任按照根據第 613(5) 條發出的通知，就某財政年度舉行周年成員大會，第 (2) 款並不影響該責任。

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- (4) A resolution under subsection (1)—
 - (a) is not to have effect for the financial year in respect of which the period specified in section 610 for holding an annual general meeting of the company has expired; and
 - (b) does not affect any liability already incurred by reason of default in holding an annual general meeting.
- (5) If an annual general meeting would be required to be held in respect of a financial year but for this section, and the meeting has not been held, any member of the company may, by notice to the company not later than 3 months before the end of the period within which the company would be required to hold an annual general meeting in respect of that financial year but for this section, require the holding of an annual general meeting in respect of that financial year.
- (6) A notice mentioned in subsection (5) must be given in hard copy form or in electronic form.
- (7) If a notice mentioned in subsection (5) is given, section 610 applies in respect of the financial year to which the notice relates.

614. Revocation of resolution dispensing with annual general meeting

- (1) A company may revoke a resolution mentioned in section 613(1) by passing an ordinary resolution to that effect.
- (2) If a resolution mentioned in section 613(1) is revoked or otherwise ceases to have effect, the company—
 - (a) is required to hold an annual general meeting in accordance with section 610; but
 - (b) is not required to hold an annual general meeting in respect of a financial year that, but for this paragraph,

615. 成員有權力要求傳閱周年成員大會的決議

- (1) 如公司根據第 610 條須舉行周年成員大會，該公司的成員可要求該公司向有權收到該周年成員大會的通知的公司成員，發出關於可在該成員大會上恰當地動議並擬在該成員大會上動議的決議的通知。
- (2) 公司如收到以下成員的要求，要求發出某決議的通知，則須發出該通知 ——
 - (a) 佔全體有權在該要求所關乎的周年成員大會上，就該決議表決的成員的總表決權最少 2.5% 的公司成員；或
 - (b) 最少 50 名有權在該要求所關乎的周年成員大會上就該決議表決的成員。
- (3) 要求 ——
 - (a) 可採用印本形式或電子形式送交有關公司；
 - (b) 須指出有待發出通知所關乎的決議；
 - (c) 須經所有提出該要求的人認證；及
 - (d) 須於以下時間送抵該公司 ——
 - (i) 該要求所關乎的周年成員大會舉行前的 6 個星期之前；或
 - (ii) (如在上述時間之後送抵該公司的話) 該成員大會的通知發出之時。

would be required to be held within 3 months after the resolution ceases to have effect.

- (3) Subsection (2) does not affect any obligation of the company to hold an annual general meeting in respect of a financial year in accordance with a notice given under section 613(5).

615. Members' power to request circulation of resolution for annual general meeting

- (1) If a company is required to hold an annual general meeting under section 610, the members of the company may request the company to give, to members of the company entitled to receive notice of the annual general meeting, notice of a resolution that may properly be moved and is intended to be moved at that meeting.
- (2) A company must give notice of a resolution if it has received requests that it do so from—
 - (a) the members of the company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or
 - (b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate.
- (3) A request—
 - (a) may be sent to the company in hard copy form or in electronic form;
 - (b) must identify the resolution of which notice is to be given;
 - (c) must be authenticated by the person or persons making it; and
 - (d) must be received by the company not later than—

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616. 公司有責任傳閱周年成員大會的決議

- (1) 根據第 615 條須就某決議發出通知的公司須 ——
 - (a) 按發出有關周年成員大會的通知的同樣方式；及
 - (b) 在發出該成員大會的通知的同時，或在發出該成員大會的通知後，在合理的切實可行的範圍內盡快，自費將該決議的通知的文本，送交每名有權收到該成員大會的通知的公司成員。
- (2) 可在某周年成員大會上處理的事務，包括已按照第 (1) 款發出的通知所關乎的決議。
- (3) 就第 (2) 款而言，即使意外遺漏向一名或多於一名成員發出通知，該通知仍須視為已按照第 (1) 款發出。
- (4) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款。

第 11 次分部 —— 決議及會議的紀錄

617. 公司只有一名成員時的書面紀錄

- (1) 如某公司只有一名成員，而該成員作出符合以下說明的決定 ——
 - (a) 可由該公司在成員大會上作出；及

616. Company's duty to circulate resolution for annual general meeting

- (1) A company that is required under section 615 to give notice of a resolution must send a copy of it at the company's own expense to each member of the company entitled to receive notice of the annual general meeting—
 - (a) in the same manner as the notice of the meeting; and
 - (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.
- (2) The business that may be dealt with at an annual general meeting includes a resolution of which notice is given in accordance with subsection (1).
- (3) For the purposes of subsection (2), notice is to be regarded as having been given in accordance with subsection (1) despite the accidental omission to give notice to one or more members.
- (4) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5.

Subdivision 11—Records of Resolutions and Meetings

617. Written record where company has only one member

- (1) This section applies if a company has only one member and that member takes any decision that—
 - (a) may be taken by the company at a general meeting; and

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- (b) 在猶如已獲該公司在成員大會上同意的情況下具有效力，
本條即適用。
- (2) 除非有關決定是以書面決議方式作出，否則有關成員須在作出該決定後的 7 日內，向該公司提供該決定的書面紀錄。
- (3) 任何人違反第 (2) 款，即屬犯罪，可處第 3 級罰款。
- (4) 第 (2) 款遭違反，並不影響該款所述的任何決定的有效性。

618. 決議及會議等的紀錄

- (1) 公司須備存包含以下各項的紀錄 ——
- (a) 所有並非在成員大會上通過的成員決議的文本；
 - (b) 成員大會的所有議事程序的紀錄；及
 - (c) 所有按照第 617(2) 條或《前身條例》第 116BC(1) 條向該公司提供的書面紀錄。
- (2) 公司須備存第 (1) 款所指的文本、議事程序的紀錄或書面紀錄最少 10 年，該期間自有關決議、會議或決定（視屬何情況而定）的日期起計。
- (3) 如公司違反第 (1) 或 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$1,000。

619. 須於何處備存紀錄

- (1) 公司須將指明紀錄備存於 ——（由 2018 年第 35 號第 64 條修訂）
- (a) 該公司的註冊辦事處；或

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- (b) has effect as if agreed by the company at a general meeting.
- (2) The member must, unless the decision is taken by way of a written resolution, provide the company with a written record of that decision within 7 days after the decision is made.
- (3) A person who contravenes subsection (2) commits an offence and is liable to a fine at level 3.
- (4) A contravention of subsection (2) does not affect the validity of any decision mentioned in that subsection.

618. Records of resolutions and meetings, etc.

- (1) A company must keep records comprising—
- (a) copies of all resolutions of members passed otherwise than at general meetings;
 - (b) minutes of all proceedings of general meetings; and
 - (c) all written records provided to the company in accordance with section 116BC(1) of the predecessor Ordinance or section 617(2).
- (2) A company must keep the copy, minutes or written record under subsection (1) for at least 10 years from the date of the resolution, meeting or decision, as the case may be.
- (3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

619. Place where records must be kept

- (1) A company must keep a specified record at— (*Amended 35 of 2018 s. 64*)
- (a) the company's registered office; or

- (b) 某訂明地方。
- (2) 公司須將指明紀錄備存所在的地方，通知處長。該通知須符合指明格式，並須在該指明紀錄首次在該地方備存後的 15 日內，交付處長登記。(由 2018 年第 35 號第 64 條修訂)
- (3) 凡指明紀錄備存所在的地方有任何更改(公司的註冊辦事處地址的更改除外)，公司須將更改通知處長。該通知須符合指明格式，並須在該更改後的 15 日內，交付處長登記。(由 2018 年第 35 號第 64 條修訂)
- (4) 第 (2) 款並不規定公司在以下情況下，將指明紀錄備存所在的地方，通知處長——
- (a) 就於本條的生效日期[#]當日或之後開始存在的指明紀錄而言——該指明紀錄時刻備存於該公司的註冊辦事處；或
- (b) 如指明紀錄屬第 618(1) 條所述的決議的文本、議事紀錄或書面紀錄，並在該生效日期[#]之前開始存在，則就該指明紀錄而言——
- (i) 在緊接該生效日期[#]前，由該公司為《前身條例》第 119A 條的施行而備存；及
- (ii) 於該生效日期[#]當日及之後，為第 618 條的施行而備存於在緊接該生效日期[#]前備存該指明紀錄所在的地方。(由 2018 年第 35 號第 64 條代替)
- (5) 如公司違反第 (1)、(2) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$1,000。
- (6) 在本條中——
- 指明紀錄** (specified record) 指——
- (a) 按照第 481(1) 條記錄的以下紀錄：在《2018 年公司(修訂)(第 2 號)條例》(2018 年第 35 號) 第 64 條的

- (b) a prescribed place.
- (2) A company must notify the Registrar of the place at which a specified record is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the specified record is first kept at that place. (Amended 35 of 2018 s. 64)
- (3) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which a specified record is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change. (Amended 35 of 2018 s. 64)
- (4) Subsection (2) does not require a company to notify the Registrar of the place at which a specified record is kept, if—
- (a) for a specified record that came into existence on or after the commencement date[#] of this section—it has at all times been kept at the company's registered office; or
- (b) for a specified record that is a copy of a resolution, minutes or written record mentioned in section 618(1) which came into existence before that commencement date[#]—
- (i) immediately before that commencement date[#], the company kept the specified record for the purposes of section 119A of the predecessor Ordinance; and
- (ii) on and after that commencement date[#], the specified record is kept for the purposes of section 618 at the place at which it was kept immediately before that commencement date[#]. (Replaced 35 of 2018 s. 64)
- (5) If a company contravenes subsection (1), (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and,

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生效日期 * 當日或之後舉行的董事會議的議事程序的紀錄；

- (b) 按照第 483(1) 條記錄的以下決議：在《2018 年公司 (修訂) (第 2 號) 條例》(2018 年第 35 號) 第 64 條的生效日期 * 當日或之後董事在不舉行會議的情況下通過的決議；
- (c) 第 483(1) 條所述的以下書面紀錄：私人公司的唯一董事在《2018 年公司 (修訂) (第 2 號) 條例》(2018 年第 35 號) 第 64 條的生效日期 * 當日或之後作出的決定的書面紀錄；或
- (d) 第 618(1) 條所述的決議的文本、議事紀錄或書面紀錄；(由 2018 年第 35 號第 64 條增補)

訂明 (prescribed) 指根據第 657 條訂立的規例所訂明。

編輯附註：

生效日期：2014 年 3 月 3 日。

* 生效日期：2019 年 2 月 1 日。

620. 查閱及要求文本的權利

- (1) 公司的成員一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱該公司根據第 618 條備存的紀錄。

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in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

- (6) In this section—

prescribed (訂明) means prescribed by regulations made under section 657; (*Amended 35 of 2018 s. 64*)

specified record (指明紀錄) means—

- (a) the minutes recorded in accordance with section 481(1) of proceedings at a meeting of directors held on or after the commencement date* of section 64 of the Companies (Amendment) (No. 2) Ordinance 2018 (35 of 2018);
- (b) the resolutions passed by directors without a meeting on or after the commencement date* of section 64 of the Companies (Amendment) (No. 2) Ordinance 2018 (35 of 2018) and recorded in accordance with section 481(1);
- (c) the written record mentioned in section 483(1) of a decision taken by the sole director of a private company on or after the commencement date* of section 64 of the Companies (Amendment) (No. 2) Ordinance 2018 (35 of 2018); or
- (d) the copy of a resolution, minutes or written record mentioned in section 618(1). (*Added 35 of 2018 s. 64*)

Editorial Note:

Commencement date: 3 March 2014.

* Commencement date: 1 February 2019.

620. Right to inspect and request copy

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect, in

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- (2) 有關公司的成員一經提出要求及繳付訂明費用，即有權按照根據第 657 條訂立的規例，獲提供任何上述紀錄的文本。
- (3) 在本條中 ——
訂明 (prescribed) 指根據第 657 條訂立的規例所訂明。

621. 紀錄作為決議等的證據

- (1) 如並非在成員大會上通過的成員決議的紀錄，是根據第 618(1)(a) 條備存的，而該紀錄看來是由有關公司的任何董事或公司秘書簽署，則 ——
- (a) 該紀錄是該決議獲通過的證據；及
- (b) 在相反證明成立之前，本條例中關於該等議事程序的規定須視為已獲遵守。
- (2) 根據第 618(1)(b) 條備存的成員大會的議事程序的紀錄，如看來是由該成員大會的主席簽署，或看來是由下一次成員大會的主席簽署，則該紀錄是該等議事程序的證據。
(由 2018 年第 35 號第 65 條修訂)
- (3) 如公司某成員大會的議事程序，根據第 (2) 款藉紀錄證明，則在相反證明成立之前 —— (由 2018 年第 35 號第 65 條修訂)
- (a) 該成員大會須視為已妥為舉行及召開；
- (b) 該成員大會上的一切議事程序，均須視為已妥為進行；及
- (c) 所有在該成員大會上作出的委任，均須視為有效。

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accordance with regulations made under section 657, the records kept by the company under section 618.

- (2) A member of the company is entitled, on request and on payment of a prescribed fee, to be provided with a copy of any of those records in accordance with regulations made under section 657.
- (3) In this section—
prescribed (訂明) means prescribed by regulations made under section 657.

621. Records as evidence of resolutions etc.

- (1) If the record of a resolution of members passed otherwise than at a general meeting is kept under section 618(1)(a) and purports to be signed by a director of the company or company secretary of the company, then—
- (a) the record is evidence of the passing of the resolution; and
- (b) until the contrary is proved, the requirements of this Ordinance with respect to those proceedings are to be regarded as having been complied with.
- (2) The minutes of proceedings of a general meeting kept under section 618(1)(b), if purporting to be signed by the chairperson of that meeting or by the chairperson of the next general meeting, are evidence of the proceedings. (Amended 35 of 2018 s. 65)
- (3) If the proceedings of a general meeting of a company are evidenced by minutes under subsection (2), then, until the contrary is proved— (Amended 35 of 2018 s. 65)
- (a) the meeting is to be regarded as having been duly held and convened;

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- (4) 如公司只有一名成員，而該成員按照第 617(2) 條，向該公司提供一份關於某決定的書面紀錄，則該紀錄是該成員已作出該決定的充分證據。

622. 某些決議等的註冊及關於某些決議等的規定

(1) 本條適用於 ——

- (a) 特別決議，但根據第 107 或 770 條通過的更改公司名稱的特別決議除外；
- (b) 符合以下說明的決議：該決議已獲公司全體成員同意，而該決議如非如此獲同意，則除非以特別決議的方式通過，否則就其本身的目的而言本屬無效；
- (c) 符合以下說明的決議或協議：該決議或協議已獲某類別的全體成員同意，而該決議或協議如非如此獲同意，則除非獲特定過半數成員通過或以某種其他特定方式通過，否則就其本身的目的而言本屬無效；
- (d) 雖然未獲所有屬某類別的成員同意但實際上約束該等成員的決議或協議；
- (e) 為第 359(1)(b)(iii) 條的目的而給予的同意所構成的協議；
- (f) 為第 360(1)(a) 及 (2)(a) 條的目的而通過的決議；(由 2018 年第 35 號第 66 條修訂)
- (g) 根據第 613 條獲通過的決議；
- (h) 根據《公司(清盤及雜項條文)條例》(第 32 章) 第 228(1)(a) 條通過的一項規定某公司須自發清盤的決議；

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- (b) all proceedings at the meeting are to be regarded as having duly taken place; and
- (c) all appointments made at the meeting are to be regarded as valid.

- (4) If a company has only one member and that member provides the company with a written record of a decision in accordance with section 617(2), the record is sufficient evidence of the decision having been taken by the member.

622. Registration of and requirements relating to certain resolutions, etc.

(1) This section applies to—

- (a) a special resolution, other than a special resolution to change the name of a company passed under section 107 or 770;
- (b) a resolution agreed to by all the members of a company that, if not so agreed to, would not have been effective for its purpose unless passed as a special resolution;
- (c) a resolution or agreement agreed to by all the members of a class that, if not so agreed to, would not have been effective for its purpose unless passed by some particular majority or otherwise in some particular manner;
- (d) a resolution or agreement that effectively binds all the members of a class though not agreed to by all those members;
- (e) an agreement made for the purposes of section 359(1)(b)(iii);
- (f) a resolution passed for the purposes of section 360(1)(a) and (2)(a); (*Amended 35 of 2018 s. 66*)
- (g) a resolution passed under section 613;

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- (i) 更改公司的章程細則中任何事宜或條文(指該等章程細則明文批准可藉普通決議而更改者)的決議;
 - (j) 原訟法庭更改某公司的章程細則的命令,而根據第 96 條,該命令的文本是須交付予處長的;及
 - (k) 原訟法庭更改 (a)、(b)、(c)、(d)、(e)、(f)、(g)、(h) 或 (i) 段提述的決議或協議的命令。
- (2) 有關公司須於第 (1)(k) 款所指的命令作出後的 15 日內,或於有關決議通過後的 15 日內,或於有關協議訂立後的 15 日內,將該命令、決議或協議的文本交付處長登記。
- (3) 有關公司須確保當其時有效的決議、協議或原訟法庭命令的文本,被收錄或附錄於(視屬何情況而定)——
- (a) 每份在該決議通過後發出的章程細則;或
 - (b) 每份在該協議訂立後或該原訟法庭命令作出後發出的章程細則。
- (4) 如原有公司的章程細則未根據本條例或任何《舊有公司條例》註冊,第 (3) 款不適用於該公司。
- (5) 如有關公司是原有公司,而其章程細則並未根據本條例或任何《舊有公司條例》註冊,該公司須應任何成員的要求,免費向該成員送交當其時有效的決議、協議或原訟法庭命令的文本。
- (6) 如有關決議或協議並非以書面作出,則在第 (2)、(3) 及 (5) 款中提述該決議或協議的文本之處,須解釋為列出該決議或協議的條款的書面備忘錄。
- (7) 如公司違反第 (2) 款,該公司及其每名責任人均屬犯罪,可各處第 3 級罰款,如有關罪行是持續的罪行,則可就該罪行持續期間的每一日,另各處罰款 \$300。
- (8) 如公司違反第 (3) 或 (5) 款,該公司及其每名責任人均屬犯罪,可各處第 3 級罰款。
- (9) 就第 (7) 及 (8) 款而言,公司的清盤人或臨時清盤人須視為該公司的高級人員。

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- (h) a resolution requiring a company to be wound up voluntarily, passed under section 228(1)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);
 - (i) a resolution varying any matter or provision in the articles of a company that is expressly authorized by the articles to be varied by ordinary resolution;
 - (j) an order of the Court (which alters a company's articles) a copy of which is required to be delivered to the Registrar under section 96; and
 - (k) an order of the Court which alters a resolution or an agreement referred to in paragraph (a), (b), (c), (d), (e), (f), (g), (h) or (i).
- (2) The company must deliver a copy of the order under subsection (1)(k), resolution or agreement to the Registrar for registration within 15 days after it is made or passed.
- (3) The company must ensure that a copy of the resolution, agreement or order of the Court that is for the time being in force is included in or annexed to every copy of the articles issued, as the case may be—
- (a) after the passing of the resolution; or
 - (b) after the making of the agreement or the order of the Court.
- (4) Subsection (3) does not apply to an existing company whose articles have not been registered under this Ordinance or any former Companies Ordinance.
- (5) If the company is an existing company whose articles have not been registered under this Ordinance or any former Companies Ordinance, the company must send a copy of the resolution, agreement or order of the Court that is for the

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time being in force to any member at that member's request, without charge.

- (6) If the resolution or agreement is not in writing, a reference to a copy of the resolution or agreement in subsections (2), (3) and (5) is to be construed as a written memorandum setting out the terms of the resolution or agreement.
- (7) If a company contravenes subsection (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.
- (8) If a company contravenes subsection (3) or (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.
- (9) For the purposes of subsections (7) and (8), a liquidator or provisional liquidator of the company is to be regarded as an officer of the company.

第 12 次分部 —— 對某類別成員的會議的適用範圍

623. 對有股本的公司的某類別的股份的股份持有人的會議的適用範圍

- (1) 除第 (2) 及 (3) 款另有規定外，本分部 (第 10 次分部除外) 經必需的變通後，就某類別的公司股份的股份持有人的會議而適用，一如本分部就成員大會而適用。
- (2) 第 566、567、568、570 及 575 條並不就某類別的公司股份的股份持有人的會議而適用。
- (3) 除第 (2) 款所述的各條文外，第 585 及 591 條並不就關於更改某類別的股份所附帶的權利的會議 (**更改某類別的股份權利的會議**) 而適用。
- (4) 更改某類別的股份權利的會議的法定人數是 ——

Subdivision 12—Application to Class Meetings

623. Application to class meetings of companies with share capital

- (1) Subject to subsections (2) and (3), this Division (except Subdivision 10) applies, with necessary modifications, in relation to a meeting of holders of shares in a class of a company's shares as it applies in relation to a general meeting.
- (2) Sections 566, 567, 568, 570 and 575 do not apply in relation to a meeting of holders of shares in a class of a company's shares.
- (3) In addition to those sections mentioned in subsection (2), sections 585 and 591 do not apply in relation to a meeting in

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- (a) (如並非屬經延期的會議) 2 名合共持有最少三分之一的有關類別的股份的股份持有人的總表決權的人親身出席或委派代表出席會議；及
- (b) (如屬經延期的會議) 一名持有任何屬該類別的股份的人親身出席或委派代表出席會議。
- (5) 就第 (4) 款而言，如任何人委派代表出席，而該代表獲授權就某些股份行使表決權，該人須視為只持有該等股份。
- (6) 在更改某類別的股份權利的會議中，親身出席或委派代表出席的任何屬該類別的股份的股份持有人，可要求以投票方式表決。
- (7) 就本條而言 ——
 - (a) 修訂公司的章程細則的條文以更改某類別的股份所附帶的權利，或將該等條文加插在章程細則內，均須視為更改該等權利；及
 - (b) 提述更改某類別的股份所附帶的權利，包括廢止該等權利。

624. 對無股本的公司的某類別成員的會議的適用範圍

- (1) 除第 (2) 及 (3) 款另有規定外，本分部 (第 10 次分部除外) 經必需的變通後，就公司某類別成員的會議而適用，一如本分部就成員大會而適用。
- (2) 第 566、567、568、570 及 575 條並不就某類別成員的會議而適用。

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- connection with the variation of the rights attached to shares in a class (*variation of class rights meeting*).
- (4) The quorum for a variation of class rights meeting is—
 - (a) in the case of a meeting other than an adjourned meeting, 2 persons present in person or by proxy together holding at least one-third of the total voting rights of holders of shares in the class; and
 - (b) in the case of an adjourned meeting, one person present in person or by proxy holding any shares in the class.
- (5) For the purposes of subsection (4), if a person is present by proxy, that person is to be regarded as holding only the shares in respect of which the proxy is authorized to exercise voting rights.
- (6) At a variation of class rights meeting, any holder of shares in the class who is present in person or by proxy may demand a poll.
- (7) For the purposes of this section—
 - (a) any amendment of a provision in a company's articles for the variation of the rights attached to shares in a class, or the insertion of such a provision into the articles, is itself to be regarded as a variation of those rights; and
 - (b) a reference to the variation of the rights attached to shares in a class includes the abrogation of those rights.

624. Application to class meetings of companies without share capital

- (1) Subject to subsections (2) and (3), this Division (except Subdivision 10) applies, with necessary modifications, in relation to a meeting of a class of members of a company

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- (3) 除第 (2) 款所述的各條文外，第 585 及 591 條並不就關於更改某類別成員的權利的會議 (**更改某類別成員權利的會議**) 而適用。
- (4) 更改某類別成員權利的會議的法定人數是 ——
 - (a) (如並非屬經延期的會議) 2 名合共佔最少三分之一的有關類別成員的總表決權的成員親身出席或委派代表出席會議；及
 - (b) (如屬經延期的會議) 一名屬該類別的成員親身出席或委派代表出席會議。
- (5) 在更改某類別成員權利的會議中，親身出席或委派代表出席的成員可要求以投票方式表決。
- (6) 就本條而言 ——
 - (a) 修訂公司的章程細則的條文以更改某類別成員的權利，或將該等條文加插在章程細則內，均須視作更改該等權利；及
 - (b) 提述更改某類別成員的權利，包括廢止該等權利。

第 2 分部 —— 登記冊 (重要控制人登記冊除外)

(由 2018 年第 3 號第 3 條修訂)

第 1 次分部 —— 導言

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- without a share capital as it applies in relation to a general meeting.
- (2) Sections 566, 567, 568, 570 and 575 do not apply in relation to a meeting of a class of members.
- (3) In addition to those sections mentioned in subsection (2), sections 585 and 591 do not apply in relation to a meeting in connection with the variation of the rights of a class of members (**variation of class rights meeting**).
- (4) The quorum for a variation of class rights meeting is—
 - (a) in the case of a meeting other than an adjourned meeting, 2 members of the class present in person or by proxy together representing at least one-third of the total voting rights of members of the class; and
 - (b) in the case of an adjourned meeting, one member of the class present (in person or by proxy).
- (5) At a variation of class rights meeting, any member present in person or by proxy may demand a poll.
- (6) For the purposes of this section—
 - (a) any amendment of a provision in a company's articles for the variation of the rights of a class of members, or the insertion of such a provision into the articles, is itself to be regarded as a variation of those rights; and
 - (b) a reference to the variation of the rights of a class of members includes the abrogation of those rights.

Division 2—Registers (other than Register of Significant Controllers)

(Amended 3 of 2018 s. 3)

Subdivision 1—Preliminary

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第 625 條

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625. 釋義

在本部中 ——

訂明 (prescribed) 指根據第 657 條訂立的規例所訂明。

625. Interpretation

In this Division—

prescribed (訂明) means prescribed by regulations made under section 657.

第 2 次分部 —— 成員登記冊

Subdivision 2—Register of Members

626. 釋義

在本次分部中 ——

登記支冊 (branch register) 除在第 640 條以外，指根據第 636 條備存的成員登記支冊。

626. Interpretation

In this Subdivision—

branch register (登記支冊) means, except in section 640, a branch register of members kept under section 636.

627. 成員登記冊

- (1) 公司須備存一份採用中文或英文的成員登記冊。
- (2) 公司須將以下詳情記入成員登記冊 ——
 - (a) 其成員的姓名或名稱及地址；
 - (b) 每人被記入該登記冊成為成員的日期；及
 - (c) 任何人不再是成員的日期。
- (3) 有股本的公司須將述明以下事宜的陳述，連同有關成員的姓名或名稱及地址，記入成員登記冊 ——
 - (a) 每名成員所持股份，如該等股份有號碼，則須以其號碼將每一股份加以識別；及
 - (b) 已就每名成員的股份繳付的款額，或獲同意視為已就每名成員的股份繳付的款額。
- (4) 公司須在收到關於第 (2) 及 (3) 款規定的詳情的通知後的 2 個月內，將有關詳情記入成員登記冊。
- (5) 如第 (2)(c) 款所述的人在某日期不再是成員，所有在登記冊內於該日期是關乎該人的記項，可在自該日期起計的 10 年的限期結束後，予以銷毀。

627. Register of members

- (1) A company must keep in the English or Chinese language a register of members.
- (2) A company must enter in the register of members—
 - (a) the names and addresses of its members;
 - (b) the date on which each person is entered in the register as a member; and
 - (c) the date on which any person ceases to be a member.
- (3) In the case of a company having a share capital, the company must enter in the register of members, with the names and addresses of the members, a statement of—
 - (a) the shares held by each member, distinguishing each share by its number so long as the share has a number; and
 - (b) the amount paid or agreed to be considered as paid on the shares of each member.

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- (6) 公司須保留在緊接第 (5) 款生效日期[#]前列入成員登記冊的細節的文本，直至有關成員不再是成員後的 10 年為止。
- (7) 如公司違反第 (1)、(4) 或 (6) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

628. 須於何處備存登記冊

- (1) 公司須將其成員登記冊備存於 ——
 - (a) 該公司的註冊辦事處；或
 - (b) 某訂明地方。
- (2) 公司須將成員登記冊備存所在的地方，通知處長。該通知須符合指明格式，並須在該登記冊首次在該地方備存後的 15 日內，交付處長登記。
- (3) 凡成員登記冊備存所在的地方有任何更改（公司的註冊辦事處地址的更改除外），公司須將更改通知處長。該通知須符合指明格式，並須在該更改後的 15 日內，交付處長登記。

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- (4) A company must enter in the register of members the particulars required under subsections (2) and (3) within 2 months after the company has received notice of the particulars concerned.
- (5) In the case of a person mentioned in subsection (2)(c), all entries in the register relating to that person on the date on which the person ceased to be a member may be destroyed after the end of a period of 10 years from that date.
- (6) A company must retain a copy of any details that were included in the register of members immediately before the commencement date[#] of subsection (5) until 10 years after the member concerned ceased to be a member.
- (7) If a company contravenes subsection (1), (4) or (6), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Editorial Note:

[#] Commencement date: 3 March 2014.

628. Place where register must be kept

- (1) A company must keep its register of members at—
 - (a) the company's registered office; or
 - (b) a prescribed place.
- (2) A company must notify the Registrar of the place at which the register of members is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (3) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of members is kept.

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- (4) 第 (2) 款並不規定公司在以下情況下，將成員登記冊備存所在的地方通知處長 ——
- (a) 就於本條的生效日期[#]當日或之後開始存在的登記冊而言，該登記冊時刻備存於該公司的註冊辦事處；或
- (b) 在 ——
- (i) 緊接該生效日期[#]前，該公司為《前身條例》第 95 條的施行而備存某登記冊；而
- (ii) 該生效日期[#]當日及之後，該登記冊為第 627 條的施行而備存於在緊接該生效日期[#]前備存該登記冊所在的地方，作為成員登記冊。
- (5) 如公司違反第 (1)、(2) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。**629. 公司只有一名成員的陳述**

- (1) 如在某人不再是某公司的成員後，該公司的成員人數隨之而減至一人，則在該人不再是成員一事根據第 627(2)(c) 條記入其成員登記冊的日期後的 15 日內，該公司須將以下事項記入該登記冊 ——
- (a) 一項述明該公司只有一名成員的陳述；及

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The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.

- (4) Subsection (2) does not require a company to notify the Registrar of the place at which the register of members is kept—
- (a) if, in the case of a register that came into existence on or after the commencement date[#] of this section, it has at all times been kept at the company's registered office; or
- (b) if—
- (i) immediately before that commencement date[#], the company kept a register for the purposes of section 95 of the predecessor Ordinance; and
- (ii) on and after that commencement date[#], that register is kept as a register of members for the purposes of section 627 at the place at which it was kept immediately before that commencement date[#].
- (5) If a company contravenes subsection (1), (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Editorial Note:

[#] Commencement date: 3 March 2014.**629. Statement that company has only one member**

- (1) If, after a person ceases to be a member of a company, the number of members of the company falls to one, the company must, within 15 days after the date on which the cessation is entered in its register of members under section 627(2)(c), enter in the register—

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- (b) 該公司成為只有一名成員的公司的日期。
- (2) 如某公司的成員人數由一人增加至 2 人或多於 2 人，則在新成員的詳情根據第 627(2) 條記入其成員登記冊的日期後的 15 日內，該公司須將以下事項記入該登記冊 ——
- (a) 一項述明該公司不再只有一名成員的陳述；及
- (b) 該情況發生的日期。
- (3) 如公司違反第 (1) 或 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

630. 成員索引

- (1) 凡公司有超過 50 名成員，除非其成員登記冊所採用的形式使其本身已具備索引的功能，否則該公司須備存公司成員的姓名或名稱索引。
- (2) 有關公司須在其成員登記冊有任何更改的日期後的 15 日內，對有關索引作出任何必需的更改。
- (3) 有關公司須確保有關索引就每名成員載有足夠的標示，使人能輕易找到登記冊內關於該成員的記述。
- (4) 有關公司須將有關索引時刻備存於備存其成員登記冊所在的地方。
- (5) 如公司違反第 (1)、(2)、(3) 或 (4) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

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- (a) a statement that it has only one member; and
- (b) the date on which it became a company having only one member.
- (2) If the membership of a company increases from one to 2 or more members, the company must, within 15 days after the date on which the particulars of the new member are entered in its register of members under section 627(2), enter in the register—
- (a) a statement that it has ceased to have only one member; and
- (b) the date on which that event occurred.
- (3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

630. Index of members

- (1) A company having more than 50 members must keep an index of the names of the members of the company, unless its register of members is in a form that constitutes in itself an index.
- (2) The company must make any necessary alteration in the index within 15 days after the date on which any alteration is made in its register of members.
- (3) The company must ensure that the index contains, in respect of each member, a sufficient indication to enable the account of that member in the register to be readily found.
- (4) The company must keep the index at the same place as its register of members at all times.

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631. 查閱及要求文本的權利

- (1) 公司的成員一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱該公司的成員登記冊及成員的姓名或名稱索引。
- (2) 任何其他人一經以訂明方式提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，查閱上述登記冊及索引。
- (3) 任何人一經提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，獲提供上述登記冊或索引（或其任何部分）的文本。

632. 閉封成員登記冊的權力

- (1) 公司可在按照第 (2) 款發出通知後，將其成員登記冊或該登記冊內關乎持有任何類別的股份的成員的部分，閉封一段或多於一段期間，但在任何一年之中，閉封期合計不得超過 30 日。
- (2) 第 (1) 款所指的通知 ——
 - (a) 如由上市公司發出，則 ——
 - (i) 須按照適用於有關證券市場的《上市規則》發出；或
 - (ii) 須藉在一份於香港廣泛流通的報章上的廣告發出；及

- (5) If a company contravenes subsection (1), (2), (3) or (4), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

631. Right to inspect and request copy

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of members of the company, and the index of members' names, in accordance with regulations made under section 657.
- (2) Any other person is entitled, on request made in the prescribed manner and on payment of a prescribed fee, to inspect the register and index in accordance with regulations made under section 657.
- (3) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register or index, or any part of it, in accordance with regulations made under section 657.

632. Power to close register of members

- (1) A company may, on giving notice in accordance with subsection (2), close its register of members, or the part of it relating to members holding shares of any class, for any period or periods not exceeding in the whole 30 days in each year.
- (2) A notice for the purposes of subsection (1)—
 - (a) if the company is a listed company, must be given—
 - (i) in accordance with the listing rules applicable to the stock market; or

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- (b) 如由任何其他公司發出，則須藉在一份於香港廣泛流通的報章上的廣告發出。
- (3) 就任何一年而言，第(1)款所述的 30 日期間，可藉於該年內通過的公司成員的決議，予以延長。
- (4) 第(1)款所述的 30 日期間，不得在任何年度延長一段超過 30 日的額外期間，或多於一段合計超過 30 日的額外期間。
- (5) 如有人尋求查閱根據本條閉封的登記冊或登記冊的任何部分，而該人提出要求，有關公司須應有關要求，提供由該公司的公司秘書簽署的證明書，述明該登記冊或該登記冊部分被閉封的期間，以及述明誰人授權閉封。
- (6) 如公司違反第(5)款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

633. 原訟法庭更正登記冊的權力

- (1) 如 ——
- (a) 任何人的姓名或名稱在無充分因由下，被記入某公司的成員登記冊，或從某公司的成員登記冊略去；或
- (b) 任何人已不再是成員一事，沒有記入該登記冊，或在將該事記入該登記冊一事上，出現不必要的延遲，則任何感到受屈的人、該公司任何成員或該公司，均可向原訟法庭申請，要求更正該登記冊。
- (2) 如有根據第(1)款提出的申請，原訟法庭可 ——
- (a) 拒絕批准該申請；或

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- (ii) by advertisement in a newspaper circulating generally in Hong Kong; and
- (b) in the case of any other company, must be given by advertisement in a newspaper circulating generally in Hong Kong.
- (3) The period of 30 days mentioned in subsection (1) may be extended in respect of any year by a resolution of the company's members passed in that year.
- (4) The period of 30 days mentioned in subsection (1) must not be extended for a further period or periods exceeding 30 days in the whole in any year.
- (5) A company must, on demand, provide any person seeking to inspect a register or part of a register that is closed under this section with a certificate signed by the company secretary of the company stating the period for which, and by whose authority, it is closed.
- (6) If a company contravenes subsection (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

633. Power of Court to rectify register

- (1) If—
- (a) the name of any person is, without sufficient cause, entered in or omitted from the register of members of a company; or
- (b) default is made or unnecessary delay takes place in entering in the register the fact of any person having ceased to be a member,
- a person aggrieved, or any member of the company, or the company, may apply to the Court for rectification of the register.

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- (b) 在符合第 167 條的規定下，命令更正有關登記冊，以及命令有關公司向任何感到受屈的一方支付該方所蒙受的任何損害賠償。
- (3) 在符合第 167 條的規定下，原訟法庭可應第 (1) 款所指的申請 ——
 - (a) 就關乎任何人 (該人須屬要求將該人的姓名或名稱記入登記冊或從登記冊略去的申請的一方) 的所有權的問題作出判決，不論該問題 ——
 - (i) 是在成員之間或指稱成員之間產生；或
 - (ii) 是在成員或指稱成員與公司之間產生；及
 - (b) 概括地就對更正該登記冊屬必需予以決定或宜予決定的問題，作出判決。
- (4) 如本條例規定公司須將關乎其成員的詳情交付處長登記，原訟法庭在作出更正登記冊的命令時，須藉其命令，指示該公司向處長發出關於該項更正的通知。

634. 信託不得記入登記冊

關於任何明訂、隱含或法律構成信託的通知，均不得 ——

- (a) 記入有關公司的成員登記冊；或
- (b) 獲處長接收。

635. 在沒有相反證據下登記冊是證明

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- (2) If an application is made under subsection (1), the Court may—
 - (a) refuse the application; or
 - (b) subject to section 167, order rectification of the register and payment by the company of any damages sustained by any party aggrieved.
- (3) Subject to section 167, on an application under subsection (1), the Court—
 - (a) may decide any question relating to the title of any person who is a party to the application to have the person's name entered in or omitted from the register, whether the question arises—
 - (i) between members or alleged members; or
 - (ii) between members or alleged members on the one hand and the company on the other hand; and
 - (b) generally may decide any question necessary or expedient to be decided for rectification of the register.
- (4) In the case of a company required by this Ordinance to deliver particulars relating to its members to the Registrar for registration, the Court, when making an order for rectification of the register, must by its order direct notice of the rectification to be given to the Registrar.

634. Trusts not to be entered in register

No notice of any trust (whether expressed, implied or constructive) may be—

- (a) entered in the register of members of a company; or
- (b) receivable by the Registrar.

635. Register to be proof in the absence of contrary evidence

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在沒有相反證據的情況下，成員登記冊即屬本條例規定或准許加入該登記冊的事宜的證明。

636. 成員登記支冊

- (1) 如有股本的公司的章程細則批准它在香港以外地方備存該公司居於當地的成員的登記支冊，該公司可於當地備存該登記支冊。
- (2) 開始備存登記支冊的公司，須在如此行事後的 15 日內，將符合指明格式的通知交付處長登記，該通知須述明備存該登記支冊所在的地址。
- (3) 備存登記支冊的公司，須在備存該登記支冊所在的地址有所更改後的 15 日內，就更改該地址一事，將符合指明格式的通知，交付處長登記。
- (4) 如公司違反第 (2) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

637. 備存登記支冊

- (1) 登記支冊的備存方式，須等同於按本條例規定的備存有關公司的成員登記冊（**登記主冊**）的方式。
- (2) 於某地方備存登記支冊的公司，可按根據第 632 條閉封有關登記主冊的同樣方式，閉封該登記支冊，但該條所述的廣告，須於在該地方廣泛流通的報章上刊登。
- (3) 備存登記支冊的公司須 ——
 - (a) 安排於備存該公司的登記主冊所在的地方，備存該登記支冊的複本；及

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In the absence of evidence to the contrary, the register of members is proof of any matters that are by this Ordinance required or authorized to be inserted in it.

636. Branch register of members

- (1) A company having a share capital may keep in a place outside Hong Kong a branch register of its members resident there if it is authorized to do so by its articles.
- (2) A company that begins to keep a branch register must deliver to the Registrar for registration a notice in the specified form within 15 days after doing so, stating the address where the branch register is kept.
- (3) A company that keeps a branch register must deliver to the Registrar for registration a notice in the specified form of any change in the address where the branch register is kept, within 15 days after the change.
- (4) If a company contravenes subsection (2) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

637. Keeping of branch register

- (1) A branch register must be kept in the same manner in which the company's register of members (***the principal register***) is by this Ordinance required to be kept.
- (2) A company that keeps a branch register may close it in the same manner in which the principal register may be closed under section 632 except that the advertisement mentioned in that section must be inserted in a newspaper circulating generally in the place in which the branch register is kept.
- (3) A company that keeps a branch register—

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- (b) 於在該登記支冊作出記項後 15 日內 ——
- (i) 將該記項的文本，傳轉至其註冊辦事處；及
 - (ii) 更新該登記支冊的複本。
- (4) 就本條例的所有目的而言，登記支冊的複本，須視為登記主冊的一部分。
- (5) 在本條例條文的規限下，公司可藉其章程細則，就備存登記支冊的事宜，訂立它認為合適的條文。
- (6) 如公司違反第 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

638. 在登記支冊內登記的股份的交易

- (1) 在某公司的登記支冊內登記的股份，須與在該公司的成員登記冊內登記的股份有所區分。
- (2) 關於在某登記支冊內登記的任何股份的交易，在該項登記持續有效期間，不得在任何其他登記冊內登記。

639. 中止登記支冊

- (1) 公司可中止登記支冊。
- (2) 如某公司中止登記支冊，該登記支冊的所有記項，均須轉移至 ——

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- (a) must cause a duplicate of it to be kept at the place at which the company's principal register is kept; and
- (b) must, within 15 days after an entry is made in the branch register—
 - (i) transmit a copy of the entry to its registered office; and
 - (ii) update the duplicate of the branch register.
- (4) A duplicate of a branch register is to be regarded for all the purposes of this Ordinance as part of the principal register.
- (5) Subject to the provisions of this Ordinance, a company may by its articles make any provision that it thinks fit respecting the keeping of branch registers.
- (6) If a company contravenes subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

638. Transactions in shares registered in branch register

- (1) The shares registered in a branch register of a company must be distinguished from those registered in the company's register of members.
- (2) No transaction with respect to any shares registered in a branch register may, during the continuance of that registration, be registered in any other register.

639. Discontinuance of branch register

- (1) A company may discontinue a branch register.
- (2) If a company discontinues a branch register, all the entries in that register must be transferred to—

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- (a) 該公司在香港以外的同一地方備存的另一登記支冊；或
- (b) 該公司的成員登記冊。
- (3) 如某公司中止登記支冊，該公司須在如此行事後的 15 日內，將符合指明格式的通知交付處長登記，告知處長以下事項 ——
 - (a) 中止該登記支冊；及
 - (b) 所有記項轉移至的登記冊。
- (4) 如公司違反第 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

640. 關於非香港公司在香港備存的登記支冊的條文

根據在香港以外任何地方施行的法律成立為法團的公司，如根據該等法律有權在香港備存其居於香港的成員的登記支冊，財政司司長可藉命令，作出內容如下的指示 ——

- (a) 該等登記支冊須備存於該命令指明的某個在香港的地方；
- (b) 在該命令指明的任何變通或適應性修改的規限下，第 631 及 633 條適用於該等在香港備存的登記支冊，並就該等登記支冊而適用，一如該等條文適用於成員登記冊並就成員登記冊而適用。

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- (a) some other branch register kept in the same place outside Hong Kong by the company; or
- (b) the company's register of members.
- (3) If a company discontinues a branch register, it must within 15 days after the discontinuance deliver to the Registrar for registration a notice in the specified form informing the Registrar of—
 - (a) the discontinuance; and
 - (b) the register to which all the entries have been transferred.
- (4) If a company contravenes subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

640. Provisions as to branch registers of non-Hong Kong companies kept in Hong Kong

If under the law in force in any place outside Hong Kong, companies incorporated under that law have power to keep in Hong Kong branch registers of their members resident in Hong Kong, the Financial Secretary may by order direct that—

- (a) those branch registers must be kept at a place in Hong Kong as specified in the order;
- (b) sections 631 and 633, subject to any modifications and adaptations specified in the order, apply to and in relation to those branch registers kept in Hong Kong as they apply to and in relation to the registers of members.

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- (1) 公司須備存一份採用中文或英文的董事登記冊。
- (2) 除第 56(5)、(6)(a) 及 (7)(a) 條另有規定外，公司須將每名屬該公司的董事或備任董事（如有的話）的人的所需詳情（第 643 條指明者），記入董事登記冊。
- (3) 公司須將董事登記冊備存於——
 - (a) 該公司的註冊辦事處；或
 - (b) 某訂明地方。
- (4) 公司須將董事登記冊備存所在的地方，通知處長。該通知須符合指明格式，並須在該登記冊首次在該地方備存後的 15 日內，交付處長登記。
- (5) 凡董事登記冊備存所在的地方有任何更改（公司的註冊辦事處地址的更改除外），公司須將更改通知處長。該通知須符合指明格式，並須在該更改後的 15 日內，交付處長登記。
- (6) 第 (4) 款並不規定公司在以下情況下，將董事登記冊備存所在的地方通知處長——
 - (a) 就於本條的生效日期[#]當日或之後開始存在的登記冊而言，該登記冊時刻備存於該公司的註冊辦事處；或
 - (b) 在——
 - (i) 緊接該生效日期[#]前，該公司為《前身條例》第 158 條的施行而備存某登記冊；而
 - (ii) 該生效日期[#]當日及之後，該登記冊在其關乎該公司的董事或備任董事的範圍內，為第 (1) 款的施行而備存於在緊接該生效日期[#]前備存該登記冊所在的地方，作為董事登記冊。
- (7) 如公司違反第 (1)、(2)、(3)、(4) 或 (5) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

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- (1) A company must keep in the English or Chinese language a register of directors.
- (2) Subject to section 56(5), (6)(a) and (7)(a), a company must enter in the register of directors the required particulars specified in section 643 of each person who is a director or reserve director (if any) of the company.
- (3) A company must keep the register of directors at—
 - (a) the company's registered office; or
 - (b) a prescribed place.
- (4) A company must notify the Registrar of the place at which the register of directors is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (5) A company must notify the Registrar of any change (other than a change of the address of the company's registered office) in the place at which the register of directors is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (6) Subsection (4) does not require a company to notify the Registrar of the place at which the register of directors is kept—
 - (a) if, in the case of a register that came into existence on or after the commencement date[#] of this section, it has at all times been kept at the company's registered office; or
 - (b) if—
 - (i) immediately before that commencement date[#], the company kept a register for the purposes of section 158 of the predecessor Ordinance; and
 - (ii) on and after that commencement date[#], that register, in so far as it relates to the directors or

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生效日期：2014 年 3 月 3 日。

reserve directors of the company, is kept as a register of directors for the purposes of subsection (1) at the place at which it was kept immediately before that commencement date[#].

- (7) If a company contravenes subsection (1), (2), (3), (4) or (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Editorial Note:

Commencement date: 3 March 2014.

642. 查閱及要求文本的權利

- (1) 公司的成員一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱該公司的董事登記冊。
- (2) 任何其他人一經以訂明方式提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，查閱有關登記冊。
- (3) 任何人一經提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，獲提供有關登記冊（或其任何部分）的文本。

643. 須登記的董事的詳情

- (1) 如公司是私人公司（但如公司屬某公司集團的成員，而有上市公司屬該公司集團的成員，則屬例外），其董事登記冊須載有每名董事的以下詳情——
 - (a) 如有關董事是自然人——

642. Right to inspect and request copy

- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of directors of the company in accordance with regulations made under section 657.
- (2) Any other person is entitled, on request made in the prescribed manner and on payment of the prescribed fee, to inspect the register in accordance with regulations made under section 657.
- (3) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register, or any part of it, in accordance with regulations made under section 657.

643. Particulars of directors to be registered

- (1) If a company is a private company (other than one that is a member of a group of companies of which a listed company is a member), its register of directors must contain the following particulars with respect to each director—

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- (i) 現時的名字及姓氏、前用名字或姓氏 (如有的話) 及別名 (如有的話) ;
- [#](ii) 通常住址及通訊地址 ; 及
- (iii) 身分證號碼或 (如該董事沒有身分證) 所持有的任何護照的號碼及簽發國家 ; 及
- (b) 如有關董事是法人團體, 其法人名稱及註冊辦事處或主要辦事處的地址。
- (2) 如公司是公眾公司、擔保有限公司或私人公司 (指屬某公司集團的成員的私人公司, 而有上市公司屬該公司集團的成員), 其董事登記冊須載有每名董事的以下詳情 ——
 - (a) 現時的名字及姓氏、前用名字或姓氏 (如有的話) 及別名 (如有的話) ;
 - [#](b) 通常住址及通訊地址 ; 及
 - (c) 身分證號碼或 (如該董事沒有身分證) 所持有的任何護照的號碼及簽發國家。
- (3) 如公司是只有一名成員的私人公司, 而該成員是該公司的唯一董事, 其董事登記冊須載有該公司的備任董事 (如有的話) 的以下詳情 ——
 - (a) 現時的名字及姓氏、前用名字或姓氏 (如有的話) 及別名 (如有的話) ;
 - [#](b) 通常住址及通訊地址 ; 及
 - (c) 身分證號碼或 (如該董事沒有身分證) 所持有的任何護照的號碼及簽發國家。
- (4) 在本條中 ——

名字 (forename) 包括教名或取名 ;

住址 (residential address) ——

 - (a) 不包括在酒店的地址, 但如該地址所關乎的人據稱就本條而言並無其他永久性地址, 則屬例外 ; 及
 - (b) 不包括郵政信箱號碼 ;

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- (a) if the director is a natural person—
 - (i) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - [#](ii) the usual residential address and a correspondence address; and
 - (iii) the number of the identity card or, if the director does not have an identity card, the number and issuing country of any passport held by the director; and
- (b) if the director is a body corporate, the corporate name and the address of its registered or principal office.
- (2) If a company is a public company, a company limited by guarantee, or a private company that is a member of a group of companies of which a listed company is a member, its register of directors must contain the following particulars with respect to each director—
 - (a) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - [#](b) the usual residential address and a correspondence address; and
 - (c) the number of the identity card or, if the director does not have an identity card, the number and issuing country of any passport held by the director.
- (3) If a company is a private company having only one member and that member is the sole director of the company, its register of directors must contain the following particulars with respect to the reserve director of the company (if any)—
 - (a) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - [#](b) the usual residential address and a correspondence address; and

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姓氏 (surname) 就一個通常以有別於姓氏的稱銜為人所認識的人而言，指該稱銜。

- #(5) 就第 (1)(a)(ii)、(2)(b) 及 (3)(b) 款而言，通訊地址不得是郵政信箱號碼。
- (6) 在本條中，提述前用名字或姓氏 ——
- (a) 就任何人而言，不包括 ——
- (i) 在該人年滿 18 歲之前已被更改或棄用的名字或姓氏；及
- (ii) 已被更改或棄用最少 20 年的名字或姓氏；
- (b) 就通常以有別於姓氏的稱銜為人所認識的人而言，不包括該人於採用或繼承該稱銜之前為人所認識的姓名；及
- (c) 就已婚女士而言，不包括她於婚前為人所認識的名字或姓氏。
- (7) 財政司司長可藉在憲報刊登的公告，修訂第 (1)、(2)、(3)、(4)、(5) 或 (6) 款。

編輯附註：

第 643(1)(a)(ii)、(2)(b) 及 (3)(b) 條 (在該條與通訊地址有關的範圍內) 及第 643(5) 條尚未實施。

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- (c) the number of the identity card or, if the director does not have an identity card, the number and issuing country of any passport held by the director.

(4) In this section—

forename (名字) includes a Christian or given name;

residential address (住址)—

- (a) does not include an address at a hotel unless the person to whom it relates is stated, for the purposes of this section, to have no other permanent address; and
- (b) does not include a post office box number;

surname (姓氏), for a person usually known by a title different from the person's surname, means that title.

- #(5) For the purposes of subsections (1)(a)(ii), (2)(b) and (3)(b), a correspondence address must not be a post office box number.
- (6) In this section, a reference to a former forename or surname does not include—
- (a) in relation to a person—
- (i) a forename or surname that was changed or ceased to be used before the person attained the age of 18 years; and
- (ii) a forename or surname that has been changed or ceased to be used for a period of at least 20 years;
- (b) in relation to a person usually known by a title different from the person's surname, the name by which the person was known before the adoption of or succession to the title; and
- (c) in relation to a married woman, a name or surname by which she was known before her marriage.
- (7) The Financial Secretary may, by notice published in the Gazette, amend subsection (1), (2), (3), (4), (5) or (6).

644. 保障某些詳情免受查閱

(尚未實施)

- (1) 儘管有第 642(1)、(2) 及 (3) 條的規定，公司可保留以下載於其董事登記冊的詳情，而不向查閱該登記冊或要求獲提供該登記冊或其任何部分的文本的人，提供該等詳情——
 - (a) 作為某董事或備任董事的通常住址而載於該登記冊的地址；及
 - (b) 某董事的身分證或護照號碼，或某備任董事的身分證或護照號碼。
- (2) 公司只可按訂明方式及在訂明範圍內，行使第 (1) 款所指的權力。

645. 將董事的委任及更改通知處長的責任

- (1) 如某人獲委任為公司的董事（但根據第 453(3) 或 (4) 條或第 454(2) 或 (3) 條委任者除外），該公司須在該項委任作出後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有——
 - (a) 該公司的董事登記冊指明的該董事的詳情；
 - (b) 一份陳述書，述明該人已接受該項委任；及
 - (c) （如該人屬自然人）一份陳述書，述明該人已年滿 18 歲。
- (2) 有關公司須在提名任何人為其備任董事後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有所有關乎該人且須載於該公司的董事登記冊的詳情。

Editorial Note:

Section 643(1)(a)(ii), (2)(b) and (3)(b) in so far as it relates to a correspondence address and section 643(5) are not yet in operation.

644. Protection of certain particulars from inspection

(Not yet in operation)

- (1) Despite section 642(1), (2) and (3), a company may withhold the following particulars contained in its register of directors from a person who inspects the register or requests for a copy of it or any part of it—
 - (a) an address contained in the register as the usual residential address of a director or reserve director; and
 - (b) the number of the identity card or passport of a director or reserve director.
- (2) A company may only exercise the power under subsection (1) in the prescribed manner and to the prescribed extent.

645. Duty to notify Registrar of appointment and change

- (1) If a person is appointed as director of a company otherwise than under section 453(3) or (4) or section 454(2) or (3), the company must, within 15 days after the appointment, deliver to the Registrar for registration a notice in the specified form containing—
 - (a) the director's particulars specified in its register of directors;
 - (b) a statement that the person has accepted the appointment; and
 - (c) if the person is a natural person, a statement that he or she has attained the age of 18 years.

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- (3) 如某人獲提名為私人公司的備任董事，該公司須在該項提名作出後的 15 日內，將符合指明格式的陳述書交付處長登記，該陳述書須述明該人已接受該項提名以及該人已年滿 18 歲。
- (4) 如某人停止擔任公司的董事或備任董事，或公司的董事登記冊所載的詳情有任何更改，該公司須在該人停任後或有關詳情有所更改後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有——
 - (a) 該人停任或有關詳情有所更改的詳情，以及該事件發生的日期；及
 - (b) 該格式指明的其他事項。
- [#](5) 如第 56(7)(b) 條不容許有關公司在第 (4) 款所指的通知內，述明某董事的通訊地址已改為該條第 (i) 或 (ii) 節指明的地址以外的地址，則第 (4) 款並不就該更改而適用。
- (6) 如公司違反第 (1)、(2)、(3) 或 (4) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

編輯附註：

[#] 第 645(5) 條尚未實施。

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- (2) The company must, within 15 days after the nomination of a person as a reserve director of the company, deliver to the Registrar for registration a notice in the specified form containing all the particulars with respect to that person that are required to be contained in its register of directors.
- (3) If a person is nominated as a reserve director of a private company, the company must, within 15 days after the nomination, deliver to the Registrar for registration a statement in the specified form that the person has accepted the nomination and has attained the age of 18 years.
- (4) If a person ceases to be a director or reserve director of a company or there is any change in the particulars contained in the register of directors of a company, the company must, within 15 days after the cessation or change, deliver to the Registrar for registration a notice in the specified form containing—
 - (a) the particulars of cessation or change and the date on which it occurred; and
 - (b) other matters that are specified in the form.
- [#](5) If the company is not allowed under section 56(7)(b) to state in a notice under subsection (4) that a director's correspondence address is changed to an address other than the address specified in subparagraph (i) or (ii) of that section, subsection (4) does not apply in relation to that change.
- (6) If a company contravenes subsection (1), (2), (3) or (4), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Editorial Note:

[#] Section 645(5) is not yet in operation.

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第 622 章

第 12 部 —— 第 2 分部
第 646 條

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646. 董事的披露責任

- (1) 公司董事須就關乎該董事並就第 643 及 645 條而言屬所需的事宜，向該公司發出通知。
- (2) 公司備任董事須就關乎該備任董事並就第 643 及 645 條而言屬所需的事宜，向該公司發出通知。
- (3) 任何人違反第 (1) 或 (2) 款，即屬犯罪，可處第 4 級罰款。

647. 處長須備存董事索引

- (1) 處長須備存關於每名屬公司董事或私人公司備任董事的人的索引。
- (2) 上述索引所載的詳情，須包含每名董事或備任董事的以下詳情——
 - (a) 有關董事或備任董事的姓名或名稱及地址；
 - (b) 就該董事或備任董事送交處長的最新詳情；及
 - (c) 可辨別出的該董事或備任董事擔任董事或備任董事的每間公司的名稱。
- (3) 根據本條備存的索引，須開放予任何人在繳付訂明費用後查閱。
- [#](4) 儘管有第 (3) 款的規定，以下載於有關索引的詳情，不得根據該款開放予任何人查閱——
 - (a) 有關董事或備任董事的通常住址；及
 - (b) 該董事的身分證或護照的完整號碼，或該備任董事的身分證或護照的完整號碼。
- [#](5) 即使有關董事或備任董事的通訊地址與通常住址相同，第 (4) 款並不影響將該董事或備任董事的通訊地址包含在有關索引內，該款亦不影響根據第 (3) 款查閱該通訊地址。

646. Duty of director to make disclosure

- (1) A director of a company must give notice to the company of matters relating to the director that are required for the purposes of sections 643 and 645.
- (2) A reserve director of a company must give notice to the company of matters relating to the reserve director that are required for the purposes of sections 643 and 645.
- (3) A person who contravenes subsection (1) or (2) commits an offence and is liable to a fine at level 4.

647. Registrar to keep an index of directors

- (1) The Registrar must keep an index of every person who is a director of a company or a reserve director of a private company.
- (2) The particulars contained in the index must, in respect of each director or reserve director, include—
 - (a) the name and address of the director or reserve director;
 - (b) the latest particulars sent to the Registrar in respect of the director or reserve director; and
 - (c) the name of each company of which the director or reserve director can be identified as a director or reserve director.
- (3) The index kept under this section must be open for inspection by any person on payment of a prescribed fee.
- [#](4) Despite subsection (3), the following particulars contained in the index must not be open for inspection under that subsection—
 - (a) the usual residential address of the director or reserve director; and

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編輯附註：

第 647(4) 及 (5) 條尚未實施。

(b) the full number of the identity card or passport of the director or reserve director.

#(5) Subsection (4) does not affect the inclusion in the index of a correspondence address of the director or reserve director, nor does it affect the inspection of the correspondence address under subsection (3), even if the correspondence address is the same as the usual residential address of the director or reserve director.

Editorial Note:

Section 647(4) and (5) is not yet in operation.

第 4 次分部 —— 公司秘書登記冊

Subdivision 4—Register of Company Secretaries

648. 公司秘書登記冊

648. Register of company secretaries

- (1) 公司須備存一份採用中文或英文的公司秘書登記冊。
- (2) 公司須將擔任該公司的公司秘書或聯名公司秘書的人的所需詳情 (第 650 條指明者)，記入公司秘書登記冊。
- (3) 公司須將公司秘書登記冊備存於 ——
 - (a) 該公司的註冊辦事處；或
 - (b) 某訂明地方。
- (4) 公司須將公司秘書登記冊備存所在的地方，通知處長。該通知須符合指明格式，並須在該登記冊首次在該地方備存後的 15 日內，交付處長登記。
- (5) 凡公司秘書登記冊備存所在的地方有任何更改 (公司的註冊辦事處地址的更改除外)，公司須將更改通知處長。該通知須符合指明格式，並須在該更改後的 15 日內，交付處長登記。
- (6) 第 (4) 款並不規定公司在以下情況下，將公司秘書登記冊備存所在的地方通知處長 ——

- (1) A company must keep in the English or Chinese language a register of company secretaries.
- (2) A company must enter in the register of company secretaries the required particulars specified in section 650 of a person who is, or persons who are the company secretary or joint company secretaries of the company.
- (3) A company must keep the register of company secretaries at—
 - (a) the company's registered office; or
 - (b) a prescribed place.
- (4) A company must notify the Registrar of the place at which the register of company secretaries is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (5) A company must notify the Registrar of any change (other than a change of the address of the company's registered

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第 12 部 —— 第 2 分部
第 649 條

- (a) 就於本條的生效日期[#]當日或之後開始存在的登記冊而言，該登記冊時刻備存於該公司的註冊辦事處；或
- (b) 在 ——
- (i) 緊接該生效日期[#]前，該公司為《前身條例》第 158 條的施行而備存某登記冊；而
- (ii) 該生效日期[#]當日及之後，該登記冊在其關乎該公司的公司秘書或聯名公司秘書的範圍內，為第 (1) 款的施行而備存於在緊接該生效日期[#]前備存該登記冊所在的地方，作為公司秘書登記冊。
- (7) 如公司違反第 (1)、(2)、(3)、(4) 或 (5) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

649. 查閱及要求文本的權利

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- office) in the place at which the register of company secretaries is kept. The notice must be in the specified form and delivered to the Registrar for registration within 15 days after the change.
- (6) Subsection (4) does not require a company to notify the Registrar of the place at which the register of company secretaries is kept—
- (a) if, in the case of a register that came into existence on or after the commencement date[#] of this section, it has at all times been kept at the company's registered office; or
- (b) if—
- (i) immediately before that commencement date[#], the company kept a register for the purposes of section 158 of the predecessor Ordinance; and
- (ii) on and after that commencement date[#], that register, in so far as it relates to the company secretary or joint company secretaries of the company, is kept as a register of company secretaries for the purposes of subsection (1) at the place at which it was kept immediately before that commencement date[#].
- (7) If a company contravenes subsection (1), (2), (3), (4) or (5), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Editorial Note:

[#] Commencement date: 3 March 2014.

649. Right to inspect and request copy

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第 12 部 —— 第 2 分部
第 650 條

- (1) 公司的成員一經以訂明方式提出要求，即有權按照根據第 657 條訂立的規例，免費查閱該公司的公司秘書登記冊。
- (2) 任何其他人一經以訂明方式提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，查閱有關登記冊。
- (3) 任何人一經提出要求及繳付訂明費用，均有權按照根據第 657 條訂立的規例，獲提供有關登記冊 (或其任何部分) 的文本。

650. 須登記的公司秘書的詳情

- (1) 公司的公司秘書登記冊須載有有關公司秘書 (如有聯名公司秘書，則須載有每名聯名公司秘書) 的以下詳情 ——
 - (a) 如有關公司秘書是自然人 ——
 - (i) 現時的名字及姓氏、前用名字或姓氏 (如有的話) 及別名 (如有的話)；
 - (ii) 通訊地址；及 (由 2018 年第 35 號第 67 條修訂)
 - (iii) 身分證號碼或 (如該公司秘書沒有身分證) 所持有的任何護照的號碼及簽發國家；及
 - (b) 如有關公司秘書是法人團體，其法人名稱及註冊辦事處或主要辦事處的地址。
- (2) 如某商號的所有合夥人，均是某公司的聯名公司秘書，則可述明該商號的名稱及主要辦事處，以代替第 (1)(a) 或 (b) 款所述的詳情。
- (3) 在本條中 ——

名字 (forename) 包括教名或取名；

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- (1) A member of a company is entitled, on request made in the prescribed manner and without charge, to inspect the register of company secretaries of the company in accordance with regulations made under section 657.
- (2) Any other person is entitled, on request made in the prescribed manner and on payment of the prescribed fee, to inspect the register in accordance with regulations made under section 657.
- (3) A person is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register, or any part of it, in accordance with regulations made under section 657.

650. Particulars of company secretaries to be registered

- (1) The register of company secretaries of a company must contain the following particulars with respect to the company secretary or, if there are joint company secretaries, with respect to each of them—
 - (a) if the company secretary is a natural person—
 - (i) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - (ii) the correspondence address; and
 - (iii) the number of the identity card or, if the company secretary does not have an identity card, the number and issuing country of any passport held by the company secretary; and
 - (b) if the company secretary is a body corporate, the corporate name and the address of its registered or principal office.
- (2) If all the partners in a firm are joint company secretaries of a company, the name and principal office of the firm may be

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第 622 章

第 12 部 —— 第 2 分部
第 651 條

- 姓氏** (surname) 就一個通常以有別於姓氏的稱銜為人所認識的人而言，指該稱銜。
- (4) 就第 (1)(a)(ii) 款而言，通訊地址須是一個在香港的地方，且不得是郵政信箱號碼。
- (5) 在本條中，提述前用名字或姓氏 ——
- (a) 就任何人而言，不包括 ——
- (i) 在該人年滿 18 歲之前已被更改或棄用的名字或姓氏；及
- (ii) 已被更改或棄用最少 20 年的名字或姓氏；
- (b) 就通常以有別於姓氏的稱銜為人所認識的人而言，不包括該人於採用或繼承該稱銜之前為人所認識的姓名；及
- (c) 就已婚女士而言，不包括她於婚前為人所認識的名字或姓氏。
- (6) 財政司司長可藉在憲報刊登的公告，修訂第 (1)、(2)、(3)、(4) 或 (5) 款。

651. 保障識別號碼免受查閱 (尚未實施)

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- stated instead of the particulars mentioned in subsection (1)(a) or (b).
- (3) In this section—
forename (名字) includes a Christian or given name;
surname (姓氏), for a person usually known by a title different from the person's surname, means that title.
- (4) For the purposes of subsection (1)(a)(ii), a correspondence address must be a place in Hong Kong and must not be a post office box number.
- (5) In this section, a reference to a former forename or surname does not include—
- (a) in relation to a person—
- (i) a forename or surname that was changed or ceased to be used before the person attained the age of 18 years; and
- (ii) a forename or surname that has been changed or ceased to be used for a period of at least 20 years;
- (b) in relation to a person usually known by a title different from the person's surname, the name by which the person was known before the adoption of or succession to the title; and
- (c) in relation to a married woman, a name or surname by which she was known before her marriage.
- (6) The Financial Secretary may, by notice published in the Gazette, amend subsection (1), (2), (3), (4) or (5).

651. Protection of identification number from inspection (Not yet in operation)

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第 622 章

第 12 部 —— 第 2 分部
第 652 條

- (1) 儘管有第 649(1)、(2) 及 (3) 條的規定，公司可保留載於其公司秘書登記冊的公司秘書的身分證或護照號碼，而不向查閱該登記冊或要求獲提供該登記冊或其任何部分的文本的人，提供該等詳情。
- (2) 公司只可按訂明方式及在訂明範圍內，行使第 (1) 款所指的權力。

652. 將公司秘書的委任及更改通知處長的責任

- (1) 如某人或某些人獲委任為公司的公司秘書或聯名公司秘書（但根據第 474(2) 或 (3) 條委任者除外），該公司須在該項委任作出後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有該公司的公司秘書登記冊指明的該公司秘書或聯名公司秘書的詳情。
- (2) 如某人停止擔任公司的公司秘書，或某公司的公司秘書登記冊所載的詳情有任何更改，該公司須在該人停任後或有關詳情有所更改後的 15 日內，將符合指明格式的通知交付處長登記，該通知須載有——
 - (a) 該人停任或有關詳情有所更改的詳情，以及該事件發生的日期；及
 - (b) 該格式指明的任何其他詳情。
- (3) 如公司違反第 (1) 或 (2) 款，該公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

653. 公司秘書的披露責任

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Section 652

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- (1) Despite section 649(1), (2) and (3), a company may withhold the number of the identity card or passport of a company secretary contained in its register of company secretaries from a person who inspects the register or requests for a copy of it or any part of it.
- (2) A company may only exercise the power under subsection (1) in the prescribed manner and to the prescribed extent.

652. Duty to notify Registrar of appointment and change

- (1) If a person or persons are appointed as company secretary or joint company secretaries of a company otherwise than under section 474(2) or (3), the company must, within 15 days after the appointment, deliver to the Registrar for registration a notice in the specified form containing the company secretary's or joint company secretaries' particulars specified in its register of company secretaries.
- (2) If a person ceases to be a company secretary of the company or there is any change in the particulars contained in the register of company secretaries of a company, the company must, within 15 days after the cessation or change, deliver to the Registrar for registration a notice in the specified form containing—
 - (a) the particulars of the cessation or change and the date on which it occurred; and
 - (b) any other particulars that are specified in the form.
- (3) If a company contravenes subsection (1) or (2), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

653. Duty of company secretary to make disclosure

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第 622 章第 12 部 —— 第 2A 分部
第 653A 條

- (1) 公司的公司秘書須就關乎該公司秘書並就第 650 及 652 條而言屬所需的事宜，向該公司發出通知。
- (2) 任何人違反第 (1) 款，即屬犯罪，可處第 4 級罰款。

第 2A 分部 —— 重要控制人登記冊

(第 2A 分部由 2018 年第 3 號第 4 條增補)

第 1 次分部 —— 導言

653A. 釋義

在本分部中 ——

生效日期 (commencement date) 指本分部生效的日期；

有關連人士 (related person) —— 參閱第 653G 條；

所需詳情 (required particulars) 指在附表 5B 訂明的詳情；

法律實體 (legal entity) ——

- (a) 指符合以下說明的團體：該團體（不論是否法人團體）根據管限該團體的法律，是一名法人；但
- (b) 不包括指明實體；

指明實體 (specified entity) 指 ——

- (a) 單一法團；
- (b) 國家或地區的政府，或國家或地區的某部分的政府；
- (c) 成員包括 2 個或以上國家或地區（或其政府）的國際組織；或
- (d) 國家或地區的地方當局或地方政府；

指明職能 (specified function) 就執法人員而言，指該人員在香港法律下的職能，而該職能關乎防止、偵測或調查《打擊

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- (1) A company secretary of a company must give notice to the company of matters relating to the company secretary that are required for the purposes of sections 650 and 652.
- (2) A person who contravenes subsection (1) commits an offence and is liable to a fine at level 4.

Division 2A—Register of Significant Controllers

(Division 2A added 3 of 2018 s. 4)

Subdivision 1—Preliminary

653A. Interpretation

In this Division—

applicable company (適用公司) means a company other than—

- (a) a listed company; or
- (b) a company that falls within a type of company, or class of companies, exempted by regulations made under section 653ZG(1)(a);

commencement date (生效日期) means the date of commencement of this Division;

existing company (原有公司) means a company that came into existence before the commencement date;

function (職能) includes a power and a duty;

law enforcement officer (執法人員)—see section 653B;

legal entity (法律實體)—

- (a) means a body of persons, corporate or unincorporate, that is a legal person under the law that governs it; but
- (b) does not include a specified entity;

prescribed (訂明) means prescribed by regulations made under section 657;

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第 653B 條

洗錢及恐怖分子資金籌集條例》(第 615 章)附表 1 第 1 部第 1 條所界定的洗錢或恐怖分子資金籌集；

訂明 (prescribed) 指根據第 657 條訂立的規例所訂明；

重大控制權 (significant control)—— 參閱第 653E 條；

重要控制人 (significant controller) 指 ——

- (a) 適用公司的須登記人士；或
- (b) 適用公司的須登記法律實體；

重要控制人登記冊 (significant controllers register) 指第 653H(1) 條所述的登記冊；

原有公司 (existing company) 指在生效日期前已存在的公司；

執法人員 (law enforcement officer)—— 參閱第 653B 條；

須登記人士 (registrable person)—— 參閱第 653C 條；

須登記更改 (registrable change)—— 參閱第 653F 條；

須登記法律實體 (registrable legal entity)—— 參閱第 653D 條；

適用公司 (applicable company) 指下述公司以外的公司 ——

- (a) 上市公司；或
- (b) 屬根據第 653ZG(1)(a) 條訂立的規例所豁免的公司類別或公司類型的公司；

職能 (function) 包括權力及職責。

653B. 執法人員

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Section 653B

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registrable change (須登記更改)—see section 653F;

registrable legal entity (須登記法律實體)—see section 653D;

registrable person (須登記人士)—see section 653C;

related person (有關連人士)—see section 653G;

required particulars (所需詳情) means the particulars prescribed in Schedule 5B;

significant control (重大控制權)—see section 653E;

significant controller (重要控制人) means—

- (a) a registrable person of an applicable company; or
- (b) a registrable legal entity of an applicable company;

significant controllers register (重要控制人登記冊) means the register mentioned in section 653H(1);

specified entity (指明實體) means—

- (a) a corporation sole;
- (b) a government of a country or territory, or part of a country or territory;
- (c) an international organization whose members include 2 or more countries or territories (or their governments); or
- (d) a local authority or local government in a country or territory;

specified function (指明職能), in relation to a law enforcement officer, means a function of the officer under the law of Hong Kong that is a function relating to the prevention, detection or investigation of money laundering, or terrorist financing, as defined by section 1 of Part 1 of Schedule 1 to the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615).

653B. Law enforcement officer

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第 653C 條

- (1) 就本分部而言，各下述人士屬執法人員 ——
- (a) 公司註冊處人員；
 - (b) 香港海關人員；
 - (c) 香港金融管理局人員；
 - (d) 香港警務處人員；
 - (e) 入境事務處人員；
 - (f) 稅務局人員；
 - (g) 根據《保險業條例》(第 41 章) 第 4AAA(1) 條設立的保險業監管局的人員；
 - (h) 根據《廉政公署條例》(第 204 章) 第 3 條設立的廉政公署的人員；
 - (i) 《證券及期貨條例》(第 571 章) 第 3(1) 條提述的證券及期貨事務監察委員會的人員；
 - (j) 財政司司長藉根據第 653ZG(1)(b) 條為本段的目的而訂立的規例所指明的任何政府部門或機關或法定團體的人員。
- (2) 在第 (1) 款中 ——
- 法定團體** (statutory body) 指由某條例、或根據某條例所授權力而設立或組成的團體。

653C. 須登記人士

- (1) 如某自然人或指明實體對某適用公司有重大控制權，則該人或實體屬該公司的須登記人士。

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- (1) Each of the following is a law enforcement officer for the purposes of this Division—
- (a) an officer of the Companies Registry;
 - (b) an officer of the Customs and Excise Department;
 - (c) an officer of the Hong Kong Monetary Authority;
 - (d) an officer of the Hong Kong Police Force;
 - (e) an officer of the Immigration Department;
 - (f) an officer of the Inland Revenue Department;
 - (g) an officer of the Insurance Authority established under section 4AAA(1) of the Insurance Ordinance (Cap. 41);
 - (h) an officer of the Independent Commission Against Corruption established under section 3 of the Independent Commission Against Corruption Ordinance (Cap. 204);
 - (i) an officer of the Securities and Futures Commission referred to in section 3(1) of the Securities and Futures Ordinance (Cap. 571);
 - (j) an officer of any department or agency of the Government, or of any statutory body, that is specified by the Financial Secretary by regulations made under section 653ZG(1)(b) for the purposes of this paragraph.
- (2) In subsection (1)—
- statutory body** (法定團體) means a body established or constituted by or under the authority of an Ordinance.

653C. Registrable person

- (1) If a natural person or specified entity has significant control over an applicable company, the person or entity is a registrable person of the company.

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第 653D 條

- (2) 儘管有第 (1) 款的規定，在符合第 (3) 款所指明條件的情況下，對某適用公司有重大控制權的自然人或指明實體，並不屬該公司的須登記人士。
- (3) 上述條件是指，有關自然人或指明實體，僅因以下原因而對有關公司有重大控制權 ——
- (a) 該人或實體透過該公司的須登記法律實體 (**甲實體**) 持有或擁有該公司的權利或股份，而甲實體有股份在認可證券市場上市；或
- (b) 該人或實體透過連鎖法律實體持有或擁有該公司的權利或股份，而在該連鎖中的最後一個法律實體，是該公司的須登記法律實體 (**乙實體**)，且乙實體有股份在認可證券市場上市。

附註 ——

請亦參閱第 653E 條及附表 5A，該條及附表訂定準則，以決定某人是否對某適用公司有重大控制權。

653D. 須登記法律實體

如某法律實體 ——

- (a) 是某適用公司的成員；及
- (b) 對該公司有重大控制權，

則該實體是該公司的須登記法律實體。

附註 ——

請亦參閱第 653E 條及附表 5A，該條及附表訂定準則，以決定某人是否對某適用公司有重大控制權。

653E. 如何決定某人是否對適用公司有重大控制權Part 12—Division 2A
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- (2) Despite subsection (1), a natural person or specified entity that has significant control over an applicable company is not a registrable person of the company if the condition specified in subsection (3) is satisfied.
- (3) The condition is that the natural person or specified entity has significant control over the company only because—
- (a) the person or entity holds or has rights or shares in the company through a registrable legal entity of the company (**entity A**), and entity A has any of its shares listed on a recognized stock market; or
- (b) the person or entity holds or has rights or shares in the company through a chain of legal entities with the last one in the chain being a registrable legal entity of the company (**entity B**), and entity B has any of its shares listed on a recognized stock market.

Note—

See also section 653E and Schedule 5A which provide for the criteria for determining whether a person has significant control over an applicable company.

653D. Registrable legal entity

A legal entity is a registrable legal entity of an applicable company if the entity—

- (a) is a member of the company; and
- (b) has significant control over the company.

Note—

See also section 653E and Schedule 5A which provide for the criteria for determining whether a person has significant control over an applicable company.

653E. How to determine whether person has significant control over applicable company

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第 653F 條

凡某人就某適用公司而言符合附表 5A 第 1 部所指明的一個或以上的條件，則該人對該公司有重大控制權。

653F. 須登記更改

就某人而言，凡有以下更改，即屬該人的須登記更改 ——

- (a) 該人不再是適用公司的重要控制人；或
- (b) 任何其他更改，因而令就該人而記入該公司的重要控制人登記冊內的任何詳情不正確或不完整。

653G. 有關連人士

(1) 在以下情況下，本條適用 ——

- (a) 本分部的某條文規定如下：如發出予某法律實體的通知所規定事宜不獲遵從 (**不遵從**)，該實體的有關連人士即屬犯罪；或
- (b) 根據第 653ZG 條訂立的規例中的某條文規定如下：如某條文遭違反 (**違反**)，某法律實體的有關連人士即屬犯罪。

(2) 就有關係文而言，符合以下條件的人，即屬某屬法人團體的法律實體 (**甲實體**) 的有關連人士 ——

- (a) 該人是甲實體的高級人員或幕後董事；及
- (b) 該人授權、准許或參與該項不遵從或違反。

(3) 符合以下條件的人，亦屬甲實體的有關連人士 ——

- (a) 該人是另一個法人團體的高級人員或幕後董事，而該另一個法人團體是甲實體的高級人員或幕後董事；
- (b) 該另一個法人團體授權、准許或參與該項不遵從或違反；及
- (c) 該人授權、准許或參與該項不遵從或違反。

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A person has significant control over an applicable company if the person meets one or more of the conditions specified in Part 1 of Schedule 5A in relation to the company.

653F. Registrable change

There is a registrable change with respect to a person if—

- (a) the person ceases to be a significant controller of an applicable company; or
- (b) any other change results in any particulars entered in the company's significant controllers register for the person being incorrect or incomplete.

653G. Related person

(1) This section applies if—

- (a) a provision of this Division provides that if a requirement of a notice given to a legal entity is not complied with (**failure**), a related person of the entity commits an offence; or
- (b) a provision in the regulations made under section 653ZG provides that a related person of a legal entity commits an offence if a provision is contravened (**contravention**).

(2) For the purposes of the provision, a person is a related person of a legal entity that is a body corporate (**entity A**) if—

- (a) the person is an officer or shadow director of entity A; and
- (b) the person authorizes or permits, or participates in, the failure or contravention.

(3) A person is also a related person of entity A if—

- (a) the person is an officer or shadow director of another body corporate that is an officer or shadow director of entity A;

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第 653H 條

- (4) 就有關條文而言，符合以下條件的人，即屬某並非法人團體的法律實體 (**乙實體**) 的有關連人士 ——
- (a) 該人是乙實體中類似法人團體的高級人員或幕後董事的人員 (**乙實體的相類人員**)；及
- (b) 該人授權、准許或參與該項不遵從或違反。
- (5) 符合以下條件的人，亦屬乙實體的有關連人士 ——
- (a) 該人是某法人團體的高級人員或幕後董事；
- (b) 該法人團體屬乙實體的相類人員，並授權、准許或參與該項不遵從或違反；及
- (c) 該人授權、准許或參與該項不遵從或違反。

第 2 次分部 —— 備存重要控制人登記冊

653H. 備存登記冊

- (1) 每間適用公司須備存一份該公司的重要控制人的登記冊。
- (2) 即使某適用公司沒有重要控制人，第 (1) 款亦適用於該公司。
- (3) 適用公司的重要控制人登記冊須以中文或英文備存。
- (4) 如第 (1) 或 (3) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

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- (b) the other body corporate authorizes or permits, or participates in, the failure or contravention; and
- (c) the person authorizes or permits, or participates in, the failure or contravention.
- (4) For the purposes of the provision, a person is a related person of a legal entity other than a body corporate (**entity B**) if—
- (a) the person is an officer of entity B that is similar to an officer or shadow director of a body corporate (**similar officer of entity B**); and
- (b) the person authorizes or permits, or participates in, the failure or contravention.
- (5) A person is also a related person of entity B if—
- (a) the person is an officer or shadow director of a body corporate;
- (b) the body corporate is a similar officer of entity B and authorizes or permits, or participates in, the failure or contravention; and
- (c) the person authorizes or permits, or participates in, the failure or contravention.

Subdivision 2—Keeping of Significant Controllers Register

653H. Keeping of register

- (1) Each applicable company must keep a register of its significant controllers.
- (2) Subsection (1) applies to an applicable company even if the company does not have a significant controller.
- (3) The significant controllers register of an applicable company must be kept in the English or Chinese language.

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第 653I 條

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653I. 登記冊的內容

- (1) 適用公司的重要控制人登記冊，須載有該公司知道的每名屬其重要控制人的人的以下詳情——
 - (a) 在附表 5B 訂明並適用於該人的詳情；及
 - (b) 就該人的須登記更改而言——
 - (i) 該項更改的細節；及
 - (ii) 該項更改發生的日期。
- (2) 有關登記冊亦須載有——
 - (a) 最少一名有關公司根據第 653ZC 條指定的人的姓名或名稱及聯絡資料；及
 - (b) 根據附表 5C 須就該公司在該登記冊註明的所有額外事項。
- (3) 如第 (1)(a) 或 (b) 或 (2)(a) 或 (b) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。
- (4) 為免生疑問，第 634 條並不影響適用公司的重要控制人登記冊可載有或可予記入的內容。

653J. 將詳情記入登記冊——須登記人士

- (4) If subsection (1) or (3) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

653I. Contents of register

- (1) The significant controllers register of an applicable company must contain the following particulars of each person that the company knows to be a significant controller of the company—
 - (a) the particulars prescribed in Schedule 5B that are applicable to the person; and
 - (b) for a registrable change with respect to the person—
 - (i) details of the change; and
 - (ii) the date on which the change occurs.
- (2) The register must also contain—
 - (a) the name and contact details of at least one person designated by the company under section 653ZC; and
 - (b) all the additional matters required to be noted in the register under Schedule 5C in relation to the company.
- (3) If subsection (1)(a) or (b) or (2)(a) or (b) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (4) To avoid doubt, section 634 does not affect what may be contained or entered in the significant controllers register of an applicable company.

653J. Entering of particulars in register—registrable person

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第 653K 條

- (1) 根據第 653I(1)(a) 條須就某自然人或指明實體而載於適用公司的重要控制人登記冊的詳情 ——
 - (a) 除非全部已獲該人或實體確認，否則不得記入該登記冊；及
 - (b) 須於全部獲如此確認後的 7 日內，記入該登記冊。
- (2) 根據第 653I(1)(b) 條須就某自然人或指明實體的須登記更改而載於適用公司的重要控制人登記冊的詳情 ——
 - (a) 除非全部已獲該人或實體確認，否則不得記入該登記冊；及
 - (b) 須於全部獲如此確認後的 7 日內，記入該登記冊。
- (3) 如第 (1)(a) 或 (b) 或 (2)(a) 或 (b) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。
- (4) 就本條而言，只有在以下情況下，某自然人或指明實體的某項詳情方屬獲該人或實體確認或已獲該人或實體確認 ——
 - (a) 該項詳情是由該人或實體提供或獲其確認，或已由該人或實體提供或已獲其確認；或
 - (b) 該項詳情是在該自然人或指明實體知悉的情況下由另一人提供或獲另一人確認，或已在該自然人或指明實體知悉的情況下由另一人提供或獲另一人確認。

653K. 將詳情記入登記冊 —— 須登記法律實體

- (1) 根據第 653I(1) 條須就某法律實體載於適用公司的重要控制人登記冊的某項詳情，須在該公司得知該項詳情後的 7 日內，記入該登記冊。

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- (1) The particulars required under section 653I(1)(a) to be contained in the significant controllers register of an applicable company for a natural person or specified entity—
 - (a) must not be entered in the register unless they are all confirmed by the person or entity; and
 - (b) must be entered in the register within 7 days after they have all been so confirmed.
- (2) The particulars required under section 653I(1)(b) to be contained in the significant controllers register of an applicable company for a registrable change with respect to a natural person or specified entity—
 - (a) must not be entered in the register unless they are all confirmed by the person or entity; and
 - (b) must be entered in the register within 7 days after they have all been so confirmed.
- (3) If subsection (1)(a) or (b) or (2)(a) or (b) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.
- (4) For the purposes of this section, a particular of a natural person or specified entity is or has been confirmed by that person or entity only if the particular is or has been—
 - (a) provided or confirmed by that person or entity; or
 - (b) provided or confirmed by another person with that natural person's or specified entity's knowledge.

653K. Entering of particulars in register—registrable legal entity

- (1) A particular required under section 653I(1) to be contained in the significant controllers register of an applicable company

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第 653L 條

- (2) 如第 (1) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

653L. 何時可銷毀登記冊的記項

如某人不再是某適用公司的重要控制人，在該公司的重要控制人登記冊內關乎該人的所有記項，可按以下時間予以銷毀——

- (a) 就自然人或指明實體而言——自該人或實體不再是該公司的須登記人士的日期起計的 6 年期間完結後；及
- (b) 就法律實體而言——自該實體不再是該公司的須登記法律實體的日期起計的 6 年期間完結後。

653M. 須於何處備存登記冊

- (1) 適用公司須將其重要控制人登記冊備存於——
 - (a) 該公司的註冊辦事處；或
 - (b) 某訂明地方。
- (2) 有關公司須按照第 (3) 款將其重要控制人登記冊備存所在的地方，通知處長。
- (3) 上述通知——
 - (a) 須符合指明格式；及
 - (b) 須在該登記冊首次在有關地方備存後的 15 日內，交付處長登記。

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for a legal entity must be entered in the register within 7 days after the particular comes to the notice of the company.

- (2) If subsection (1) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

653L. When may entries in register be destroyed

If a person ceases to be a significant controller of an applicable company, all the entries in the company's significant controllers register relating to the person may be destroyed—

- (a) for a natural person or specified entity—after the end of a period of 6 years from the date on which the person or entity ceased to be the company's registrable person; and
- (b) for a legal entity—after the end of a period of 6 years from the date on which the entity ceased to be the company's registrable legal entity.

653M. Place at which register must be kept

- (1) An applicable company must keep its significant controllers register at—
 - (a) the company's registered office; or
 - (b) a prescribed place.
- (2) The company must notify the Registrar in accordance with subsection (3) of the place at which its significant controllers register is kept.
- (3) The notice—
 - (a) must be in the specified form; and

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第 653N 條

- (4) 如適用公司自其重要控制人登記冊開始存在時起，已將該登記冊時刻備存於該公司的註冊辦事處，則該公司無須遵從第 (2) 款。
- (5) 在不影響第 (4) 款的原則下，如以下條件獲符合，則原有公司無須遵從第 (2) 款的規定 ——
 - (a) 自生效日期起，該公司的成員登記冊已時刻備存於在緊接該日期前該登記冊備存所在的地方；
 - (b) 自該公司的重要控制人登記冊開始存在時起，該重要控制人登記冊亦已時刻備存於該地方；及
 - (c) 在緊接生效日期前，該公司已將就其成員登記冊根據第 628 條所規定的每項通知交付予處長。
- (6) 如第 (1) 或 (2) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

653N. 登記冊所在的地方有所更改

- (1) 凡適用公司的重要控制人登記冊備存所在的地方有所更改，該公司須按照第 (2) 款，將更改通知處長。
- (2) 上述通知 ——
 - (a) 須符合指明格式；及
 - (b) 須在有關更改出現後的 15 日內，交付處長登記。

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- (b) must be delivered to the Registrar for registration within 15 days after the register is first kept at that place.
- (4) An applicable company is not required to comply with subsection (2) if, since its significant controllers register came into existence, the register has at all times been kept at the company's registered office.
- (5) Without affecting subsection (4), an existing company is not required to comply with subsection (2) if—
 - (a) since the commencement date, the company's register of members has at all times been kept at the place at which it was kept immediately before that date;
 - (b) since the company's significant controllers register came into existence, the register has also at all times been kept at that place; and
 - (c) immediately before the commencement date, the company has delivered to the Registrar every notice that is required under section 628 in respect of its register of members.
- (6) If subsection (1) or (2) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

653N. Change in place at which register is kept

- (1) An applicable company must notify the Registrar in accordance with subsection (2) of a change in the place at which its significant controllers register is kept.
- (2) The notice—
 - (a) must be in the specified form; and

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- (3) 如以下條件獲符合，則適用公司無須就第 (1) 款所述的更改遵從該款 ——
- (a) 該公司的重要控制人登記冊備存於該公司的註冊辦事處；及
 - (b) 有關更改是因該註冊辦事處的地址有所更改所致。
- (4) 如第 (1) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$700。

第 3 次分部 —— 適用公司進行調查及取得資料

653O. 釋義

- (1) 在本次分部中 ——
- 指明詳情** (specified particulars) 就某人而言 ——
- (a) 指符合在附表 5B 訂明的詳情的描述並屬該人的詳情；但
 - (b) 如該人是自然人，則不包括 ——
 - (i) 該人的身分證號碼；及
 - (ii) 該人所持有的護照的號碼和簽發國家。
- (2) 在第 653P、653Q 及 653R 條中，提述知道某人的身分，即包括知道任何可識別該人的資料。

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- (b) must be delivered to the Registrar for registration within 15 days after the change.
- (3) An applicable company is not required to comply with subsection (1) in relation to a change mentioned in that subsection if—
- (a) its significant controllers register is kept at the company's registered office; and
 - (b) the change is due to a change of the registered office's address.
- (4) If subsection (1) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4 and, in the case of a continuing offence, to a further fine of \$700 for each day during which the offence continues.

Subdivision 3—Investigation and Obtaining Information by Applicable Company

653O. Interpretation

- (1) In this Subdivision—
- specified particulars** (指明詳情), in relation to a person—
- (a) means the particulars of the person falling within a description of the particulars prescribed in Schedule 5B; but
 - (b) if the person is a natural person, does not include—
 - (i) the number of an identity card of the person; and
 - (ii) the number and issuing country of a passport held by the person.
- (2) In sections 653P, 653Q and 653R, a reference to knowing the identity of a person includes knowing any information from which the person can be identified.

653P. 公司進行調查及取得資料的責任

- (1) 適用公司須採取合理步驟 ——
 - (a) 以確定該公司是否有任何重要控制人；及
 - (b) (如有任何重要控制人) 以識別每名重要控制人。
- (2) 在不局限第 (1) 款的原則下，如有關公司知道，或有合理理由相信，某人是其重要控制人，則該公司須按照第 653Q 條，在以下事件 (以較先發生者為準) 發生後的 7 日內向該人發出通知 ——
 - (a) 該公司首次知道該人是其重要控制人；
 - (b) 該公司首次有合理理由相信該人是其重要控制人。
- (3) 在不局限第 (1) 款的原則下，如該公司知道，或有合理理由相信，某特定的人知道有另一人是該公司的重要控制人及該另一人的身分，則該公司須按照第 653R 條，在以下事件 (以較先發生者為準) 發生後的 7 日內向該特定的人發出通知 ——
 - (a) 該公司首次知道該特定的人知道有另一人是該公司的重要控制人及該另一人的身分；
 - (b) 該公司首次有合理理由相信該特定的人知道有另一人是該公司的重要控制人及該另一人的身分。
- (4) 如第 (1)、(2) 或 (3) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款。

附註 ——

請亦參閱第 653S 條，該條訂定適用公司無須遵從本條的情況。

653P. Company's duty to investigate and obtain information

- (1) An applicable company must take reasonable steps—
 - (a) to ascertain whether there is any significant controller of the company; and
 - (b) if any, to identify each of them.
- (2) Without limiting subsection (1), if the company knows, or has reasonable cause to believe, that a person is a significant controller of the company, the company must give a notice, in accordance with section 653Q, to the person within 7 days after the first of the following to happen—
 - (a) the company first knows that the person is a significant controller of the company;
 - (b) the company first has reasonable cause to believe that the person is such a controller.
- (3) Without limiting subsection (1), if the company knows, or has reasonable cause to believe, that a particular person knows the identity of another person who is a significant controller of the company, the company must give a notice, in accordance with section 653R, to the particular person within 7 days after the first of the following to happen—
 - (a) the company first knows that the particular person knows the identity of another person who is a significant controller of the company;
 - (b) the company first has reasonable cause to believe that the particular person knows the identity of another person who is such a controller.
- (4) If subsection (1), (2) or (3) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.

Note—

See also section 653S which provides for the circumstances under which an applicable company is not required to comply with this section.

653Q. 第 653P(2) 條所指的通知

- (1) 適用公司根據第 653P(2) 條發出的通知，須以書面作出，並須規定該通知的收件人確認以下事項（視情況所需而定）——
 - (a) 收件人是否該公司的須登記人士；或
 - (b) 收件人是否該公司的須登記法律實體。
- (2) 有關通知須 ——
 - (a) 述明如收件人確認其是有關公司的須登記人士或須登記法律實體，則收件人須 ——
 - (i) 確認或改正載於該通知內該收件人的所需詳情；及
 - (ii) 提供在該通知內遺漏並屬該收件人的任何所需詳情；及
 - (b) 規定收件人 ——
 - (i) 須述明收件人是否知道有另一人是該公司的重要控制人及該另一人的身分；及
 - (ii) 如知道該另一人的身分 ——
 - (A) 須向該公司提供收件人所知的、該另一人的所有指明詳情；及
 - (B) 須述明該等詳情是否在該另一人知悉的情況下提供的。
- (3) 有關通知亦須述明，收件人須在自該通知的日期起計 1 個月內，遵從根據本條作出的規定。

653Q. Notice under section 653P(2)

- (1) A notice given under section 653P(2) by an applicable company must be in writing and must require the addressee of the notice to confirm, as the case requires—
 - (a) whether or not the addressee is a registrable person of the company; or
 - (b) whether or not the addressee is a registrable legal entity of the company.
- (2) The notice must—
 - (a) state that if the addressee confirms that the addressee is a registrable person or registrable legal entity of the company, the addressee is required to—
 - (i) confirm or correct the required particulars of the addressee that are included in the notice; and
 - (ii) provide any required particulars of the addressee that are missing from the notice; and
 - (b) require the addressee to—
 - (i) state whether or not the addressee knows the identity of another person who is a significant controller of the company; and
 - (ii) if the addressee knows the identity of such a person—
 - (A) provide to the company all the specified particulars of that person that are known to the addressee; and
 - (B) state whether or not the particulars are provided with that person's knowledge.

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653R. 第 653P(3) 條所指的通知

- (1) 適用公司根據第 653P(3) 條發出的通知，須以書面作出，並須 ——
 - (a) 規定該通知的收件人確認其是否知道有另一人是該公司的重要控制人及該另一人的身分；及
 - (b) 述明如收件人確認其知道該另一人的身分，該收件人須 ——
 - (i) 向該公司提供收件人所知的、該另一人的所有指明詳情；及
 - (ii) 述明該等詳情是否在該另一人知悉的情況下提供的。
- (2) 有關通知亦須述明，收件人須在自該通知的日期起計 1 個月內，遵從根據本條作出的規定。

653S. 無須發出第 653P 條所指通知的情況

在以下情況下，適用公司無須就該公司的某重要控制人遵從第 653P 條 ——

- (a) 該控制人是該公司的須登記人士，而 ——
 - (i) 該公司已獲告知該人的此項地位；及
 - (ii) 該人的所有所需詳情，已由該人向該公司提供，或已在該人知悉的情況下提供予該公司；及
- (b) 該控制人是該公司的須登記法律實體，而 ——

- (3) The notice must also state that the addressee must comply with the requirements made under this section within 1 month from the date of the notice.

653R. Notice under section 653P(3)

- (1) A notice given under section 653P(3) by an applicable company must be in writing and must—
 - (a) require the addressee of the notice to confirm whether or not the addressee knows the identity of another person who is a significant controller of the company; and
 - (b) state that if the addressee confirms that the addressee knows the identity of such a person, the addressee is required to—
 - (i) provide to the company all the specified particulars of that person that are known to the addressee; and
 - (ii) state whether or not the particulars are provided with that person's knowledge.
- (2) The notice must also state that the addressee must comply with the requirements made under this section within 1 month from the date of the notice.

653S. Circumstances where notice under section 653P not required

An applicable company is not required to comply with section 653P with respect to a significant controller of the company if—

- (a) for a registrable person of the company—
 - (i) the company has already been informed of the person's status as such; and
 - (ii) all the required particulars of the person have been provided to the company by the person or with the person's knowledge; and
- (b) for a registrable legal entity of the company—

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- (i) 該公司已獲告知該實體的此項地位；及
- (ii) 該實體的所有所需詳情，已提供予該公司。

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653T. 公司保持資料更新的責任

- (1) 如適用公司知道，或有合理因由相信，就某人而言有須登記更改，而該項更改的細節須載於該公司的重要控制人登記冊，則本條適用於該公司。
- (2) 有關公司須在以下事件（以較先發生者為準）發生後的 7 日內，按照第 653U 條向與上述須登記更改有關的人發出通知 ——
 - (a) 該公司首次得知該項須登記更改；
 - (b) 該公司首次有合理因由相信該項更改已發生。
- (3) 如第 (2) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款。

附註 ——

請亦參閱第 653V 條，該條訂定適用公司無須遵從本條的情況。

653U. 第 653T 條所指的通知

- (1) 適用公司根據第 653T 條發出的通知，須以書面作出，並須 ——

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- (i) the company has already been informed of the entity's status as such; and
- (ii) all the required particulars of the entity have been provided to the company.

Subdivision 4—Applicable Company to Keep Information Up-to-date

653T. Company's duty to keep information up-to-date

- (1) This section applies to an applicable company if the company knows, or has reasonable cause to believe, that there is a registrable change with respect to a person, the details of which are required to be contained in the significant controllers register of the company.
- (2) The company must give a notice, in accordance with section 653U, to the person to whom the registrable change relates within 7 days after the first of the following to happen—
 - (a) the registrable change first comes to the notice of the company;
 - (b) the company first has reasonable cause to believe that the change has occurred.
- (3) If subsection (2) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.

Note—

See also section 653V which provides for the circumstances under which an applicable company is not required to comply with this section.

653U. Notice under section 653T

- (1) A notice given under section 653T by an applicable company must be in writing and must—

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- (a) 規定該通知的收件人確認，就該收件人而言是否有須登記更改；及
- (b) 述明如該收件人確認有此更改，則該收件人須 ——
 - (i) 告知該公司發生該項更改的日期；
 - (ii) 確認或改正符合以下說明的任何詳情 ——
 - (A) 該項詳情須就該收件人載於該公司的重要控制人登記冊；及
 - (B) 該項詳情包括在該通知內；及
 - (iii) 提供符合以下說明的任何詳情 ——
 - (A) 該項詳情須就該收件人載於該登記冊；及
 - (B) 該項詳情在該通知內遺漏。
- (2) 有關通知亦須述明，有關收件人須在自該通知的日期起計 1 個月內，遵從根據本條作出的規定。

653V. 無須發出第 653T 條所指通知的情況

- (1) 在以下情況下，適用公司無須就某自然人或指明實體的須登記更改遵從第 653T 條 ——
 - (a) 該公司已獲告知該項更改；及
 - (b) 有關資料已由該人或實體向該公司提供，或已在該人或實體知悉的情況下提供予該公司。
- (2) 如適用公司已獲告知關乎某法律實體的須登記更改，則就該項更改而言，該公司無須遵從第 653T 條。

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- (a) require the addressee of the notice to confirm whether or not there is a registrable change with respect to the addressee; and
- (b) state that if the addressee confirms that there is such a change, the addressee is required to—
 - (i) inform the company of the date on which the change occurs;
 - (ii) confirm or correct any particulars—
 - (A) that are required to be contained in the significant controllers register of the company for the addressee; and
 - (B) that are included in the notice; and
 - (iii) provide any particulars—
 - (A) that are required to be contained in the register for the addressee; and
 - (B) that are missing from the notice.
- (2) The notice must also state that the addressee must comply with the requirements made under this section within 1 month from the date of the notice.

653V. Circumstances where notice under section 653T not required

- (1) An applicable company is not required to comply with section 653T in relation to a registrable change with respect to a natural person or specified entity if—
 - (a) the company has already been informed of the change; and
 - (b) the information has been provided to the company by the person or entity, or with the person's or entity's knowledge.

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第 5 次分部 —— 查閱重要控制人登記冊

653W. 查閱登記冊及要求登記冊文本的權利

- (1) 凡任何人的姓名或名稱被記入適用公司的重要控制人登記冊為該公司的重要控制人，該人在以訂明方式提出要求後，即有權按照根據第 657 條訂立的規例，免費查閱該登記冊。
- (2) 第 (1) 款所述的人，在提出要求及繳付訂明費用後，即有權按照根據第 657 條訂立的規例，獲提供上述登記冊 (或其部分) 的文本。

附註 ——

就公司關於查閱其公司紀錄及提供其公司紀錄文本的責任，以及原訟法庭作出關於查閱該等紀錄及提供該等紀錄文本的命令的權力 —— 請參閱根據第 657 條訂立的規例。

653X. 登記冊供執法人員查閱等

- (1) 適用公司須應公司註冊處人員為確定本分部是否獲遵從或已獲遵從的目的而作出的要求，或應任何其他執法人員為該人員在香港法律下執行指明職能的目的而作出的要求，作出以下作為 ——
 - (a) 在任何合理時間，並於該公司的重要控制人登記冊所備存的地方，提供該登記冊以供該人員查閱；及
 - (b) 准許該人員在查閱的過程中，複製或複印該登記冊 (或其部分) 。

- (2) An applicable company is not required to comply with section 653T in relation to a registrable change with respect to a legal entity if the company has already been informed of the change.

Subdivision 5—Inspection of Significant Controllers Register

653W. Right to inspect and request copy of register

- (1) A person whose name is entered in the significant controllers register of an applicable company as a significant controller of the company is entitled, on request made in the prescribed manner and without charge, to inspect the register in accordance with regulations made under section 657.
- (2) A person mentioned in subsection (1) is entitled, on request and on payment of a prescribed fee, to be provided with a copy of the register, or a part of it, in accordance with regulations made under section 657.

Note—

For the duties of a company regarding the inspection and provision of copies of its company records, and the power of the Court to make an order relating to the inspection and provision of copies of such records—see regulations made under section 657.

653X. Register be available for inspection etc. by law enforcement officer

- (1) An applicable company must, on demand made by an officer of the Companies Registry for the purpose of ascertaining whether this Division is or has been complied with, or on demand made by any other law enforcement officer for the purpose of the officer's performance under the law of Hong Kong of a specified function, act as follows—

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- (2) 如第 (1)(a) 或 (b) 款遭違反，有關公司及其每名責任人均屬犯罪，可各處第 4 級罰款。

653Y. 關於查閱登記冊的原訟法庭命令

- (1) 如就執法人員根據第 653X(1) 條作出的要求而言，第 653X(1)(a) 條遭違反，則本條適用。
- (2) 如有關執法人員提出申請，則原訟法庭可應有關申請，命令有關適用公司准許該人員查閱該公司的重要控制人登記冊。
- (3) 根據第 (2) 款作出的命令，可 ——
 - (a) 指示上述公司在以下時間准許上述人員查閱上述登記冊 ——
 - (i) 在緊接該命令作出後；或
 - (ii) 自該命令所指明的時間起；及
 - (b) 指明查閱的期限及方式。
- (4) 如有以下情況，則第 (5) 款適用 ——
 - (a) 上述登記冊備存於上述公司以外的人的辦事處；及
 - (b) 因為該人的錯失，而令第 653X(1)(a) 條遭違反。
- (5) 原訟法庭在第 (2) 款下的權力，延伸至針對第 (4) 款所述的人及其高級人員和僱員作出命令。

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- (a) at any reasonable time make its significant controllers register available for inspection by the officer at the place at which the register is kept; and
- (b) permit the officer to make a copy of the register, or a part of it, in the course of inspection.
- (2) If subsection (1)(a) or (b) is contravened, the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 4.

653Y. Court order relating to inspection of register

- (1) This section applies if section 653X(1)(a) is contravened in relation to a demand made by a law enforcement officer under section 653X(1).
- (2) The Court may, on application by the law enforcement officer, order the applicable company concerned to permit the officer to inspect the company's significant controllers register.
- (3) An order made under subsection (2) may—
 - (a) direct the company to permit the officer to inspect the register—
 - (i) immediately after the order is made; or
 - (ii) from the time specified in the order; and
 - (b) specify the duration and manner of the inspection.
- (4) Subsection (5) applies if—
 - (a) the register is kept at the office of a person other than the company; and
 - (b) section 653X(1)(a) is contravened because of a default of the person.
- (5) The power of the Court under subsection (2) extends to the making of an order against the person mentioned in subsection (4) and the person's officers and employees.

653Z. 關於複製或複印登記冊的原訟法庭命令

- (1) 如就執法人員根據第 653X(1) 條作出的要求而言，第 653X(1)(b) 條遭違反，則本條適用。
- (2) 如有關執法人員提出申請，則原訟法庭可應有關申請，命令有關適用公司准許該人員在查閱的過程中，複製或複印該公司的重要控制人登記冊 (或其部分) 。
- (3) 根據第 (2) 款作出的命令，亦可指明查閱的時間、期限及方式，包括在查閱的過程中，在何情況下及在何範圍內准許抄印資料。
- (4) 如有以下情況，則第 (5) 款適用 ——
 - (a) 上述登記冊備存於上述公司以外的人的辦事處；及
 - (b) 因為該人的錯失，而令第 653X(1)(b) 條遭違反。
- (5) 原訟法庭在第 (2) 款下的權力，延伸至針對第 (4) 款所述的人及其高級人員和僱員作出命令。

第 6 次分部 —— 雜項或相關事宜**653ZA. 通知的收件人須遵從根據第 653Q、653R 或 653U 條作出的規定**

- (1) 如根據第 653Q、653R 或 653U 條作出的規定，在自有關通知的日期起計 1 個月內未獲遵從，該通知的收件人及 (如該收件人是法律實體) 該實體的每名有關連人士均屬犯罪，可各處第 4 級罰款。

653Z. Court order relating to making copy of register

- (1) This section applies if section 653X(1)(b) is contravened in relation to a demand made by a law enforcement officer under section 653X(1).
- (2) The Court may, on application by the law enforcement officer, order the applicable company concerned to permit the officer to make a copy of the company's significant controllers register, or a part of it, in the course of inspection.
- (3) An order made under subsection (2) may also specify the time, duration and manner of inspection, including the circumstances in which and the extent to which the copying of information is permitted in the course of inspection.
- (4) Subsection (5) applies if—
 - (a) the register is kept at the office of a person other than the company; and
 - (b) section 653X(1)(b) is contravened because of a default of the person.
- (5) The power of the Court under subsection (2) extends to the making of an order against the person mentioned in subsection (4) and the person's officers and employees.

Subdivision 6—Miscellaneous or Related Matters**653ZA. Addressee of notice to comply with requirements made under section 653Q, 653R or 653U**

- (1) If a requirement made under section 653Q, 653R or 653U is not complied with within 1 month from the date of the notice concerned, the addressee of the notice, and (if the addressee is a legal entity) every related person of the entity, commit an offence, and each is liable to a fine at level 4.

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- (2) 凡某人被控犯第(1)款所訂罪行，如該人證明有關規定屬瑣屑無聊或無理纏擾，即為免責辯護。

653ZB. 法律專業保密權

如某人基於法律專業保密權的理由，有權在法律程序中拒絕給予或提供任何資料，則該人在遵從適用公司根據本分部發出的通知時，無須向該公司提供該等資料。

653ZC. 指定代表

- (1) 適用公司須指定最少一名人士為該公司的代表，以提供與該公司的重要控制人登記冊有關的以下協助——
- (a) 對公司註冊處人員予以協助，以利便確定本分部是否獲遵從或已獲遵從；
 - (b) 對任何其他執法人員予以協助，以利便該人員在香港法律下執行指明職能。
- (2) 除非某人符合以下說明，否則有關公司不得根據第(1)款指定該人——
- (a) 該人——
 - (i) 是居於香港的自然人；及
 - (ii) 是該公司的董事、僱員或成員；或
 - (b) 該人是《打擊洗錢及恐怖分子資金籌集條例》(第 615 章)附表 1 第 2 部第 1 條所界定的會計專業人士、法律專業人士或信託或公司服務持牌人。

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- (2) If a person is charged with an offence under subsection (1), it is a defence for the person to prove that the requirement was frivolous or vexatious.

653ZB. Legal professional privilege

In complying with a notice given under this Division by an applicable company, a person is not required to provide any information to the company that the person would on grounds of legal professional privilege be entitled to refuse to give or provide in legal proceedings.

653ZC. Designated representative

- (1) An applicable company must designate at least one person as its representative to provide the following assistance relating to the significant controllers register of the company—
- (a) assistance to an officer of the Companies Registry to facilitate ascertaining whether this Division is or has been complied with;
 - (b) assistance to any other law enforcement officer to facilitate the officer's performance under the law of Hong Kong of a specified function.
- (2) The company must not designate a person under subsection (1) unless—
- (a) the person—
 - (i) is a natural person resident in Hong Kong; and
 - (ii) is a director, employee or member of the company; or
 - (b) the person is an accounting professional, a legal professional, or a TCSP licensee, as defined by section 1 of Part 2 of Schedule 1 to the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615).

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653ZD. 原訟法庭命令更正登記冊的權力

- (1) 如有以下情況，則有利害關係的一方可向原訟法庭申請，要求更正適用公司的重要控制人登記冊 ——
 - (a) 某人的姓名或名稱在無充分因由下，被記入該登記冊，或從該登記冊略去；或
 - (b) 某人已不再是該公司的重要控制人一事，沒有記入該登記冊，或在將該事記入該登記冊一事上，出現不必要的延遲。
- (2) 如有根據第 (1) 款提出的申請，原訟法庭可 ——
 - (a) 拒絕批准該申請；或
 - (b) 命令更正有關登記冊。
- (3) 更正命令可包括有關公司向感到受屈的一方支付其所蒙受的任何損害賠償的命令。
- (4) 原訟法庭應根據第 (1) 款提出的申請 ——
 - (a) 可就屬該申請的一方的姓名或名稱應否記入登記冊或從登記冊略去一事，作出判決；及
 - (b) 可概括地就對更正該登記冊而認為屬必需或合宜的問題，作出判決。
- (5) 在第 (1) 款中 ——
有利害關係的一方 (interested party) 就第 (1) 款所述的事宜而言，指 ——
 - (a) 因該事宜而感到受屈的人；
 - (b) 該公司的重要控制人；或
 - (c) 該公司。

653ZE. 關於虛假資料的罪行

653ZD. Power of Court to order rectification of register

- (1) An interested party may apply to the Court to rectify the significant controllers register of an applicable company if—
 - (a) the name of a person is, without sufficient cause, entered in or omitted from the register; or
 - (b) a default is made or an unnecessary delay takes place in entering in the register the fact that a person has ceased to be a significant controller of the company.
- (2) If an application is made under subsection (1), the Court may—
 - (a) refuse the application; or
 - (b) order that the register be rectified.
- (3) A rectification order may include an order for the company to pay any damages sustained by an aggrieved party.
- (4) On an application made under subsection (1), the Court—
 - (a) may decide whether the name of a person who is a party to the application should be entered in or omitted from the register; and
 - (b) generally may decide any question considered necessary or expedient to rectify the register.
- (5) In subsection (1)—
interested party (有利害關係的一方), in relation to a matter mentioned in subsection (1), means—
 - (a) a person aggrieved by the matter;
 - (b) a significant controller of the company; or
 - (c) the company.

653ZE. Offence for false information

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第 653ZF 條

- (1) 如任何人明知或罔顧實情地作出一項在要項上具誤導性、虛假或具欺騙性的陳述，或提供任何在要項上具誤導性、虛假或具欺騙性的資料，充作遵從根據本分部發出的通知，該人即屬犯罪。
- (2) 任何人犯第 (1) 款所訂罪行 ——
 - (a) 一經循公訴程序定罪，可處罰款 \$300,000 及監禁 2 年；或
 - (b) 一經循簡易程序定罪，可處第 6 級罰款及監禁 6 個月。

653ZF. 適用公司不會因知悉某些權利而受影響或就某些權利進行查訊

適用公司 ——

- (a) 不會因任何根據本分部而作出的事情，以致因知悉以下權利而受影響 ——
 - (i) 任何人與該公司的任何股份有關的權利；或
 - (ii) 任何人在該公司或與該公司有關的其他權利；及
- (b) 不會因任何根據本分部而作出的事情，以致須就該等權利進行查訊。

653ZG. 財政司司長可訂立規例

- (1) 在不影響第 657 條的原則下，財政司司長可訂立規例，就以下事宜訂定條文 ——
 - (a) 豁免任何公司類別或公司類型，使其無須受本分部或本分部的條文所規限；
 - (b) 為第 653B(1)(j) 條的目的，指明任何政府部門或機關及任何法定團體；

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- (1) A person commits an offence if the person, in purported compliance with a notice given under this Division, knowingly or recklessly makes a statement or provides any information that is misleading, false or deceptive in a material particular.
- (2) A person who commits an offence under subsection (1) is liable—
 - (a) on conviction on indictment to a fine of \$300,000 and to imprisonment for 2 years; or
 - (b) on summary conviction to a fine at level 6 and to imprisonment for 6 months.

653ZF. Applicable company not to be affected with notice of certain rights or put on enquiry as to certain rights

An applicable company—

- (a) is not, because of anything done under this Division, affected with notice of—
 - (i) the rights of a person in relation to any shares in the company; or
 - (ii) other rights of a person in or with respect to the company; and
- (b) is not, because of anything done under this Division, put on enquiry as to those rights of a person.

653ZG. Financial Secretary may make regulations

- (1) Without affecting section 657, the Financial Secretary may make regulations—
 - (a) to exempt a type of company, or class of companies, from this Division or a provision of this Division;

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第 653ZH 條

- (c) 與適用公司根據本分部發出的通知有關的事宜，包括以下事宜 ——
 - (i) 該通知的格式及內容；及
 - (ii) 發出該通知的方式；及
 - (d) 與備存適用公司的重要控制人登記冊有關的附帶或補充事宜。
- (2) 根據第 (1) 款訂立的規例可規定 ——
- (a) 如某公司違反任何根據該款所訂立的規例，以下的人即屬犯罪 ——
 - (i) 該公司；及
 - (ii) 該公司的每名責任人；
 - (b) 如某法律實體違反任何根據該款所訂立的規例，以下的人即屬犯罪 ——
 - (i) 該實體；及
 - (ii) 該實體的每名有關連人士；及
 - (c) 干犯 (a) 或 (b) 段所述罪行的人，可處不超過第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處不超過 \$1,000 的罰款。

附註 ——

請亦參閱第 910 條，該條訂定關於根據本條例訂立的規例的補充條文。

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- (b) to specify any department or agency of the Government, and any statutory body, for the purposes of section 653B(1)(j);
 - (c) to provide for matters relating to a notice given under this Division by an applicable company, including providing for—
 - (i) the form and content of the notice; and
 - (ii) the way in which it is to be given; and
 - (d) to provide for incidental or supplementary matters relating to keeping a significant controllers register of an applicable company.
- (2) Regulations made under subsection (1) may provide that—
- (a) if a company contravenes any of the regulations made under that subsection, an offence is committed by—
 - (i) the company; and
 - (ii) every responsible person of the company;
 - (b) if a legal entity contravenes any of the regulations made under that subsection, an offence is committed by—
 - (i) the entity; and
 - (ii) every related person of the entity; and
 - (c) a person who commits an offence mentioned in paragraph (a) or (b) is liable to a fine not exceeding level 5 and, in the case of a continuing offence, to a further fine not exceeding \$1,000 for each day during which the offence continues.

Note—

See also section 910 which provides for supplementary provisions for regulations made under this Ordinance.

653ZH.關於第 653J 條的過渡條文**653ZH.Transitional provision for section 653J**

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第 654 條

為施行第 653J(1) 條，就原有公司而言，只有在某項詳情於生效日期當日或之後獲確認的情況下，該項詳情方屬獲確認。

653ZI. 關於第 653K 條的過渡條文

為施行第 653K 條，如某項詳情在生效日期前已為某原有公司所知 (**有關情況**)，在決定該公司得知該項詳情的時間時，不得考慮有關情況。

653ZJ. 關於第 653P 條的過渡條文

- (1) 為施行第 653P(2) 條，如在生效日期當日，原有公司知道，或有合理理由相信，某人是其重要控制人，該公司須在生效日期後的 7 日內，發出該條所規定的通知。
- (2) 為施行第 653P(3) 條，如在生效日期當日，原有公司知道，或有合理理由相信，某人知道有另一人是該公司的重要控制人及該另一人的身分，該公司須在生效日期後的 7 日內，發出該條所規定的通知。

653ZK. 關於第 653S 條的過渡條文

為施行第 653S 條，就原有公司而言，只有在某項詳情已於生效日期當日或之後提供的情況下，該項詳情方屬已提供。

第 3 分部 —— 公司紀錄

654. 公司紀錄的涵義

在本分部中 ——

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For the purposes of section 653J(1), in relation to an existing company, a particular is confirmed only if the particular is confirmed on or after the commencement date.

653ZI. Transitional provision for section 653K

For the purposes of section 653K, in determining the time at which a particular comes to the notice of an existing company, any knowledge of the particular that the company had before the commencement date is not to be taken into account.

653ZJ. Transitional provisions for section 653P

- (1) For the purposes of section 653P(2), if, on the commencement date, an existing company knows, or has reasonable cause to believe, that a person is a significant controller of the company, the company must give the notice required under that section within 7 days after the commencement date.
- (2) For the purposes of section 653P(3), if, on the commencement date, an existing company knows, or has reasonable cause to believe, that a person knows the identity of another person who is a significant controller of the company, the company must give the notice required under that section within 7 days after the commencement date.

653ZK. Transitional provision for section 653S

For the purposes of section 653S, in relation to an existing company, a particular has been provided only if the particular has been provided on or after the commencement date.

Division 3—Company Records

654. Meaning of *company records*

In this Division—

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第 655 條

公司紀錄 (company records) 指本條例規定公司須備存的登記冊、索引、協議、備忘錄、會議紀錄或其他文件，但不包括會計紀錄。

655. 公司紀錄的形式

- (1) 公司須充分記錄須載於公司紀錄的資料，以供日後參閱之用。
- (2) 在符合第 (1) 款的規定下，公司紀錄可 ——
 - (a) 採用印本形式或電子形式備存；及
 - (b) 以公司董事認為合適的方式編排。
- (3) 如有關紀錄採用電子形式備存，有關公司須確保該等紀錄能夠以印本形式重現。
- (4) 如某公司藉着以電子形式記錄相關資料，備存本條例規定該公司須備存的公司紀錄，則任何根據本條例施加於該公司的、容許查閱該紀錄的責任，須視為 ——
 - (a) 容許查閱該紀錄或其有關部分的印本形式複製本的責任；或
 - (b) 按查閱該紀錄的人的要求，容許以電子方式查閱該紀錄或其有關部分的責任。
- (5) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$300。
- (6) 如公司違反第 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。
- (7) 在本條中 ——

印本形式 (in hard copy form) 指紙張形式，或能夠供閱讀的相關形式；

電子形式 (in electronic form) 指電子紀錄的形式。

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company records (公司紀錄) means any register, index, agreement, memorandum, minutes or other document required by this Ordinance to be kept by a company, but does not include accounting records.

655. Form of company records

- (1) A company must adequately record for future reference the information required to be contained in any company records.
- (2) Subject to subsection (1), company records may be—
 - (a) kept in hard copy form or in electronic form; and
 - (b) arranged in the manner that the directors of the company think fit.
- (3) If the records are kept in electronic form, the company must ensure that they are capable of being reproduced in hard copy form.
- (4) If any company records required by this Ordinance to be kept by a company are kept by the company by recording the information in question in electronic form, any duty imposed on the company under this Ordinance to allow inspection of the company records is to be regarded as a duty to allow inspection of—
 - (a) a reproduction of the recording, or the relevant part of the recording, in hard copy form; or
 - (b) if requested by the person inspecting the recording, the recording, or the relevant part of the recording, by electronic means.
- (5) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3 and, in the case of a continuing offence, to a further fine of \$300 for each day during which the offence continues.

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656. 採取預防措施以防止捏改的責任

- (1) 如公司紀錄的備存方式，並非藉着在經釘裝的簿冊內作出記項，則公司須 ——
 - (a) 採取足夠預防措施，以防止捏改；及
 - (b) 採取足夠步驟，以利便發現任何捏改。
- (2) 如公司違反第 (1) 款，該公司及其每名責任人均屬犯罪，可各處第 3 級罰款。

657. 關於備存及查閱公司紀錄以及提供文本或副本的規例

- (1) 財政司司長可訂立規例 ——
 - (a) 就本條例條文規定須作出以下事情的公司所負有的責任，作出規定 ——
 - (i) 備存任何公司紀錄；
 - (ii) 提供任何公司紀錄以供查閱；或
 - (iii) 提供任何公司紀錄或信託契據的副本或文本；
 - (b) 訂明須就公司紀錄或信託契據繳付的費用；及
 - (c) 訂明根據本條例須就公司紀錄或信託契據訂明的，或准予就公司紀錄或信託契據訂明的任何其他事情。

- (6) If a company contravenes subsection (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

- (7) In this section—

in electronic form (電子形式) means in the form of an electronic record;

in hard copy form (印本形式) means in a paper form or similar form capable of being read.

656. Duty to take precautions against falsification

- (1) If company records are kept otherwise than by making entries in a bound book, a company—
 - (a) must take adequate precautions to guard against falsification; and
 - (b) must take adequate steps to facilitate the discovery of the falsification.
- (2) If a company contravenes subsection (1), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 3.

657. Regulations about keeping and inspection of company records and provision of copies

- (1) The Financial Secretary may make regulations to—
 - (a) provide for the obligations of a company that is required by any provision of this Ordinance—
 - (i) to keep any company records;
 - (ii) to make available for inspection any company records; or
 - (iii) to provide copies of any company records or trust deeds;

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- (2) 上述規例可 ——
- (a) 訂明公司註冊辦事處以外的地方，作為須備存公司紀錄所在的地方；
 - (b) 訂明提出查閱要求的方式；
 - (c) 規定公司須向人告知最近一次修改登記冊或索引的日期；
 - (d) 就查閱的時間、期限及方式，訂定條文，包括在查閱的過程中，在何情況下及在何範圍內准許抄印資料；
 - (e) 界定在公司為查閱或提供副本或文本的目的而摘錄或出示任何資料時，對該公司在摘錄或出示該等資料的性質、範圍及方式方面的要求；
 - (f) 就提供公司紀錄或信託契據的副本或文本的時限，訂定條文；及
 - [#](g) 訂明公司可根據第 644 或 651 條行使權力的方式及範圍。
- (3) 就本條例中規定公司須備存任何公司紀錄的條文而言，根據第 (2)(a) 款訂立的規例 ——
- (a) 可 ——
 - (i) 藉參照該公司的主要業務地方或該公司備存任何其他紀錄所在的地方，訂明一個地方；或
 - (ii) 以任何其他方式，訂明一個地方；
 - (b) 可規定除非該等規例訂明的條件獲符合，否則在該等規例訂明的地方備存公司紀錄，不屬遵守該條文；及
 - (c) 可就該條文訂明多於一個地方。
- (4) 根據第 (1)、(2) 或 (3) 款訂立的規例可規定 ——
- (a) 如某公司違反任何根據第 (1)、(2) 或 (3) 款訂立的規例 ——

- (b) prescribe the fees payable in respect of company records or trust deeds; and
 - (c) prescribe any other thing that is required or permitted to be prescribed under this Ordinance in respect of company records or trust deeds.
- (2) The regulations may—
- (a) prescribe places other than a company's registered office at which company records are required to be kept;
 - (b) prescribe the manner in which a request for inspection is to be made;
 - (c) require a company to inform a person of the most recent date on which alterations were made to a register or an index;
 - (d) make provision as to the time, duration and manner of inspection, including the circumstances in which and the extent to which the copying of information is permitted in the course of inspection;
 - (e) define what may be required of a company as regards the nature, extent and manner of extracting or presenting any information for the purposes of inspection or the provision of copies;
 - (f) make provision as to the time within which a copy of company records, or a copy of a trust deed, must be provided; and
 - [#](g) prescribe the manner in which and the extent to which a company may exercise the power under section 644 or 651.
- (3) Regulations made under subsection (2)(a) may, in relation to a provision of this Ordinance requiring a company to keep any company records—
- (a) prescribe a place—

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- (i) 該公司；及
- (ii) 該公司的每名責任人，
均屬犯罪；
- (b) 犯 (a) 段所述罪行的人，可處不超過第 5 級的罰款，
如有關罪行是持續的罪行，則可就該罪行持續期間
的每一日，另處不超過 \$1,000 的罰款；
- (c) 原訟法庭可 ——
 - (i) 藉命令飭令公司紀錄立即接受查閱；
 - (ii) 藉命令指示將公司紀錄或信託契據的副本或文
本，提供予有權獲提供該副本或文本的人；及
 - (iii) 就查閱的時間、期限及方式，作出命令，包括
在查閱的過程中，在何情況下及在何範圍內准
許抄印資料；及
- (d) 如公司紀錄或信託契據備存於有關公司以外的其他
人的辦事處，(c) 段所述的命令可針對該其他人以及
其高級人員及其他僱員 (如有的話) 作出。
- (5) 本條例的任何條文或根據本條訂立的規例，不得解釋為
阻止公司 ——
 - (a) 提供比該等規例所規定者更為廣泛的便利；或
 - (b) (如可收取費用) 收取低於訂明的費用的費用，或不
收取費用。
- (6) 在本條中 ——
信託契據 (trust deed) 指保證發行債權證的信託契據或其他文
件。

編輯附註：

* 第 657(2)(g) 條尚未實施。

- (i) by reference to the company's principal place of
business or the place at which the company keeps
any other records; or
- (ii) in any other way;
- (b) provide that that provision is not complied with by
keeping company records at a place prescribed in
the regulations unless conditions prescribed in the
regulations are met; and
- (c) prescribe more than one place in relation to that
provision.
- (4) Regulations made under subsection (1), (2) or (3) may
provide that—
 - (a) if a company contravenes any of the regulations made
under subsection (1), (2) or (3), an offence is committed
by—
 - (i) the company; and
 - (ii) every responsible person of the company;
 - (b) a person who commits an offence mentioned in
paragraph (a) is liable to a fine not exceeding level 5
and, in the case of a continuing offence, to a further fine
not exceeding \$1,000 for each day during which the
offence continues;
 - (c) the Court may—
 - (i) by order compel an immediate inspection of
company records;
 - (ii) by order direct that a copy of company records,
or a copy of a trust deed, be provided to a person
entitled to be provided with the copy; and
 - (iii) make any order as to the time, duration and manner
of inspection, including the circumstances in which

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and the extent to which the copying of information is permitted in the course of inspection; and

- (d) if company records or a trust deed is kept at the office of a person other than the company concerned, an order mentioned in paragraph (c) may be made against that other person and that other person's officers and other employees (if any).
- (5) Nothing in any provision of this Ordinance or in the regulations made under this section is to be construed as preventing a company—
 - (a) from providing more extensive facilities than are required by the regulations; or
 - (b) if a fee may be charged, from charging a lesser fee than that prescribed or none at all.
- (6) In this section—

trust deed (信託契據) means a trust deed or any other document securing the issue of debentures.

Editorial Note:

Section 657(2)(g) is not yet in operation.

第 4 分部 —— 註冊辦事處及公布公司名稱

Division 4—Registered Office and Publication of Company Names

658. 公司的註冊辦事處

- (1) 公司須在香港設有一個註冊辦事處，讓所有通訊及通知均可致予該辦事處。
- (2) 在就某公司而註冊的法團成立表格述明的、擬用作該公司的註冊辦事處地址，自該公司成立為法團的日期起，須視為其註冊辦事處地址，直至有關於該地址的更改通知根據第(3)款交付處長為止。

658. Registered office of company

- (1) A company must have a registered office in Hong Kong to which all communications and notices may be addressed.
- (2) The intended address of a company's registered office stated in the incorporation form registered in respect of the company is to be regarded as the address of its registered office with effect from the date of its incorporation until a notice of

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- (3) 如公司的註冊辦事處地址有所更改，該公司須於更改後的 15 日內，將符合指明格式的更改通知交付處長登記。
- (4) 在公司周年申報表內包含一項關於公司註冊辦事處地址的陳述，不屬履行第 (3) 款所施加的責任。
- (5) 如公司違反第 (1) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$1,000。

659. 披露公司名稱等的規定

- (1) 財政司司長可訂立規例，規定公司 ——
 - (a) 在訂明位置展示訂明資料；
 - (b) 在法團印章中，以及在訂明類別文件或通訊中，述明訂明資料；及
 - (c) 在於公司業務過程中與公司有來往的人的要求下，向該人提供訂明資料。(由 2018 年第 35 號第 68 條修訂)
- (2) 上述規例 ——
 - (a) 可在訂明情況下規定披露有關公司的名稱；
 - (b) 可就訂明資料須以何種方式展示、述明或提供，訂定條文；及
 - (c) 可豁免公司，使其無需遵守根據第 (1) 款訂立的規例的任何規定。

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change in respect of the address is delivered to the Registrar under subsection (3).

- (3) If the address of a company's registered office is changed, the company must deliver to the Registrar for registration a notice of the change in the specified form within 15 days after the change.
- (4) The inclusion in the annual return of a company of a statement as to the address of its registered office does not satisfy the obligation imposed by subsection (3).
- (5) If a company contravenes subsection (1) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

659. Requirement to disclose company name, etc.

- (1) The Financial Secretary may make regulations to require companies—
 - (a) to display prescribed information in prescribed locations;
 - (b) to state prescribed information in common seals, and in prescribed descriptions of documents or communications; and
 - (c) to provide prescribed information on request to those they deal with in the course of their business.
- (2) The regulations—
 - (a) may in prescribed circumstances require disclosure of the name of the company;
 - (b) may make provision as to the manner in which any prescribed information is to be displayed, stated or provided; and

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- (3) 上述規例可規定就披露公司名稱的規定而言，無須理會須成為該名稱一部分的字或詞與該字或詞的准許縮寫（反之亦然）之間的任何差異。

660. 不作出所規定的披露的刑事後果

根據第 659 條訂立的規例可規定 ——

- (a) 如某公司違反任何根據該條訂立的規例 ——
 - (i) 該公司；及
 - (ii) 該公司的每名責任人，
均屬犯罪；
- (b) 如任何代有關公司行事的人違反任何根據該條訂立的規例，該人即屬犯罪；及
- (c) 犯 (a) 或 (b) 段所述罪行的人，可處不超過第 3 級的罰款。

661. 不作出所規定的披露的民事後果

如某公司的高級人員或該公司的代表，簽署或授權他人代該公司簽署任何匯票、承付票、批註、支票、匯款單或定貨單（**有關票據**），而該公司的名稱沒有按根據第 659 條訂立的規例所規定的方式在該有關票據中提及，則該高級人員或該代表須就該有關票據所涉的款項，對該有關票據的持有人承擔個人法律責任（除非該款項已由該公司妥為支付）。

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- (c) may exempt a company from any requirement of the regulations made under subsection (1).

- (3) The regulations may provide that, for the purposes of any requirement to disclose a company's name, any variation between a word or words required to be part of the name and a permitted abbreviation of that word or those words (or vice versa) is to be disregarded.

660. Criminal consequences of failure to make required disclosures

Regulations made under section 659 may provide that—

- (a) if a company contravenes any of the regulations made under that section, an offence is committed by—
 - (i) the company; and
 - (ii) every responsible person of the company;
- (b) if any person who is acting on behalf of the company contravenes any of the regulations made under that section, an offence is committed by that person; and
- (c) a person who commits an offence mentioned in paragraph (a) or (b) is liable to a fine not exceeding level 3.

661. Civil consequence of failure to make required disclosures

If an officer of a company or a person on its behalf signs or authorizes to be signed on behalf of the company, any bill of exchange, promissory note, endorsement, cheque or order for money or goods in which the company's name is not mentioned in the manner as required by regulations made under section 659, that officer or person is personally liable to the holder of the bill of exchange, promissory note, cheque or order for money or goods for the amount of it (unless it is duly paid by the company).

第 5 分部 —— 周年申報表

Division 5—Annual Return

662. 交付周年申報表的規定

- (1) 私人公司須就每一年（其成立為法團當年除外）而在該公司的申報表日期後的 42 日內，將第 (5) 款指明的周年申報表交付處長登記。
- (2) 就某一年而言，第 (1) 款提述的有關公司的申報表日期，即該公司成立為法團之日在該年中的周年日。
- (3) 公眾公司或擔保有限公司須就每一個財政年度，在該公司的申報表日期後的 42 日內，將第 (5) 款指明的周年申報表交付處長登記。
- (4) 就某一財政年度而言，第 (3) 款提述的有關公司的申報表日期——
 - (a) （如該公司屬公眾公司）即該公司的會計參照期結束後的 6 個月屆滿之日；及
 - (b) （如該公司屬擔保有限公司）即該公司的會計參照期結束後的 9 個月屆滿之日。
- (5) 本條所指的周年申報表，須符合第 664 條的規定。
- (6) 如公司違反第 (1) 或 (3) 款，該公司及其每名責任人均屬犯罪，可各處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另各處罰款 \$1,000。
- (7) 如某人被裁定犯第 (6) 款所訂罪行，除了可施加的懲罰外，裁判官可另行命令該人須在該命令指明的時間內，作出該人先前沒有作出的作為。
- (8) 任何人違反第 (7) 款所指的命令，即屬犯罪，可處第 5 級罰款，如有關罪行是持續的罪行，則可就該罪行持續期間的每一日，另處罰款 \$1,000。
- (9) 在本條中——

會計參照期 (accounting reference period) 具有第 368 條給予該詞的涵義。

662. Requirement to deliver annual return

- (1) A private company must in respect of every year (except the year of its incorporation) deliver to the Registrar for registration an annual return specified in subsection (5) within 42 days after the company's return date.
- (2) The company's return date mentioned in subsection (1) is, in respect of a particular year, the anniversary of the date of the company's incorporation in that year.
- (3) A public company or a company limited by guarantee must in respect of every financial year deliver to the Registrar for registration an annual return specified in subsection (5) within 42 days after the company's return date.
- (4) The company's return date mentioned in subsection (3) is, in respect of a particular financial year—
 - (a) if the company is a public company, the date that is 6 months after the end of its accounting reference period; and
 - (b) if the company is a company limited by guarantee, the date that is 9 months after the end of its accounting reference period.
- (5) An annual return under this section must comply with the requirements under section 664.
- (6) If a company contravenes subsection (1) or (3), the company, and every responsible person of the company, commit an offence, and each is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.
- (7) If a person is convicted of an offence under subsection (6), the magistrate may, in addition to any penalty that may be

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663. 對不活動公司豁免交付周年申報表的規定

- (1) 公司如屬第 5(1) 條所指的不活動公司，則第 662 條不適用於該公司。
- (2) 如上述公司進行任何會計交易，則自該會計交易的日期起，第 (1) 款不再具有效力。

664. 周年申報表的內容

- (1) 第 662 條所指的公司周年申報表須 ——
 - (a) 符合指明格式；及
 - (b) 就有關公司載有該格式指明的詳情。
- (2) 在不局限第 23 條的原則下，處長可為施行本條，就不同類別的公司指明不同的格式或詳情。
- (3) 在不局限第 (1) 款的原則下，第 662 條所指的周年申報表須 ——
 - (a) 載有附表 6 指明的資料；及
 - (b) 隨附該附表指明的文件。
- (4) 儘管有第 (3) 款的規定，如 ——

imposed, order that the person must, within a time specified in the order, do the act that the person has failed to do.

- (8) A person who contravenes an order under subsection (7) commits an offence and is liable to a fine at level 5 and, in the case of a continuing offence, to a further fine of \$1,000 for each day during which the offence continues.

- (9) In this section—

accounting reference period (會計參照期) has the meaning given by section 368.

663. Exemption of dormant company from requirement to deliver annual return

- (1) Section 662 does not apply to a company that is a dormant company under section 5(1).
- (2) If such a company enters into an accounting transaction, subsection (1) ceases to have effect on and after the date of the accounting transaction.

664. Contents of annual return

- (1) A company's annual return under section 662 must—
 - (a) be in the specified form; and
 - (b) contain, with respect to the company, the particulars specified in the form.
- (2) Without limiting section 23, the Registrar may, for the purposes of this section, specify different forms or particulars in relation to different types of companies.
- (3) Without limiting subsection (1), an annual return under section 662 must—
 - (a) contain the information specified in Schedule 6; and

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- (a) 私人公司根據第 662(1) 條，須就某年交付周年申報表；而
- (b) 在該年中的任何時間 ——
 - (i) 該公司在違反其章程細則所施加的制限的情況下，登記該公司股份的任何轉讓；
 - (ii) 該公司的成員人數，超出第 11(1)(a)(ii) 條指明的人數；或
 - (iii) 該公司邀請公眾人士認購該公司的任何股份或債權證，
 該周年申報表須改為載有第 (5) 款指明的資料，並須隨附第 (5) 款指明的文件。
- (5) 上述資料及文件是 ——
 - (a) 附表 6 就公眾公司而指明的資料及文件；及
 - (b) 有關公司的財政年度所關乎的資料及文件，而該財政年度終結的日期，是在有關周年申報表須就之而交付的一年中。
- (6) 原訟法庭可應有關公司或在有關事宜上有利害關係的人的申請，命令第 (4) 款不適用於該公司。
- (7) 原訟法庭可按其認為公正合宜的條款及條件，作出上述命令。
- (8) 原訟法庭除非信納以下事宜，否則不得作出上述命令 ——
 - (a) 第 (4)(b)(i)、(ii) 或 (iii) 款所述的情況之出現屬意外；
 - (b) 該情況之出現屬無心之失，或因其他充分因由所致；或
 - (c) 基於其他理由，給予寬免是公正公平的。

- (b) be accompanied by the documents specified in that Schedule.
- (4) Despite subsection (3), if—
 - (a) an annual return is required to be delivered by a private company under section 662(1) in respect of a year; and
 - (b) at any time during the year—
 - (i) the company registers any transfer of shares in the company in contravention of the restriction imposed by the company's articles;
 - (ii) the membership of the company exceeds the number specified in section 11(1)(a)(ii); or
 - (iii) the company makes an invitation to the public to subscribe for any shares or debentures of the company,
 the annual return must contain the information, and be accompanied by the documents, specified in subsection (5) instead.
- (5) The information and documents are—
 - (a) information and documents specified for the purposes of a public company in Schedule 6; and
 - (b) information and documents that relate to the financial year of the company ending on a date within the year in respect of which the annual return is required to be delivered.
- (6) The Court may, on the application of the company or a person interested in the matter, order that subsection (4) does not apply to the company.
- (7) The Court may make the order on any terms and conditions that the Court thinks just and expedient.

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第 622 章

第 12 部 —— 第 5 分部
第 665 條

Part 12—Division 5
Section 665

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665. 提述周年申報表的解釋

在本條例中，提述公司的最近一份申報表，或提述按照第 662 條交付的申報表，須解釋為包括（在為確保法律的延續性所需的範圍內）結算日期是在該條生效日期[#]前的申報表，或按照《前身條例》向處長遞交的申報表。

編輯附註：

[#] 生效日期：2014 年 3 月 3 日。

- (8) The Court must not make the order unless the Court is satisfied that—
- (a) the occurrence of the event mentioned in subsection (4)(b)(i), (ii) or (iii) was accidental;
 - (b) it was due to inadvertence or to some other sufficient cause that the event occurred; or
 - (c) it is just and equitable to grant the relief on other grounds.

665. Construction of reference to annual return

A reference in this Ordinance to a company's last annual return, or to an annual return delivered in accordance with section 662, is to be construed as including (so far as necessary to ensure the continuity of the law) a return made up to a date before the commencement date[#] of that section, or forwarded to the Registrar in accordance with the predecessor Ordinance.

Editorial Note:

[#] Commencement date: 3 March 2014.