

## Table of Contents

	Page
About Wolters Kluwer Hong Kong Limited.....	iii
About the Author .....	v
About Corporate Leader Services Limited.....	vii
Abbreviations .....	xv
Table of Legislation .....	xvii
<b>Issues of the Companies Ordinance and Proposed Change Thereto.....</b>	<b>1</b>
<b>Chapter 1: Incorporation.....</b>	<b>9</b>
¶1-010 Incorporation of a Company .....	10
¶1-020 5 types of Companies under the <i>Companies Ordinance (Cap 622)</i> .....	10
¶1-030 Comparison between Limited and Unlimited Company with Share Capital.....	11
¶1-040 Comparison between Limited Company with Share Capital and Company Limited by Guarantee .....	12
¶1-050 Conflicting features of company limited by guarantee .....	14
¶1-060 Checklist and Procedures .....	14
¶1-070 Forms and Documents.....	17
¶1-080 Registration of a Company Limited by Guarantee as a Charity .....	18
¶1-090 Forms and Documents.....	18
<b>Chapter 2: PCST-INCORPORATION.....</b>	<b>107</b>
¶2-010 Checklist and Procedures .....	109
¶2-020 Change of status .....	110
¶2-021 From public to private company with share capital.....	110
¶2-022 From private to public company with share capital.....	112
¶2-023 From unlimited to limited company.....	114
¶2-024 Change of objects of a company limited by guarantee.....	115
¶2-030 Change of company name by the company .....	117
¶2-040 Change of company name by the CR .....	119

¶2-050	Miscellaneous post-incorporation changes.....	120
¶2-051	Change of business nature .....	120
¶2-052	Increase of the number of members for a company limited by guarantee .....	121
¶2-053	Change of maximum number of shares for limited company with share capital.....	121
¶2-054	Change of bank signatories and signing method .....	122
¶2-060	Forms and Documents.....	124
<b>Chapter 3: Officers of the Company .....</b>		<b>155</b>
¶3-010	Highlights .....	156
¶3-020	Liabilities .....	157
¶3-030	Company Secretary .....	176
¶3-040	Forms and Documents.....	180
<b>Chapter 4: Share Capital .....</b>		<b>247</b>
¶4-010	Highlights .....	249
¶4-020	Allotment of Shares .....	251
¶4-030	Transfer and Transmission of Shares .....	252
¶4-031	Share Transfer .....	252
¶4-040	Change of registered and beneficial ownership.....	253
¶4-050	Change of registered owner only .....	255
¶4-060	Change of beneficial ownership.....	256
¶4-070	Application for exemption from stamp duty .....	257
¶4-080	Transmission of Share .....	258
¶4-090	Maintenance of Capital.....	259
¶4-100	Reduction of share capital for a private company .....	260
¶4-110	Share redemption and buy-backs for a private company .....	262
¶4-120	Financial assistance for a private company .....	267
¶4-130	Alteration of Class Rights.....	269
¶4-131	Companies having a share capital.....	269
¶4-140	Alteration of Share Capital.....	271
¶4-141	Consolidation of shares.....	271
¶4-150	Subdivision of shares .....	272
¶4-160	Redenomination of share capital .....	272
¶4-170	Amalgamation.....	273
¶4-180	Dividends.....	321
¶4-181	Interim Dividend.....	321
¶4-190	Final Dividend .....	322

¶4-200	Bonus issue .....	323
¶4-210	Case Studies .....	324
¶4-220	Forms and Documents .....	327
<b>Chapter 5: Meetings.....</b>		<b>347</b>
¶5-010	Meetings.....	348
¶5-020	Directors' Meetings.....	349
¶5-030	Committee Meeting .....	351
¶5-040	Annual General Meeting ("AGM") for private company limited by shares.....	351
¶5-050	Written resolutions vs Resolutions passed in general meeting .....	355
¶5-060	Forms and Documents.....	361
<b>Chapter 6: Books of the Company .....</b>		<b>367</b>
¶6-010	Register of members .....	369
¶6-011	Highlights and Procedures .....	369
¶6-012	Entry of Registers .....	369
¶6-013	Changes to register of members .....	369
¶6-014	Inspection of register of members .....	369
¶6-015	Close of register of members.....	369
¶6-016	Register not kept in the office .....	370
¶6-017	Others.....	370
¶6-020	Files / Documents required .....	370
¶6-021	Laws Governing.....	370
¶6-030	Entry of Register .....	370
¶6-031	Changes to register of directors .....	370
¶6-032	Inspection of register of directors .....	371
¶6-033	Register not kept in the office .....	371
¶6-034	Others.....	371
¶6-035	Files / Documents required .....	371
¶6-036	Laws Governing.....	371
¶6-040	Entry of Register .....	371
¶6-041	Changes to register of company secretaries .....	372
¶6-042	Inspection of register of company secretaries.....	372
¶6-043	Register not kept in the office .....	372
¶6-044	Files / Documents required .....	372
¶6-045	Laws Governing.....	373
¶6-050	Register of Particulars not Required to be Contained in Notes to Financial Statement .....	373

¶6-051	Procedure.....	373
¶6-052	Entry of Register .....	373
¶6-053	Changes to Registers.....	374
¶6-054	Inspection of Register.....	374
¶6-055	Others.....	374
¶6-056	Laws Governing.....	374
¶6-060	Entry of Register.....	376
¶6-061	Changes to Register.....	377
¶6-062	Register cease to maintain .....	377
¶6-063	Files / Documents Required .....	377
¶6-064	Laws Governing.....	377
¶6-065	Other Files and Documents.....	377
¶6-066	Company Records.....	377
¶6-070	Annual Return .....	378
¶6-080	Practical Tips .....	378
¶6-090	Forms and Documents.....	380
<b>Chapter 7: Accounts and Auditors.....</b>		<b>403</b>
¶7-010	Accounting Reference Date.....	404
¶7-020	Reporting Exemption.....	406
¶7-030	Accounting Records .....	408
¶7-040	Consolidated Financial Statements .....	410
¶7-050	Laying and Publication of Financial Statements and Reports.....	410
¶7-060	Summary Financial Reports .....	412
¶7-070	Auditors' Rights and Liabilities .....	413
¶7-080	Appointment of Auditors .....	414
¶7-090	Termination of Auditors' Appointment.....	415
¶7-100	Special Notice Required for Appointing Auditors.....	417
¶7-110	Removal of Auditors.....	418
¶7-120	Forms and Documents.....	420
<b>Chapter 8: De-registration, Striking Off and Investigation.....</b>		<b>429</b>
¶8-010	De-registration .....	430
¶8-020	Striking Off.....	433
¶8-030	Investigation.....	434
¶8-040	Forms and Documents.....	437
<b>Chapter 9: Alternatives to Incorporation.....</b>		<b>451</b>
¶9-010	Non-Hong Kong Company: Registration .....	452

¶9-020	Non-Hong Kong Company-Changes That Have to be Reported to the CR After Registration .....	454
¶9-030	Non-Hong Kong Company-Cessation and Dissolution .....	458
¶9-040	Sole Proprietorship and Partnership .....	459
¶9-050	Forms and Documents.....	463
<b>Chapter 10: Trust and Company Service Providers (TCSPS) .....</b>		<b>587</b>
¶10-010	A new licensing regime.....	588
¶10-020	Exemption from applying the TCSP licence.....	588
¶10-030	Application procedure.....	589
¶10-040	Licence renewal .....	629
¶10-050	Notification of changes in particulars .....	673
¶10-060	Cessation of business .....	702
¶10-070	Reporting of suspicious cases under AMLO .....	709
<b>Chapter 11: Main Board Listing Rules .....</b>		<b>711</b>
¶11-010	Corporate structure .....	712
¶11-020	Securities Trading of Directors.....	717
¶11-030	Registers .....	718
¶11-040	Disclosure of interest.....	719
¶11-050	Inside Information Provisions.....	719
¶11-060	Notification, publication and shareholders' approval requirements .....	721
¶11-070	Continuing Obligations under Chapter 13 of the Main Board Listing Rules .....	723
¶11-080	Corporate Governance.....	745
<b>Index .....</b>		<b>767</b>