

**Hong Kong Bar Association's comments on Second Phase Consultation on the
Subsidiary Legislation to be made under the
New Companies Ordinance**

1. The Hong Kong Bar Association ("the Bar") has previously provided its comments on the draft Companies Ordinance in relation to some of the matters covered by the proposed Regulations. In relation to Annexes 8 to 12, the Bar has the following 2 observations.

2. First, in relation to the proposed Companies (Trading Disclosures) Regulation (Annex 8), the only matter which may have some practical significance to the issue of service of documents on companies is the exemption of companies which have no accounting transaction since incorporation from the display requirements (reg. 3(3)). However, given the combined effect of s.658(2)-(4) (which render the designation of registered office in the stipulated documents at the Companies Registry conclusive) and s.827 (which reproduces the current s.356), the Bar is of the view that such exemption is unlikely to lead to substantial disputes on service.

3. As for the Companies (Disclosure of Information about Benefits of Directors) Regulation (Annex10), the Bar notes that its suggestions in July 2007 in relation to the same have not been taken on board in the new Companies Ordinance. Nevertheless the Bar has no objection to the contents of this proposed Regulation.

28th December 2012

Hong Kong Bar Association