

Fifteenth Schedule

[s. 168K & Sch. 26]

(Amended 14 of 2016 s. 117)

Matters for Determining Unfitness of Directors

(Fifteenth Schedule added 30 of 1994 s. 13)

(Format changes—E.R. 1 of 2014)

Part I

Matters Applicable in all Cases

1. Any misfeasance or breach of any fiduciary or other duty by the director in relation to the company.
2. Any misapplication or retention by the director of, or any conduct by the director giving rise to an obligation to account for, any money or other property of the company.
3. The extent of the director's responsibility for any failure by the company to comply with—
(Amended 28 of 2012 ss. 912 & 920)
 - (a) any of the following provisions of the pre-amended Ordinance—
 - (i) section 81;
 - (ii) section 95;
 - (iii) section 96;
 - (iv) section 107;
 - (v) section 109;
 - (vi) section 119A;
 - (vii) section 121;
 - (viii) section 158;
 - (ix) section 158A; and
 - (b) any of the following provisions of the Companies Ordinance (Cap. 622)—
 - (i) section 335;
 - (ii) section 336;
 - (iii) section 341;
 - (iv) section 342;
 - (v) section 373;
 - (vi) section 374;
 - (vii) section 377;
 - (viii) section 619;
 - (ix) section 627;
 - (x) section 628;
 - (xi) section 630;
 - (xii) section 641;

- (xiii) section 642(1);
- (xiv) section 643;
- (xv) section 645;
- (xvi) section 648;
- (xvii) section 649(1);
- (xviii) section 650;
- (xix) section 652;
- (xx) section 662; and
- (xxi) section 664.

(Amended 28 of 2012 ss. 912 & 920)

4. The extent of the director's responsibility for any failure by the directors of the company to comply with—
 - (a) sections 122 and 129B of the pre-amended Ordinance; and
 - (b) sections 387 and 429 of the Companies Ordinance (Cap. 622).

(Amended 28 of 2012 ss. 912 & 920)

Part II

Matters Applicable where Company has become Insolvent

1. The extent of the director's responsibility for the causes of the company becoming insolvent.
 2. The extent of the director's responsibility for any failure by the company to supply any goods or services which have been paid for (in whole or in part).
 3. The extent of the director's responsibility for the company entering into any transaction or giving any unfair preference, being a transaction or unfair preference liable to be set aside under section 182, 265D or 266.
- (Amended 14 of 2016 s. 117)*
4. The extent of the director's responsibility for any failure by the directors of the company to comply with section 241.
 5. Any failure by the director to comply with any obligation imposed on him by or under any of the following provisions—
 - (a) section 190;
 - (b) section 211;
 - (c) section 228A;
 - (d) section 241; *(Amended 3 of 1997 s. 64)*
 - (da) section 274; and *(Added 3 of 1997 s. 64)*
 - (e) section 300A.