



## Twelfth Schedule

[s. 351 & Sch. 26]

(Amended 14 of 2016 s. 116)

### Punishment of Offences under this Ordinance

Section creating offence	General nature of offence	Mode of prosecution	Punishment	Daily default fine (if applicable)
38(1B)	Issuing a company prospectus that does not comply with section 38(1) and (1A)	Summary	level 5	—
38(3)	Issuing a company prospectus that does not comply with section 38	Summary	level 6	—
38B(3)	Advertising an abstract from or an abridged version of a company prospectus	Summary	level 6	—
38C(2)	Issuing a company prospectus with an expert's statement in it, he not having given his consent	Summary	level 6	—
38D(8)	Issuing a company prospectus without delivering a copy to the Registrar or without the requisite endorsements ( <i>Amended 86 of 1992 s. 20</i> )	Summary	level 6	\$300
39A(3)	Amendment of prospectus consisting of one document not done in compliance with Part 1 of the Twentieth Schedule ( <i>Added 30 of 2004 s. 2</i> )	Summary	level 6	—
39B(4)	Amendment of prospectus consisting of more than one document not done in compliance with Part 1 of the Twenty-first Schedule ( <i>Added 30 of 2004 s. 2</i> )	Summary	level 6	—
40A(1)	Authorizing the issue of a prospectus containing an untrue statement	On indictment	\$700,000 and 3 years	—
		Summary	\$150,000 and 12 months	—
43(4)	Allotting shares before the 3rd day after delivering a statement in lieu of prospectus to the Registrar	Summary	level 6	—
43(5)	Authorizing a statement in lieu of prospectus under section 43(1) containing an untrue statement	On indictment	\$350,000 and 2 years	—
		Summary	\$150,000 and 12 months	—
44A(4)	Allotting shares before the 3rd day after the issue of a prospectus	Summary	level 6	—
44B(3)	Company failing to keep money in separate bank account when received under a prospectus stating that stock exchange listing is being applied for	Summary	level 5	—

168M	Person contravening a disqualification order ( <i>Added 30 of 1994 s. 12. Amended E.R. 1 of 2014</i> )	On indictment Summary	Level 6 and 2 years Level 4 and 6 months	— —
190(5)	Person failing to comply with requirements to give information, etc., to liquidator under section 190 ( <i>Amended 46 of 2000 s. 39</i> )	Summary	level 5	\$300
227(3)	Liquidator failing to deliver dissolution order to the Registrar	Summary	level 5	\$300
228A(4)	Director signing a winding-up statement without having reasonable grounds for the opinion that the company cannot by reason of its liabilities continue its business, or to consider that the winding up should be commenced under section 228A because it is not reasonably practicable for it to be commenced under another section of the Ordinance, or for certifying that a resolution has been passed, a meeting of the company has been summoned and a provisional liquidator has been appointed ( <i>Added 28 of 2003 s. 119. Amended 14 of 2016 s. 116</i> )	Summary	level 5 and 6 months	—
228A(6)	Director failing to cause meeting of the creditors to be summoned for a date not later than 28 days after delivery of winding-up statement ( <i>Added 28 of 2003 s. 119. Amended 14 of 2016 s. 116</i> )	Summary	level 5	—
228A(8B)	Person acting as provisional liquidator without having consented to the appointment, or not being a solicitor or certified public accountant ( <i>Added 14 of 2016 s. 116</i> )	Summary	\$150,000	—
228A(9A)	Director failing to give notice in the Gazette of the commencement of winding up and appointment of a provisional liquidator ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 3	\$300
228A(13) (relating to subsection (10))	Provisional liquidator failing to deliver to the Registrar the notice of appointment required under section 228A(10) ( <i>Added 28 of 2003 s. 119</i> )	Summary	level 3	\$200
228A(13) (relating to subsection (11) (a))	Person ceasing to act as provisional liquidator failing to publish in the Gazette the notice required under section 228A(11)(a) ( <i>Added 28 of 2003 s. 119</i> )	Summary	level 3	\$200
228A(13) (relating to subsection (11))	Person ceasing to act as provisional liquidator failing to deliver to the Registrar the notice required under	Summary	level 3	\$200

(b))	section 228A(11)(b) ( <i>Added 28 of 2003 s. 119</i> )			
228A(13) (relating to subsection (12))	Provisional liquidator failing to deliver to the Registrar the notice of change of particulars required under section 228A(12) ( <i>Added 28 of 2003 s. 119</i> )	Summary	level 3	\$200
228B(5)	Provisional liquidator exercising a power without the sanction of the court ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 5	—
228B(7)	Provisional liquidator failing to attend a meeting of the creditors or report on the exercise of powers ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 5	—
229(2)	Company failing to advertise in the Gazette notice of resolution to wind up voluntarily	Summary	level 3	\$300
233(3)	Director signing a certificate that company being wound up voluntarily can meet its debts within the time set out in the certificate without having reasonable grounds to do so ( <i>Amended 28 of 2003 s. 119</i> )	Summary	level 5 and 6 months	—
237A(3) (relating to subsection (1A))	Liquidator, on forming the opinion that a company in voluntary winding up will not be able to pay its debts in full within the period stated in the certificate of solvency, failing to summon meeting of creditors, or send notice of the meeting to the creditors, or cause notice of the meeting to be advertised ( <i>Amended 28 of 2003 s. 119; 14 of 2016 s. 116</i> )	Summary	level 3	—
237A(3) (relating to subsection (1B))	Liquidator failing to make a disclosure statement if not disqualified under section 262B(3) ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 3	—
237A(3) (relating to subsection (1C))	Liquidator failing to inform creditors that he or she would be disqualified under section 262B(3), etc. ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 3	—
237A(3) (relating to subsection (1D))	Liquidator failing to provide creditors with information concerning the company's affairs ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 3	—
237A(3) (relating to subsection (1E))	Liquidator failing to inform creditors of the liquidator's duty to provide information in notice of meeting of creditors ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 3	—
237A(3) (relating to subsection (1F))	Liquidator failing to prepare full statement of the position of the company's affairs or lay that statement before the meeting of	Summary	level 3	—

	creditors ( <i>Added 14 of 2016 s. 116</i> )			
237A(3) (relating to subsection (1H))	Liquidator failing to attend or preside at meeting of creditors ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 3	—
238(2)	Liquidator failing to call a general meeting at the end of any year	Summary	level 3	—
239(3)	Liquidator failing to send the Registrar a copy of accounts, etc., on completion of the winding up	Summary	level 3	\$300
239(5)	Person failing to deliver an office copy of an order under section 239 to the Registrar for registration	Summary	level 3	\$300
239(6)	Liquidator failing to call a final general meeting under section 239	Summary	level 3	—
241(6)	Company, etc., failing to comply with the requirements to call creditors' meeting, etc., after a meeting which proposes to wind up the company voluntarily	Summary	level 5	—
243A(6)	Liquidator exercising a power without the sanction of the court ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 5	—
243A(7) (relating to subsection (3))	Liquidator failing to attend meeting of creditors or report on the exercise of powers ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 5	—
243A(7) (relating to subsection (4))	Liquidator failing to apply for court's directions when the company fails to cause meeting of creditors to be summoned or notices of the meeting to be sent to creditors ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 5	—
247(2)	Liquidator failing to call annual meeting of creditors	Summary	level 3	—
248(3)	Liquidator failing to send copy account or return of holding of final meeting to the Registrar	Summary	level 3	\$300
248(5)	Person failing to deliver an office copy of an order under section 248 to the Registrar for registration	Summary	level 3	\$300
248(6)	Liquidator failing to call a general meeting of the company or of creditors as required by section 248	Summary	level 3	—
250A(4)	Director exercising a power without the sanction of the court ( <i>Added 14 of 2016 s. 116</i> )	Summary	level 5	—
253(4) (relating to subsection (1) (a))	Liquidator failing to publish in the Gazette the notice of appointment required under section 253(1)(a) ( <i>Added 28 of 2003 s. 119</i> )	Summary	level 3	\$300
253(4) (relating to subsection (1) (b))	Liquidator failing to deliver to the Registrar the notice of appointment required under section 253(1)(b) ( <i>Added 28 of 2003 s. 119</i> )	Summary	level 3	\$300

253(4) (relating to subsection (2) (a))	Person ceasing to act as liquidator failing to publish in the Gazette the notice required under section 253(2) (a) <i>(Added 28 of 2003 s. 119)</i>	Summary	level 3	\$300
253(4) (relating to subsection (2) (b))	Person ceasing to act as liquidator failing to deliver to the Registrar the notice required under section 253(2) (b) <i>(Added 28 of 2003 s. 119)</i>	Summary	level 3	\$300
253(4) (relating to subsection (3))	Liquidator failing to deliver to the Registrar the notice of change of particulars required under section 253(3) <i>(Added 28 of 2003 s. 119)</i>	Summary	level 3	\$300
262A(4)	Person acting as provisional liquidator or liquidator without meeting the conditions specified in section 262A(2) <i>(Added 14 of 2016 s. 116)</i>	Summary	\$150,000	—
262D(4)	Person omitting to disclose a relationship that is required to be disclosed <i>(Added 14 of 2016 s. 116)</i>	Summary	level 3	—
262E(5)	Convenor failing to ensure that notices of meeting comply with certain requirements or disclosure statements are tabled <i>(Added 14 of 2016 s. 116)</i>	Summary	level 3	—
262F(7)	Provisional liquidator or liquidator failing to update disclosure statement or give notice, etc. of the update <i>(Added 14 of 2016 s. 116)</i>	Summary	level 3	—
271(1) (relating to paragraph (o))	Officer, etc., failing to comply with section 271 (offences by officers of companies in liquidation)	On indictment	5 years	—
		Summary	2 years	—
271(1) (relating to any other paragraph)	Officer, etc., failing to comply with section 271 (offences by officers of companies in liquidation)	On indictment	\$150,000 and 2 years	—
		Summary	level 5 and 6 months	—
272	Officer, etc., falsifying, etc., books, etc.	On indictment	\$150,000 and 2 years	—
		Summary	level 5 and 6 months	—
273	Officer acting with intent to defraud creditors by giving, etc., or concealing, etc., property of company in liquidation	On indictment	\$150,000 and 2 years	—
		Summary	level 5 and 6 months	—
274(1)	Officer failing to keep proper records for a specified period prior to winding up of company <i>(Amended 14 of 2016 s. 116)</i>	On indictment	\$150,000 and 2 years	—
		Summary	level 5 and 6 months	—
275(3)	Person being a party to carrying on the business of a company with intent to defraud creditors	On indictment	Fine (unlimited) and 5 years	—
		Summary	\$150,000 and 12 months	—
278A(1)	Person inducing appointment etc. of provisional liquidator or liquidator	Summary	\$150,000	—

*(Amended 14 of 2016 s. 116)*

280(2)	Company, etc., failing to notify on invoice, etc., that it is in liquidation	Summary	level 3	—
283(4)	Person contravening general rules made for the destruction, etc., of books, etc., of liquidated company	Summary	level 3	—
284(3)	Liquidator failing to send prescribed particulars with respect to the proceedings in and position of the liquidation during the liquidation to the Registrar	Summary	level 3	\$700
290(2)	Person failing to deliver an office copy of an order under section 290 to the Registrar for registration	Summary	level 3	\$300
296E(7)	Liquidator or provisional liquidator failing to send or supply a free copy of document or information given by electronic means within 5 business days after receipt of the request <i>(Added 14 of 2016 s. 116)</i>	Summary	level 3	—
297(2)	Body corporate acting as a receiver	Summary	level 5	—
297A	Undischarged bankrupt acting as a receiver	On indictment	\$150,000 and 2 years	—
		Summary	level 5 and 6 months	—
297B(1)	Person inducing appointment etc. of receiver or manager of the property of a company <i>(Added 14 of 2016 s. 116)</i>	Summary	\$150,000	—
299(2)	Company, etc., authorizing, etc., the issue of invoices, etc., without reference to its being in receivership, etc.	Summary	level 3	—
300A(7)	Receiver failing to give notices, etc., as required under section 300A	Summary	level 3	\$300
300B(5)	Persons defaulting in complying with requirements of section 300B (special provisions as to statement submitted to receiver)	Summary	level 3	\$300
301(2)	Receiver, etc., failing to deliver accounts to the Registrar	Summary	level 3	\$300
342CA(3)	Amendment of prospectus consisting of one document not done in compliance with Part 2 of the Twentieth Schedule <i>(Added 30 of 2004 s. 2)</i>	Summary	level 6	—
342CB(4)	Amendment of prospectus consisting of more than one document not done in compliance with Part 2 of the Twenty-first Schedule <i>(Added 30 of 2004 s. 2)</i>	Summary	level 6	—
342D	Person responsible for issue, etc., of prospectus, etc., contravening sections 342 to 342C	Summary	\$150,000	—

342F(1)	Authorizing the issue, circulation or distribution in Hong Kong of a prospectus (containing an untrue statement) relating to shares in or debentures of a company incorporated outside Hong Kong (whether the company has or has not established a place of business in Hong Kong) ( <i>Added 86 of 1992 s. 20. Amended 30 of 2004 s. 2; 28 of 2012 ss. 912 &amp; 920</i> )	On indictment	\$550,000 and 3 years	—
		Summary	\$150,000 and 12 months	—
349	Person making a false statement	Summary	level 6 and 6 months	—
360J	Person obstructing Official Receiver	Summary	\$150,000 and 6 months	—

*(Twelfth Schedule added 7 of 1990 s. 4. Amended 77 of 1991 s. 8; 30 of 1994 s. 12; 84 of 1995 s. 8; L.N. 306 of 1996; 3 of 1997 s. 62; 28 of 2003 s. 119; 28 of 2012 ss. 912 & 920; 14 of 2016 s. 116)*

*(Format changes—E.R. 1 of 2014)*

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