

343. Interpretation of provisions as to prospectuses

- (1) Where any document by which any shares in or debentures of a company incorporated outside Hong Kong are offered for sale to the public would, if the company concerned had been a company within the meaning of this Ordinance, have been deemed by virtue of section 41 to be a prospectus issued by the company, that document shall be deemed to be, for the purposes of this Part of this Ordinance, a prospectus issued by the company. *(Amended 6 of 1984 s. 259)*
- (2) An offer of shares or debentures for subscription or sale to any person whose ordinary business is to buy or sell shares or debentures, whether as principal or agent, shall not be deemed an offer to the public for the purposes of this Part of this Ordinance. *(Amended 30 of 1999 s. 31)*
- (2A) For the purposes of sections 342E and 342F, **untrue statement** (不真實陳述), in relation to a prospectus, includes a material omission from the prospectus. *(Added 30 of 2004 s. 2)*
- (2B) For the purposes of the provisions of this Part, a statement included in a prospectus shall be deemed to be untrue if it is misleading in the form and context in which it is included. *(Added 30 of 2004 s. 2)*
- (3) In this Part the expressions **shares** (股份) and **debentures** (債權證) have the same meanings as when used in relation to a company as defined in section 2(1). *(Amended 30 of 2004 s. 2; 28 of 2012 ss. 912 & 920)*

(Replaced 78 of 1972 s. 18)

[cf. 1948 c. 38 s. 423 U.K.]