



Lee & Yu Certified Public Accountants

李志輝 · 余仲良 會計師事務所

In association with | CAC CPA LIMITED | 中审华会计师事务所



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客戶通訊 Newsletter

Commencement of the Companies (Amendment) Ordinance 2023 Holding of General Meetings by Using Virtual Meeting Technology (“the Amendment Ordinance”) will come into operation on 28 April 2023.



客戶通訊 Newsletter
FEB 2023

At present, the Companies Ordinance (Cap. 622) (“CO”) provides that a company must hold an annual general meeting within the prescribed time. A company may also hold a general meeting out of its own initiatives from time to time as necessary.

The manner of holding a general meeting is governed by the provisions in the CO and the Companies (Model Articles) Notice (Cap. 622H) (“Model Articles”) as well as provisions of the company’s own articles of association.

Pursuant to section 584 of the CO, a company may hold a general meeting at 2 or more places using any technology that enables the members of the company who are not together at the same place to listen, speak and vote at the meeting. Yet, there is no reference in the CO for a company to hold fully virtual general meetings or the hybrid mode of virtual and physical general meetings.

The Amendment Ordinance seeks to modernise the CO and the Model Articles to expressly cater for the scenario of companies holding fully virtual general meetings without the requirement for presence of members at any physical locations; as well as a mixed mode of such virtual general meetings and members attending at physical location(s), i.e. hybrid general meetings.

這份客戶通訊是為客戶提供感興趣之資料，並不能視為專業意見，如客戶需要更多資料或有任何疑問，請與本所聯絡。

This Newsletter is designed to provide information on subjects which may be of interest to our clients. It is not intended as professional advice. If you need more information or have a specific question, please contact us.



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The major elements of the Amendment Ordinance include :

- (a) introducing a new definition of virtual meeting technology;
- (b) providing that notice of a general meeting to members or on a website must specify, among other matters, the physical venue of the meeting or the virtual meeting technology to be used for holding the meeting, or both;
- (c) providing that the notice may specify the virtual meeting technology to be used for holding the meeting unless the company's articles expressly preclude the holding of a general meeting by using virtual meeting technology or require a general meeting to be held only at a physical venue;
- (d) setting out the mode of holding a general meeting;
- (e) clarifying that when a general meeting of a company is held at 2 or more physical venues, the company must use any technology that allows the members of the company who are not together at the same physical venue to listen, speak and vote at the meeting regardless of whether virtual meeting technology is also used for holding the meeting; and
- (f) providing that a person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present.