



公司註冊處
Companies Registry

合併後的公司的董事發出
有關債權人申索的證明書
**Certificate on Claims of Creditors
by Directors of Amalgamated Company**

表格
Form **NAMA5**

商業登記號碼
Business Registration Number

註 Note

1 公司名稱 Company Name

2 證明書 Certificate

我／我們 * 是上述合併後的公司的 唯一董事／全體董事／擬委任的董事*，現按照《公司條例》(第622章)第684(1)(e)條證明，假若合併後的公司的債權人的申索相對該公司資產價值的比例，高於某合併的公司的債權人的申索相對該公司資產價值的比例，沒有債權人會因此事實而受到損害。

I/We *, being the sole director/all the directors/proposed director(s)*, of the company, hereby certify in accordance with section 684(1)(e) of the Companies Ordinance (Cap. 622) that where the proportion of the claims of the amalgamated company's creditors in relation to the value of that company's assets is greater than the proportion of the claims of an amalgamating company's creditors in relation to the value of that company's asset, no creditor will be prejudiced by that fact.

**5 3 唯一董事／全體董事或擬委任的董事簽署
Signature(s) of Sole Director/All Directors or Proposed Director(s)**

(如空位不足，請用續頁填報 Use Continuation Sheet if the space is insufficient)

姓名 簽署 日期
Name : _____ Signed : _____ Date : _____
董事／擬委任的董事 日 DD / 月 MM / 年 YYYY
Director/Proposed Director

姓名 簽署 日期
Name : _____ Signed : _____ Date : _____
董事／擬委任的董事 日 DD / 月 MM / 年 YYYY
Director/Proposed Director

本證明書所包括的續頁數目 **Number of Continuation Sheet(s) included in this Certificate**

*請刪去不適用者 Delete whichever does not apply

3 提交人資料 Presentor's Reference

姓名／名稱 Name:
地址 Address:

請勿填寫本欄 **For Official Use**

電話 Tel: 傳真 Fax:
電郵 Email:
檔號 Reference:

5 唯一董事／全體董事或擬委任的董事簽署 (第 3 項)
Signature(s) of Sole Director / All Directors or Proposed Director(s) (Section 3)

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

姓名 : _____ 簽署 : _____ 日期 : _____
 Name : _____ Signed : _____ Date : _____
 董事／擬委任的董事
 Director / Proposed Director 日 DD / 月 MM / 年 YYYY

《公司條例》(第 622 章)
第 684(1)(e) 條規定交付的

合併後的公司的董事發出有關債權人申索的證明書

填表須知 — 表格 NAMA5

附註

引言

1. 為使根據《公司條例》第 13 部第 3 分部屬同一集團的公司的合併有效，無論該合併屬縱向合併或橫向合併，每間合併的公司須在合併建議獲批准後的 15 日內，將以下文件交付公司註冊處處長(「處長」)登記—
 - (a) 獲批准的合併建議(表格 NAMA1)；
 - (b) 第 683(1) 條規定的每項證明書(表格 NAMA2)；
 - (c) 每間合併的公司的董事發出的證明書(表格 NAMA3)，述明該合併已—
 - (i) 按照《公司條例》第 13 部第 3 分部獲批准；及
 - (ii) 按照該合併的公司的章程細則獲批准。

合併後的公司並須將以下文件交付處長登記—

- (d) 關於委任合併後的公司的董事的通知(表格 NAMA4)；
- (e) 合併後的公司的董事或擬委任為該公司的董事的人發出的證明書，述明假若合併後的公司的債權人的申索相對該公司資產價值的比例，高於某合併的公司的債權人的申索相對該公司資產價值的比例，沒有債權人會因此事實而受到損害(本表格)。

在上述(a)至(e)的文件登記後，處長會在切實可行範圍內，盡快發出合併證明書，指明一個日期為有關合併的生效日期。

2. 如以中文申報本表格內的資料，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。
3. 請提供提交人資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。
4. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從《公司條例》中有關條文的規定而交付處長。

簽署

5. 本表格必須由公司的唯一董事／全體董事或擬委任的董事簽署。此外，所填報的董事姓名／名稱必須與公司註冊處的紀錄相同。公司註冊處不接納未簽妥的表格。

商業登記號碼

6. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼(即商業登記證號碼的首 8 位數字)，「-」後的數字無須填寫。於 2023 年 12 月 27 日或之後成立的公司，商業登記號碼亦已用作公司註冊處所發出的「公司註冊證明書」上的編號。

CERTIFICATE ON CLAIMS OF CREDITORS BY DIRECTORS OF AMALGAMATED COMPANY

For the purposes of section 684(1)(e) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NAMA5

Introduction

1. For the purposes of effecting an amalgamation of companies within a group, whether by vertical amalgamation or horizontal amalgamation, under Division 3 of Part 13 of the Companies Ordinance, each and every amalgamating company must deliver the following documents to the Registrar of Companies (the Registrar) for registration within 15 days after the approval of the amalgamation proposal —
 - (a) the amalgamation proposal that has been approved (Form NAMA1);
 - (b) every certificate required by section 683(1) (Form NAMA2);
 - (c) a certificate issued by the directors of each amalgamating company (Form NAMA3), stating that the amalgamation has been approved in accordance with —
 - (i) Division 3 of Part 13 of the Companies Ordinance; and
 - (ii) the articles of the amalgamating company.

The amalgamated company must also deliver the following documents to the Registrar for registration —

- (d) a notice of appointment of the directors of the amalgamated company (Form NAMA4);
- (e) a certificate issued by the directors, or the proposed directors, of the amalgamated company stating that where the proportion of the claims of the amalgamated company's creditors in relation to the value of that company's assets is greater than the proportion of the claims of an amalgamating company's creditors in relation to the value of that company's assets, no creditor will be prejudiced by that fact (this Form).

As soon as practicable after the documents (a) to (e) above are registered, the Registrar will issue a certificate of amalgamation, specifying a date as the effective date of the amalgamation.

2. Traditional Chinese characters should be used if the form is completed in Chinese. Please note that handwritten forms may be rejected by the Companies Registry.
3. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
4. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form will not be regarded as having been delivered to the Registrar in satisfaction of the relevant provision of the Companies Ordinance.

Signature

5. This form must be signed by the sole director / all the directors or the proposed director(s) of the company. Please note that the name(s) of the director(s) given under this Section **must be** identical to the name(s) kept in the Companies Registry's record. A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

6. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. For companies incorporated on or after 27 December 2023, the business registration number is also adopted as the "No. " on the "Certificate of Incorporation" issued by the Companies Registry.