

Schedule 6

[ss. 664 & 911]

Information to be Contained in Annual Return and Documents by which Annual Return must be Accompanied

Part 1

Information to be Contained in Annual Return

1. An annual return under section 662(1) or (3) must contain the following information in respect of the company—
 - (a) the company name, its registered number and business name (if any);
 - (b) the type of company;
 - (c) the address of the registered office of the company;
 - (d) the date to which the company makes up the return;
 - (e) particulars of the total amount of the indebtedness of the company in respect of all mortgages and charges that—
 - (i) are required to be registered with the Registrar under this Ordinance; or
 - (ii) would have been required to be so registered if created after 1 January 1912;
 - (f) in the case of a company having a share capital—
 - (i) particulars relating to members and share capital of the company; and

- (ii) if the company has converted any of its shares into stock and given notice of the conversion to the Registrar, the amount of stock held by each of the existing members;
 - (g) in the case of a company not having a share capital, except for a company registered with an unlimited number of members, the number of members of the company;
 - (h) if any company records are kept at a place other than the company's registered office, the address of that place and the records that are kept there;
 - (i) particulars with respect to—
 - (i) any person who at the date of the return is a director or reserve director of the company; and
 - (ii) any person who at that date is a company secretary of the company,that are by this Ordinance required to be contained with respect to them in the register of directors and register of company secretaries of a company.
2. In the case of a listed company, the particulars relating to members as required under section 1(f)(i) of this Schedule are limited to those relating to members who held 5% or more of the issued shares in any class of the company's shares as at the date of the return.
3. If a director or reserve director is a natural person, the particulars as required under section 1(i) of this Schedule do not include—
- (a) an address contained in the register of directors as the usual residential address of the director or reserve director; and

- (b) the full number of the identity card or passport of the director or reserve director.
- 4. If a company secretary is a natural person, the particulars as required under section 1(i) of this Schedule do not include the full number of the identity card or passport of the company secretary.
- 5. In the case of a company that keeps a branch register of members in accordance with section 636(1), the particulars of the entries in that register need not be included in the annual return if copies of those entries have not been received at the registered office of the company. Those particulars must, so far as they relate to matters that are required to be contained in the annual return, be included in the next annual return after copies of those entries are received at the registered office of the company.

Part 2

Additional Information to be Contained in Annual Return of Private Company

- 6. An annual return under section 662(1) must also contain the following information in respect of the private company—
 - (a) a statement that the company has not—
 - (i) since the date of the last return; or
 - (ii) in the case of a first return, since the date of the incorporation of the company,issued any invitation to the public to subscribe for any shares or debentures of the company; and

- (b) if the annual return discloses the fact that the number of members of the company exceeds 50, a statement that the excess consists wholly of persons who, under section 11(2), are excluded in the calculation of the number of members of the company.

Part 3

Documents by which Annual Return of Public Company or Company Limited by Guarantee must be Accompanied

- 7. An annual return under section 662(3) must be accompanied by—
 - (a) copies of the documents required to be sent to every member of the company under section 430, certified by a director or company secretary of the company to be true copies; and
 - (b) if any of the documents mentioned in paragraph (a) is in a language other than English or Chinese, a certified translation (to be annexed to that document) in English or Chinese of the document.
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