

**INCORPORATION FORM
(COMPANY LIMITED BY SHARES)**

For the purposes of section 67(1)(b) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC1

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for incorporation of a company limited by shares and **must be accompanied by a copy of the company's articles**.
2. According to sections 5A(1) and 5D(2) of the Business Registration Ordinance (Cap. 310), **an applicant for company incorporation must deliver a Notice to Business Registration Office (IRBR1) and the prescribed business registration fee and levy together with this form**. Otherwise, the application will be rejected by the Companies Registry.
3. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.
4. 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. The Companies Registry will notify the presentor by fax to collect the Certificate of Incorporation and Business Registration Certificate in person. A written authorization will be required if the presentor sends a representative to collect the certificates.
5. 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.

Fee

6. This form must be delivered with the correct registration fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Price Guide to Main Services' and the 'Business Registration Fee and Levy Table' for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

7. A founder member named in this form must sign this form and **certify the statements made in the Statement of Founder Member in Section 9**. If the founder member is a body corporate, this form must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf. A form which is not properly signed will be rejected by the Companies Registry.

Proposed Company Name (Section 1)

8. (a) A company name may be in English or in Chinese. A company may also adopt both an English name and a Chinese name. Please refer to the 'Guideline on Registration of Company Names for Hong Kong Companies' for the points to note when choosing a company name.
(b) The company name(s) stated in this Section should be identical to the name(s) stated in the **Name Clause** of the articles of the company as required under section 81 of the Companies Ordinance. An application for incorporation with errors in the proposed company name(s) may be rejected by the Companies Registry and the lodgement fee paid will not be refunded.

Type of Company (Section 2)

9. A company is a 'private company' if its articles restrict a member's right to transfer shares, limit the number of members to 50, and prohibit any invitation to the public to subscribe for any shares or debentures of the company; and it is not a company limited by guarantee. A company is a 'public company' if it is not a private company and not a company limited by guarantee. Please seek independent legal advice on the choice of an appropriate type of company, if necessary.

Proposed Address of the Company's Registered Office in Hong Kong (Section 3)

10. The full proposed address of the company's registered office in Hong Kong must be stated in this Section. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable. The proposed address shall be the address of the company's registered office with effect from the date of its incorporation until a notice of change in respect of the address in Form NR1 is delivered to the Registrar under section 658(3) of the Companies Ordinance.

Email Address (Section 4)

11. Please provide the email address of the company, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form NR1.

Share Capital and Initial Shareholdings on the Company's Formation (Section 5)

12. A company limited by shares must state the details of the share capital and initial shareholdings on its formation. An example is provided below for reference only.

e.g. ABC Company Limited proposes to issue 10,000 ordinary shares on its formation. The total amount of the share capital to be subscribed by the founder members is HKD20,000, of which the amount to be paid up or to be regarded as paid up will be HKD10,000.

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members	建議發行的股份的 將要繳付或視為 已繳付的總款額 Total Amount to be Paid Up or to be Regarded as Paid Up on the Shares Proposed to be Issued	建議發行的股份的 尚未繳付或視為 尚未繳付的總款額 Total Amount to Remain Unpaid or to be Regarded as Unpaid on the Shares Proposed to be Issued
			(a)	(b)	(a) – (b)
Ordinary	10,000	HKD	20,000	10,000	10,000
總值 Total	10,000	HKD	20,000	10,000	10,000

Particulars of Rights Attached to Shares (Section 5A)

13. If the share capital of the company is to be divided into different classes of shares, please state for each class of shares —
- (a) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
 - (b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
 - (d) whether or not shares in that class are redeemable shares.

Founder Members (Section 6)

14. Please provide the details of each founder member, the number of shares that the company proposes to issue to the member and the total amount of share capital to be subscribed by the member on the company's formation.

First Company Secretary and Directors (Sections 7 and 8)

15. (a) The details of the first company secretary and directors must be reported in Sections 7 and 8 of this form.
- (b) Every private company incorporated in Hong Kong must have a company secretary and at least one director who is a natural person. The sole director of a private company must **not** also be the company secretary. A private company having only one director must **not** have a body corporate as its company secretary the sole director of which is the sole director of the private company.
- (c) Every public company incorporated in Hong Kong must have a company secretary and at least two directors, one of whom may be the company secretary. A body corporate must **not** be a director of a public company.

First Company Secretary (Sections 7A and 7B)

16. If the company secretary is a natural person, he or she must ordinarily reside in Hong Kong, but he or she is only required to provide the **correspondence address in Hong Kong**. Non-Hong Kong addresses or post office box numbers are not acceptable.
17. Please provide the email address of the company secretary, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.
18. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of the company secretary who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
19. If the company secretary is a body corporate, the address of its registered or principal office in **Hong Kong** should be given. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.
20. If all the partners in a firm are joint company secretaries of the company, please state the name of the firm and the address of its principal office in **Hong Kong** in the boxes provided for Company Secretary (Body Corporate) (Section 7B). Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

First Directors (Sections 8A and 8B)

21. Please provide the **usual residential address** of a director who is a natural person. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
22. Please provide the email address of the director, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.
23. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of a director who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
24. If the director is a body corporate, the address of its registered or principal office should be given. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
25. All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.
26. Every director shall make a statement that he or she has consented to be a director of the company on the company's formation. A director may sign the 'Consent to Act as Director' in this form or complete and sign Form NNC3 — Consent to Act as First Director, which must be delivered to the Registrar not later than 15 days after the date of incorporation of the company. If the director is a body corporate, the statement must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf.



公司註冊處
Companies Registry

法團成立表格
(股份有限公司以外的公司)
Incorporation Form
(Company Not Limited by Shares)

表格
Form **NNC1G**

註 Note

8 1 建議採用的公司名稱 Proposed Company Name

建議採用的公司英文名稱 Proposed English Company Name

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建議採用的公司中文名稱 Proposed Chinese Company Name

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9 2 公司類別 Type of Company

請在適用的空格內加上 ✓ 號 Please tick the relevant box

- A. 無股本的擔保有限公司
a company limited by guarantee without a share capital
- B. 有股本的公眾無限公司
a public unlimited company with a share capital
- C. 有股本的私人無限公司
a private unlimited company with a share capital

4 提交人資料 Presentor's Reference

姓名 Name:
地址 Address:

電話 Tel:
電郵 Email:
檔號 Reference:

傳真 Fax:

請勿填寫本欄 For Official Use

表格 **NNC1G**
Form

14 6 公司組成時的股本及最初的股份持有情況
Share Capital and Initial Shareholdings on the Company's Formation
(只適用於有股本的無限公司 Only applicable to Unlimited Company with a Share Capital)

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members (a)	建議發行的股份的 將要繳付或視為 已繳付的總款額 Total Amount to be Paid Up or to be Regarded as Paid Up on the Shares Proposed to be Issued (b)	建議發行的股份的 尚未繳付或視為 尚未繳付的總款額 Total Amount to Remain Unpaid or to be Regarded as Unpaid on the Shares Proposed to be Issued (a) – (b)
總值 Total					

15 6A 股份所附帶的權利的詳情 Particulars of Rights Attached to Shares

(只適用於發行超過一類股份的無限公司 Only applicable to unlimited company issuing more than 1 class of shares)

股份的類別 (如普通股／ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份等) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable etc.)

表格
Form

NNC1G

16 7 創辦成員 Founder Members

(如超過兩名創辦成員，請用續頁 A 填報 Use Continuation Sheet A if more than 2 founder members)

1 中文姓名／名稱 Name in Chinese	
英文姓名／名稱 Name in English	
地址 Address	
國家／地區 Country / Region	

認購的股本 Share Capital to be Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	建議向該成員發行的股份數目 Shares Proposed to be Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱 Name in Chinese	
英文姓名／名稱 Name in English	
地址 Address	
國家／地區 Country / Region	

認購的股本 Share Capital to be Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	建議向該成員發行的股份數目 Shares Proposed to be Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

表格 **NNC1G**
Form

17 8 首任公司秘書 First Company Secretary

(如超過一名公司秘書屬自然人或法人團體，請用續頁 B 填報 Use Continuation Sheet B if more than 1 company secretary is a natural person or a body corporate)

A. 公司秘書(自然人) Company Secretary (Natural Person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese

英文 English

別名
Alias

中文 Chinese

英文 English

18 香港通訊地址
Hong Kong
Correspondence
Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

19 電郵地址
Email Address

20 身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

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(b) 護照
Passport

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簽發國家 Issuing Country

號碼 Number

22 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

21 香港地址
Hong Kong
Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

19 電郵地址
Email Address

公司編號 Company Number

表格 NNC1G

Form

17 9 首任董事 First Directors

A. 董事(自然人) Director (Natural Person)

(如超過一名董事屬自然人，請用續頁 C 填報 Use Continuation Sheet C if more than 1 director is a natural person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese

英文 English

別名
Alias

中文 Chinese

英文 English

住址
Residential
Address

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

電郵地址
Email Address

身分證明 Identification

(a) 香港身分證號碼

Hong Kong Identity Card Number

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(b) 護照
Passport

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簽發國家 Issuing Country

號碼 Number

提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

出任董事職位同意書 Consent to Act as Director

請在適用的空格內加上 ✓ 號 Please tick the relevant box

本人同意在公司成立為法團時擔任其董事，並確認本人已年滿 18 歲。

I consent to be a director of the company on its incorporation and confirm that I have attained the age of 18 years.

簽署 Signed : _____

出任董事職位同意書會於公司成立為法團的日期後 15 日內交付登記。

The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company.

表格 NNC1G

Form

9 首任董事 First Directors (續上頁 cont'd)

B. 董事(法人團體) Director (Body Corporate)

(如超過一名董事屬法人團體，請用續頁 D 填報 Use Continuation Sheet D if more than 1 director is a body corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

23

地址
Address

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

24

電郵地址
Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)

27

提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

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出任董事職位同意書 Consent to Act as Director

請在適用的空格內加上 ✓ 號 Please tick the relevant box

本人獲上述法人團體授權確認上述法人團體同意在公司成立為法團時擔任其董事。

I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its incorporation.

簽署 Signed : _____

法人團體的董事/公司秘書/獲授權人士*

Director/Company Secretary/Authorized Person of the Body Corporate*

出任董事職位同意書會於公司成立為法團的日期後 15 日內交付登記。

The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company.

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

表格
Form **NNC1G**

10 創辦成員陳述書 Statement of Founder Member

本人現核證 I certify that :

- (a) 本人為公司的創辦成員或獲其授權人士(如創辦成員為法人團體)並獲其他創辦成員(如有的話)授權簽署本表格。
I am a founder member of this company or an authorized person of a founder member, which is a body corporate (if applicable) and am authorized by the other founder members (if any) to sign this incorporation form.
- (b) 名列本表格內的每一名屬自然人的公司秘書通常居於香港。
Each of the company secretaries named in this form who is a natural person ordinarily resides in Hong Kong.
- (c) 名列本表格內但未簽署「出任董事職位同意書」的每一名董事已同意在公司成立為法團時擔任其董事，每一名屬自然人的董事並且已年滿 18 歲。
Each of the directors named in this form who has not signed the 'Consent to Act as Director' has consented to be a director of this company on its incorporation and each director who is a natural person has attained the age of 18 years.
- (d) 所有創辦成員已為《公司條例》第 67(1)(a) 條的目的而簽署公司的章程細則，並確認連同本表格交付的公司章程細則的文本的內容，與由所有創辦成員簽署的該等章程細則的內容相同。
The company's articles have been signed by all founder members for the purposes of section 67(1)(a) of the Companies Ordinance. The contents of the copy of the company's articles delivered together with this form are the same as those of the articles signed by all founder members.
- (e) 本表格所載的資料、陳述及詳情均屬準確，並與公司的章程細則內的資料、陳述及詳情相符。
The information, statements and particulars contained in this form are accurate and consistent with those contained in the company's articles.
- (f) 公司已遵守《公司條例》中就有關公司註冊的所有規定。
All the requirements of the Companies Ordinance in respect of the registration of the company have been complied with.

本表格包括下列續頁 This Form includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B	C	D
頁數 Number of pages				

7 簽署 Signed:

姓名 Name : _____ 日期 Date : _____
創辦成員 Founder Member 日 DD / 月 MM / 年 YYYY

16 創辦成員詳情 (第 7 項) Details of Founder Members (Section 7)

1 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country/Region

認購的股本 Share Capital to be Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/Preference etc.)	建議向該成員發行的股份數目 Shares Proposed to be Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country/Region

認購的股本 Share Capital to be Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/Preference etc.)	建議向該成員發行的股份數目 Shares Proposed to be Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

只適用於有股本的無限公司 Only applicable to Unlimited Company with a Share Capital
指明編號 1/2014 (2014 年 3 月) Specification No. 1/2014 (March 2014)

17 首任公司秘書詳情 (第 8 項) Details of First Company Secretary (Section 8)

A. 公司秘書(自然人) Company Secretary (Natural Person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

別名
Alias

香港通訊地址
Hong Kong
Correspondence
Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

19 電郵地址
Email Address

20 身分證明 Identification
(a) 香港身分證號碼
Hong Kong Identity Card Number

(b) 護照
Passport

簽發國家 Issuing Country

號碼 Number

22 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

21 香港地址
Hong Kong
Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 "Care of" addresses or post office box numbers are not acceptable)

19 電郵地址
Email Address

公司編號 Company Number

17 首任董事(法人團體)詳情 (第 9B 項) Details of First Directors (Body Corporate) (Section 9B)

董事(法人團體) Director (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

25 地址
Address

國家/地區
Country / Region

(本處不接納「轉交」地址或郵政信箱號碼 Care of addresses or post office box numbers are not acceptable)

24 電郵地址
Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)

27 提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

28 出任董事職位同意書 Consent to Act as Director

請在適用的空格內加上 ✓ 號 Please tick the relevant box

本人獲上述法人團體授權確認上述法人團體同意在公司成立為法團時擔任其董事。
I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its incorporation.

簽署 Signed : _____
 法人團體的董事/公司秘書/獲授權人士*
 Director/Company Secretary/Authorized Person of the Body Corporate*

出任董事職位同意書會於公司成立為法團的日期後 15 日內交付登記。
The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company.

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

**《公司條例》(香港法例第 622 章)
第 67(1)(b)條規定交付的**

**法團成立表格
(股份有限公司以外的公司)**

填表須知 — 表格 NNC1G

附註

引言

1. 本表格是用以向公司註冊處處長(「處長」)申請成立一間具法團地位的擔保有限公司或無限公司，並**必須連同公司的章程細則的文本一併交付**。本表格不適用於不擬註冊為具有法團地位的獨資或合夥經營的業務。
2. 根據《商業登記條例》(香港法例第 310 章)第 5A(1) 及 5D(2) 條的規定，**提出成立法團的申請人須把「致商業登記署通知書」(IRBR1)和訂明的商業登記費及徵費連同本表格一併交付**，否則公司註冊處不會接納其申請。
3. 請劃一以中文或英文填報各項所需資料。如以中文填報，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。
4. 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。公司註冊處會以傳真方式通知提交人親身領取「公司註冊證書」及「商業登記證」。如提交人委託他人代領，需簽署授權書。
5. 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。

費用

6. 本表格必須連同正確的註冊費用一併交付，否則公司註冊處不會接納。有關所需費用的詳情，請參閱《主要服務收費表》資料小冊子及《商業登記費及徵費收費表》。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

7. 本表格必須由一名名列本表格內的創辦成員簽署，**並核證第 10 項「創辦成員陳述書」內的名項陳述**。如創辦成員屬法人團體，本表格必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。公司註冊處不接納未簽妥的表格。

建議採用的公司名稱 (第 1 項)

8. (a) 公司名稱可用英文或中文註冊。公司亦可同時註冊一個英文名稱和一個中文名稱。有關擬訂公司名稱須注意的事項，請參閱《香港公司名稱註冊指引》。
(b) 在本項填報的建議採用的公司名稱，必須與《公司條例》第 81 條所規定的公司章程細則的**名稱條款**所述的公司名稱相同。如建議採用的公司名稱有任何錯誤，公司註冊處可拒絕該註冊成立公司的申請，而所繳交的存放文件費用亦不會獲得退還。

公司類別 (第 2 項)

9. (a) 如公司沒有股本及公司的章程細則將其成員的法律責任限於該成員藉章程細則承諾在公司清盤時支付作為公司資產的款額，該公司即屬「擔保有限公司」。
(b) 如公司的成員的法律責任並無上限，該公司即屬「無限公司」。
(c) 如公司的章程細則限制成員轉讓股份的權利、將成員最高人數限於 50 人及禁止邀請公眾人士認購該公司的任何股份或債權證；而公司亦不屬擔保有限公司，該公司即屬「私人公司」。如公司既不屬私人公司亦不屬擔保有限公司，則公司即屬「公眾公司」。
(d) 如有需要，請就選擇合適的公司類別尋求獨立的法律意見。

公司在香港的註冊辦事處的建議地址 (第 3 項)

10. 請在本項填報公司在香港的註冊辦事處的建議地址的詳細地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。建議的地址須自公司成立為法團的日期起，作為其註冊辦事處地址，直至公司根據《公司條例》第658(3)條向處長交付有關該地址的更改通知書(表格NR1)為止。

電郵地址 (第 4 項)

11. 請提供公司的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格NR1通知公司註冊處。

擔保有限公司的成員人數及成員的法律責任 (第 5 項)

12. 請註明公司在組成時建議註冊的成員人數，不可填上「無限」。
13. 每名屬公司的成員的人須承諾，若該公司在該人是該公司的成員期間清盤，或在該人不再是該公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超過指明款額的款額，作為該公司的資產，以—
- (a) 支付該公司在該人不再是該公司的成員之前招致的債項及債務；
 - (b) 支付該公司清盤的費用、收費及開支；及
 - (c) 調整分擔人之間的權利。

請在本項註明不同類別的成員所承諾分擔支付的款額。

公司組成時的股本及最初的股份持有情況 (第 6 項)

14. 有股本的無限公司必須填報其組成時的股本及最初的股份持有情況。以下例子只供參考。

例： 甲乙丙無限公司建議在組成時發行 10,000 股普通股，而創辦成員將會認購的股本總額為 20,000 元，將會繳付或視為已繳付的款額為 10,000 元。

股份的類別 (如普通股/優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members (a)	建議發行的股份的 將要繳付或視為 已繳付的總款額 Total Amount to be Paid Up or to be Regarded as Paid Up on the Shares Proposed to be Issued (b)	建議發行的股份的 尚未繳付或視為 尚未繳付的總款額 Total Amount to Remain Unpaid or to be Regarded as Unpaid on the Shares Proposed to be Issued (a) – (b)
普通股	10,000	港元	20,000	10,000	10,000
總值 Total	10,000	港元	20,000	10,000	10,000

股份所附帶的權利的詳情 (第 6A 項)

15. 如公司的股本分為不同類別的股份，請就每一類股份說明該類別股份—

- (a) 所附帶的表決權的詳情，包括只在某些情況下產生的權利；
- (b) 所附帶的、在分派股息時參與該項分派的權利的詳情；
- (c) 所附帶的、在分派股本時(包括清盤時進行的分派)參與該項分派的權利的詳情；及
- (d) 是否屬可贖回股份。

創辦成員 (第 7 項)

16. 請填報每名創辦成員的資料。如屬有股本的無限公司，請同時填報公司建議在其組成時向該成員發行的股份數目，及該成員將會在該公司組成時認購的股本總額。

首任公司秘書及董事 (第 8 及 9 項)

17. (a) 公司的首任公司秘書及董事的詳情，必須在本表格第 8 及 9 項填報。
- (b) 無股本的擔保有限公司或有股本的公眾無限公司必須有一名公司秘書及最少兩名董事，公司秘書職位可由其中一名董事兼任。法人團體 **不得** 出任無股本的擔保有限公司或有股本的公眾無限公司的董事。
- (c) 有股本的私人無限公司必須有一名公司秘書及最少一名屬自然人的董事，公司秘書職位 **不得** 同時由公司的唯一董事兼任。只有一名董事的私人無限公司 **不得** 委任一個以該董事為唯一董事的法人團體作為公司秘書。

首任公司秘書 (第 8A 及 8B 項)

18. 如公司秘書屬自然人，必須通常居於香港，但只須填報其 在香港的通訊地址。本處不接納非香港地址或郵政信箱號碼。
19. 請提供公司秘書的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 ND2B 通知公司註冊處。
20. 請填報屬自然人的公司秘書的香港身分證號碼。如該人並非香港身分證持有人，請填報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
21. 如公司秘書屬法人團體，請註明其在 香港 的註冊辦事處或主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。
22. 如某商號的所有合夥人為公司的聯名秘書，請在供公司秘書(法人團體)填報的空格內(第 8B 項)填報商號名稱及其在 香港 的主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。

首任董事 (第 9A 及 9B 項)

23. 請填報屬自然人的董事的 通常住址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
24. 請提供董事的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 ND2B 通知公司註冊處。
25. 請填報屬自然人的董事的香港身分證號碼。如該人並非香港身分證持有人，請填報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
26. 如董事屬法人團體，請註明其註冊辦事處或主要辦事處的地址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
27. 所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。公司應把該指引發給董事參考。該指引可於公司註冊處網頁(www.cr.gov.hk) 閱覽或下載，印文本亦可於香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。
28. 每一名董事均須作出陳述，同意在公司成立為法團時擔任其董事。董事可以在本表格的「出任董事職位同意書」上簽署，或在公司成立為法團的日期後 15 日內向處長交付已填妥及簽署的表格 NNC3 — 「出任首任董事職位同意書」。如董事屬法人團體，同意書必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。

**INCORPORATION FORM
(COMPANY NOT LIMITED BY SHARES)**

For the purposes of section 67(1)(b) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC1G

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for incorporation of a company limited by guarantee or an unlimited company and **must be accompanied by a copy of the company's articles**. This form is not applicable to a sole proprietorship or partnership which does not intend to have a 'corporate' status.
2. According to sections 5A(1) and 5D(2) of the Business Registration Ordinance (Cap. 310), **an applicant for company incorporation must deliver a Notice to Business Registration Office (IRBR1) and the prescribed business registration fee and levy together with this form**. Otherwise, the application will be rejected by the Companies Registry.
3. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.
4. Please complete the Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required. The Companies Registry will notify the presenter by fax to collect the Certificate of Incorporation and Business Registration Certificate in person. A written authorization will be required if the presenter sends a representative to collect the certificates.
5. 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.

Fee

6. This form must be delivered with the correct registration fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Price Guide to Main Services' and the 'Business Registration Fee and Levy Table' for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

7. A founder member named in this form must sign this form and **certify the statements made in the Statement of Founder Member in Section 10**. If the founder member is a body corporate, this form must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf. A form which is not properly signed will be rejected by the Companies Registry.

Proposed Company Name (Section 1)

8. (a) A company name may be in English or in Chinese. A company may also adopt both an English name and a Chinese name. Please refer to the 'Guideline on Registration of Company Names for Hong Kong Companies' for the points to note when choosing a company name.
(b) The company name(s) stated in this Section should be identical to the name(s) stated in the **Name Clause** of the articles of the company as required under section 81 of the Companies Ordinance. An application for incorporation with errors in the proposed company name(s) may be rejected by the Companies Registry and the lodgement fee paid will not be refunded.

Type of Company (Section 2)

9. (a) A company is a 'company limited by guarantee' if it does not have a share capital and the liability of its members is limited by the company's articles to the amount that the members undertake, by those articles, to contribute to the assets of the company in the event of its being wound up.
(b) A company is an 'unlimited company' if there is no limit on the liability of its members.

(c) A company is a 'private company' if its articles restrict a member's right to transfer shares, limit the number of members to 50, and prohibit any invitation to the public to subscribe for any shares or debentures of the company; and it is not a company limited by guarantee. A company is a 'public company' if it is not a private company and not a company limited by guarantee.

(d) Please seek independent legal advice on the choice of an appropriate type of company, if necessary.

Proposed Address of the Company's Registered Office in Hong Kong (Section 3)

10. The full proposed address of the company's registered office in Hong Kong must be stated in this Section. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable. The proposed address shall be the address of the company's registered office with effect from the date of its incorporation until notice of change in respect of the address in Form NR1 is delivered to the Registrar under section 658(3) of the Companies Ordinance.

Email Address (Section 4)

11. Please provide the email address of the company, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form NR1.

Number and Liability of Members of a Company Limited by Guarantee (Section 5)

12. Please indicate the number of members with which the company **proposes** to register on its formation. Please **do not** state 'unlimited'.
13. Each person who is a member of the company has to undertake that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding a specified amount, to the company's assets —
- (a) for the payment of the company's debts and liabilities contracted before the person ceases to be such a member;
 - (b) for the payment of the costs, charges and expenses of winding up the company; and
 - (c) for the adjustment, among the contributories, of their rights.

Please state the amount undertaken to be contributed by each class of members in this Section.

Share Capital and Initial Shareholdings on the Company's Formation (Section 6)

14. An unlimited company with a share capital must state the details of the share capital and initial shareholdings on its formation. An example is provided below for reference only.

e.g. ABC Company, an unlimited company, proposes to issue 10,000 ordinary shares on its formation. The total amount of the share capital to be subscribed by the founder members is HKD20,000, of which the amount to be paid up or to be regarded as paid up will be HKD10,000.

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members	建議發行的股份的 將要繳付或視為 已繳付的總款額 Total Amount to be Paid Up or to be Regarded as Paid Up on the Shares Proposed to be Issued	建議發行的股份的 尚未繳付或視為 尚未繳付的總款額 Total Amount to Remain Unpaid or to be Regarded as Unpaid on the Shares Proposed to be Issued
			(a)	(b)	(a) – (b)
Ordinary	10,000	HKD	20,000	10,000	10,000
總值 Total	10,000	HKD	20,000	10,000	10,000

Particulars of Rights Attached to Shares (Section 6A)

15. If the share capital of the company is to be divided into different classes of shares, please state for each class of shares —
- (a) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
 - (b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
 - (d) whether or not shares in that class are redeemable shares.

Founder Members (Section 7)

16. Please provide the details of each founder member. For an unlimited company with a share capital, please also state the number of shares that the company proposes to issue to the member and the total amount of share capital to be subscribed by the member on the company's formation.

First Company Secretary and Directors (Sections 8 and 9)

17. (a) The details of the first company secretary and directors must be reported in Sections 8 and 9 of this form.
- (b) A company limited by guarantee without a share capital or a public unlimited company with a share capital must have a company secretary and at least two directors, one of whom may be the company secretary. It must **not** have a body corporate as its director.
- (c) A private unlimited company with a share capital must have a company secretary and at least one director who is a natural person. The sole director of a private company must **not** also be the company secretary. A private company having only one director must **not** have a body corporate as its company secretary the sole director of which is the sole director of the private company.

First Company Secretary (Sections 8A and 8B)

18. If the company secretary is a natural person, he or she must ordinarily reside in Hong Kong, but he or she is only required to provide the **correspondence address in Hong Kong**. Non-Hong Kong addresses or post office box numbers are not acceptable.
19. Please provide the email address of the company secretary, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.
20. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of the company secretary who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
21. If the company secretary is a body corporate, the address of its registered or principal office in **Hong Kong** should be given. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.
22. If all the partners in a firm are joint company secretaries of the company, please state the name of the firm and the address of its principal office in **Hong Kong** in the boxes provided for Company Secretary (Body Corporate) (Section 8B). Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

First Directors (Sections 9A and 9B)

23. Please provide the **usual residential address** of a director who is a natural person. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
24. Please provide the email address of the director, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.

25. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of a director who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
26. If the director is a body corporate, the address of its registered or principal office should be given. If a non-Hong Kong address is given, please also complete the box for 'Country / Region'. 'Care of' addresses or post office box numbers are not acceptable.
27. All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.
28. Every director shall make a statement that he or she has consented to be a director of the company on the company's formation. A director may sign the 'Consent to Act as Director' in this form or complete and sign Form NNC3 — Consent to Act as First Director, which must be delivered to the Registrar not later than 15 days after the date of incorporation of the company. If the director is a body corporate, the statement must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf.



公司註冊處
Companies Registry

更改公司名稱通知書 Notice of Change of Company Name

表格 **NNC2**
Form

公司編號 Company Number

--

註 Note

8 1 現有公司英文名稱 Existing English Company Name

--

現有公司中文名稱 Existing Chinese Company Name

--

**2 更改公司名稱的特別決議日期
Date of Special Resolution for Change of Company Name**

日 DD	月 MM	年 YYYY

3 擬用的公司英文名稱 Intended English Company Name

--

擬用的公司中文名稱 Intended Chinese Company Name

--

7 簽署 Signed :

姓名 Name : _____ 日期 Date : _____
董事 Director / 公司秘書 Company Secretary * 日 DD / 月 MM / 年 YYYY

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

4 提交人資料 Presentor's Reference

姓名 Name:
地址 Address:

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

請勿填寫本欄 For Official Use

**《公司條例》(香港法例第 622 章)
第 107(2)及 770(2)條規定交付的**

更改公司名稱通知書

填表須知 — 表格 NNC2

附註

引言

1. 凡公司根據《公司條例》第 107(2)條藉特別決議更改公司名稱，必須在特別決議通過的日期後的 15 日內，將有關通知以本表格交付公司註冊處處長(「處長」)登記。

凡公司根據《公司條例》第 770(2)條以特別決議更改公司名稱，必須在其恢復註冊後的 28 日內，將有關更改以本表格通知處長。
2. 更改公司名稱的特別決議**無須**提交公司註冊處。
3. 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。
4. 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。
5. 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》中有關係條文的規定而交付處長。

費用

6. 本表格必須連同正確的註冊費用一併交付，否則公司註冊處不會接納。有關所需費用的詳情，請參閱《主要服務收費表》資料小冊子。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

7. 本表格必須由一名董事或公司秘書簽署，公司註冊處不接納未簽妥的表格。

現有公司名稱 (第 1 項)

8. 如公司具有英文及中文名稱，請在有關空格內填報這些名稱。如公司沒有英文或中文名稱，請在有關空格內填上「無」。

擬用的公司名稱 (第 3 項)

9. 公司如欲保留現有的英文或中文名稱，**必須**在有關空格內填上現有名稱。如公司在更改名稱後沒有英文或中文名稱，請在有關空格內填上「無」。

NOTICE OF CHANGE OF COMPANY NAME

For the purposes of sections 107(2) and 770(2) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC2

Introduction

1. Where a company passes a special resolution changing its name pursuant to section 107(2) of the Companies Ordinance, the company must deliver a notice of the change of its name in this form to the Registrar of Companies (the Registrar) for registration within 15 days after the date of passing the resolution.

Where a company passes a special resolution changing its name pursuant to section 770(2) of the Companies Ordinance, the company must give notice of the change of its name in this form to the Registrar within 28 days after the restoration of the company.

2. The special resolution for change of company name is ***not*** required for filing with the Companies Registry.
3. 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.
4. 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.
5. 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.

Fee

6. This form must be delivered with the correct registration fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

7. This form must be signed by a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.

Existing Company Name(s) (Section 1)

8. If the company has an English and a Chinese name, please state the names in the appropriate boxes. If the company does not have any English or Chinese name, please insert 'NIL' in the appropriate box.

Intended Company Name(s) (Section 3)

9. If the company wishes to retain its existing English or Chinese name, such name ***must*** be stated in the appropriate box. If the company does not have any English or Chinese name after change of name, please insert 'NIL' in the appropriate box.



公司註冊處
Companies Registry

出任首任董事職位同意書 Consent to Act as First Director

表格 **NNC3**
Form

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 出任董事職位同意書 Consent to Act as Director

A. 董事為自然人 Natural Person as Director

姓名
Name

本人已同意在公司成立為法團時擔任其董事，並確認本人在公司成立時已年滿 18 歲。
I have consented to act as a director of this company on its incorporation and confirm that I have attained the age of 18 years on the date of its incorporation.

B. 董事為法人團體 Body Corporate as Director

名稱
Name

本人獲上述公司授權確認上述公司已同意在公司成立為法團時擔任其董事。
I, being authorised by the above named company, confirm that it has consented to act as a director of this company on its incorporation.

2

提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

1 簽署 Signed : _____ **日期 Date :** _____
日 DD / 月 MM / 年 YYYY

4 提交人資料 Presentor's Reference

姓名 Name:
地址 Address:

請勿填寫本欄 For Official Use

電話 Tel: _____ 傳真 Fax: _____
電郵 Email: _____
權號 Reference: _____

**《公司條例》(香港法例第 622 章)
第 74 條規定交付的**

出任首任董事職位同意書

填表須知 — 表格 NNC3

附註

1. 沒有在法團成立表格內簽署「出任董事職位同意書」的首任公司董事，必須填妥及簽署本表格，並在公司成立為法團後的 15 日內交付公司註冊處處長(「處長」)登記。如董事屬法人團體，本表格必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士代為簽署。每份表格 NNC3 只供一名董事使用，公司註冊處不接納未簽妥的表格。
2. 所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。公司應把該指引發給董事參考。該指引可於公司註冊處網頁(www.cr.gov.hk)閱覽或下載，印文本亦可於香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。
3. 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。
4. 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。
5. 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，則該表格不會視作會為遵從《公司條例》中有關條文的規定而交付處長。

CONSENT TO ACT AS FIRST DIRECTOR

For the purposes of section 74 of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC3

1. A person appointed as the first director of a company, who has not signed the Consent to Act on the incorporation form, must complete and sign this form. The signed form must be delivered to the Registrar of Companies (the Registrar) for registration not later than 15 days after the date of incorporation of the company. If the director is a body corporate, this form must be signed by a director or the company secretary of the body corporate or an authorised person acting on its behalf. Each Form NNC3 can be used by one director only. A form which is not properly signed will be rejected by the Companies Registry.
2. All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.
3. 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.
4. Please complete the Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
5. 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.



公司註冊處
Companies Registry

法院命令禁制公司使用名稱通知書
Notice of Court Order Restraining
Company from Use of Name

表格
Form **NNC4**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 法院命令所惠及人士發出的通知

Notice Given by the Person in whose Favour a Court Order was Made

本人／我們謹此發出通知，法院已作出命令禁制上述公司使用以下名稱或該名稱任何部分

I/We hereby give notice that an order has been made by the Court restraining the above named company from using the following name or any part of that name —

3 隨本表格交付的法院命令的日期

Date of Court Order Delivered with this Form

--	--	--

日 DD 月 MM 年 YYYY

5 簽署 Signed :

姓名 Name : _____ 日期 Date : _____
日 DD / 月 MM / 年 YYYY

3 提交人資料 Presenter's Reference

姓名 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: _____

**《公司條例》(香港法例第 622 章)
第 108(2) 條規定交付的**

法院命令禁制公司使用名稱通知書

填表須知 — 表格 NNC4

附註

引言

1. 根據《公司條例》第 108(2) 條的規定，在公司以某名稱註冊後，如法院作出命令禁制公司使用該名稱或該名稱任何部分，而該命令所惠及的人將該命令的正式文本及以本表格發出的通知交付公司註冊處處長(「處長」)登記，則處長可指示該公司在其發出的書面通知所指明的期限內更改該名稱。
2. 請劃一以中文或英文申報各項所需資料。如以中文申報，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，則該表格不會視作會為遵從《公司條例》中有關條文的規定而交付處長。

簽署

5. 本表格必須由法院命令所惠及的人簽署，如該惠及者並非自然人，則由其獲授權代表簽署。公司註冊處不接納未簽妥的表格。

NOTICE OF COURT ORDER RESTRAINING COMPANY FROM USE OF NAME

For the purposes of section 108(2) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC4

Introduction

1. In accordance with section 108(2) of the Companies Ordinance, after a company is registered by a name, if an office copy of a court order restraining the company from using the name or any part of the name and a notice of such an order in this form are delivered to the Registrar of Companies (the Registrar) for registration by a person in whose favour the order is made, the Registrar may direct the company to change its name within the period specified in the written notice issued to the company.
2. Please fill in all particulars and complete all items consistently in either Chinese or English. 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 person in whose favour the court order is made, or if the person is not a natural person, its authorised representative. A form which is not properly signed will be rejected by the Companies Registry.



公司註冊處
Companies Registry

合資格公司的註冊申請書 Application for Registration of Eligible Company

表格
Form **NNC5**

註 Note

7 1 擬註冊的公司名稱 Company Name to be Registered

擬註冊的公司英文名稱 English Company Name to be Registered

--

擬註冊的公司中文名稱 Chinese Company Name to be Registered

--

8 2 擬註冊的公司類別 Type of Company to be Registered

請在適用的空格內加上 ✓ 號 Please tick the relevant box

- A. 無股本的擔保有限公司
a company limited by guarantee without a share capital
- B. 有股本的公眾無限公司
a public unlimited company with a share capital
- C. 有股本的私人無限公司
a private unlimited company with a share capital

3 提交人資料 Presenter's Reference

姓名 Name:
地址 Address:

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

請勿填寫本欄 For Official Use

表格 **NNC5**
Form

- 9 3 公司在香港的註冊辦事處地址
Address of the Company's Registered Office in Hong Kong

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼) *Care of* addresses or post office box numbers are not acceptable

- 10 4 電郵地址 Email Address

--

- 5 擔保有限公司的成員人數及成員的法律責任
Number and Liability of Members of a Company Limited by Guarantee

- 11 公司建議註冊的成員人數
Number of members with which the company proposes to register

--

- 12 每名屬公司的成員的人均承諾，為《公司條例》第 810(2)(a)、(b)及(c)條的目的，若公司在該人是公司的成員期間清盤，或在該人不再是公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超過下述款額的款額，作為公司的資產。

Each person who is a member of the company undertakes that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding the amount stated below, to the company's assets for the purposes of section 810(2)(a), (b) and (c) of the Companies Ordinance.

成員類別 Class of Members	貨幣 Currency	款額 Amount

表格 NNC5

Form

6 公司註冊時的股本及股份持有情況 Share Capital and Shareholdings on the Company's Registration

(只適用於有股本的無限公司 Only applicable to Unlimited Company with a Share Capital)

股份的類別 (如普通股/優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	已發行股份的 總數 Total Number of Shares Issued	貨幣 Currency	成員認購的 股本總額 Total Amount of Share Capital Subscribed by Members	已發行股份的 已繳或視為 已繳的總款額 Total Amount Paid Up or Regarded as Paid Up on the Shares Issued	已發行股份的 未繳或視為 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid on the Shares Issued
			(a)	(b)	(a) - (b)
總值 Total					

6A 股份所附帶的權利的詳情 Particulars of Rights Attached to Shares

(只適用於發行超過一類股份的無限公司 Only applicable to unlimited company issuing more than 1 class of shares)

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份等) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable etc.)

表格 Form **NNC5**

15 7 成員 Members

(如超過兩名成員，請用續頁A填報 Use Continuation Sheet A if more than 2 members)

1 中文姓名／名稱
Name in Chinese

--

英文姓名／名稱
Name in English

--

地址
Address

國家／地區
Country / Region

--

認購的股本 Share Capital Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱
Name in Chinese

--

英文姓名／名稱
Name in English

--

地址
Address

國家／地區
Country / Region

--

認購的股本 Share Capital Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

表格
Form **NNC5**

16 8 公司秘書 Company Secretary

(如超過一名公司秘書屬自然人或法人團體，請用續頁B填報 Use Continuation Sheet B if more than 1 company secretary is a natural person or a body corporate)

A. 公司秘書(自然人) Company Secretary (Natural Person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese

英文 English

別名
Alias

中文 Chinese

英文 English

17 香港通訊地址
Hong Kong
Correspondence
Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

18 電郵地址
Email Address

19 身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

										()
--	--	--	--	--	--	--	--	--	--	-----

(b) 護照
Passport

--	--	--	--	--	--	--	--	--	--

簽發國家 Issuing Country

號碼 Number

21 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

20 香港地址
Hong Kong
Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 Care of addresses or post office box numbers are not acceptable)

18 電郵地址
Email Address

公司編號 Company Number

表格 Form **NNC5**

9 董事 Directors (續上頁 cont'd)

B. 董事(法人團體) Director (Body Corporate)

(如超過一名董事屬法人團體，請用續頁 D 填報 Use Continuation Sheet D if more than 1 director is a body corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

25

地址
Address

國家/地區
Country/Region

(本處不接納「轉文」地址或郵政信箱號碼 Care of addresses or post office box numbers are not acceptable)

23

電郵地址
Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)

26

提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

27

出任董事職位同意書 Consent to Act as Director

本人獲上述法人團體授權確認上述法人團體同意在公司註冊時擔任其董事。

I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its registration.

簽署 Signed : _____

法人團體的董事/公司秘書/獲授權人士*
Director/Company Secretary/Authorized Person of the Body Corporate*

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

表格
Form **NNC5**

10 公司的章程文件 Constitutional Document(s) of the Company

隨本表格交付的章程文件名稱 Name(s) of the Constitutional Document(s) Delivered with this Form

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11 聲明成員分擔支付的款額的決議 Resolution Declaring Amount of Contribution by Member
(只適用於擔保有限公司 Only applicable to a company limited by guarantee)

隨本表格交付的決議的日期

Date of the Resolution Delivered with this Form

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日 DD 月 MM 年 YYYY

12 成員陳述書 Statement of Member

本人現核證 I certify that :

- (a) 公司的成員的法律責任沒有被某條例所限定，或是按照法律以其他方式予以限定。
The liability of the members of the company is not limited by an Ordinance or otherwise according to law.
- (b) 公司的成員同意申請註冊
Members Assent to the Registration
請在適用的空格內加上 ✓ 號 Please tick the relevant box
- 在為將公司註冊為擔保有限公司而召開的公司成員大會上，最少 75% 出席該大會的成員同意將公司註冊為擔保有限公司。
There is assent to the registration of the company as a company limited by guarantee by at least 75% of the members present at a general meeting of the company convened for the purpose.
- 在為將公司註冊為無限公司而召開的公司成員大會上，過半數出席該大會的成員同意將公司註冊為無限公司。
There is assent to the registration of the company as an unlimited company by a majority of the members present at a general meeting of the company convened for the purpose.
- (c) 本人為公司的成員或獲其授權人士(如成員為法人團體)並獲其他成員授權簽署本表格。
I am a member of this company or an authorized person of a member, which is a body corporate (if applicable) and am authorized by the other members to sign this form.
- (d) 名列本表格內的每一名屬自然人的公司秘書通常居於香港。
Each of the company secretaries named in this form who is a natural person ordinarily resides in Hong Kong.
- (e) 本表格所載的資料、陳述及詳情均屬準確，並與公司的章程文件內的資料、陳述及詳情相符。
The information, statements and particulars contained in this form are accurate and consistent with those contained in the company's constitutional document.
- (f) 隨本表格交付的文件的文本與公司備存的正本文件相同。
The copy (copies) of document(s) delivered together with this form is (are) the same as the original document(s) kept by the company.
- (g) 公司已遵守《公司條例》中就有關資格公司註冊的所有規定。
All the requirements of the Companies Ordinance in respect of the registration of an eligible company have been complied with.

本表格包括下列續頁 This Form includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B	C	D
頁數 Number of pages				

6 簽署 Signed:

姓名 Name : _____ 日期 Date : _____
成員 Member 日 DD / 月 MM / 年 YYYY

15 成員詳情 (第 7 項) Details of Members (Section 7)

1 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country / Region

認購的股本 Share Capital Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country / Region

認購的股本 Share Capital Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

只適用於有股本的無限公司 Only applicable to Unlimited Company with a Share Capital
指明編號 1/2014 (2014 年 3 月) Specification No. 1/2014 (March 2014)

16 公司秘書詳情 (第 8 項) Details of Company Secretary (Section 8)

A. 公司秘書(自然人) Company Secretary (Natural Person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese

英文 English

別名
Alias

中文 Chinese

英文 English

17 香港通訊地址
Hong Kong
Correspondence
Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

18 電郵地址
Email Address

19 身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

									()
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(b) 護照
Passport

--	--

簽發國家 Issuing Country

號碼 Number

21 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

20 香港地址
Hong Kong
Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

18 電郵地址
Email Address

公司編號 Company Number

16 董事(自然人)詳情 (第 9A 項) Details of Directors (Natural Person) (Section 9A)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese

英文 English

別名
Alias

中文 Chinese

英文 English

**22 住址
Residential
Address**

國家/地區
Country / Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

**23 電郵地址
Email Address**

24 身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

										()
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(b) 護照
Passport

--	--	--	--	--	--	--	--	--	--	--

簽發國家 Issuing Country

號碼 Number

26 提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

27 出任董事職位同意書 Consent to Act as Director

本人同意在公司註冊時擔任其董事，並確認本人已年滿 18 歲。

I consent to be a director of the company on its registration and confirm that I have attained the age of 18 years.

簽署 Signed : _____

26 董事(法人團體)詳情 (第 9B 項) Details of Directors (Body Corporate) (Section 9B)

董事(法人團體) Director (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

25 地址
Address

國家/地區
Country / Region

(本處不接納「轉交」地址或郵政信箱號碼 "Care of" addresses or post office box numbers are not acceptable)

23 電郵地址
Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)

26 提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

27 出任董事職位同意書 Consent to Act as Director

本人獲上述法人團體授權確認上述法人團體同意在公司註冊時擔任其董事。
I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its registration.

簽署 Signed : _____

法人團體的董事/公司秘書/獲授權人士*
Director/Company Secretary/Authorized Person of the Body Corporate*

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

**《公司條例》(香港法例第 622 章)
第 807(2)條規定交付的**

合資格公司的註冊申請

填表須知 — 表格 NNC5

附註

引言

1. 合資格公司可以本表格向公司註冊處處長(「處長」)申請,將公司註冊為擔保有限公司或無限公司。本表格**必須遵同合資格公司的每份章程文件的文本;及(如屬要求註冊為擔保有限公司的申請)符合《公司條例》第810(2)條的決議的文本一併交付。**
2. 請劃一以中文或英文填報各項所需資料。如以中文填報,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。公司註冊處會以傳真方式通知提交人親身領取「公司註冊證明書」。如提交人委託他人代領,需簽署授權書。
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。

費用

5. 本表格必須連同正確的註冊費用一併交付,否則公司註冊處不會接納。有關所需費用的詳情,請參閱《公司(費用)規例》。如以港幣劃線支票繳付費用,抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

6. 本表格必須由一名名列本表格內的成員簽署**並核證第 12 項「成員陳述書」內的各项陳述。**如成員屬法人團體,本表格必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。公司註冊處不接納未簽妥的表格。

擬註冊的公司名稱 (第 1 項)

7. (a) 請填報合資格公司的公司名稱。

(b) 如合資格公司要求註冊為**擔保有限公司**,其擬註冊的公司英文名稱的最後一個字須為“Limited”,而擬註冊的公司中文名稱的最後 4 個中文字須為“有限公司”。

擬註冊的公司類別 (第 2 項)

8. (a) 如公司沒有股本及公司的章程文件將其成員的法律責任限於該成員藉章程文件承諾在公司清盤時支付作為公司資產的款額,該公司即屬「擔保有限公司」。
(b) 如公司的成員的法律責任並無上限,該公司即屬「無限公司」。
(c) 如公司的章程文件限制成員轉讓股份的權利、將成員最高人數限於 50 人及禁止邀請公眾人士認購該公司的任何股份或債權證;而公司亦不屬擔保有限公司,該公司即屬「私人公司」。如公司既不屬私人公司亦不屬擔保有限公司,則公司即屬「公眾公司」。
(d) 如有需要,請就選擇合適的公司類別尋求獨立的法律意見。

公司在香港的註冊辦事處的地址 (第 3 項)

9. 請在本項填報公司在香港的註冊辦事處的詳細地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。

電郵地址 (第 4 項)

10. 請提供公司的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 NR1通知公司註冊處。

擔保有限公司的成員人數及成員的法律責任 (第 5 項)

11. 請註明公司建議註冊的成員人數，不可填上「無限」。
12. 每名身為合資格公司的成員的人，須承諾若該公司在該人是該公司的成員期間或不再是該公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超過指明款額的款額，作為該公司的資產，以—
- (a) 支付該公司在該人不再是該公司的成員之前所訂約承擔的債項及債務；
 - (b) 支付該公司清盤的費用及開支；及
 - (c) 調整分擔人之間的權利。

請在本項註明不同類別的成員所承諾分擔支付的款額。

公司註冊時的股本及股份持有情況 (第 6 項)

13. 有股本的無限公司必須填報其註冊時的股本及股份持有情況。以下例子只供參考。

例： 甲乙丙無限公司在註冊時發行 10,000 股普通股，而成員認購的股本總額為 20,000 元，已繳付或視為已繳付的款額為 10,000 元。

股份的類別 (如普通股 / 優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	已發行股份 的總數 Total Number of Shares Issued	貨幣 Currency	成員認購的 股本總額 Total Amount of Share Capital Subscribed by Members (a)	已發行股份的 已繳或視為 已繳的總款額 Total Amount Paid Up or Regarded as Paid Up on the Shares Issued (b)	已發行股份的 未繳或視為 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid on the Shares Issued (a) – (b)
普通股	10,000	港元	20,000	10,000	10,000
總值 Total	10,000	港元	20,000	10,000	10,000

股份所附帶的權利的詳情 (第 6A 項)

14. 如公司的股本分為不同類別的股份，請就每一類股份述明該類別股份—

- (a) 所附帶的表決權的詳情，包括只在某些情況下產生的權利；
- (b) 所附帶的、在分派股息時參與該項分派的權利的詳情；
- (c) 所附帶的、在分派股本時(包括清盤時進行的分派)參與該項分派的權利的詳情；及
- (d) 是否屬可贖回股份。

成員 (第 7 項)

15. 請填報每名成員的資料。如註冊有股本的無限公司，請同時填報公司在其註冊時向該成員發行的股份數目，及該成員在該公司註冊時認購的股本總額。

公司秘書及董事 (第 8 及 9 項)

16. (a) 公司秘書及董事的詳情，必須在本表格第 8 及 9 項填報。
- (b) 無股本的擔保有限公司或有股本的公眾無限公司必須有一名公司秘書及最少兩名董事，公司秘書職位可由其中一名董事兼任。法人團體 不得 出任無股本的擔保有限公司或有股本的公眾無限公司的董事。
- (c) 有股本的私人無限公司必須有一名公司秘書及最少一名是自然人的董事，公司秘書職位 不得 同時由公司的唯一董事兼任。只有一名董事的私人無限公司 不得 委任一個以該董事為唯一董事的法人團體作為公司秘書。

公司秘書 (第 8A 及 8B 項)

17. 如公司秘書屬自然人，必須通常居於香港，但只須填報其 在香港的通訊地址。本處不接納非香港地址或郵政信箱號碼。
18. 請提供公司秘書的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 ND2B 通知公司註冊處。
19. 請填報屬自然人的公司秘書的香港身分證號碼。如該人並非香港身分證持有人，請填報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
20. 如公司秘書屬法人團體，請註明其在 香港 的註冊辦事處或主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。
21. 如某商號的所有合夥人為公司的聯名公司秘書，請在供公司秘書(法人團體)填報的空格內(第 8B 項)填報商號名稱及其在 香港 的主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。

董事 (第 9A 及 9B 項)

22. 請填報屬自然人的董事的 通常住址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
23. 請提供董事的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 ND2B 通知公司註冊處。
24. 請填報屬自然人的董事的香港身分證號碼。如該人並非香港身分證持有人，請填報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
25. 如董事屬法人團體，請註明其註冊辦事處或主要辦事處的地址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
26. 所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。公司應該該指引發給董事參考。該指引可於公司註冊處網頁(www.cr.gov.hk) 閱覽或下載，印文本亦可於香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。
27. 每一名董事均須作出陳述，同意在公司註冊時擔任其董事。如董事屬法人團體，同意書必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。

Application for Registration of Eligible Company

For the purposes of section 807(2) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC5

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for registration of an eligible company as a company limited by guarantee or an unlimited company. This form **must be accompanied by a copy of every constitutional document of the eligible company and in the case of an application for registration as a company limited by guarantee, a copy of the resolution that complies with section 810(2) of the Companies Ordinance.**
2. Please fill in all particulars and complete all items consistently in either Chinese or English. 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 Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required. The Companies Registry will notify the presenter by fax to collect the Certificate of Registration in person. A written authorization will be required if the presenter sends a representative to collect the certificate.
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.

Fee

5. This form must be delivered with the correct registration fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the Companies (Fees) Regulation for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

6. A member named in this form must sign this form and **certify the statements made in the Statement of Member in Section 12**. If the member is a body corporate, this form must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf. A form which is not properly signed will be rejected by the Companies Registry.

Company Name to be Registered (Section 1)

7. (a) Please fill in the name of the eligible company.
(b) If the company is to be registered as a company limited by guarantee, its English Company Name to be registered must have 'Limited' as the last word of that name and its Chinese Company Name to be registered must have '有限公司' as the last 4 Chinese characters of that name.

Type of Company to be Registered (Section 2)

8. (a) A company is a 'company limited by guarantee' if it does not have a share capital and the liability of its members is limited by the company's articles to the amount that the members undertake, by those articles, to contribute to the assets of the company in the event of its being wound up.
(b) A company is an 'unlimited company' if there is no limit on the liability of its members.
(c) A company is a 'private company' if its articles restrict a member's right to transfer shares, limit the number of members to 50, and prohibit any invitation to the public to subscribe for any shares or debentures of the company; and it is not a company limited by guarantee. A company is a 'public company' if it is not a private company and not a company limited by guarantee.
(d) Please seek independent legal advice on the choice of an appropriate type of company, if necessary.

Address of the Company's Registered Office in Hong Kong (Section 3)

9. The full address of the company's registered office in Hong Kong must be stated in this Section. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

Email Address (Section 4)

10. Please provide the email address of the company, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form NR1.

Number and Liability of Members of a Company Limited by Guarantee (Section 5)

11. Please indicate the number of members with which the company **proposes** to register on its registration. Please **do not** state "unlimited".
12. Each person who is a member of the eligible company has to undertake that if the company is wound up while the person is such a member, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding a specified amount, to the company's assets —
- (a) for the payment of the company's debts and liabilities contracted before the person ceases to be such a member;
 - (b) for the payment of the costs and expenses of winding up the company; and
 - (c) for the adjustment, among the contributories, of their rights.

Please state the amount undertaken to be contributed by each class of members in this Section.

Share Capital and Shareholdings on the Company's Registration (Section 6)

13. An unlimited company with a share capital must state the details of the share capital and shareholdings on its registration. An example is provided below for reference only.
- e.g. ABC Company, an unlimited company, has initial shareholdings of 10,000 ordinary shares on its registration. The total amount of share capital subscribed by members is HKD20,000, of which the amount paid up or regarded as paid up is HKD10,000.

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	已發行股份的 總數 Total Number of Shares Issued	貨幣 Currency	成員認購的 股本總額 Total Amount of Share Capital Subscribed by Members	已發行股份的 已繳或視為 已繳的總款額 Total Amount Paid Up or Regarded as Paid Up on the Shares Issued	已發行股份的 未繳或視為 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid on the Shares Issued
			(a)	(b)	(a) – (b)
Ordinary	10,000	HKD	20,000	10,000	10,000
總值 Total	10,000	HKD	20,000	10,000	10,000

Particulars of Rights Attached to Shares (Section 6A)

14. If the share capital of the company is to be divided into different classes of shares, please state for each class of shares —
- (a) the particulars of any voting rights attached to the shares in class, including rights that arise only in certain circumstances;
 - (b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
 - (d) whether or not shares in that class are redeemable shares.

Members (Section 7)

15. Please provide the details of each member. For registration as an unlimited company with a share capital, please also state the number of shares that the company issues to the member and the total amount of share capital subscribed by the member on the company's registration.

Company Secretary and Directors (Sections 8 and 9)

16. (a) The details of the company secretary and directors must be reported in Sections 8 and 9 of this form.
- (b) A company limited by guarantee without a share capital or a public unlimited company with a share capital must have a company secretary and at least two directors, one of whom may be the company secretary. It must **not** have a body corporate as its director.
- (c) A private unlimited company with a share capital must have a company secretary and at least one director who is a natural person. The sole director of a private company must **not** also be the company secretary. A private company having only one director must **not** have a body corporate as its company secretary the sole director of which is the sole director of the private company.

Company Secretary (Sections 8A and 8B)

17. If the company secretary is a natural person, he or she must ordinarily reside in Hong Kong, but he or she is only required to provide the **correspondence address in Hong Kong**. Non-Hong Kong addresses or post office box numbers are not acceptable.
18. Please provide the email address of the company secretary, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.
19. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of the company secretary who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
20. If the company secretary is a body corporate, the address of its registered or principal office in **Hong Kong** should be given. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.
21. If all the partners in a firm are joint company secretaries of the company, please state the name of the firm and the address of its principal office in **Hong Kong** in the boxes provided for Company Secretary (Body Corporate) (Section 8B). Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

Directors (Sections 9A and 9B)

22. Please provide the **usual residential address** of a director who is a natural person. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
23. Please provide the email address of the director, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.
24. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of a director who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
25. If the director is a body corporate, the address of its registered or principal office should be given. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
26. All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.
27. Every director shall make a statement that he or she has consented to be a director of the company on the company's registration. If the director is a body corporate, the statement must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf.



公司註冊處
Companies Registry

註冊辦事處地址更改通知書
Notice of Change of Address of
Registered Office

表格 **NR1**
Form

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 更改詳情 Details of Change

只帶申報有更改的項目 Please complete item(s) with change(s) only

(a) 新註冊辦事處地址 New Address of Registered Office

(本處不接納非香港
地址、¹轉交地
址或郵政信箱號碼
Non-Hong Kong
addresses, care of
addresses or post
office box numbers
are not acceptable)

地區
Region

香港 / HONG KONG

生效日期 Effective Date

日 DD 月 MM 年 YYYY

3

(b) 新電郵地址 New Email Address

生效日期 Effective Date

日 DD 月 MM 年 YYYY

5

簽署 Signed :

姓名 Name : _____ 日期 Date : _____
董事 Director / 公司秘書 Company Secretary * 日 DD / 月 MM / 年 YYYY

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

3

提交人資料 Presenter's Reference

姓名 Name:
地址 Address:

請勿填寫本欄 For Official Use

電話 Tel: _____ 傳真 Fax: _____
電郵 Email:
權號 Reference:

**《公司條例》(香港法例第 622 章)
第 658(3) 條規定交付的**

註冊辦事處地址更改通知書

填表須知 — 表格 NR1

附註

引言

1. 每間在香港成立為法團的公司，必須在香港設有一個註冊辦事處，讓所有通訊及通知均可致予該辦事處。如公司的註冊辦事處地址有所更改，公司須於更改後的 15 日內以本表格通知公司註冊處處長(「處長」)。
2. 請劃一以中文或英文申報各項所需資料。如以中文申報，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》中有關係文的規定而交付處長。

簽署

5. 本表格必須由一名董事或公司秘書簽署，公司註冊處不接納未簽妥的表格。

新電郵地址 (第 2(b)項)

6. 請提供或更新公司的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，亦請以本表格通知公司註冊處。

NOTICE OF CHANGE OF ADDRESS OF REGISTERED OFFICE

For the purposes of section 658(3) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NR1

Introduction

1. Every company incorporated in Hong Kong must have a registered office in Hong Kong to which all communications and notices may be addressed. If the address of a company's registered office is changed, the company must deliver to the Registrar of Companies (the Registrar) a notice of change in this form within 15 days after the change.
2. Please fill in all particulars and complete all items consistently in either Chinese or English. 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 a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.

New Email Address (Section 2(b))

6. Please provide or update the email address of the company, if any, to facilitate electronic communication. If there are any subsequent changes in the email address of the company, please notify the Companies Registry by completing this form.



公司註冊處
Companies Registry

登記冊及公司紀錄備存地點通知書 Notice of Location of Registers and Company Records

表格 **NR2**
Form

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records

請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

8
9
10

登記冊／公司紀錄 Registers／Company Records

成員登記冊
Register of Members

董事登記冊
Register of Directors

公司秘書登記冊
Register of Company Secretaries

債權證持有人登記冊
Register of Debenture Holders

備存地點 (註冊辦事處以外) Location (Other than the Registered Office) [#]	轉為備存於 註冊辦事處 Changed to be Kept at Registered Office [#]	生效日期 Effective Date (日 / 月 / 年) DD / MM / YYYY)
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	

[#] 就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to its "Principal Place of Business" in Hong Kong.

5 提交人資料 Presentor's Reference

姓名 Name:
地址 Address:

電話 Tel:
電郵 Email:
檔號 Reference:

傳真 Fax:

請勿填寫本欄 For Official Use

2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records (續上頁 cont'd)

請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

8
9
10

**登記冊／公司紀錄
Registers/Company Records**

- 押記登記冊
Register of Charges**
(本地公司及註冊非香港公司均適用 Applicable to both local companies and registered non-Hong Kong companies)
- 設立押記的文書的副本
Copies of Instruments Creating Charges**
(本地公司及註冊非香港公司均適用 Applicable to both local companies and registered non-Hong Kong companies)
- 獲准許的彌償條文的文本或一份列明該條文的條款之書面備忘錄
Copy of Permitted Indemnity Provision or a Written Memorandum Setting out the Terms of the Provision**
- 管理合約的文本或列出該合約的條款之書面備忘錄
Copy of Management Contract or a Written Memorandum Setting out the Terms of the Contract**
- 成員決議的文本／成員大會的議事程序紀錄／唯一成員的決定的書面紀錄
Copies of Resolutions of Members, Minutes of Proceedings of General Meetings and Written Records of Decisions of Sole Member**
- 第 384 條所述的載有相關詳情的登記冊
Register of Particulars Referred to in section 384**

備存地點 (註冊辦事處以外) Location (Other than the Registered Office) #	轉為備存於註冊辦事處 Changed to be Kept at Registered Office #	生效日期 Effective Date (日 / 月 / 年 DD / MM / YYYY)
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	

就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to "its Principal Place of Business" in Hong Kong.

本通知書所包括的續頁數目
Number of Continuation Sheet(s) included in this Notice

7 簽署 Signed :

姓名 Name : _____ 日期 Date : _____

董事／公司秘書／經理／獲授權代表*
Director / Company Secretary / Manager /
Authorized Representative*

日 DD / 月 MM / 年 YYYY

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

--

登記冊及公司紀錄的備存地點(第 2 項)

Location of Registers and Company Records (Section 2)

請在適用的空格內加上 號 Please tick the relevant box(es)

8
9
10

登記冊／公司紀錄 Registers/Company Records	備存地點(註冊辦事處以外) Location (Other than the Registered Office) #	轉為備存於 註冊辦事處 Changed to be Kept at Registered Office#	生效日期 Effective Date (日 / 月 / 年 DD / MM / YYYY)
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	

就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to its "Principal Place of Business" in Hong Kong.

《公司條例》(香港法例第 622 章)
第309(2)和(3)、351(4)和(5)、354(1)和(2)、385(2)和(3)、471(4)、543(5)、619(2)和(3)、
628(2)和(3)、641(4)和(5)以及648(4)和(5)條規定交付的

登記冊及公司紀錄備存地點通知書

填表須知 — 表格 NR2

附註

引言

1. 公司必須根據《公司條例》的規定，備存各類登記冊及公司紀錄於公司的註冊辦事處或某個根據《公司條例》第 356 及 657 條訂立的規例所訂明公司註冊辦事處以外的地方。該等登記冊及公司紀錄包括—
 - (a) 成員登記冊(第 627 條)
 - (b) 董事登記冊(第 641 條)
 - (c) 公司秘書登記冊(第 648 條)
 - (d) 債權證持有人登記冊(第 308 條)
 - (e) 押記登記冊(第 352 條)
 - (f) 設立押記的文書的副本(第 351 條)
 - (g) 獲准許的彌償條文的文本或一份列明該條文的條款的書面備忘錄(第 471 條)
 - (h) 管理合約的文本或列出該合約的條款的書面備忘錄(第 543 條)
 - (i) 成員決議的文本、成員大會的議事程序紀錄及唯一成員的決定的書面紀錄(第 618 條)及
 - (j) 第 384 條所述的載有相關詳情的登記冊(第 384 條)。

根據《公司條例》第 657 條訂立的規例所訂明的地方是香港境內的地方。

2. 註冊非香港公司必須根據《公司條例》的規定，備存押記登記冊及設立押記的文書的副本於公司在香港的主要營業地點，或根據《公司條例》第 356 條訂立的規例所訂明公司在香港的主要營業地點以外的地方。根據《公司條例》第 356 條訂立的規例所訂明的地方是香港境內的地方。
3. 公司或註冊非香港公司須將登記冊或公司紀錄備存的地方，通知公司註冊處處長(「處長」)。除非該等登記冊及紀錄時刻備存在公司的註冊辦事處(或就有備存押記登記冊及設立押記的文書的副本的註冊非香港公司而言，備存於公司在香港的主要營業地點)，公司或註冊非香港公司必須在該些登記冊或公司紀錄首次在該些地方備存後，及在備存的地方有任何更改後的 15 日內，交付本表格予處長登記。
4. 請劃一以中文或英文申報各項所需資料。如以中文申報，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。
5. 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。
6. 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，則該表格不會視作會為遵從《公司條例》中有關條文的規定而交付處長。

簽署

7. 本表格必須由一名董事或公司秘書簽署，如屬註冊非香港公司，本表格亦可由一名經理或獲授權代表簽署。公司註冊處不接納未簽妥的表格。

登記冊及公司紀錄的備存地點 (第 2 項)

8. 請申報各項登記冊及公司紀錄在香港的備存地點的詳細地址。非香港地址或郵政信箱號碼恕不接受。
9. 如登記冊或公司紀錄的備存地點由公司註冊辦事處以外的地方轉為公司註冊辦事處，請於「轉為備存於註冊辦事處」一欄就有關的登記冊或紀錄的空格內加上 號，而「備存地點(註冊辦事處以外)」一欄則無需填寫公司的註冊辦事處地址。
10. 如公司將某登記冊或公司紀錄的不同部分備存於不同的地點，須於備存地點的詳細地址後加上附註，清楚說明哪一部分的登記冊或公司紀錄是備存於該地址。例如，公司將某登記冊按時段備存於不同的地點時，須說明備存於每一地點的登記冊所涵蓋的時段。

NOTICE OF LOCATION OF REGISTERS AND COMPANY RECORDS

For the purposes of sections 309(2)&(3), 351(4)&(5), 354(1)&(2), 385(2)&(3), 471(4), 543(5), 619(2)&(3), 628(2)&(3), 641(4)&(5) and 648(4)&(5) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NR2

Introduction

1. A company is required to keep various registers and company records pursuant to the requirements of the Companies Ordinance at its registered office or at places other than the registered office as prescribed by regulations made under sections 356 and 657 of the Companies Ordinance. These registers and company records include –
 - (a) register of members (section 627)
 - (b) register of directors (section 641)
 - (c) register of company secretaries (section 648)
 - (d) register of debenture holders (section 308)
 - (e) register of charges (section 352)
 - (f) copy of every instrument creating a charge (section 351)
 - (g) copy of a permitted indemnity provision or a written memorandum setting out the terms of the provision (section 471)
 - (h) copy of a management contract or a written memorandum setting out the terms of the contract (section 543)
 - (i) copies of resolutions of members, minutes of the company of proceedings of general meetings and written records of decisions of the sole member (section 618), and
 - (j) register of particulars referred to in section 384 (section 384).

The place prescribed by regulations made under section 657 of the Companies Ordinance is a place in Hong Kong.

2. A registered non-Hong Kong company is required to keep a register of charges and copies of instruments creating charges pursuant to the requirements of the Companies Ordinance at its principal place of business in Hong Kong or at places other than a company's principal place of business in Hong Kong as prescribed by regulations made under section 356 of the Companies Ordinance. The place prescribed by regulations made under section 356 of the Companies Ordinance is a place in Hong Kong.
3. A company or a registered non-Hong Kong company must notify the Registrar of Companies (the Registrar) of the places at which the registers and company records are kept. Unless the registers and records have at all times been kept at the registered office of the company (or the principal place of business in Hong Kong for the register of charges and copies of instruments creating charges kept by a registered non-Hong Kong company), the company must notify the Registrar in this form of the locations of the registers and company records within 15 days after they are first kept at those places and of any changes in those locations.
4. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.
5. 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.
6. 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

7. This form must be signed by a director or the company secretary. For a registered non-Hong Kong company, this form can also be signed by a manager or the authorized representative. A form which is not properly signed will be rejected by the Companies Registry.

Location of Registers and Company Records (Section 2)

8. Please state the full address(es) of the location(s) in Hong Kong at which the respective registers and records are kept. Non-Hong Kong addresses or post office box numbers are not acceptable.
9. If the location of a register or record is changed from a place other than the company's registered office to the company's registered office, please put a tick in the box in the column of "Changed to be Kept at Registered Office" in respect of the register or record. There is no need to state the address of the company's registered office in the column of "Location (Other than the Registered Office)".
10. Where different parts of a register or company record are kept at different places, a note should be added after each location clearly stating which part of the register or company record is kept at that place (e.g. in the case where a register covering different periods is kept at different locations, state the period covered by the specific part of the register that is kept at each location).



公司註冊處
Companies Registry

有關債權證持有人登記支冊的通知書
Notice Relating to Branch Register of
Debenture Holders

表格
Form **NR3**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 開始備存債權證持有人登記支冊

A. Commencement of Keeping a Branch Register of Debenture Holders

備存登記支冊所在的地址 Address where the Branch Register is Kept

國家／地區
Country / Region

B. 生效日期 Effective Date

--	--	--

日 DD

月 MM

年 YYYY

3 更改備存債權證持有人登記支冊所在的地址

Change in the Address where a Branch Register of Debenture Holders is Kept

A. 前地址 Previous Address

國家／地區
Country / Region

6 提交人資料 Presenter's Reference

姓名 Name:

地址 Address:

電話 Tel:

電郵 Email:

權號 Reference:

傳真 Fax:

請勿填寫本欄 For Official Use

表格
Form **NR3**

公司編號 Company Number

--

3 更改備存債權證持有人登記支冊所在的地址 (續上頁)

Change in the Address where a Branch Register of Debenture Holders is Kept (cont'd)

B. 新地址 New Address

國家/地區
Country / Region

--

C. 生效日期 Effective Date

日 DD	月 MM	年 YYYY

4 中止債權證持有人登記支冊 Discontinuance of a Branch Register of Debenture Holders

A. 備存登記支冊中止前所在的地址 Address where the Branch Register was Kept before Discontinuance

國家/地區
Country / Region

--

B. 轉移記項 Transfer of Entries

請在適用的空格內加上 ✓ 號 Please tick the relevant box

上述登記支冊的所有記項均已轉移至該公司在香港以外的同一地方備存的另一登記支冊。

All the entries in the above branch register have been transferred to some other branch register kept in the same place outside Hong Kong by the company.

備存該另一登記支冊所在的地址 Address where that Other Branch Register is Kept

國家/地區
Country / Region

--

上述登記支冊的所有記項均已轉移至該公司的債權證持有人登記冊。

All the entries in the above branch register have been transferred to the company's register of debenture holders.

C. 生效日期 Effective Date

日 DD	月 MM	年 YYYY

8 簽署 Signed :

姓名 Name : _____ 日期 Date : _____

董事 Director / 公司秘書 Company Secretary *

日 DD / 月 MM / 年 YYYY

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

**《公司條例》(香港法例第 622 章)
第 312 及 315 條規定交付的**

有關債權證持有人登記支冊的通知書

填表須知 — 表格 NR3

附註

引言

1. 公司如在香港以外地方，發行一系列不可藉交付而轉讓的債權證，或任何該等債權股證，而該公司的章程細則批准它在當地備存居於當地的債權證持有人或債權股證持有人的登記支冊，則它可安排於當地備存該登記支冊。
2. 開始備存債權證持有人登記支冊的公司，須在如此行事後的 15 日內，將述明備存該登記支冊所在的地址的通知，以本表格交付公司註冊處處長(「處長」)登記。
3. 備存債權證持有人登記支冊的公司，亦須在備存該登記支冊所在的地址有所更改後的 15 日內，將該項更改的通知，以本表格交付處長登記。
4. 如公司中止登記支冊，該登記支冊的所有記項，均須轉移至該公司在香港以外的同一地方備存的另一登記支冊，或該公司的債權證持有人登記冊。如公司中止登記支冊，該公司須在如此行事後的 15 日內，將中止該登記支冊及有關記項轉移至的登記冊的通知，以本表格交付處長登記。
5. 請劃一以中文或英文申報各項所需資料。如以中文申報，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。
6. 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。
7. 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，則該表格不會視作會為遵從《公司條例》中有關條文的規定而交付處長。

簽署

8. 本表格必須由一名董事或公司秘書簽署，公司註冊處不接納未簽妥的表格。

NOTICE RELATING TO BRANCH REGISTER OF DEBENTURE HOLDERS

For the purposes of sections 312 and 315 of Companies Ordinance (Cap. 622)

Notes for Completion of Form NR3

Introduction

1. If a company issues in a place outside Hong Kong a series of debentures, or any debenture stock, that are not transferable by delivery, the company may, if it is authorized to do so by its articles, cause to be kept there a branch register of the holders of the debentures or debenture stock who are resident there.
2. A company that begins to keep a branch register of debenture holders must deliver to the Registrar of Companies (the Registrar) for registration a notice in this form within 15 days after doing so, stating the address where the branch register is kept.
3. A company that keeps a branch register of debenture holders must also deliver to the Registrar for registration a notice in this form of any change in the address where the branch register is kept, within 15 days after the change.
4. If a company discontinues a branch register, all the entries in that register must be transferred to some other branch register kept in the same place outside Hong Kong by the company or the company's register of debenture holders. The company must, within 15 days after the discontinuance, deliver to the Registrar for registration a notice in this form informing the Registrar of the discontinuance and the register to which the entries have been transferred.
5. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.
6. Please complete the Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
7. 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

8. This form must be signed by a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.



公司註冊處
Companies Registry

有關成員登記支冊的通知書
Notice Relating to
Branch Register of Members

表格
Form **NR4**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 開始備存成員登記支冊

A. Commencement of Keeping a Branch Register of Members

備存登記支冊所在的地址 Address where the Branch Register is Kept

國家／地區
Country / Region

B. 生效日期 Effective Date

--	--	--	--

日 DD

月 MM

年 YYYY

3 更改備存成員登記支冊所在的地址

A. Change in the Address where a Branch Register of Members is Kept

A. 前地址 Previous Address

國家／地區
Country / Region

6 提交人資料 Presentor's Reference

姓名 Name:

地址 Address:

電話 Tel:

電郵 Email:

權號 Reference:

傳真 Fax:

請勿填寫本欄 For Official Use

--

3 更改備存成員登記支冊所在的地址 (續上頁)
Change in the Address where a Branch Register of Members is Kept (cont'd)

B. 新地址 New Address

國家／地區 Country / Region

C. 生效日期 Effective Date

日 DD	月 MM	年 YYYY

4 中止成員登記支冊 Discontinuance of a Branch Register of Members

A. 備存登記支冊中止前所在的地址 Address where the Branch Register was Kept before Discontinuance

國家／地區 Country / Region

B. 轉移記項 Transfer of Entries

請在適用的空格內加上 ✓ 號 Please tick the relevant box

上述登記支冊的所有記項均已轉移至該公司在香港以外的同一地方備存的另一登記支冊。

All the entries in the above branch register have been transferred to some other branch register kept in the same place outside Hong Kong by the company.

備存該另一登記支冊所在的地址 Address where that Other Branch Register is Kept

國家／地區 Country / Region

上述登記支冊的所有記項均已轉移至該公司的成員登記冊。

All the entries in the above branch register have been transferred to the company's register of members.

C. 生效日期 Effective Date

日 DD	月 MM	年 YYYY

8 簽署 Signed :

姓名 Name : _____ 日期 Date : _____
 董事 Director / 公司秘書 Company Secretary *

日 DD / 月 MM / 年 YYYY

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

**《公司條例》(香港法例第 622 章)
第 636 及 639 條規定交付的**

有關成員登記支冊的通知書

填表須知 — 表格 NR4

附註

引言

1. 如有股本的公司的章程細則批准它在香港以外地方備存該公司居於當地的成員的登記支冊，該公司可於當地備存該登記支冊。
2. 開始備存成員登記支冊的公司，須在如此行事後的 15 日內，將述明備存該登記支冊所在的地址的通知，以本表格交付公司註冊處處長(「處長」)登記。
3. 備存成員登記支冊的公司，亦須在備存該登記支冊所在的地址有所更改後的 15 日內，將該項更改的通知，以本表格交付處長登記。
4. 如公司中止登記支冊，該登記支冊的所有記項，均須轉移至該公司在香港以外的同一地方備存的另一登記支冊，或該公司的成員登記冊。如公司中止登記支冊，該公司須在如此行事後的 15 日內，將中止該登記支冊及有關記項轉移至的登記冊的通知，以本表格交付處長登記。
5. 請劃一以中文或英文申報各項所需資料。如以中文申報，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。
6. 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。
7. 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，則該表格不會視作會為遵從《公司條例》中有關條文的規定而交付處長。

簽署

8. 本表格必須由一名董事或公司秘書簽署，公司註冊處不接納未簽妥的表格。

NOTICE RELATING TO BRANCH REGISTER OF MEMBERS

For the purposes of sections 636 and 639 of Companies Ordinance (Cap. 622)

Notes for Completion of Form NR4

Introduction

1. A company having a share capital may keep in a place outside Hong Kong a branch register of its members resident there if it is authorized to do so by its articles.
2. A company that begins to keep a branch register of members must deliver to the Registrar of Companies (the Registrar) for registration a notice in this form within 15 days after doing so, stating the address where the branch register is kept.
3. A company that keeps a branch register of members must also deliver to the Registrar for registration a notice in this form of any change in the address where the branch register is kept, within 15 days after the change.
4. If a company discontinues a branch register, all the entries in that register must be transferred to some other branch register kept in the same place outside Hong Kong by the company or the company's register of members. The company must, within 15 days after the discontinuance, deliver to the Registrar for registration a notice in this form informing the Registrar of the discontinuance and the register to which the entries have been transferred.
5. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.
6. 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.
7. 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

8. This form must be signed by a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.



公司註冊處

表格 **NRE1**

向少數股東發出的通知—全面收購
(要約人全面收購少數股東的股份的權利)

公司編號

(公司)

註

1 公司名稱 (公司)

2 要約人名稱

3 此通知現發給公司的下述少數股東：

姓名／名稱

地址

4 背景

2

要約人於 _____ 年 _____ 月 _____ 日作出收購要約，收購該公司的所有
(一) _____ 股份 (要約人所持有的股份除外) (二) _____

要約人已憑藉該要約獲接受，而收購或訂立合約承諾無條件收購該要約關乎的股份中的最少
90%。／原訟法庭於 _____ 年 _____ 月 _____ 日作出命令，授權要約人發出
本通知*。

5 通知

要約人現依據《公司條例》第 693 條發出以下通知—

(1) 要約人有意收購你所持有公司的 _____ 股份。

* 請將不適用者刪去

向少數股東發出的通知—全面收購
(要約人全面收購少數股東的股份的權利)

公司編號

- 3
- * (2) (a) 上述的收購要約讓股份持有人選擇代價，有關選項的詳情為：

- 4
- (b) 你可在本通知的日期後的2個月內，藉著按下文第(5)段指明的地址送交要約人的信件，就上文(a)段所述的選項詳情，示明你的選擇。

- (c) 如你沒有根據上文(b)段所述的選項示明一個選擇，則該要約指明的下述代價會適用，即：

- 5
- * (3) (a) 上述的收購要約訂定股份持有人會收取要約人的股份或債權證，亦可選擇收取由第三者提供的其他代價以作代替，即：

- * (b) 而收購要約的條款包括該選擇權。

- 6
- * (b) 但你有收取由要約人提供的其他代價的相應選擇權，即：

如你有意行使此項相應選擇權，必須在由本通知的日期後的2個月內，藉著按下文第(5)段指明的地址送交要約人的信件，示明你的選擇。

* 請將不適用者刪去

向少數股東發出的通知—全面收購
(要約人全面收購少數股東的股份的權利)

公司編號

(4) 除非原訟法庭應你在本通知的發出日期後的2個月內提出的申請，根據《公司條例》第695(3)條作出命令，否則要約人有權並須按收購要約的條款，包括按照上文第(2)及(3)段(如適用的話)所提及的代價及選擇權，收購有關股份。

* (5) 根據上文第(2)或(3)段的條文指明送交要約人的信件地址是：

簽署 :

姓名 : _____ 日期 : _____
要約人

* 請將不適用者刪去

**《公司條例》(香港法例第 622 章)
第 694(1)(a) 條規定的**

**向少數股東發出的通知 — 全面收購
(要約人全面收購少數股東的股份的權利)**

填表須知 — 表格 NRE1

附註

1. 在符合《公司條例》第 693(1)、693(2) 或 693(7)條所列明的條件的情況下，要約人可向要約所關乎的任何未收購的或未訂立合約承諾無條件收購的股份的持有人發出通知，表明要約人有意收購該等股份。要約人必須以本表格向有關的股份持有人發出通知。
2. (一) 如要約只關乎某一類別或某些類別的股份，請述明該類別或該等類別。
(二) 請簡述要約的性質。
3. 請在空位內述明各項代價選項的詳情。
4. 如股份持有人沒有示明一個選擇，請述明適用的代價。
5. 請述明有關選擇權的詳情。
6. 如可供選擇的(b)節適用的話，請在空位內述明相應選擇權的詳情。



Companies Registry

Form **NRE1**

Notice to Minority Shareholders – Takeover

(Right of Offeror to Buy out Minority Shareholders)

Company Number

(the Company)

Note

1 Company Name (the Company)

2 Name of the Offeror

3 This notice is hereby given to the following Minority Shareholder of the Company :

Name

Address

4 Background

On the _____ day of _____ the offeror made a takeover offer to acquire all the ^(a) _____ shares in the Company except those held by the offeror ^(b) _____ .

The offeror has, by virtue of acceptances of the offer, acquired, or contracted unconditionally to acquire, at least 90% in number of the shares to which the offer relates. / The Court has by an order dated _____ authorized the offeror to give this notice*.

5 Notice

Pursuant to section 693 of the Companies Ordinance the offeror hereby gives you notice as follows :

(1) The offeror desires to acquire the _____ shares held by you in the Company.

* Delete whichever does not apply

Notice to Minority Shareholders – Takeover
(Right of Offeror to Buy out Minority Shareholders)

Company Number

* (2) (a) The said takeover offer gives the holder of shares a choice of consideration, particulars of the choices are :

_____;

(b) You may within 2 months after the date of this notice indicate your choice referred to in the preceding sub-paragraph (a) by a letter sent to the offeror at the address specified in paragraph (5) below.

(c) If you do not indicate a choice in accordance with the preceding sub-paragraph (b), the following consideration specified in the offer will apply, viz :

* (3)(a) The said takeover offer provides that the holder of shares is to receive shares in or debentures of the offeror, with an option to receive some other consideration to be provided by a third party instead, viz :

* (b) and the terms of the takeover offer include the said option.

* (b) but you have a corresponding option to receive some other consideration to be provided by the offeror, viz :

and if you wish to exercise this corresponding option you must do so within 2 months after the date of this notice by letter sent to the offeror at the address specified in paragraph (5) below.

* Delete whichever does not apply

Page 2

Notice to Minority Shareholders – Takeover
(Right of Offeror to Buy out Minority Shareholders)

Company Number

(4) Unless the Court makes an order under section 695(3) of the Companies Ordinance upon an application made by you within 2 months after the date on which this notice is given, the offeror is entitled and bound to acquire the _____ shares held by you in the Company on the terms of the takeover offer including the consideration and option as determined in accordance with paragraphs (2) and (3) above if applicable.

*

(5) The address of the offeror to which any letter is to be sent under the provisions of paragraph (2) or (3) above is :

Signed :

Name : _____ Date : _____

The offeror

** Delete whichever does not apply*

**NOTICE TO MINORITY SHAREHOLDERS – TAKEOVER
(RIGHT OF OFFEROR TO BUY OUT MINORITY SHAREHOLDERS)**

For the purposes of section 694(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NRE1

1. If the conditions set out in section 693(1), 693(2) or 693(7) of the Companies Ordinance are satisfied, the offeror may give notice to the holder of any shares to which the offer relates that the offeror has not acquired or contracted unconditionally to acquire that it desires to acquire those shares. This form must be used by the offeror for giving the notice to such shareholder.
2. (a) If the offer is limited to a certain class or classes of shares, please state the class or classes to which the offer relates.

(b) Please state shortly the nature of the offer.
3. Please state the particulars of the choices of consideration in the space provided.
4. Please state the consideration which will apply if the shareholder does not indicate a choice.
5. Please state the particulars of the option.
6. If the alternative sub-paragraph (b) is applicable, please state the particulars of the corresponding option in the space provided.



表格 NRE2

公司註冊處

向少數股東發出的通知—全面收購 (少數股東要求要約人全面收購股份的權利)

公司編號

(公司)

註

1 公司名稱 (公司)

2 要約人名稱

3 此通知現發給公司的下述少數股東：

姓名／名稱

地址

4 背景

要約人於 _____ 年 _____ 月 _____ 日作出收購要約，收購該公司的所有^(一) _____ 股份(要約人所持有的股份除外)^(二) _____。

該要約的要約期已於／將於* _____ 年 _____ 月 _____ 日終結。

由要約人控制的公司股份，佔要約所關乎的該公司的股份中的最少90%，而你持有公司的 _____ 股份，但並沒有接受要約人作出的要約。

5 通知

要約人現依據《公司條例》第 701 條發出以下通知—

(1) (a) 你可藉致予要約人的信件要求要約人收購你所持有公司的 _____ 股份；如你作出該要求，要約人有權並須按有關收購要約的條款收購有關股份，或以你與要約人議定的其他條款收購有關股份，或按法院應你或要約人的申請而作出的命令所指明的條款，收購有關股份。

* 請將不適用者刪去

向少數股東發出的通知—全面收購
(少數股東要求要約人全面收購股份的權利)

公司編號

4 (b) 因此通知是在收購要約的要約期終結前發出的，該要約仍然可予接受。

(c) 如你有意行使上文(a)節所提述的權利，你必須在要約期終結時或發出本通知的日期(以較後者計)之後的3個月內，將致予要約人的信件送交 _____

_____。

5 * (2) (a) 上述的收購要約讓股份持有人選擇代價，有關選項的詳情為：

(b) 你可於上文(1)段所述的信件中，申明你的選擇。

6 (c) 如你沒有申明一個選擇，則該要約指明的下述代價會適用，即：

7 * (3) (a) 上述的收購要約訂定股份持有人會收取要約人的股份或債權證，亦可選擇收取由第三者提供的其他代價以作代替，即：

* (b) 而收購要約的條款包括該選擇權；

8 * (b) 但你有收取由要約人提供的其他代價的相應選擇權，即

你可藉上文第(1)段所指要求要約人收購你所持有的股份的信件，行使此項相應選擇權。

簽署 _____

姓名 _____ 日期 _____

要約人

* 請將不適用者刪去

**《公司條例》(香港法例第 622 章)
第 702(1)(a) 條規定的**

**向少數股東發出的通知—全面收購
(少數股東要求要約人全面收購股份的權利)**

填表須知 — 表格 NRE2

附註

1. 在符合《公司條例》第 700(1)(a)及(b)或 700(2)(a)及(b)條所列明的條件的情況下，要約所關乎的股份而在要約期終結前沒有接受該要約的持有人，可藉致予要約人的信件要求要約人收購該等股份。
2. 如任何股份的持有人根據《公司條例》第 700 條有權要求要約人收購該等股份，則要約人須向該持有人發出通知，告知該持有人—
 - (a) 該持有人根據該條具有的權利；及
 - (b) 行使該權利的限期。要約人必須以本表格向有關股份持有人發出通知。
3. (一) 如要約只關乎某一類別或某些類別的股份，請述明該類別或該等類別。
(二) 請簡述要約的性質。
4. 請指明有關股份持有人須把信件送交的地址。
5. 請在空位內述明各項代價選項的詳情。
6. 如股份持有人沒有示明一個選擇，請述明適用的代價。
7. 請述明要約有關選擇權的詳情。
8. 如可供選擇的(b)節適用的話，請在空位內述明相應選擇權的詳情。



Companies Registry

Notice to Minority Shareholders – Takeover
(Right of Minority Shareholders to be Bought out by Offeror)

Company Number

(the Company)

Note

1 Company Name (the Company)**2 Name of the Offeror****3 This notice is hereby given to the following Minority Shareholder of the Company:**

Name

Address

4 Background

On the _____ day of _____ the offeror made a takeover offer to acquire all the ^(a) _____ shares in the Company except those held by the offeror ^(b) _____

and the offer period ended / will end * on _____.

The shares in the Company controlled by the offeror represent at least 90% in number of the shares to which the offer relates. You hold _____ shares in the Company and have not accepted the said offer by the offeror.

5 Notice

Pursuant to section 701 of the Companies Ordinance the offeror hereby gives you notice as follows:

(1) (a) You may by a letter addressed to the offeror require the offeror to acquire your said holding of _____ shares in the Company and if you do so the offeror is entitled and bound to acquire the shares on the terms of the takeover offer or on other terms as agreed between you and the offeror or on the terms as the Court, on application by you or the offeror, may order.

* (b) As this notice is given before the end of the offer period of the takeover offer, the offer is still open for acceptance.

* Delete whichever does not apply

Notice to Minority Shareholders – Takeover
(Right of Minority Shareholders to be Bought out by Offeror)

Company Number

4

(c) If you wish to exercise the rights referred to in the preceding sub-paragraph (a) you must send the letter to the offeror at _____

within 3 months after the end of the offer period or the date of this notice, whichever is the later.

*

5

(2) (a) The said takeover offer gives the holder of shares a choice of consideration, particulars of the choices are :

(b) You may indicate your choice in the letter referred to in the preceding paragraph (1).

(c) If you do not indicate a choice, the following consideration specified in the offer will apply, viz :

6

*

7

(3) (a) The said takeover offer provides that the holder of shares is to receive shares in or debentures of the offeror with an option to receive some other considerations to be provided by a third party instead, viz :

* (b) and the terms of the takeover offer include the option.

* (b) but you have a corresponding option to receive the following consideration to be provided by the offeror, viz :

8

and you may exercise this corresponding option when requiring the offeror to acquire your shares by the letter referred to in paragraph (1) above.

Signed :

Name : _____ Date : _____
The Offeror

* Delete whichever does not apply

**NOTICE TO MINORITY SHAREHOLDERS – TAKEOVER
(RIGHT OF MINORITY SHAREHOLDERS TO BE BOUGHT OUT BY OFFEROR)**

For the purposes of section 702(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NRE2

1. If the conditions set out in section 700(1)(a) and (b) or 700(2)(a) and (b) of the Companies Ordinance are satisfied, the holder of any shares to which the offer relates who has not accepted the offer before the end of the offer period may, by a letter addressed to the offeror, require the offeror to acquire those shares.
2. If the holder of any shares is entitled under section 700 to require an offeror to acquire the shares, the offeror must give notice to the holder of —
 - (a) the holder's rights under that section; and
 - (b) the period within which those rights are exercisable.

This form must be used by the offeror for giving the notice to such shareholder.

3. (a) If the offer is limited to a certain class or classes of shares, please state the class or those classes to which the offer relates.
 - (b) Please state shortly the nature of the offer.
4. Please specify the address to which the shareholder's letter should be sent.
5. Please state the particulars of the choices of consideration in the space provided.
6. Please state the consideration which will apply if the shareholder does not indicate a choice.
7. Please state the particulars of the option.
8. If the alternative sub-paragraph (b) is applicable, please state the particulars of the corresponding option in the space provided.



公司註冊處

表格 **NRE3**

向少數股東發出的通知－全面回購
(回購公司全面回購少數股東的股份的權利)

公司編號

(回購公司)

1 公司名稱 (回購公司)

2 此通知現發給回購公司的下述少數股東：

姓名／名稱

地址

3 背景

2

回購公司於 _____ 年 _____ 月 _____ 日作出《公司條例》第 707 條所指的公開要約，回購公司的所有⁽¹⁾ _____ 股份⁽²⁾ _____。

回購公司已憑藉該要約獲接受而回購或訂立合約承諾無條件回購該要約所關乎的股份中的最少90%。 / 原訟法庭於 _____ 年 _____ 月 _____ 日作出命令，授權回購公司發出本通知*。

4 通知

回購公司現依據《公司條例》第 712 條發出以下通知－

(1) 回購公司有意回購你所持有公司的 _____ 股份。

* 請將不適用者刪去

向少數股東發出的通知—全面回購
(回購公司全面回購少數股東的股份的權利)

公司編號

* (2) (a) 上述的公開要約讓股份持有人選擇代價，有關選項的詳情為：

(b) 你可在本通知的日期後的2個月內，藉著按下文第(4)段指明的地址送交回購公司的信件，就上文(a)段所述的選項詳情，示明你的選擇。

(c) 如你沒有根據上文(b)段所述的選項示明一個選擇，則該要約指明的下述代價會適用，即：

(3) 除非原訟法庭應你在本通知的發出日期後的2個月內提出的申請，根據第714(3)條作出命令，否則回購公司有權並須按公開要約的條款，包括按上文第(2)段(如適用的話)所提述的代價，回購你持有的_____股份；

* (4) 根據上文第(2)段的條文指明送交回購公司的信件的地址是：

簽署 _____ 日期 _____
姓名 _____
代表回購公司的
董事/公司秘書 *

* 請將不適用者刪去

指明編號 1/2014 (2014年3月)

第二頁

**《公司條例》(香港法例第 622 章)
第 713(1)(a) 條規定的**

**向少數股東發出的通知 — 全面回購
(回購公司全面回購少數股東的股份的權利)**

填表須知 — 表格 NRE3

附註

1. 在符合《公司條例》第 712(1)及712(2)、712(3)或 712(8)條所列明的條件的情況下，回購公司可向要約所關乎的任何未回購的或未訂立合約承諾無條件回購的股份的持有人發出通知，表明公司有意回購該等股份。回購公司必須以本表格向有關的股份持有人發出通知。
2. (一) 如公開要約只關乎某一類別或某些類別的股份，請述明該類別或該等類別。
(二) 請簡述要約的性質。
3. 請在空位內述明各項代價選項的詳情。
4. 如股份持有人沒有示明一個選擇，請述明適用的代價。



Companies Registry

Form **NRE3**

**Notice to Minority Shareholders –
General Offer for Share Buy-back**
(Right of Repurchasing Company to Buy out Minority Shareholders)

Company Number

(the Repurchasing Company)

Note

1 Company Name (the Repurchasing Company)

2 This notice is hereby given to the following Minority Shareholder of the Repurchasing Company:

Name

Address

3 Background

2

On the _____ day of _____ the Repurchasing Company made a general offer within the meaning of section 707 of the Companies Ordinance to buy back all the ^(a) _____ shares in the Repurchasing Company ^(b) _____

The Repurchasing Company has, by virtue of acceptances of the offer, bought back or contracted unconditionally to buy back at least 90% in number of the shares to which the offer relates. / The Court has by an order dated _____ authorized the Repurchasing Company to give this notice*.

4 Notice

Pursuant to section 712 of the Companies Ordinance the Repurchasing Company hereby gives you notice as follows:

(1) The Repurchasing Company desires to buy back the _____ shares held by you in the Repurchasing Company.

* Delete whichever does not apply

**Notice to Minority Shareholders –
General Offer for Share Buy-back**

Company Number

(Right of Repurchasing Company to Buy out Minority Shareholders)

--

* (2) (a) The said general offer gives the holder of shares a choice of consideration, particulars of the choices are:

(b) You may within 2 months after the date of this notice indicate your choice referred to in the preceding sub-paragraph (a) by a letter sent to the Repurchasing Company at the address specified in paragraph (4) below.

(c) If you do not indicate a choice in accordance with the preceding sub-paragraph (b), the following consideration specified in the offer will apply, viz :

(3) Unless the Court makes an order under section 714(3) of the Companies Ordinance upon an application by you made within 2 months after the date on which this notice is given, the Repurchasing Company is entitled and bound to buy back the _____ shares held by you on the terms of the general offer as determined in accordance with paragraph (2) above if applicable.

* (4) The address of the Repurchasing Company to which any letter is to be sent under paragraph (2) above is :

Signed :

Name : _____ Date : _____

Director / Company Secretary *
for the Repurchasing Company

* Delete whichever does not apply

**NOTICE TO MINORITY SHAREHOLDERS – GENERAL OFFER FOR SHARE BUY-BACK
(RIGHT OF REPURCHASING COMPANY TO BUY OUT MINORITY SHAREHOLDERS)**

For the purposes of section 713(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NRE3

1. If the conditions set out in sections 712(1) and 712(2), 712(3) or 712(8) of the Companies Ordinance are satisfied, the repurchasing company may give notice to the holder of any shares to which the general offer relates that the repurchasing company has not bought back, or contracted conditionally to buy back, that it desires to buy back those shares. This form must be used by the repurchasing company for giving the notice to such shareholder.
2. (a) If the general offer is limited to a certain class or classes of shares, please state the class or classes to which the offer relates.
(b) Please state shortly the nature of the offer.
3. Please state the particulars of the choices of consideration in the space provided.
4. Please state the consideration which will apply if the shareholder does not indicate a choice.



公司註冊處

表格 **NRE4**

向少數股東發出的通知—全面回購
(少數股東要求回購公司全面回購股份的權利)

公司編號

(回購公司)

註

1 公司名稱 (回購公司)

--

2 此通知現發給回購公司的下述少數股東：

姓名／名稱

--

地址

--

3 背景

回購公司於 _____ 年 _____ 月 _____ 日作出《公司條例》第 707 條所指的公開要約，回購公司的所有 ⁽¹⁾ _____ 股份 ⁽²⁾ _____。

該要約的要約期已於／將於* _____ 年 _____ 月 _____ 日終結。回購公司控制的公司股份，佔要約所關乎的股份中的最少 90%，而你持有公司的 _____ 股份，但並沒有接受回購公司作出的要約。

4 通知

回購公司現依據《公司條例》第 719 條發出以下通知—

(1) (a) 你可藉致予回購公司的信件，要求公司回購你所持有公司的 _____ 股份；如你作出該要求，回購公司有權並須按有關公開要約的條款回購有關股份，或以你與公司議定的其他條款回購有關股份，或按法院應你或回購公司的申請而作出的命令所指明的條款，回購有關股份。

* 請將不適用者刪去

向少數股東發出的通知—全面回購
(少數股東要求回購公司全面回購股份的權利)

公司編號

--

- 4
- * (b) 此通知是在公開要約的要約期終結前發出的，該要約仍然可予接受。
- (c) 如你有意行使上文(a)節所提述的權利，你必須在要約期終結時或發出本通知的日期(以較後者計)之後的3個月內，將致予回購公司的信件送交
- _____。

- 5
- * (2) (a) 上述的公開要約讓股份持有人選擇代價，有關選項的詳情為：
- _____
- _____
- _____
- (b) 你可於上文(1)段所述的信件中，示明你的選擇。
- (c) 如你沒有示明一個選擇，則該要約指明的下述代價會適用，即：
- _____
- _____
- _____
- 6

簽署 : _____

姓名 : _____ 日期 : _____

代表回購公司的
董事/公司秘書*

* 請將不適用者刪去

**《公司條例》(香港法例第 622 章)
第 720(1)(a) 條規定的**

**向少數股東發出的通知—全面回購
(少數股東要求回購公司全面回購股份的權利)**

填表須知 — 表格 NRE4

附註

1. 在符合《公司條例》第 718(1)及 718(2)條或 718(3)條所列明的條件的情況下，要約所關乎的股份而在要約期終結前沒有接受該要約的持有人，可藉致予回購公司的信件，要求公司回購該等股份。
2. 如任何股份的持有人根據《公司條例》第 718 條有權要求回購公司回購該等股份，則該公司須向該持有人發出通知，告知該持有人—
 - (a) 該持有人根據該條具有的權利；及
 - (b) 行使該權利的限期。回購公司必須以本表格向有關股份持有人發出通知。
3. (一) 如要約只關乎某一類別或某些類別的股份，述明該類別或該等類別。
(二) 請簡述要約的性質。
4. 請指明有關股份持有人須把信件送交的地址。
5. 請在空位內述明各項代價選項的詳情。
6. 如股份持有人沒有示明一個選擇，請述明適用的代價。



Companies Registry

**Notice to Minority Shareholders –
General Offer for Share Buy-back**

(Right of Minority Shareholders to be Bought out by Repurchasing Company)

Company Number

(the Repurchasing Company)

Note

1 Company Name (the Repurchasing Company)

2 This notice is hereby given to the following Minority Shareholder of the Repurchasing Company:

Name

Address

3 Background

3

On the _____ day of _____ the Repurchasing Company made a general offer within the meaning of section 707 of the Companies Ordinance to buy back all the ^(a) _____ shares in the Repurchasing Company ^(b) _____

and the offer period ended / will end * on _____.

The shares in the Repurchasing Company now controlled by the Repurchasing Company represent at least 90% in number of the shares to which the offer relates. You hold _____ shares in the Repurchasing Company and has not accepted the said offer by the Repurchasing Company.

4 Notice

Pursuant to section 719 of the Companies Ordinance the Repurchasing Company hereby gives you notice as follows :

<p>(1) (a) You may by a letter addressed to the Repurchasing Company require it to buy back your said holding of _____ shares in the company and if you do so the Repurchasing Company is entitled and bound to buy back the shares on the terms of the general offer or on other terms as agreed between you and the Repurchasing Company or on the terms as the Court, on application by yourself or the Repurchasing Company, may order.</p> <p>* (b) As this notice is given before the end of the offer period of the general offer, the offer is still open for acceptance.</p>

* Delete whichever does not apply

**Notice to Minority Shareholders –
General Offer for Share Buy-back**
(Right of Minority Shareholders to be Bought out
by Repurchasing Company)

Company Number

--

4 (c) If you wish to exercise the rights referred to in the preceding sub-paragraph (a) you must send the letter to the Repurchasing Company at _____
_____ within 3 months after the end of the offer period or the date of this notice, whichever is the later.

* 5 (2) (a) The said general offer gives to the holder of shares a choice of consideration, particulars of the choices are :

(b) You may indicate your choice in the letter referred to in the preceding paragraph (1).

6 (c) If you do not indicate a choice then the following consideration specified in the offer will apply, viz :

Signed : _____
Name : _____ Date : _____
Director / Company Secretary *
for the Repurchasing Company

* Delete whichever does not apply

**NOTICE TO MINORITY SHAREHOLDERS – GENERAL OFFER FOR SHARE BUY-BACK
(RIGHT OF MINORITY SHAREHOLDERS TO BE BOUGHT OUT BY REPURCHASING COMPANY)**

For the purposes of section 720(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NRE4

1. If the conditions set out in sections 718(1) and 718(2) or 718(3) of the Companies Ordinance are satisfied, the holder of any shares to which the offer relates who has not accepted the offer before the end of the offer period may, by a letter addressed to the repurchasing company, require that company to buy back those shares.
2. If the holder of any shares is entitled under section 718 to require a repurchasing company to buy back the shares, the repurchasing company must give notice to the holder of —
 - (a) the holder's rights under that section; and
 - (b) the period within which those rights are exercisable.

This form must be used by the repurchasing company for giving the notice to such shareholder.

3. (a) If the offer is limited to a certain class or classes of shares, please state the class or those classes to which the offer relates.
 - (b) Please state shortly the nature of the offer.
4. Please specify the address to which the shareholder's letter should be sent.
5. Please state the particulars of the choices of consideration in the space provided.
6. Please state the consideration which will apply if the shareholder does not indicate a choice.



公司註冊處

表格 **NS1**

申請新股份證明書

公司編號

註

致：

(公司名稱)

1 申請人資料

姓名

姓氏

名字

地址

身分

登記持有人

登記持有人的受讓人

(請在適當空格內加上✓號)

2

2 遺失了股份證明書的股份的詳情

股份類別		
股份數目		
股份證明書編號		
該等股份的識別號碼	至	至
最後錄得的成交價的日期		
最後錄得的每股成交價	\$	\$
股份的最新總值	\$	\$
有關股份的總值	\$	

簽署： _____ 日期： _____
申請人

**《公司條例》(香港法例第 622 章)
第 163(1)條規定的**

申請新股份證明書

填表須知 — 表格 NS1

附註

1. 如上市公司股份的股份證明書已遺失，合資格人士可向該公司申請新股份證明書。本表格是用以提出此項申請。

合資格人士就上市公司的股份而言，指—

- (a) 該等股份的登記持有人；或
 - (b) 聲稱有權就該等股份將其姓名或名稱記入公司的成員登記冊內的人。
2. (a) 請述明股份的類別，即普通股、優先股、遞延股或其他類別。
- (b) 如已就有關股份發出多張股份證明書，請述明股份證明書的編號。如編號不詳，請述明「不詳」。
- (c) 另請在適當的空位內述明有關股份的識別號碼。如號碼不詳，請述明「不詳」。
- (d) 最新價值指公司同一類別的股份於提出新股份證明書的申請前，在香港聯合交易所有限公司營辦的證券市場最後錄得的成交價計算的價值。詳情請參閱《公司條例》第 164(8)條。
- (e) 請把各類股份的「股份的最新總值」相加，並將總和填寫在「有關股份的總值」一欄內。



Companies Registry

Form **NS1**

Application for New Share Certificate

Company Number

Note

To :

(Company Name)

1 Particulars of Applicant

Name

Surname

Other names

Address

Capacity

Registered holder

Transferee from the registered holder

(Please tick appropriate box)

2

2 Details of the Shares for which the Share Certificates have been Lost

Class of Shares		
No. of Shares		
Share Certificate Numbers		
Distinguishing Numbers of the Shares	To	To
Date of Last Recorded Price		
Last Recorded Price of Each Share	\$	\$
Latest Total Value	\$	\$
Grand Total Value of the Shares	\$	

Signed : _____ Date : _____
Applicant

APPLICATION FOR NEW SHARE CERTIFICATE

For the purposes of section 163(1) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NS1

1. If a share certificate for shares in a listed company has been lost, an eligible person may apply to the company for a new certificate. This form should be used for such an application.

Eligible person, in relation to shares in a listed company, means —

- (a) a registered holder of the shares; or
 - (b) a person who claims to be entitled to have the person's name entered in the register of members of the company in respect of the shares.
2. (a) Please state the class of shares, i.e. Ordinary, Preference, Deferred or as appropriate.
 - (b) If separate share certificates have been issued for the shares, please state the share certificate numbers. If the numbers are unknown, please state 'Unknown'.
 - (c) Please also state the distinguishing numbers of the shares in the appropriate space. If the numbers are unknown, please state 'Unknown'.
 - (d) 'Latest value' of shares means the value of the shares calculated at the last recorded price paid for shares of the same class in the company at the stock market operated by the Stock Exchange of Hong Kong Limited prior to the making of the application for the new certificate. Please refer to section 164(8) of the Companies Ordinance for details.
 - (e) Please add up the 'Latest Total Value' of different classes of shares and state the aggregate amount under the item 'Grand Total Value of the Shares'.



表格 **NS3**

公司註冊處

擬發出新股份證明書的公告

公司編號

註

公司名稱

2

上述公司現接獲申請，要求該公司就以下已聲明遺失的股份證明書發出一張／多於一張 * 的新股份證明書：

申請人 (a)	登記持有人 (b)	股份證明書 編號 (c)	識別號碼 (d)	股份數目 (e)	股份類別 (f)

在符合以下條件的情況下，本公司可應《公司條例》第 163 條所指的申請，發出一張 / 多於一張 * 新股份證明書—

(a) 本公司已公布第 164(2)(a)條所指的公告，而該公告已在一段為期最少一個月的期間內，無間斷地在本公司的網站上提供*；及

或

本公司已公布並刊登第 164 (2)(b)條所指的公告，而該公告已在一段為期最少 3 個月的期間內，無間斷地在本公司的網站上提供，並按照第 164(3)條於憲報刊登*；及

(b) 本公司沒有接獲就有關股份而提出的任何其他申索的通知。

本人證明，上述公司已將上述公告的文本交付香港聯合交易所有限公司，並已從該交易所的獲授權人員處取得一份證明書，證明該文本正按照《公司條例》第 164(5)條展示。

特此公告。

日期： _____

(姓名 / 名稱)

公司秘書 / 股份登記員 *

(公司名稱)

* 請刪去不適用者

《公司條例》(香港法例第 622 章)

第 164(1)條規定的

擬發出新股份證明書的公告

填表須知 — 表格 NS3

附註

1. 上市公司如擬應《公司條例》第 163 條所指的申請發出新股份證明書，須按照第 164 條刊登符合指明格式的公告。本表格是用以刊登公告時使用。
2. 請在適當的空位內述明以下資料—
 - (a) 申請人的姓名／名稱(如申請人是該等股份的登記持有人，請刪去此欄)；
 - (b) 於公告日期在公司成員登記冊所載該等股份的登記持有人的姓名／名稱；
 - (c) 股份證明書的編號；
 - (d) 股份的識別號碼(如號碼不適用，請刪去此欄)；
 - (e) 股份的數目，即股份的数量；及
 - (f) 股份的類別，即普通股、優先股、遞延股或其他類別。



Companies Registry

Form **NS3**

Notice of Intention to Issue New Share Certificate

Company Number

Note

Company Name

2

NOTICE is hereby given that application has been received by the above-mentioned Company for the issue of a new certificate/new certificates * in respect of the following share certificates which have been declared lost :

Applicant (a)	Registered Holder (b)	Certificate Number (c)	Distinguishing Number (d)	Number of Shares (e)	Class of Shares (f)

AND TAKE NOTICE that the above-mentioned Company may issue a new certificate / new certificates * on application under section 163 of the Companies Ordinance if:

- (a) a notice is published under section 164(2)(a) and the notice has been made available on the Company's website throughout a period of at least one month * ; and
OR
a notice is published under section 164(2)(b) and the notice has been made available on the Company's website throughout a period of at least 3 months and published in the Gazette in accordance with section 164(3) * ; and
- (b) the Company has not received notice of any other claim in respect of the shares.

I certify that the above-mentioned Company has delivered a copy of the above Notice to the Stock Exchange of Hong Kong Limited and that an authorized officer of that company has certified to the Company in writing that the said copy of the Notice is being exhibited in accordance with the provisions of section 164(5) of the Companies Ordinance.

Date : _____

(Name)
Company Secretary / Share Registrar *
of

(Name of Company)

* Delete whichever does not apply

NOTICE OF INTENTION TO ISSUE NEW SHARE CERTIFICATE

For the purposes of section 164(1) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NS3

1. A listed company that intends to issue a new share certificate on an application under section 163 of the Companies Ordinance must publish a notice in the specified form in accordance with section 164. This form should be used for the publication of the notice.
2. Please state the following in the appropriate space —
 - (a) the name of the applicant (If the applicant is the registered holder of the shares, please delete this column);
 - (b) the name of the person who appears in the Register of Members of the company as the registered holder of the shares at the date of the Notice;
 - (c) the share certificate numbers;
 - (d) the distinguishing numbers of the shares (If the numbers are not applicable, please delete this column);
 - (e) number, i.e. quantity, of shares; and
 - (f) class of shares, i.e. Ordinary, Preference, Deferred or as appropriate.



公司註冊處

表格 **NS4**

有關取消原有股份證明書及
發出新股份證明書的公告

公司編號

註

公司名稱

2

依據《公司條例》第 165 條的規定，上述公司已取消以下的股份證明書：

登記持有人 (a)	股份證明書編號 (b)	識別號碼 (c)	股份數目 (d)	股份類別 (e)

並由於已取消此等股份證明書，該公司已發出以下新股份證明書：

新股份證明書 持有人 (f)	新股份證明書 編號 (g)	識別號碼 (c)	股份數目 (d)	股份類別 (e)

本公告的文本已交付香港聯合交易所有限公司。

特此公告。

日期：_____

(姓名/名稱)

公司秘書/股份登記員 *

(公司名稱)

* 請刪去不適用者