



公司註冊處  
COMPANIES REGISTRY

香港金鐘道六十六號  
金鐘道政府合署十五樓

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1 November 2013

**Companies Registry External Circular No. 2/2013**  
**The New Companies Ordinance (Cap. 622) -**  
**Commencement Date and Introduction of New Forms**

This circular is to announce that **the Companies Ordinance (Commencement) Notice 2013 (L.N. 163 of 2013) (“the Commencement Notice”)** was gazetted on 25 October 2013 and 3 March 2014 was appointed as the commencement date of the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong (“the new CO”), except for certain provisions specified in the Commencement Notice. The Commencement Notice will be subject to the negative vetting procedure by the Legislative Council.

**New Forms**

2. To facilitate the implementation of the new CO, the Registrar of Companies has, in exercise of the powers under sections 23(1) and 914(6)(a) of the new CO, specified 83 forms for use under the new CO. In addition, 9 forms have been specified for use under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), which will be the new name for the current Companies Ordinance (Chapter 32), with effect from 3 March 2014. The first batch of 83 forms has been published in the Gazette (G.N.6495) on 1 November 2013. The second batch of 9 forms will be published in the Gazette on 8 November 2013.

3. Particulars of all 92 new forms are set out at **Annex**. The forms are either revisions of existing forms or new forms introduced pursuant to the requirements under the new CO. The new forms are designed with reference to the format and form numbers of existing forms. All new form numbers are denoted by the prefix “N” for easy identification.

4. Commencing from 1 February 2014, the newly specified forms can be downloaded from the thematic section on the new CO on the Companies Registry’s website at [www.cr.gov.hk](http://www.cr.gov.hk). A complete set of the new forms in CD-ROM and hard copies of individual forms will also be available for purchase at the Registry’s office on the 14<sup>th</sup> floor of the Queensway Government Offices, 66 Queensway, Hong Kong.

## **Transitional arrangements**

5. All the new forms should be used with effect from the commencement of the new CO on 3 March 2014. However, as a transitional arrangement, the Registry will continue to accept existing forms which are specified under the current Companies Ordinance (Chapter 32) for a period of three months from 3 March 2014 subject to the following exceptions:

(A) Forms that will NOT be accepted immediately upon the commencement of the new CO on 3 March 2014

Form NC1	Incorporation Form (Company Limited by Shares)
Form NC1G	Incorporation Form (Company Not Limited by Shares)
Form DR1	Application for Deregistration of a Defunct Private Company
Form N12	Statement of Approved Name for Carrying on Business in Hong Kong by a Non-Hong Kong Company
Form M2	Memorandum of Satisfaction or Release of Property from Charge

(B) Form that will NOT be accepted after eight weeks from the commencement of the new CO (i.e. from 28 April 2014 onwards)

Form M1	Mortgage or Charge Details
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## **Enquiries**

6. Further information and updates on the implementation of the new CO are available in the thematic section on the “New Companies Ordinance” on the Registry’s website at [www.cr.gov.hk](http://www.cr.gov.hk). Enquiries concerning this circular should be directed to Ms Agnes Wong, Assistant Registry Manager (Customer Services), at (852) 2867 4570 / [agneswong@cr.gov.hk](mailto:agneswong@cr.gov.hk) or Miss Angelina Mok, Assistant Registry Manager (Registration)1 at (852) 2867 4562 / [angelinamok@cr.gov.hk](mailto:angelinamok@cr.gov.hk).

**Ms Ada LL CHUNG**  
**Registrar of Companies**

**List of New Forms**  
新表格一覽表

**A. For use under the new Companies Ordinance (Cap. 622) (“new CO”)**  
新《公司條例》(第 622 章)(下稱「新條例」)下使用的表格

**(I) Newly Specified Forms for delivery to the Companies Registry**  
交付公司註冊處所用的新的指明表格

	New Form Number 新表格編號	Section(s) in the new CO 新條例的有關係文	Existing Form to be Replaced 被取代的現有表格	Description of Form 表格的描述
<b>Amalgamation 合併</b>				
1.	NAMA1	684(1)(a)	New form 新表格	Approved Amalgamation Proposal 獲批准的合併建議
2.	NAMA2	684(1)(b)	New form 新表格	Certificate on Solvency Statement by Directors of Amalgamating Company 合併的公司的董事就償付能力陳述發出的證明書
3.	NAMA3	684(1)(c)	New form 新表格	Certificate of Approval of Amalgamation by Directors of Amalgamating Company 合併的公司的董事發出批准合併的證明書
4.	NAMA4	684(1)(d)	New form 新表格	Notice of Appointment of Directors of Amalgamated Company 委任合併後的公司的董事通知書
5.	NAMA5	684(1)(e)	New form 新表格	Certificate on Claims of Creditors by Directors of Amalgamated Company 合併後的公司的董事發出有關債權人申索的證明書
6.	NAMA6	686(4)	New form 新表格	Notice of Application to Court to Intervene in Amalgamation Proposal 向原訟法庭申請要求介入合併建議的通知書
<b>Annual Return/Financial Statements 周年申報表/財務報告</b>				
7.	NAR1	662	AR1, AR2, AR3	Annual Return 周年申報表
8.	NAC3	449(3)	AC3	Statement of Revision of Financial Statements 修改財務報表陳述書
9.	NAC4	371(2)	New form 新表格	Notice of Alteration of Accounting Reference Date 更改會計參照日通知書
<b>Articles of Association/Members 章程細則/成員</b>				
10.	NAA1	88, 96	New form 新表格	Notice of Alteration of Company's Articles 公司章程細則修改通知書
11.	NAA2	89	New form 新表格	Notice of Alteration of Company's Objects 公司宗旨修改通知書
12.	NAA3	90	New form 新表格	Notice of Alteration of Certain Articles by Existing Company 原有公司對某些章程細則修改通知書
13.	NAA4	94(2), 95(2)	New form 新表格	Notice of Change of Company Status 公司地位更改通知書
14.	NMEM1	114(1)	New form 新表格	Notice of Increase in Number of Members of Company Limited by Guarantee 擔保有限公司成員人數增加通知書
<b>Auditors 核數師</b>				
15.	NA1	419(4)	A1	Notice of Removal of Auditor 免任核數師通知書
16.	NA2	417(3)	New form 新表格	Notification of Resignation of Auditor 核數師辭職通知書

	New Form Number 新表格編號	Section(s) in the new CO 新條例的有關條文	Existing Form to be Replaced 被取代的現有表格	Description of Form 表格的描述
<b>Change of Company Name 更改公司名稱</b>				
17.	NNC2	107(2), 770(2)	NC2	Notice of Change of Company Name 更改公司名稱通知書
18.	NNC4	108(2)	NC4	Notice of Court Order Restraining Company from Use of Name 法院命令禁制公司使用名稱通知書
<b>Deregistration 撤銷註冊</b>				
19.	NDR1	750	DR1	Application for Deregistration of Private Company or Company Limited by Guarantee 私人公司或擔保有限公司撤銷註冊申請書
<b>Directors and Company Secretary 董事及公司秘書</b>				
20.	ND2A	645(1), 645(4), 652(1), 652(2)	D2A	Notice of Change of Company Secretary and Director (Appointment/Cessation) 更改公司秘書及董事通知書(委任/停任)
21.	ND2B	645(4), 652(2)	D2B	Notice of Change in Particulars of Company Secretary and Director 更改公司秘書及董事詳情通知書
22.	ND4	464(3), 477(3)	D4	Notice of Resignation of Company Secretary and Director 公司秘書及董事辭職通知書
23.	ND5	645(2), 645(3), 645(4)	D5	Notice of Change of Reserve Director (Nomination/Cessation) 更改備任董事通知書(提名/停任)
24.	ND7	645(4)	D7	Notice of Change in Particulars of Reserve Director 更改備任董事詳情通知書
25.	ND8	464(3), 464(6)	D8	Notice of Resignation of Reserve Director 備任董事辭職通知書
<b>Incorporation of Local Companies 本地公司註冊</b>				
26.	NNC1	67(1)(b)	NC1	Incorporation Form (Company Limited by Shares) 法團成立表格(股份有限公司)
27.	NNC1G	67(1)(b)	NC1G	Incorporation Form (Company Not Limited by Shares) 法團成立表格(股份有限公司以外的公司)
28.	NNC3	74	NC3	Consent to Act as First Director 出任首任董事職位同意書
<b>Inspectors 審查員</b>				
29.	NIN1	842(1)	IN1	Notice of Appointment of Inspector 委任審查員通知書
30.	NIN2	856(4)	IN2	Notice of Delivery of Final Report by Inspector 審查員交付最終報告通知書
31.	NIN3	855(4)	New form 新表格	Notice of Delivery of Interim Report by Inspector 審查員交付中期報告通知書
<b>Mortgage &amp; Charges 按揭及押記</b>				
32.	NM1	335(1), 336(1), 338(2), 339(3), 340(2), 342(2)	M1	Statement of Particulars of Charge 押記詳情的陳述
33.	NM2	345	M2	Notification of Payment/Satisfaction of Debt, Release from Charge, etc. 償付/清償債項或解除押記等的通知書
34.	NM3	349(1)	M3	Notice of Mortgagee Entering into Possession of Property 承按人行使財產管有權通知書

	<b>New Form Number 新表格編號</b>	<b>Section(s) in the new CO 新條例的有關條文</b>	<b>Existing Form to be Replaced 被取代的現有表格</b>	<b>Description of Form 表格的描述</b>
35.	NM4	350(3)	M4	Notice of Mortgagee Going out of Possession of Property 承按人不再管有財產通知書
36.	NM5	348(1)	M5	Notice of Appointment of Receiver or Manager 委任接管人或經理人通知書
37.	NM6	350(2)	M6	Notice of Cessation of Appointment of Receiver or Manager 停任接管人或經理人通知書
38.	NM7	350(4)	M7	Notice of Change in Particulars of Receiver, Manager or Mortgagee in Possession of Property 更改接管人、經理人或管有財產的承按人的詳情通知書
39.	NM8	335(2), 336(2), 340(3)	New form 新表格	Statement of Particulars of Charge (For Debenture Forming Part of a Series) 押記詳情的陳述(屬一個債權證系列的組成部分的債權證)
40.	NM9	341(2)	New form 新表格	Statement of Particulars of Issue of Debentures of a Series 債權證系列的發行詳情的陳述
<b>Registered Non-Hong Kong Companies 註冊非香港公司</b>				
41.	NN1	776(4)	N1	Application for Registration as Registered Non-Hong Kong Company 註冊非香港公司的註冊申請書
42.	NN2	787	N2	Notification of Termination of Authorization of Authorized Representative of Registered Non-Hong Kong Company 註冊非香港公司終止授權獲授權代表的通知
43.	NN3	788	N3, N4	Annual Return of Registered Non-Hong Kong Company 註冊非香港公司周年申報表
44.	NN5	791(1), 791(2)(a)	N5	Return of Change in the Charter, Statutes or Memorandum etc. of Registered Non-Hong Kong Company 註冊非香港公司更改憲章、法規或章程大綱等的申報表
45.	NN6	791(1), 791(2)(b)	N6	Return of Change of Company Secretary and Director of Registered Non-Hong Kong Company (Appointment/Cessation) 註冊非香港公司更改公司秘書及董事申報表(委任/停任)
46.	NN7	791(1), 791(2)(c)	N7	Return of Change in Particulars of Company Secretary and Director of Registered Non-Hong Kong Company 註冊非香港公司更改公司秘書及董事詳情申報表
47.	NN8	791(1), 791(2)(b)	N8	Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment/Cessation) 註冊非香港公司更改獲授權代表申報表(委任/停任)
48.	NN8C	791(1), 791(2)(c)	New form 新表格	Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company 註冊非香港公司更改獲授權代表詳情申報表
49.	NN9	791(1), 7912(d)	N9	Return of Change of Address of Registered Non-Hong Kong Company 註冊非香港公司更改地址申報表
50.	NN10	778(8)	N10	Return of Alteration of Corporate Name of Registered Non-Hong Kong Company 註冊非香港公司變更法團名稱申報表
51.	NN11	793	N11	Notice of Commencement of Liquidation and Appointment/Cessation and Change in Particulars of Liquidator/Provisional Liquidator of Registered Non-Hong Kong Company 註冊非香港公司開始清盤及清盤人/臨時清盤人的委任、停任或更改詳情通知書
52.	NN12	782(4), 785(4)	N12	Return of Approved Name for Carrying on Business in Hong Kong by Registered Non-Hong Kong Company 註冊非香港公司在香港經營業務時採用的經批准名稱的申報表

	<b>New Form Number 新表格編號</b>	<b>Section(s) in the new CO 新條例的有關條文</b>	<b>Existing Form to be Replaced 被取代的現有表格</b>	<b>Description of Form 表格的描述</b>
53.	NN13	794(1)	N13	Notice of Cessation of Place of Business in Hong Kong of Registered Non-Hong Kong Company 註冊非香港公司不再在香港設有營業地點通知書
54.	NN14	795(1)	N14	Notice of Dissolution of Registered Non-Hong Kong Company 註冊非香港公司解散通知書
55.	NN15	790(4)	N15	Statement of Revision of Accounts of Registered Non-Hong Kong Company 註冊非香港公司修改帳目陳述書
<b>Registered offices and Location of Registers 註冊辦事處及登記冊備存地點</b>				
56.	NR1	658(3)	R1	Notice of Change of Address of Registered Office 註冊辦事處地址更改通知書
57.	NR2	309(2), 309(3), 351(4), 351(5), 354(1), 354(2), 385(2), 385(3), 471(4), 543(5), 619(2), 619(3), 628(2), 628(3), 641(4), 641(5), 648(4), 648(5)	R2	Notice of Location of Registers and Company Records 登記冊及公司紀錄備存地點通知書
58.	NR3	312, 315	New form 新表格	Notice Relating to Branch Register of Debenture Holders 有關債權證持有人登記支冊的通知書
59.	NR4	636, 639	New form 新表格	Notice Relating to Branch Register of Members 有關成員登記支冊的通知書
<b>Registration of Eligible Companies 合資格公司的註冊</b>				
60.	NNC5	807(2)	New form 新表格	Application for Registration of Eligible Company 合資格公司的註冊申請書
<b>Re-Registration 重新註冊</b>				
61.	NU1	131	U1	Application for Re-registration as Company Limited by Shares 重新註冊為股份有限公司申請書
<b>Share Capital 股份資本</b>				
62.	NSC1	142(1)	SC1	Return of Allotment 股份配發申報書
63.	NSC2	270(1)	SC2	Return of Share Redemption or Buy-back 贖回或回購股份申報表
64.	NSC3	263(4)	SC3	Notice of Application to Court for Cancellation of Special Resolution for Payment out of Capital 向原訟法庭申請撤銷從資本中撥款作付款的特別決議通知書
65.	NSC6	148(2)(c)(i)	SC6	Notice of Permitted Share Commission 支付獲批准的佣金通知書
66.	NSC9	286(5)	SC9	Notice of Application to Court for Restraining the Giving of Financial Assistance for Acquisition of Shares 向原訟法庭申請限制為購入股份而提供資助的通知書
67.	NSC11	171(1)	SC11	Notice of Alteration of Share Capital 更改股本通知書

	<b>New Form Number 新表格編號</b>	<b>Section(s) in the new CO 新條例的有關條文</b>	<b>Existing Form to be Replaced 被取代的現有表格</b>	<b>Description of Form 表格的描述</b>
68.	NSC13	173(1)	New form 新表格	Notice of Redenomination of Share Capital 股本幣值重訂通知書
69.	NSC14	175(1)	New form 新表格	Notice of Reconversion of Stock into Shares 股額再轉換為股份通知書
70.	NSC15	184(1)	New form 新表格	Notice of Variation of Rights Attached to Shares 更改股份所附帶的權利通知書
71.	NSC16	192(1)	New form 新表格	Notice of Variation of Rights of a Class of Members (Company Without a Share Capital) 更改某類別成員的權利通知書(無股本的公司)
72.	NSC17	216(1), 259(1)	New form 新表格	Solvency Statement 償付能力陳述書
73.	NSC18	220(4)	New form 新表格	Notice of Application to Court for Cancellation of Special Resolution for Reduction of Share Capital 向原訟法庭申請撤銷議決減少股本的特別決議通知書
74.	NSC19	224 225	New form 新表格	Return of Reduction of Share Capital (by Special Resolution Supported by Solvency Statement) 股本減少申報表(藉著以償付能力陳述支持的特別決議)
75.	NSC20	230	New form 新表格	Return of Reduction of Share Capital (Confirmed by Court) 股本減少申報表(經原訟法庭確認)
76.	NDB1	316(1)	New form 新表格	Return of Allotment of Debentures or Debenture Stock 債權證或債權股證配發申報書

**(II) Newly Specified Forms not for delivery to the Companies Registry  
非交付公司註冊處的新的指明表格**

	<b>New Form Number 新表格編號</b>	<b>Section(s) in the new CO 新條例的有關條文</b>	<b>Existing Form to be Replaced 被取代的現有表格</b>	<b>Description of Form 表格的描述</b>
1.	NRE1	694(1)(a)	RE1	Notice to Minority Shareholders – Takeover (Right of Offeror to Buy out Minority Shareholders) 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)
2.	NRE2	702(1)(a)	RE2	Notice to Minority Shareholders – Takeover (Right of Minority Shareholders to be Bought out by Offeror) 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)
3.	NRE3	713(1)(a)	New 新表格	Notice to Minority Shareholders – General Offer for Share Buy-back (Right of Repurchasing Company to Buy out Minority Shareholders) 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)
4.	NRE4	720(1)(a)	New 新表格	Notice to Minority Shareholders – General Offer for Share Buy-back (Right of Minority Shareholders to be Bought out by Repurchasing Company) 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)
5.	NS1	163(1)	S1	Application for New Share Certificate 申請新股份證明書
6.	NS3	164(1)	S2, S3	Notice of Intention to Issue New Share Certificate 擬發出新股份證明書的公告
7.	NS4	166(1)	S4	Notice of Cancellation of Original Share Certificate and Issue of New Certificate 有關取消原有股份證明書及發出新股份證明書的公告

**B. For use under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)**

《公司(清盤及雜項條文)條例》(第 32 章)(下稱「該條例」)下使用的表格

**(I) Newly Specified Forms for delivery to the Companies Registry**

交付公司註冊處所用的新的指明表格

	<b>New Form Number</b> 新表格編號	<b>Section(s) in the Companies (Winding Up and Miscellaneous Provisions) Ordinance</b> 該條例的有關條文	<b>Existing Form to be Replaced</b> 被取代的現有表格	<b>Description of Form</b> 表格的描述
<b>Receivership 接管</b>				
1.	NRC2	300A(1)(b) & 300B	RC2	Statement of Affairs 資產負債狀況說明書
2.	NRC3	300A(2) & 301(1)	RC3	Receiver or Manager's Abstract of Receipts and Payments 接管人或經理人的收支摘要
<b>Winding Up 清盤</b>				
3.	NW1	233(1)	W1	Certificate of Solvency 有償債能力證明書
4.	NW2	228A(1)	W2	Statement of Voluntary Winding Up in Case of Inability to Continue Business 因無能力繼續業務而自動清盤的陳述書
5.	NW3	195(a), 228A(10) & 253(1)(b)	W3	Notice of Appointment of Liquidator or Provisional Liquidator 委任清盤人或臨時清盤人通知書
6.	NW4	228A(12) & 253(3)	W4	Notice of Change in Particulars of Liquidator or Provisional Liquidator 更改清盤人或臨時清盤人詳情通知書
7.	NW5	228A(11)(b) & 253(2)(b)	W5	Notice of Cessation to Act as Liquidator or Provisional Liquidator 清盤人或臨時清盤人停任通知書
8.	NW6	226A(1)	W6	Certificate of Release of Liquidator 免除清盤人職務證明書

**(II) Newly Specified Forms not for delivery to the Companies Registry**

非交付公司註冊處的新的指明表格

	<b>New Form Number</b> 新表格編號	<b>Section(s) in the Companies (Winding Up and Miscellaneous Provisions) Ordinance</b> 該條例的有關條文	<b>Existing Form to be Replaced</b> 被取代的現有表格	<b>Description of Form</b> 表格的描述
1.	NRC1	300A(1)(a) & (3)	RC1	Notice to Company of Appointment of Receiver or Manager 向公司發出的委任接管人或經理人的通知書