



公司註冊處  
Companies Registry

股份配發申報書  
Return of Allotment

表格  
Form **NSC1**

商業登記號碼  
Business Registration Number

註 Note

1 公司名稱 **Company Name**

7 2 配發股份的日期 **Date of Allotment**

由 From     
日 DD 月 MM 年 YYYY

至 To     
日 DD 月 MM 年 YYYY

3 是次股份配發的總款額 **Totals of this Allotment**

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

- 上述公司的已發行股本因是次配發股份而增加的款額如下：  
**As a result of this allotment, the company's issued share capital is increased by the following amount:**

貨幣單位 Currency	款額 Amount

- 上述公司的已發行股本並未因是次配發股份而增加(在此情況不用申報第 4 項)  
**The company's issued share capital is not increased as a result of this allotment. (No need to complete Section 4 in this situation)**

4 配發股份的詳情 **Details of Shares Allotted**

A. 以金錢代價配發的股份 **Shares Allotted for Cash Consideration**

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	所配發的 股份數目 Number of Shares Allotted	已為或視作已為 每一股份繳付的款額 Amount Paid or Regarded as Paid on Each Share	尚未為或視作尚未為 每一股份繳付的款額 Amount Unpaid or Regarded as Unpaid on Each Share

3 提交人資料 **Presentor's Reference**

姓名 / 名稱 Name:  
地址 Address:

請勿填寫本欄 **For Official Use**

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



--

**4 配發股份的詳情 Details of Shares Allotted** (續上頁 cont'd)

**B. 全部或部分以非金錢代價配發的股份 Shares Allotted Wholly or Partly for Non-Cash Consideration**

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	所配發的 股份數目 Number of Shares Allotted	已為或視作已為 每一股份繳付的款額 Amount Paid or Regarded as Paid on Each Share	尚未為或視作尚未為 每一股份繳付的款額 Amount Unpaid or Regarded as Unpaid on Each Share

**8 C. 股份配發的非金錢代價的詳情**

**Details of Non-Cash Consideration for which the Shares have been Allotted**

請在適用的空格內加上 ✓ 號，並在「詳情」一欄申報相關的資料 Please tick the relevant box and complete the box for "Particulars"

- 公司以非金錢代價根據《公司條例》(第 622 章)第 13 部第 2 分部作出的安排進行股份配發，詳情如下：  
**Shares are allotted for non-cash consideration under an arrangement made under Division 2 of Part 13 of the Companies Ordinance (Cap. 622). The particulars are listed below.**
- 所配發股份已入帳列為已繳足股款(不論有否經過資本化)，詳情如下：  
**Shares allotted are credited as fully paid up whether on or without a capitalization. The particulars are listed below.**
- 公司以非金錢代價配發上述股份，該配發關乎《公司條例》第 142(2)(d)(iii) 條所述的合約，而該合約是以書面形式訂立。詳情如下：  
**Shares are allotted wholly or partly for non-cash consideration in respect of a written contract mentioned in section 142(2)(d)(iii) of the Companies Ordinance. The particulars are listed below.**

**詳情 Particulars** (如空位不足，請用續頁 A 填報 Use Continuation Sheet A if the space is insufficient)

--

- 公司以非金錢代價配發上述股份，該配發關乎《公司條例》第 142(2)(d)(iii)條所述的合約，而該合約並非以書面形式訂立。現隨本表格附上載有該合約細則的附表一。  
**Shares are allotted for non-cash consideration in respect of a contract mentioned in section 142(2)(d)(iii) of the Companies Ordinance. The contract is not reduced to writing. A Schedule 1 containing the particulars of the contract is attached to this form.**



--

**9 5 獲配發股份者的詳情 Details of Allottee(s)**

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

獲配發股份者的詳情列於附表二  
Details of Allottee(s) are listed in Schedule 2

獲配發股份者的詳情列於隨本表格附上的唯讀光碟或唯讀型數碼多功能光碟  
Details of Allottee(s) are listed in the CD-ROM or DVD-ROM attached to this form  
(載於唯讀光碟或唯讀型數碼多功能光碟內的獲配發股份者的詳情，會以 PDF 格式供公眾以電子方式查閱。  
Details of allottees recorded in the CD-ROM or DVD-ROM will be available for public search electronically in PDF format.)

**11 6 股本說明 (以緊接股份配發之後當時的狀況為準)  
Statement of Capital (As at the Time Immediately After the Allotment of Shares)**

**A. 股本 Share Capital**

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

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares			
		總數 Total Number	總款額 Total Amount (a)	已繳或視作 已繳的總款額 Total Amount Paid up or Regarded as Paid up (b)	未繳或視作 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid (a) - (b)

**12 B. 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公司 Only applicable to company issuing more than 1 class of shares

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

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) 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)

本申報書包括下列續頁/附表 This Return includes the following Continuation Sheet(s)/Schedule(s)

頁數 Number of pages	續頁 Continuation Sheet(s)			附表一 Schedule 1	附表二 Schedule 2
	A	B	C		

**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



- 8 配發股份的非金錢代價關乎《公司條例》第 142(2)(d)(iii)條所述的合約  
(若配發的合約並非以書面形式訂立)

**Non-cash consideration for which shares have been allotted in respect of a contract mentioned in section 142(2)(d)(iii) of the Companies Ordinance**

**(Where the contract for allotting shares is not reduced to writing)**

- A. 如作出該項配發是作為清償全部或部分財產的買價，請述明該項財產以及清償買價的詳情：  
If the allotment is made in satisfaction or part satisfaction of the purchase price of property, please describe the property and the details as regards how the purchase price is to be satisfied :

- (1) 財產的簡述  
Brief description of property

--

- (2) 買價  
Purchase price

	股份數目 Number of Shares	貨幣單位 Currency	款額 Amount
(a) 以非金錢支付股款而獲配發股份所 付代價的總款額 Total amount of consideration paid for shares allotted otherwise than in cash			
(b) 現金 Cash			
(c) 購買人所解除的債項或所承擔的債務的款額 (包括按揭及購買人就收購財產所解除的債項 或所承擔的債務) Amount of debt released or liabilities assumed by the purchaser (including mortgages and any debts released or liabilities assumed by the purchaser on the property acquired)			
總買價 Total purchase price			

- B. 如配發該等股份的代價為服務或非上文第 A 項所述的其他代價，請述明該項代價的性質，以及所配發股份的數目

**If the consideration for the allotment of such shares is services, or any consideration other than that mentioned in Section A above, please state the nature of such consideration and the number of shares so allotted**

--



--

C. 上文第 A 項所述財產的總買價的細目分類：

Breakdown of the total purchase price of the property mentioned in Section A above :

貨幣單位 Currency	款額 Amount
<p>(1) 永久業權財產的法定產業權及在永久業權財產上的固定工業裝置及機械及其他固定裝置 (凡該等財產是在按揭的規限下出售，應列明總價值。) <b>Legal estates in freehold property and fixed plant and machinery and other fixtures thereon (Where such properties are sold subject to mortgage, the gross value should be shown.)</b></p>	
<p>(2) 批租土地財產的法定產業權 (凡該等財產是在按揭的規限下出售，應列明總價值。) <b>Legal estates in leasehold property (Where such properties are sold subject to mortgage, the gross value should be shown.)</b></p>	
<p>(3) 批租土地財產上的固定工業裝置及機械 <b>Fixed plant and machinery on leasehold property</b></p>	
<p>(4) 永久業權財產或批租土地財產的衡平法權益 (凡該等財產是在按揭的規限下出售，應列明總價值。) <b>Equitable interests in freehold or leasehold property (Where such properties are sold subject to mortgage, the gross value should be shown.)</b></p>	
<p>(5) 活動工業裝置及機械、商品存貨及其他實產 <b>Loose plant and machinery, stock-in-trade, and other chattels</b></p>	
<p>(6) 商譽及合約的利益 <b>Goodwill and benefit of contracts</b></p>	
<p>(7) 專利、設計、商標、特許、版權等 <b>Patents, designs, trade marks, licences, copyrights, etc.</b></p>	



--

	貨幣單位 Currency	款額 Amount
(8) 帳面債項及其他債項 Book and other debts		
(9) 手頭現金及銀行來往帳戶內的現金、匯票、票據等 Cash in hand and at bank on current account, bills, notes, etc.		
(10) 存放於銀行或其他地方的現金 Cash on deposit at bank or elsewhere		
(11) 股份、債權證及其他投資 Shares, debentures and other investments		
(12) 其他財產 Other property		
<div style="border: 1px solid black; height: 250px; width: 100%;"></div>		
總買價 Total purchase price		



**9 獲配發股份者的詳情 (第 5 項) Details of Allottee(s) (Section 5)**

(如超過兩名獲配發股份者或配發的股份超過一種類別，可另加附表二。另外，公司可選擇以唯讀光碟或唯讀型數碼多功能光碟提供獲配發股份者的詳情。 If there are more than 2 allottees, or if there is more than one class of shares, please use additional Schedule 2. Alternatively, the company can choose to provide details of allottees in the form of CD-ROM or DVD-ROM.)

股份類別 Class of Shares	<input type="text"/>	配發此類別股份的總數 Total Shares Allotted for this Class	<input type="text"/>
-------------------------	----------------------	--	----------------------

1 中文姓名／名稱 Name in Chinese	<input type="text"/>	獲配發股份的數目 No. of Shares Allotted	<input type="text"/>
英文姓名 Name in English	<input type="text"/>		
或 OR	姓氏 Surname <input type="text"/> 名字 Other Names <input type="text"/>		
英文名稱 Name in English	<input type="text"/>		
		<input type="checkbox"/>	股份是聯名持有 Shares are Jointly Held  (如適用，請加 ✓ 號 Please tick if applicable.)

地址 Address	室／樓／座等 Flat/Floor/Block etc.	<input type="text"/>
	大廈 Building	<input type="text"/>
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	<input type="text"/>
	區／市／省／州／郵遞區號等 District/City/Province/State/Postal Code etc.	<input type="text"/>
	國家／地區 Country/Region	<input type="text"/>

**10 備註\***  
Remarks\*

\*例如聯名持有股份的詳情。 For example, details of jointly held shares.

2 中文姓名／名稱 Name in Chinese	<input type="text"/>	獲配發股份的數目 No. of Shares Allotted	<input type="text"/>
英文姓名 Name in English	<input type="text"/>		
或 OR	姓氏 Surname <input type="text"/> 名字 Other Names <input type="text"/>		
英文名稱 Name in English	<input type="text"/>		
		<input type="checkbox"/>	股份是聯名持有 Shares are Jointly Held  (如適用，請加 ✓ 號 Please tick if applicable.)

地址 Address	室／樓／座等 Flat/Floor/Block etc.	<input type="text"/>
	大廈 Building	<input type="text"/>
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	<input type="text"/>
	區／市／省／州／郵遞區號等 District/City/Province/State/Postal Code etc.	<input type="text"/>
	國家／地區 Country/Region	<input type="text"/>

**10 備註\***  
Remarks\*

\*例如聯名持有股份的詳情。 For example, details of jointly held shares.



8 股份配發的非金錢代價的詳情 (第 4C 項)

**Details of Non-Cash Consideration for which the Shares have been Allotted (Section 4C)**

詳情 Particulars

--







**11 股本說明 (以緊接股份配發之後當時的狀況為準)**  
**Statement of Capital (As at the Time Immediately After the Allotment of Shares)**

**12 股份所附帶的權利的詳情 (第 6B 項)**  
**Particulars of Rights Attached to Shares (Section 6B)**

<p>股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)</p>	<p>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) 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)</p>



《公司條例》(第 622 章)  
第 142(1) 條規定交付的

股份配發申報書

填表須知 — 表格 NSC1

附註

引言

1. 本表格是用以通知公司註冊處處長(「處長」)有關股份有限公司配發股份的詳情，並須在股份配發後的 1 個月內交付處長登記。
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. 請提供提交人的資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。
4. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從《公司條例》中有關條文的規定而交付處長。

簽署

5. 本表格必須由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。

商業登記號碼

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

配發股份的日期 (第 2 項)

7. 本表格可用作申報在某一日或某一段期間內(一個月內)所作出的股份配發。如曾在一段期間內作出多次配發，只須申報首次及末次配發的日期。如只在某一日作出配發，請在第一個日期空格申報。

股份配發的非金錢代價的詳情 (第 4C 項)

8. (a) 如公司全部或部分為非金錢代價而按根據《公司條例》第 13 部第 2 分部作出的安排進行配發，請述明載有認許該安排的原訟法庭的命令的詳情。  
(b) 如配發的股份已入帳列為已繳足股款(不論有否經過資本化)，請述明視作已為每一股份繳付的款額及載有授權進行該項資本化或配發的決議的詳情。  
(c) 如在任何其他情況下全部或部分為非金錢代價而進行配發，請根據《公司條例》第 142(2)(d)(iii)條述明該等股份配發所關乎的售賣合約的詳情，或為服務或其他代價而訂立的合約的詳情。  
(d) 如公司全部或部分為非金錢代價配發股份，而該股份配發所關乎《公司條例》第 142(2)(d)(iii)條所述的合約並非以書面形式訂立，公司在交付本表格時，須填寫並附上載有該合約細則的附表一。

### 獲配發股份者的詳情 (第 5 項)

9. 公司申報獲配發股份者的詳情，可使用(a)附表二；或(b)唯讀光碟或唯讀型數碼多功能光碟。如使用唯讀光碟或唯讀型數碼多功能光碟，請以公司註冊處指定格式的 Excel 檔案申報獲配發股份者的詳情，該 Excel 檔案可在公司註冊處網站 ([www.cr.gov.hk](http://www.cr.gov.hk)) 下載。如已交付相關的光碟，則附表二無須夾附於本表格。
10. 請填報每名獲配發股份者的姓名／名稱及地址及獲配發股份的數目。

如果股份是由 2 名或多於 2 名人士聯名持有，請—

- (i) 先填報載於成員登記冊上就該些股份排名最先的聯名持有人的姓名／名稱及地址，並填上與其他人士聯名獲配發股份的數目；
- (ii) 在相關的空格內加上 ✓ 號，以顯示該些股份為聯名持有；
- (iii) 在「備註」一欄內填寫所有其他聯名持有該些股份人士的姓名／名稱；及
- (iv) 在接著於用以填報獲配發股份者詳情的相關空格內，填報所有其他聯名持有人的姓名／名稱及地址及在「獲配發股份的數目」空格內填上「不適用」。相關的空格內亦應加上 ✓ 號，以顯示該些股份是聯名持有，並在「備註」一欄內填寫所有其他聯名持有該些股份人士的姓名／名稱。

在填報聯名股份持有人的資料時，請參閱公司註冊處網站([www.cr.gov.hk](http://www.cr.gov.hk))提供的參考例子。如有需要，請就申報有關詳情尋求獨立的法律意見。

### 股本說明 (第 6 項)

11. 如本表格是用作申報某一段期間內所作出的配發，股本說明應以緊接股份末次配發之後當時的狀況為準。

### 股份所附帶的權利的詳情 (第 6B 項)

12. 如公司的股本分為不同類別的股份，請就每一類別的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(包括在進行清盤時)參與該項分派的權利的詳情；及
- (d) 是否屬可贖回股份。

## **RETURN OF ALLOTMENT**

**For the purposes of section 142(1) of Companies Ordinance (Cap. 622)**

### **Notes for Completion of Form NSC1**

#### **Introduction**

1. This form should be used to notify the Registrar of Companies (the Registrar) of the allotment of shares by a company limited by shares. It should be delivered to the Registrar for registration within one month after an allotment of shares.
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.
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.

#### **Business Registration Number**

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

#### **Date of Allotment (Section 2)**

7. This form may be used for allotments made on a single day or over a period of time (within one month). If more than one allotment has been made over a period of time, please enter only the first and last dates that apply. If only one date is applicable, please enter it in the first date box.

#### **Details of Non-Cash Consideration for which the Shares have been Allotted (Section 4C)**

8. (a) In the case of an allotment wholly or partly for non-cash consideration under an arrangement made under Division 2 of Part 13 of the Companies Ordinance, please state the particulars of the order of the Court sanctioning the arrangement.  
(b) Where shares allotted are credited as fully paid up whether on or without a capitalization, please state the amount regarded as paid on each share and the particulars of the resolution authorizing the capitalization or allotment.  
(c) In any other case of an allotment of shares wholly or partly for non-cash consideration, please state the particulars of the contract for sale, or for services or other consideration in respect of which the shares were allotted pursuant to section 142(2)(d)(iii) of the Companies Ordinance.  
(d) Where shares are allotted wholly or partly for non-cash consideration in respect of a contract mentioned in section 142(2)(d)(iii) of the Companies Ordinance which is not reduced to writing, please complete and attach to this form a Schedule 1 containing the particulars of the contract.

### Details of Allottee(s) (Section 5)

9. A company can provide details of allottee(s) either (a) in Schedule 2, or (b) in the form of CD-ROM or DVD-ROM. If CD-ROM or DVD-ROM is used, details of allottee(s) must be provided in Excel file format and in the form specified by the Companies Registry which can be downloaded from the Companies Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)). If a CD-ROM or DVD-ROM is delivered, Schedule 2 is not required to be attached to this form.
10. Please provide the full name and address of each allottee and the number of shares allotted.

In case a share is / shares are jointly held by 2 or more persons, please —

- (i) report the full name and address of the **joint shareholder whose name appears first in order in respect of such shares in the register of members** and fill in the number of shares allotted with other joint shareholders;
- (ii) tick the relevant box to indicate that the shares are jointly held;
- (iii) report all the other joint shareholders' names in the "Remarks" box; and
- (iv) report the names and addresses of **all the other joint shareholders** in the subsequent boxes for reporting details of allottees and state "N/A" in the "No. of Shares Allotted" box provided. The box to indicate that the shares are jointly held should be ticked if it is so and the names of all the other joint shareholders should be stated in the "Remarks" box.

When completing the information of joint shareholders, please refer to the example provided in the Companies Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)). Please seek independent legal advice on the reporting of the relevant particulars, if necessary.

### Statement of Capital (Section 6)

11. Where the form is used for allotments made over a period of time, the Statement of Capital should reflect the share capital of the company as at the time immediately after the last allotment.

### Particulars of Rights Attached to Shares (Section 6B)

12. If the share capital of the company is 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 the class are redeemable shares.