



周年申報表 - 資料並無改變的證明書
(有股本的非私人公司)

公司註冊處
Companies Registry

Annual Return - Certificate of No Change
(Company having a share capital
and not being a private company)

(《公司條例》第 107(5)條)
(Companies Ordinance s. 107(5))

表格
Form **AR2**

重要事項 Important Notes

- 填表前請參閱《填表須知》。
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.
Please print in black ink.

公司編號 Company Number

1 公司名稱 Company Name

(註 Note 9)

**2 隨本表格提交的帳目所涵蓋的會計期
Period Covered by Accounts Submitted with this Form**

			至			
日 DD	月 MM	年 YYYY	To	日 DD	月 MM	年 YYYY

3 代表公司發出的證明書 Certificate to be Given on behalf of the Company

本人謹此按照《公司條例》第 107(5)條作出證明 -

(註 Note 10)

(a) 本公司依據《公司條例》第 107(1)條製備的最近一份詳盡周年申報表的日期是 _____ 年 _____ 月 _____ 日，及

(b) 自 (a) 段所指明的日期起，至本申報表的日期為止，即至 _____ 年 _____ 月 _____ 日 (亦即本公司在有關年度舉行周年大會的日期或通過以代替周年大會的書面決議的日期)為止，公司提交存案的最近一份詳盡周年申報表所載的資料並無任何改變。

(註 Note 4)

提交人的資料 Presentor's Reference

姓名 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2008 (修訂) (2008 年 7 月)
Specification No. 2/2008 (Revision) (July 2008)

請勿填寫本欄 For Official Use

**《公司條例》(香港法例第 32 章)
第 107(5)條規定提交的
周年申報表 - 資料並無改變的證明書
(有股本的非私人公司)**

填表須知 — 表格 AR2

附註

引言

1. 每間公司 **必須** 每年向公司註冊處處長提交一份周年申報表。公司董事及秘書有責任確保申報表正確反映公司於申報表日期的狀況。
2. 如自 **最近一份詳盡周年申報表** (即表格 AR1) 的日期後, 原須載於該款申報表的資料並 **無任何改變**, 有股本的 **非**私人公司可使用本表格, 以代替表格 AR1。有股本的私人公司可使用表格 AR3。
3. 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。公司註冊處不接納手寫的表格。
4. 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, 否則無需另加附函。

提交表格的期限

5. 本表格必須於有關年度的周年大會日期後 42 日內或以代替周年大會的書面決議的日期後 42 日內, 送交公司註冊處登記。**遲交者須繳付較高的註冊費用**。有關所需繳付費用的詳情, 請參閱《主要服務收費表》資料小冊子。

簽署

6. 本表格必須由一名董事或秘書簽署, 公司註冊處不接納未簽妥的表格, 並會將表格退回提交人。公司註冊處將依據公司重新提交已簽妥的表格的日期, 計算所需繳付的註冊費用。

費用

7. 本表格必須連同正確的每年註冊費用一併提交, 否則公司註冊處不會接納, 並會將表格退回提交人。公司註冊處將依據公司重新提交表格的日期, 計算所需繳付的註冊費用。
8. 如以郵寄方式提交本表格, 請附上繳付所需費用的港幣劃線支票, 支票抬頭註明「公司註冊處」。請勿郵寄現金。

帳目 (第 2 項)

9. (a) 本表格須連同自上一次周年申報表(即表格 AR1 或 AR2)日期後, 公司在所舉行的大會上所呈交的每一套帳目一併提交。若公司以書面決議代替周年大會, 所須提交的帳目應是一份已提供予每名須簽署決議的公司成員的帳目。
(b) 每套帳目必須由一名董事、經理或秘書證明為真實副本, 並須包括一份董事報告及核數師就有關帳目作出的報告。

代表公司發出的證明書 (第 3 項)

10. 最近一份詳盡周年申報表的日期, 是指提交公司註冊處存案的最近一份表格 AR1 的日期。

公司註冊處發出的《有關董事責任的非法定指引》

11. 所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本, 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(包括新董事)參考。該指引的最新版本可以從公司註冊處網站(www.cr.gov.hk) 下載, 或在香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

**ANNUAL RETURN - CERTIFICATE OF NO CHANGE
(COMPANY HAVING A SHARE CAPITAL AND NOT BEING A PRIVATE COMPANY)
Required by Companies Ordinance (Cap. 32)
Section 107(5)**

Notes for Completion of Form AR2

Introduction

1. Every company **must** make an annual return to the Registrar of Companies once every year. It is the duty of the director(s) and the secretary to ensure that the return reflects accurately the affairs of the company as at the date of return.
2. If there has been **no change** in the information required to be contained in an annual return **since the date of the last annual return in full form** (i.e. Form AR1), a company having a share capital and **not** being a private company may use this form in lieu of Form AR1. For a private company having a share capital, please use Form AR3.
3. Please fill in all particulars and complete all items consistently in either Chinese **OR** English. In the case of Chinese, traditional Chinese characters should be used. Please note that handwritten forms will 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.

Deadline for Delivery of this Form

5. This form must be submitted to the Companies Registry within 42 days after the date of the annual general meeting for the year or the date of the written resolution passed in lieu of the annual general meeting. **Late submission is subject to a higher registration fee.** Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable.

Signature

6. This form must be signed by a director or the secretary. A form which is not properly signed will be rejected by the Companies Registry. The registration fee payable will be calculated according to the resubmission date of the properly signed form.

Fee

7. This form must be submitted with the correct annual registration fee. A form which is not submitted with the correct fee will be rejected by the Companies Registry. The registration fee payable will be calculated according to the resubmission date of the form.
8. If this form is delivered by post, please send a crossed cheque in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Accounts (Section 2)

9. (a) A company is required to submit with this form every set of accounts laid before the company in the last general meeting which took place since the date of the last annual return (i.e. Form AR1 or AR2). If a written resolution is passed in lieu of the annual general meeting, the accounts to be submitted should be the same accounts that have been provided to each member of the company who are required to sign the resolution.
(b) Each set of accounts must be certified by a director, manager or the secretary as being a true copy and must include a report of the directors and a report of the auditors on the accounts.

Certificate to be Given on behalf of the Company (Section 3)

10. The date of the last annual return in full form is the date of the last Form AR1 filed with the Companies Registry.

'Non-statutory Guidelines on Directors' Duties' issued by the Companies Registry

11. All directors of the company are advised to read the latest version of the 'Non-statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines. Companies should give copies of the Guidelines to their directors, including new directors, for information and reference. The latest version of the Guidelines is available for downloading from the Companies Registry's website (www.cr.gov.hk) or at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.

附加說明
Supplementary Note

《有關董事責任的非法定指引》已於二零零九年七月更新及改名為《董事責任指引》，本表格內任何對《有關董事責任的非法定指引》的提述，須當作是提述《董事責任指引》。

The 'Non-statutory Guidelines on Directors' Duties' (the Guidelines) was updated and renamed 'A Guide on Directors' Duties' (the Guide) in July 2009. Any reference made to the Guidelines in this form shall be deemed to be a reference to the Guide.