



**《公司條例》(香港法例第 622 章)  
第 89 條規定交付的**

**公司宗旨修改通知書**

**填表須知 — 表格 NAA2**

**附註**

**引言**

1. 根據《公司條例》第 89 條，公司可藉 —
  - (a) 放棄或限制任何宗旨；或
  - (b) 採納本可在 —
    - (i) (如屬根據《公司條例》組成及註冊的公司) 有關章程細則註冊時，合法地載於該公司的章程細則內的任何新宗旨；或
    - (ii) (如屬根據《舊有公司條例》組成及註冊的公司) 有關組織章程大綱註冊時，合法地載於該公司的組織章程大綱內的任何新宗旨，修改有關宗旨，而該項修改須藉特別決議作出，該決議的通知須已向該公司的所有成員發出。
2. 如私人公司(包括在《前身條例》第 2(1) 條所界定屬私人公司的擔保有限公司)(「私人公司」) 通過特別決議修改其宗旨 —
  - (a) 在無人於有關特別決議通過的日期後的 28 日內(「申請的限期」) 向原訟法庭提出要求取消該項修改的申請的情況下，該公司須在提出該申請的限期屆滿後的 15 日內，將關於該項修改的通知，以本表格交付公司註冊處處長(「處長」) 登記；或
  - (b) 如有人於申請的限期內向原訟法庭提出要求取消該項修改的申請，原訟法庭可取消或確認有關修改。如原訟法庭確認有關修改，該公司須在原訟法庭命令的日期後的 15 日內(或如獲准延長限期，則在經延長的限期內)，將關於該項修改的通知，以本表格交付處長登記。
3. 如公眾公司或擔保有限公司通過特別決議修改其宗旨，該公司須在該決議通過的日期後的 15 日內，將關於該項修改的通知，以本表格交付處長登記。
4. 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。
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，則該表格不會視作曾為遵從《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，公司註冊處不接納未簽妥的表格。

**宗旨的修改 (第 2 項)**

8.
  - (a) 公司在交付本表格時，須連同該公司經修改的章程細則的文本一併交付，該文本須由該公司的一名高級人員核證為正確。
  - (b) 如私人公司獲原訟法庭確認有關修改，原訟法庭命令的正式文本亦須一併交付。

## **NOTICE OF ALTERATION OF COMPANY'S OBJECTS**

**For the purposes of section 89 of Companies Ordinance (Cap. 622)**

### **Notes for Completion of Form NAA2**

#### **Introduction**

1. Under section 89 of the Companies Ordinance, a company may, by special resolution of which notice has been given to all members of the company, alter the objects as stated in the company's articles by —
  - (a) abandoning or restricting any of the objects; or
  - (b) adopting any new object that could lawfully have been contained —
    - (i) in the company's articles when the articles were registered in the case of a company formed and registered under the Companies Ordinance; or
    - (ii) in the company's memorandum of association when the memorandum was registered in the case of a company formed and registered under a former Companies Ordinance.
2. In the case of a private company, including a company limited by guarantee which was a private company as defined by section 2(1) of the predecessor Ordinance (private company), after passing a special resolution altering its objects —
  - (a) if no application is made to the Court to cancel the alteration within 28 days after the date of passing the relevant special resolution (the application period), the company must, within 15 days after the end of the application period, deliver to the Registrar of Companies (the Registrar) for registration a notice of the alteration in this form; or
  - (b) if an application is made to the Court to cancel the alteration within the application period, the Court may cancel or confirm the alteration. If the alteration is confirmed by the Court, the company must, within 15 days after the date of the Court order confirming the alteration (or if an extension of time is granted for delivery of the notice, within the extended period), deliver to the Registrar for registration a notice of the alteration in this form.
3. In the case of a public company or company limited by guarantee, after passing a special resolution altering its objects, the company must, within 15 days after the date of passing the resolution, deliver to the Registrar for registration a notice of the alteration in this form.
4. 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. A form which is not properly signed will be rejected by the Companies Registry.

#### **Alteration of Objects (Section 2)**

8. (a) This form should be delivered with a copy of the company's articles as altered which is certified by an officer of the company as correct.
  - (b) In the case of a private company where a Court order confirming the alteration is made, an office copy of the order should also be delivered together with this form.