



公司註冊處

Companies Registry

股本減少申報表
(藉著以償付能力陳述支持的特別決議)

Return of Reduction of Share Capital

(by Special Resolution Supported by Solvency Statement)

表格
Form

NSC19

商業登記號碼

Business Registration Number

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註 Note

1 公司名稱 Company Name

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2 藉著以償付能力陳述支持的特別決議減少股本

Reduction of Share Capital by Special Resolution Supported by Solvency Statement

上述公司已通過特別決議減少其股本。

This company has passed a special resolution for reduction of the company's share capital.

決議通過日期

Date of Passing the Resolution

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日 DD

月 MM

年 YYYY

3 向原訟法庭提出申請撤銷決議

Application to Court for Cancellation of Resolution

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

☐

無人根據《公司條例》(第 622 章)第 220 條在議決減少股本的特別決議的日期後的 5 個星期內提出申請，要求撤銷該項決議。

No application is made to the Court under section 220 of the Companies Ordinance (Cap. 622) for cancellation of the special resolution for reduction of share capital within 5 weeks after the date of the relevant special resolution.

☐

有人根據《公司條例》第 220 條就議決減少股本的特別決議提出申請。

An application is made under section 220 of the Companies Ordinance in respect of the special resolution for reduction of share capital.

☐

原訟法庭根據《公司條例》第 222 條作出確認該項決議的命令。隨本表格一併交付該命令的正式文本。

The Court makes an order under section 222 of the Companies Ordinance confirming the special resolution. An office copy of the order is delivered with this form.

法庭命令的日期

Date of Court Order

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日 DD

月 MM

年 YYYY

☐

該項申請的法律程序，在沒有原訟法庭裁定下結束。

The proceedings on the application are ended without determination by the Court.

法律程序結束的日期

Date on which proceedings are ended

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日 DD

月 MM

年 YYYY

提交人資料 Presentor's Reference

姓名／名稱 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

4 股本減少的詳情 Particulars of the Reduction of Share Capital

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	已發行股本的減少 Reduction of Issued Share Capital			
		總數 Total Number	總款額 Total Amount (a)	已繳的款額 Amount Paid up (b)	未繳的款額 Amount Unpaid (a) - (b)

5 股本說明 (以緊接股本減少之後當時的狀況為準)

Statement of Capital (As at the Time Immediately After the Reduction of Share Capital)

A. 股本 Share Capital (如空位不足，請用續頁 A 填報 Use Continuation Sheet A 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)

9 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 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.)	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)

本申報表包括下列續頁 This Return includes the following Continuation Sheet(s)

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

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

股本說明（以緊接股本減少之後當時的狀況為準）

Statement of Capital (As at the Time Immediately After the Reduction of Share Capital)

股本（第 5A 項）

Share Capital (Section 5A)

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)

股本說明（以緊接股本減少之後當時的狀況為準）
Statement of Capital (As at the Time Immediately After the Reduction of Share Capital)

9 股份所附帶的權利的詳情（第 5B 項）
Particulars of Rights Attached to Shares (Section 5B)

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)

**《公司條例》(第 622 章)
第 224 及 225 條規定交付的**

**股本減少申報表
(藉著以償付能力陳述支持的特別決議)**

填表須知 — 表格 NSC19

附註

引言

1. 公司可按照《公司條例》第 5 部第 3 分部第 2 次分部，藉特別決議減少其股本。如一
 - (a) 無人根據《公司條例》第 220 條在議決減少股本的特別決議的日期後的 5 個星期內，提出申請要求撤銷該項決議；或
 - (b) 有人根據第 220 條就議決減少股本的特別決議提出申請，而原訟法庭根據第 222 條作出確認該項決議的命令；或
 - (c) 有人根據第 220 條就議決減少股本的特別決議提出申請，而關於該項申請的法律程序，在沒有原訟法庭裁定下結束，

公司須交付本表格予公司註冊處處長(「處長」)登記。

2. 本申報表須於以下時限交付處長登記—
 - (a) 如無人根據第 220 條就議決減少股本的特別決議提出申請要求撤銷該項決議，在該項決議的日期後的 5 個星期後並在該項決議的日期後的 7 個星期之前的期間內；或
 - (b) 在原訟法庭作出第 222 條所指的命令後的 15 日內，或在原訟法庭命令的任何較長限期內；或
 - (c) 在法律程序於沒有原訟法庭裁定下結束後的 15 日內，或如有多於一項該等法律程序，在該等法律程序中的最後一項如此結束後的 15 日內。
3. 在處長登記關於股本減少的第 224 或 225 條所指的本申報表時，有關特別決議及股本減少即告生效。
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。

商業登記號碼

8. 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。公司註冊處在 2023 年 12 月 27 日或之後向成立的公司所發出的「公司註冊證明書」，或向經遷冊公司所發出的「遷冊證明書」，亦已採用商業登記號碼作為證明書上的編號。

股份所附帶的權利的詳情 (第 5B 項)

9. 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 REDUCTION OF SHARE CAPITAL
(BY SPECIAL RESOLUTION SUPPORTED BY SOLVENCY STATEMENT)**

For the purposes of sections 224 and 225 of Companies Ordinance (Cap. 622)

Notes for Completion of Form NSC19

Introduction

1. A company may reduce its share capital by special resolution in accordance with Subdivision 2 of Division 3 in Part 5 of the Companies Ordinance. The company must deliver a return in this form to the Registrar of Companies (the Registrar) for registration if —
 - (a) no application to the Court for cancellation of the special resolution for reduction of share capital is made within 5 weeks after the date of the special resolution under section 220 of the Companies Ordinance; or
 - (b) an application to the Court is made under section 220 and the Court makes an order under section 222 confirming the special resolution; or
 - (c) an application to the Court is made under section 220 and the proceedings on the application to the Court are ended without determination by the Court.
2. This return must be delivered —
 - (a) no earlier than 5 weeks and no later than 7 weeks after the date of the special resolution if no application is made to the Court for cancellation of the special resolution under section 220; or
 - (b) within 15 days after the making of an order by the Court under section 222, or within any longer period ordered by the Court; or
 - (c) within 15 days after the proceedings (or the last proceedings if more than one) are ended without determination by the Court.
3. The special resolution and the reduction of share capital take effect when this return under section 224 or 225 in relation to the reduction is registered by the Registrar.
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. A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

8. 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 or re-domiciled companies, the business registration number is also adopted as the "No." on the "Certificate of Incorporation" or "Certificate of Re-domiciliation" issued by the Companies Registry respectively.

Particulars of Rights Attached to Shares (Section 5B)

9. 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 that class are redeemable shares.