

## New Companies Ordinance

### Outline of Major Changes in Filing Requirements <sup>(Note 1)</sup>

#### (A) Major Changes in Filing Requirements – Specified forms

Section(s)	Form Number <small>(Note 3)</small>	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Company Formation</b>				
67	NNC1	Incorporation Form (Company Limited by Shares)	--	<ul style="list-style-type: none"> <li>The form should be delivered together with a copy of the articles of association (“articles”) of the company.</li> </ul>
67	NNC1G	Incorporation Form (Company Not Limited by Shares)	--	<ul style="list-style-type: none"> <li>The form should be delivered together with a copy of the articles.</li> </ul>
<b>Alteration of Articles</b>				
88, 96	NAA1	Notice of Alteration of Company’s Articles	✓	<ul style="list-style-type: none"> <li>New requirement to deliver a notice of alteration in specified form for registration.</li> <li>The form should be used for reporting the alteration of a company’s articles <b>other than</b> the alteration of a company’s objects and the alteration of certain articles by existing companies.</li> <li>For alteration of a company’s objects as stated in the company’s articles, Form NAA2 should be used. For alteration of certain articles by existing companies, Form NAA3 should be used.</li> <li>The form should be delivered together with the following documents:               <ol style="list-style-type: none"> <li>A certified copy of the articles as altered;</li> <li>An office copy of the court order altering the articles, if applicable;</li> <li>A copy of the articles as altered by the order, if applicable.</li> </ol> </li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
89	NAA2	Notice of Alteration of Company's Objects	✓	<ul style="list-style-type: none"> <li>• New requirement to deliver a notice of alteration in specified form for registration.</li> <li>• This form should be used for reporting alteration of a company's objects as stated in the company's articles.</li> <li>• For alteration of a company's articles in general, Form NAA1 should be used.</li> <li>• The form should be delivered together with a certified copy of the articles as altered.</li> </ul>
90	NAA3	Notice of Alteration of Certain Articles by Existing Company	✓	<ul style="list-style-type: none"> <li>• New requirement to deliver a notice of alteration in specified form for registration.</li> <li>• The form should be used for reporting alteration of any provisions of the articles of an existing company if the provisions were contained in the company's memorandum of association and could lawfully have been contained in the company's articles instead.</li> <li>• The requirement is only applicable to existing companies registered before the commencement of the new Companies Ordinance ("new CO").</li> <li>• The form should be delivered together with a certified copy of the articles as altered.</li> </ul>
94(2), 95(2)	NAA4	Notice of Change of Company Status	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> <li>• For alteration affecting the status of a private company, a certified copy of the company's annual financial statements prepared for the financial year immediately before the financial year in which the alteration takes effect should also be delivered for registration.</li> </ul>
<b>Membership</b>				
114(1)	NMEM1	Notice of Increase in Number of Members of Company Limited by Guarantee	✓	<ul style="list-style-type: none"> <li>• Introduction of new specified form for filing obligation under the old Companies Ordinance, Cap. 32 ("the old Ordinance").</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Re-registration of Unlimited Company as Company Limited by Shares</b>				
131	NU1	Application for Re-registration as Company Limited by Shares	--	<ul style="list-style-type: none"> <li>The form should be delivered together with a copy of the company's articles as proposed to be altered by the special resolution.</li> </ul>
<b>Allotment, Alteration of Share Capital and Class Rights</b>				
142(1)	NSC1	Return of Allotment	--	<ul style="list-style-type: none"> <li>A statement of capital is included in the form.</li> <li>A schedule containing the particulars of a contract which is not reduced in writing in respect of shares allotted for non-cash consideration is introduced.</li> </ul>
171(1)	NSC11	Notice of Alteration of Share Capital	--	<ul style="list-style-type: none"> <li>A statement of capital is included in the form.</li> </ul>
173(1)	NSC13	Notice of Redenomination of Share Capital	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> <li>A statement of capital is included in the form.</li> </ul>
175(1)	NSC14	Notice of Reconversion of Stock into Shares	✓	<ul style="list-style-type: none"> <li>Notice is given in Form SC11 under the old Ordinance.</li> <li>A statement of capital is included in the form.</li> </ul>
184(1)	NSC15	Notice of Variation of Rights Attached to Shares	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> <li>The form should be delivered together with a copy of the resolution or other document that authorised a variation of class rights.</li> <li>A statement of capital is included in the form.</li> </ul>
192(1)	NSC16	Notice of Variation of Rights of a Class of Members (Company Without a Share Capital)	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> <li>The form should be delivered together with a copy of the resolution or other document that authorised a variation of class rights.</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Reduction of Share Capital</b>				
216(1)	NSC17	Solvency Statement	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
220(4)	NSC18	Notice of Application to Court for Cancellation of Special Resolution for Reduction of Share Capital	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
224, 225	NSC19	Return of Reduction of Share Capital (by Special Resolution Supported by Solvency Statement)	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> <li>A statement of capital is included in the form.</li> </ul>
230	NSC20	Return of Reduction of Share Capital (Confirmed by Court)	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> <li>The form should be delivered together with an office copy of the court order and a minute approved by the court.</li> <li>A statement of capital is included in the form.</li> </ul>
<b>Share Redemptions and Buy-backs</b>				
259(1)	NSC17	Solvency Statement	✓	<ul style="list-style-type: none"> <li>Statement is given in Form SC10 under the old Ordinance.</li> </ul>
263(4)	NSC3	Notice of Application to Court for Cancellation of Special Resolution for Payment out of Capital	--	<ul style="list-style-type: none"> <li>Filing obligation under the old Ordinance extended to cover all types of companies (except in the case of an on-market buy-back by a listed company).</li> </ul>
270(1)	NSC2	Return of Share Redemption or Buy-back	--	<ul style="list-style-type: none"> <li>A statement of capital is included in the form.</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Financial Assistance</b>				
286(5)	NSC9	Notice of Application to Court for Restraining the Giving of Financial Assistance for Acquisition of Shares	--	<ul style="list-style-type: none"> <li>Filing obligation under the old Ordinance extended to cover all types of companies.</li> </ul>
<b>Register of Debenture Holders</b>				
312, 315	NR3	Notice Relating to Branch Register of Debenture Holders	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
<b>Allotment of Debentures or Debenture Stock</b>				
316(1)	NDB1	Return of Allotment of Debentures or Debenture Stock	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
<b>Charges and Release</b>				
335(1), 336(1), 338(2), 339(3), 340(2), 342(2)	NM1	Statement of Particulars of Charge	--	<ul style="list-style-type: none"> <li>The form should be delivered together with a certified copy of the charge instrument creating or evidencing the charge for registration and public inspection.</li> <li>The period within which the documents must be delivered to the Registrar of Companies for registration is shortened from five weeks to one month.</li> </ul>
335(2), 336(2), 340(3)	NM8	Statement of Particulars of Charge (For Debenture Forming Part of a Series)	✓	<ul style="list-style-type: none"> <li>Introduction of new specified form for filing obligation under the old Ordinance.</li> <li>The form should be delivered together with a certified copy of the instrument by reference to which the specified charge is given or, if the specified charge is contained in a debenture forming part of a series, a certified copy of any one debenture of the series.</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
341(2)	NM9	Statement of Particulars of Issue of Debentures of a Series	✓	<ul style="list-style-type: none"> <li>Introduction of new specified form for filing obligation under the old Ordinance.</li> </ul>
345	NM2	Notification of Payment / Satisfaction of Debt, Release from Charge, etc.	--	<ul style="list-style-type: none"> <li>The form should be delivered together with a certified copy of the instrument evidencing satisfaction or release of a charge for registration and public inspection.</li> </ul>
<b>Alteration of Accounting Reference Date</b>				
371(2)	NAC4	Notice of Alteration of Accounting Reference Date	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
<b>Register under section 384</b>				
385(2), 385(3)	NR2	Notice of Location of Registers and Company Records (Re: Register of particulars referred to in section 384)	--	<ul style="list-style-type: none"> <li>New filing obligation.</li> <li>The obligation does not arise if the conditions in section 385(4) are satisfied.</li> </ul>
<b>Termination of Auditor's Appointment</b>				
417(3)	NA2	Notification of Resignation of Auditor	✓	<ul style="list-style-type: none"> <li>Introduction of new specified form for filing obligation under the old Ordinance.</li> </ul>
419(4)	NA1	Notice of Removal of Auditor	--	<ul style="list-style-type: none"> <li>Filing obligation under the old Ordinance extended to cover all companies.</li> </ul>
<b>Copy of Permitted Indemnity Provision</b>				
471(4)	NR2	Notice of Location of Registers and Company Records (Re: Place at which a copy of permitted indemnity provision or a written memorandum is kept)	--	<ul style="list-style-type: none"> <li>Filing obligation under the old Ordinance extended to cover the location at which a copy of permitted indemnity provision or a written memorandum is kept.</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Copy of Management Contract</b>				
543(5)	NR2	Notice of Location of Registers and Company Records (Re: Place at which a copy of the management contract or a written memorandum is kept)	--	<ul style="list-style-type: none"> <li>Filing obligation under the old Ordinance extended to cover the location at which a copy of management contract or a written memorandum is kept.</li> </ul>
<b>Register of Members</b>				
619(2), 619(3)	NR2	Notice of Location of Registers and Company Records (Re: Copies of Resolutions of Members, Minutes of Proceedings of General Meetings and Written Records of Decisions of Sole Member)	--	<ul style="list-style-type: none"> <li>Modified filing obligation.</li> <li>The obligation does not arise if the conditions in section 619(4) are satisfied.</li> </ul>
628(2), 628(3)	NR2	Notice of Location of Registers and Company Records (Re: Register of Members)	--	<ul style="list-style-type: none"> <li>Modified filing obligation.</li> <li>The obligation does not arise if the conditions in section 628(4) are satisfied.</li> </ul>
636, 639	NR4	Notice Relating to Branch Register of Members	✓	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
641(4), 641(5)	NR2	Notice of Location of Registers and Company Records (Re: Register of Directors)	--	<ul style="list-style-type: none"> <li>Modified filing obligation.</li> <li>The obligation does not arise if the conditions in section 641(6) are satisfied.</li> </ul>
648(4), 648(5)	NR2	Notice of Location of Registers and Company Records (Re: Register of Company Secretaries)	--	<ul style="list-style-type: none"> <li>Modified filing obligation.</li> <li>The obligation does not arise if the conditions in section 648(6) are satisfied.</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Annual Return</b>				
662	NAR1	Annual Return	--	<p><b><u>For Private Companies</u></b></p> <ul style="list-style-type: none"> <li>• No change for annual returns of private companies.</li> </ul> <p><b><u>For Public Companies</u></b></p> <ul style="list-style-type: none"> <li>• Modified filing obligation.</li> <li>• Annual Return is required to be delivered in respect of every financial year instead of in each calendar year.</li> <li>• Annual Return is required to be delivered within 42 days after the company's return date which is 6 months after the end of the company's accounting reference period.</li> <li>• Two different schedules for the particulars of members are introduced for completion by listed companies and non-listed companies.</li> </ul> <p><b><u>For Companies Limited by Guarantee</u></b></p> <ul style="list-style-type: none"> <li>• Modified filing obligation.</li> <li>• Annual Return is required to be delivered in respect of every financial year instead of in each calendar year.</li> <li>• Annual Return is required to be delivered within 42 days after the company's return date which is 9 months after the end of the company's accounting reference period.</li> <li>• An escalating fee scale is introduced to the annual registration fee of an annual return delivered under the new CO in respect of a company limited by guarantee.</li> </ul>



Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Amalgamation of Companies within Group</b>				
684(1)(a)	NAMA1	Approved Amalgamation Proposal	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
684(1)(b)	NAMA2	Certificate on Solvency Statement by Directors of Amalgamating Company	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
684(1)(c)	NAMA3	Certificate of Approval of Amalgamation by Directors of Amalgamating Company	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
684(1)(d)	NAMA4	Notice of Appointment of Directors of Amalgamated Company	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
684(1)(e)	NAMA5	Certificate on Claims of Creditors by Directors of Amalgamated Company	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
686(4)	NAMA6	Notice of Application to Court to Intervene in Amalgamation Proposal	✓	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
<b>Application for Deregistration</b>				
750	NDR1	Application for Deregistration of Private Company or Company Limited by Guarantee	--	<ul style="list-style-type: none"> <li>• Companies limited by guarantee can apply for deregistration.</li> <li>• Three additional conditions for deregistration are specified under section 750(2) of the new CO.</li> </ul>

Section(s)	Form Number (Note 3)	Name of the forms to be delivered to the Registrar of Companies for registration	Newly specified form	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Registered Non-Hong Kong Companies</b>				
782(4), 785(4)	NN12	Return of Approved Name for Carrying on Business in Hong Kong by Registered Non-Hong Kong Company	--	<ul style="list-style-type: none"> <li>The form should be accompanied by a fee of \$1,425 for issuing a fresh certificate of registration.</li> </ul>
791(1), 791(2)(b)	NN8	Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment / Cessation)	--	<ul style="list-style-type: none"> <li>Modified specified form for reporting appointment or cessation of authorized representative only.</li> <li>Change in particulars of the authorized representative is to be reported in a new specified form, Form NN8C.</li> </ul>
791(1), 791(2)(c)	NN8C	Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company	✓	<ul style="list-style-type: none"> <li>Introduction of new specified form for filing obligation under the old Ordinance.</li> <li>For reporting appointment or cessation of authorized representative of a registered non-Hong Kong company, Form NN8 should be used.</li> </ul>
<b>Registration of Eligible Companies</b>				
807(2)	NNC5	Application for Registration of Eligible Company	✓	<ul style="list-style-type: none"> <li>Introduction of new specified form.</li> <li>The form should be delivered together with the following documents:               <ol style="list-style-type: none"> <li>A copy of every constitutional document;</li> <li>A copy of resolution (for registration as a company limited by guarantee).</li> </ol> </li> </ul>
<b>Reports by Inspectors</b>				
855(4)	NIN3	Notice of Delivery of Interim Report by Inspector	✓	<ul style="list-style-type: none"> <li>New filing obligation of inspector.</li> </ul>

**(B) Major Changes in Filing Requirements – Non-specified forms**

Section(s)	Name of the documents to be delivered to the Registrar of Companies for registration	Major Changes / Remarks <sup>(Note 2)</sup>
<b>Allotment, Alteration of Share Capital and Class Rights</b>		
191(1)	An office copy of the court order disallowing or confirming a variation of rights of any class of members	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
<b>Reduction of Share Capital</b>		
223(1)	An office copy of the court order confirming or cancelling the special resolution for reduction of share capital	<ul style="list-style-type: none"> <li>• New filing obligation.</li> </ul>
<b>Share Redemptions and Buy-backs</b>		
266(1)	An office copy of the court order confirming or cancelling a special resolution for payment out of capital	<ul style="list-style-type: none"> <li>• Filing obligation under the old Ordinance extended to cover all types of companies.</li> </ul>
<b>Financial Assistance</b>		
289(1)	An office copy of the court order confirming or restraining the giving of financial assistance	<ul style="list-style-type: none"> <li>• Filing obligation under the old Ordinance extended to cover all types of companies.</li> </ul>
<b>Outgoing Auditor's Statement of Circumstances</b>		
426(5)	Statement of circumstances of an auditor	<ul style="list-style-type: none"> <li>• New filing obligation by an auditor who has resigned, whose term of office has expired without being reappointed or who has been removed from office.</li> </ul>
427(3)(b)	Copy of the notice setting out the effect of the directions given by the court under section 427(2)(a)	<ul style="list-style-type: none"> <li>• Filing obligation under the old Ordinance extended to a statement of circumstances given by an auditor whose term of office has expired without being reappointed or who has been removed from office.</li> </ul>

Section(s)	Name of the documents to be delivered to the Registrar of Companies for registration	Major Changes / Remarks <sup>(Note 2)</sup>
427(5)	Statement of circumstances of an auditor (court's decision not to grant the application for non-publicity of the statement)	<ul style="list-style-type: none"> <li>New filing obligation by an auditor who has resigned, whose term of office has expired without being reappointed or who has been removed from office.</li> </ul>
<b>Registration of certain resolutions, etc.</b>		
622(2)	Copy of court order under section 622(1)(k), resolution or agreement under section 622(1)(e), (f) and (g)	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>
<b>Arrangements and Compromises</b>		
673(7), 675(6)	<ol style="list-style-type: none"> <li>An office copy of the court order amending the company's articles, resolution or agreement to which section 622 applies</li> <li>A copy of the articles, resolution or agreement as amended by the court order</li> </ol>	<ul style="list-style-type: none"> <li>New obligation to file a copy of the articles, resolution or agreement as amended together with the copy of the court order.</li> </ul>
<b>Amalgamation of Companies within Group</b>		
686(6)	An office copy of the court order made under section 686	<ul style="list-style-type: none"> <li>New filing obligation.</li> </ul>

### Notes

Note 1: This Outline covers the major changes in filing requirements under the new Companies Ordinance ("the new CO"). Please refer to the relevant provisions in the new CO for details of the requirements.

Note 2: The requirements under the various provisions in the old Ordinance for the delivery of documents in 14 days shall all be changed to 15 days under the new CO.

Note 3: Specification of the new forms for use under the new CO was published in the Gazette on 1 November 2013.