

## Annual Return (Form NAR1)

### Examples on how to complete Schedule 1 (Particulars of Member(s) of a Non-listed Company) and Schedule 2 (Particulars of Member(s) of a Listed Company) to Form NAR1

#### Example 1 – Transfer of Shares (for Schedule 1)

If the company's shares have been transferred since the date of the last annual return (or since the date of incorporation or re-domiciliation date if the company is filing its first annual return), please indicate the transfer in the box for "Remarks" (e.g. XXX shares were transferred from A to B on dd/mm/yyyy). If the shares have been transferred more than once, please indicate all the transfers. In the example below, 1,000 shares were transferred to Chan Tai Man from Wong Tai Man on 1 January 2023.

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	1,000 shares were transferred from Wong Tai Man on 01/01/2023.		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

#### Example 2 – Change in Particulars of Member (for Schedule 1)

If there have been any changes in the particulars of a member since the date of the last annual return (or since the date of incorporation or re-domiciliation date if the company is filing its first annual return), please indicate the changes in the box for "Remarks" (e.g. change of address, change of name etc.). In the example below, the name of XYZ Limited 一二三有限公司 was changed to ABC Limited 大大有限公司 with effect from 1 January 2023.

中文姓名／名稱 Name in Chinese	大大有限公司		持有股份數目 No. of Shares Held
英文姓名 Name in English			1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English	ABC Limited		
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	Change of company name from XYZ Limited 一二三有限公司 to ABC Limited 大大有限公司 w.e.f. 01/01/2023.		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

### Example 3 – Death of Member (for Schedule 1)

If a member is deceased, please indicate the same in the box for “Remarks” (e.g. Deceased on dd/mm/yyyy, or Peter Chan the administrator of the estate of Chan Tai Man, etc.). In the example below, Chan Tai Man was deceased on 1 January 2020.

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	Deceased on 01/01/2020.		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

### Example 4 – Conversion of Shares (for Schedule 1)

If one class of shares has been converted into shares of another class since the date of the last annual return (or since the date of incorporation or re-domiciliation date if the company is filing its first annual return), please indicate the conversion in the box for “Remarks” (e.g. ‘A’ shares converted to ‘B’ shares on dd/mm/yyyy). In the example below, 1,000 shares were converted from ‘Ordinary’ shares into ‘Preference’ shares on 1 January 2023.

截至本申報表的日期的成員詳情 Particulars of Member(s) as at the Date of this Return

股份類別 Class of Shares	Preference Shares	此類別股份的已發行總數 Total Number of Issued Shares in this Class	1,000
中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	1,000 ‘Ordinary’ shares were converted to ‘Preference’ shares on 01/01/2023.		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

### Example 5 – Forfeiture of Shares (for Schedule 1)

If the shares issued to a member have been forfeited since the date of the last annual return (or since the date of incorporation or re-domiciliation date if the company is filing its first annual return), please indicate the forfeiture in the box for “Remarks” (e.g. shares forfeited on dd/mm/yyyy). In the example below, of the 1,000 shares previously held by Chan Tai Man, 200 shares were forfeited on 1 January 2023.

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	800
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	200 shares previously held were forfeited on 01/01/2023.		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

Note: Regarding the situation in Example 5, a company must deliver Form NSC11 (Notice of Alteration of Share Capital) to the Registrar for registration pursuant to section 171 of the Companies Ordinance (Cap. 622) within one month after altering its share capital under section 170 of the Companies Ordinance (Cap. 622).

### Example 6 – Where Shares are Jointly Held (for Schedule 1 and Schedule 2)

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 held with other joint shareholders, and in so far as Schedule 2 is concerned, also report on the percentage of issued shares held in the class;
- (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 particulars of members and state "N/A" in the "No. of Shares Held" box, and in so far as Schedule 2 is concerned, also state "N/A" in the "Percentage of Issued Shares Held in this Class" box. 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.

In the example below, 1,000 shares are held by Chan Tai Man, Wong Siu Man and Lam Siu Wan **jointly**. Chan Tai Man is the joint shareholder whose name appears first in order in respect of the 1,000 shares in the register of members.

#### On the 1st Page of the Schedule

中文姓名／名稱 Name in Chinese	陳 大 文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	
英文名稱 Name in English			<input checked="" 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. XXX XXX 大廈 Building XXX XXX 街道／屋苑／地段／村等 Street/Estate/Lot/Village etc. XXX XXX 區／市／省／州／郵遞區號等 District/City/Province/State/Postal Code etc. XXX XXX 國家／地區 Country/Region XXX XXX		
備註 Remarks*	The 1,000 shares are jointly held with Wong Siu Man and Lam Siu Wan.		

  

中文姓名／名稱 Name in Chinese	王 小 文		持有股份數目 No. of Shares Held
英文姓名 Name in English	WONG	Siu Man	N / A
或 OR	姓氏 Surname	名字 Other Names	
英文名稱 Name in English			<input checked="" 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. XXX XXX 大廈 Building XXX XXX 街道／屋苑／地段／村等 Street/Estate/Lot/Village etc. XXX XXX 區／市／省／州／郵遞區號等 District/City/Province/State/Postal Code etc. XXX XXX 國家／地區 Country/Region XXX XXX		
備註 Remarks	The 1,000 shares are jointly held with Chan Tai Man and Lam Siu Wan.		

On the 2nd Page of the Schedule

中文姓名／名稱 Name in Chinese	林 小 雲		持有股份數目 No. of Shares Held
英文姓名 Name in English	L A M	S i u   W a n	N / A
或 OR	姓氏 Surname	名字 Other Names	<input checked="" type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat／Floor／Block etc.	XXX   XXX	
	大廈 Building	XXX   XXX	
	街道／屋苑／地段／村等 Street／Estate／Lot／Village etc.	XXX   XXX	
	區／市／省／州／郵遞區號等 District／City／Province／ State／Postal Code etc.	XXX   XXX	
	國家／地區 Country／Region	XXX   XXX	
備註 Remarks	The 1,000 shares are jointly held with Chan Tai Man and Wong Siu Man.		

## 周年申報表 (表格 NAR1)

就如何填報表格 NAR1 附表一(非上市公司的成員詳情)及附表二(上市公司的成員詳情)的參考例子

### 例子一：股份轉讓 (適用於附表一)

如自上次周年申報表的結算日期起(若這是公司的首份周年申報表，則自公司成立日期或遷冊日起)公司的股份有轉讓，請在「備註」一欄中註明有關轉讓詳情(例如，‘A’於 XXXX 年 XX 月 XX 日轉讓 XXX 股給‘B’)。如有多於一次股份轉讓，請註明所有轉讓詳情。於以下例子，黃大文於 2023 年 1 月 1 日轉讓 1,000 股給陳大文。

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	黃大文於 2023 年 1 月 1 日轉讓 1,000 股給陳大文。		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

### 例子二：成員的詳情更改 (適用於附表一)

如自上次周年申報表的結算日期起(若這是公司的首份周年申報表，則自公司成立日期或遷冊日起)，成員的詳情有任何更改(例如，更改地址，更改姓名／名稱等)，請在「備註」一欄中註明有關更改。於以下例子，XYZ Limited 一二三有限公司於 2023 年 1 月 1 日更改公司名稱為 ABC Limited 大大有限公司。

中文姓名／名稱 Name in Chinese	大大有限公司		持有股份數目 No. of Shares Held
英文姓名 Name in English			1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English	ABC Limited		
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	公司名稱由 2023 年 1 月 1 日起由 XYZ Limited 一二三有限公司更改為 ABC Limited 大大有限公司。		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

**例子三：成員去世（適用於附表一）**

如成員已去世，請在「備註」一欄中註明有關資料(例如:在 XXXX 年 XX 月 XX 日去世，或陳比得是陳大文的遺產管理人等)。於以下例子，陳大文在 2020 年 1 月 1 日去世。

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	在 2020 年 1 月 1 日去世。		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

例子四：股份轉換（適用於附表一）

如自上次周年申報表的結算日期起(若這是公司的首份周年申報表，則自公司成立日期或遷冊日起)，某一類別股份轉換為另一類別股份，請在「備註」一欄中註明有關轉換(例如：‘A’股於XXXX年XX月XX日轉換為‘B’股)。於以下例子，1,000股「普通股」於2023年1月1日轉換為「優先股」。

截至本申報表的日期的成員詳情 Particulars of Member(s) as at the Date of this Return

股份類別 Class of Shares	優先股		此類別股份的已發行總數 Total Number of Issued Shares in this Class	1,000
中文姓名／名稱 Name in Chinese	陳大文			持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000	
或 OR	姓氏 Surname	名字 Other Names		
英文名稱 Name in English				<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.	XXX XXX		
	大廈 Building	XXX XXX		
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX		
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX		
	國家／地區 Country/Region	XXX XXX		
備註* Remarks*	1,000 股「普通股」於 2023 年 1 月 1 日轉換為「優先股」。			

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.



**例子五：沒收股份（適用於附表一）**

如自上次周年申報表的結算日期起(若這是公司的首份周年申報表，則自公司成立日期或遷冊日起)，已發行予某成員的股份被公司沒收，請在「備註」一欄中註明有關沒收(例如：股份於 XXXX 年 XX 月 XX 日被沒收)。於以下例子，陳大文之前持有的 1,000 股當中，其中 200 股於 2023 年 1 月 1 日被沒收。

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	800
或 OR	姓氏 Surname	名字 Other Names	<input type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 ✓ 號 Please tick if applicable.)
英文名稱 Name in English			
地址 Address	室／樓／座等 Flat/Floor/Block etc.	XXX XXX	
	大廈 Building	XXX XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX XXX	
	國家／地區 Country/Region	XXX XXX	
備註* Remarks*	之前持有的 200 股於 2023 年 1 月 1 日被沒收。		

\*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.

註：有關例子五情況，若公司根據《公司條例》(第 622 章)第 170 條更改其股本，公司須在更改其股本後的一個月內，根據《公司條例》(第 622 章) 第 171 條，將表格 NSC11(更改股本通知書)交付處長登記。

### 例子六：股份是聯名持有（適用於附表一及附表二）

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士的姓名／名稱及地址，並填上與其他人士聯名持有的股份的數目，如填寫附表二，請同時填報其佔該類別已發行股份的百分比；
- (ii) 在相關空格內加上 ☒ 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) 在接著於用以填報成員詳情的相關空格內，填報所有其他聯名持有人士的姓名／名稱及地址及在「持有股份數目」空格內填上「不適用」，如填寫附表二，請同時在「佔此類別已發行股份的百分比」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。

於以下例子，陳大文，王小文及林小雲聯名持有1,000股。在成員登記冊上，陳大文是就該1,000股排名最先的聯名持有人士。

#### 在附表第一頁

中文姓名／名稱 Name in Chinese	陳大文		持有股份數目 No. of Shares Held
英文姓名 Name in English	CHAN	Tai Man	1,000
或 OR	姓氏 Surname	名字 Other Names	
英文名稱 Name in English			<input checked="" type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 <input checked="" type="checkbox"/> 號 Please tick if applicable.)
地址 Address	<div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">室／樓／座等 Flat/Floor/Block etc.</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">大廈 Building</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">國家／地區 Country/Region</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div>		
備註 Remarks	該 1,000 股與王小文及林小雲聯名持有。 <i>*例如聯名持有股份、股份轉讓等的詳情。For example, details of jointly held shares, share transfer, etc.</i>		

  

中文姓名／名稱 Name in Chinese	王小文		持有股份數目 No. of Shares Held
英文姓名 Name in English	WONG	Siu Man	不適用
或 OR	姓氏 Surname	名字 Other Names	
英文名稱 Name in English			<input checked="" type="checkbox"/> 股份是聯名持有 Shares are Jointly Held (如適用，請加 <input checked="" type="checkbox"/> 號 Please tick if applicable.)
地址 Address	<div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">室／樓／座等 Flat/Floor/Block etc.</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">大廈 Building</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 15%;">國家／地區 Country/Region</div> <div style="width: 85%; text-align: center;">XXX XXX</div> </div>		
備註 Remarks	該 1,000 股與王小文及林小雲聯名持有。		

在附表第二頁

中文姓名／名稱 Name in Chinese	林小雲		持有股份數目 No. of Shares Held
英文姓名 Name in English	L A M	S i u   W a n	不 適 用
或 OR	姓氏 Surname	名字 Other Names	
英文名稱 Name in English			<input checked="" 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.	XXX   XXX	
	大廈 Building	XXX   XXX	
	街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	XXX   XXX	
	區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	XXX   XXX	
	國家／地區 Country/Region	XXX   XXX	
備註* Remarks*	該 1,000 股與陳大文及王小文聯名持有。		