

# An Overview of Phase 2 of the New Inspection Regime

## Major Changes in Filing Requirements

Ms Agnes Wong  
Deputy Registry Manager (Registration)  
Companies Registry  
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# Major Changes in Filing Requirements

- Highlights of the New Inspection Regime
- Phase 2 of the New Inspection Regime
  - ◆ Key Provisions
  - ◆ Specified Forms
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# Highlights of the New Inspection Regime



# Highlights of the New Inspection Regime (1)

- The Companies Ordinance (Cap. 622) (“CO”) provided for a new inspection regime for personal information on the Companies Register (“the Register”) maintained by the Companies Registry (“CR”).
- The Register maintained by the CR contains personal information available for public inspection.
- Such personal information includes :
  - the usual residential addresses (“URAs”) and full identification numbers (“IDNs”) of directors of companies
  - full IDNs of company secretaries and some other individuals (such as liquidators and provisional liquidators).
- Similar personal information is also contained in the registers kept by companies which are open for public inspection.



# Highlights of the New Inspection Regime (2)

- Pursuant to the relevant provisions of the CO concerning the New Inspection Regime which were passed by the Legislative Council in July 2012 but had not fully commenced, correspondence addresses instead of URAs of directors and partial IDNs instead of full IDNs **of directors, company secretaries and other relevant persons** would be made available on the Register for public inspection.
- The URAs and full IDNs (“Protected Information”) would only be accessible by “**specified persons**” upon application.
- Similarly, companies may withhold from public inspection the Protected Information on the registers they have kept.

# Highlights of the New Inspection Regime (3)

The New Inspection Regime will be implemented in three phases.

➤ Phase 1 (from 23 August 2021)

Companies may replace URAs of directors with their correspondence addresses, and replace full IDNs of directors and company secretaries with their partial IDNs on their own registers for public inspection.

➤ Phase 2 (from 24 October 2022)

- Protected Information on the Index of Directors on the Register will be replaced with **correspondence addresses** and **partial IDNs** for public inspection.
- Protected Information contained in documents filed for registration after commencement of this phase will **NOT** be provided for public inspection.
- **“Specified persons”** can apply to the CR for access to Protected Information of directors and other persons.

➤ Phase 3 (from 27 December 2023)

Data subjects could apply to the CR for protecting from public inspection their Protected Information contained in documents registered with the CR (“Withheld Information”), and replace such information with their correspondence addresses and partial IDNs. “Specified persons” could apply to the CR for access to Withheld Information of directors and other persons.

# Phase 2 of the New Inspection Regime



公司註冊處  
COMPANIES REGISTRY

## Key Provisions in the CO (1)

The Registrar may make a protected address available for public inspection (section 55(1))

➤ if -

- (a) communications sent by the Registrar to the director, and requiring a response within a specified period, remain unanswered; or
- (b) there is evidence that the service of documents by the Registrar at the relevant correspondence address of the director is not effective to bring them to the notice of the director.





## Key Provisions in the CO (2)

### The Registrar must not make such a decision (section 55(2))

➤ unless the Registrar -

- (a) has notified the director and the company that he or she proposes to make the protected address available for public inspection under subsection (1); and
- (b) has considered any representation made within the period specified under subsection (3)(b).

# Key Provisions in the CO (3)

## Notice under sections 55(3) and 55(4)

### ➤ Section 55(3)

A notice under subsection (2)(a) -

- (a) must state the grounds for the proposal; and
- (b) must specify a period within which representations may be made before the protected address is available for public inspection under subsection (1).

### ➤ Section 55(4)

A notice under subsection (2)(a) must be sent to the director -

- (a) at the protected address; or
- (b) if it appears to the Registrar that service at the protected address may not be effective to bring it to the notice of the director, at the relevant correspondence address of the director.

# Key Provisions in the CO (4)

## Relating to Annual Returns (Local Company)

- Section 3 of Schedule 6 - Information to be Contained in Annual Return
  - If a director or reserve director is a natural person, the particulars as required under section 1(i) of this Schedule do not include -
    - an address contained in the register of directors as the usual residential address of the director or reserve director; and
    - the full number of the identity card or passport of the director or reserve director.

# Key Provisions in the CO (5)

## Relating to Annual Returns (Local Company)

- Section 4 of Schedule 6 - Information to be Contained in Annual Return
  - If a company secretary is a natural person, the particulars as required under section 1(i) of this Schedule do not include the full number of the identity card or passport of the company secretary.

# Key Provisions in the CO (6)

## Relating to Annual Returns (Registered Non-Hong Kong Company

### Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021

- Section 9 (particulars to be contained in annual return of registered non-Hong Kong company)
  - If a director of the registered non-Hong Kong company is a natural person, then for the purposes of subsection (1)(f) -
    - the particulars specified in section 3(1)(d)(ii)(B) do not include the usual residential address of the director; and the number of the identity card or passport specified in section 3(1)(d)(ii)(C) is not required to be a full number.

# Key Provisions in the CO (7)

## Relating to Annual Return (Registered Non-Hong Kong Company)

### Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021

- Section 9 (particulars to be contained in annual return) of registered non-Hong Kong company) (Cont'd)
  - If a company secretary of the registered non-Hong Kong company is a natural person, then for the purposes of subsection (1)(g), the number of the identity card or passport specified in section 3(1)(e)(ii)(C) is not required to be a full number.
  - If an authorized representative of the registered non-Hong Kong company is a natural person, then for the purposes of subsection (1)(h)(ii), the number of the identity card or passport specified in that subsection is not required to be a full number.

# Specified Forms



## Specified forms (1)

- To facilitate the implementation of Phase 2 of the New Inspection Regime, **26 specified forms** which pertain to the reporting of Protected Information will be revised.
- Nearer the time, the revised specified forms :
  - will be gazetted
  - can be downloaded from the thematic section on “New Inspection Regime” on CR’s website
  - will be available for sale



## Specified forms (2)

➤ Commonly used forms to be revised:

Local company

- Form NAR1 - Annual Return
- Form ND2A - Notice of Change of Company Secretary and Director (Appointment / Cessation)
- Form ND2B - Notice of Change in Particulars of Company Secretary and Director
- Form ND4 - Notice of Resignation of Company Secretary and Director
- Form NNC1 - Incorporation Form (Company Limited by Shares)
- Form NW3 - Notice of Appointment of Liquidator or Provisional Liquidator

## Specified forms (3)

➤ Commonly used forms to be revised

Registered Non-Hong Kong company

- **Form NN1** - Application for Registration as Registered Non-Hong Kong Company
- **Form NN2** - Notification of Termination of Authorization of Authorized Representative of Registered Non-Hong Kong Company
- **Form NN3** - Annual Return of Registered Non-Hong Kong Company
- **Form NN6** - Return of Change of Company Secretary and Director of Registered Non-Hong Kong Company (Appointment / Cessation)
- **Form NN7** - Return of Change in Particulars of Company Secretary and Director of Registered Non-Hong Kong Company
- **Form NN8** - Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment / Cessation)
- **Form NN8C** - Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company

## Specified forms (4)

➤ Major changes include :

- Modification of the relevant fields for reporting **correspondence address** of directors and **partial identification numbers** of relevant persons;
- Introduction of a “**PI-sheet**” to individual form for reporting Protected Information.

(Note : The **PI-sheet** will **NOT** be available for public inspection.)

# Specified forms (5)

## ➤ Major Changes at a glance

表格 Form	ND2A	公司編號 Company Number	<input type="text"/>
<b>3 委任公司秘書／董事（自然人） Appointment of Company Secretary / Director (Natural Person)</b> <small>(如委任超過一名自然人為公司秘書／董事，請用續頁 B 填報 Use Continuation Sheet B if more than 1 natural person is appointed as company secretary / director)</small>			
<small>請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)</small>			
13 身分 Capacity	<input type="checkbox"/> 公司秘書 Company Secretary	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director
			代替 Alternate to <input type="text"/>
14 中文姓名 Name In Chinese	<input type="text"/>		
英文姓名 Name In English	姓氏 Surname <input type="text"/>	名字 Other Names <input type="text"/>	
15 前用姓名 Previous Names	中文 Chinese <input type="text"/>	英文 English <input type="text"/>	
別名 Alias	中文 Chinese <input type="text"/>	英文 English <input type="text"/>	
16 通訊地址 Correspondence Address	<input type="text"/>		
<small>(請在 PI-ND2A 頁填報董事通訊住址 Provide director's usual residential address in PI-ND2A sheet)</small>	國家 / 地區 Country / Region <input type="text"/>		
19 電郵地址 Email Address	<input type="text"/>		
17 身分識別 Identification	<input type="text"/>		
<small>(請在 PI-ND2A 頁填報董事身分識別號碼 Provide full identification number in PI-ND2A sheet)</small>	(a) 香港身分證部分號碼 Partial Number of Hong Kong Identity Card	<input type="text"/> <input type="text"/> <input type="text"/> * * * (*)	
	(b) 護照 Passport Issuing Country / Region	<input type="text"/>	
	部分號碼 Partial Number	<input type="text"/>	
委任日期 Date of Appointment	日 DD <input type="text"/> 月 MM <input type="text"/> 年 YYYY <input type="text"/>		
18 上述董事或候補董事在獲得這次委任時，是否已經是這公司的現任候補董事或董事？	<input type="checkbox"/> 是 Yes <input type="checkbox"/> 否 No		
19 提示 Advisory Note	所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。 All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.		
20 出任董事職位同意書 Consent to Act as Director *請刪去不適用者 Delete whichever does not apply	本人同意擔任公司的董事 / 候補董事*，並確認本人已年滿 18 歲。 I consent to act as director / alternate director* of this company and confirm that I have attained the age of 18 years.		
簽署 Signed	<input type="text"/>		
指明編號 12022 (2022 年 10 月) Specification No. 12022 (October 2022)		第二頁 Page 2	

# Specified forms (6)

## ➤ Major Changes at a glance

**PI-ND2A** 公司編號 Company Number

**委任公司秘書／董事（自然人）－ 受保護資料**  
**Appointment of Company Secretary／Director (Natural Person) – Protected Information**

**X 公眾紀錄不會顯示此頁**  
**This page will not be shown on the public record**

- 公司須於本頁申報新委任公司秘書的香港身分證或護照的完整號碼。  
**The full number of Hong Kong Identity Card or passport of the newly appointed company secretary should be reported on this page.**

- 公司須於本頁申報新委任董事的香港身分證或護照的完整號碼及通常住址。  
**The full number of Hong Kong Identity Card or passport and usual residential address of the newly appointed director should be reported on this page.**

(每一頁 PI-ND2A 只可填報一名自然人的受保護資料。如超過一名自然人資料，請另加 PI-ND2A 頁填報。)  
 Each PI-ND2A sheet can only report the protected information of 1 natural person. If there is information for more than 1 natural person, please report separately on additional PI-ND2A sheet(s).)

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

身分 Capacity  公司秘書 Company Secretary  董事 Director  候補董事 Alternate Director

中文姓名 Name In Chinese

英文姓名 Name In English

姓氏 Surname

名字 Other Names

身分識別 Identification

(a) 香港身分證 (完整號碼) Hong Kong Identity Card (Full Number)

(b) 護照 (完整號碼) Issuing Country / Region, Full Number

董事／候補董事的通常住址 Usual Residential Address of Director / Alternate Director

國家／地區 Country / Region

請勿覆蓋此頁內的條碼  
DO NOT COVER THE BARCODES ON THIS PAGE

(交付表格 ND2A 時，請將所有 PI-ND2A 頁疊於最後。)  
 Please place all PI-ND2A sheets at the end when delivering the Form ND2A.)

指明編號 1/2022 (2022 年 10 月) Specification No. 1/2022 (October 2022)



# Transitional Arrangements



## Transitional Arrangements - Specified Forms

There will be NO transitional arrangement regarding delivery of specified forms to CR for registration

➤ As from 24 October 2022 :

- The CR will only accept the revised specified forms for registration.
- Forms that are currently in use will no longer be acceptable and will be returned to the document presentors.



# Transitional Arrangements - TPSI Services

- Third Party Software Interface (“TPSI”) service at e-Registry
  - The **TPSI service will cease for 10 specified forms** which will contain Personal Information upon commencement of Phase 2 of the New Inspection Regime :
    - ◆ Form NAR1
    - ◆ Form ND2A
    - ◆ Form ND2B
    - ◆ Form ND4
    - ◆ Forms ND5, ND7 and ND8
    - ◆ Form NNC1
    - ◆ Form NNC1G
    - ◆ Form NN3
  - The TPSI service for these 10 forms will be provided upon Phase 3 of the New Inspection Regime (in December 2023).



# Transitional and Saving Provisions in CO (1)

## Highlights of Amendments of Schedule 11 to CO

➤ Section 2A of Schedule 11 - Correspondence address of directors etc. in Companies Register

(1) The Registrar must record the following address as the correspondence address of a director or reserve director of a company -

- Local companies : the address shown, immediately before the commencement date of Phase 2, on the Companies Register as the address of the company's registered office;
- Registered Non-Hong Kong companies : the address shown, immediately before the commencement date of Phase 2, on the Companies Register, as the address of the company's principal place of business in Hong Kong.

# Transitional and Saving Provisions in CO (2)

## Highlights of Amendments of Schedule 11 to CO

➤ Section 2A of Schedule 11 - Correspondence address of directors etc. in Companies Register

(2) After an address is recorded as the correspondence address of a director or reserve director of a company, the Registrar must update the entry of such correspondence address with -

- Local companies : the latest address of the company's registered office contained in a Form NR1 and registered by the Registrar;
- Registered Non-Hong Kong companies : the latest address of the company's principal place of business in Hong Kong contained in a Form NN9 and registered by the Registrar.

# Transitional and Saving Provisions in CO (3)

## Highlights of Amendments of Schedule 11 to CO

➤ Section 115A of Schedule 11 - Correspondence address in company's register of directors etc.

(1) The register of directors of a company need not contain a correspondence address of a director or reserve director who is a natural person (“specified director”) before the company's first annual return date on or after the commencement date of Phase 2, unless -

- the particulars of the specified director are first entered in the register of directors on or after the commencement date of Phase 2; or
- any change is made to the particulars of the specified director contained in the register of directors on or after the commencement date of Phase 2.

# Transitional and Saving Provisions in CO (4)

## Highlights of Amendments of Schedule 11 to CO

➤ Section 115A of Schedule 11 - Correspondence address in company's register of directors etc.

(2) The company's registered office address is to be regarded as the correspondence address of the specified director until whichever is the earlier of the following -

- the date on which the company enters the specified director's correspondence address in its register of directors;
- the company's first annual return date on or after the commencement date of Phase 2.

# Transitional and Saving Provisions in CO (5)

## Highlights of Amendments of Schedule 11 to CO

- Section 115A of Schedule 11 - Correspondence address in company's register of directors etc.
  - (3) Before the commencement of Phase 2, a company does not need to deliver to the Registrar the Form ND2B for -
    - entering in the company's register of directors a correspondence address of a specified director; or
    - making any change to a specified director's correspondence address contained in the company's register of directors.

# Transitional and Saving Provisions in CO (6)

## Highlights of Amendments of Schedule 11 to CO

- Section 115A of Schedule 11 - Correspondence address in company's register of directors etc.
  - (4) However, if immediately before the commencement of Phase 2, a specified director's correspondence address was contained in the company's register of directors and such address was not the registered office address, the company is required to deliver the Form ND2B to the Registrar in relation to the specified director's correspondence address within 15 days after the commencement of Phase 2.

## Further Information

Thematic section on “New Inspection Regime”  
on the Companies Registry’s website  
([www.cr.gov.hk/en/legislation/nir/overview.htm](http://www.cr.gov.hk/en/legislation/nir/overview.htm))



# Thank You



公司註冊處  
COMPANIES REGISTRY