

Phase 2 of the New Inspection Regime

Revision of Specified Forms and Filing Requirements

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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.

Three Phases of the New Inspection Regime

- Phase 1 (from 23 August 2021)

- Phase 2 (from 24 October 2022)
 - Protected Information on the Index of Directors on the Register have been replaced with **correspondence addresses** and **partial IDNs** for public inspection.
 - Protected Information contained in documents filed for registration after commencement of this phase is **NO LONGER** 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)

Key Provisions in the CO

In case:-

- 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,

the Registrar may make a protected address available for public inspection [section 55(1)]

Key Provisions in the CO / Subsidiary Legislation

Annual Return (Local Company)(Form NAR1)

The particulars to be contained **no longer include**:

- URA and full IDN of a natural person director;
- Full IDN of a natural person company secretary.

[sections 3 and 4 of Schedule 6 to the CO]

Annual Return (Registered Non-Hong Kong Companies)(Form NN3)

The particulars to be contained **no longer include**:

- URA and full IDN of a natural person director;
- Full IDN of a natural person company secretary;
- Full IDN of a natural person authorized representative.

[sections 9(2A), (2B) and (2C) of the Companies (Non-Hong Kong Companies) Regulation (Cap. 622J)]



Revised 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 have been revised for use starting from 24 October 2022.
- The revised specified forms were published in the Gazette (G.N. 3130 and 3168) on 24 June 2022.
- The same can be downloaded from “Forms > Specified Forms” on CR’s website.
- Please refer to **External Circular No. 1/2022** for details.

Revised Specified Forms (2)

➤ Commonly used forms being revised include:

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

Revised Specified Forms (3)

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

Revised 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 is NOT available for public inspection.)

Major Changes at a Glance (1)

- Main Form and PI-Sheet

CR 更改公司秘書及董事通知書(委任/停任)
Notice of Change of Company Secretary and Director (Appointment/Cessation)
公司註冊處
Companies Registry

表格
Form **ND2A**
公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 公司秘書/董事的停任 Cessation to Act as Company Secretary/Director
(如超過一名公司秘書/董事停任, 請用續頁 A 填報 Use Continuation Sheet A if more than 1 company secretary/director ceased to act)

A. 現時在公司註冊處登記的詳情 Particulars Currently Registered with the Companies Registry
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 代替 Alternate to

公司秘書/董事的詳情 (自然人) Particulars of Company Secretary/Director (Natural Person)

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 香港身分證部分號碼 Partial Number of Hong Kong Identity Card 護照部分號碼 Partial Number of Passport

或 OR

B. 停任詳情 Details of Cessation

停任原因 Reason for Cessation 辭職/其他 Resignation/Others 去世 Deceased

停任日期 Date of Cessation 日 DD 月 MM 年 YYYY

上述董事或候補董事在停任日期後, 是否仍然擔任該公司的候補董事或董事職位?
Will this director or alternate director continue to hold office as alternate director or director in this company after the date of cessation? 是 Yes 否 No

C. 提交人資料 Presenter's Reference 姓名 Name: 地址 Address: 請勿填寫本欄 For Official Use

電話 Tel: 傳真 Fax:

電郵 Email:

編號 Reference:

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

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 只可填寫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 Passport 簽發國家/地區 Issuing Country/Region 完整號碼 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 頁實於最後。
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)

Major Changes at a Glance (2)

- Main Form (Form ND2A)

表格 Form **ND2A** 公司編號 Company Number

3 委任公司秘書／董事 (自然人) Appointment of Company Secretary/Director (Natural Person)
(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)
請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

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

14 中文姓名 Name in Chinese
英文姓名 Name in English
姓氏 Surname
名字 Other Names
前用姓名 Previous Names
中文 Chinese
英文 English
別名 Alias
中文 Chinese
英文 English

15 通訊地址 Correspondence Address
提供董事通常居住地址 Provide director's usual residential address in PN-D2A sheet
國家／地區 Country / Region

16 電郵地址 Email Address

17 身分識別 Identification
(a) 香港身分證部分號碼 Partial Number of Hong Kong Identity Card * * * (*)
提供完整身分識別號碼 Provide full identification number in PN-D2A sheet
(b) 護照 Passport 簽發國家／地區 Issuing Country / Region
部分號碼 Partial Number

委任日期 Date of Appointment
日 DD 月 MM 年 YYYY

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？
Is this director or alternate director already an existing alternate director or director in this company at the time of this appointment? 是 Yes 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 _____

Major Changes at a Glance (3)

- PI-Sheet (PI-ND2A)

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

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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 只可填寫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 頁填寫。
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

14

英文姓名 Name in English 姓氏 Surname

名字 Other Names

22

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

(b) 護照 簽發國家／地區 Issuing Country / Region
完整號碼 Full Number

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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 頁置於最後。
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)



公司註冊處
COMPANIES REGISTRY

Introduction of New Amendment Form – Form AD

- In view of section 54(2) of the CO, the approach for rectification of information on the Companies Register has to be revised to ensure that Protected Information contained in amended documents will **NOT** be made available for public inspection;
- A new Administration Form, Form AD – Rectification of Typographical or Clerical Error in Registered Document is introduced for use **starting from 24 October 2022**;
- Please refer to **External Circular No. 6/2022** “Implementation of Phase 2 of New Inspection Regime - Rectification of Information on the Companies Register” which superseded External Circular No. 7/2014 on the same issue.

Form AD (1)

- Main Form and PI-Sheet

 公司註冊處
Companies Registry

表格 AD
Form AD

本處專用 For Official Use

註 Note

更正已登記文件內在排印或文書方面的錯誤
Rectification of Typographical or Clerical Error in Registered Document

公司編號 Company Number

1 公司名稱 Company Name

2 需更正的已登記文件的資料 Particulars of the Registered Document to be Rectified

A. 表格編號及文件名稱 Form Number and Name of Document

表格編號 Form Number
(如適用 if applicable)

文件名稱 Name of Document
(例如: NAR1、ND2A 等 e.g. NAR1, ND2A, etc.)

B. 存檔日期 Filing Date

日 DD 月 MM 年 YYYY

C. 文件參考編號 Document Reference Number

提交人資料 Presenter's Reference

姓名 Name:
地址 Address:

本處專用 For Official Use

電話 Tel: 傳真 Fax:
電郵 Email:
檔號 Reference:

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PI-AD

公司編號 Company Number

更正已登記文件內在排印或文書方面的錯誤 - 受保護資料 Rectification of Typographical or Clerical Error in Registered Document - Protected Information

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

請於本頁申報正確的公司秘書／董事／相關人士的香港身分證或護照的完整號碼及／或董事的通常住址。
The correct full number of Hong Kong Identity Card or passport of the company secretary/director/relevant person and/or usual residential address of the director should be reported on this page.
(每一頁 PI-AD 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-AD 頁填報。
Each PI-AD 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-AD sheet(s).)

A. 在已登記文件填報的詳情 Particulars Reported in the Registered Document

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

備任董事 Reserve Director

其他 (請註明) Others (Please specify)

中文姓名 Name in Chinese

英文姓名 Name in English

姓氏 Surname

名字 Other Names

B. 更正後的正確資料的詳情 Details of Correct Information after Rectification

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

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

護照 Passport

簽發國家/地區 Issuing Country/Region

完整號碼 Full Number

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

(交付本表格 AD 時，請將所有 PI-AD 頁置於最後。
Please place all PI-AD sheets at the end when delivering the Form AD.)

AD10/2022



Form AD (2)

- Section 3

- For rectification of typographical or clerical error involving personal particulars of individuals, section 3 of the Form AD should be completed.
- Protected Information should be reported on a PI-AD sheet.
- PI-AD sheet is NOT available for public inspection.

3 更正已登記文件內的個人資料 Rectification of Personal Particulars in the Registered Document

A. 在已登記文件填報的詳情 Particulars Reported in the Registered Document

(如需更正超過一名自然人的資料，請用續頁A填報)
Use Continuation Sheet A if information of more than 1 natural person is to be rectified)
請在適用的空格內加上✓號 Please tick the relevant box(es)

8 身分 Capacity 公司秘書 Company Secretary 董事 Director 候補董事 Alternate Director 備任董事 Reserve Director

其他(請註明) Others (Please specify)

中文姓名 Name in Chinese

英文姓名 Name in English 姓氏 Surname

名字 Other Names

B. 更正後的正確資料的詳情 Details of Correct Information after Rectification

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

9 中文姓名 Name in Chinese

9 英文姓名 Name in English

姓氏 Surname

名字 Other Names

前用姓名 Previous Name 中文 Chinese 英文 English

別名 Alias 中文 Chinese 英文 English

10 董事/候補董事/備任董事的通常住址 Usual Residential Address of Director/Alternate Director/Reserve Director

正確的通常住址填報於PI-AD頁內
Correct usual residential address is provided in PI-AD sheet

通訊地址/地址 Correspondence Address/Address

國家/地區 Country/Region

電郵地址 Email Address

11 香港身分證 Hong Kong Identity Card 完整號碼 Full Number

正確的完整號碼填報於PI-AD頁內
Correct full number is provided in PI-AD sheet

12 部分號碼 Partial Number

護照 Passport 簽發國家/地區 Issuing Country/Region

11 完整號碼 Full Number

12 部分號碼 Partial Number

Form AD (3)

- Section 4

- For rectification of typographical or clerical error in other information, **section 4** of the Form AD should be completed.

表格
Form AD

公司編號 Company Number

- 13 4 更正本表格第3項未涵蓋的其他資料
Rectification of Other Information Not Covered by Section 3 of this Form

(如空位不足，請用續頁B填報 Use Continuation Sheet B if the space provided is insufficient)

需更正的資料 Information to be rectified

- 14 (i) 錯誤資料載於已登記文件內的位置 Location of the incorrect information in the registered document

(ii) 錯誤資料的描述 Description of the incorrect information

- 15 (iii) 更正後的正確資料 Correct Information after rectification



Form AD (4)

- Relevant page of the registered document containing the erroneous information may be attached to the Form AD if it **does not include any Protected Information**.
- In this case, the word “**AMENDED**” should be printed on the top of the amended page with the corrected information underlined while the other content of the page should remain identical to the original registered document.

表格 Form **NAR1**

AMENDED

附表一 Schedule 1

(非上市公司適用)
FOR NON-LISTED COMPANY)

本申報表的結算日期
Date to which this Return is Made Up

06	10	2022
日 DD	月 MM	年 YYYY

公司編號 Company Number

3999999

非上市公司的成員詳情 (第 13 項)

Particulars of Member(s) of a Non-listed Company (Section 13)

(若股本的非上市公司必須填明此頁，如空位不足，或超過一類股份，可另加附張。)
(Non-listed company having a share capital must complete this page. If the space provided is insufficient, or if there is more than one class of shares, please use additional Schedule 1.)

截至本申報表的結算日期的成員詳情 Particulars of Member(s) as at the Date to which this Return is Made Up

股份類別 Class of Shares:

此類別股份的已發行總數 Total Number of Issued Shares in this Class:

姓名/名稱 Name	地址 Address	股份 Shares		備註 Remarks	
		現時持有量 Current Holding	轉讓* Transferred*		
			數目 Number		日期 Date
CHAN TAI MAN 陳大文	RMF <u>3/F</u> GOOD HOPE HOUSE, GOOD WISH ESTATE, 4 CAUSEWAY BAY ROAD, TIN HAU, HONG KONG.	10,000			

* 如公司的股份自上一份周年申報日期以來(如屬首份周年申報，則自公司成立為法團以來)有任何轉讓，有關詳情亦請一併申報；股份受讓人姓名/名稱請在「備註」一欄註明。
* If there have been any transfers of the company's shares since the date of the last annual return (or since incorporation if this is the first annual return), please also provide details of the transfers; the name of the transferee should be stated in the 'Remarks' column.

Transitional Arrangements (1)

There is **NO** transitional arrangement regarding delivery of specified forms and amended documents to CR for registration.

➤ As from 24 October 2022 :

- The CR only accepts the **revised** specified forms. Forms that are currently in use are **no longer acceptable** and will be returned to the document presentors.
- The CR only accepts **Form AD** for applying for rectification of typographical and clerical errors on registered documents. The previous approach of using the amended version of documents for rectification is **no longer acceptable** and the amended version of document will be returned to the presentors.

Transitional Arrangements (2)

- The Electronic submission service for amended documents via “Online Submission > Rectification of Registered Documents” at the e-Registry has been **suspended**.
- Submission of Form AD is only accepted in hard copy form for the time being.

Transitional Arrangements – TPSI Service

➤ Third Party Software Interface (“TPSI”) service at e-Registry

- The TPSI service has ceased for 10 specified forms which 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).

Frequently Asked Questions Received by CR

- Can directors use their usual residential address as correspondence address?
- Can the correspondence address of natural person directors be an overseas address?
- Can PO Box be used for correspondence address?
- Will shareholders' addresses reported in the Annual Return be open for public inspection?
- Is local company required to enter both the usual residential address and correspondence address in the Register of Directors? How about registered non-Hong Kong company?
- For Form AD, if a company intends to amend its Annual Return for the year 2009 but all directors have resigned, who can sign the Form AD?

Further Information

Thematic section on “New Inspection Regime”
on the Companies Registry’s website



www.cr.gov.hk/en/legislation/nir/overview.htm

Thank You!

