



公 司 註 冊 處
COMPANIES REGISTRY

香港金鐘道六十六號
金鐘道政府合署十五樓

QUEENSWAY GOVERNMENT OFFICES
15TH FLOOR, 66 QUEENSWAY
HONG KONG

檔號 REF.: CR HQ/1-50/15 Pt. 4

傳真 FAX: (852) 2869 6817

電郵 E-MAIL: crenq@cr.gov.hk

網址 WEBSITE: www.cr.gov.hk

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Companies Registry External Circular No. 1 / 2013

Reporting Correct Addresses in Specified Forms Filed with the Companies Registry

This circular is to remind companies and their officers of the statutory requirement of reporting correct addresses in specified forms which are filed with the Companies Registry (“the Registry”).

Statutory Obligations

2. It is the responsibility of a company and its directors and company secretary to ensure compliance with the statutory requirements under the Companies Ordinance (“CO”), in particular, the filing of statutory returns with the Registry within prescribed time periods.

3. The major statutory requirements on reporting addresses are set out as follows:-

- (a) Any person who wishes to form a limited company in Hong Kong shall apply to the Registrar of Companies (“the Registrar”) in specified form (Form NC 1 / NC 1G) and report, among other things, the intended address of the company’s registered office in Hong Kong and the usual residential addresses of individuals who will be the directors and secretary of the company on its incorporation;
- (b) Under section 92 of the CO, a company shall have a registered office in Hong Kong to which all communications and notices may be addressed. If the address of a company’s registered office has changed, a notice of the change shall be given to the Registrar within 14 days after the date of change in specified form (Form R1);

- (c) Pursuant to section 158, a company is required to keep a register of directors and secretaries containing prescribed particulars including the usual residential addresses of directors. Where there is any change in a company's director, reserve director (if any), secretary or joint secretary (if any) or in any of their particulars (including changes of usual residential addresses), the company shall, within 14 days from the change, send to the Registrar a notification of the change in specified form (Forms D2A, D2B, D5 or D7, as appropriate); and
- (d) Pursuant to section 109, companies are required to file an annual return (Form AR1) which sets out the particulars of the companies including the registered office address and the usual residential addresses of individual directors and secretaries as at the dates to which the annual returns are made up. [Companies should notify the Registrar of changes of particulars in relevant specified forms in accordance with the requirements under the CO.]

4. A list of the specified forms involved is set out at **Annex**.

5. Companies should also remind their directors of the requirement under section 158B of the CO which provides that it is the duty of a director to give notice to the company of matters relating to himself including, inter alia, his usual residential address and any change of the usual residential address, for the purposes of section 158 as stated in paragraph 3(c) above.

Consequence of Non-compliance

6. A company and every officer of the company who is in default of filing obligations shall be liable to prosecution and, if convicted, to a fine, including daily default fine.

7. Pursuant to section 158B(2), any director who makes default in giving notice to the company of matters relating to himself as mentioned in paragraph 5 above shall be liable to a fine.

8. Pursuant to section 349 of the CO, any person who wilfully makes a statement false in any material particular, knowing it to be false, in any return or document filed with the Registrar shall be guilty of an offence and shall be liable on conviction to a maximum fine of HK\$100,000 and imprisonment of six months.

Enquiries

9. Enquiries concerning this circular should be directed to Miss Angelina MOK, Assistant Registry Manager (Registration) 1, at (852) 2867 4562 or angelinamok@cr.gov.hk.

Ms Ada LL CHUNG
Registrar of Companies

c.c.: CR HQ/ 12-35 /3

**Specified Forms to Report Registered Office Addresses and
Usual Residential Addresses of Individual Directors / Secretaries etc
with the Companies Registry**

	Statutory provision	Specified Form	Nature of form
Local Companies			
1	s. 14A	Form NC1 Incorporation Form (Company Limited by Shares)	To apply to the Registrar of Companies for formation of a limited company
2	s. 14A	Form NC1G Incorporation Form (Company Not Limited by Shares)	To apply to the Registrar of Companies for formation of a limited company
3	s.92(3)	Form R1 Notification of Change of Address of Registered Office	To report a change of address of a company's registered office
4	s.158(4), (4AA), (9A)	Form D2A Notification of Change of Secretary and Director (Appointment / Cessation)	To notify the Registrar of: - Appointment of director or secretary - Cessation to act as director or secretary
5	s.158(4)	Form D2B Notification of Change of Particulars of Secretary / Director	To notify the Registrar of the change of particulars of directors or secretaries (including usual residential addresses)
6	s.158(4), (4A)	Form D5 Notification of Reserve Director (Nomination / Cessation)	To notify the Registrar of: - Nomination of reserve director - Cessation to act as reserve director

	Statutory provision	Specified Form	Nature of form
7	s.158(4)	Form D7 Notification of Change of Particulars of Reserve Director	To notify the Registrar of the change of particulars of reserve directors (including usual residential addresses)
8	s.107(1)	Form AR1 Annual Return	To set out the particulars of the company as at the date to which the annual return is made up (including registered office address and residential addresses of individual directors / secretary)