



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

覆函請註明本處檔號：

In reply please quote this Ref.: CR/HQ/1/50/15 (III)

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30 May 2008

## COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 3 / 2008

### Revision of Companies Registry Specified Forms - Advisory Note in relation to Non-statutory Guidelines on Directors' Duties

This circular announces that, with effect from **11 July 2008**, the following six Companies Registry specified forms will be revised:-

<u>Form No.</u>	<u>Name of Form</u>
AR1	Annual Return
AR2	Annual Return – Certificate of No Change (Company having a share capital and not being a private company)
AR3	Annual Return – Certificate of No Change (Private Company having a share capital )
D6	Acceptance of Nomination as Reserve Director
N3	Annual Return of a Non-Hong Kong Company
N4	Annual Return of a Non-Hong Kong Company – Certificate of No Change

### Background

2. Subsequent to the revision of Forms AR1, AR2, AR3, D3 and D6 in mid-December 2007 to include a confirmatory statement in relation to the “Non-statutory Guidelines on Directors’ Duties” (“the Guidelines”) as announced in Companies Registry External Circular No. 5/2007, the Companies Registry has received feedback from customers which raised some concerns on the confirmatory statement.

3. In view of the concerns of our customers, the confirmatory statement will be replaced with an advisory note in the various specified forms. The views of the Standing Committee on Company Law Reform and the Companies Registry Customer Liaison Group have been sought and they were in favour of the advisory note.

### **Revision of Specified Forms**

4. With effect from **11 July 2008**, Forms AR1, AR2, AR3, D6, N3 and N4 will be revised by replacing the confirmatory statement in relation to the Guidelines with the following:-

" **Advisory Note**  
**All directors of the company are advised to read the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.'**"

Form D3, which also contains the confirmatory statement, will become obsolete on **11 July 2008** as announced in Companies Registry External Circular No. 1/2008.

5. The Registrar of Companies has specified the above six revised forms for use under the Companies Ordinance. Please refer to the Gazette notice and the forms (G.N. 3509) published on 30 May 2008.

6. A complete set of the Companies Registry's specified forms in CD-ROM is now available for purchase on the 14th floor of the Queensway Government Offices, 66 Queensway, Hong Kong. With effect from **16 June 2008**, these revised specified forms can be downloaded from the "Pubic Forms" – "Specified Forms" section at [www.cr.gov.hk](http://www.cr.gov.hk) and hard copies will also be available for purchase at the above address.

### **Transitional Arrangement**

7. To tie in with the transitional arrangements as announced in Companies Registry External Circular No. 5/2007, companies or document presentors may **continue to use and file the old forms**, either with or without the confirmatory statement on the Guidelines, with the Companies Registry **up to 31 December 2008**.

### **Enquiries**

8. Enquiries concerning this circular should be directed to Ms Amy LUK, Assistant Registry Manager (Registration), at (852) 2867 4562.

**Ms Ada LL CHUNG**  
**Registrar of Companies**