



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

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COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 3 / 2009

A Guide on Directors' Duties

This circular sets out the major revisions made to the “Non-statutory Guidelines on Directors’ Duties” (“the Guidelines”).

Updating of the Guidelines

2. The Companies Registry (“the Registry”) first issued the Guidelines in 2004 to outline the general principles on directors’ duties in the performance of his functions and exercise of his powers. Consequent upon a review by the Standing Committee on Company Law Reform, the Guidelines have been retitled as “**A Guide on Directors’ Duties**” (“the Guide”) and the contents of the Guide have been updated with the following major amendments:

- (a) Principle 4 of the Guide has been amended to clarify the standard required as regards the duty to exercise care, skill and diligence;
- (b) A note has been added to clarify that all the principles of directors’ duties are of equal importance.

3. The Guide can be downloaded from the websites of the Registry (www.cr.gov.hk), the Hong Kong Exchanges and Clearing Limited (www.hkex.com.hk), the Securities and Futures Commission (www.sfc.hk), the Official Receiver’s Office (www.oro.gov.hk) and the Hong Kong Monetary Authority (www.hkma.gov.hk). Hard copies of the Guide are also available at the Registry on 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong.

Supplementary note to specified forms

4. At present, the specified forms listed below contain either an “Advisory Note” relating to or a reference to the Guidelines. As a result of the revisions set out in paragraph 2 above, a supplementary note has been added to these forms to clarify that any reference made to the Guidelines in the forms shall be deemed to be a reference to the Guide. Companies and document presentors may continue to use and file the prevailing specified forms.

<u>Form No.</u>	<u>Name of Form</u>	<u>Specification No.</u>
NC1	Incorporation Form (Company Limited by Shares)	} 1/2008
NC1G	Incorporation Form (Company Not Limited by Shares)	
AR1	Annual Return	} 2/2008
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)	
D2A	Notification of Change of Secretary and Director (Appointment / Cessation)	
D5	Notification of Reserve Director (Nomination/ Cessation)	
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	

Enquiries

5. Enquiries concerning this circular should be directed to Mr WU Wai Tat, Assistant Registry Manager (Registration), at (852) 2867 4565.

Ms Ada LL CHUNG
Registrar of Companies

c.c. CR/HQ/1/130/20
CR/HQ/19/50 (II)