



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. 5

傳真 FAX: (852) 2869 6817

電郵 E-MAIL: crenq@cr.gov.hk

網址 WEBSITE: www.cr.gov.hk

19 August 2022

Companies Registry External Circular No. 4 / 2022

Implementation of Phase 2 of New Inspection Regime - Major Changes in Filing Requirements

This circular sets out **the major changes relating to filing requirements** upon implementation of Phase 2 of the New Inspection Regime of the Companies Register under the Companies Ordinance (Cap. 622) (“CO”) on **24 October 2022**.

Revision of Specified Forms

2. As announced in the Companies Registry External Circular No. 1/2022 issued on 24 June 2022, the Registrar of Companies (“the Registrar”) has revised 26 specified forms which pertain to the reporting of Protected Information¹ **for use starting from 24 October 2022** to facilitate the implementation of Phase 2 of the New Inspection Regime. The revised specified forms were published in the Gazette (G.N. 3130 and 3168) on 24 June 2022. The list of revised forms is set out at **Annex A**.

Major Changes Made to Specified Forms

3. The major changes that are made to the specified forms include :

¹ Protected Information refers to the usual residential addresses of directors and full identification numbers of directors, company secretaries and some other individuals such as liquidators and provisional liquidators.

- i) The revision of the relevant parts to facilitate the reporting of **correspondence addresses** of directors and **partial identification numbers** (“IDN”) of directors, company secretaries and other individuals. A sample of page 2 of Form ND2A for reporting appointment of natural person company secretary / director is at **Annex B**.
- ii) A **PI-sheet** is added to each relevant form for reporting Protected Information of each of those individuals. A sample of a PI-sheet for Form ND2A is at **Annex C**. The PI-sheet will **NOT** be made available on the Companies Register for public inspection. Only persons specified in section 12 of the Companies (Residential Addresses and Identification Numbers) Regulation (Cap. 622N) can apply to the Registrar for disclosure of Protected Information reported in PI-sheets pursuant to section 58(3) of the CO.

Reporting of Address and Identification Number of a Natural Person Director in Revised Specified Forms (except Revised Annual Return)

4. For reporting address and IDN (i.e. number of Hong Kong identity card or passport) of a natural person director in the revised specified forms :

- i) The **correspondence address** and **partial IDN** have to be reported in the respective **main forms**; and
- ii) The **usual residential address** (“URA”) and **full IDN** have to be reported in the **PI-sheet** of the respective forms as appropriate.

Reporting of IDN of a Natural Person Company Secretary and Other Individuals in Revised Specified Forms (except Revised Annual Return)

5. For reporting IDN of a natural person company secretary and other individuals (including mortgagee, chargee, receiver, manager, liquidator, provisional liquidator and authorized representative) in the revised specified forms, the **partial IDN** has to be reported in the respective **main forms** while the **full IDN** has to be reported in the **PI-sheet** of the respective forms as appropriate.

Reporting of Address and IDN in Revised Annual Return

6. Pursuant to sections 3 and 4 of Schedule 6 to the CO, starting from 24 October 2022, the particulars to be contained in **Annual Return of local companies (Form NAR1) will no longer include** :

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

7. Pursuant to section 9(2A) of the Companies (Non-Hong Kong Companies) Regulation (Cap. 622J), starting from 24 October 2022, the particulars to be contained in **Annual Return of registered Non-Hong Kong companies (Form NN3) will no longer include** :

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

8. As such, in reporting address of a natural person director in the revised Annual Return, **only correspondence address** has to be reported. For IDN of a natural person director, company secretary and authorized representative, **only partial IDN** has to be reported in revised Annual Return.

Transitional Arrangement – Delivery of Form ND2B to Report the Correspondence Address of a Natural Person Director on Commencement of Phase 2 of the New Inspection Regime

9. Pursuant to section 115A(7) of Schedule 11 to the CO, a company needs not, for compliance with section 645(4) of the CO, deliver to the Registrar a notice (i.e. Form ND2B) –

- (a) for entering in the company's register of directors a correspondence address of a natural person director before 24 October 2022;
- (b) for making any change to a correspondence address of a natural person director contained in the company's register of directors before 24 October 2022; or
- (c) because the address of the company's registered office is regarded as a correspondence address of a natural person director under section 115A(6).

10. However, pursuant to section 115A(8) of Schedule 11 to the CO, if, immediately before 24 October 2022, a natural person director's correspondence address was contained in the company's register of directors; and the address was not the address of the company's registered office, the company must, for compliance with section 645(4) of the CO, deliver a Form ND2B to the Registrar in relation to the director's correspondence address **within 15 days after the commencement of Phase 2** on 24 October 2022.

No Transitional Arrangement for Delivery of Specified Forms for Registration

11. As from 24 October 2022, the Registry will **only accept the revised specified forms for registration**. Existing version of the specified forms concerned will no longer be accepted and will be returned to presentors.

Enquiries

12. Enquiries concerning this circular should be directed to:-

Filing requirements relating to :

- Incorporation and registration of companies Ms Rosa MA (852) 2867 4790
Assistant Registry Manager crenq@cr.gov.hk
(New Companies)1
- Annual return, director, company secretary and authorized representative Mr Philip CHUI (852) 2867 4562
Assistant Registry Manager crenq@cr.gov.hk
(Registration)1
- Liquidator, receiver and manager Mr CHAN Ching-hang (852) 2867 2611
Assistant Registry Manager crenq@cr.gov.hk
(Charges & Liquidation)

Miss Helen TANG
Registrar of Companies

經修訂的指明表格一覽表
List of Revised Specified Forms

I. 本地公司 Local Company

	表格編號 Form No.	表格名稱 Name of Form
1.	NAMA4	委任合併後的公司的董事通知書 Notice of Appointment of Directors of Amalgamated Company
2.	NAR1	周年申報表 Annual Return
3.	ND2A	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)
4.	ND2B	更改公司秘書及董事詳情通知書 Notice of Change in Particulars of Company Secretary and Director
5.	ND4	公司秘書及董事辭職通知書 Notice of Resignation of Company Secretary and Director
6.	ND5	更改備任董事通知書(提名/停任) Notice of Change of Reserve Director (Nomination / Cessation)
7.	ND7	更改備任董事詳情通知書 Notice of Change in Particulars of Reserve Director
8.	ND8	備任董事辭職通知書 Notice of Resignation of Reserve Director
9.	NDR1	私人公司或擔保有限公司撤銷註冊申請書 Application for Deregistration of Private Company or Company Limited by Guarantee
10.	NM3	承按人行使財產管有權通知書 Notice of Mortgagee Entering into Possession of Property
11.	NM5	委任接管人或經理人通知書 Notice of Appointment of Receiver or Manager
12.	NM7	更改接管人、經理人或管有財產的承按人的詳情通知書 Notice of Change in Particulars of Receiver, Manager or Mortgagee in Possession of Property
13.	NNC1	法團成立表格(股份有限公司) Incorporation Form (Company Limited by Shares)
14.	NNC1G	法團成立表格(股份有限公司以外的公司) Incorporation Form (Company Not Limited by Shares)
15.	NNC5	合資格公司的註冊申請書 Application for Registration of Eligible Company
16.	NW3	委任清盤人或臨時清盤人通知書 Notice of Appointment of Liquidator or Provisional Liquidator
17.	NW4	更改清盤人或臨時清盤人詳情通知書 Notice of Change in Particulars of Liquidator or Provisional Liquidator
18.	NW5	清盤人或臨時清盤人停任通知書 Notice of Cessation to Act as Liquidator or Provisional Liquidator

II. 註冊非香港公司 Registered Non-Hong Kong Company

	表格編號 Form No.	表格名稱 Name of Form
19.	NN1	註冊非香港公司的註冊申請書 Application for Registration as Registered Non-Hong Kong Company
20.	NN2	註冊非香港公司終止授權獲授權代表的通知 Notification of Termination of Authorization of Authorized Representative of Registered Non-Hong Kong Company
21.	NN3	註冊非香港公司周年申報表 Annual Return of Registered Non-Hong Kong Company
22.	NN6	註冊非香港公司更改公司秘書及董事申報表(委任/停任) Return of Change of Company Secretary and Director of Registered Non-Hong Kong Company (Appointment/Cessation)
23.	NN7	註冊非香港公司更改公司秘書及董事詳情申報表 Return of Change in Particulars of Company Secretary and Director of Registered Non-Hong Kong Company
24.	NN8	註冊非香港公司更改獲授權代表申報表(委任/停任) Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment/Cessation)
25.	NN8C	註冊非香港公司更改獲授權代表詳情申報表 Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company
26.	NN11	註冊非香港公司開始清盤及清盤人/臨時清盤人的委任、停任或更改詳情通知書 Notice of Commencement of Liquidation and Appointment / Cessation and Change in Particulars of Liquidator / Provisional Liquidator of Registered Non-Hong Kong Company

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	<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

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"/>		
	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"/>		

15 <small>(須在 PI-ND2A 頁 填報董事 通常住址 Provide director's usual residential address in PI-ND2A sheet)</small>	通訊地址 Correspondence Address	<input type="text"/>			
		<input type="text"/>			
		<input type="text"/>			
		國家／地區 Country／Region	<input type="text"/>		

16	電郵地址 Email Address	<input type="text"/>
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17 <small>(須在 PI-ND2A 頁 填報完整 身分識別號碼 Provide full identification number in PI-ND2A sheet)</small>	身分識別 Identification				
	(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"/>	<input type="text"/>
	(b) 護照 Passport	簽發國家／地區 Issuing Country／Region	<input type="text"/>		
		部分號碼 Partial Number	<input type="text"/>		

委任日期 Date of Appointment	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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?	<input type="checkbox"/> 是 Yes	<input type="checkbox"/> 否 No
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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.
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19	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 : _____

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

14

英文姓名

Name in English

姓氏

Surname

名字

Other Names

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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

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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.)

