

# Highlights on changes in filing requirements under the new Companies Ordinance

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## Agenda

- Major changes in filing requirements
- Specified forms
- Transitional arrangements on use of specified forms

## Changes in Filing Requirements (1)

### (1) “Unsatisfactory Document” - Definition

#### s. 31

Define under what circumstances a document delivered to the Registrar is considered unsatisfactory

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## Changes in Filing Requirements (2)

### (1) “Unsatisfactory Document” – Some examples

- the document is not accompanied by the fee payable for the registration
- the document or any signature on the document
  - (i) is incomplete or incorrect; or
  - (ii) is altered without proper authority
- the information contained in the document—
  - (i) is internally inconsistent; or
  - (ii) is inconsistent with other information on the Companies Register or other information contained in another document delivered to the Registrar

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## Changes in Filing Requirements (3)

### (1) “Unsatisfactory Document” -

Power to refuse to accept or register  
s. 35

If the Registrar is of the opinion that a document delivered for registration under an Ordinance is unsatisfactory, the Registrar may refuse to accept the document; or refuse to register the document and return the document to the person who delivered it for registration.

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## Changes in Filing Requirements (4)

### (2) Filing of Amended Documents

s.41(2)

expressly gives the Registrar of Companies powers to rectify a typographical or clerical error contained in any information relating to a company on the Companies Register on an application by the company

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## Changes in Filing Requirements (5)

### (3) Time limit for filing

The delivery periods of 14 days under the provisions of the existing CO are changed to **15 days** across the board under the new CO to minimise confusion to companies.

Examples: Delivery of Form ND2A, ND2B, NR1

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## Changes in Filing Requirements (6)

### (4) Concept of “Delivery” of documents

s. 35(5)

If the Registrar **has not received** a document, the document is to be regarded as **not having been delivered** to the Registrar in satisfaction of the provision of the Ordinance that requires or authorizes the document to be delivered to the Registrar.

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## Changes in Filing Requirements (7)

### (5) Statement of capital

#### s.201

a statement of capital to be included in a return or notice delivered to the Registrar for registration under Part 4 and 5 (relating to share capital)

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## Changes in Filing Requirements (8)

### (5) Statement of capital

The statement is included in a form relating to share capital in the following manner:

#### Part A

6 股本說明 (以股份配發的日期的狀況為準)  
Statement of Capital (As at the Date of the Allotment of Shares)

A. 股本 Share Capital (如空間不足，請用續頁 C 字樣 Use Continuation Sheet C if the space is insufficient)

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares			
		總數 Total Number	總款額 Total Amount (a)	已繳或視作 已繳的總款額 Amount Paid up or Regarded as Paid up (b)	未繳或視作 未繳的總款額 Amount Unpaid or Regarded as Unpaid (a) - (b)

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## Changes in Filing Requirements (9)

### (5) Statement of capital

#### Part B

9 B. 股份所附帶的權利的詳情 Particulars of Rights Attached to Shares

只適用於發行超過一種股份的公司 Only applicable to company issuing more than 1 class of shares

(如空間不足，請用續頁 D 填報 Use Continuation Sheet D if the space is insufficient)

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable)

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## Changes in Filing Requirements (10)

### (6) Registration of charges / release - Registrable Charges (s.334)

- Clarifies that if a company maintains a deposit of money with another person, a charge on the company's right to repayment is not to be regarded as a charge on book debts of the company
- A charge on deposits is therefore not registrable as a charge on book debts. (section 334(3)(b))**

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## Changes in Filing Requirements (11)

### (6) Registration of charges / release –

Requirements for Registration of Charges  
(s. 335, 336, 338, 339 & 340)

- A certified true copy of the charge instrument is required to be delivered for registration with the new specified form (Form NM1).
- Form NM1 and the certified copy of instrument will be registered and available for search.
- The certified copy of instrument will **not** be returned to presenter after registration.

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## Changes in Filing Requirements (12)

### (6) Registration of charges / release -

Time for Registration of Charges  
(s. 335(5) & 336(6))

- **Shortened** from within 5 weeks of the date of the creation of the charge **to one month** after the date on which the specified charge is created

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## Changes in Filing Requirements (13)

### (6) Registration of charges / release –

Requirements for Registration of Release (s.345)

- A certified true copy of evidence of discharge is required to be delivered for registration with the new specified form (Form NM2).
- Form NM2 and the certified copy of evidence will be registered and available for search.
- The certified copy of evidence of discharge will **not** be returned to presenter after registration.

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## Changes in Filing Requirements (14)

### (7) Annual Returns – Private Companies

No major changes

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## Changes in Filing Requirements (15)

### (8) Annual Returns – Public Companies

- Annual Return (AR) should be filed in respect of **each financial year** instead of a calendar year.
- AR is to be filed within **42 days after the company's return date**, i.e. **6 months** after the end of the company's accounting reference period.

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## Changes in Filing Requirements (16)

### (8) Annual Returns – Public Companies

- For an existing public company, the new requirements apply to the **first financial year of the company that begins on or after the commencement date of the new CO** and all subsequent financial years.

(s.121(1)(b) of Schedule 11 to the new CO)

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## Changes in Filing Requirements (17)

### (9) Annual Returns – Guarantee Companies

- AR should be filed in respect of **each financial year** instead of a calendar year.
- AR is to be filed within **42 days after the company's return date**, i.e. **9 months** after the end of the company's accounting reference period.

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## Changes in Filing Requirements (18)

### (9) Annual Returns – Guarantee Companies

- For an existing guarantee company, the new requirements apply to the **first financial year of the company that begins on or after the commencement date of the new CO** and all subsequent financial years.

(s.121(1)(b) of Schedule 11 to the new CO)

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## Specified forms - General

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- ❑ A new set of specified forms will be introduced
- ❑ 92 forms (including 84 for use and filing with the CR, 29 of which are new forms)
- ❑ The whole set of forms will be denoted with a prefix “N”, e.g. NNC1
- ❑ Contents and layout of existing forms will be kept as far possible

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## Specified forms – Common forms

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### Examples

- ❑ Form ND2A
- ❑ Form ND2B
- ❑ Form NR1
- ❑ Form NAR1
- ❑ Form NN3

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## Specified forms – Sample



**公司註冊處**  
Companies Registry

**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)

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

A. 現時在公司註冊處登記的詳情 Particulars Currently Registered with the Companies Registry  
(如超過一名公司秘書/董事停任, 請用續頁 A 號紙 Use Continuation Sheet A if more than 1 company secretary/director ceased to act)  
 請在適用的空格內加上「號」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

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## Specified forms – New Forms (1)

### (1) Amalgamation

Form No.	Name of forms
NAMA1	Approved Amalgamation Proposal
NAMA2	Certificate on Solvency Statement by Directors of Amalgamating Company
NAMA3	Certificate of Approval of Amalgamation by Directors of Amalgamating Company

## Specified forms – New Forms (2)

### (1) Amalgamation

Form No.	Name of forms
NAMA4	Notice of Appointment of Directors of Amalgamated Company
NAMA5	Certificate on Claims of Creditors by Directors of Amalgamated Company
NAMA6	Notice of Application to Court to Intervene in Amalgamation Proposal

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## Specified forms – New Forms (3)

### (2) Articles of Association / Members

Form No.	Name of forms
NAA1	Notice of Alteration of a Company's Articles (Other than Alteration of a Company's Objects and Certain Articles by Existing Company)
NAA2	Notice of Alteration of a Company's Objects
NAA3	Notice of Alteration of Certain Articles by Existing Company (For altering any provisions which were contained in the Company's memorandum of association and could lawfully have been contained in the Company's articles instead)

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## Specified forms – New Forms (4)

### (2) Articles of Association / Members

Form No.	Name of forms
NAA4	Notice of Change of Company Status
NMEM1	Notice of Increase in Number of Members of Company Limited by Guarantee

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## Specified forms – New Forms (5)

### (3) Auditors and Accounts

Form No.	Name of forms
NAC4	Notice of Alteration of Accounting Reference Date
NA2	Notification of Resignation of Auditor

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## Specified forms – New Forms (6)

### (4) Inspectors

Form No.	Name of forms
NIN3	Notice of Delivery of Interim Report by Inspector

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## Specified forms – New Forms (7)

### (5) Mortgage and Charges

Form No.	Name of forms
NM8	Statement of Particulars of Charge (For a Debenture Forming Part of a Series)
NM9	Statement of Particulars of an Issue of Debenture of a Series

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## Specified forms – New Forms (8)

### (6) Registered Non-Hong Kong Companies

Form No.	Name of forms
NN8C	Notice of Change of Particulars of Authorized Representative of a Registered Non-Hong Kong Company

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## Specified forms – New Forms (9)

### (7) Location of Registers

Form No.	Name of forms
NR3	Notice Relating to Branch Register of Debenture Holders
NR4	Notice relating to Branch Register of Members

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## Specified forms – New Forms (10)

### (8) Registration of Eligible Companies

Form No.	Name of forms
NNC5	Application for Registration of an Eligible Company

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## Specified forms – New Forms (11)

### (9) Share Capital

Form No.	Name of forms
NSC13	Notice of Redenomination of Share Capital
NSC14	Notice of Reconversion of Stock into Shares
NSC15	Notice of Variation of Rights Attached to Shares

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## Specified forms – New Forms (12)

### (9) Share Capital

Form No.	Name of forms
NSC16	Notice of Variation of Rights of a Class of Members (Company Without a Share Capital)
NSC17	Solvency Statement
NSC18	Notice of Application to Court for Cancellation of Special Resolution for Reduction of Share Capital

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## Specified forms – New Forms (13)

### (9) Share Capital

Form No.	Name of forms
NSC19	Return of Reduction of Share Capital (by Special Resolution Supported by Solvency Statement)
NSC20	Return of Reduction of Share Capital (Confirmed by Court)
NDB1	Return of Allotment of Debentures or Debenture Stock

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## Transitional arrangements – Use of Forms (1)

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### General Principle

- A **transitional period of three months** will be provided for the use of specified forms (other than the exceptions) upon the implementation of the new CO,
  - i.e. both old and new / revised specified forms will be accepted for filing
- **After three months** from the commencement date of the new CO, all **old specified forms** under Cap. 32 **will not be accepted** and will be rejected.

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## Transitional arrangements – Use of Forms (2)

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### Exceptions to the general principle

#### (1) Forms NC1 and NC1G -

##### Incorporation forms

- **New specified form NNC1 and NNC1G must be used immediately upon commencement of the new CO**

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## Transitional arrangements – Use of Forms (3)

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Exceptions to the general principle

### (2) Form DR1 –

Application for Deregistration of a Defunct  
Private Company

- **New specified form NDR1 must be used immediately upon commencement of the new CO**

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## Transitional arrangements – Use of Forms (4)

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Exceptions to the general principle

### (3) Form M1 –

Mortgage or Charge Details

- **Transitional period will be eight weeks** from the commencement date of the new CO instead of 3 months (ss. 63 to 67 of Schedule 11 to the new CO)

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## Transitional arrangements – Use of Forms (5)

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### Exceptions to the general principle

#### (3) Form M1 –

##### Mortgage or Charge Details

- During the transitional period, if **old Form M1** is used, it **must be accompanied by the respective original instrument** creating or evidencing the charge. The instrument will be returned to the presenter after registration.

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## Transitional arrangements – Use of Forms (6)

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### Exceptions to the general principle

#### (3) Form M1 –

##### Mortgage or Charge Details

- During the transitional period, if **new Form NM1** is used, it **must be accompanied by a certified true copy of the instrument** creating or evidencing the charge for filing in the public records.

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## Transitional arrangements – Use of Forms (7)

### Exceptions to the general principle

#### (4) Form M2 –

Memorandum of Satisfaction or Release of Property from Charge

- ❑ No transitional period
- ❑ New specified form NM2 must be used immediately upon commencement of the new CO and delivered together with a certified true copy of the instrument.

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## Further Information

Companies Registry's website –  
Thematic section on "New Companies Ordinance"

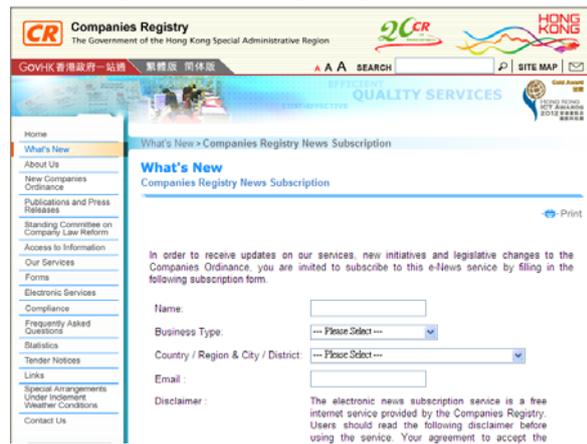
[www.cr.gov.hk](http://www.cr.gov.hk)



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# Updates

## Subscribe the Companies Registry e-News service



The screenshot shows the Companies Registry website interface. The header includes the logo and name of the Companies Registry, the Government of the Hong Kong Special Administrative Region, and the slogan 'QUALITY SERVICES'. A navigation menu on the left lists various services. The main content area is titled 'What's New > Companies Registry News Subscription'. It contains a form with the following fields: Name (text input), Business Type (dropdown menu), Country / Region / City / District (dropdown menu), and Email (text input). Below the form is a disclaimer: 'The electronic news subscription service is a free internet service provided by the Companies Registry. Users should read the following disclaimer before using the service. Your agreement to accept the...'

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# The End

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