

The new Companies Ordinance : Common Forms and Returns — Key Changes in Specified Forms



Specified forms - General

- ❑ A new set of specified forms is introduced and should be used with effect from 3 March 2014
- ❑ 92 forms (including 84 for use and filing with the CR, 29 of which are new forms)
- ❑ The form numbers of the whole set of new forms are denoted by the prefix “N”, e.g. NNC1
- ❑ Contents and layout of existing forms are kept as far as possible
- ❑ The whole set of 92 forms will be available for download from the thematic section on “New Companies Ordinance” of CR’s website with effect from 1 February 2014

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

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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 Financial Statements

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 Debenture Forming Part of a Series)
NM9	Statement of Particulars of 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 in Particulars of Authorized Representative of 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 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	

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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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Specified forms – Common forms (1)

- Form NAR1
- Form ND2A
- Form ND2B
- Form ND4
- Form NSC1
- Form NR1

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Specified forms – Common forms (2)

(1) Annual Return – Form NAR1

- Form AR2 and Form AR3 will become obsolete upon implementation of the new CO w.e.f. 3 March 2014

Major Changes:

- i. Types of Companies
 - private, public or guarantee company

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Specified forms – Common forms (3)

(1) Annual Return – Form NAR1

Major Changes:

- ii. Made up date of the return
 - private company = anniversary date of incorporation
 - public company = 6 months after the end of the company's accounting reference date
 - guarantee company = 9 months after the end of company's accounting reference date
 - If a public or a guarantee company delivers an annual return under the provisions of the existing Companies Ordinance (Cap 32) using the Form NAR1, the notes under 'Date to which this Return is Made Up' (Section 4 of the form) should be crossed out.

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Specified forms – Common forms (4)

(1) Annual Return – Form NAR1

Major Changes:

iii. Share capital

- no authorized capital under the 'no-par' regime
- share premium and capital redemption reserve, if any, should be included in the issued and paid up capital

iv. Company secretary (natural person)

- Only needs to report Hong Kong correspondence address

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Specified forms – Common forms (5)

(1) Annual Return – Form NAR1

Major Changes:

v. Particulars of members

- Schedule 1 – non-listed company
- Schedule 2 – listed company

vi. Company records

vii. Statement made by a private company

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Specified forms – Common forms (6)

(2) Notice of Change of Company Secretary and Director (Appointment/Cessation) – Form ND2A

Major Changes:

- ❑ only needs to report **Hong Kong correspondence address** of **company secretary** who is a **natural person**
- ❑ company secretary who is a natural person must confirm ordinarily residing in Hong Kong
- ❑ the form should be delivered **within 15 days** after the date of appointment or cessation

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Specified forms – Common forms (7)

(3) Notice of Change in Particulars of Company Secretary and Director – Form ND2B

Major Changes:

- ❑ only needs to report **Hong Kong correspondence address** of **company secretary** who is a **natural person**
- ❑ this form can be used to report the Hong Kong correspondence address of the company secretary (natural person) or a subsequent change after the implementation of the new CO
- ❑ the form should be delivered **within 15 days** after the change in particulars

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Specified forms – Common forms (8)

(4) Notice of Resignation of Company Secretary and Director – Form ND4

- NO major change

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Specified forms – Common forms (9)

(5) Return of Allotment – Form NSC1

- Form SC5 will become obsolete upon implementation of the new CO on 3 March 2014

Major Changes:

- Abolition of par value, share premium no longer exists
- Totals of this Allotment
 - state the amount of increase in issued capital for the allotment; or
 - confirm no increase in issued capital after the allotment

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Specified forms – Common forms (10)

(5) Return of Allotment – Form NSC1

Major Changes:

- iii. Details of Shares Allotted
 - ▣ state the details of non-cash consideration
 - ▣ no need to submit certified copy of the relevant contract, agreement or resolutions
 - ▣ if the contract is not reduced to writing, complete Schedule 1 (similar to Form SC5)
- iv. Statement of capital as at the date of allotment

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Specified forms – Common forms (11)

(6) Notice of Change of Address of Registered Office – Form NR1

- NO major change
- the form should be delivered for registration **within 15 days** after the change

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Transitional arrangements – Use of Forms (1)

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 on 3 March 2014,
 - i.e. both old and new / revised specified forms will be accepted for registration
- **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)

Exceptions to the general principle

(1) Forms NC1 and NC1G -

Incorporation forms

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

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Transitional arrangements – Use of Forms (3)

Exceptions to the general principle

(2) Form DR1 –

Application for Deregistration of a Defunct
Private Company

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

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Transitional arrangements – Use of Forms (4)

Exceptions to the general principle

(3) Form N12 –

Statement of Approved Name for Carrying
on Business in Hong Kong by a Non-Hong
Kong Company

- **New Form NN12 must be used immediately upon commencement of the new CO**

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Transitional arrangements – Use of Forms (5)

Exceptions to the general principle

(4) 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)
- Old form will not be accepted from 28 April 2014 onwards.

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Transitional arrangements – Use of Forms (6)

Exceptions to the general principle

(4) 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 (7)

Exceptions to the general principle

(4) 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 (8)

Exceptions to the general principle

(5) Form M2 –

Memorandum of Satisfaction or Release of Property from Charge

- **No transitional period**
- **New 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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The End