

**《公司條例》(香港法例第 622 章)
第 684(1)(a) 條規定交付的**

獲批准的合併建議

填表須知 — 表格 NAMA1

附註

引言

1. 為使根據《公司條例》第 13 部第 3 分部屬同一集團的公司的合併有效，無論該合併屬縱向合併或橫向合併，每間合併的公司須在合併建議獲批准後的 15 日內，將以下文件交付公司註冊處處長(「處長」)登記—
 - (a) 獲批准的合併建議(本表格)；
 - (b) 第 683(1) 條規定的每項證明書(表格 NAMA2)；
 - (c) 每間合併的公司的董事發出的證明書(表格 NAMA3)，述明該合併已—
 - (i) 按照《公司條例》第 13 部第 3 分部獲批准；及
 - (ii) 按照該合併的公司的章程細則獲批准。

合併後的公司並須將以下文件交付處長登記—

- (d) 關於委任合併後的公司董事的通知(表格 NAMA4)；
- (e) 合併後的公司董事或擬委任為該公司的董事的人發出的證明書，述明倘若合併後的公司債權人的申索相對該公司資產價值的比例，高於某合併的公司的債權人的申索相對該公司資產價值的比例，沒有債權人會因此事實而受到損害(表格 NAMA5)。

在上述(a)至(e)的文件登記後，處長會在切實可行範圍內，盡快發出合併證明書，指明一個日期為有關合併的生效日期。

2. 如以中文申報本表格內的資料，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。
3. 請提供提交人資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。
4. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從《公司條例》中有關條文的規定而交付處長。

簽署

5. 本表格必須由一名董事或公司秘書簽署，公司註冊處不接納未簽妥的表格。

APPROVED AMALGAMATION PROPOSAL

For the purposes of section 684(1)(a) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NAMA1

Introduction

1. For the purposes of effecting an amalgamation of companies within a group, whether by vertical amalgamation or horizontal amalgamation, under Division 3 of Part 13 of the Companies Ordinance, each and every amalgamating company must deliver the following documents to the Registrar of Companies (the Registrar) for registration within 15 days after the approval of the amalgamation proposal —
 - (a) the amalgamation proposal that has been approved (this Form);
 - (b) every certificate required by section 683(1) (Form NAMA2);
 - (c) a certificate issued by the directors of each amalgamating company (Form NAMA3), stating that the amalgamation has been approved in accordance with —
 - (i) Division 3 of Part 13 of the Companies Ordinance; and
 - (ii) the articles of the amalgamating company.

The amalgamated company must also deliver the following documents to the Registrar for registration —

- (d) a notice of appointment of the directors of the amalgamated company (Form NAMA4);
- (e) a certificate issued by the directors, or the proposed directors, of the amalgamated company stating that where the proportion of the claims of the amalgamated company's creditors in relation to the value of that company's assets is greater than the proportion of the claims of an amalgamating company's creditors in relation to the value of that company's assets, no creditor will be prejudiced by that fact (Form NAMA5).

As soon as practicable after the documents (a) to (e) above are registered, the Registrar will issue a certificate of amalgamation, specifying a date as the effective date of the amalgamation.

2. Traditional Chinese characters should be used if the form is completed in Chinese. Please note that handwritten forms may be rejected by the Companies Registry.
3. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
4. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form will not be regarded as having been delivered to the Registrar in satisfaction of the relevant provision of the Companies Ordinance.

Signature

5. This form must be signed by a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.