



公司註冊處
Companies Registry

委任合併後的公司的董事通知書
Notice of Appointment of Directors
of Amalgamated Company

表格 Form **NAMA4**

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 委任董事(法人團體) Appointment of Director (Body Corporate)

(如委任超過一個法人團體為董事，請用續頁 A 填報 Use Continuation Sheet A if more than 1 body corporate is appointed as director)
請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

6	身分 Capacity	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to
	<input type="text"/>			

中文名稱
Name in Chinese

英文名稱
Name in English

7 地址
Address

國家/地區
Country/Region

8 電郵地址
Email Address

公司編號 Company Number
(只適用於在香港註冊的法人團體)
(Only applicable to body corporate registered in Hong Kong)

9 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.

9 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

本人謹代表上述公司確認，上述公司同意擔任公司的董事/候補董事*。
I, acting on behalf of the above named company, confirm that the above company consents to act as director/alternate director* of this company.

簽署 Signed : _____
 董事(法人團體)的董事/公司秘書/獲授權人士*
 Director/Company Secretary/Authorized Person of the Director (Body Corporate)*

3 提交人資料 Presentor's Reference	請勿填寫本欄 For Official Use
姓名 Name: 地址 Address:	
電話 Tel: 電郵 Email: 檔號 Reference:	
傳真 Fax:	

委任董事(法人團體) (第 2 項)

Appointment of Director (Body Corporate) (Section 2)

請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

6

身分

董事

候補董事

代替 Alternate to

Capacity

Director

Alternate
Director

中文名稱

Name in Chinese

英文名稱

Name in English

7

地址

Address

國家 / 地區
Country / Region

8

電郵地址

Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體)

(Only applicable to body corporate registered in Hong Kong)

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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.

9

出任董事職位同意書 Consent to Act as Director

本人謹代表上述公司確認，上述公司同意擔任公司的董事 / 候補董事*。

I, acting on behalf of the above named company, confirm that the above company consents to act as director / alternate director* of this company.

簽署 Signed :

董事(法人團體)的董事 / 公司秘書 / 獲授權人士*

Director / Company Secretary / Authorized Person of the Director (Body Corporate)*

*請刪去不適用者 Delete whichever does not apply

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

委任合併後的公司的董事通知書

填表須知 — 表格 NAMA4

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(表格 NAMA1)；
 - (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的董事的通知(本表格)；
- (e) 合併後的公司的董事或擬委任為該公司的董事的人發出的證明書，述明假若合併後的公司的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. 請劃一以中文或英文申報各項所需資料。如以中文申報，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。

委任董事 (法人團體) (第 2 項)

6. 請述明獲委任者的身分。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
7. 請註明董事的註冊辦事處或主要辦事處的地址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
8. 請提供董事的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 ND2B 通知公司註冊處。

9. 每名獲委任的董事或候補董事均須在本表格的「出任董事職位同意書」上簽署。

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。公司應把該指引發給董事參考。該指引可於公司註冊處網頁 (www.cr.gov.hk) 閱覽或下載，印文本亦可於香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

委任董事 (自然人) (第 3 項)

10. 請述明獲委任者的身分。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
11. 請申報董事的 通常住址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
12. 請提供董事的電郵地址(如有的話) 以方便聯絡。如電郵地址其後有任何更改，請以表格 ND2B 通知公司註冊處。
13. 請申報董事的香港身分證號碼。如該人並非香港身分證持有人，請申報其所持護照的號碼及簽發國家／地區。如該人並非香港身分證持有人，亦沒有任何護照，則請在有關的空格內填上「無」。
14. 每名獲委任的董事或候補董事均須在本表格的「出任董事職位同意書」上簽署。

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。公司應把該指引發給董事參考。該指引可於公司註冊處網頁 (www.cr.gov.hk) 閱覽或下載，印文本亦可於香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

NOTICE OF APPOINTMENT OF DIRECTORS OF AMALGAMATED COMPANY

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

Notes for Completion of Form NAMA4

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 (Form NAMA1);
 - (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 (this Form);
- (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. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.

Appointment of Director (Body Corporate) (Section 2)

6. Please state the capacity(ies) of the appointee(s). If the appointment concerns an alternate director, please state the name(s) of the principal director(s) to whom the appointee is appointed as the alternate.
7. The address of registered or principal office of the director should be given. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
8. Please provide the email address of the director, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.

9. Every newly appointed director or alternate director must sign the 'Consent to Act as Director' in this form.

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. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.

Appointment of Director (Natural Person) (Section 3)

10. Please state the capacity(ies) of the appointee(s). If the appointment concerns an alternate director, please state the name(s) of the principal director(s) to whom the appointee is appointed as the alternate.
11. Please provide the **usual residential address** of the director. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.
12. Please provide the email address of the director, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form ND2B.
13. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country/region of the passport of a director should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
14. Every newly appointed director or alternate director must sign the 'Consent to Act as Director' in this form.

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. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.