





**15** D. 申請條件 **Conditions for the Application**

- 公司的所有成員均同意撤銷該公司的註冊；  
**all members of the company agree to the deregistration of the company;**
- 公司仍未開始營運或經營業務，或公司在緊接提出此申請之前的 3 個月內沒有營運或經營業務；  
**either the company has not commenced operation or business, or the company has not been in operation or carried on business during the 3 months immediately before this application;**
- 公司沒有尚未清償的債務；  
**the company has no outstanding liabilities;**
- 公司不是任何法律程序的一方；  
**the company is not a party to any legal proceedings;**
- 公司的資產不包含位於香港的不動產；  
**the company's assets do not consist of any immovable property situate in Hong Kong;**
- (如該公司是控權公司)該公司的所有附屬公司的資產均不包含位於香港的不動產；及  
**if the company is a holding company, none of its subsidiary's assets consist of any immovable property situate in Hong Kong; and**
- 公司並非《公司條例》第 749 條指明的公司。  
**the company is not a company specified in section 749 of the Companies Ordinance.**

**16** E. 隨本表格交付的文件 **Document Delivered with this Form**

現隨本表格交付稅務局局長發出的書面通知，述明稅務局局長並不反對撤銷該公司的註冊。  
**The written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the company being deregistered is delivered with this form.**

F. 證明書 **Certification**

本人／我們現核證—  
I / We certify that —

- (a) 公司已符合上述 2D 項所有的申請條件；及  
**the company has met all the conditions stated in Section 2D above; and**
- (b) 本申請書內提供的資料均屬正確。  
**the information given in this application is correct.**

簽署 Signed :

**8** 姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
 (董事／公司秘書／授權人\*)  
 本表格第 2B 項所述的申請人  
 (Director / Company Secretary / Authorized Person\*)  
 Applicant named in Section 2B of this Form

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

**警告**

任何人如在與申請有關連的情況下，明知或罔顧實情地提供屬虛假或具誤導性的資料，即屬犯罪；一經循公訴程序定罪，可處罰款 300,000 元及監禁 2 年；或一經循簡易程序定罪，可處第 6 級罰款(100,000 元)及監禁 6 個月。

**WARNING**

**A PERSON WHO, IN CONNECTION WITH AN APPLICATION, KNOWINGLY OR RECKLESSLY GIVES ANY INFORMATION THAT IS FALSE OR MISLEADING COMMITS AN OFFENCE AND IS LIABLE, ON CONVICTION ON INDICTMENT TO A FINE OF \$300,000 AND 2 YEARS IMPRISONMENT; OR ON SUMMARY CONVICTION TO A FINE AT LEVEL 6 (\$100,000) AND 6 MONTHS IMPRISONMENT.**

《公司條例》(香港法例第 622 章)  
第 750 條規定交付的

私人公司或擔保有限公司  
撤銷註冊申請書

填表須知 — 表格 NDR1

附註

引言

1. 本表格是用以向公司註冊處處長(「處長」)申請將一間私人公司或擔保有限公司的註冊按《公司條例》第 750 條撤銷。唯第 750 條並不適用於以下公司—
  - (a) 公眾公司；
  - (b) 《銀行業條例》(第 155 章)第 2(1)條所界定的認可機構；
  - (c) 《保險公司條例》(第 41 章)第 2(1)及(2)條所界定的保險人；
  - (d) 根據《證券及期貨條例》(第 571 章)第 V 部獲發牌經營該條例附表 1 第 1 部第 1 條所界定的任何受規管活動的業務的法團；
  - (e) (d) 段所述的法團的屬《證券及期貨條例》(第 571 章)第 VI 部所指者的有聯繫實體；
  - (f) 《強制性公積金計劃條例》(第 485 章)第 2(1)條所界定的核准受託人；
  - (g) 根據《受託人條例》(第 29 章) 第 VIII 部註冊為信託公司的公司；
  - (h) 以屬(b)、(c)、(d)、(e)、(f)或(g)段所指者為附屬公司的公司；或
  - (i) 在緊接提出第 750 條所指的申請之前的 5 年內任何時間曾屬(b)、(c)、(d)、(e)、(f)、(g)或(h)段所指者的公司。
2. 撤銷註冊的申請應由公司、公司的董事或成員作出。在撤銷該公司的註冊時，處長須向申請人或在有關申請中獲提名負責接收撤銷註冊通知書的人士發出撤銷註冊通知書。
3. 公司一旦解散，其解散前歸屬該公司或以信託形式為該公司持有的所有財產及權利(包括銀行戶口結餘、車輛及物業等)即屬無主財物，並歸屬香港特別行政區政府。在提出申請之前，公司應該就其財產的處置事宜，徵詢律師或其他專業顧問的意見，確保在註冊撤銷前，妥善處置其所擁有的一切財產。
4. 請劃一以中文或英文填報各項所需資料。如以中文填報，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。
5. 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。
6. 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。

費用

7. 本表格必須連同正確的註冊費用一併交付，否則公司註冊處不會接納。有關所需費用的詳情，請參閱《主要服務收費表》資料小冊子。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

## **簽署**

8. 本表格必須由第 2B 項所述的申請人簽署。如申請人屬法人團體，本表格必須由該法人團體的一名董事、公司秘書或獲該法人團體授權的人士代為簽署，並填上簽署人的全名。公司註冊處不接納未簽妥的表格。

## **申請人的資料 (第 2B 項)**

9. 申請人必須填報全名及通訊地址。如申請人為該公司，必須另提名一位自然人負責接收撤銷註冊通知書，而獲提名的自然人的資料須同時於第 2C 項填報。
10. 請提供申請人的電郵地址及／或圖文傳真號碼(如有的話)以方便聯絡。
11. 請填報屬自然人的申請人的香港身分證號碼。如該人並非香港身分證持有人，請填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」。

## **獲提名負責接收撤銷註冊通知書的自然人的資料 (第 2C 項)**

12. 獲提名的人必須是自然人。
13. 請填報獲提名的自然人的全名及通訊地址。
14. 請提供獲提名的自然人的電郵地址及／或圖文傳真號碼(如有的話)以方便聯絡。

## **申請條件 (第 2D 項)**

15. 債務包括或有負債，例如銀行擔保。

## **隨本表格交付的文件 (第 2E 項)**

16. 申請人交付本表格時，必須同時交付稅務局局長發出的通知書正本，述明稅務局局長並不反對撤銷該公司的註冊。本表格應在該通知書發出之日起計 3 個月內交付，否則申請可能被延遲處理，甚至不獲受理。

**APPLICATION FOR DEREGISTRATION  
OF PRIVATE COMPANY OR COMPANY LIMITED BY GUARANTEE**

**For the purposes of section 750 of Companies Ordinance (Cap. 622)**

**Notes for Completion of Form NDR1**

**Introduction**

1. This form should be used for applying to the Registrar of Companies (the Registrar) for the deregistration of a private company or a company limited by guarantee under section 750 of the Companies Ordinance. Section 750, however, does not apply to the following companies —
  - (a) a public company;
  - (b) an authorized institution as defined by section 2(1) of the Banking Ordinance (Cap. 155);
  - (c) an insurer as defined by section 2(1) and (2) of the Insurance Companies Ordinance (Cap. 41);
  - (d) a corporation licensed under Part V of the Securities and Futures Ordinance (Cap. 571) to carry on a business in any regulated activity as defined by section 1 of Part 1 of Schedule 1 to that Ordinance;
  - (e) an associated entity, within the meaning of Part VI of the Securities and Futures Ordinance (Cap. 571), of a corporation mentioned in paragraph (d);
  - (f) an approved trustee as defined by section 2(1) of the Mandatory Provident Fund Schemes Ordinance (Cap.485);
  - (g) a company registered as a trust company under Part VIII of the Trustee Ordinance (Cap. 29);
  - (h) a company having a subsidiary that falls within paragraph (b), (c), (d), (e), (f) or (g); or
  - (i) a company that fell within paragraph (b), (c), (d), (e), (f), (g) or (h) at any time during the 5 years immediately before the application under section 750 is made.
2. This application should be made by the company, a director or member of the company. On the deregistration of the company, the Registrar must give notice of the deregistration to the applicant or to the person nominated in the application to be given the notice.
3. Once a company is dissolved, all property (including credit balances in its bank accounts, motor vehicle, landed property, etc.) and rights vested in or held on trust for the company immediately before the dissolution is vested in the Government of the Hong Kong Special Administrative Region as bona vacantia. Before making an application, a company should seek advice from its lawyer or other professional adviser to ensure that all property has been properly disposed of prior to its deregistration.
4. 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.
5. 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.
6. 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.

**Fee**

7. This form must be delivered with the correct registration fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

## **Signature**

8. This form must be signed by the applicant named in Section 2B. If the applicant is a body corporate, this form must be signed by a director or the company secretary of the body corporate or an authorized person acting on its behalf with the full name of the signatory stated. A form which is not properly signed will be rejected by the Companies Registry.

## **Particulars of Applicant (Section 2B)**

9. Full name and correspondence address of the applicant must be given. If the applicant is the company itself, it must nominate a natural person to receive notice of the deregistration. Particulars of the natural person nominated should also be provided in Section 2C.
10. Please supply the email address and/or fax number of the applicant, if any, to facilitate electronic communication.
11. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country /region of the passport of the applicant who is a natural person should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.

## **Particulars of the Natural Person Nominated to be Given the Notice of the Deregistration (Section 2C)**

12. The nominated person must be a natural person.
13. Please provide the full name and correspondence address of the natural person nominated.
14. Please supply the email address and/or fax number of the natural person nominated, if any, to facilitate electronic communication.

## **Conditions for the Application (Section 2D)**

15. Outstanding liabilities include contingent liabilities such as a bank guarantee.

## **Document Delivered with this Form (Section 2E)**

16. The original written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the deregistration of the company must be delivered together with this form. This form should be delivered within 3 months from the date of such notice. Failure to do so may result in the application being delayed or even rejected.