



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 **ND2A**  
Form

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**

(如超過一名公司秘書/董事停任, 請用續頁 A 填報 Use Continuation Sheet A if more than 1 company secretary/director ceased to act)

**A. 現時在公司註冊處登記的詳情 Particulars Currently Registered with the Companies Registry**

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

身分 Capacity	<input type="checkbox"/>	公司秘書 Company Secretary	<input type="checkbox"/>	董事 Director	<input type="checkbox"/>	候補董事 Alternate Director	代替 Alternate to
							<input type="text"/>

**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  
Other Names

身分證明  
Identification

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	( )	<input type="text"/>
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香港身分證號碼  
Hong Kong Identity Card Number

護照號碼  
Passport Number

或 OR

**公司秘書/董事的詳情 (法人團體) Particulars of Company Secretary/Director (Body Corporate)**

中文及英文名稱 Chinese and English Names

**B. 停任詳情 Details of Cessation**

停任原因  
Reason for Cessation

辭職/其他  
Resignation/Others

去世  
Deceased

停任日期  
Date of Cessation

<input type="text"/>	<input type="text"/>	<input type="text"/>
日 DD	月 MM	年 YYYY

上述董事或候補董事在停任日期後, 是否仍然擔任這公司的候補董事或董事職位?  
Will this director or alternate director continue to hold office as alternate director or director in this company after the date of cessation?

是 Yes

否 No

**提交人資料 Presentor's Reference**

姓名 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵 Email:

檔號 Reference:

**請勿填寫本欄 For Official Use**









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委任公司秘書／董事 (法人團體) (第 4 項)

**Appointment of Company Secretary/Director (Body Corporate) (Section 4)**

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

18	身分 Capacity	<input type="checkbox"/> 公司秘書 Company Secretary	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to

19	中文名稱 Name in Chinese	
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19	英文名稱 Name in English	
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20	地址 Address	

21	電郵地址 Email Address	
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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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委任日期 Date of Appointment	日 DD	月 MM	年 YYYY

22	上述董事或候補董事在獲得這次委任時，是否已經是這公司的現任候補董事或董事？ Is this director or alternate director already an existing alternate director or director in this company at the time of this appointment?	<input type="checkbox"/> 是 Yes <input type="checkbox"/> 否 No
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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.
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23	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 645(1)、645(4)、652(1) 及 652(2) 條規定交付的

更改公司秘書及董事通知書(委任/停任)

填表須知 — 表格 ND2A

附註

引言

- (a) 本表格是用以通知公司註冊處處長(「處長」)有關在香港成立為法團的公司的公司秘書或聯名公司秘書(「公司秘書」)或董事的委任(包括候補董事的委任但不包括備任董事的提名)。本表格亦用以通知處長有關公司秘書或董事(包括候補董事但不包括備任董事)的停任。公司須在公司秘書或董事獲委任或停任後的 15 日內將本表格交付處長登記。

(b) 每間在香港成立為法團的私人公司必須有一名公司秘書及最少一名屬自然人的董事，但公司秘書一職不得由公司的唯一董事兼任。只有一名董事的私人公司不得委任一個亦以該董事為唯一董事的法人團體作為該公司的公司秘書。如私人公司屬某公司集團的成員，而該公司集團的成員當中有上市公司，該私人公司不得委任法人團體為董事。

(c) 每間在香港成立為法團的公眾公司及擔保有限公司必須有一名公司秘書及最少兩名董事，公司秘書一職可由其中一名董事兼任。法人團體不得擔任該類公司的董事。

(d) 如私人公司只有一名成員，而該成員同時亦是該公司的唯一董事，則不論該公司的章程細則有何規定，該公司可藉在成員大會上通過的決議，提名一位年滿 18 歲的人士(須不屬法人團體)為該公司的備任董事，一旦唯一董事去世，即可代替其行事。
- 請使用適當的表格申報下列更改—

更改事項	表格
本地公司董事(包括候補董事)或公司秘書詳情的更改	表格 ND2B
本地公司備任董事的提名或停任	表格 ND5
本地公司備任董事詳情的更改	表格 ND7

- 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。
- 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。
- 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

- 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。

## 公司秘書／董事的停任 (第 2 項)

7. 請述明停任者的身分。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
8. 請填報停任的屬自然人的公司秘書或董事已在公司註冊處登記的香港身分證號碼或護照號碼，以方便本處識別身分。如該項資料未曾在本處登記，請在有關的空格內填上「無」。
9. 如停任的公司秘書為某商號的所有合夥人，請在供公司秘書(法人團體)申報名稱的空格內申報商號名稱。
10. 如公司秘書或董事去世，請申報其去世日期，作為停任日期。
11. 請述明董事或候補董事在停任後，是否仍然擔任其他董事(包括候補董事)職位。如申報公司秘書的停任，則無需填報此項。

## 委任公司秘書／董事 (自然人) (第 3 項)

12. 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。
13. (a) 請申報公司秘書 在香港的通訊地址。本處不接納非香港地址或郵政信箱號碼。  
(b) 請申報董事的 通常住址。如屬非香港地址，請同時申報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
14. 請提供公司秘書或董事的電郵地址(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。
15. 請申報公司秘書或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。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
16. 請述明獲委任者是否已擔任董事或其他董事的候補董事的職位。如申報公司秘書的委任，則無需填報此項。
17. 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](http://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。

## 委任公司秘書／董事 (法人團體) (第 4 項)

18. 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。
19. 如某商號的所有合夥人獲委任為公司的聯名公司秘書，請在供公司秘書(法人團體)申報名稱的空格內填報商號名稱。
20. (a) 如公司秘書屬法人團體，請註明其在 香港 的註冊辦事處或主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。  
(b) 如董事屬法人團體，請註明其註冊辦事處或主要辦事處的地址。如屬非香港地址，請同時申報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
21. 請提供公司秘書或董事的電郵地址(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。



- 22.** 請述明獲委任者是否已擔任董事或其他董事的候補董事的職位。如申報公司秘書的委任，則無需填報此項。
- 23.** 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](http://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。

**確認 (第 5 項)**

- 24.** 如公司秘書屬自然人，必須通常居於香港。

**NOTICE OF CHANGE OF COMPANY SECRETARY AND DIRECTOR  
(APPOINTMENT / CESSATION)**

**For the purposes of sections 645(1), 645(4), 652(1) and 652(2) of Companies Ordinance (Cap. 622)**

**Notes for Completion of Form ND2A**

**Introduction**

1. (a) This form should be used to notify the Registrar of Companies (the Registrar) of the appointment of a company secretary or joint company secretaries (company secretary) or director (including the appointment of an alternate director but excluding the nomination of a reserve director) of a company incorporated in Hong Kong. This form should also be used to notify the Registrar of a company secretary or director (including an alternate director but excluding a reserve director) ceasing to hold office. This form should be delivered to the Registrar for registration within 15 days after the appointment or cessation.
  - (b) Every private company incorporated in Hong Kong must have a company secretary and at least one director who is a natural person. The sole director of a private company must **not** also be the company secretary of the company. A private company having only one director must **not** have as company secretary a body corporate the sole director of which is the sole director of the private company. If the private company is a member of a group of companies of which a listed company is a member, the private company cannot appoint a body corporate as its director.
  - (c) Every public company and company limited by guarantee must have a company secretary and at least two directors, one of whom may be the company secretary. A body corporate must **not** be appointed as a director of these types of companies.
  - (d) Where a private company has only one member and that member is also the sole director of the company, the company may by a resolution passed at a general meeting, despite anything in its articles, nominate a person (other than a body corporate) who has attained the age of 18 years as a reserve director of the company to act in the place of the sole director in the event of his or her death.
2. Please use the appropriate form to report the following changes —

Types of changes	Forms
Changes in particulars of the company secretary or director (including alternate director) of a local company	Form ND2B
Nomination or cessation of nomination of the reserve director of a local company	Form ND5
Changes in particulars of the reserve director of a local company	Form ND7

3. 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.
4. 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.
5. 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**

6. 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.

### **Cessation to Act as Company Secretary / Director (Section 2)**

7. Please indicate the capacity(ies) of the person(s) ceasing to act. In the case of an alternate director, please state the name(s) of the principal director(s) to whom he or she or it was the alternate.
8. If the company secretary or director who is a natural person has ceased to hold office and has registered the particulars in respect of his or her Hong Kong Identity Card number or passport number with the Companies Registry, please provide such number for identification purposes. If no such particulars have been registered, please state 'Nil' in the boxes provided.
9. If all the partners in a firm cease to be the joint company secretaries of the company, please state the name of the firm in the box for name of Company Secretary (Body Corporate).
10. For a deceased company secretary or director, the date of death should be given as the date of cessation.
11. Please indicate whether the director or alternate director still holds any directorship(s) (including alternate directorship(s)) after the cessation of appointment. There is no need to complete this item when reporting the cessation of appointment of the company secretary.

### **Appointment of Company Secretary / Director (Natural Person) (Section 3)**

12. 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.
13. (a) Please provide the **correspondence address in Hong Kong** of the company secretary. Non-Hong Kong addresses or post office box numbers are not acceptable.  
(b) 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.
14. Please provide the email address of the company secretary or 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.
15. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of the company secretary or 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.
16. Please indicate whether the appointee is an existing director or alternate director of the company at the time of appointment. There is no need to complete this item when reporting the appointment of the company secretary.
17. 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](http://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 Company Secretary / Director (Body Corporate) (Section 4)**

18. 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.
19. If all the partners in a firm are appointed as joint company secretaries of the company, please state the name of the firm in the box for name of Company Secretary (Body Corporate).

20. (a) If the company secretary is a body corporate, the address of its registered or principal office in **Hong Kong** should be given. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.
- (b) If the director is a body corporate, the address of its registered or principal office 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.
21. Please provide the email address of the company secretary or 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.
22. Please indicate whether the appointee is an existing director or alternate director of the company at the time of appointment. There is no need to complete this item when reporting the appointment of the company secretary.
23. 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](http://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.

**Confirmation (Section 5)**

24. The company secretary, who is a natural person, must ordinarily reside in Hong Kong.