



公司註冊處  
Companies Registry

# 更改備任董事通知書(提名／停任) Notice of Change of Reserve Director (Nomination／Cessation)

表格  
Form **ND5**

公司編號 Company Number

註 Note

## 1 公司名稱 Company Name

## 2 備任董事的停任 Cessation to be Reserve Director

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

中文姓名  
Name in Chinese

英文姓名  
Name in English

姓氏 Surname

名字  
Other Names

7

身分證明  
Identification

( )

香港身分證號碼  
Hong Kong Identity Card Number

護照號碼  
Passport Number

8

### B. 停任日期 Date of Cessation

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

## 3 備任董事的提名 Nomination of Reserve Director

### A. 獲提名的備任董事的資料 Particulars of Reserve Director Nominated

中文姓名  
Name in Chinese

英文姓名  
Name in English

姓氏 Surname

名字  
Other Names

前用姓名  
Previous Names

中文 Chinese

英文 English

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### 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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**3 備任董事的提名 Nomination of Reserve Director** (續上頁 cont'd)

**A. 獲提名的備任董事的資料 Particulars of Reserve Director Nominated**

別名 中文 Chinese

別名 Alias 英文 English

9 住址 Residential Address

國家／地區 Country / Region

10 電郵地址 Email Address

11 身分證明 Identification

(a) 香港身分證號碼 Hong Kong Identity Card Number       ( )

(b) 護照 簽發國家／地區 Issuing Country / Region

號碼 Number

提名日期 Date of Nomination  日 DD  月 MM  年 YYYY

12 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.

12 B. 接受提名同意書 Acceptance of Nomination

本人接受提名為公司的備任董事，並確認本人已年滿 18 歲。  
I accept the nomination as the reserve director of this company and confirm that I have attained the age of 18 years.

簽署 Signed : \_\_\_\_\_

C. 確認書 Confirmation

本人確認本公司只有一名成員，而該成員同時亦是公司的唯一董事。  
I confirm that the company has only one member who is also the sole director of the company.

唯一成員及唯一董事的姓名 Name of the Sole Member and Sole Director

中文姓名 Name in Chinese

英文姓名 Name in English 姓氏 Surname

名字 Other Names

6 簽署 Signed :

姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
董事 Director / 公司秘書 Company Secretary \* 日 DD / 月 MM / 年 YYYY

\*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(2)、(3) 及(4) 條規定交付的

更改備任董事通知書(提名／停任)

填表須知 — 表格 ND5

附註

引言

1. (a) 在香港成立為法團的私人公司，如只有一名成員，而該成員同時亦是公司的唯一董事，則不論該公司的章程細則有何規定，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。
- (b) 公司必須在提名備任董事或在其停任後的 15 日內，以本表格通知公司註冊處處長(「處長」)。
- (c) 公司備任董事的提名在下列情況下失效—
  - (i) 在公司的唯一董事去世前
    - 備任董事已辭去備任董事的職位；或
    - 該公司在成員大會上撤銷該項提名；或
  - (ii) 該唯一董事因去世以外的理由不再是該公司的唯一成員及唯一董事，例如：
    - 公司的唯一董事辭職。
    - 公司的唯一成員及唯一董事把其持有的股份轉讓。
    - 公司的成員或董事的人數增至兩名或以上。

公司須以本表格通知處長有關備任董事的停任。

- (d) 在公司的成員或董事轉換後，即使公司仍符合第 455 條所述的條件(即公司只有一名成員，而該成員同時亦是公司的唯一董事)，原有備任董事的提名亦告失效，公司須以本表格通知處長有關備任董事的停任。如公司欲再提名該名人士或其他人為備任董事，有關提名亦必須以本表格通知處長。
  - (e) 如備任董事在公司的唯一董事去世後獲委任為董事，公司須以本表格通知處長該備任董事的停任，並以表格 ND2A 申報該人獲委任為新董事。
2. 請使用適當的表格申報下列更改—

更改事項	表格
備任董事詳情的更改	表格 ND7
本地公司董事(包括候補董事)或公司秘書的委任或停任	表格 ND2A
本地公司董事(包括候補董事)或公司秘書的詳情的更改	表格 ND2B

3. 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。

4. 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。
5. 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

6. 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。

#### 現時在公司註冊處登記的詳情 (第 2A 項)

7. 請填報停任的備任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」。
8. 如備任董事去世，請申報其去世日期，作為停任日期。

#### 備任董事的提名 (第 3 項)

9. 請申報備任董事的通常住址。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。
10. 請提供備任董事的電郵地址(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 ND7 通知公司註冊處。
11. 請申報備任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」。
12. 獲提名的備任董事必須在本表格的「接受提名同意書」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。

## NOTICE OF CHANGE OF RESERVE DIRECTOR (NOMINATION / CESSATION)

For the purposes of sections 645(2), (3) & (4) of Companies Ordinance (Cap. 622)

### Notes for Completion of Form ND5

#### Introduction

1. (a) If a private company incorporated in Hong Kong has only one member and that member is 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.
  - (b) When a company nominates a reserve director or when the reserve director ceases to be a reserve director, the company must use this form to notify the Registrar of Companies (the Registrar) within 15 days of such nomination or cessation.
  - (c) The nomination of a person as a reserve director ceases to have effect if —
    - (i) before the death of the sole director of the company in respect of whom the person was nominated
      - the person resigns as reserve director; or
      - the company at a general meeting revokes the nomination; or
    - (ii) the director in respect of whom the person was nominated ceases to be the sole member and sole director of the company for any reason other than the death of that director. For example:
      - The sole director resigns.
      - The sole member who is also the sole director transfers his or her shares.
      - The number of members or directors increases to two or more.
- The company must use this form to notify the Registrar of the cessation.
- (d) After any change in members or directors, even if the company still satisfies the condition set out in section 455 (i.e. the company continues to have a sole member who is also the sole director), the nomination of the original reserve director will cease to be valid and the company should use this form to notify the Registrar of such cessation of nomination. If the company wishes to nominate the same person or some other person as the new reserve director, this form should be used to notify the Registrar of such nomination.
  - (e) If the sole director dies and the reserve director is appointed as a director, the company should use this form to notify the Registrar of the cessation of nomination and use Form ND2A to report the appointment of such person as the new director.

2. Please use the appropriate form to report the following changes —

Types of changes	Forms
Changes in particulars of the reserve director	Form ND7
Appointment or cessation of appointment of the company secretary or director (including alternate director) of a local company	Form ND2A
Changes in particulars of the company secretary or director (including alternate director) of a local company	Form ND2B

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.

#### **Particulars Currently Registered with the Companies Registry (Section 2A)**

7. If the reserve director who has ceased to hold the post 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.
8. For a deceased reserve director, the date of death should be given as the date of cessation.

#### **Nomination of Reserve Director (Section 3)**

9. Please provide the **usual residential address** of the reserve 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.
10. Please provide the email address of the reserve director, if any, to facilitate electronic communication. If there is any subsequent change in the email address, please notify the Companies Registry by completing Form ND7.
11. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country/region of the passport of the reserve 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.
12. The nominated reserve director must sign the 'Acceptance of Nomination' 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.