



公司註冊處
Companies Registry

押記詳情的陳述 Statement of Particulars of Charge

表格 **NM1**
Form

公司編號 Company Number

註 Note

1 公司名稱 Company Name

2 設立該項押記或證明該項押記的設立的文書 Instrument Creating or Evidencing the Charge

文書描述 Description of Instrument

(文書的經核證副本須連同本表格交付 A certified copy of the instrument must be delivered with this form)

設立日期 Date of Creation

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日 DD 月 MM 年 YYYY

3 承接人或承押記人資料 Particulars of Mortgagee or Chargee

姓名／名稱 Name

地址 Address

提交人資料 Presentor's Reference

姓名 Name:

代號 Code:

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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16 4 獲取財產的日期 **Date of Acquisition of Property**

日 DD	月 MM	年 YYYY

17 5 有關債權證應支付的佣金、津貼或折扣
Commission, Allowance or Discount Payable in Relation to the Debenture

A. 款額 **Amount**

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或 OR

B. 百分率 **Percentage**

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9 簽署 **Signed :**

姓名 **Name :** _____ 日期 **Date :** _____

公司／承按人／承押記人*
(董事／公司秘書／授權代表*)
Company / Mortgagee / Chargee *
(Director / Company Secretary /
Authorized Representative *)

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 335(1)、336(1)、338(2)、339(3)、340(2) 及 342(2)條規定交付的**

押記詳情的陳述

填表須知 — 表格 NM1

附註

引言

1. 根據《公司條例》註冊成立為法團的公司(本地公司)或根據《公司條例》第 16 部註冊的公司(註冊非香港公司)必須將關於該公司設立的指明押記或公司在取得財產時已存在的押記的詳情的陳述，以本表格連同設立該項押記或證明有該項押記的文書的經核證副本，交付公司註冊處處長(「處長」)登記。請注意，指明押記均須登記。如欲確定某項押記是否指明押記，請參閱《公司條例》第 334 條及尋求獨立法律意見。
2. (a) 如註冊非香港公司就某財產設立押記時或在取得某財產時，該財產不是在香港境內，則該項押記不須在公司註冊處登記。
(b) 如在註冊非香港公司根據《公司條例》第 16 部註冊的日期，該公司有在香港境內的受該公司設立的押記規限的財產，或受在取得該財產時已存在的押記規限的財產，則公司必須交付本表格，為該項押記登記。
3. 交付指明押記登記是公司的責任，但擁有指明押記的權益的人，包括承押記人，亦可交付該項指明押記予處長登記。
4. 請劃一以中文或英文申報各項所需資料，所選的語文必須與用以描述本表格第 2 項所述的設立或證明該項按揭或押記的設立的文書的語文相同。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。
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。

交付表格的期限

7. 本表格須在指明的登記期交付處長登記。登記期是設立押記的日期、取得有關財產的程序完成的日期、或註冊非香港公司根據《公司條例》第 16 部註冊的日期後的一個月(視屬何情況而定)。

如有關指明押記是本地公司在香港以外設立，並包含在香港以外的財產，則登記期是設立該項押記或證明有該項押記的文書的經核證副本(如付出應有努力發送)可在經正常的郵遞程序於香港接獲的日期後的一個月。

除非獲法庭頒令批准延期，處長不接受逾期交付的表格。

費用

8. 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

9. 本表格可由按揭人(即有關公司)、承按人或擁有該項押記的權益的人簽署—
 - (a) 如本表格是由有關公司以按揭人身分交付，表格必須由其董事或公司秘書，或為此目的獲授權的人簽署。
 - (b) 如承按人或擁有該項押記的權益的人是自然人，本表格必須由承按人或擁有該項押記的權益的人親自簽署，或由其為此目的授權的人簽署。
 - (c) 如承按人或擁有該項押記的權益的人是法人團體，本表格必須由承按人或擁有該項押記的權益的人的董事或公司秘書，或獲承按人或擁有該項押記的權益的人為此目的授權的人簽署。

公司註冊處不接納未簽妥的表格。

設立該項押記或證明該項押記的設立的文書 (第 2 項)

10. 請申報設立該項押記或證明該項押記的設立的文書的類別或性質，例如「按揭」、「債權證」、「浮動押記」、「信托契據」等。
11. 在本項所述設立該項押記或證明該項押記的設立的文書的經核證副本，必須連同本表格一併交付登記。一份關乎某項押記的文書的副本，如經以下的人核證為真實副本，即屬經核證副本—
 - (a) 以下的人—
 - (i) 交付該副本登記的公司或註冊非香港公司的董事或公司秘書；或
 - (ii) 該公司或註冊非香港公司為此目的授權的人；或
 - (b) 以下的人—
 - (i) 擁有該項押記的權益的任何其他人；或
 - (ii) 如—
 - (A) 擁有權益的人是自然人，該擁有權益的人為此目的授權的人；或
 - (B) 擁有權益的人是法人團體，該擁有權益的人為此目的授權的人，或該擁有權益的人的董事或公司秘書。
12. 請注意，登記時只須交付設立押記或證明押記的設立的文書的經核證副本。如誤把押記文書的正本而非經核證副本交付處長登記，處長不會就該押記文書正本在文件影像掃描過程中可能造成的任何損壞負責，亦不會就該押記文書正本可否安全交還提交人負責。
13. 如押記文書所用的語文並非中文或英文，提交人須一併交付一份和本表格所用的語文相同的文書的經核證譯本。

承按人或承押記人資料 (第 3 項)

14. 如有多於一名承按人或承押記人，請清楚列明各人的姓名／名稱及地址。如空位不足，可另紙提供。
15. 請申報承按人或承押記人的詳細地址，本處不接納「轉交」地址或郵政信箱號碼。如承按人或承押記人屬法人團體，請註明其註冊辦事處或主要營業地點的地址。

獲取財產的日期 (第 4 項)

16. 本項只適用於根據《公司條例》第 338 或 339 條交付登記的押記。如公司取得任何受押記規限的財產(有關押記在公司獲取該財產時已存在)，請在有關的空格內申報取得有關財產的程序完成的日期。取得有關財產的文件的副本，須與本表格一併交付，以作核對。

有關債權證應支付的佣金、津貼或折扣 (第 5 項)

17. 如公司或註冊非香港公司直接或間接支付或提供任何佣金、津貼或折扣予任何人，作為該人作出以下事情的代價—

(a) 無條件或有條件地認購該公司或註冊非香港公司的任何債權證，或同意如此認購該等債權證；或

(b) 促致或同意促致無條件或有條件地認購該公司或註冊非香港公司的任何債權證；

公司或註冊非香港公司須將有關佣金、津貼或折扣的詳情的陳述，以本表格交付處長登記。

STATEMENT OF PARTICULARS OF CHARGE

For the purposes of sections 335(1), 336(1), 338(2), 339(3), 340(2) and 342(2)
of Companies Ordinance (Cap. 622)

Notes for Completion of Form NM1

Introduction

1. All companies incorporated in Hong Kong (local companies) or registered in Hong Kong under Part 16 of the Companies Ordinance (registered non-Hong Kong companies) must deliver a statement of the particulars of every specified charge created by the company or charge existing on properties acquired by the company in this form to the Registrar of Companies (the Registrar) for registration, together with a certified copy of the instrument creating or evidencing the charge. Please note that only specified charges are required to be registered. To ascertain what a specified charge is, please refer to section 334 of the Companies Ordinance and seek independent legal advice.
2. (a) Charges on property owned by registered non-Hong Kong companies are not required to be registered if the charged property was not in Hong Kong when the charge was created or when the property was acquired by the registered non-Hong Kong company.

(b) Where a registered non-Hong Kong company has, on the date of its registration under Part 16 of the Companies Ordinance, property in Hong Kong that is subject to a charge created by the company or a charge that subsisted when the property was acquired, it is required to deliver this form for registration of that charge.
3. It is the duty of the company to deliver its specified charge for registration. However, a person interested in a specified charge, including the chargee, may also deliver the specified charge to the Registrar for registration.
4. Please fill in all particulars and complete all items consistently in either Chinese or English **AND** in the same language used in Section 2 of this form to describe the instrument creating or evidencing the mortgage or charge. 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.

Deadline for Delivery of this Form

7. This form should be delivered to the Registrar for registration within the registration period, i.e. within one month after the date on which the specified charge is created, or the date on which the acquisition is completed, or the date on which a registered non-Hong Kong company is registered under Part 16 of the Companies Ordinance, as the case may be.

In the case of a charge created by a local company outside Hong Kong and comprising property situate outside Hong Kong, this form should be delivered to the Registrar within one month after the date on which a certified copy of the instrument creating or evidencing the charge could, if despatched with due diligence, have been received in Hong Kong in due course of post.

Late delivery will not be accepted unless an order for extension of time is granted by the court.

Fee

8. 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

9. This form may be signed by the mortgagor (i.e. the company itself), the mortgagee or the person interested in the charge in the following manner —
 - (a) When the form is delivered by the company as a mortgagor, the form should be signed by a director or company secretary of the company, or by a person authorized by the company for the purpose.
 - (b) If the mortgagee or the interested person is a natural person, the form should be signed by the mortgagee or the interested person personally, or by a person authorized by the mortgagee or the interested person for the purpose.
 - (c) If the mortgagee or the interested person is a body corporate, the form should be signed by a director or company secretary of the mortgagee or the interested person, or by a person authorized by the mortgagee or the interested person for the purpose.

A form which is not properly signed will be rejected by the Companies Registry.

Instrument Creating or Evidencing the Charge (Section 2)

10. Please state the type or nature of the instrument creating or evidencing the charge, such as 'Mortgage', 'Debenture', 'Floating Charge', 'Trust Deed', etc.
11. A certified copy of the instrument creating or evidencing the charge described in this Section must be delivered together with this form for registration. A copy of an instrument in relation to a charge is a certified copy if it is certified as a true copy —
 - (a) by —
 - (i) a director or company secretary of the company or registered non-Hong Kong company delivering the copy for registration; or
 - (ii) a person authorized by that company or registered non-Hong Kong company for the purpose; or
 - (b) by —
 - (i) any other person interested in the charge; or
 - (ii) in the case of —
 - (A) an interested person who is a natural person, a person authorized by the interested person for the purpose; or
 - (B) an interested person that is a body corporate, a person authorized by the interested person for the purpose, or a director or company secretary of the interested person.
12. Please note that only a certified copy of the instrument creating or evidencing the charge is required to be delivered for registration. If the original charge instrument is mistakenly delivered to the Registrar instead of the certified copy, the Registrar will not be responsible for any damage to the original instrument that may result from the document image scanning process or for the safe return of the original charge instrument to the presenter.
13. If the language of the instrument is not in Chinese or English, the presenter is required to deliver, together with the instrument, a certified translation thereof in the language used in completing this form.

Particulars of Mortgagee or Chargee (Section 3)

14. If there is more than one mortgagee or chargee, please list out their names and addresses clearly. A separate sheet can be used if the space provided is insufficient.
15. Please provide the mortgagee's or chargee's full address. 'Care of' addresses or post office box numbers are not acceptable. If the mortgagee or chargee is a body corporate, please provide the address of its registered or principal office.

Date of Acquisition of Property (Section 4)

16. This section is only applicable to charges delivered for registration under section 338 or 339 of the Companies Ordinance. If the company has acquired a property that is subject to a charge when the property was acquired, please fill in the date on which the property was acquired in the box provided. A copy of the document effecting or evidencing the acquisition should also be delivered together with this form for verification.

Commission, Allowance or Discount Payable in Relation to the Debenture (Section 5)

17. If any commission, allowance or discount has been paid or made, directly or indirectly, by a company or registered non-Hong Kong company to any person in consideration of the person —
 - (a) subscribing or agreeing to subscribe, absolutely or conditionally, for any debenture of the company or registered non-Hong Kong company; or
 - (b) procuring or agreeing to procure absolute or conditional subscriptions for any debenture of the company or registered non-Hong Kong company;

the company or registered non-Hong Kong company must deliver a statement of the particulars of the commission, allowance or discount in this form to the Registrar for registration.