



公司註冊處
Companies Registry

押記詳情的陳述
(屬一個債權證系列的組成部分的債權證)
Statement of Particulars of Charge
(For Debenture Forming Part of a Series)

表格
Form **NM8**

商業登記號碼
Business Registration Number

註 Note

1 公司名稱 **Company Name**

2 A. 提述載有該項指明押記的文書的簽立日期
**Date of Execution of the Instrument by Reference to which
a Specified Charge is Given**

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

或 OR

B. 簽立有關債權證系列的首份債權證以設立指明押記的日期
**Date of Execution of the First Debenture of the Series
Creating a Specified Charge**

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

3 債權證持有人的受託人(如有的話) 的姓名或名稱
Names of Trustees, if any, for the Debenture Holders

10 4 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**

或 OR

B. 百分率 **Percentage**

提交人資料 **Presentor's Reference**

姓名／名稱 **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**

5 隨本表格交付的文書類別

Type of Instrument Delivered with this Form

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

提述載有該項指明押記的文書的經核證副本

A certified copy of the Instrument by reference to which the specified charge is given

或OR

債權證系列的任何一份債權證的經核證副本

A certified copy of any one debenture of the series

8

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》(第 622 章)
第 335(2)、336(2)、338A(4)、340(3) 及 342(3) 條規定交付的

押記詳情的陳述
(屬一個債權證系列的組成部分的債權證)

填表須知 — 表格 NM8

附註

引言

1. 根據《公司條例》第335(2)、336(2)、338A(4)及340(3)條，公司或註冊非香港公司須將有關屬一個債權證系列的組成部分的債權證押記的詳情的陳述，以本表格連同有關的指明的文書的經核證副本，交付公司註冊處處長(「處長」)登記。
2. 本表格適用於以下情況—

(a) 公司設立的指明押記—第335(2)條

- (i) 如公司設立了一項指明押記，而該項押記是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的(不論該債權證是否亦載有該項押記)，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，公司須在指明的登記期內，以本表格將關於該項押記的詳情的陳述，連同載有該項押記的文書(指明文書)的經核證副本，交付處長登記。指明的登記期為簽立該文書後的一個月。如有關指明押記是在香港以外設立，並且包含在香港以外的財產，則登記期是有關指明文書的經核證副本(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。
- (ii) 如公司設立了一項指明押記，而該項押記是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，公司須在指明的登記期內，以本表格將關於該項押記的詳情的陳述，連同有關債權證系列的任何一份債權證(指明文書)的經核證副本，交付處長登記。指明的登記期為簽立有關債權證系列的首份債權證後的一個月。如有關指明押記是在香港以外設立，並且包含在香港以外的財產，則登記期是有關指明文書的經核證副本(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。

(b) 註冊非香港公司設立的指明押記—第336(2)條

- (i) 如註冊非香港公司就其在香港境內的財產設立了一項指明押記，而該項押記是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的(不論該債權證是否亦載有該項押記)，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，註冊非香港公司須在簽立該文書後的一個月內，以本表格將關於該項押記的詳情的陳述，連同載有該項押記的文書(指明文書)的經核證副本，交付處長登記。
- (ii) 如註冊非香港公司就其在香港境內的財產設立了一項指明押記，而該項押記是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，註冊非香港公司須在簽立有關債權證系列的首份債權證後的一個月內，以本表格將關於該項押記的詳情的陳述，連同有關債權證系列的任何一份債權證(指明文書)的經核證副本，交付處長登記。

(c) 註冊非香港公司在根據《公司條例》第16部註冊之日已就財產設立的押記—第340(1)(a)(i)及340(3)條

在註冊非香港公司根據《公司條例》第16部註冊之日，如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，而該項押記所屬的種類，是假使它是在該公司根據第16部註冊後才由該公司設立，或該公司是在該項註冊後才取得該財產，則該公司便須按《公司條例》第336(1)條的規定將關於該項押記的詳情的陳述交付登記者—

- (i) 如該項押記是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的(不論該債權證是否亦載有該項押記)，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，該註冊非香港公司須在其根據第16部註冊的日期後的一個月內，以本表格將關於該項押記的詳情的陳述，連同載有該項押記的文書的經核證副本，交付處長登記；或
- (ii) 如該項押記是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，該註冊非香港公司須在其根據第16部註冊的日期後的一個月內，以本表格將關於該項押記的詳情的陳述，連同有關債權證系列的任何一份債權證的經核證副本，交付處長登記。

(d) 經遷冊公司在遷冊日之前設立的押記—第338A(4)條

如任何在香港以外地方成立為法團的公司，在其成為經遷冊公司前，設立了某項押記，而該項押記在遷冊日是存在的，及其所屬的種類，是假使它是在該日或在該日之後，才由該經遷冊公司設立，該經遷冊公司便須按《公司條例》第335條的規定將關於該項押記的詳情的陳述交付登記者—

- (i) 如該項押記是藉在屬一個債權證系列的組成部分的債權證提述任何其他載有該項押記的文書而由該債權證給予的(不論該債權證是否亦載有該項押記)，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，該經遷冊公司須在遷冊日之後的一個月內，以本表格將關於該項押記的詳情的陳述，連同載有該項指明押記的文書的經核證副本，交付處長登記；或
- (ii) 如該項押記是載於屬一個債權證系列的組成部分的債權證，但不是藉在該債權證提述任何其他文書而由該債權證給予的，而每名該債權證系列的債權證的持有人，均對該項押記的權益享有同等權利，該經遷冊公司須在遷冊日之後的一個月內，以本表格將關於該項押記的詳情的陳述，連同有關債權證系列的任何一份債權證的經核證副本，交付處長登記。

3. 就公司或註冊非香港公司設立的指明押記，公司有責任將該項押記的詳情的陳述，連同指明文書的經核證副本交付處長登記，惟擁有該項押記的權益的人亦可將關於該項押記的詳情的陳述，連同指明文書的經核證副本，交付處長登記。
4. 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。
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. 凡本表格是由公司或註冊非香港公司簽署，則須由其董事或公司秘書，或為此目的獲授權的人簽署。

凡本表格是由擁有該項押記的權益的人簽署，則須以下述方式簽署－

- (a) 如擁有該項押記的權益的人是自然人，則由該人親自簽署，或由其為此目的授權的人簽署；或
- (b) 如擁有該項押記的權益的人是法人團體，則由擁有該項押記的權益的人的董事或公司秘書簽署，或由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。

商業登記號碼

9. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼（即商業登記證號碼的首8位數字），「-」後的數字無須填寫。公司註冊處在**2023年12月27日**或之後向成立／註冊的公司所發出的「公司註冊證明書」或「非香港公司註冊證明書」，以及公司註冊處向經遷冊公司所發出的「遷冊證明書」，亦已採用商業登記號碼作為證明書上的編號。

有關債權證應支付的佣金、津貼或折扣的詳情的陳述 (第 4 項)

10. 如一

- (a) 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－
 - (i) 無條件或有條件地認購該公司的任何債權證，或同意如此認購該等債權證；或
 - (ii) 促使或同意促使無條件或有條件地認購該公司的任何債權證；
- (b) 該債權證屬一個債權證系列的組成部份，並載有押記或藉提述任何其他載有押記的文書而給予該項押記；
- (c) 該項押記是由該公司或註冊非香港公司設立的；及
- (d) 該項押記的詳情的陳述須根據《公司條例》第335(1)、336(1)、338A(4)或340(2)條以本表格交付登記

公司必須，或擁有該項押記權益的人(不適用於根據《公司條例》第338A(5)及340(3)條交付登記的押記的詳情的陳述)可在登記期(見本須知第2項)內將關於有關債權證應支付的佣金、津貼或折扣的詳情的陳述在本表格第4項申報並交付處長登記。

**STATEMENT OF PARTICULARS OF CHARGE
(FOR DEBENTURE FORMING PART OF A SERIES)**

**For the purposes of sections 335(2), 336(2), 338A(4), 340(3) and 342(3)
of Companies Ordinance (Cap. 622)**

Notes for Completion of Form NM8

Introduction

1. According to sections 335(2), 336(2), 338A(4) and 340(3) of the Companies Ordinance (the CO), a company or a registered non-Hong Kong company must deliver to the Registrar of Companies (the Registrar) for registration a statement of particulars of charge which is given in a debenture forming part of a series by reference to any other instrument containing the charge or is contained in a debenture forming part of a series, together with a certified copy of the specified instrument.
2. This form is applicable to the following situations —
 - (a) Specified charge created by a company – Section 335(2)
 - (i) Where a specified charge created by a company is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture) and every holder of the debentures of the series is entitled equally to the benefit of the charge, the company must deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument by reference to which the specified charge is given (specified instrument), to the Registrar for registration within the specified registration period. The specified registration period is one month after the execution of the specified instrument. Where the specified charge is created outside Hong Kong and comprising property situate outside Hong Kong, the registration period is one month after the date on which a certified copy of the specified instrument could, if despatched with due diligence, have been received in Hong Kong in due course of post.
 - (ii) Where a specified charge created by a company is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument) and every holder of the debentures of the series is entitled equally to the benefit of the charge, the company must deliver a statement of the particulars of the charge in this form, together with a certified copy of any one debenture of the series (specified instrument), to the Registrar for registration within the specified registration period. The specified registration period is one month after the execution of the first debenture of the series. Where the specified charge is created outside Hong Kong and comprising property situate outside Hong Kong, the registration period is one month after the date on which a certified copy of the specified instrument could, if despatched with due diligence, have been received in Hong Kong in due course of post.
 - (b) Specified charge created by a registered non-Hong Kong company – Section 336(2)
 - (i) Where a specified charge created by a registered non-Hong Kong company on property in Hong Kong of the company is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture) and every holder of the debentures of the series is entitled equally to the benefit of the charge, the registered non-Hong Kong company must deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument by reference to which the specified charge is given (specified instrument), to the Registrar for registration within one month after the execution of the specified instrument.
 - (ii) Where a specified charge created by a registered non-Hong Kong company is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument) and every holder of the debentures of the series is entitled equally to the benefit of the charge, the registered non-Hong Kong company must deliver a statement of the particulars of the charge in this form, together with a certified copy of any one debenture of the series (specified instrument), to the Registrar for registration within one month after the execution of the first debenture of the series.

(c) Charge created by a registered non-Hong Kong company existing on property on its date of registration under Part 16 of the CO – Sections 340(1)(a)(i) and 340(3)

If a registered non-Hong Kong company has, on the date of its registration under Part 16 of the CO, property in Hong Kong subject to a charge created by the company and the charge is of a kind that a statement of its particulars would have been required by section 336(1) of the CO to be delivered for registration had the charge been created by the company after the company has been registered under Part 16 of the CO —

- (i) if the charge created by the company is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture), and every holder of the debentures of the series is entitled equally to the benefit of the charge, the registered non-Hong Kong company must deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument by reference to which the specified charge is given, to the Registrar for registration within one month after the date on which the registered non-Hong Kong company is registered under Part 16 of the CO; or
- (ii) if the charge is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument), and every holder of the debentures of the series is entitled equally to the benefit of the charge, the registered non-Hong Kong company must deliver a statement of the particulars of the charge in this form, together with a certified copy of any one debenture of the series, to the Registrar for registration within one month after the date on which the registered non-Hong Kong company is registered under Part 16 of the CO.

(d) Charge created by a re-domiciled company before re-domiciliation date – Section 338A(4)

If a company incorporated outside Hong Kong has created a charge before it becomes a re-domiciled company, and the charge subsists on the re-domiciliation date and is of a kind that a statement of its particulars would have been required by section 335 of the CO to be delivered for registration had the charge been created by the re-domiciled company on or after that date —

- (i) if the charge created by the company is given in a debenture forming part of a series by reference to any other instrument containing the charge (whether or not also contained in the debenture), and every holder of the debentures of the series is entitled equally to the benefit of the charge, the re-domiciled company must deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument by reference to which the specified charge is given, to the Registrar for registration within one month after the re-domiciliation; or
- (ii) if the charge is contained in a debenture forming part of a series (but not given in the debenture by reference to any other instrument), and every holder of the debentures of the series is entitled equally to the benefit of the charge, the re-domiciled company must deliver a statement of the particulars of the charge in this form, together with a certified copy of any one debenture of the series, to the Registrar for registration within one month after the re-domiciliation date.

3. For a specified charge created by a company or registered non-Hong Kong company, it is a duty of the company to deliver a statement of the particulars of the charge, together with a certified copy of the specified instrument, to the Registrar for registration. However, a person interested in the charge may also deliver a statement of the particulars of the charge to the Registrar for registration, together with a certified copy of the specified instrument.
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 CO.

Fee

7. This form must be delivered with the correct 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. Where this form is signed by a company or a registered non-Hong Kong company, it should be signed by a director or company secretary of the company, or by a person authorized by the company for the purpose.

Where this form is signed by a person interested in the charge, it should be signed in the following manner —

- (a) if the interested person is a natural person, by the interested person personally, or by a person authorized by the interested person for the purpose; or
- (b) if the interested person is a body corporate, by a director or company secretary of the interested person, or by a person authorized by the interested person for the purpose.

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

Business Registration Number

9. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. The business registration number is also adopted as the "No." on the "Certificate of Incorporation" or "Certificate of Registration of Non-Hong Kong Company" issued by the Companies Registry to companies incorporated/registered on or after 27 December 2023, or the "Certificate of Re-domiciliation" issued to re-domiciled companies.

Statement of Particulars of Commission, Allowance or Discount Payable in Relation to the Debenture (Section 4)

10. If—

- (a) 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 —
 - (i) subscribing or agreeing to subscribe, absolutely or conditionally, for any debenture of the company; or
 - (ii) procuring or agreeing to procure absolute or conditional subscriptions for any debenture of the company,
- (b) the debenture forms part of a series of debentures, and either contains a charge or gives a charge by reference to any other instrument containing a charge;
- (c) the charge is created by the company or registered non-Hong Kong company; and
- (d) a statement of particulars of the charge is required to be delivered for registration under section 335(1), 336(1), 338A(4) or 340(2) of the CO,

the company must, or a person interested in the charge (other than where a statement of the particulars of the charge is delivered for registration under sections 338A(5) and 340(3) of the CO) may, deliver a statement of the particulars of the commission, allowance or discount payable in relation to the debenture in section 4 of this form to the Registrar for registration within the registration period (see Note 2).