



公司註冊處
Companies Registry

合資格公司的註冊申請書 Application for Registration of Eligible Company

表格
Form **NNC5**

註 Note

7 1 擬註冊的公司名稱 Company Name to be Registered

擬註冊的公司英文名稱 English Company Name to be Registered

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擬註冊的公司中文名稱 Chinese Company Name to be Registered

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8 2 擬註冊的公司類別 Type of Company to be Registered

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

- A. 無股本的擔保有限公司
a company limited by guarantee without a share capital
- B. 有股本的公眾無限公司
a public unlimited company with a share capital
- C. 有股本的私人無限公司
a private unlimited company with a share capital

<p>3 提交人資料 Presentor's Reference</p> <p>姓名 Name: 地址 Address:</p> <p>電話 Tel: 傳真 Fax: 電郵 Email: 檔號 Reference:</p>	<p>請勿填寫本欄 For Official Use</p>
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9 3 公司在香港的註冊辦事處地址
Address of the Company's Registered Office in Hong Kong

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

10 4 電郵地址 Email Address

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5 擔保有限公司的成員人數及成員的法律責任
Number and Liability of Members of a Company Limited by Guarantee

11 公司建議註冊的成員人數
Number of members with which the company proposes to register

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12 每名屬公司的成員的人均承諾，為《公司條例》第 810(2)(a)、(b)及(c)條的目的，若公司在該人是公司的成員期間清盤，或在該人不再是公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超過下述款額的款額，作為公司的資產。

Each person who is a member of the company undertakes that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding the amount stated below, to the company's assets for the purposes of section 810(2)(a), (b) and (c) of the Companies Ordinance.

成員類別 Class of Members	貨幣 Currency	款額 Amount

表格
Form **NNC5**

13 6 公司註冊時的股本及股份持有情況

Share Capital and Shareholdings on the Company's Registration

(只適用於有股本的無限公司 Only applicable to **Unlimited Company with a Share Capital**)

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	已發行股份 的總數 Total Number of Shares Issued	貨幣 Currency	成員認購的 股本總額 Total Amount of Share Capital Subscribed by Members (a)	已發行股份的 已繳或視為 已繳的總款額 Total Amount Paid Up or Regarded as Paid Up on the Shares Issued (b)	已發行股份的 未繳或視為 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid on the Shares Issued (a) - (b)
總值 Total					

14 6A 股份所附帶的權利的詳情 **Particulars of Rights Attached to Shares**

(只適用於發行超過一類股份的無限公司 Only applicable to unlimited company issuing more than 1 class of shares)

股份的類別 (如普通股／ 優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份等) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable etc.)

15 7 成員 Members

(如超過兩名成員，請用續頁 A 填報 Use Continuation Sheet A if more than 2 members)

1 中文姓名／名稱
Name in Chinese

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英文姓名／名稱
Name in English

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地址
Address

國家／地區
Country／Region

--

認購的股本
Share Capital
Subscribed #

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
	總數 Total Number	貨幣 Currency	總款額 Total Amount
總值 Total			

2 中文姓名／名稱
Name in Chinese

--

英文姓名／名稱
Name in English

--

地址
Address

國家／地區
Country／Region

--

認購的股本
Share Capital
Subscribed #

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
	總數 Total Number	貨幣 Currency	總款額 Total Amount
總值 Total			

表格
Form **NNC5**

16 8 公司秘書 Company Secretary

(如超過一名公司秘書屬自然人或法人團體，請用續頁 B 填報 Use Continuation Sheet B if more than 1 company secretary is a natural person or a body corporate)

A. 公司秘書(自然人) Company Secretary (Natural Person)

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

別名
Alias

中文 Chinese

英文 English

17 香港通訊地址
Hong Kong
Correspondence
Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

18 電郵地址
Email Address

19 身分證明 Identification

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

<input type="text"/>	<input type="text"/>	<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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(b) 護照
Passport

<input type="text"/>	<input type="text"/>
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簽發國家 / 地區 Issuing Country / Region

號碼 Number

21 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

20 香港地址
Hong Kong
Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

18 電郵地址
Email Address

公司編號 Company Number

16 9 董事 Directors

A. 董事(自然人) Director (Natural Person)

(如超過一名董事屬自然人，請用續頁 C 填報 Use Continuation Sheet C if more than 1 director is a natural person)

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

別名
Alias

中文 Chinese

英文 English

住址
Residential
Address

22

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

電郵地址
Email Address

23

身分證明 Identification

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

<input type="text"/>	<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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(b) 護照
Passport

<input type="text"/>	<input type="text"/>
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簽發國家/地區 Issuing Country/Region

號碼 Number

26

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.

27

出任董事職位同意書 Consent to Act as Director

本人同意在公司註冊時擔任其董事，並確認本人已年滿 18 歲。

I consent to be a director of the company on its registration and confirm that I have attained the age of 18 years.

簽署 Signed : _____

9 董事 Directors (續上頁 cont'd)

B. 董事(法人團體) Director (Body Corporate)

(如超過一名董事屬法人團體，請用續頁 D 填報 Use Continuation Sheet D if more than 1 director is a body corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

25

地址
Address

國家／地區
Country／Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

23

電郵地址
Email Address

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)

26

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.

27

出任董事職位同意書 Consent to Act as Director

本人獲上述法人團體授權確認上述法人團體同意在公司註冊時擔任其董事。

I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its registration.

簽署 Signed :

法人團體的董事／公司秘書／獲授權人士*
Director/Company Secretary/Authorized Person of the Body Corporate*

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

表格
Form **NNC5**

10 公司的章程文件 Constitutional Document(s) of the Company

隨本表格交付的章程文件名稱 Name(s) of the Constitutional Document(s) Delivered with this Form

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11 聲明成員分擔支付的款額的決議 Resolution Declaring Amount of Contribution by Member
(只適用於擔保有限公司 Only applicable to a **company limited by guarantee**)

隨本表格交付的決議的日期
Date of the Resolution Delivered with this Form

日 DD	月 MM	年 YYYY

12 成員陳述書 Statement of Member

本人現核證 I certify that :

- (a) 公司的成員的法律責任沒有被某條例所限定，或是按照法律以其他方式予以限定。
The liability of the members of the company is not limited by an Ordinance or otherwise according to law.
- (b) 公司的成員同意申請註冊
Members Assent to the Registration
請在適用的空格內加上 ✓ 號 Please tick the relevant box
 - 在為將公司註冊為擔保有限公司而召開的公司成員大會上，最少 75% 出席該大會的成員同意將公司註冊為擔保有限公司。
There is assent to the registration of the company as a company limited by guarantee by at least 75% of the members present at a general meeting of the company convened for the purpose.
 - 在為將公司註冊為無限公司而召開的公司成員大會上，過半數出席該大會的成員同意將公司註冊為無限公司。
There is assent to the registration of the company as an unlimited company by a majority of the members present at a general meeting of the company convened for the purpose.
- (c) 本人為公司的成員或獲其授權人士(如成員為法人團體)並獲其他成員授權簽署本表格。
I am a member of this company or an authorized person of a member, which is a body corporate (if applicable) and am authorized by the other members to sign this form.
- (d) 名列本表格內的每一名屬自然人的公司秘書通常居於香港。
Each of the company secretaries named in this form who is a natural person ordinarily resides in Hong Kong.
- (e) 本表格所載的資料、陳述及詳情均屬準確，並與公司的章程文件內的資料、陳述及詳情相符。
The information, statements and particulars contained in this form are accurate and consistent with those contained in the company's constitutional document.
- (f) 隨本表格交付的文件的文本與公司備存的正本文件相同。
The copy (copies) of document(s) delivered together with this form is (are) the same as the original document(s) kept by the company.
- (g) 公司已遵守《公司條例》中就有關合資格公司註冊的所有規定。
All the requirements of the Companies Ordinance in respect of the registration of an eligible company have been complied with.

本表格包括下列續頁 This Form includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B	C	D
頁數 Number of pages				

簽署 Signed:

姓名 Name : _____ 日期 Date : _____
成員 Member 日 DD / 月 MM / 年 YYYY

15 成員詳情 (第 7 項) **Details of Members (Section 7)**

1 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country／Region

認購的股本 Share Capital Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country／Region

認購的股本 Share Capital Subscribed #	股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.)	向該成員發行的股份數目 Shares Issued to the Member		
		總數 Total Number	貨幣 Currency	總款額 Total Amount
	總值 Total			

16 公司秘書詳情 (第 8 項) Details of Company Secretary (Section 8)

A. 公司秘書(自然人) Company Secretary (Natural Person)

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

別名 Alias

中文 Chinese 英文 English

17 香港通訊地址 Hong Kong Correspondence Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

18 電郵地址 Email Address

19 身分證明 Identification

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

(b) 護照 Passport

簽發國家 / 地區 Issuing Country / Region 號碼 Number

21 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱 Name in Chinese

英文名稱 Name in English

20 香港地址 Hong Kong Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

18 電郵地址 Email Address

公司編號 Company Number

16 董事(法人團體)詳情 (第 9B 項) Details of Directors (Body Corporate) (Section 9B)

董事(法人團體) Director (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

**25 地址
Address**

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

**23 電郵地址
Email Address**

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)

26 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.

27 出任董事職位同意書 Consent to Act as Director

本人獲上述法人團體授權確認上述法人團體同意在公司註冊時擔任其董事。

I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its registration.

簽署 Signed :

 法人團體的董事/公司秘書/獲授權人士*
 Director/Company Secretary/Authorized Person of the 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 807(2)條規定交付的

合資格公司的註冊申請

填表須知 — 表格 NNC5

附註

引言

1. 合資格公司可以本表格向公司註冊處處長(「處長」)申請,將公司註冊為擔保有限公司或無限公司。本表格必須連同合資格公司的每份章程文件的文本;及(如屬要求註冊為擔保有限公司的申請)符合《公司條例》第810(2)條的決議的文本一併交付。
2. 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。
3. 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。公司註冊處會以傳真方式通知提交人親身領取「公司註冊證明書」。如提交人委託他人代領,需簽署授權書。
4. 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

5. 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《公司(費用)規例》。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

6. 本表格必須由一名名列本表格內的成員簽署並核證第 12 項「成員陳述書」內的各項陳述。如成員屬法人團體,本表格必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。公司註冊處不接納未簽妥的表格。

擬註冊的公司名稱 (第 1 項)

7. (a) 請填報合資格公司的公司名稱。
(b) 如合資格公司要求註冊為**擔保有限公司**,其擬註冊的公司英文名稱的最後一個字須為“Limited”,而擬註冊的公司中文名稱的最後 4 個中文字須為“有限公司”。

擬註冊的公司類別 (第 2 項)

8. (a) 如公司沒有股本及公司的章程文件將其成員的法律責任限於該成員藉章程文件承諾在公司清盤時支付作為公司資產的款額,該公司即屬「擔保有限公司」。
(b) 如公司的成員的法律責任並無上限,該公司即屬「無限公司」。
(c) 如公司的章程文件限制成員轉讓股份的權利、將成員最高人數限於 50 人及禁止邀請公眾人士認購該公司的任何股份或債權證;而公司亦不屬擔保有限公司,該公司即屬「私人公司」。如公司既不屬私人公司亦不屬擔保有限公司,則公司即屬「公眾公司」。
(d) 如有需要,請就選擇合適的公司類別尋求獨立的法律意見。

公司在香港的註冊辦事處的地址 (第 3 項)

9. 請在本項填報公司在香港的註冊辦事處的詳細地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。

電郵地址 (第 4 項)

10. 請提供公司的電郵地址(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 NR1通知公司註冊處。

擔保有限公司的成員人數及成員的法律責任 (第 5 項)

11. 請註明公司建議註冊的成員人數，不可填上「無限」。
12. 每名身為合資格公司的成員的人，須承諾若該公司在該人是該公司的成員期間或不再是該公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超過指明款額的款額，作為該公司的資產，以—
- (a) 支付該公司在該人不再是該公司的成員之前所訂約承擔的債項及債務；
 - (b) 支付該公司清盤的費用及開支；及
 - (c) 調整分擔人之間的權利。

請在本項註明不同類別的成員所承諾分擔支付的款額。

公司註冊時的股本及股份持有情況 (第 6 項)

13. 有股本的無限公司必須填報其註冊時的股本及股份持有情況。以下例子只供參考。

例： 甲乙丙無限公司在註冊時發行 10,000 股普通股，而成員認購的股本總額為 20,000 元，已繳付或視為已繳付的款額為 10,000 元。

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	已發行股份 的總數 Total Number of Shares Issued	貨幣 Currency	成員認購的 股本總額 Total Amount of Share Capital Subscribed by Members (a)	已發行股份的 已繳或視為 已繳的總款額 Total Amount Paid Up or Regarded as Paid Up on the Shares Issued (b)	已發行股份的 未繳或視為 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid on the Shares Issued (a) – (b)
普通股	10,000	港元	20,000	10,000	10,000
總值 Total	10,000	港元	20,000	10,000	10,000

股份所附帶的權利的詳情 (第 6A 項)

14. 如公司的股本分為不同類別的股份，請就每一類股份述明該類別股份—
- (a) 所附帶的表決權的詳情，包括只在某些情況下產生的權利；
 - (b) 所附帶的、在分派股息時參與該項分派的權利的詳情；
 - (c) 所附帶的、在分派股本時(包括清盤時進行的分派)參與該項分派的權利的詳情；及
 - (d) 是否屬可贖回股份。

成員 (第 7 項)

15. 請填報每名成員的資料。如註冊有股本的無限公司，請同時填報公司在其註冊時向該成員發行的股份數目，及該成員在該公司註冊時認購的股本總額。

公司秘書及董事 (第 8 及 9 項)

16. (a) 公司秘書及董事的詳情，必須在本表格第 8 及 9 項填報。
- (b) 無股本的擔保有限公司或有股本的公眾無限公司必須有一名公司秘書及最少兩名董事，公司秘書職位可由其中一名董事兼任。法人團體 **不得** 出任無股本的擔保有限公司或有股本的公眾無限公司的董事。
- (c) 有股本的私人無限公司必須有一名公司秘書及最少一名是自然人的董事，公司秘書職位 **不得** 同時由公司的唯一董事兼任。只有一名董事的私人無限公司 **不得** 委任一個以該董事為唯一董事的法人團體作為公司秘書。

公司秘書 (第 8A 及 8B 項)

17. 如公司秘書屬自然人，必須通常居於香港，但只須填報其 **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。
18. 請提供公司秘書的電郵地址(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。
19. 請填報屬自然人的公司秘書的香港身分證號碼。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」。
20. 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。
21. 如某商號的所有合夥人為公司的聯名公司秘書，請在供公司秘書(法人團體)填報的空格內(第 8B 項)填報商號名稱及其在 **香港** 的主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。

董事 (第 9A 及 9B 項)

22. 請填報屬自然人的董事的 **通常住址**。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
23. 請提供董事的電郵地址(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。
24. 請填報屬自然人的董事的香港身分證號碼。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」。
25. 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，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
26. 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) 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。
27. 每一名董事均須作出陳述，同意在公司註冊時擔任其董事。如董事屬法人團體，同意書必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。

Application for Registration of Eligible Company

For the purposes of section 807(2) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC5

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for registration of an eligible company as a company limited by guarantee or an unlimited company. This form **must be accompanied by a copy of every constitutional document of the eligible company and in the case of an application for registration as a company limited by guarantee, a copy of the resolution that complies with section 810(2) of the Companies Ordinance.**
2. 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.
3. 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. The Companies Registry will notify the presentor by fax to collect the Certificate of Registration in person. A written authorization will be required if the presentor sends a representative to collect the certificate.
4. 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

5. 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 Companies (Fees) Regulation 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

6. A member named in this form must sign this form and **certify the statements made in the Statement of Member in Section 12.** If the member is a body corporate, this form must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf. A form which is not properly signed will be rejected by the Companies Registry.

Company Name to be Registered (Section 1)

7. (a) Please fill in the name of the eligible company.
(b) If the company is to be registered as a company limited by guarantee, its English Company Name to be registered must have 'Limited' as the last word of that name and its Chinese Company Name to be registered must have '有限公司' as the last 4 Chinese characters of that name.

Type of Company to be Registered (Section 2)

8. (a) A company is a 'company limited by guarantee' if it does not have a share capital and the liability of its members is limited by the company's articles to the amount that the members undertake, by those articles, to contribute to the assets of the company in the event of its being wound up.
(b) A company is an 'unlimited company' if there is no limit on the liability of its members.
(c) A company is a 'private company' if its articles restrict a member's right to transfer shares, limit the number of members to 50, and prohibit any invitation to the public to subscribe for any shares or debentures of the company; and it is not a company limited by guarantee. A company is a 'public company' if it is not a private company and not a company limited by guarantee.
(d) Please seek independent legal advice on the choice of an appropriate type of company, if necessary.

Address of the Company's Registered Office in Hong Kong (Section 3)

9. The full address of the company's registered office in Hong Kong must be stated in this Section. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

Email Address (Section 4)

10. Please provide the email address of the company, if any, to facilitate electronic communication. If there are any subsequent changes in the email address, please notify the Companies Registry by completing Form NR1.

Number and Liability of Members of a Company Limited by Guarantee (Section 5)

11. Please indicate the number of members with which the company **proposes** to register on its registration. Please ***do not*** state “unlimited”.
12. Each person who is a member of the eligible company has to undertake that if the company is wound up while the person is such a member, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding a specified amount, to the company’s assets —
- (a) for the payment of the company’s debts and liabilities contracted before the person ceases to be such a member;
 - (b) for the payment of the costs and expenses of winding up the company; and
 - (c) for the adjustment, among the contributories, of their rights.

Please state the amount undertaken to be contributed by each class of members in this Section.

Share Capital and Shareholdings on the Company’s Registration (Section 6)

13. An unlimited company with a share capital must state the details of the share capital and shareholdings on its registration. An example is provided below for reference only.

e.g. ABC Company, an unlimited company, has initial shareholdings of 10,000 ordinary shares on its registration. The total amount of share capital subscribed by members is HKD20,000, of which the amount paid up or regarded as paid up is HKD10,000.

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	已發行股份 的總數 Total Number of Shares Issued	貨幣 Currency	成員認購的 股本總額 Total Amount of Share Capital Subscribed by Members	已發行股份的 已繳或視為 已繳的總款額 Total Amount Paid Up or Regarded as Paid Up on the Shares Issued	已發行股份的 未繳或視為 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid on the Shares Issued
			(a)	(b)	(a) – (b)
Ordinary	10,000	HKD	20,000	10,000	10,000
總值 Total	10,000	HKD	20,000	10,000	10,000

Particulars of Rights Attached to Shares (Section 6A)

14. If the share capital of the company is to be divided into different classes of shares, please state for each class of shares —
- (a) the particulars of any voting rights attached to the shares in class, including rights that arise only in certain circumstances;
 - (b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
 - (d) whether or not shares in that class are redeemable shares.

Members (Section 7)

15. Please provide the details of each member. For registration as an unlimited company with a share capital, please also state the number of shares that the company issues to the member and the total amount of share capital subscribed by the member on the company’s registration.

Company Secretary and Directors (Sections 8 and 9)

16. (a) The details of the company secretary and directors must be reported in Sections 8 and 9 of this form.
- (b) A company limited by guarantee without a share capital or a public unlimited company with a share capital must have a company secretary and at least two directors, one of whom may be the company secretary. It must **not** have a body corporate as its director.
- (c) A private unlimited company with a share capital 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. A private company having only one director must **not** have a body corporate as its company secretary the sole director of which is the sole director of the private company.

Company Secretary (Sections 8A and 8B)

17. If the company secretary is a natural person, he or she must ordinarily reside in Hong Kong, but he or she is only required to provide the **correspondence address in Hong Kong**. Non-Hong Kong addresses or post office box numbers are not acceptable.
18. Please provide the email address of the company secretary, 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.
19. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country/region of the passport of the company secretary 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.
20. 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.
21. If all the partners in a firm are joint company secretaries of the company, please state the name of the firm and the address of its principal office in **Hong Kong** in the boxes provided for Company Secretary (Body Corporate) (Section 8B). Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

Directors (Sections 9A and 9B)

22. Please provide the **usual residential address** of a director who is a natural person. 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.
23. Please provide the email address of the 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.
24. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country/region of the passport of a director 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.
25. 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.
26. 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). 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.
27. Every director shall make a statement that he or she has consented to be a director of the company on the company's registration. If the director is a body corporate, the statement must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf.