

## 公司條例 ( 第 622 章 )

現公布下列由本人依據《公司條例》( 第 622 章 ) ( 下稱「該條例」 ) 第 23 條指明的表格已予修訂，由《2018 年公司 ( 修訂 ) ( 第 2 號 ) 條例》的生效日期起，即 2019 年 2 月 1 日，隨即依據該條例使用。

現刊登經修訂的表格，以廣周知。

表格編號	表格名稱	該條例的相關條文
NR2	登記冊及公司紀錄備存地點通知書	309(2)&(3), 351(4)&(5), 354(1)&(2), 385(2)&(3), 471(4), 543(5), 619(2)&(3), 628(2)&(3), 641(4)&(5), 648(4)&(5), 653M(2)&(3), 653N(1)&(2)

2019 年 1 月 11 日

公司註冊處處長鍾麗玲



公司註冊處  
Companies Registry

## 登記冊及公司紀錄備存地點通知書 Notice of Location of Registers and Company Records

表格  
Form **NR2**

公司編號 Company Number

註 Note

### 1 公司名稱 Company Name

### 2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records

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

9  
10  
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登記冊／公司紀錄  
Registers／Company Records

備存地點(註冊辦事處以外) Location (Other than the Registered Office) <sup>#</sup>	轉為備存於 註冊辦事處 Changed to be Kept at Registered Office <sup>#</sup>	生效日期 Effective Date (日 / 月 / 年 DD / MM / YYYY)
<input type="checkbox"/> 成員登記冊 Register of Members	<input type="checkbox"/>	
<input type="checkbox"/> 重要控制人登記冊 Significant Controllers Register	<input type="checkbox"/>	
<input type="checkbox"/> 董事登記冊 Register of Directors	<input type="checkbox"/>	
<input type="checkbox"/> 公司秘書登記冊 Register of Company Secretaries	<input type="checkbox"/>	
<input type="checkbox"/> 債權證持有人登記冊 Register of Debenture Holders	<input type="checkbox"/>	

<sup>#</sup> 就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。  
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to its "Principal Place of Business" in Hong Kong.

### 6 提交人資料 Presentor's Reference

姓名 Name:  
地址 Address:

電話 Tel: 傳真 Fax:  
電郵 Email:  
權號 Reference:

### 請勿填寫本欄 For Official Use

表格  
Form **NR2**

公司編號 Company Number

**2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records** (續上頁 cont'd)

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

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**登記冊／公司紀錄  
Registers／Company Records**

- 押記登記冊  
Register of Charges**  
(本地公司及註冊非香港公司均適用 Applicable to both local companies and registered non-Hong Kong companies)
- 設立押記的文書的副本  
Copies of Instruments Creating Charges**  
(本地公司及註冊非香港公司均適用 Applicable to both local companies and registered non-Hong Kong companies)
- 獲准許的彌償條文的文本或一份列明該條文的條款之書面備忘錄  
Copy of Permitted Indemnity Provision or a Written Memorandum Setting out the Terms of the Provision**
- 管理合約的文本或列出該合約的條款之書面備忘錄  
Copy of Management Contract or a Written Memorandum Setting out the Terms of the Contract**
- 董事或成員決議的文本／董事會議或成員大會的職事程序紀錄／唯一董事或成員的決定的書面紀錄  
Copies of Resolutions of Directors or Members, Minutes of Proceedings of Directors' Meetings or General Meetings and Written Records of Decisions of Sole Director or Member**
- 第 384 條所述的載有相關詳情的登記冊  
Register of Particulars Referred to in section 384**

備存地點(註冊辦事處以外) Location (Other than the Registered Office) #	轉為備存於 註冊辦事處 Changed to be Kept at Registered Office*	生效日期 Effective Date (日 / 月 / 年 DD / MM / YYYY)
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	

# 就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。  
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to "its Principal Place of Business" in Hong Kong.

本通知書所包括的續頁數目

Number of Continuation Sheet(s) included in this Notice

8 簽署 Signed :

姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_

董事／公司秘書／經理／獲授權代表\*  
Director / Company Secretary / Manager /  
Authorized Representative\*

日 DD / 月 MM / 年 YYYY

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

**登記冊及公司紀錄的備存地點(第 2 項)**

**Location of Registers and Company Records (Section 2)**

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

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<b>登記冊／公司紀錄</b> <b>Registers / Company Records</b>	備存地點(註冊辦事處以外) Location (Other than the Registered Office) <sup>#</sup>	轉為備存於 註冊辦事處 Changed to be Kept at Registered Office <sup>#</sup>	生效日期 Effective Date (日 / 月 / 年 DD / MM / YYYY)
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	
		<input type="checkbox"/>	

<sup>#</sup> 就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。  
 A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to its "Principal Place of Business" in Hong Kong.

**《公司條例》(香港法例第 622 章)**  
**第309(2)和(3)、351(4)和(5)、354(1)和(2)、385(2)和(3)、471(4)、543(5)、619(2)**  
**和(3)、628(2)和(3)、641(4)和(5)、648(4)和(5)、653M(2)和(3)以及653N(1)和(2)條**  
**規定交付的**

**登記冊及公司紀錄備存地點通知書**

**填表須知 — 表格 NR2**

**附註**

**引言**

1. 公司必須根據《公司條例》的規定，備存各類登記冊及公司紀錄於公司的註冊辦事處或某個根據《公司條例》第356及657條訂立的規例所訂明公司註冊辦事處以外的地方。該等登記冊及公司紀錄包括—
  - (a) 成員登記冊(第 627 條)
  - (b) 重要控制人登記冊(第 653H 條)
  - (c) 董事登記冊(第 641 條)
  - (d) 公司秘書登記冊(第 648 條)
  - (e) 債權證持有人登記冊(第 308 條)
  - (f) 押記登記冊(第 352 條)
  - (g) 設立押記的文書的副本(第 351 條)
  - (h) 獲准許的彌償條文的文本或一份列明該條文的條款的書面備忘錄(第471條)
  - (i) 管理合約的文本或列出該合約的條款的書面備忘錄(第 543 條)
  - (j) 董事或成員決議的文本、董事會議或成員大會的議事程序紀錄及唯一董事或成員的決定的書面紀錄(第481、483和618條)及
  - (k) 第384條所述的載有相關詳情的登記冊(第384條)。

根據《公司條例》第 657 條訂立的規例所訂明的地方是香港境內的地方。

2. 註冊非香港公司必須根據《公司條例》的規定，備存押記登記冊及設立押記的文書的副本於公司在香港的主要營業地點，或根據《公司條例》第 356 條訂立的規例所訂明公司在香港的主要營業地點以外的地方。根據《公司條例》第 356 條訂立的規例所訂明的地方是香港境內的地方。
3. 公司或註冊非香港公司須將登記冊或公司紀錄備存的地方，通知公司註冊處處長(「處長」)。除非該等登記冊及紀錄時刻備存在公司的註冊辦事處(或就有備存押記登記冊及設立押記的文書的副本的註冊非香港公司而言，備存於公司在香港的主要營業地點)，公司或註冊非香港公司必須在該些登記冊或公司紀錄首次在該些地方備存後，及在備存的地方有任何更改後的 15 日內，交付本表格予處長登記。
4. 原有公司(指在《2018 年公司(修訂)條例》生效日期前已存在的公司)在符合下列情況下，無須將其重要控制人登記冊備存所在的地方通知處長—
  - (a) 如自該公司的重要控制人登記冊開始存在時起，已將該登記冊時刻備存於該公司的註冊辦事處，又或
  - (b) (i) 自該生效日期起，該公司的成員登記冊繼續時刻備存於在緊接該生效日期前該登記冊所備存的地方，而在緊接該生效日期前，該公司已就其成員登記冊所備存的地方，將根據《公司條例》第 628 條所規定的通知交付處長；及
  - (ii) 自該公司的重要控制人登記冊開始存在時起，該登記冊亦已時刻備存於該公司的成員登記冊所備存的同一地方。

5. 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。
6. 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。
7. 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**

8. 本表格必須由一名董事或公司秘書簽署，如屬註冊非香港公司，本表格亦可由一名經理或獲授權代表簽署。公司註冊處不接納未簽妥的表格。

#### **登記冊及公司紀錄的備存地點 (第 2 項)**

9. 請申報各項登記冊及公司紀錄在香港的備存地點的詳細地址。非香港地址或郵政信箱號碼恕不接受。
10. 如登記冊或公司紀錄的備存地點由公司註冊辦事處以外的地方轉為公司註冊辦事處，請於「轉為備存於註冊辦事處」一欄就有關的登記冊或紀錄的空格內加上 ✓ 號，而「備存地點(註冊辦事處以外)」一欄則無需填寫公司的註冊辦事處地址。
11. 如公司將某登記冊或公司紀錄的不同部分備存於不同的地點，須於備存地點的詳細地址後加上附註，清楚述明哪一部分的登記冊或公司紀錄是備存於該地址。例如，公司將某登記冊按時段備存於不同的地點時，須述明備存於每一地點的登記冊所涵蓋的時段。

## NOTICE OF LOCATION OF REGISTERS AND COMPANY RECORDS

**For the purposes of sections 309(2)&(3), 351(4)&(5), 354(1)&(2), 385(2)&(3), 471(4), 543(5), 619(2)&(3), 628(2)&(3), 641(4)&(5), 648(4)&(5), 653M(2)&(3) and 653N(1)&(2) of Companies Ordinance (Cap. 622)**

### Notes for Completion of Form NR2

#### Introduction

1. A company is required to keep various registers and company records pursuant to the requirements of the Companies Ordinance at its registered office or at places other than the registered office as prescribed by regulations made under sections 356 and 657 of the Companies Ordinance. These registers and company records include –
  - (a) register of members (section 627)
  - (b) significant controllers register (section 653H)
  - (c) register of directors (section 641)
  - (d) register of company secretaries (section 648)
  - (e) register of debenture holders (section 308)
  - (f) register of charges (section 352)
  - (g) copy of every instrument creating a charge (section 351)
  - (h) copy of a permitted indemnity provision or a written memorandum setting out the terms of the provision (section 471)
  - (i) copy of a management contract or a written memorandum setting out the terms of the contract (section 543)
  - (j) copies of resolutions of directors or members, minutes of proceedings of directors' meetings or general meetings and written records of decisions of the sole director or member (sections 481, 483 and 618), and
  - (k) register of particulars referred to in section 384 (section 384).

The place prescribed by regulations made under section 657 of the Companies Ordinance is a place in Hong Kong.

2. A registered non-Hong Kong company is required to keep a register of charges and copies of instruments creating charges pursuant to the requirements of the Companies Ordinance at its principal place of business in Hong Kong or at places other than a company's principal place of business in Hong Kong as prescribed by regulations made under section 356 of the Companies Ordinance. The place prescribed by regulations made under section 356 of the Companies Ordinance is a place in Hong Kong.
3. A company or a registered non-Hong Kong company must notify the Registrar of Companies (the Registrar) of the places at which the registers and company records are kept. Unless the registers and records have at all times been kept at the registered office of the company (or the principal place of business in Hong Kong for the register of charges and copies of instruments creating charges kept by a registered non-Hong Kong company), the company must notify the Registrar in this form of the locations of the registers and company records within 15 days after they are first kept at those places and of any changes in those locations.
4. An existing company (that is a company that came into existence before the commencement of the Companies (Amendment) Ordinance 2018) is not required to notify the Registrar of the place at which its significant controllers register is kept if:
  - (a) since the company's significant controllers register came into existence, the register has at all times been kept at the company's registered office; **OR**
  - (b) (i) since the commencement date, the company's register of members has at all times been kept at the place at which it was kept immediately before that date, and immediately before the commencement date, the company has delivered to the Registrar notice(s) to notify the Registrar of the place at which the register of members is kept (as required under section 628); and
  - (ii) since the company's significant controllers register came into existence, the register has at all times been kept at the same place at which the company's register of members is kept.

5. 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.
6. Please complete the Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
7. 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**

8. This form must be signed by a director or the company secretary. For a registered non-Hong Kong company, this form can also be signed by a manager or the authorized representative. A form which is not properly signed will be rejected by the Companies Registry.

**Location of Registers and Company Records (Section 2)**

9. Please state the full address(es) of the location(s) in Hong Kong at which the respective registers and records are kept. Non-Hong Kong addresses or post office box numbers are not acceptable.
10. If the location of a register or record is changed from a place other than the company's registered office to the company's registered office, please put a tick in the box in the column of "Changed to be Kept at Registered Office" in respect of the register or record. There is no need to state the address of the company's registered office in the column of "Location (Other than the Registered Office)".
11. Where different parts of a register or company record are kept at different places, a note should be added after each location clearly stating which part of the register or company record is kept at that place (e.g. in the case where a register covering different periods is kept at different locations, state the period covered by the specific part of the register that is kept at each location).