

New Companies Ordinance > Specified Forms

New Companies Ordinance**Specified Forms**

The Registrar of Companies has specified 83 forms for use under the new Companies Ordinance (Chapter 622) ("the new CO") and 9 forms for use under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) (i.e. the new name for the existing Companies Ordinance (Chapter 32)), with effect from 3 March 2014.

The first batch of 83 forms and the second batch of 9 forms have been published in the Gazette on 1 and 8 November 2013 ([G.N. 6495](#) and [G.N. 6633](#)) respectively. The newly specified forms in MS Chinese Word 2003 format and Adobe fillable pdf format can now be downloaded from this section. A CD-ROM containing a full set of the new forms (HK\$30 each) and hard copies of individual forms (HK\$4 or HK\$7 each) are also available for purchase at the Information Counter on the 14th floor of the Queensway Government Offices, 66 Queensway, Hong Kong. Please approach the Information Counter for details.



All the new forms should be used with effect from the commencement of the new CO on 3 March 2014. However, as a transitional arrangement, the Companies Registry will continue to accept existing forms which are specified under the existing Companies Ordinance (Chapter 32) for a period of three months from 3 March 2014 subject to the following exceptions:

(A) Forms that will NOT be accepted immediately upon the commencement of the new CO on 3 March 2014.

Form NC1	Incorporation Form (Company Limited by Shares)
Form NC1G	Incorporation Form (Company Not Limited by Shares)
Form DR1	Application for Deregistration of a Defunct Private Company
Form N12	Statement of Approved Name for Carrying on Business in Hong Kong by a Non-Hong Kong Company
Form M2	Memorandum of Satisfaction or Release of Property from Charge

(B) Forms that will NOT be accepted after eight weeks from the commencement of the new CO (i.e. from 28 April 2014 onwards)

Form M1	Mortgage or Charge Details
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Listed below are the 92 new forms prepared in MS Chinese Word 2003  and fillable pdf  format. Please right click the mouse and select "save as" to download the file and then open the file by using MS Chinese Word or Acrobat Reader.



































You need to use Adobe Acrobat Reader to view or download documents in pdf format. If you need to view, download, complete or save the specified forms in fillable pdf format, please use


















Adobe Acrobat Reader 9.0 or above . Please also install the [Asian Font Pack \(Traditional Chinese\)](#) to view and print Chinese characters in the fillable pdf form properly.






















A. Specified forms for use under the new Companies Ordinance (Cap. 622)

(I) Newly Specified Forms for delivery to the Companies Registry





















	New Form Number	Section(s) in the new CO	Form to be Replaced	Description of Form	Word	Fillable pdf	Fee HK\$
Amalgamation							
1.	NAMA1	684(1)(a)	New form	Approved Amalgamation Proposal			-
2.	NAMA2	684(1)(b)	New form	Certificate on Solvency Statement by Directors of Amalgamating Company			-
3.	NAMA3	684(1)(c)	New form	Certificate of Approval of Amalgamation by Directors of			-





































				Amalgamating Company			
4.	NAMA4	684(1)(d)	New form	Notice of Appointment of Directors of Amalgamated Company			-
5.	NAMA5	684(1)(e)	New form	Certificate on Claims of Creditors by Directors of Amalgamated Company			-
6.	NAMA6	686(4)	New form	Notice of Application to Court to Intervene in Amalgamation Proposal			-
Annual Return / Financial Statements							
7.	NAR1	662	AR1, AR2, AR3	Annual Return			Details
8.	NAC3	449(3)	AC3	Statement of Revision of Financial Statements			-
9.	NAC4	371(2)	New form	Notice of Alteration of Accounting Reference Date			-
Articles of Association / Members							
10.	NAA1	88, 96	New form	Notice of Alteration of Company's Articles			-
11.	NAA2	89	New form	Notice of Alteration of Company's Objects			-
12.	NAA3	90	New form	Notice of Alteration of Certain Articles by Existing Company			-
13.	NAA4	94(2), 95(2)	New form	Notice of Change of Company Status			-
14.	NMEM1	114(1)	New form	Notice of Increase in Number of Members of Company Limited by Guarantee			-
Auditors							
15.	NA1	419(4)	A1	Notice of Removal of Auditor			-
16.	NA2	417(3)	New form	Notification of Resignation of Auditor			-
Change of Company Name							
17.	NNC2	107(2), 770(2)	NC2	Notice of Change of Company Name			295
18.	NNC4	108(2)	NC4	Notice of Court Order Restraining Company from Use of Name			-
Deregistration							
19.	NDR1	750	DR1	Application for Deregistration of Private Company or Company Limited by Guarantee			420
Directors and Company Secretary							
20.	ND2A	645(1), 645(4), 652(1), 652(2)	D2A	Notice of Change of Company Secretary and Director			-







				(Appointment/ Cessation)			
21.	ND2B	645(4), 652(2)	D2B	Notice of Change in Particulars of Company Secretary and Director			-
22.	ND4	464(3), 477(3)	D4	Notice of Resignation of Company Secretary and Director			-
23.	ND5	645(2), 645(3), 645(4).	D5	Notice of Change of Reserve Director (Nomination/ Cessation)			-
24.	ND7	645(4)	D7	Notice of Change in Particulars of Reserve Director			-
25.	ND8	464(3), 464(6)	D8	Notice of Resignation of Reserve Director			-
Incorporation of Local Companies							
26.	NNC1	67(1)(b)	NC1	Incorporation Form (Company Limited by Shares) (This Form must be delivered with IRBR1)	 (NNC1)	 (NNC1)	Details
	IRBR1			Notice to Business Registration Office (Notice specified by the Commissioner of Inland Revenue) (This Notice must be delivered with Form NNC1) Sample Articles of Association:  Sample A (Simplified form of articles for a private company)  Sample B (Model articles for a private company)  Sample C (Model articles for a public company) Note 1: The Form NNC1, IRBR1 and sample articles shall be effective from 3 March 2014. Delivery of Form NNC1 before the effective date will not be accepted. Form NNC1 must be used for applications for incorporation delivered on and after 3 March 2014. Note 2: Please refer to the website of the Inland Revenue Department for details of renewal of business registration .	 (IRBR1)	 (IRBR1)	Details

27.	NNC1G IRBR1	67(1)(b)	NC1G	<p>Incorporation Form (Company Not Limited by Shares) (This Form must be delivered with IRBR1)</p> <p>Notice to Business Registration Office (Notice specified by the Commissioner of Inland Revenue) (This Notice must be delivered with Form NNC1G)</p> <p>Sample Articles of Association:  Sample D (Model articles for company limited by guarantee)</p> <p>Note 1: The Form NNC1G, IRBR1 and sample articles shall be effective from 3 March 2014. Delivery of Form NNC1G before the effective date will not be accepted. Form NNC1G must be used for applications for incorporation delivered on and after 3 March 2014.</p> <p>Note 2: Please refer to the website of the Inland Revenue Department for details of renewal of business registration</p>	 (NNC1G)	 (NNC1G)  (IRBR1)	 (IRBR1) Details	Details
28.	NNC3	74	NC3	Consent to Act as First Director			-	
Inspectors								
29.	NIN1	842(1)	IN1	Notice of Appointment of Inspector			-	
30.	NIN2	856(4)	IN2	Notice of Delivery of Final Report by Inspector			-	
31.	NIN3	855(4)	New form	Notice of Delivery of Interim Report by Inspector			-	
Mortgage & Charges								
32.	NM1	335(1), 336(1), 338(2), 339(3), 340(2), 342(2)	M1	Statement of Particulars of Charge			340	
33.	NM2	345	M2	Notification of Payment/ Satisfaction of Debt, Release from Charge, etc.			190	
34.	NM3	349(1)	M3	Notice of Mortgagee Entering into Possession of Property			40	
35.	NM4	350(3)	M4	Notice of Mortgagee Going out of			-	





























Registered Non-Hong Kong Companies

				Hong Kong Company (Appointment/ Cessation)			
46.	NN7	791(1), 791(2) (c)	N7	Return of Change in Particulars of Company Secretary and Director of Registered Non-Hong Kong Company			-
47.	NN8	791(1), 791(2) (b)	N8	Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment/ Cessation)			-
48.	NN8C	791(1), 791(2) (c)	New form	Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company			-
49.	NN9	791(1), 791(2) (d)	N9	Return of Change of Address of Registered Non-Hong Kong Company			-
50.	NN10	778(8)	N10	Return of Alteration of Corporate Name of Registered Non-Hong Kong Company			1,425
51.	NN11	793	N11	Notice of Commencement of Liquidation and Appointment/ Cessation and Change in Particulars of Liquidator/ Provisional Liquidator of Registered Non-Hong Kong Company			-
52.	NN12	782(4), 785(4)	N12	Return of Approved Name for Carrying on Business in Hong Kong by Registered Non-Hong Kong Company			1,425
53.	NN13	794(1)	N13	Notice of Cessation of Place of Business in Hong Kong of Registered Non-Hong Kong Company			-
54.	NN14	795(1)	N14	Notice of Dissolution of Registered Non-Hong Kong Company			-
55.	NN15	790(4)	N15	Statement of Revision of Accounts of Registered Non-Hong Kong Company			-
Registered Offices and Location of Registers							

56.	NR1	658(3)	R1	Notice of Change of Address of Registered Office			-
57.	NR2	309(2), 309(3), 351(4), 351(5), 354(1), 354(2), 385(2), 385(3), 471(4), 543(5), 619(2), 619(3), 628(2), 628(3), 641(4), 641(5), 648(4), 648(5)	R2	Notice of Location of Registers and Company Records			-
58.	NR3	312, 315	New form	Notice Relating to Branch Register of Debenture Holders			-
59.	NR4	636, 639	New form	Notice Relating to Branch Register of Members			-
Registration of Eligible Companies							
60.	NNC5	807(2)	New form	Application for Registration of Eligible Company			-
Re-Registration							
61.	NU1	131	U1	Application for Re-registration as Company Limited by Shares			-
Share Capital							
62.	NSC1	142(1)	SC1	Return of Allotment			-
63.	NSC2	270(1)	SC2	Return of Share Redemption or Buy-back			-
64.	NSC3	263(4)	SC3	Notice of Application to Court for Cancellation of Special Resolution for Payment out of Capital			-
65.	NSC6	148(2)(c)(i)	SC6	Notice of Permitted Share Commission			-
66.	NSC9	286(5)	SC9	Notice of Application to Court for Restraining the Giving of Financial Assistance for Acquisition of Shares			-
67.	NSC11	171(1)	SC11	Notice of Alteration of Share Capital			-
68.	NSC13	173(1)	New form	Notice of Redenomination of Share Capital			-
69.	NSC14	175(1)	New form	Notice of Reconversion of Stock into Shares			-
70.	NSC15	184(1)	New form	Notice of Variation of Rights Attached to Shares			-
71.	NSC16	192(1)	New form	Notice of Variation of Rights of a Class of Members (Company Without a Share Capital)			-
72.	NSC17	216(1), 259(1)	New form	Solvency Statement			-
73.	NSC18	220(4)	New form	Notice of Application to Court for			-



















				Cancellation of Special Resolution for Reduction of Share Capital			
74.	NSC19	224, 225	New form	Return of Reduction of Share Capital (by Special Resolution Supported by Solvency Statement)			-
75.	NSC20	230	New form	Return of Reduction of Share Capital (Confirmed by Court)			-
76.	NDB1	316(1)	New form	Return of Allotment of Debentures or Debenture Stock			-

(II) Newly Specified Forms not for delivery to the Companies Registry





	New Form Number	Section(s) in the new CO	Form to be Replaced	Description of Form	Word	Fillable pdf	Fee HK\$
1.	NRE1	694(1)(a)	RE1	Notice to Minority Shareholders – Takeover (Right of Offeror to Buy out Minority Shareholders)	 (Eng)  (Chi)	 (Eng)  (Chi)	-
2.	NRE2	702(1)(a)	RE2	Notice to Minority Shareholders – Takeover (Right of Minority Shareholders to be Bought out by Offeror)	 (Eng)  (Chi)	 (Eng)  (Chi)	-
3.	NRE3	713(1)(a)	New form	Notice to Minority Shareholders – General Offer for Share Buy-back (Right of Repurchasing Company to Buy out Minority Shareholders)	 (Eng)  (Chi)	 (Eng)  (Chi)	-
4.	NRE4	720(1)(a)	New form	Notice to Minority Shareholders – General Offer for Share Buy-back (Right of Minority Shareholders to be Bought out by Repurchasing Company)	 (Eng)  (Chi)	 (Eng)  (Chi)	-
5.	NS1	163(1)	S1	Application for New Share Certificate	 (Eng)  (Chi)	 (Eng)  (Chi)	-
6.	NS3	164(1)	S2, S3	Notice of Intention to Issue New Share Certificate	 (Eng)  (Chi)	 (Eng)  (Chi)	-
7.	NS4	166(1)	S4	Notice of Cancellation of Original Share Certificate and Issue of New Certificate	 (Eng)  (Chi)	 (Eng)  (Chi)	-

B. Specified forms for use under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)

(I) Newly Specified Forms for delivery to the Companies Registry

	New Form Number	Section(s) in the new CO	Form to be Replaced	Description of Form	Word	Fillable pdf	Fee HK\$
Receivership							
1.	NRC2	300A(1)(b), 300B	RC2	Statement of Affairs	 (Eng)  (Chi)	 (Eng)  (Chi)	-
2.	NRC3	300A(2), 301(1)	RC3	Receiver or Manager's Abstract of Receipts and Payments			-
Winding Up							
3.	NW1	233(1)	W1	Certificate of Solvency			-
4.	NW2	228A(1)	W2	Statement of Voluntary Winding Up in Case of Inability to Continue Business			-
5.	NW3	195(a), 228A(10), 253(1)(b)	W3	Notice of Appointment of Liquidator or Provisional Liquidator			-
6.	NW4	228A(12), 253(3)	W4	Notice of Change in Particulars of Liquidator or Provisional Liquidator			-
7.	NW5	228A(11)(b), 253(2)(b)	W5	Notice of Cessation to Act as Liquidator or Provisional Liquidator			-
8.	NW6	226A(1)	W6	Certificate of Release of Liquidator			-

(II) Newly Specified Forms not for delivery to the Companies Registry

	New Form Number	Section(s) in the new CO	Form to be Replaced	Description of Form	Word	Fillable pdf	Fee HK\$
1.	NRC1	300A(1)(a), 300A(3)	RC1	Notice to Company of Appointment of Receiver or Manager	 (Eng)  (Chi)	 (Eng)  (Chi)	-

Personal Information Collection Statement (PICS)

Purpose of Collection

- 1 Personal data provided to the Registrar of Companies ("the Registrar") pursuant to any requirement of the Companies Ordinance (Cap. 622), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and the Predecessor Companies Ordinance will be used by the Registrar for one or more of the following purposes:
 - (a) to administer the Companies Ordinance (Cap. 622), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and those provisions (if any) of the Predecessor Companies Ordinance that have been repealed but are still having continuing effect;
 - (b) to enforce relevant provisions of the Companies Ordinance (Cap. 622), the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) and those provisions (if any) of the Predecessor Companies Ordinance that have been repealed but are still having continuing effect;
 - (c) to make available for public inspection the Companies Register (containing personal data), so as to enable any member of the public –
 - I. to ascertain whether he is dealing with –

- (i) a company to which section 45(1) of the Companies Ordinance (Cap. 622) applies, or its directors or other officers, in matters of or connected with any act of the company;
 - (ii) a director or other officers of such a company in matters of or connected with the administration of the company, or of its property;
 - (iii) a person against whom a disqualification order has been made by a court;
 - (iv) a person who has entered into possession of the property of such a company as mortgagee;
 - (v) a person who is appointed as the provisional liquidator or liquidator in the winding up of such a company; or
 - (vi) a person who is appointed as the receiver or manager of the property of such a company; and
- II. to ascertain the particulars of the company, its directors or other officers, or its former directors (if any), or the particulars of any person mentioned in paragraphs I (iv) to (vi) above;
- (d) to provide copies of any documents containing such personal data to any person subject to payment of a fee; and
 - (e) to administer functions of the Companies Registry in relation to simultaneous business registration applications under the Business Registration Ordinance (Cap. 310).

Classes of Transferees

- 2 (a) The personal data collected will be available in the Companies Register for public inspection subject to any restriction in law.
- (b) Some personal data as required under the Business Registration Ordinance (Cap. 310) will be transmitted to the Commissioner of Inland Revenue for the purposes of business registration. The Commissioner of Inland Revenue will use the data for tax purposes and may disclose the data to other parties authorised by law to receive it.

Personal Data (Privacy) Ordinance (Cap. 486)

- 1. The provisions of the Personal Data (Privacy) Ordinance ("PDPO") apply to the use of personal data obtained from the Companies Registry's public registers. Any person who uses personal data for any purpose other than the purposes stated in the PICS or in contravention of the requirements under the PDPO is liable to pay compensation and may be subject to action under the relevant Ordinance.
- 2. Individuals have a right to request access to and correction of his/her personal data held in the public registers maintained by the Companies Registry pursuant to sections 18 and 22 of the PDPO. Any such request for access to and correction of such personal data may be made to any officer acting for or on behalf of the Registrar of Companies at the Companies Registry, 15th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.