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3 代表公司發出的證明書 **Certificate to be Given on behalf of the Company** (續上頁 cont'd)

In accordance with section 107(5) of the Companies Ordinance, I hereby certify that –

(註 Note 10)

(a) the date of the last annual return in full form as required by section 107(1) of the Companies Ordinance was \_\_\_\_\_ and,

(b) as at \_\_\_\_\_, being the date of this return (i.e. the date of the annual general meeting of the company or the date of the written resolution passed in lieu of the annual general meeting for the year), there has been no change since the date specified in paragraph (a) above in the information contained in the last annual return filed by the company in full form.

(註 Note 11)

**提示 Advisory Note**

所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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 the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.**

(註 Note 6) 簽署 Signed :

姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
董事 Director / 秘書 Secretary \* 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 32 章)  
第 107(5)條規定提交的  
周年申報表 - 資料並無改變的證明書  
(有股本的非私人公司)

填表須知 — 表格 AR2

附註

引言

1. 每間公司 **必須** 每年向公司註冊處處長提交一份周年申報表。公司董事及秘書有責任確保申報表正確反映公司於申報表日期的狀況。
2. 如自 **最近一份詳盡周年申報表** (即表格 AR1) 的日期後, 原須載於該款申報表的資料並 **無任何改變**, 有股本的 **非**私人公司可使用本表格, 以代替表格 AR1。有股本的私人公司可使用表格 AR3。
3. 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。公司註冊處不接納手寫的表格。
4. 請提供提交人的資料。除非有特別事項需要公司註冊處注意, 否則無需另加附函。

提交表格的期限

5. 本表格必須於有關年度的周年大會日期後 42 日內或以代替周年大會的書面決議的日期後 42 日內, 送交公司註冊處登記。 **遲交者須繳付較高的註冊費用**。有關所需繳付費用的詳情, 請參閱《主要服務收費表》資料小冊子。

簽署

6. 本表格必須由一名董事或秘書簽署, 公司註冊處不接納未簽妥的表格, 並會將表格退回提交人。公司註冊處將依據公司重新提交已簽妥的表格的日期, 計算所需繳付的註冊費用。

費用

7. 本表格必須連同正確的每年註冊費用一併提交, 否則公司註冊處不會接納, 並會將表格退回提交人。公司註冊處將依據公司重新提交表格的日期, 計算所需繳付的註冊費用。
8. 如以郵寄方式提交本表格, 請附上繳付所需費用的港幣劃線支票, 支票抬頭註明「公司註冊處」。請勿郵寄現金。

帳目 (第 2 項)

9. (a) 本表格須連同自上一次周年申報表(即表格 AR1 或 AR2)日期後, 公司在所舉行的大會上所呈交的每一套帳目一併提交。若公司以書面決議代替周年大會, 所須提交的帳目應是一份已提供予每名須簽署決議的公司成員的帳目。  
(b) 每套帳目必須由一名董事、經理或秘書證明為真實副本, 並須包括一份董事報告及核數師就有關帳目作出的報告。

代表公司發出的證明書 (第 3 項)

10. 最近一份詳盡周年申報表的日期, 是指提交公司註冊處存案的最近一份表格 AR1 的日期。

公司註冊處發出的《有關董事責任的非法定指引》

11. 所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本, 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(包括新董事)參考。該指引的最新版本可以從公司註冊處網站([www.cr.gov.hk](http://www.cr.gov.hk)) 下載, 或在香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

**ANNUAL RETURN - CERTIFICATE OF NO CHANGE**  
**(COMPANY HAVING A SHARE CAPITAL AND NOT BEING A PRIVATE COMPANY)**  
**Required by Companies Ordinance (Cap. 32)**  
**Section 107(5)**

**Notes for Completion of Form AR2**

**Introduction**

1. Every company **must** make an annual return to the Registrar of Companies once every year. It is the duty of the director(s) and the secretary to ensure that the return reflects accurately the affairs of the company as at the date of return.
2. If there has been **no change** in the information required to be contained in an annual return **since the date of the last annual return in full form** (i.e. Form AR1), a company having a share capital and **not** being a private company may use this form in lieu of Form AR1. For a private company having a share capital, please use Form AR3.
3. Please fill in all particulars and complete all items consistently in either Chinese **OR** English. In the case of Chinese, traditional Chinese characters should be used. Please note that handwritten forms will be rejected by the Companies Registry.
4. 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. **Deadline for Delivery of this Form**
5. This form must be submitted to the Companies Registry within 42 days after the date of the annual general meeting for the year or the date of the written resolution passed in lieu of the annual general meeting. **Late submission is subject to a higher registration fee.** Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable.

**Signature**

6. This form must be signed by a director or the secretary. A form which is not properly signed will be rejected by the Companies Registry. The registration fee payable will be calculated according to the resubmission date of the properly signed form.

**Fee**

7. This form must be submitted with the correct annual registration fee. A form which is not submitted with the correct fee will be rejected by the Companies Registry. The registration fee payable will be calculated according to the resubmission date of the form.
8. If this form is delivered by post, please send a crossed cheque in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

**Accounts (Section 2)**

9. (a) A company is required to submit with this form every set of accounts laid before the company in the last general meeting which took place since the date of the last annual return (i.e. Form AR1 or AR2). If a written resolution is passed in lieu of the annual general meeting, the accounts to be submitted should be the same accounts that have been provided to each member of the company who are required to sign the resolution.
- (b) Each set of accounts must be certified by a director, manager or the secretary as being a true copy and must include a report of the directors and a report of the auditors on the accounts.

**Certificate to be Given on behalf of the Company (Section 3)**

10. The date of the last annual return in full form is the date of the last Form AR1 filed with the Companies Registry.

**'Non-statutory Guidelines on Directors' Duties' issued by the Companies Registry**

11. All directors of the company are advised to read the latest version of the 'Non-statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines. Companies should give copies of the Guidelines to their directors, including new directors, for information and reference. The latest version of the Guidelines is available for downloading from the Companies Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)) or at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.



公司註冊處  
Companies Registry

周年申報表 - 資料並無改變的證明書  
(有股本的私人公司)

**Annual Return - Certificate of No Change**  
(Private company having a share capital)

(《公司條例》第 107(5) 及 (6) 條)  
(Companies Ordinance s. 107(5) & (6))

表格  
Form **AR3**

**重要事項 Important Notes**

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 **Company Number**

**1 公司名稱 Company Name**

**2 代表公司發出的證明書 Certificate to be Given on behalf of the Company**

本人謹此按照《公司條例》第 107(5) 及 (6) 條作出證明 -

(註 Note 9)

(a) 本公司依據《公司條例》第 107(1) 條製備的最近一份詳盡周年申報表的日期  
是 \_\_\_\_\_ 年 \_\_\_\_\_ 月 \_\_\_\_\_ 日，及

(b) 自 (a) 段所指明的日期起，至本申報表的日期為止，即至 \_\_\_\_\_ 年  
\_\_\_\_\_ 月 \_\_\_\_\_ 日 (亦即本公司在有關年度成立為法團的  
周年日) 為止，公司提交存案的最近一份詳盡周年申報表所載的資料並無任何改  
變。

(註 Note 4)

提交人的資料 **Presenter's Reference**

請勿填寫本欄 **For Official Use**

姓名 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2008 (修訂) (2008 年 7 月)  
Specification No. 2/2008 (Revision) (July 2008)

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2 代表公司發出的證明書 **Certificate to be Given on behalf of the Company** (續上頁 cont'd)

In accordance with section 107(5) & (6) of the Companies Ordinance, I hereby certify that –

(註 Note 9)

(a) the date of the last annual return in full form as required by section 107(1) of the Companies Ordinance was \_\_\_\_\_ and,

(b) as at \_\_\_\_\_, being the date of this return (i.e. the anniversary of the date of incorporation of the company for the year), there has been no change since the date specified in paragraph (a) above in the information contained in the last annual return filed by the company in full form.

(註 Note 10)

**提示 Advisory Note**

所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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 the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.**

(註 Note 6) 簽署 Signed :

姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
董事 Director / 秘書 Secretary \* 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 32 章)  
第 107(5)及(6)條規定提交的  
周年申報表 - 資料並無改變的證明書  
(有股本的私人公司)

填表須知 — 表格 AR3

附註

引言

1. 每間公司**必須**每年向公司註冊處處長提交一份周年申報表。公司董事及秘書有責任確保申報表正確反映公司於申報表日期的狀況。
2. 如自**最近一份詳盡周年申報表**(即表格 AR1)的日期後,原須載於該款申報表的資料並無**任何改變**,有股本的**私人**公司可使用本表格,以代替表格 AR1。有股本的非私人公司可使用表格 AR2。
3. 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。公司註冊處不接納手寫的表格。
4. 請提供提交人的資料。除非有特別事項需要公司註冊處注意,否則無需另加附函。

提交表格的期限

5. 本表格必須於公司成立為法團的周年日後 42 日內送交公司註冊處登記。**遲交者須繳付較高的註冊費用**。有關所需繳付費用的詳情,請參閱《主要服務收費表》資料小冊子。

簽署

6. 本表格必須由一名董事或秘書簽署,公司註冊處不接納未簽妥的表格,並會將表格退回提交人。公司註冊處將依據公司重新提交已簽妥的表格的日期,計算所需繳付的註冊費用。

費用

7. 本表格必須連同正確的每年註冊費用一併提交,否則公司註冊處不會接納,並會將表格退回提交人。公司註冊處將依據公司重新提交表格的日期,計算所需繳付的註冊費用。
8. 如以郵寄方式提交本表格,請附上繳付所需費用的港幣劃線支票,支票抬頭註明「公司註冊處」。請勿郵寄現金。

代表公司發出的證明書 (第 2 項)

9. 最近一份詳盡周年申報表的日期,是指提交公司註冊處存案的最近一份表格 AR1 的日期。

公司註冊處發出的《有關董事責任的非法定指引》

10. 所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本,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(包括新董事)參考。該指引的最新版本可以從公司註冊處網站([www.cr.gov.hk](http://www.cr.gov.hk))下載,或在香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

**ANNUAL RETURN - CERTIFICATE OF NO CHANGE  
(PRIVATE COMPANY HAVING A SHARE CAPITAL)  
Required by Companies Ordinance (Cap. 32)  
Section 107(5) & (6)**

**Notes for Completion of Form AR3**

**Introduction**

1. Every company ***must*** make an annual return to the Registrar of Companies once every year. It is the duty of the director(s) and the secretary to ensure that the return reflects accurately the affairs of the company as at the date of return.
2. If there has been ***no change*** in the information required to be contained in an annual return ***since the date of the last annual return in full form*** (i.e. Form AR1), a ***private*** company having a share capital may use this form in lieu of Form AR1. For a company having a share capital and not being a private company, please use Form AR2.
3. Please fill in all particulars and complete all items consistently in either Chinese ***OR*** English. In the case of Chinese, traditional Chinese characters should be used. Please note that handwritten forms will be rejected by the Companies Registry.
4. 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.

**Deadline for Delivery of this Form**

5. This form must be submitted to the Companies Registry within 42 days after the anniversary date of incorporation. ***Late submission is subject to a higher registration fee.*** Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable.

**Signature**

6. This form must be signed by a director or the secretary. A form which is not properly signed will be rejected by the Companies Registry. The registration fee payable will be calculated according to the resubmission date of the properly signed form.

**Fee**

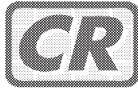
7. This form must be submitted with the correct annual registration fee. A form which is not submitted with the correct fee will be rejected by the Companies Registry. The registration fee payable will be calculated according to the resubmission date of the form.
8. If this form is delivered by post, please send a crossed cheque in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

**Certificate to be Given on behalf of the Company (Section 2)**

9. The date of the last annual return in full form is the date of the last Form AR1 filed with the Companies Registry.

**'Non-statutory Guidelines on Directors' Duties issued by the Companies Registry**

10. All directors of the company are advised to read the latest version of the 'Non-statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines. Companies should give copies of the Guidelines to their directors, including new directors, for information and reference. The latest version of the Guidelines is available for downloading from the Companies Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)) or at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.



秘書及董事更改通知書(委任／離任)  
Notification of Change of Secretary and Director  
(Appointment/Cessation)

公司註冊處  
Companies Registry

(《公司條例》第 158(4)、(4AA) 及 (9A)條)  
(Companies Ordinance s. 158(4), (4AA) & (9A))

表格  
Form **D2A**

**重要事項 Important Notes**

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 **Company Number**

**1 公司名稱 Company Name**

**2 更改詳情 Details of Change**

**A. 秘書／董事的離任 Cessation to Act as Secretary/Director**

(如有超過一名秘書／董事離任，請用續頁 A 填報 Use Continuation Sheet A if more than 1 secretary/director ceased to act)

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

(註 Note 6)

身份  秘書  董事  候補董事  
Capacity Secretary Director Alternate Director

代替 Alternate to

**個人秘書／董事的姓名 Name of Individual Secretary/Director**

<input type="text"/>	<input type="text"/>	<input type="text"/>
中文姓名 Name in Chinese	英文姓氏 Surname in English	英文名字 Other Names in English

(註 Note 7)

身份證明  
Identification

香港身份證號碼 HK Identity Card Number

護照號碼 Passport Number

或 OR

(註 Note 8)

法人團體秘書／董事的中文及英文名稱  
Chinese and English Names of Corporate Secretary/Director

離任原因  辭職／其他  去世  
Reason for Cessation Resignation/Others Deceased

(註 Note 9)

離任日期  
Date of Cessation

日 DD 月 MM 年 YYYY

(註 Note 10)

請述明上述離任董事／候補董事在離任日期後，是否繼續擔任公司的候補董事／董事職位  
Please indicate whether the director/alternate director who is ceasing to act will continue to hold office as alternate director/director in the company after the date of cessation  是 Yes  否 No

(註 Note 4)

提交人的資料 **Presenter's Reference**

請勿填寫本欄 **For Official Use**

姓名 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2008 (修訂) (2008 年 7 月)  
Specification No. 2/2008 (Revision) (July 2008)



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**2 更改詳情 Details of Change** (續上頁 cont'd)

**B. 個人秘書／董事的委任 Appointment of Individual Secretary／Director**

(如委任超過一名個人秘書／董事，請用續頁 B 填報)

(Use Continuation Sheet B if more than 1 individual secretary／director is appointed)

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

(註 Note 11)	身份 Capacity	<input type="checkbox"/> 秘書 Secretary	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to <table border="1" style="width: 100%; height: 20px;"></table>
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中文姓名  
Name in Chinese



英文姓名  
Name in English

姓氏 Surname	名字 Other Names
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前用姓名  
Previous Names



別名  
Alias



(註 Note 12)	住址 Residential Address			國家 Country
(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)				

(註 Note 13)	電郵地址 E-mail Address	
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(註 Note 14)	身份證明 Identification	a 香港身份證號碼 Hong Kong Identity Card Number <table border="1" style="width: 100%; height: 20px;"></table>		
		b 護照 Passport <table border="1" style="width: 100%;"> <tr> <td style="width: 60%;"></td> <td style="width: 40%; text-align: center;">                     號碼 Number                 </td> </tr> </table>		號碼 Number
	號碼 Number			
		簽發國家 Issuing Country		

委任日期 Date of Appointment

日 DD	月 MM	年 YYYY
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(註 Note 15)	請述明董事／候補董事在獲得上述委任時，是否公司現任的候補董事／董事 Please indicate whether the director／alternate director whose appointment is reported above is already an existing alternate director／director in the company at the time of the above appointment	<input type="checkbox"/> 是 Yes  <input type="checkbox"/> 否 No
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(註 Note 16)	<p><b>提示 Advisory Note</b></p> <p>所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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 the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.</p>
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(註 Note 16)	出任董事職位同意書 Consent to Act as Director  本人同意出任公司的董事／候補董事*，並確認本人已年滿 18 歲。 I consent to act as a director／alternate director* of this company and confirm that I have attained the age of 18 years.  簽署 Signed : _____
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\*請刪去不適用者 Delete whichever does not apply

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**2 更改詳情 Details of Change** (續上頁 cont'd)

**C. 法人團體秘書／董事的委任 Appointment of Corporate Secretary／Director**

(如委任超過一名法人團體秘書／董事，請用續頁 C 填報)  
(Use Continuation Sheet C if more than 1 corporate secretary／director is appointed)

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

(註 Note 17)	身份 Capacity	<input type="checkbox"/> 秘書 Secretary	<input type="checkbox"/> 董事 Director	<input type="checkbox"/> 候補董事 Alternate Director	代替 Alternate to
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(註 Note 18)	中文名稱 Name in Chinese	
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(註 Note 18)	英文名稱 Name in English	
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(註 Note 19)	地址 Address			國家 Country
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(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 20)	電郵地址 E-mail 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)	
--	--

委任日期 Date of Appointment			
	日 DD	月 MM	年 YYYY

(註 Note 21)	請述明董事／候補董事在獲得上述委任時，是否公司現任的候補董事／董事 Please indicate whether the director／alternate director whose appointment is reported above is already an existing alternate director／director in the company at the time of the above appointment	<input type="checkbox"/> 是 Yes  <input type="checkbox"/> 否 No
-------------	---	---

<b>提示 Advisory Note</b>
所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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 the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.

(註 Note 22)	<b>出任董事職位同意書 Consent to Act as Director</b> 本人謹代表上述公司確認，上述公司同意出任公司的董事／候補董事*。 I, acting on behalf of the above named company, confirm that the above company consents to act as a director／alternate director* of this company.
	簽署 Signed : _____ 法人團體董事的董事／秘書／獲授權人士* Director／Secretary／Authorized Person of the Corporate Director*

本通知書包括下列續頁。 This Notification includes the following Continuation Sheet(s).

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

(註 Note 5)	簽署 Signed :		日期 Date :	
	姓名 Name :	董事 Director／秘書 Secretary *		日 DD / 月 MM / 年 YYYY

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

--

**秘書／董事的離任 (第 2A 項)**  
**Cessation to Act as Secretary/Director (Section 2A)**

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

(註 Note 6)

身份  秘書  董事  候補董事  
Capacity Secretary Director Alternate Director

代替 Alternate to

--

**個人秘書／董事的姓名 Name of Individual Secretary/Director**

--	--	--

中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

(註 Note 7)

身份證明  
Identification

--	--

香港身份證號碼 HK Identity Card Number

護照號碼 Passport Number

或 OR

(註 Note 8)

法人團體秘書／董事的中文及英文名稱  
Chinese and English Names of Corporate Secretary/Director

--

離任原因

Reason for Cessation

辭職／其他

Resignation/Others

去世

Deceased

(註 Note 9)

離任日期  
Date of Cessation

--	--	--

日 DD

月 MM

年 YYYY

(註 Note 10)

請述明上述離任董事／候補董事在離任日期後，是否繼續擔任公司的候補董事／董事職位

Please indicate whether the director/alternate director who is ceasing to act will continue to hold office as alternate director/director in the company after the date of cessation

是 Yes

否 No

--

個人秘書／董事的委任 (第 2B 項)

**Appointment of Individual Secretary/Director (Section 2B)**

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

(註 Note 11)

身份  秘書  董事  候補董事  
Capacity Secretary Director Alternate Director

代替 Alternate to

--

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

--

別名  
Alias

--

(註 Note 12)

住址  
Residential Address

國家 Country	

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 13)

電郵地址  
E-mail Address

--

(註 Note 14)

身份證明 Identification

a 香港身份證號碼  
Hong Kong Identity Card Number

--

b 護照  
Passport

簽發國家 Issuing Country	號碼 Number

委任日期 Date of Appointment

日 DD	月 MM	年 YYYY

(註 Note 15)

請述明董事／候補董事在獲得上述委任時，是否公司現任的候補董事／董事  
Please indicate whether the director/alternate director whose appointment is reported above is already an existing alternate director/director in the company at the time of the above appointment

是 Yes

否 No

(註 Note 16)

**提示 Advisory Note**

所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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 the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.

(註 Note 16)

出任董事職位同意書 Consent to Act as Director

本人同意出任公司的董事／候補董事\*，並確認本人已年滿 18 歲。  
I consent to act as a director/alternate director\* of this company and confirm that I have attained the age of 18 years.

簽署 Signed : \_\_\_\_\_

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

法人團體秘書／董事的委任 (第 2C 項)

**Appointment of Corporate Secretary / Director (Section 2C)**

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

(註 Note 17) 身份  秘書  董事  候補董事  代替 Alternate to

Capacity Secretary Director Alternate Director

(註 Note 18) 中文名稱 Name in Chinese

(註 Note 18) 英文名稱 Name in English

(註 Note 19) 地址 Address

國家 Country

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 20) 電郵地址 E-mail 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)

委任日期 Date of Appointment

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

(註 Note 21) 請述明董事／候補董事在獲得上述委任時，是否公司現任的候補董事／董事  是 Yes

Please indicate whether the director / alternate director whose appointment is reported above is already an existing alternate director / director in the company at the time of the above appointment  否 No

(註 Note 22) **提示 Advisory Note**

所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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 the latest version of the 'Non-Statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines.

(註 Note 22) 出任董事職位同意書 Consent to Act as Director

本人謹代表上述公司確認，上述公司同意出任公司的董事／候補董事\*。  
I, acting on behalf of the above named company, confirm that the above company consents to act as a director / alternate director\* of this company.

簽署 Signed : \_\_\_\_\_  
Director / Secretary / Authorized Person of the Corporate Director\*

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

**《公司條例》(香港法例第 32 章)  
第 158(4)、(4AA) 及(9A) 條規定提交的  
秘書及董事更改通知書(委任／離任)**

**填表須知 — 表格 D2A**

**附註**

**引言**

1. (a) 本表格是用以通知公司註冊處處長有關在香港成立為法團的公司的秘書或聯名秘書(以下簡稱「秘書」)或董事的委任(包括候補董事的委任但不包括備任董事的提名)。本表格亦用以通知處處長有關秘書或董事(包括候補董事但不包括備任董事)的離任。本表格須在每項更改的日期起計 14 日內遞交。
  - (b) 在 2008 年 7 月 11 日 前(即《2004 年公司(修訂)條例》附表 2 第 19、20 及 22 條生效前)已申請註冊的公司，如尚未將首任秘書或董事的委任通知公司註冊處處長，便須在作出委任的日期起計 14 日內以本表格通知處處長，而在此情況下，本表格將視為委任首任秘書或董事通知書。  
  
至於在 2008 年 7 月 11 日 後以法團成立表格(表格 NC1 或 NC1G)申請註冊的公司，則無需以本表格再申報首任秘書或董事的委任。
  - (c) 每間在香港成立為法團的「私人公司」必須有一名秘書及最少一名董事，但秘書職位 不得由公司的唯一董事兼任。只有一名董事的「私人公司」不得委任一個以該董事為唯一董事的法人團體作為該公司的秘書。
  - (d) 每間在香港成立為法團的「非私人公司」必須有一名秘書及最少兩名董事。秘書職位可由其中一名董事兼任。法人團體 不得出任「非私人公司」的董事。
  - (e) 如私人公司只有一名成員，而該成員同時亦是公司的唯一董事，則不論該公司的章程細則有否規定，公司可在大會上提名一位年滿 18 歲的人士為該公司的備任董事，一旦唯一董事去世，即可代替其處理職務。
2. (a) 如要申報有關公司秘書或董事(包括候補董事)資料的更改，請使用表格 D2B。
  - (b) 如要申報有關備任董事的提名或離任，請使用表格 D5。備任董事的資料如有任何更改，請使用表格 D7 申報。
3. 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。公司註冊處不接納手寫的表格。
  4. 請提供提交人的資料。除非有特別事項需要公司註冊處注意，否則無需另加附函。

**簽署**

5. 本表格必須由一名董事或秘書簽署，公司註冊處不接納未簽妥的表格，並會將表格退回提交人。

**秘書／董事的離任 (第 2A 項)**

6. 請述明離任者的身份。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
7. 請申報離任的個人秘書或董事已在公司註冊處登記的香港身份證號碼或護照號碼，以方便本處識別身份。如該項資料未曾在本處登記，請在有關的空格內填上「無」。
8. 如離任的秘書為一商號，請在供法人團體秘書申報名稱的空格內申報商號名稱。

9. 如秘書或董事去世，請申報其去世日期，作為離任日期。
10. 請述明董事或候補董事在離任後，是否仍然擔任其他董事(包括候補董事)職位。如申報秘書的離任，則無需填報此項。

#### 個人秘書／董事的委任 (第 2B 項)

11. 請述明獲委任者的身份。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
12. (a) 請申報個人秘書在香港的住宅地址。非香港地址、「轉交」地址及郵政信箱號碼恕不接受。  
  
(b) 請申報個人董事的住宅地址。如屬非香港地址，請同時申報「國家」一欄。「轉交」地址及郵政信箱號碼恕不接受。
13. 請提供個人秘書或董事的電郵地址以方便聯絡(屬自願提供的資料)。如電郵地址其後有任何更改，請以表格 D2B 通知公司註冊處。
14. 請申報個人秘書或董事的香港身份證號碼。如該名人士並非香港身份證持有人，請申報其所持護照的號碼及簽發國家。如該名人士既非香港身份證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
15. 請述明董事或候補董事獲委任時，是否已擔任其他董事的候補董事或董事的職位。如申報秘書的委任，則無需填報此項。
16. 每名新獲委任的董事或候補董事均須在本表格的「出任董事職位同意書」上簽署。

所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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(包括新董事)參考。該指引的最新版本可以從公司註冊處網站([www.cr.gov.hk](http://www.cr.gov.hk))下載，或在香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

#### 法人團體秘書／董事的委任 (第 2C 項)

17. 請述明獲委任者的身份。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
18. 如獲委任秘書為一商號，請在供法人團體秘書申報名稱的空格內填報商號名稱。
19. (a) 如秘書屬法人團體，應註明其在香港的註冊辦事處或主要辦事處的地址。非香港地址、「轉交」地址及郵政信箱號碼恕不接受。  
  
(b) 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，請同時申報「國家」一欄。「轉交」地址及郵政信箱號碼恕不接受。
20. 請提供法人團體秘書或董事的電郵地址以方便聯絡(屬自願提供的資料)。如電郵地址其後有任何更改，請以表格 D2B 通知公司註冊處。
21. 請述明董事或候補董事獲委任時，是否已擔任其他董事的候補董事或董事的職位。如申報秘書委任，則無需填報此項。
22. 每名新獲委任的董事或候補董事均須在本表格的「出任董事職位同意書」上簽署。

所有公司董事均應閱讀公司註冊處編製的《有關董事責任的非法定指引》的最新版本，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(包括新董事)參考。該指引的最新版本可以從公司註冊處網站([www.cr.gov.hk](http://www.cr.gov.hk))下載，或在香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

**NOTIFICATION OF CHANGE OF SECRETARY AND DIRECTOR  
(APPOINTMENT / CESSATION)**

**Required by Companies Ordinance (Cap. 32)**

**Section 158(4), (4AA) & (9A)**

**Notes for Completion of Form D2A**

**Introduction**

1. (a) This form should be used to notify the Registrar of Companies of the appointment of a secretary or joint secretary (secretary) or director (including the appointment of an alternate director but excluding the nomination of a reserve director) of a company incorporated in Hong Kong. This form should also be used to notify the Registrar of a secretary or director (including an alternate director but excluding a reserve director) ceasing to hold the post. This form should be submitted within 14 days of the changes.
  - (b) If a company has applied for registration **before** 11 July 2008 (i.e. before the commencement of sections 19, 20 and 22 of Schedule 2 to the Companies (Amendment) Ordinance 2004), it must, if it has not yet done so, notify the Registrar of Companies of the appointment of its first secretary or director(s) within 14 days of their appointment with this form, in which event this form will be regarded as the notification of appointment of the first secretary or director(s).  
  
A company which has applied for registration with the incorporation form (Form NC1 or NC1G) **after** 11 July 2008 need not report the appointment of its first secretary or director(s) again with this form.
  - (c) Every 'private company' incorporated in Hong Kong must have a secretary and at least one director. The sole director of a 'private company' shall **not** also be the secretary of the company. A 'private company' having only one director shall **not** have a corporate secretary the sole director of which is the sole director of the 'private company'.
  - (d) Every 'non-private company' incorporated in Hong Kong must have a secretary and at least two directors, one of whom may be the secretary. A body corporate shall **not** be a director of a 'non-private company'.
  - (e) Where a private company has only one member and that member is also the sole director of the company, the company may in general meeting, notwithstanding anything in its articles, nominate a person who has attained the age of 18 years as a reserve director of the company to act in the place of the sole director in the event of his or her death.
2. (a) To report any changes in the particulars of a secretary or director (including an alternate director) of a company, please use Form D2B.
  - (b) Please use Form D5 to report the nomination or cessation of nomination of a reserve director and Form D7 to report the changes in particulars of a reserve director.
3. Please fill in all particulars and complete all items consistently in either Chinese **OR** English. In the case of Chinese, traditional Chinese characters should be used. Please note that handwritten forms will be rejected by the Companies Registry.
  4. 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.

**Signature**

5. This form must be signed by a director or the secretary. A form which is not properly signed will be rejected by the Companies Registry.

**Cessation to Act as Secretary / Director (Section 2A)**

6. Please indicate the capacity(ies) of the person(s) ceasing to act. In the case of an alternate director, please state the name(s) of the principal director(s) to whom he or she or it was the alternate.



7. If an individual secretary or director who has ceased to hold the post has registered the particulars in respect of his or her Hong Kong Identity Card number or passport number with the Companies Registry, please provide such number for identification purposes. If no such particulars have been registered, please state 'NIL' in the boxes provided.
8. If the secretary which has ceased to hold the post is a firm, please state the name of the firm in the box for name of corporate secretary.
9. For a deceased secretary or director, the date of death should be given as the date of cessation.
10. Please indicate whether the director or alternate director still holds any directorship(s) (including alternate directorship(s)) after the cessation of appointment. There is no need to complete this item when reporting the cessation of appointment of the secretary.

**Appointment of Individual Secretary / Director (Section 2B)**

11. Please state the capacity(ies) of the appointee(s). If the appointment concerns an alternate director, please state the name(s) of the principal director(s) to whom the appointee is appointed as the alternate.
12. (a) Please provide the **residential** address of an individual secretary in **Hong Kong**. Non-Hong Kong addresses, 'care of' addresses and post office box numbers are not acceptable.  
(b) Please provide the **residential** address of an individual director. If a non-Hong Kong address of a director is given, please also complete the box for 'Country'. 'Care of' addresses and post office box numbers are not acceptable.
13. Please supply the e-mail address of the individual secretary or director, on a voluntary basis, to facilitate electronic communication. If there are any subsequent changes in the e-mail addresses, it would be appreciated if you would notify the Companies Registry by completing Form D2B.
14. The Hong Kong Identity Card number, or in the absence of which, the number and issuing country of the passport of an individual secretary or director should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'NIL' in the boxes provided.
15. Please indicate whether the appointee is an existing director or alternate director of the company at the time of appointment. There is no need to complete this item when reporting the appointment of the secretary.
16. Every newly appointed director or alternate director must sign the 'Consent to Act as Director' in this form.

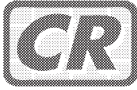
All directors of the company are advised to read the latest version of the 'Non-statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines. Companies should give copies of the Guidelines to their directors, including new directors, for information and reference. The latest version of the Guidelines is available for downloading from the Companies Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)) or at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.

**Appointment of Corporate Secretary / Director (Section 2C)**

17. Please state the capacity(ies) of the appointee(s). If the appointment concerns an alternate director, please state the name(s) of the principal director(s) to whom the appointee is appointed as the alternate.
18. If the appointed secretary is a firm, please state the name of the firm in the box for name of corporate secretary.
19. (a) If the 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 and post office box numbers are not acceptable.  
(b) 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'. 'Care of' addresses and post office box numbers are not acceptable.

20. Please supply the e-mail address of the corporate secretary or director, on a voluntary basis, to facilitate electronic communication. If there are any subsequent changes in the e-mail addresses, it would be appreciated if you would notify the Companies Registry by completing Form D2B.
21. Please indicate whether the appointee is an existing director or alternate director of the company at the time of appointment. There is no need to complete this item when reporting the appointment of the secretary.
22. Every newly appointed director or alternate director must sign the 'Consent to Act as Director' in this form.

All directors of the company are advised to read the latest version of the 'Non-statutory Guidelines on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guidelines. Companies should give copies of the Guidelines to their directors, including new directors, for information and reference. The latest version of the Guidelines is available for downloading from the Companies Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)) or at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.



公司註冊處  
Companies Registry

備任董事通知書  
(提名／離任)  
Notification of Reserve Director  
(Nomination / Cessation)

(公司條例第 158(4)及(4A) 條)  
(Companies Ordinance s. 158(4) & (4A))

表格  
Form D5

**重要事項 Important Notes**

- 填表前請參閱《填表須知》。  
請用黑色墨水列印。
- Please read the accompanying notes before completing this form.  
Please print in black ink.

公司編號 Company Number

**1 公司名稱 Company Name**

**2 離任詳情 Details of Cessation of Nomination**

離任備任董事的資料 Particulars of Reserve Director Ceasing to Act

備任董事的姓名 Name of Reserve Director

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中文姓名 Name in Chinese

英文姓氏 Surname in English

英文名字 Other Names in English

(註 Note 8)

身份證明  
Identification

--	--

香港身份證號碼 HK Identity Card Number

護照號碼 Passport Number

(註 Note 9)

離任日期  
Date of Cessation

--	--	--

日 DD

月 MM

年 YYYY

(註 Note 6)

提交人的資料 Presentor's Reference

姓名 Name:

地址 Address:

電話 Tel:

傳真 Fax:

電郵地址 E-mail Address:

檔號 Reference:

指明編號 2/2008 (修訂) (2008 年 7 月)  
Specification No. 2/2008 (Revision) (July 2008)

請勿填寫本欄 For Official Use

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### 3 提名詳情 Details of Nomination

#### A. 獲提名的備任董事的資料 Particulars of Reserve Director Nominated

	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			
	別名 Alias			
(註 Note 10)	住址 Residential Address			
		國家 Country		
		(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)		
(註 Note 11)	電郵地址 E-mail Address			
(註 Note 12)	身份證明 Identification			
	a 香港身份證號碼 Hong Kong Identity Card Number			
	b 護照 Passport			
		簽發國家 Issuing Country	號碼 Number	
	提名日期 Date of Nomination			
		日 DD	月 MM	年 YYYY

#### B. 確認書 Confirmation

本人確認本公司只有一名成員，而該成員同時亦是公司的唯一董事。

**I confirm that the company has only one member who is also the sole director of the company.**

	唯一成員及唯一董事的姓名 Name of the Sole Member and Sole Director		
		(姓氏 Surname)	(名字 Other Names)
		中文姓名 Name in Chinese	英文姓名 Name in English

(註 Note 7) 簽署 Signed :

姓名 Name : \_\_\_\_\_  
董事 Director / 秘書 Secretary \*

日期 Date : \_\_\_\_\_  
日 DD / 月 MM / 年 YYYY

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