

本申報表的結算日期

Date to which this Return is Made Up

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日 DD

月 MM

年 YYYY

公司編號 Company Number

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## 公司紀錄 (第 14 項) Company Records (Section 14)

公司備存下列紀錄的地址(如並非備存於第 6 項所述的註冊辦事處內)

Address where the following company records are kept (if not kept at the registered office stated in Section 6)

公司紀錄 Company Records

地址 Address

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**《公司條例》(香港法例第 622 章)  
第 662 條規定交付的**

**周年申報表**

**填表須知 — 表格 NAR1**

**附註**

**引言**

1. 每間在香港成立為法團的公司必須向公司註冊處處長(「處長」)交付一份周年申報表登記。公司董事及公司秘書有責任確保申報表正確反映公司於申報表的結算日期的狀況。
2. 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。
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。

**交付表格的期限**

4. **本表格必須於申報表的結算日期後 42 日內交付處長登記。**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。不論公司屬何類別，**逾期提交者均須繳付較高的註冊費用**。

**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。公司註冊處將依據公司重新交付表格的日期，計算所需繳付的註冊費用。有關所需費用的詳情，請參閱《主要服務收費表》資料小冊子。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

**簽署**

6. 本表格必須由一名董事或公司秘書簽署，公司註冊處不接納未簽妥的表格，並將依據公司重新交付已簽妥的表格的日期，計算所需繳付的註冊費用。

**商業名稱 (第 2 項)**

7. 除公司名稱外，請申報所採用的任何商業名稱。

**本申報表的結算日期 (第 4 項)**

8. 請述明申報表的結算日期。就某一年而言，私人公司的申報表的結算日期，即該公司成立為法團之日在該年中的周年日。就某一財政年度而言，公眾公司的申報表的結算日期，即該公司的會計參照期結束後的 6 個月屆滿之日；屬擔保有限公司的申報表的結算日期，即該公司的會計參照期結束後的 9 個月屆滿之日。

**隨本表格交付的財務報表所涵蓋的會計期 (第 5 項)**

9. (a) 公眾公司或擔保有限公司的周年申報表須隨附根據《公司條例》第 430 條須送交該公司每名成員的關乎該財政年度的報告文件的副本，包括財務報表、董事報告及就該財務報表作出的核數師報告。該等副本須經該公司的一名董事或公司秘書核證為真實副本。

- (b) 如(a)段所述的任何文件所用的語文既非中文亦非英文，該文件的經核證英文或中文譯本必須附於該文件。

### 註冊辦事處地址 (第 6 項)

10. 註冊辦事處的地址必須為公司於申報表的結算日期當日的地址。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 7 項)

11. 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。

### 股本 (第 10 項)

12. 有股本的公司必須申報其已發行股本及已繳股款的詳細資料。以下例子只供參考。

例子： 甲乙丙有限公司已發行 5,000 股普通股，截至本申報表的結算日期該等普通股已繳足股款。

截至本申報表的結算日期 As at the Date to which this Return is Made Up				
股份的類別 (如普通股 / 優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares		
		總數 Total Number	總款額 Total Amount	已繳或視作 已繳的總款額 Total Amount Paid up or Regarded as Paid up
普通股	港元	5,000	5,000	5,000
總數 Total	港元	5,000	5,000	5,000

### 公司秘書 (第 11 項)

13. 請申報屬自然人的公司秘書在香港的通訊地址。本處不接納非香港地址或郵政信箱號碼。
14. 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。
15. 請申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，請申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」。
16. 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)填報名稱的空格內申報商號名稱。
17. 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。

## 董事 (第 12 項)

18. 請述明董事的身分。如屬候補董事，請註明獲代替行事的董事姓名或名稱。
19. 請申報屬自然人的董事或備任董事的通常住址。如屬非香港地址，請同時申報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
20. 請提供董事或備任董事的電郵地址(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 或 ND7 通知公司註冊處。
21. 請申報屬自然人的董事或備任董事的香港身分證號碼。如該人並非香港身分證持有人，請申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」。
22. 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／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。

## 有股本公司的成員詳情 (第 13 項)

23. 如公司屬有股本的公司，請於附表一(適用於非上市公司)或附表二(適用於上市公司)申報公司成員的詳情。

## 公司紀錄 (第 14 項)

24. 公司紀錄指《公司條例》規定公司須備存的登記冊、索引、協議、備忘錄、會議紀錄或其他文件，但不包括會計紀錄。

### 《董事責任指引》

25. 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](http://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。

## 非上市公司的成員詳情 (附表一)

26. (a) 每類別股份的已發行總數必須與申報表第 10 項中所申報該類別股份的已發行股份總數相同。
- (b) 如成員的詳情有任何更改，請在「備註」一欄內相關之處說明(例如：更改地址、更改名稱等)。
- (c) 如公司股本的結構有任何更改，例如：某一類別股份轉換為另一類別股份、已發行的股份被公司沒收等，請在「備註」一欄內相關之處說明(例如：‘A’股於 XXXX 年 XX 月 XX 日轉換為‘B’股、股份於 XXXX 年 XX 月 XX 日被沒收等)。
- (d) 如公司備存成員登記支冊，而該登記支冊所載記項的詳情與需要載於周年申報表內的事項有關，而且該周年申報表是在該等記項的文本送抵該公司的註冊辦事處之後交付處長，請申報有關的詳情。

## 上市公司的成員詳情 (附表二)

27. 上市公司須於附表二提供的成員詳情，僅限於周年申報表的結算日期當日持有該公司任何類別股份中的 5% 或多於 5% 發行股本的成員的詳情。

## ANNUAL RETURN

For the purposes of section 662 of Companies Ordinance (Cap. 622)

### Notes for Completion of Form NAR1

#### Introduction

1. Every company incorporated in Hong Kong must make an annual return which should be delivered to the Registrar of Companies (the Registrar) for registration. It is the duty of the director(s) and the company secretary to ensure that the return accurately reflects the affairs of the company as at the date to which the return is made up.
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 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

4. **This form must be delivered to the Registrar for registration within 42 days after the date to which the return is made up** 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. Regardless of the types of companies, **late submission will be subject to payment of a higher registration fee**.

#### 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. The registration fee payable will be calculated according to the resubmission date of the form. Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

#### Signature

6. This form must be signed by a director or the company 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.

#### Business Name (Section 2)

7. Please state any business names used in addition to the company's name.

#### Date to which this Return is Made Up (Section 4)

8. Please state the date to which the Annual Return is made up. For a private company, the date to which the return is made up in respect of a particular year is the anniversary of the date of the company's incorporation in that year. For a public company, the date to which the return is made up in respect of a particular financial year is the date that is 6 months after the end of its accounting reference period. For a company limited by guarantee, the date to which the return is made up in respect of a particular financial year is the date that is 9 months after the end of its accounting reference period.

### Period Covered by Financial Statements Delivered with this Form (Section 5)

9. (a) Public companies and companies limited by guarantee are required to deliver with each annual return copies of the reporting documents required to be sent to every member of the company under section 430 of the Companies Ordinance, which include the financial statements and the directors' report for the financial year and the auditors' report on those financial statements. Copies of the reporting documents must be certified by a director or the company secretary to be true copies.
- (b) If any of the documents is in a language other than Chinese or English, a certified translation in English or Chinese of the document must be delivered.

### Address of Registered Office (Section 6)

10. The address must be the registered office address as at the date to which the return is made up. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

### Email Address (Section 7)

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

### Share Capital (Section 10)

12. A company having a share capital must report the details of its issued and paid up share capital. An example is provided below for reference only.

e.g. ABC Company Limited has issued 5,000 ordinary shares which are fully paid as at the date of this return.

截至本申報表的結算日期 As at the Date to which this Return is Made Up				
股份的類別 (如普通股／ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares		
		總數 Total Number	總款額 Total Amount	已繳或視作 已繳的總款額 Total Amount Paid up or Regarded as Paid up
Ordinary	HKD	5,000	5,000	5,000
總數 Total	HKD	5,000	5,000	5,000

### Company Secretary (Section 11)

13. Please provide the correspondence address in Hong Kong of the company secretary who is a natural person. Non-Hong Kong addresses or post office box numbers are not acceptable.
14. Please provide the email address of the company secretary, if any, to facilitate electronic communication. If there is any subsequent change in the email address, please notify the Companies Registry by completing Form ND2B.
15. 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.
16. If all the partners in a firm are joint company secretaries of the company, please state the name of the firm in the box for name of Company Secretary (Body Corporate).
17. 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.

## **Directors (Section 12)**

18. Please state the capacity(ies) of the director(s). In the case of an alternate director, please state the name(s) of the principal director(s) to whom he or she or it is the alternate.
19. Please provide the usual residential address of a director or reserve 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.
20. Please provide the email address of the director or reserve 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 or ND7.
21. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country/region of the passport of a director or reserve 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.
22. 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.

## **Particulars of Member(s) of a Company Having a Share Capital (Section 13)**

23. For a company having a share capital, details of members should be attached to this return. For non-listed companies, please complete Schedule 1. For listed companies, Schedule 2 should be used.

## **Company Records (Section 14)**

24. Company records mean any register, index, agreement, memorandum, minutes or other document required by the Companies Ordinance to be kept by a company, but do not include accounting records.

## **'A Guide on Directors' Duties'**

25. 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](http://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.

## **Particulars of Member(s) of a Non-listed Company (Schedule 1)**

26. (a) For each class of shares, the total number of issued shares for the class must agree with the total number of issued shares for that class as reported in Section 10 of the return.  
(b) If there have been any changes in the particulars of the member(s), please indicate the changes in the 'Remarks' column against the related entry (e.g. change of address, change of name etc.).  
(c) If there have been any changes in the structure of the share capital of the company, e.g. conversion of one class of shares into shares of another class, forfeiture of issued shares etc., please indicate the changes in the 'Remarks' column against the related entry (e.g. 'A' shares converted to 'B' shares on dd / mm / yyyy, shares forfeited on dd / mm / yyyy etc.).  
(d) If the company keeps a branch register of members and the particulars of the entries in that register relate to matters which are required to be contained in the annual return, particulars of the entries in that register should be included in the annual return if copies of those entries have been received at the registered office of the company before the annual return is delivered to the Registrar.

## **Particulars of Member(s) of a Listed Company (Schedule 2)**

27. The particulars of members of a listed company to be provided in Schedule 2 are limited to those relating to members who held 5% or more of the issued shares in any class of the company's shares as at the date to which the return is made up.