

**NOTICE OF CHANGE OF COMPANY SECRETARY AND DIRECTOR
(APPOINTMENT / CESSATION)**

For the purposes of sections 645(1), 645(4), 652(1) and 652(2) of Companies Ordinance (Cap. 622)

Notes for Completion of Form ND2A

Introduction

1. (a) This form should be used to notify the Registrar of Companies (the Registrar) of the appointment of a company secretary or joint company secretaries (company 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 company secretary or director (including an alternate director but excluding a reserve director) ceasing to hold office. This form should be delivered to the Registrar for registration within 15 days after the appointment or cessation.
 - (b) Every private company incorporated in Hong Kong 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 of the company. A private company having only one director must ***not*** have as company secretary a body corporate the sole director of which is the sole director of the private company. If the private company is a member of a group of companies of which a listed company is a member, the private company cannot appoint a body corporate as its director.
 - (c) Every public company and company limited by guarantee must have a company secretary and at least two directors, one of whom may be the company secretary. A body corporate must ***not*** be appointed as a director of these types of companies.
 - (d) Where a private company has only one member and that member is also the sole director of the company, the company may by a resolution passed at a general meeting, despite anything in its articles, nominate a person (other than a body corporate) 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. Please use the appropriate form to report the following changes —

Types of changes	Forms
Changes in particulars of the company secretary or director (including alternate director) of a local company	Form ND2B
Nomination or cessation of nomination of the reserve director of a local company	Form ND5
Changes in particulars of the reserve director of a local company	Form ND7

3. 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.
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.
5. 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

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.

Cessation to Act as Company Secretary / Director (Section 2)

7. 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.
8. If the company secretary or director who is a natural person has ceased to hold office and 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.
9. If all the partners in a firm cease to be the joint company secretaries of the company, please state the name of the firm in the box for name of Company Secretary (Body Corporate).
10. For a deceased company secretary or director, the date of death should be given as the date of cessation.
11. 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 company secretary.

Appointment of Company Secretary / Director (Natural Person) (Section 3)

12. 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.
13. (a) Please provide the correspondence address in Hong Kong of the company secretary. Non-Hong Kong addresses or post office box numbers are not acceptable.
(b) Please provide the usual residential address of the director. 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.
14. Please provide the email address of the company secretary or 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.
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 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.
16. 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 company secretary.
17. 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 '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.

Appointment of Company Secretary / Director (Body Corporate) (Section 4)

18. 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.
19. If all the partners in a firm are appointed as joint company secretaries of the company, please state the name of the firm in the box for name of Company Secretary (Body Corporate).

20. (a) 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.
- (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/Region'. 'Care of' addresses or post office box numbers are not acceptable.
21. Please provide the email address of the company secretary or 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.
22. 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 company secretary.
23. 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 '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.

Confirmation (Section 5)

24. The company secretary, who is a natural person, must ordinarily reside in Hong Kong.