

**APPLICATION FOR DEREGISTRATION  
OF PRIVATE COMPANY OR COMPANY LIMITED BY GUARANTEE**

**For the purposes of section 750 of Companies Ordinance (Cap. 622)**

**Notes for Completion of Form NDR1**

**Introduction**

1. This form should be used for applying to the Registrar of Companies (the Registrar) for the deregistration of a private company or a company limited by guarantee under section 750 of the Companies Ordinance. Section 750, however, does not apply to the following companies —
  - (a) a public company;
  - (b) an authorized institution as defined by section 2(1) of the Banking Ordinance (Cap. 155);
  - (c) an insurer as defined by section 2(1) and (2) of the Insurance Companies Ordinance (Cap. 41);
  - (d) a corporation licensed under Part V of the Securities and Futures Ordinance (Cap. 571) to carry on a business in any regulated activity as defined by section 1 of Part 1 of Schedule 1 to that Ordinance;
  - (e) an associated entity, within the meaning of Part VI of the Securities and Futures Ordinance (Cap. 571), of a corporation mentioned in paragraph (d);
  - (f) an approved trustee as defined by section 2(1) of the Mandatory Provident Fund Schemes Ordinance (Cap. 485);
  - (g) a company registered as a trust company under Part VIII of the Trustee Ordinance (Cap. 29);
  - (h) a company having a subsidiary that falls within paragraph (b), (c), (d), (e), (f) or (g); or
  - (i) a company that fell within paragraph (b), (c), (d), (e), (f), (g) or (h) at any time during the 5 years immediately before the application under section 750 is made.
2. This application should be made by the company, a director or member of the company. On the deregistration of the company, the Registrar must give notice of the deregistration to the applicant or to the person nominated in the application to be given the notice.
3. Once a company is dissolved, all property (including credit balances in its bank accounts, motor vehicle, landed property, etc.) and rights vested in or held on trust for the company immediately before the dissolution is vested in the Government of the Hong Kong Special Administrative Region as bona vacantia. Before making an application, a company should seek advice from its lawyer or other professional adviser to ensure that all property has been properly disposed of prior to its deregistration.
4. 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.
5. 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.
6. 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.

**Fee**

7. 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. 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**

8. This form must be signed by the applicant named in Section 2B. If the applicant is a body corporate, this form must be signed by a director or the company secretary of the body corporate or an authorized person acting on its behalf with the full name of the signatory stated. A form which is not properly signed will be rejected by the Companies Registry.

**Particulars of Applicant (Section 2B)**

9. Full name and correspondence address of the applicant must be given. If the applicant is the company itself, it must nominate a natural person to receive notice of the deregistration. Particulars of the natural person nominated should also be provided in Section 2C.
10. Please supply the email address and/or fax number of the applicant, if any, to facilitate electronic communication.
11. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country /region of the passport of the applicant 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.

**Particulars of the Natural Person Nominated to be Given the Notice of the Deregistration (Section 2C)**

12. The nominated person must be a natural person.
13. Please provide the full name and correspondence address of the natural person nominated.
14. Please supply the email address and/or fax number of the natural person nominated, if any, to facilitate electronic communication.

**Conditions for the Application (Section 2D)**

15. Outstanding liabilities include contingent liabilities such as a bank guarantee.

**Document Delivered with this Form (Section 2E)**

16. The original written notice from the Commissioner of Inland Revenue stating that the Commissioner has no objection to the deregistration of the company must be delivered together with this form. This form should be delivered within 3 months from the date of such notice. Failure to do so may result in the application being delayed or even rejected.