

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.

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). 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.