|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 公 司 註 冊 處 Companies Registry | | 法團成立表格(股份有限公司)Incorporation Form(Company Limited by Shares) |  | |
|  | 表格 Form | NNC1 |
| 註Note | | | | | |
| 1 建議採用的公司名稱Proposed Company Name  **8** | | | | |
| 建議採用的公司英文名稱Proposed English Company Name | | | |
| {{P1}} | | | |
| 建議採用的公司中文名稱Proposed Chinese Company Name | | | |
| {{P2}} | | | |

**11**

**10**

**9**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 2 公司類別Type of Company | | | | | | | | | | | |
|  | *請在適用的空格內加上 ✓ 號 Please tick the relevant box* | | | | | | | | | | |
|  | | | | | ✓ | | | 私人Private | |  | 公眾Public |
|  | | | | |  | |  | | |  |  |
|  | 擬經營業務性質Nature of Proposed Business | | | | | | | | | | |
|  | |  | | | | | | | | | |
|  | {{P3}} | |  | {{P4}} | | | | | | | |
|  | 編碼 Code | |  | | | 描述 Description | | | | | |
| 3 公司在香港的註冊辦事處的建議地址  Proposed Address of the Company’s Registered Office in Hong Kong  *(本處不接納「轉交」地址及郵政信箱號碼 ‘Care of ’ addresses and post office box numbers are not acceptable)* | | | | | | | | | | | |
|  | | | | | | | | | |
| 室／樓／座等  Flat／Floor／Block etc. | | | | | | | {{P5}} | | |
|  | | | | | | | | | |
| 大廈  Building | | | | | | | {{P6}} | | |
|  | | | | | | | | | |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc. | | | | | | | {{P7}} | | |
|  | | | | | | | | | |
| 區  District | | | | | | | {{P8}} | | |
|  | | | | | | | | | |
| 地區 Region | | | | | | | 香港／HONG KONG | | |

**4**

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 提交人資料Presentor’s Reference | | | | | | | 請勿填寫本欄For Official Use |
| 中文姓名／名稱Name in Chinese | {{P9}} | | | | |  |
|  |  | | | | | |
| 英文姓名／名稱Name in English | {{P10}} | | | | |  |
|  |  | | | | | |
| 地址  Address | {{P11}} | | | | |  |
|  |  |  |  | | | |
| 電話Tel | {{P12}} | 傳真Fax | | |  |  |
|  |  | | | | | |
| 電郵Email | {{P13}} | | | | |  |
|  |  | | |  | | |
| 檔號Reference |  | | | | |  |
|  |  | | | | | |  |

指明編號1/2023 (2023年12月) Specification No. 1/2023 (December 2023)

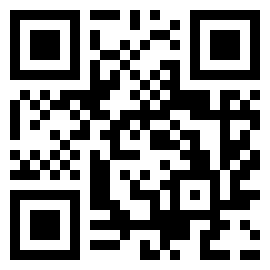
|  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 表格 | NNC1 | | | | | | |  | | |
| Form |
| 4 公司的聯絡資料Contact Information of the Company | | | | | | | | | | |
|  |  | | | | | | |  | | |
| 電郵地址  Email Address | | | | NIL | | | | | | |
|  | | | | | | | | | | |
| 香港聯絡電話號碼  Hong Kong Contact Telephone Number | | | | +852 | | NIL | | | | |
|  | | | | | | | | | | |
| 5 公司組成時的股本及最初的股份持有情況 | | | | | | |  | | | |
| Share Capital and Initial Shareholdings on the Company’s Formation | | | | | | | | | | |
| 股份的類別  (如普通股／優先股等)  Class of Shares  (e.g. 普通股／Preference etc.) | | 建議發行的  股份總數  Total Number of Shares Proposed to be Issued | 貨幣  單位  Currency | | 創辦成員認購的  股本總額  Total Amount of  Share Capital to be Subscribed by  Founder Members | | | | 建議發行的股份的將要繳付或視為  已繳付的總款額  Total Amount to be Paid Up or to be Regarded as Paid Up on the Shares Proposed to be Issued | 建議發行的股份的尚未繳付或視為  尚未繳付的總款額  Total Amount to Remain Unpaid or to be Regarded as Unpaid on the Shares Proposed to be Issued |
| (a) | | | | (b) | (a) – (b) |
| {{P14}} | | {{P15}} | {{P16}} | | {{P17}} | | | | {{P18}} | {{P19}} |
|  | |  |  | |  | | | |  |  |
| 總值Total | | {{P20}} | {{P21}} | | {{P22}} | | | | {{P23}} | {{P24}} |
|  | |  | |  | | | |  |  |

**14**

**12**

**13**

|  |  |
| --- | --- |
| 5A 股份所附帶的權利的詳情Particulars of Rights Attached to Shares | |
| *(只適用於發行超過一類股份的公司 Only applicable to company issuing more than 1 class of shares)* | |
| 股份的類別  (如普通股／優先股等)  Class of Shares  (e.g. 普通股／Preference etc.) | 附帶的權利的詳情  (包括表決權；在分派股息時參與該項分派的權利；  在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份等)  Particulars of Rights Attached  (Including voting rights; rights to participate in a distribution as respects dividends;  rights to participate in a distribution as respects capital; whether the shares are redeemable, etc.) |
|  |  |



第二頁Page 2

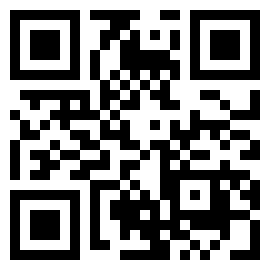
指明編號1/2023 (2023年12月) Specification No. 1/2023 (December 2023)

|  |  |  |
| --- | --- | --- |
| 表格 | NNC1 |  |
| Form |
| 6 創辦成員Founder Members | | |

*(如超過一名創辦成員，請用續頁A填報 Use Continuation Sheet A if more than 1 founder member)*

**15**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  | 中文姓名／名稱  Name in Chinese | | {{P25}} | | | |
|  | | | | | |
| 英文姓名  Name in English | 姓氏  Surname | {{P26}} | | | |
|  | |  | | | |
| 名字  Other Names | | {{P27}} | | | |
| 或OR | |  | | | |
| 英文名稱  Name in English | | NIL | | | |
|  | |  | | | |
| 地址Address | |  | | | |
|  | | | | | |
| 室／樓／座等  Flat／Floor／Block etc. | | {{P28}} | | | |
|  | |  | | | |
| 大廈  Building | | {{P29}} | | | |
|  | |  | | | |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc. | | {{P30}} | | | |
|  | |  | | | |
| 區／市／省／州／郵遞區號等  District／City／Province／  State／Postal Code etc. | | {{P31}} | | | |
|  | |  | | | |
| 國家／地區  Country／Region | | {{P32}} | | | |
|  | |  | | | |
| 認購的股本  Share Capital to be Subscribed | | 股份的類別  (如普通股／優先股等)  Class of Shares  (e.g. 普通股／Preference etc.) | 建議向該成員發行的股份數目  Shares Proposed to be Issued to the Member | | |
| 總數  Total Number | 貨幣單位  Currency | 總款額  Total Amount |
| {{P33}} | {{P34}} | {{P35}} | {{P36}} |
|  |  |  |  |
| 總值Total | {{P37}} | {{P38}} | {{P39}} |
|  |  |



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|  |  |  |  |
| --- | --- | --- | --- |
| 表格 | | NNC1 |  |
| Form | |
| 7 首任公司秘書First Company Secretary | | | |
|  | | | |
| A. | 公司秘書(自然人) Company Secretary (Natural Person) | | |
|  | *(如超過一名公司秘書屬自然人，請用續頁B填報 Use Continuation Sheet B if more than 1 company secretary is a natural person)* | | |

**16**

**17**

|  |  |
| --- | --- |
| 中文姓名  Name in Chinese | NIL |

英文姓名

Name in English

|  |  |
| --- | --- |
| 姓氏  Surname | NIL |
|  |  |
| 名字  Other Names | NIL |

**18**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 前用姓名  Previous Names | NIL | |  | NIL |
|  | 中文Chinese | |  | 英文English |
| 別名  Alias | NIL | |  | NIL |
|  | 中文Chinese | |  | 英文English |
|  | | | | |
| 香港通訊地址Hong Kong Correspondence Address  *(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)* | | | | |
|  | | | | |
| 室／樓／座等  Flat／Floor／Block etc. | | NIL | | |
|  | |  | | |
| 大廈  Building | | NIL | | |
|  | |  | | |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc. | | NIL | | |
|  | |  | | |
| 區  District | | NIL | | |
|  | |  | | |
| 地區  Region | | 香港／HONG KONG | | |

**19**

|  |  |
| --- | --- |
| 電郵地址  Email Address | NIL |

*(須在*

*PI-NNC1頁*

*填報完整*

*身分識別號碼*

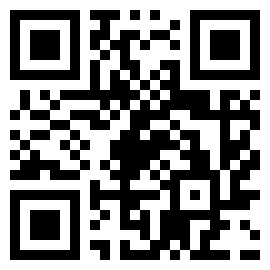
*Provide full identification number in PI-NNC1 sheet)*

**20**

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 身分識別Identification | | | | | | | | | |
| (a) 香港身分證部分號碼  Partial Number of Hong Kong Identity Card | | | NIL | 🞸 | 🞸 | 🞸 | ( | 🞸 | ) |
|  | |  | | | | | | | |
| (b) 護照  Passport | 簽發國家／地區  Issuing Country／Region | NIL | | | | | | | |
|  |  |  | | | | | | | |
|  | 部分號碼  Partial Number | NIL | | | | | | | |

**21**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 信託或公司服務提供者牌照 Trust or Company Service Provider Licence | | | | | |
| *請填報牌照編號或在適用的空格內加上✓ 號 Please provide the licence no. or tick the relevant box* | | | | | |
|  | | | | |  |
| 牌照編號  Licence No. | NIL |  | |  | | --- | |  | | 無須領有牌照  Not required to  obtain a licence | *原因 Reason:*  NIL |
|  | | | | |



第四頁Page 4

指明編號1/2023 (2023年12月) Specification No. 1/2023 (December 2023)

|  |  |  |  |
| --- | --- | --- | --- |
| 表格 | | NNC1 |  |
| Form | |
|  | |  |  |
| 7 首任公司秘書First Company Secretary (續上頁cont’d) | | | |
|  | | | |
| B. | 公司秘書(法人團體) Company Secretary (Body Corporate) | | |
|  | *(如超過一名公司秘書屬法人團體，請用續頁C填報 Use Continuation Sheet C if more than 1 company secretary is a body corporate)* | | |

**22**

**16**

|  |  |
| --- | --- |
| 中文名稱 Name in Chinese | {{P40}} |

|  |  |
| --- | --- |
| 英文名稱  Name in English | {{P41}} |

**23**

|  |  |  |  |
| --- | --- | --- | --- |
| 香港地址Hong Kong Address  *(本處不接納「轉交」地址及郵政信箱號碼 ‘Care of ’ addresses and post office box numbers are not acceptable)* | | | |
|  |  |  | |
| 室／樓／座等  Flat／Floor／Block etc. | | | {{P42}} |
|  | | |  |
| 大廈  Building | | | {{P43}} |
|  | | |  |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc. | | | {{P44}} |
|  | | |  |
| 區  District | | | {{P45}} |
|  | | |  |
| 地區  Region | | | 香港／HONG KONG |

**19**

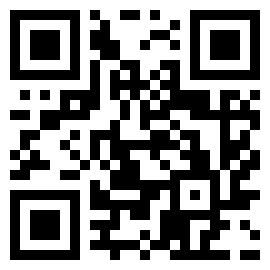
|  |  |
| --- | --- |
| 電郵地址  Email Address | NIL |

**24**

|  |  |
| --- | --- |
| 商業登記號碼Business Registration Number | {{P46}} |

**21**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 信託或公司服務提供者牌照 Trust or Company Service Provider Licence | | | | | |
| *請填報牌照編號或在適用的空格內加上✓ 號 Please provide the licence no. or tick the relevant box* | | | | | |
|  | | | | |  |
| 牌照編號  Licence No. | {{P47}} |  | |  | | --- | |  | | 無須領有牌照  Not required to  obtain a licence | *原因 Reason:* |
|  | | | | |
|  | | | | |



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|  |  |  |  |
| --- | --- | --- | --- |
| 表格 | | NNC1 |  |
| Form | |
| 8 首任董事First Directors | | | |
| A. | 董事(自然人) Director (Natural Person) | | |

*(如超過一名董事屬自然人，請用續頁D填報 Use Continuation Sheet D if more than 1 director is a natural person)*

**16**

**25**

|  |  |
| --- | --- |
| 中文姓名  Name in Chinese | {{P48}} |
|  | |

英文姓名

Name in English

*(須在*

*PI-NNC1頁*

*填報完整*

*身分識別號碼*

*Provide full identification number in PI-NNC1 sheet)*

*(須在*

*PI-NNC1頁*

*填報董事*

*通常住址*

*Provide director’s usual residential address in PI-NNC1 sheet)*

**28**

**31**

**26**

**27**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| 姓氏  Surname | | {{P49}} | | | | | | | | | | | | |
|  | |  | | | | | | | | | | | | |
| 名字  Other Names | | {{P50}} | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | |
| 前用姓名  Previous Names | | NIL | | | | |  | NIL | | | | | | |
|  | | 中文Chinese | | | | |  | 英文English | | | | | | |
| 別名  Alias | | NIL | | | | |  | NIL | | | | | | |
|  | | 中文Chinese | | | | |  | 英文English | | | | | | |
|  | |  | | | | | |  | | | | | | |
| 通訊地址Correspondence Address  *(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)* | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | |
| 室／樓／座等  Flat／Floor／Block etc. | | | {{P51}} | | | | | | | | | | | |
|  | | |  | | | | | | | | | | | |
| 大廈  Building | | | {{P52}} | | | | | | | | | | | |
|  | | |  | | | | | | | | | | | |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc | | | {{P53}} | | | | | | | | | | | |
|  | | |  | | | | | | | | | | | |
| 區／市／省／州／郵遞區號等  District／City／Province／  State／Postal Code etc. | | | {{P54}} | | | | | | | | | | | |
|  | | |  | | | | | | | | | | | |
| 國家／地區 Country／Region | | | {{P55}} | | | | | | | | | | | |
|  | | | | | | | | | | | | | | |
| 電郵地址  Email Address | | | NIL | | | | | | | | | | | |
|  | | |  | | | | | | | | | | | |
| 身分識別Identification 中國身份證號碼: {{P56}} | | | | | | | | | | | | | | |
|  | | | | | | | | | | | | | | |
| (a) 香港身分證部分號碼  Partial Number of Hong Kong Identity Card | | | | | | {{P57}} | | | 🞸 | 🞸 | 🞸 | ( | 🞸 | ) |
|  | | | |  | | | | | | | | | | |
| (b) 護照  Passport | | 簽發國家／地區  Issuing Country／Region | | {{P58}} | | | | | | | | | | |
|  | | | |  | | | | | | | | | | |
|  | | 部分號碼  Partial Number | | {{P59}} | | | | | | | | | | |
|  | |  | | |  | | | | | | | | | |
| 提示  Advisory Note | 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。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. | | | | | | | | | | | | | |

**32**

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| 出任董事職位同意書Consent to Act as Director  *請在適用的空格內加上 ✓ 號 Please tick the relevant box* | | | | | | |
| ✓ |  | 本人同意在公司成立為法團時擔任其董事，並確認本人已年滿18歲。  I consent to be a director of the company on its incorporation and confirm that I have attained the age of 18 years. | | | | |
|  |  |
|  | | 簽署Signed | : | {{P60}} |  |  |
|  | | | | |
|  |  | 出任董事職位同意書會於公司成立為法團的日期後15日內交付登記。  The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company. | | |
|  |  |

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指明編號1/2023 (2023年12月) Specification No. 1/2023 (December 2023)

|  |  |  |
| --- | --- | --- |
| 表格 | NNC1 |  |
| Form |

**16**

|  |  |
| --- | --- |
| 8 | 首任董事First Directors (續上頁cont’d) |

|  |
| --- |
| B. 董事(法人團體) Director (Body Corporate) |

*(如超過一名董事屬法人團體，請用續頁E填報 Use Continuation Sheet E if more than 1 director is a body corporate)*

|  |  |
| --- | --- |
| 中文名稱  Name in Chinese | NIL |

|  |  |
| --- | --- |
| 英文名稱 Name in English | NIL |

**27**

**29**

|  |  |
| --- | --- |
| 地址Address  *(本處不接納「轉交」地址及郵政信箱號碼 ‘Care of ’ addresses and post office box numbers are not acceptable)* | |
|  | |
| 室／樓／座等  Flat／Floor／Block etc. | NIL |
|  |  |
| 大廈  Building | NIL |
|  |  |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc. | NIL |
|  |  |
| 區／市／省／州／郵遞區號等  District／City／Province／  State／Postal Code etc. | NIL |
|  |  |
| 國家／地區  Country／Region | NIL |
|  |  |
| 電郵地址 Email Address | NIL |

**30**

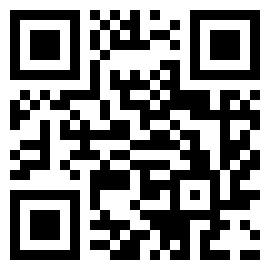
|  |  |
| --- | --- |
| 商業登記號碼Business Registration Number  *(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)* | NIL |

**31**

|  |  |
| --- | --- |
| 提示  Advisory Note | 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。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. |

**32**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 出任董事職位同意書Consent to Act as Director  *請在適用的空格內加上 ✓ 號 Please tick the relevant box* | | | | |
|  | | | | |
|  |  | 本人獲上述法人團體授權確認上述法人團體同意在公司成立為法團時擔任其董事。  I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its incorporation. | | |
|  |  |
|  | | 簽署Signed :  姓名Name : |  |  |
|  | | | 法人團體的董事／公司秘書／獲授權人士\*  Director／Company Secretary／Authorized Person of the Body Corporate\* |  |
| *\*請刪去不適用者 Delete whichever does not apply* | | | | |
|  | | | | |
|  |  | 出任董事職位同意書會於公司成立為法團的日期後15日內交付登記。  The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company. | | |
|  |  |



第七頁Page 7

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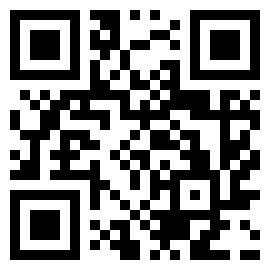
|  |  |  |
| --- | --- | --- |
| 表格 | NNC1 |  |
| Form |

**7**

|  |  |  |
| --- | --- | --- |
| 9 創辦成員陳述書Statement of Founder Member | | |
|  | | |
| 本人現核證I certify that： | | |
|  | | |
| (a) | 本人為公司的創辦成員或獲其授權人士(如創辦成員為法人團體)並獲其他創辦成員(如有的話)授權簽署本表格。  I am a founder member of this company or an authorized person of a founder member, which is a body corporate (if applicable) and am authorized by the other founder members (if any) to sign this incorporation form. |
| (b) | 名列本表格內的每一名屬自然人的公司秘書通常居於香港。  Each of the company secretaries named in this form who is a natural person ordinarily resides in Hong Kong. |
| (c) | 名列本表格內但未簽署「出任董事職位同意書」的每一名董事已同意在公司成立為法團時擔任其董事，每一名屬自然人的董事並且已年滿18歲。  Each of the directors named in this form who has not signed the ‘Consent to Act as Director’ has consented to be a director of this company on its incorporation and each director who is a natural person has attained the age of 18 years. |
| (d) | 所有創辦成員已為《公司條例》(第622章)第67(1)(a) 條的目的而簽署公司的章程細則，並確認連同本表格交付的公司章程細則的文本的內容，與由所有創辦成員簽署的該等章程細則的內容相同。  The company’s articles have been signed by all founder members for the purposes of section 67(1)(a) of the Companies Ordinance (Cap. 622). The contents of the copy of the company’s articles delivered together with this form are the same as those of the articles signed by all founder members. |
| (e) | 本表格所載的資料、陳述及詳情均屬準確，並與公司的章程細則內的資料、陳述及詳情相符。  The information, statements and particulars contained in this form are accurate and consistent with those contained in the company’s articles. |
| (f) | 公司已遵守《公司條例》中就有關公司註冊的所有規定。  All the requirements of the Companies Ordinance in respect of the registration of the company have been complied with. |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 本表格包括下列續頁／PI-NNC1頁This Form includes the following Continuation Sheet(s)／PI-NNC1 Sheet(s) | | | | | |
| 續頁Continuation Sheet(s) | A | B | C | D | E |
| 頁數Number of pages | 0 | 0 | 0 | 0 | 0 |
|  | | | | | |
| PI-NNC1 (不會供公眾查閱 NOT for Public Inspection)  A | |  | | | |
| 頁數Number of pages | 1 |  | | | |

|  |  |  |  |
| --- | --- | --- | --- |
| 簽署 Signed :  **7** | {{P61}} | 日期Date : | {{P62}} |
| 姓名 Name : |
|  | 創辦成員Founder Member |  | 日DD / 月MM / 年YYYY |



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|  |  |  |  |
| --- | --- | --- | --- |
| PI-NNC1 |  |  |  |

建議採用的公司英文或中文名稱Proposed English OR Chinese Company Name

|  |
| --- |
| {{P63}} |

**25**

**17**

**33**

|  |  |  |
| --- | --- | --- |
| 首任公司秘書／董事(自然人) − 受保護資料  First Company Secretary／Director (Natural Person) – Protected Information   |  |  | | --- | --- | | X | 公眾紀錄不會顯示此頁  This page will not be shown on the public record | |
| - 請於本頁申報首任公司秘書的香港身分證或護照的完整號碼。  The full number of Hong Kong Identity Card or passport of the first company secretary should be reported on this page.  - 請於本頁申報首任董事的香港身分證或護照的完整號碼及通常住址。  The full number of Hong Kong Identity Card or passport and usual residential address of the first director should be reported on this page.  *(每一頁PI-NNC1只可填報一名自然人的受保護資料。如超過一名自然人資料，請另加PI-NNC1頁填報。*  *Each PI-NNC1 sheet can only report the protected information of 1 natural person. If there is information for more than 1 natural person, please report separately on additional PI-NNC1 sheet(s).)* |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| *請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)* | | | | | | |
| 身分  Capacity | |  | 公司秘書  Company Secretary | *✓* | 董事  Director |  |
|  |  |
| 中文姓名  Name in Chinese |  | {{P64}} | | | | |
|  | | | | | | |
| 英文姓名  Name in English | 姓氏Surname | {{P65}} | | | | |
|  | | | | | | |
|  | 名字  Other Names | {{P66}} | | | | |

**34**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| 身分識別Identification 中國身份證號碼: {{P67}} | | | | | |
| 1. 香港身分證(完整號碼)   Hong Kong Identity Card (Full Number) | | {{P68}} | ( | {{P69}} | ) |
|  | | | | | |
| 1. 護照   Passport | 簽發國家／地區  Issuing Country／Region | {{P70}} | | | |
|  | | | | | |
| 完整號碼  Full Number | | {{P71}} | | | |

**35**

|  |  |  |
| --- | --- | --- |
| 董事的通常住址Usual Residential Address of Director | | |
|  | | |
| 室／樓／座等  Flat／Floor／Block etc. | {{P72}} | |
|  |  | |
| 大廈  Building | {{P73}} | |
|  |  | |
| 街道／屋苑／地段／村等  Street／Estate／Lot／Village etc. | {{P74}} | |
|  |  | |
| 區／市／省／州／郵遞區號等  District／City／Province／  State／Postal Code etc. | {{P75}} | |
|  |  | |
| 國家／地區  Country／Region | {{P76}} | |
| *(交付表格NNC1時，請將所有PI-NNC1頁置於最後。*  *Please place all PI-NNC1 sheets at the end when delivering the Form NNC1.)* | |  |
| 指明編號 1/2023 (2023年12月) Specification No. 1/2023 (December 2023) | |

**THE COMPANIES ORDINANCE (CHAPTER 622)**

**Private Company Limited by Shares ARTICLES OF ASSOCIATION**

**OF**

{{P77}}

{{P78}}

**Part A Mandatory Articles**

1. **Company Name** The name of the company is

{{P79}}

1. **Members’ Liabilities**

The liability of the members is limited.

1. **Liabilities or Contributions of Members**

The liability of the members is limited to any amount unpaid on the shares held by the members.

1. **Share Capital and Initial Shareholdings (on the company’s formation)**

|  |
| --- |
| {{P80}} |
| {{P81}} |
| {{P82}} |
| {{P83}} |

The total number of shares that the company proposes to issue

The total amount of share capital to be subscribed by the company’s founder members

* 1. The amount to be paid up or to be regarded as paid up
  2. The amount to remain unpaid or to be regarded as remaining unpaid

|  |
| --- |
| {{P84}} |
| {{P85}} |
| {{P86}} |
| {{P87}} |
| {{P88}} |

Class of Shares

The total number of shares in this class that the company proposes to issue

The total amount of share capital in this class to be subscribed by the company’s founder members

1. The amount to be paid up or to be regarded as paid up
2. The amount to remain unpaid or to be regarded as remaining unpaid

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached, and I/we respectively agree to subscribe for the amount of share capital of the Company and to take the number of shares in the Company set opposite my/our respective name(s).

|  |  |
| --- | --- |
| Name(s) of Founder Members | Number of Share(s) and  Total Amount of Share Capital |
| {{P89}} | {{P90}} |
| Total: | {{P91}} |

《公司條例》**(**第 **622**章 **)**

私人股份有限公司 組織章程細則

{{P92}}

{{P93}}

**A部 章程細則必備條文**

**1. 公司名稱** 本公司的名稱是

{{P94}}

**2. 成員的法律責任**

成員的法律責任是有限的。

**3. 成員的法律責任或分擔**

成員的法律責任，是以該等成員所持有的股份的未繳款額為限的。

|  |
| --- |
| {{P95}} |
| {{P96}} |
| {{P97}} |
| {{P98}} |

**4. 股本及最初的股份持有情況(公司組成時)** 建議發行的股份總數

公司的創辦成員認購的股本總額

(i) 將要繳付或視為已繳付的總款額

(ii) 尚未或視為尚未繳付的總款額

股份的類別

|  |
| --- |
| {{P99}} |
| {{P100}} |
| {{P101}} |
| {{P102}} |
| {{P103}} |

公司建議發行這類別的股份總數

公司的創辦成員認購這類別的股本總額

(i) 將要繳付或視為已繳付的總款額

(ii) 尚未或視為尚未繳付的總款額

本人/我們，即下述的簽署人，意欲組成一間公司及意欲採納隨附的組織章程細則，本人/我們並各自同意認 購按照我們各人名稱所對列之股本及股份數目。

|  |  |
| --- | --- |
| 創辦成員的姓名 | 股份數目及股本總額 |
| {{P104}} | {{P105}} |
| 總數︰ | {{P106}} |

|  |  |  |
| --- | --- | --- |
|  | 致： 香港灣仔告士打道  郵政局郵箱29015號  稅務局局長收 | To: Commissioner of Inland Revenue  P.O. Box 29015  Gloucester Road Post Office,  Wan Chai, Hong Kong |
| **商業登記**  **法團業務開業通知**  **(附註1)** | | **Business Registration**  **Notification of Commencement of Business**  **by Corporation**  **(Note 1)** |
| 根據《商業登記條例》第310章的規定，現通知貴局以下業務詳情： | | Pursuant to Business Registration Ordinance Cap. 310, I hereby notify you of the following business particulars: |

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **商業登記號碼**  **Business Registration Number** | | | |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | |  |  |  |  |  |  |  |  |  |  |  |  | |
| **法團名稱**  **Name of Corporation** | | | {{P107}}  {{P108}} |
| **業務名稱 (附註2) Business Name (Note 2)** | | | |
| 中 文  Chinese |  | | |
| 英 文  English |  | | |
| **開業日期 [此欄必須填寫]（附註3）**  **Business Commencement Date [Mandatory field] (Note 3)** | | | / /  (日day / 月month / 年year) |
| **業務描述及業務性質(附註4)**  **Business Description and Nature (Note 4)** | | | {{P109}} |
| **業務地址(附註5) Business Address (Note 5)** | | | |
| 地域 Area Code (H = 香港及離島 H.K. and Outlying Islands  K = 九龍 KLN N = 新界 N.T.)  請以中文**或**英文填寫 Please complete either in Chinese **OR** in English | | | |
| 中 文 Chinese   |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | | | |
| 英 文 English   |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | | 單位編號 |  |  |  |  |  | 座號 | | |  |  | 樓數 | | | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | Flat/Rm | Block | | | Floor | | | | | 樓宇/大廈名稱  Name of Bldg |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | 門牌號數及街道名稱 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | No. & Name of St. | | 地區  District |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | | | | |
| 簽署Signature | |  | |
| 簽署人姓名  Name of Signer | | {{P110}} | |
| \*身分證／護照／商業登記號碼（附註6）  \*Identity card / passport / business registration no. (Note 6) | | {{P111}} | |
| 職位（附註7）  Designation (Note 7) | | □ 董事Director ☑ 秘書Secretary □ 經理 Manager | |
| 電話號碼 Telephone no. | | {{P112}} | |
| 日期 Date | |  | |
| IRBR200 (7/2013) | |  | |

反洗黑錢董事聲明

Company Name：{{P113}}

Venue：Office

1. **What is your name and title?**

**你的姓名及職位？**

{{114}} Director 董事

1. **Do you have any knowledge of fraud or do you suspect fraud within the Company?**

**你是否知道或懷疑公司內部存在欺詐行為？**

**No.不知道**

1. **Is there a mechanism in the Company employee handbook that directs you to a person in Company managementif you hear, see, or believe of anything suspicious or fraudulent?**

**如果你聽到或看到,或相信任何可疑或欺詐行為,公司手冊里是否有機制指導你如何去通報公司管理層？**

**Yes. 會**

1. **How does Company’s management to the employees the importance of ethical behavior and appropriatepractices in Company?**

**管理層是如何與員工溝通,有關道德行為的重要性或適用於公司的慣例？**

**Heldmeetingperiodically.定期進行會議**

1. **Has the Company’s employee or director ever been convicted of any offence?**

**公司員工或董事有否在香港或其他地方就任何罪行被定罪?**

**No.沒有**

1. **If there has been incidence of fraud, how could this been discovered?**

**如果曾發現他們有欺詐行為，公司是如何揭發出來的？**

**No incidence of fraud. 從未發現欺詐**

1. **Are you aware if the Company is incompliance withall laws and regulations?**

**你是否知道公司是否有遵守所有香港特別行政區政府的法律及規則？**

Yes. The Company is in compliance with all laws and regulations.有, 公司已遵守所有法律及規則

1. **Do you think management has sufficient controls in place or monitors efficiently to prevent or detect fraud?**

**你認為公司管理層是否有訂立足夠的防範措施或偵察欺詐行為？**

**Yes.有**

1. **Are there control sin place that monitory our performance? Please tell us the monitoring procedure.**

**公司是否有管制去監測你的行為表現？如有，請告知監測程序**

Yes. 有(1) Staffappraisal員工評估；(2) Senior management conducts meetings and interviews on regular basis.

**管理層定期進行會議及會面**

1. **Is there anything you would like to add？Anything you have become aware of that is unusual or suspicious？**

**你有什麼要補充有關任何你已意識到這是不尋常或可疑的事情？**

**No.沒有**

{{P115}}

Chairman

**注冊香港有限公司委託書**

|  |  |
| --- | --- |
| 甲方(委託方)： | {{P116}} |
| 乙方(受託方)： | {{P117}} |

甲方因業務發展需要欲在香港成立公司 {{P118}} ，現全權委託乙方向香港有關機構申請辦理公司註冊相關手續，經雙方協商一致，達成以下內容條款：

1. 甲方必須向乙方提供真實有效的資料：股東、董事身份證複印件、個人住址和聯繫電話、註冊國家、公司中英文名稱、註冊資本和股份分配比例等。
2. 甲方向乙方提供的數據必須確認真實無誤，保證申請註冊的香港公司是用於合法的商業運作，並承擔該公司的債權債務和法律責任。
3. 甲方需依香港相關法律法規，向乙方提供註冊公司之名稱，且公司名稱不得與香港其他公司名稱相同；公司名稱不得使用易於使人誤認為與政府機關、其他公司或公益團體有關的名稱。若因此引起法律糾紛，則與乙方無關。
4. 甲方全權委託乙方成立香港有限公司並代為簽署公司章程。
5. 乙方為甲方代理以下服務：
   1. 乙方代理註冊之公司的註冊資本為HK${{P119}}元整，分{{P120}}股，每股為{{P121}};
   2. 在香港公司註冊處查冊確定公司名稱；
   3. 核實註冊資本、股東數目以及股份比例；
   4. 準備有關文檔及法定申報表(如: NNC1)，安排董事及股東簽署文檔，向政府有關部門提出申請；
   5. 申領公司註冊證，代付註冊費；
   6. 申領商業登記證，代付登記費；
   7. 製作公司章程、股票發行冊、公司原子印二枚、鋼印一枚，代付製作費；
   8. 擔任第一年公司秘書並提供秘書服務（代接收政府信件）；
   9. 提供第一年公司註冊地址。
6. 辦理費用和付款方式：
   1. 辦理總費用： **{{P122}}** 元整(包括須向香港政府有關部門繳納的費用和乙方代理服務全數費用，但不包括乙方在簽訂代理註冊香港有限公司協議書及客戶資料確認書後的更改)；
   2. 付款方式：甲方於協定簽定時向乙方預付全部款項50%，剩下餘款於甲方來乙方公司簽訂“註冊公司”之法定檔時，當場交付結清。
7. 雙方的責任和義務
   * 1. 自雙方簽訂協議及收取50%款項的次日起十五個工作日完成公司註冊事宜。如因乙方原因而未能按時完成甲方委託之業務，甲方此前所交的款項乙方給予退還，但已交納予政府的費用則不會退回。
     2. 若因甲方原因而未能按時完成註冊事宜，由此造成的影響與乙方無關。自雙方簽訂協議之日起3個月內,若甲方無故不履行完委託之責任，則乙方有權自行處理此公司。且因處理此公司而引起的費用乙方保留向甲方追索權,甲方之前所付的費用, 乙方不與退還。
8. 如甲方自公司成立周年日起42天內仍未能完成周年申報，我司將於甲方公司自成立周年日起第43天自動辭去註冊秘書一職，如因此而引起的一切費用，則與乙方無關。
9. 凡因本合同的效力、履行、解釋等發生的一切爭議，雙方均應首先友好協商解決，協商不成時，雙方均依據香港有關法律法規處理。
10. 本協議一式兩份，甲、乙雙方各一份。本協定自簽署之日起生效，未盡事宜雙方協商解決。

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| --- | --- | --- | --- | --- | --- |
| 甲方: | {{P123}} | | 乙方: | {{P124}} | |
| 代表: |  | | 代表: | {{P125}} | |
| 簽署日期： | | {{P126}} | 簽署日期： | | {{P127}} |