



公司註冊處
Companies Registry

法團成立表格
(股份有限公司以外的公司)
Incorporation Form
(Company Not Limited by Shares)

表格
Form **NNC1G**

註 Note

8 1 建議採用的公司名稱 **Proposed Company Name**

建議採用的公司英文名稱 **Proposed English Company Name**

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建議採用的公司中文名稱 **Proposed Chinese Company Name**

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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*

- A. 無股本的擔保有限公司
a company limited by guarantee without a share capital
- B. 有股本的公眾無限公司
a public unlimited company with a share capital
- C. 有股本的私人無限公司
a private unlimited company with a share capital

4 提交人資料 **Presenter's Reference**

姓名 Name:
地址 Address:

電話 Tel: 傳真 Fax:
電郵 Email:
檔號 Reference:

請勿填寫本欄 **For Official Use**

10 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

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

11 4 電郵地址 Email Address

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5 擔保有限公司的成員人數及成員的法律責任
Number and Liability of Members of a Company Limited by Guarantee

12 公司建議註冊的成員人數
Number of members with which the company proposes to register

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13 每名屬公司的成員的人均承諾，為《公司條例》第 84(2)(a)、(b)及(c)條的目的，若公司在該人是公司的成員期間清盤，或在該人不再是公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超過下述款額的款額，作為公司的資產。
Each person who is a member of the company undertakes that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding the amount stated below, to the company's assets for the purposes of section 84(2)(a), (b) and (c) of the Companies Ordinance.

成員類別 Class of Members	貨幣 Currency	款額 Amount

14 6 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

(只適用於有股本的無限公司 Only applicable to **Unlimited Company with a Share Capital**)

股份的類別 (如普通股/優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members (a)	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 (b)	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)
總值 Total					

15 6A 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無限公司 Only applicable to unlimited 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. Ordinary/ 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.)

16 7 創辦成員 Founder Members

(如超過兩名創辦成員，請用續頁 A 填報 Use Continuation Sheet A if more than 2 founder members)

1 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country / Region

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. Ordinary / 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 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country / Region

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. Ordinary / 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 Currency	總款額 Total Amount
	總值 Total			

17 9 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 C 填報 Use Continuation Sheet C if more than 1 director is a natural person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

曾用姓名
Previous Names

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中文 Chinese

英文 English

別名
Alias

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中文 Chinese

英文 English

23

住址
Residential
Address

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

24

電郵地址
Email Address

25

身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

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(b) 護照
Passport

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簽發國家 Issuing Country

號碼 Number

27

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.

28

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 : _____

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.

9 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 D 填報 Use Continuation Sheet D if more than 1 director is a body corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

26

地址
Address

國家／地區
Country／Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

24

電郵地址
Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)

27

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.

28

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 : _____

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*

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.

*請刪去不適用者 Delete whichever does not apply

⑦ **10 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 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. 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 This Form includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B	C	D
頁數 Number of pages				

⑦ 簽署 Signed:

姓名 Name : _____ 日期 Date : _____
 創辦成員 Founder Member 日 DD / 月 MM / 年 YYYY

16 創辦成員詳情 (第 7 項) Details of Founder Members (Section 7)

1 中文姓名／名稱 Name in Chinese	
英文姓名／名稱 Name in English	
地址 Address	
國家／地區 Country / Region	

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. Ordinary / 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 Currency	總款額 Total Amount
	總值 Total			

2 中文姓名／名稱 Name in Chinese	
英文姓名／名稱 Name in English	
地址 Address	
國家／地區 Country / Region	

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. Ordinary / 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 Currency	總款額 Total Amount
	總值 Total			

17 首任公司秘書詳情 (第 8 項) Details of First Company Secretary (Section 8)

A. 公司秘書(自然人) Company Secretary (Natural Person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese

英文 English

別名
Alias

中文 Chinese

英文 English

18 香港通訊地址
Hong Kong
Correspondence
Address

香港 / HONG KONG

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

19 電郵地址
Email Address

20 身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

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(b) 護照
Passport

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簽發國家 Issuing Country

號碼 Number

22 B. 公司秘書(法人團體) Company Secretary (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

21 香港地址
Hong Kong
Address

香港 / HONG KONG

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

19 電郵地址
Email Address

公司編號 Company Number

17 首任董事(自然人)詳情 (第 9A 項) Details of First Directors (Natural Person) (Section 9A)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文 Chinese	英文 English

別名
Alias

中文 Chinese	英文 English

**23 住址
Residential Address**

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

**24 電郵地址
Email Address**

25 身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number

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(b) 護照
Passport

簽發國家 Issuing Country	號碼 Number

27 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.

28 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 : _____

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.

17 首任董事(法人團體)詳情 (第 9B 項) Details of First Directors (Body Corporate) (Section 9B)

董事(法人團體) Director (Body Corporate)

中文名稱
Name in Chinese

英文名稱
Name in English

26 地址
Address

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 'Care of' addresses or post office box numbers are not acceptable)

24 電郵地址
Email Address

公司編號 Company Number

(只適用於在香港註冊的法人團體 Only applicable to body corporate registered in Hong Kong)

27 **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.

28 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 : _____

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*

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.

*請刪去不適用者 Delete whichever does not apply

《公司條例》(香港法例第 622 章)
第 67(1)(b)條規定交付的

法團成立表格
(股份有限公司以外的公司)

填表須知 — 表格 NNC1G

附註

引言

1. 本表格是用以向公司註冊處處長(「處長」)申請成立一間具法團地位的擔保有限公司或無限公司，並必須連同公司的章程細則的文本一併交付。本表格不適用於不擬註冊為具有法團地位的獨資或合夥經營的業務。
2. 根據《商業登記條例》(香港法例第 310 章) 第 5A(1) 及 5D(2) 條的規定，提出成立法團的申請人須把「致商業登記署通知書」(IRBR1)和訂明的商業登記費及徵費連同本表格一併交付，否則公司註冊處不會接納其申請。
3. 請劃一以中文或英文填報各項所需資料。如以中文填報，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。
4. 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。公司註冊處會以傳真方式通知提交人親身領取「公司註冊證書」及「商業登記證」。如提交人委託他人代領，需簽署授權書。
5. 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。

費用

6. 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。有關所需費用的詳情，請參閱《主要服務收費表》資料小冊子及《商業登記費及徵費收費表》。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

7. 本表格必須由一名名列本表格內的創辦成員簽署並核證第 10 項「創辦成員陳述書」內的各項陳述。如創辦成員屬法人團體，本表格必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。公司註冊處不接納未簽妥的表格。

建議採用的公司名稱 (第 1 項)

8. (a) 公司名稱可用英文或中文註冊。公司亦可同時註冊一個英文名稱和一個中文名稱。有關擬訂公司名稱須注意的事項，請參閱《香港公司名稱註冊指引》。
(b) 在本項填報的建議採用的公司名稱，必須與《公司條例》第 81 條所規定的公司章程細則的名稱條款所述的公司名稱相同。如建議採用的公司名稱有任何錯誤，公司註冊處可拒絕該註冊成立公司的申請，而所繳交的存放文件費用亦不會獲得退還。

公司類別 (第 2 項)

9. (a) 如公司沒有股本及公司的章程細則將其成員的法律責任限於該成員藉章程細則承諾在公司清盤時支付作為公司資產的款額，該公司即屬「擔保有限公司」。
(b) 如公司的成員的法律責任並無上限，該公司即屬「無限公司」。
(c) 如公司的章程細則限制成員轉讓股份的權利、將成員最高人數限於 50 人及禁止邀請公眾人士認購該公司的任何股份或債權證；而公司亦不屬擔保有限公司，該公司即屬「私人公司」。如公司既不屬私人公司亦不屬擔保有限公司，則公司即屬「公眾公司」。
(d) 如有需要，請就選擇合適的公司類別尋求獨立的法律意見。

公司在香港的註冊辦事處的建議地址 (第 3 項)

10. 請在本項填報公司在香港的註冊辦事處的建議地址的詳細地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。建議的地址須自公司成立為法團的日期起，作為其註冊辦事處地址，直至公司根據《公司條例》第658(3)條向處長交付有關該地址的更改通知書(表格NR1)為止。

電郵地址 (第 4 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。

擔保有限公司的成員人數及成員的法律責任 (第 5 項)

12. 請註明公司在組成時建議註冊的成員人數，不可填上「無限」。
13. 每名屬公司的成員的人須承諾，若該公司在該人是該公司的成員期間清盤，或在該人不再是該公司的成員之後的一年內清盤，該人會分擔支付該人須付的一筆不超逾指明款額的款額，作為該公司的資產，以—
- (a) 支付該公司在該人不再是該公司的成員之前招致的債項及債務；
 - (b) 支付該公司清盤的費用、收費及開支；及
 - (c) 調整分擔人之間的權利。

請在本項註明不同類別的成員所承諾分擔支付的款額。

公司組成時的股本及最初的股份持有情況 (第 6 項)

14. 有股本的無限公司必須填報其組成時的股本及最初的股份持有情況。以下例子只供參考。

例： 甲乙丙無限公司建議在組成時發行 10,000 股普通股，而創辦成員將會認購的股本總額為 20,000 元，將會繳付或視為已繳付的款額為 10,000 元。

股份的類別 (如普通股/優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members (a)	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 (b)	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)
普通股	10,000	港元	20,000	10,000	10,000
總值 Total	10,000	港元	20,000	10,000	10,000

股份所附帶的權利的詳情 (第 6A 項)

15. 如公司的股本分為不同類別的股份，請就每一類股份述明該類別股份—
- (a) 所附帶的表決權的詳情，包括只在某些情況下產生的權利；
 - (b) 所附帶的、在分派股息時參與該項分派的權利的詳情；
 - (c) 所附帶的、在分派股本時(包括清盤時進行的分派)參與該項分派的權利的詳情；及
 - (d) 是否屬可贖回股份。

創辦成員 (第 7 項)

16. 請填報每名創辦成員的資料。如屬有股本的無限公司，請同時填報公司建議在其組成時向該成員發行的股份數目，及該成員將會在該公司組成時認購的股本總額。

首任公司秘書及董事 (第 8 及 9 項)

17. (a) 公司的首任公司秘書及董事的詳情，必須在本表格第 8 及 9 項填報。
- (b) 無股本的擔保有限公司或有股本的公眾無限公司必須有一名公司秘書及最少兩名董事，公司秘書職位可由其中一名董事兼任。法人團體不得出任無股本的擔保有限公司或有股本的公眾無限公司的董事。
- (c) 有股本的私人無限公司必須有一名公司秘書及最少一名屬自然人的董事，公司秘書職位不得同時由公司的唯一董事兼任。只有一名董事的私人無限公司不得委任一個以該董事為唯一董事的法人團體作為公司秘書。

首任公司秘書 (第 8A 及 8B 項)

18. 如公司秘書屬自然人，必須通常居於香港，但只須填報其在香港的通訊地址。本處不接納非香港地址或郵政信箱號碼。
19. 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。
20. 請填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，請填報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
21. 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。
22. 如某商號的所有合夥人為公司的聯名秘書，請在供公司秘書(法人團體)填報的空格內(第 8B 項)填報商號名稱及其在香港的主要辦事處的地址。本處不接納非香港地址、「轉交」地址或郵政信箱號碼。

首任董事 (第 9A 及 9B 項)

23. 請填報屬自然人的董事的通常住址。如屬非香港地址，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
24. 請提供董事的電郵地址(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 通知公司註冊處。
25. 請填報屬自然人的董事的香港身分證號碼。如該人並非香港身分證持有人，請填報其所持護照的號碼及簽發國家。如該人並非香港身分證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
26. 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，請同時填報「國家／地區」一欄。本處不接納「轉交」地址或郵政信箱號碼。
27. 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) 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。
28. 每一名董事均須作出陳述，同意在公司成立為法團時擔任其董事。董事可以在本表格的「出任董事職位同意書」上簽署，或在公司成立為法團的日期後 15 日內向處長交付已填妥及簽署的表格 NNC3 — 「出任首任董事職位同意書」。如董事屬法人團體，同意書必須由該法人團體的董事、公司秘書或獲該法人團體授權的人士簽署。

**INCORPORATION FORM
(COMPANY NOT LIMITED BY SHARES)**

For the purposes of section 67(1)(b) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NNC1G

Introduction

1. This form should be used for applying to the Registrar of Companies (the Registrar) for incorporation of a company limited by guarantee or an unlimited company and **must be accompanied by a copy of the company's articles**. This form is not applicable to a sole proprietorship or partnership which does not intend to have a 'corporate' status.
2. According to sections 5A(1) and 5D(2) of the Business Registration Ordinance (Cap. 310), **an applicant for company incorporation must deliver a Notice to Business Registration Office (IRBR1) and the prescribed business registration fee and levy together with this form**. Otherwise, the application will be rejected by the Companies Registry.
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. The Companies Registry will notify the presentor by fax to collect the Certificate of Incorporation and Business Registration Certificate in person. A written authorization will be required if the presentor sends a representative to collect the certificates.
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.

Fee

6. 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' and the 'Business Registration Fee and Levy Table' 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

7. A founder member named in this form must sign this form and **certify the statements made in the Statement of Founder Member in Section 10**. If the founder member is a body corporate, this form must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf. A form which is not properly signed will be rejected by the Companies Registry.

Proposed Company Name (Section 1)

8. (a) A company name may be in English or in Chinese. A company may also adopt both an English name and a Chinese name. Please refer to the 'Guideline on Registration of Company Names for Hong Kong Companies' for the points to note when choosing a company name.
(b) The company name(s) stated in this Section should be identical to the name(s) stated in the **Name Clause** of the articles of the company as required under section 81 of the Companies Ordinance. An application for incorporation with errors in the proposed company name(s) may be rejected by the Companies Registry and the lodgement fee paid will not be refunded.

Type of Company (Section 2)

9. (a) A company is a 'company limited by guarantee' if it does not have a share capital and the liability of its members is limited by the company's articles to the amount that the members undertake, by those articles, to contribute to the assets of the company in the event of its being wound up.
(b) A company is an 'unlimited company' if there is no limit on the liability of its members.

- (c) A company is a 'private company' if its articles restrict a member's right to transfer shares, limit the number of members to 50, and prohibit any invitation to the public to subscribe for any shares or debentures of the company; and it is not a company limited by guarantee. A company is a 'public company' if it is not a private company and not a company limited by guarantee.
- (d) Please seek independent legal advice on the choice of an appropriate type of company, if necessary.

Proposed Address of the Company's Registered Office in Hong Kong (Section 3)

10. The full proposed address of the company's registered office in Hong Kong must be stated in this Section. Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable. The proposed address shall be the address of the company's registered office with effect from the date of its incorporation until a notice of change in respect of the address in Form NR1 is delivered to the Registrar under section 658(3) of the Companies Ordinance.

Email Address (Section 4)

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

Number and Liability of Members of a Company Limited by Guarantee (Section 5)

12. Please indicate the number of members with which the company **proposes** to register on its formation. Please ***do not*** state 'unlimited'.
13. Each person who is a member of the company has to undertake that if the company is wound up while the person is a member of the company, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding a specified amount, to the company's assets —
- (a) for the payment of the company's debts and liabilities contracted before the person ceases to be such a member;
- (b) for the payment of the costs, charges and expenses of winding up the company; and
- (c) for the adjustment, among the contributories, of their rights.

Please state the amount undertaken to be contributed by each class of members in this Section.

Share Capital and Initial Shareholdings on the Company's Formation (Section 6)

14. An unlimited company with a share capital must state the details of the share capital and initial shareholdings on its formation. An example is provided below for reference only.

e.g. ABC Company, an unlimited company, proposes to issue 10,000 ordinary shares on its formation. The total amount of the share capital to be subscribed by the founder members is HKD20,000, of which the amount to be paid up or to be regarded as paid up will be HKD10,000.

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 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)
Ordinary	10,000	HKD	20,000	10,000	10,000
總值 Total	10,000	HKD	20,000	10,000	10,000

Particulars of Rights Attached to Shares (Section 6A)

15. If the share capital of the company is to be divided into different classes of shares, please state for each class of shares —
- (a) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
 - (b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
 - (d) whether or not shares in that class are redeemable shares.

Founder Members (Section 7)

16. Please provide the details of each founder member. For an unlimited company with a share capital, please also state the number of shares that the company proposes to issue to the member and the total amount of share capital to be subscribed by the member on the company's formation.

First Company Secretary and Directors (Sections 8 and 9)

17. (a) The details of the first company secretary and directors must be reported in Sections 8 and 9 of this form.
- (b) A company limited by guarantee without a share capital or a public unlimited company with a share capital must have a company secretary and at least two directors, one of whom may be the company secretary. It must **not** have a body corporate as its director.
- (c) A private unlimited company with a share capital 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. A private company having only one director must **not** have a body corporate as its company secretary the sole director of which is the sole director of the private company.

First Company Secretary (Sections 8A and 8B)

18. If the company secretary is a natural person, he or she must ordinarily reside in Hong Kong, but he or she is only required to provide the **correspondence address in Hong Kong**. Non-Hong Kong addresses or post office box numbers are not acceptable.
19. Please provide the email address of the company secretary, 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.
20. The Hong Kong Identity Card number or, in the absence of which, the number and issuing country 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.
21. 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.
22. If all the partners in a firm are joint company secretaries of the company, please state the name of the firm and the address of its principal office in **Hong Kong** in the boxes provided for Company Secretary (Body Corporate) (Section 8B). Non-Hong Kong addresses, 'care of' addresses or post office box numbers are not acceptable.

First Directors (Sections 9A and 9B)

23. Please provide the **usual residential address** of a 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.
24. Please provide the email address of the 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.

- 25.** The Hong Kong Identity Card number or, in the absence of which, the number and issuing country of the passport of a 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.
- 26.** 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.
- 27.** 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.
- 28.** Every director shall make a statement that he or she has consented to be a director of the company on the company's formation. A director may sign the 'Consent to Act as Director' in this form or complete and sign Form NNC3 — Consent to Act as First Director, which must be delivered to the Registrar not later than 15 days after the date of incorporation of the company. If the director is a body corporate, the statement must be signed by a director, the company secretary of the body corporate or an authorized person acting on its behalf.