



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)

(《公司條例》第 14A 條)  
(Companies Ordinance s. 14A)

*Specimen*

表格  
Form **NC1G**

填表前請參閱《填表須知》。

Please read the Notes for Completion before completing this form.

**Note:** Please submit a complete form (i.e. pages 1-7 including pages with inapplicable items except unused continuation sheets).

(註 Note 8) **1 擬採用的公司名稱 Intended Company Name**

擬採用的公司英文名稱 Intended English Company Name

LOVE CHARITY SERVICES LIMITED

擬採用的公司中文名稱 Intended Chinese Company Name

愛心慈善服務有限公司

The company names must be the same as the names stated in the name clause of the company's Memorandum and Articles of Association (M&A).

(註 Note 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.  非私人擔保有限公司  
a non-private company limited by guarantee
- B.  私人擔保有限公司  
a private company limited by guarantee
- C.  非私人無限公司  
a non-private unlimited company
- D.  私人無限公司  
a private unlimited company

**Note:** Please read Note 9 in the Notes for Completion.

(註 Note 4) **提交人的資料 Presentor's Reference**

姓名 Name: QualiSec Services Limited

地址 Address: Room 708, 7/F, Lucky Commercial Building, 2 Nathan Road, Kowloon, Hong Kong

電話 Tel: 1234 5678 傳真 Fax: 8765 4321

電郵地址 E-mail Address: qss@abc.com

檔號 Reference: GHS/009

指明編號 1/2011 (修訂) (2011 年 2 月)  
Specification No. 1/2011 (Revision) (Feb. 2011)

**請勿填寫本欄 For Official Use**

Please fill in the Presentor's Reference section. The Companies Registry (CR) will notify the presentor by fax to collect the Certificate of Incorporation and the Business Registration Certificate in person. A written authorisation will be required if the presentor sends a representative to collect the certificates.

**Note:** All the particulars filled in this specimen form are fictitious. Any resemblance to individuals or companies is entirely coincidental.

(註 Note 10) **3** 公司在香港的註冊辦事處擬採用的地址

**The Intended Address of the Company's Registered Office in Hong Kong**

House A, Love Charity Centre, No. 8 Care Road, Sheung Shui,  
New Territories, Hong Kong

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 11) **4** 電郵地址 **E-mail Address**

lovecharity@abc.com

**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**

Please state the number.

(註 Note 12) 公司在其成立為法團時建議註冊的成員人數

The number of members with which the company proposes to be registered on its incorporation

100

每名成員承諾在公司一旦清盤時，分擔提供不超過下述款額予公司的資產。

Each member is to undertake to contribute an amount, not exceeding the amount stated below, to the assets of the company in the event of its being wound up.

(註 Note 9 & 13)

成員類別 Class of Members	貨幣 Currency	款額 Amount
Voting	HKD	200
Non-Voting	HKD	100

(註 Note 14) **6** 股本 **Share Capital**

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

擬註冊股本 Share Capital to be Registered				創辦成員共承購 各類股份的總面值 Total Nominal Value of Each Class of Shares to be Taken up by Founder Member(s) †*
股份類別 Class of Shares	股份數目 Number of Shares	每股的面值 Nominal Value of Each Share †	各類股份的總面值 Total Nominal Value of Each Class †	
	(a)	(b)	(a) x (b)	
-	-	-	-	-
總值 Total				

† 請註明貨幣單位(例如：港元、美元)  
Please specify the currency (e.g. HKD, USD)

\* 請申報所有創辦成員共承購每類股份的總面值。  
Please state the **total** nominal value of **each class** of shares to be taken up by **all** the founder members of the company.

(註 Note 15) **7 創辦成員 Founder Members**

(如有超過三名創辦成員，請用續頁 A 填報 Use Continuation Sheet A if more than 3 founder members)

1	中文姓名／名稱 Name in Chinese	李慈愛	
	英文姓名／名稱 Name in English	Li Chi Oi, Maria	
	地址 Address	Flat A, 2/F, Lovely Mansion, 222 Yan Oi Road, Kowloon, Hong Kong.	
# 承購的股份 Shares to be taken		-	-
		股份類別 Class of shares	股份數目 Number of shares
2	中文姓名／名稱 Name in Chinese	施有福	
	英文姓名／名稱 Name in English	Sze Yau Fook	
	地址 Address	903 Caring Way, Auldana, S.A. 5072, Australia.	
# 承購的股份 Shares to be taken		-	-
		股份類別 Class of shares	股份數目 Number of shares
3	中文姓名／名稱 Name in Chinese	延續關愛有限公司	
	英文姓名／名稱 Name in English	Love Generation Limited	
	地址 Address	Room 239, 2/F Prosperous Commercial Building, No.1 Austin Road, Tsim Sha Tsui, Hong Kong.	
# 承購的股份 Shares to be taken		-	-
		股份類別 Class of shares	股份數目 Number of shares

# 只適用於有股本的無限公司 Only applicable to Unlimited Company having a Share Capital

**Note:** A company may have only one secretary who can be an individual or a body corporate. The following is an example of two secretaries.

(註 Note 16) **8 首任秘書 First Secretary**  
(如有超過一名個人或法人團體秘書，請用續頁 B 填報 Use Continuation Sheet B if more than 1 individual or corporate secretary)

**A. 個人秘書 Individual Secretary**

中文姓名  
Name in Chinese 李比舒

英文姓名  
Name in English

Li	Bei Shu
姓氏 Surname	名字 Other Names

前用姓名  
Previous Names

-	別名 Alias	-
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(註 Note 17) 香港住址  
Hong Kong Residential Address

Flat B, 2/F, Rich Mansion, 111 Full Moon Road, Fanling, New Territories, Hong Kong

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 18) 電郵地址  
E-mail Address bsli@abc.com

(註 Note 19) 身份證明 Identification

a 香港身份證號碼  
Hong Kong Identity Card Number A111111(1)

b 護照  
Passport

-	-
簽發國家 Issuing Country	號碼 Number

**B. 法人團體秘書 Corporate Secretary**

(註 Note 20) 中文名稱  
Name in Chinese 優質秘書服務有限公司

(註 Note 20) 英文名稱  
Name in English QualiSec Services Limited

(註 Note 21) 香港地址  
Hong Kong Address

Room 708, 7/F, Lucky Commercial Building, 2 Nathan Road, Kowloon, Hong Kong

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 18) 電郵地址  
E-mail Address qss@abc.com

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)**

→
3250000

**Note:** A 'private company' may have only one director who can be an individual or a body corporate. However, a 'non-private company' must have at least two directors and all directors must be individuals. In this example, the company is a 'non-private' company limited by guarantee, please use Continuation Sheet C to report particulars of other directors.

(註 Note 16) **9 首任董事 First Directors**

**A. 個人董事 Individual Director**

(如有超過一名個人董事，請用續頁 C 填報 Use Continuation Sheet C if more than 1 individual director)

中文姓名  
Name in Chinese

李慈愛
-----

英文姓名  
Name in English

Li	Chi Oi, Maria
<small>姓氏 Surname</small>	<small>名字 Other Names</small>

前用姓名  
Previous Names

-
---

別名  
Alias

Mary Li
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(註 Note 22)

住址  
Residential Address

Flat A, 2/F, Lovely Mansion, 222 Yan Oi Road, Kowloon, Hong Kong	
	<small>國家 Country</small>

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 23)

電郵地址  
E-mail Address

mariali@abc.com
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(註 Note 24)

身份證明 Identification

a 香港身份證號碼  
Hong Kong Identity Card Number

	A222222(2)
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b 護照  
Passport

-	-	
<small>簽發國家 Issuing Country</small>	<small>號碼 Number</small>	

If she holds neither a Hong Kong Identity Card nor a passport, please state 'NIL' / '-' in these boxes.

(註 Note 26)

**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.

(註 Note 27)

**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

If the director is also the founder member who signs the form, he must sign the Consent to Act as Director in this form. Other directors may sign the Consent statement in this form or submit Form NC3 within 14 days after incorporation of the company.

本人同意在公司成立為法團時出任其董事，並確認本人已年滿 18 歲。  
I consent to act as a director of the company on its incorporation and confirm that I have attained the age of 18 years.

簽署 Signed : Maria Li

出任董事職位同意書會於公司成立為法團的日期後 14 天內提交。  
The Consent to Act as Director will be submitted not later than 14 days after the date of incorporation of the company.

**9 首任董事 First Directors** (續上頁 cont'd)

**B. 法人團體董事 Corporate Director**

(如有超過一名法人團體董事，請用續頁 D 填報 Use Continuation Sheet D if more than 1 corporate director)

中文名稱  
Name in Chinese

-

英文名稱  
Name in English

-

(註 Note 25)

地址  
Address

-

國家 Country

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 23)

電郵地址  
E-mail 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)

-

(註 Note 26)

**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.

(註 Note 27)

**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

本人獲上述公司授權確認上述公司同意在公司成立為法團時出任其董事。  
I, being authorised by the above named company, confirm that the above company consents to act as a director of this company on its incorporation.

簽署 Signed : -

法人團體董事的董事/秘書/獲授權人士\*  
Director/Secretary/Authorised Person of the Corporate Director\*

出任董事職位同意書會於公司成立為法團的日期後 14 天內提交。  
The Consent to Act as Director will be submitted not later than 14 days after the date of incorporation of this company.

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

(註 Note 6) **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 authorised person of a corporate founder member (if applicable) and am authorised by the other founder members (if any) to sign this incorporation form.
- (b) 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，每名個人董事並且已年滿 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 individual director has attained the age of 18 years.
- (c) 所有創辦成員已按照《公司條例》第 6 及 12 條簽署公司的組織章程大綱及組織章程細則，並確認連同本表格交付的公司章程大綱及章程細則的副本的內容，與由所有創辦成員簽署的該等章程大綱及章程細則的內容相同。  
The company's Memorandum of Association and Articles of Association have been signed by all founder members in accordance with sections 6 and 12 of the Companies Ordinance. The contents of the copies of the company's Memorandum and Articles delivered together with this form are the same as those of the Memorandum and Articles signed by all founder members.
- (d) 本表格所載的詳情屬準確，以及與公司組織章程大綱及章程細則所載的詳情相符。  
The particulars contained in this form are accurate and consistent with those contained in the Memorandum and Articles of Association of this company.
- (e) 公司已遵從《公司條例》中與註冊有關的所有規定及與註冊的先決及附帶事宜有關的所有規定。  
This company has complied with all the requirements of the Companies Ordinance in respect of registration and of matters precedent and incidental thereto.

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	0	0	1	0

This form must be signed by a founder member. If the founder member is a body corporate, this form must be signed by a director or secretary of the body corporate or an authorized person acting on its behalf. Please state both the name of the signatory and the name of the body corporate.

(註 Note 6) 簽署 Signed:

*Maria Li*

姓名 Name : Li Chi Oi Maria 日期 Date : 21 / 02 / 2011  
創辦成員 Founder Member 日 DD / 月 MM / 年 YYYY

Unused Continuation Sheet need not be submitted to the CR.

(註 Note 15) **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		
	# 承購的股份 Shares to be taken		
		股份類別 Class of shares	股份數目 Number of shares
2	中文姓名／名稱 Name in Chinese		
	英文姓名／名稱 Name in English		
	地址 Address		
	# 承購的股份 Shares to be taken		
		股份類別 Class of shares	股份數目 Number of shares
3	中文姓名／名稱 Name in Chinese		
	英文姓名／名稱 Name in English		
	地址 Address		
	# 承購的股份 Shares to be taken		
		股份類別 Class of shares	股份數目 Number of shares

# 只適用於有股本的無限公司 Only applicable to Unlimited Company having a Share Capital



Unused Continuation Sheet need not be submitted to the CR.

(註 Note 16) **首任秘書詳情 (第 8 項) Details of First Secretary (Section 8)**

**A. 個人秘書 Individual Secretary**

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

	別名 Alias	
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(註 Note 17)

香港住址  
Hong Kong Residential Address

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 18)

電郵地址  
E-mail Address

(註 Note 19)

身份證明 Identification

a 香港身份證號碼  
Hong Kong Identity Card Number

b 護照  
Passport

簽發國家 Issuing Country	號碼 Number

**B. 法人團體秘書 Corporate Secretary**

(註 Note 20)

中文名稱  
Name in Chinese

(註 Note 20)

英文名稱  
Name in English

(註 Note 21)

香港地址  
Hong Kong Address

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 18)

電郵地址  
E-mail 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)

(註 Note 16) **首任董事(個人)詳情 (第 9A 項) Details of First Directors (Individual) (Section 9A)**

中文姓名  
Name in Chinese

施有福
-----

英文姓名  
Name in English

Sze	Yau Fook
姓氏 Surname	名字 Other Names

前用姓名  
Previous Names

-
---

別名  
Alias

-
---

(註 Note 22) 住址  
Residential Address

903 Caring Way, Auldana, S.A. 5072	Australia
	國家 Country

(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 23) 電郵地址  
E-mail Address

-
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(註 Note 24) 身份證明 Identification

a 香港身份證號碼  
Hong Kong Identity Card Number

-
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b 護照  
Passport

Australia	A12345678
簽發國家 Issuing Country	號碼 Number

(註 Note 26) **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.

(註 Note 27) 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出任其董事，並確認本人已年滿 18 歲。  
I consent to act as a director of the company on its incorporation and confirm that I have attained the age of 18 years.

If the director chooses to submit Form NC3 after incorporation of the company, the founder member who signs the form must check this box to state that the director will submit Form NC3 within 14 days after incorporation.

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 14 天內提交。  
The Consent to Act as Director will be submitted not later than 14 days after the date of incorporation of the company.

Unused Continuation Sheet need not be submitted to the CR

(註 Note 16) **首任董事(法人團體)詳情 (第 9B 項) Details of First Directors (Corporate) (Section 9B)**

中文名稱  
Name in Chinese

--

英文名稱  
Name in English

--

(註 Note 25) 地址  
Address

	國家 Country
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(「轉交」地址及郵政信箱號碼恕不接受 'Care of' addresses and post office box numbers are not acceptable)

(註 Note 23) 電郵地址  
E-mail 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)

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(註 Note 26)

**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.

(註 Note 27) **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

本人獲上述公司授權確認上述公司同意在公司成立為法團時出任其董事。  
I, being authorised by the above named company, confirm that the above company consents to act as a director of this company on its incorporation.

簽署 Signed : \_\_\_\_\_  
Director/Secretary/Authorised Person of the Corporate Director\*

出任董事職位同意書會於公司成立為法團的日期後 14 天內提交。  
The Consent to Act as Director will be submitted not later than 14 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 32 章)

第 14A 條規定提交的

法團成立表格

(股份有限公司以外的公司)

填表須知 — 表格 NC1G

附註

引言

1. 本表格是用以向公司註冊處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「**公司組織章程大綱及章程細則**」的副本一併提交。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公司。
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提交，否則申請不會被接納，所有文件亦會被退回。有關所需繳付的金額，請參閱《商業登記費及徵費收費表》。
3. 請劃一以中文 或 英文申報各項所需資料。如以中文申報，請用繁體字。以手寫方式填寫的表格或不會被接納。
4. 請提供提交人的資料。除非有特別事項需要公司註冊處注意，否則無需另加附函。公司註冊處會以傳真通知提交人親身領取「公司註冊證書」。如提交人委託他人代領，需簽署授權書。
5. 請將填妥的表格連同一份「**公司組織章程大綱及章程細則**」的副本及 IRBR1 親自遞交或郵寄到香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處。如以港幣劃線支票繳付所需費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

6. 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、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，並會將表格退回提交人。

費用

7. 本表格必須連同正確的費用一併提交，否則公司註冊處不會接納表格，並會將表格退回提交人。有關所需繳付費用的詳情，請參閱《主要服務收費表》資料小冊子。

擬採用的公司名稱 (第 1 項)

8. 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。在本項申報的擬採用公司英文及中文名稱，必須與「**公司組織章程大綱**」的 名稱條款 所述的公司名稱相同。如擬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) 「擔保有限公司」是指一間有限法律責任的公司，而其成員的法律責任，根據章程大綱，限於各成員藉章程大綱承諾在公司一旦清盤時所分別分擔提供的公司資產的款額。  
(b) 「無限公司」是指一間具法團地位的公司，而其成員的法律責任是無限的。  
(c) 「私人公司」是指一間在其章程細則內包含《公司條例》第 29 條列明的限制條款的 公司。如章程細則內並無第 29 條所述的限制，則屬「非私人公司」。  
(d) 如有需要，請就選擇合適的公司類別徵詢獨立的法律意見。

### 公司在香港的註冊辦事處擬採用的地址 (第 3 項)

10. 每間擬成立為法團的公司，均須在本項申報其在香港的註冊辦事處擬採用的詳細地址。非香港地址、「轉交」地址及郵政信箱號碼恕不接受。擬採用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 92(3) 條向公司註冊處處長送交有關更改該地址的通知書（表格 R1）為止。

### 電郵地址 (第 4 項)

11. 請提供公司的電郵地址以方便聯絡（屬自願提供的資料）。如電郵地址其後有任何更改，請以表格 R1 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. 請註明公司在其成立為法團時建議註冊的成員人數，不可填上「無限」。
13. 請註明每名成員承諾在公司一旦清盤時，所分擔提供予公司的資產的款額。

### 股本及創辦成員 (第 6 及 7 項)

14. 有股本的公司必須申報其擬註冊的股本及創辦成員在公司成立為法團時所承購股本的資料。以下例子只供參考：

例： 甲乙丙無限公司的擬註冊股本為港幣 10,000 元，按每股港幣 1 元分為 10,000 股普通股，其創辦成員共承購 5,000 股。

擬註冊股本 Share Capital to be Registered				創辦成員共承購 各類股份的總面值 Total Nominal Value of Each Class of Shares to be Taken up by Founder Member(s) †*
股份類別 Class of Shares	股份數目 Number of Shares	每股的面值 Nominal Value of Each Share †	各類股份的總面值 Total Nominal Value of Each Class †	
	(a)	(b)	(a) x (b)	
普通股	10,000	港元 1.00	港元 10,000	港元 5,000
總值 Total			港元 10,000	港元 5,000

† 請註明貨幣單位(例如：港元、美元)  
Please specify the currency (e.g. HKD, USD)

\* 請申報所有創辦成員共承購每類股份的總面值。  
Please state the **total** nominal value of **each class** of shares to be taken up by **all** the founder members of the company.

15. 請於本表格第 7 項申報每名創辦成員的資料。如屬有股本的公司，請同時申報每名創辦成員承購股份的數目。

## 首任秘書及董事 (第 8 及 9 項)

16. (a) 公司的首任秘書及董事的詳情，必須在本表格第 8 及 9 項申報。
- (b) 每間在香港成立為法團的「私人公司」必須有一名秘書及最少一名董事，但秘書職位不得由公司的唯一董事兼任。只有一名董事的「私人公司」不得委任一個以該董事為唯一董事的法人團體作為該公司的秘書。
- (c) 每間在香港成立為法團的「非私人公司」必須有一名秘書及最少兩名董事。秘書職位可由其中一名董事兼任。法人團體不得出任「非私人公司」的董事。

## 首任秘書 (第 8A 及 8B 項)

17. 請申報個人秘書在香港的住宅地址。非香港地址、「轉交」地址及郵政信箱號碼恕不接受。
18. 請提供秘書的電郵地址以方便聯絡（屬自願提供的資料）。如電郵地址其後有任何更改，請以表格 D2B 通知公司註冊處。
19. 請申報個人秘書的香港身份證號碼。如該名人士並非香港身份證持有人，請申報其所持護照的號碼及簽發國家。如該名人士既非香港身份證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
20. 如秘書為一商號，請在供法人團體秘書填報名稱的空格內申報商號名稱。
21. 如秘書屬法人團體，應註明其在香港的註冊辦事處或主要辦事處的地址。非香港地址、「轉交」地址及郵政信箱號碼恕不接受。

## 首任董事 (第 9A 及 9B 項)

22. 請申報個人董事的住宅地址。如屬非香港地址，請同時申報「國家」一欄。「轉交」地址及郵政信箱號碼恕不接受。
23. 請提供董事的電郵地址以方便聯絡（屬自願提供的資料）。如電郵地址其後有任何更改，請以表格 D2B 通知公司註冊處。
24. 請申報個人董事的香港身份證號碼。如該名人士並非香港身份證持有人，請申報其所持護照的號碼及簽發國家。如該名人士既非香港身份證持有人，亦沒有任何國家的護照，則請在有關的空格內填上「無」。
25. 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，請同時申報「國家」一欄。「轉交」地址及郵政信箱號碼恕不接受。
26. 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](http://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。
27. 每名董事均須作出一項陳述，述明他/她已同意擔任公司的董事。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 14 天內向公司註冊處處長交付已填妥及簽署的表格 NC3 - 「出任首任董事職位同意書」。如董事屬法人團體，陳述書必須由該法人團體的董事、秘書或獲該法人團體授權的人士代為簽署。

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

**For the purposes of section 14A of Companies Ordinance (Cap. 32)**

**Notes for Completion of Form NC1G**

**Introduction**

1. This form should be used for applying to the Registrar of Companies for incorporation of a company limited by guarantee or an unlimited company and ***must*** be accompanied by a copy of the company's '**Memorandum and Articles of Association**'. This form is not applicable to a sole proprietor 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 submit 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 and all the documents will be returned. Please refer to the 'Business Registration Fee and Levy Table' for the correct amount payable.
3. Please fill in all particulars and complete all items 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 wishes 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 in person. A written authorization will be required if the presentor sends a representative to collect the certificate.
5. The completed form together with a copy of the company's 'Memorandum and Articles of Association' and the IRBR1 can be submitted in person or by post to the Companies Registry on 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong. If the fee is paid by cheque, the cheque should be crossed and made in Hong Kong Dollars payable to "Companies Registry". Please do not send cash.

**Signature**

6. 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 or secretary of the body corporate or an authorised person acting on its behalf. A form which is not properly signed will be rejected by the Companies Registry.

**Fee**

7. This form must be submitted with the correct fee. A form which is not submitted with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet 'Price Guide to Main Services' for the correct amount of fee payable.

**Intended Company Name (Section 1)**

8. A company name may be in English or in Chinese. A company may also adopt both an English name and a Chinese name. The English and Chinese company name(s) stated in this Section should be identical to the name(s) stated in the ***Name Clause*** of the memorandum of association of the company. An application for incorporation with errors in the intended 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 limited by guarantee' is a company having the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up.  
(b) An 'unlimited company' is a company not having any limit on the liability of its members.  
(c) 'Private company' is a company which has included in its articles of association the restrictions under section 29 of the Companies Ordinance. For a 'non-private company', there is no such restriction in its articles of association.  
(d) If necessary, please seek independent legal advice on the choice of an appropriate type of company.

### The Intended Address of the Company's Registered Office in Hong Kong (Section 3)

10. The full address of the company's intended registered office in Hong Kong must be stated in this Section. Non-Hong Kong addresses, 'care of' addresses and post office box numbers are not acceptable. The intended 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 R1 is sent to the Registrar of Companies under section 92(3) of the Companies Ordinance.

### E-mail Address (Section 4)

11. Please supply the e-mail address of the company, on a voluntary basis, to facilitate electronic communication. If there are any subsequent changes in the e-mail addresses, it would be appreciated if you would notify the Companies Registry by completing Form R1.

### 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 be registered on its incorporation. Please **do not** state "unlimited".
13. Please indicate the amount that each member is to undertake to contribute to the assets of the company in the event of its being wound up.

### Share Capital and Founder Members (Sections 6 and 7)

14. A company having a share capital must report the details of its share capital to be registered and the amount of share capital to be taken by founder member(s) on incorporation of the company. An example is provided below for reference only:

e.g. ABC Company, an unlimited company, proposes to register a share capital of HKD10,000 divided into 10,000 ordinary shares of HKD1.00 each, 5,000 shares of which are to be taken by the founder member(s).

擬註冊股本 Share Capital to be Registered				創辦成員共承購 各類股份的總面值 Total Nominal Value of Each Class of Shares to be Taken up by Founder Member(s) †*
股份類別 Class of Shares	股份數目 Number of Shares	每股的面值 Nominal Value of Each Share †	各類股份的總面值 Total Nominal Value of Each Class †	
	(a)	(b)	(a) x (b)	
Ordinary	10,000	HKD 1.00	HKD 10,000	HKD 5,000
總值 Total			HKD 10,000	HKD 5,000

† 請註明貨幣單位(例如：港元、美元)

Please specify the currency (e.g. HKD, USD)

\* 請申報所有創辦成員共承購每類股份的總面值。

Please state the **total** nominal value of **each class** of shares to be taken up by **all** the founder members of the company.

15. Please provide the details of each founder member in Section 7 of this form. If the company is having a share capital, please also state the number of shares to be taken by each of them.



### **First Secretary and Directors (Sections 8 and 9)**

16. (a) The details of the first secretary and directors of the company must be reported in Sections 8 and 9 of this form.
- (b) Every 'private company' incorporated in Hong Kong must have a secretary and at least one director. The sole director of a 'private company' shall **not** also be the secretary of the company. A 'private company' having only one director shall **not** have a corporate secretary the sole director of which is the sole director of the 'private company'.
- (c) Every 'non-private company' incorporated in Hong Kong must have a secretary and at least two directors, one of whom may be the secretary. A body corporate shall **not** be a director of a 'non-private company'.

### **First Secretary (Sections 8A and 8B)**

17. Please provide the **residential** address of an individual secretary in **Hong Kong**. Non-Hong Kong addresses, 'care of' addresses and post office box numbers are not acceptable.
18. Please supply the e-mail address of the secretary, on a voluntary basis, to facilitate electronic communication. If there are any subsequent changes in the e-mail addresses, it would be appreciated if you would notify the Companies Registry by completing Form D2B.
19. The Hong Kong Identity Card number, or in the absence of which, the number and issuing country of the passport of an individual secretary should be given. If he or she holds neither a Hong Kong Identity Card nor a passport, please state 'NIL' in the boxes provided.
20. If the secretary is a firm, please state the name of the firm in the box for name of corporate secretary.
21. If the 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 and post office box numbers are not acceptable.

### **First Directors (Sections 9A and 9B)**

22. Please provide the **residential** address of an individual director. If a non-Hong Kong address is given, please also complete the box for 'Country'. 'Care of' addresses and post office box numbers are not acceptable.
23. Please supply the e-mail address of the director, on a voluntary basis, to facilitate electronic communication. If there are any subsequent changes in the e-mail addresses, it would be appreciated if you would notify the Companies Registry by completing Form D2B.
24. The Hong Kong Identity Card number, or in the absence of which, the number and issuing country of the passport of an individual 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.
25. 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'. 'Care of' addresses and post office box numbers are not acceptable.
26. 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](http://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.
27. Every director shall make a statement that he or she has consented to be a director of the company. A director may sign the 'Consent to Act as Director' in this form or complete and sign Form NC3 - Consent to Act as First Director, which must be delivered to the Registrar of Companies not later than 14 days after the date of incorporation of the company. If the director is a body corporate, the statement must be signed by a director or secretary of the body corporate or an authorised person acting on its behalf.