

Schedule 2

[ss. 68, 74, 85,
114 & 911]

Content of Incorporation Form

Part 1

Particulars and Statements of Company

1. Particulars and statements relating to company

The particulars and statements specified for the purposes of section 68(1)(a) are—

- (a) the proposed name of the company;
- (b) the proposed address of the company's registered office in Hong Kong;
- (c) a statement as to whether the company is to be a company limited by shares or by guarantee, or an unlimited company;
- (d) if the company is to be a company limited by shares or an unlimited company, a statement as to whether it is to be a private or public company; and
- (e) if the company is to be a company limited by guarantee, the number of members with which it proposes to register.

Part 2

Particulars of Founder member

2. Particulars of founder member

The particulars specified for the purposes of section 68(1)(b) are the name and address of the founder member.

Part 3

Particulars and Statement of Proposed Officers

3. Particulars of director

- (1) The particulars specified for the purposes of section 68(1)(c)(i) are—
 - (a) if the person is a natural person—
 - (i) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - (ii) the usual residential address;
 - (iii) the correspondence address; and
 - (iv) the number of the identity card or, if the person does not have an identity card, the number and issuing country of any passport held by the person; or
 - (b) if the person is a body corporate, the corporate name and the address of its registered or principal office.
- (2) For the purposes of subsection (1)(a)(iii), a correspondence address must not be a post office box number.

4. Statement relating to director

The statement specified for the purposes of section 68(1)(c)(ii) is—

- (a) if the person is the signatory to the incorporation form, a statement by the person—
 - (i) that the person has consented to be a director of the company; and
 - (ii) if the person is a natural person, that he or she has attained the age of 18 years; or
- (b) if the person is not the signatory to the incorporation form—
 - (i) a statement by the person that the person has consented to be a director of the company and, if the person is a natural person, that he or she has attained the age of 18 years; or
 - (ii) a statement by the signatory that the person has consented to be a director of the company and, if the person is a natural person, that he or she has attained the age of 18 years.

5. Particulars of company secretary

- (1) The particulars specified for the purposes of section 68(1)(d) are—
 - (a) if the person is a natural person and is not a person covered by paragraph (c)—
 - (i) the present forename and surname, former forename or surname (if any), and aliases (if any);
 - (ii) the correspondence address; and
 - (iii) the number of the identity card or, if the person does not have an identity card, the number and issuing country of any passport held by the person;

- (b) if the person is a body corporate and is not a person covered by paragraph (c), the corporate name and the address of its registered or principal office; or
 - (c) if the person is a partner of a firm all partners of which are to be the joint company secretaries of the company, the firm's name and the address of the firm's principal office.
- (2) For the purposes of subsection (1)(a)(ii), a correspondence address must be a place in Hong Kong and must not be a post office box number.

6. Definitions

(1) In this Part—

forename (名字) includes a Christian or given name;

residential address (住址)—

- (a) does not include an address at a hotel unless the person to whom it relates is stated, for the purposes of this Part, to have no other permanent address; and
- (b) does not include a post office box number;

signatory (簽署人), in relation to an incorporation form, means the founder member who signs the form for the purposes of section 69;

surname (姓氏), for a person usually known by a title different from the person's surname, means that title.

- (2) In this Part, a reference to a former forename or surname does not include—
- (a) in relation to a person—
 - (i) a forename or surname that was changed or ceased to be used before the person attained the age of 18 years; and

- (ii) a forename or surname that has been changed or ceased to be used for a period of at least 20 years;
- (b) in relation to a person usually known by a title different from his or her surname, the name by which the person was known before the adoption of or succession to the title; and
- (c) in relation to a married woman, a name or surname by which she was known before her marriage.

Part 4

Statements relating to Articles

7. Statements relating to articles

The statements specified for the purposes of section 68(1)(e) are—

- (a) a statement that the company's articles have been signed for the purposes of section 67(1)(a) by every person proposing to become a member of the company on the company's formation; and
- (b) a statement that the contents of the copy of the company's articles delivered under section 67(1)(b)(ii), with or without the part showing the signature and the date of signing as they appear on the original document, are the same as those of the articles.

Part 5

Statement of Capital and Initial Shareholdings

8. Statement of capital and initial shareholdings

- (1) The statement specified for the purposes of section 68(2) is a statement that—
 - (a) states the total number of shares that the company proposes to issue on the company's formation;
 - (b) states the total amount of share capital to be subscribed by the company's founder members on that formation;
 - (c) states the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares that the company proposes to issue on that formation;
 - (d) if the share capital is to be divided into different classes of shares on that formation, also states the classes and, for each class—
 - (i) the total number of shares in that class that the company proposes to issue on that formation;
 - (ii) the total amount of share capital in that class to be subscribed by the company's founder members on that formation;
 - (iii) the amount to be paid up or to be regarded as paid up, and the amount to remain unpaid or to be regarded as remaining unpaid, on the total number of shares in that class that the company proposes to issue on that formation;

- (iv) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
 - (v) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
 - (vi) 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
 - (vii) whether or not shares in that class are redeemable shares; and
- (e) in respect of each founder member, states 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 that formation.
- (2) If the shares proposed to be issued to a founder member on the formation belong to 2 or more classes, the information required under subsection (1)(e) must be stated in respect of each class.
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