

附表 2

[第 68、74、85、114 及 911
條]

法團成立表格的內容

第 1 部

公司的詳情及陳述

1. 關於公司的詳情及陳述

為施行第 68(1)(a) 條而指明的詳情及陳述是 ——

- (a) 有關公司建議採用的名稱；
- (b) 該公司在香港的註冊辦事處的建議地址；
- (c) 一項陳述，述明該公司將會是股份有限公司、擔保有限公司抑或無限公司；
- (d) (如該公司將會是股份有限公司或無限公司) 一項陳述，述明該公司將會是私人公司抑或公眾公司；及
- (e) (如該公司將會是擔保有限公司) 該公司建議註冊的成員人數。

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.

第 2 部**Part 2****創辦成員的詳情****Particulars of Founder member****2. 創辦成員的詳情****2. Particulars of founder member**

為施行第 68(1)(b) 條而指明的詳情，是有關創辦成員的姓名或名稱及地址。

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

第 3 部**Part 3****建議高級人員的詳情及陳述****Particulars and Statement of Proposed Officers****3. 董事的詳情****3. Particulars of director**

- (1) 為施行第 68(1)(c)(i) 條而指明的詳情是——
- (a) (如有關人士是自然人)——
- (i) 現時的名字及姓氏、前用名字或姓氏(如有的話)及別名(如有的話)；
 - (ii) 通常住址；
 - [#](iii) 通訊地址；及
 - (iv) 身分證號碼或(如該人沒有身分證)所持有的任何護照的號碼及簽發國家；或

- (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

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(b) (如該人是法人團體) 其法人名稱及註冊辦事處或主要辦事處的地址。

#(2) 為施行第 (1)(a)(iii) 款，通訊地址不得是郵政信箱號碼。

編輯附註：

附表 2 第 3(1)(a)(iii) 及 (2) 條尚未實施。

4. 關於董事的陳述

為施行第 68(1)(c)(ii) 條而指明的陳述是 ——

- (a) (如有關人士是有關法團成立表格的簽署人) 一項由該人作出的陳述，述明 ——
 - (i) 該人已同意擔任有關公司的董事；及
 - (ii) (如該人是自然人) 該人已年滿 18 歲；或
- (b) (如該人並非該法團成立表格的簽署人) ——
 - (i) 一項由該人作出的陳述，述明該人已同意擔任該公司的董事，及 (如該人是自然人) 該人已年滿 18 歲；或
 - (ii) 一項由該簽署人作出的陳述，述明該人已同意擔任該公司的董事，及 (如該人是自然人) 該人已年滿 18 歲。

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.

Editorial Note:

Section 3(1)(a)(iii) and (2) of Schedule 2 is not yet in operation.

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. 公司秘書的詳情

- (1) 為施行第 68(1)(d) 條而指明的詳情是——
- (a) (如有關人士是自然人但並非 (c) 段所涵蓋的人)——
- (i) 現時的名字及姓氏、前用名字或姓氏 (如有的話) 及別名 (如有的話)；
- (ii) 通訊地址；及
- (iii) 身分證號碼或 (如該人沒有身分證) 所持有的任何護照的號碼及簽發國家；
- (b) (如該人是法人團體但並非 (c) 段所涵蓋的人) 其法人名稱及註冊辦事處或主要辦事處的地址；或
- (c) (如該人是某商號的合夥人，而該商號的所有合夥人均是該公司的聯名公司秘書) 該商號的名稱及該商號的主要辦事處的地址。
- (2) 為施行第 (1)(a)(ii) 款，通訊地址須是一個在香港的地方，且不得是郵政信箱號碼。

6. 釋義

- (1) 在本部中——
- 名字** (forename) 包括教名或取名；
- 住址** (residential address)——

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) 不包括在酒店的地址，但如該地址所關乎的人據稱就本部而言並無其他永久地址，則屬例外；及
- (b) 不包括郵政信箱號碼；
- 姓氏** (surname) 就通常以有別於其姓氏的稱銜為人所認識的人而言，指該稱銜；
- 簽署人** (signatory) 就法團成立表格而言，指為施行第 69 條而簽署該表格的創辦成員。
- (2) 在本部中，提述前用名字或姓氏 ——
- (a) 就任何人而言，不包括 ——
- (i) 在該人年滿 18 歲之前已被更改或棄用的名字或姓氏；及
- (ii) 已被更改或棄用最少 20 年的名字或姓氏；
- (b) 就通常以有別於其姓氏的稱銜為人所認識的人而言，不包括該人於採用或繼承該稱銜之前為人所認識的姓名；及
- (c) 就已婚女士而言，不包括她於婚前為人所認識的姓名或姓氏。

第 4 部

關於章程細則的陳述

- (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. 關於章程細則的陳述

為施行第 68(1)(e) 條而指明的陳述是——

- (a) 一項陳述，述明有關公司的章程細則已獲每名建議在該公司組成時成為該公司成員的人，為第 67(1)(a) 條的目的而簽署；及
- (b) 一項陳述，述明根據第 67(1)(b)(ii) 條交付的公司的章程細則的文本的內容，與該章程細則的內容相同，不論該文本是否連同顯示有關簽名及簽署日期的部分（載於有關文件正本內者）。

第 5 部**股本及最初的股份持有情況的陳述****8. 股本及最初的股份持有情況的陳述**

- (1) 為施行第 68(2) 條而指明的陳述，是符合以下說明的陳述——
 - (a) 述明有關公司建議在其組成時發行的股份總數；
 - (b) 述明該公司的創辦成員將會在該公司組成時認購的股本總額；
 - (c) 述明將按或視為已按該公司建議在其組成時發行的股份的總數繳付的款額，及尚未或視為尚未按該等股份的總數繳付的款額；

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

- (d) 如該等股本將會在該公司組成時，分為不同類別的股份，則亦述明該等類別，並就每個類別的股份而言，述明——
- (i) 該公司建議在其組成時發行的該類別的股份總數；
 - (ii) 該公司的創辦成員將會在該公司組成時認購的該類別的股本總額；
 - (iii) 將按或視為已按該公司建議在其組成時發行的該類別的股份的總數繳付的款額，及尚未或視為尚未按該等股份的總數繳付的款額；
 - (iv) 該類別股份所附帶的表決權的詳情，包括只在某些情況下產生的權利；
 - (v) 該類別股份所附帶的、在分派股息時參與分派的權利的詳情；
 - (vi) 該類別股份所附帶的、在分派股本時（包括清盤時進行的分派）參與分派的權利的詳情；及
 - (vii) 該類別股份是否屬可贖回股份；及
- (e) 就每名創辦成員，述明該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。

- 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.

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- (2) 如建議在有關公司組成時向某創辦成員發行的股份，屬於 2 個或多於 2 個類別，則第 (1)(e) 款規定的資料須就每個類別的股份而述明。
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- (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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