

## Basic Filing Obligations of a Guarantee Company under the Companies Ordinance (Cap.622)(CO)

Item No.	Section(s)	Specified Form	Filing Obligations	Prescribed Time for Delivery	Important Points
<b>Annual Return</b>					
1.	Sections 662(3), 662(4)(b) and 664(3); Part 3 of Schedule 6	Annual Return (Form NAR1)	Deliver to the Registrar for registration an annual return in the specified form (together with certified true copies of the relevant financial statements, directors' report and auditor's report).	Within 42 days after 9 months after the end of the accounting reference period. (Accounting reference period is the period by reference to which the company's annual financial statements are to be prepared.)	<ul style="list-style-type: none"> <li>■ A substantially higher registration fee (ranging from HK\$870 to HK\$3,480) is payable for late delivery of an annual return. A fee schedule is at Annex.</li> </ul> <p><u>Note:</u> Business registration and its renewal are statutory requirements under the Business Registration Ordinance administered by the Business Registration Office of the Inland Revenue Department. You are still required under the CO to deliver your annual return together with the annual registration fee to the Registrar of Companies within the prescribed time even if you have renewed your business registration.</p> <ul style="list-style-type: none"> <li>■ If default is made in delivering annual returns for registration, the maximum penalty is HK\$50,000 for each breach</li> </ul>

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					<p>together with a daily default fine of HK\$1,000.</p> <ul style="list-style-type: none"> <li>■ An “Annual Return e-Reminder” service is available at the e-Registry (<a href="http://www.eregistry.gov.hk">www.eregistry.gov.hk</a>) for registered users to receive electronic notifications for the delivery of annual returns. Please visit the “Compliance” section of our website at <a href="http://www.cr.gov.hk">www.cr.gov.hk</a> for details of the service.</li> </ul>
<b>Registered Office</b>					
2.	Section 658(3)	Notice of Change of Address of Registered Office (Form NR1)	Notify the Registrar within the prescribed time in the specified form of the change in the address of its registered office.	Within 15 days after the change.	<ul style="list-style-type: none"> <li>■ A company must have a registered office in Hong Kong to which all communications and notices may be addressed.</li> <li>■ A company must ensure that notice of change of address is delivered to the Registrar for registration within the prescribed time. If default is made in delivering the notice for registration, the maximum penalty for each breach is HK\$50,000 together with a daily default fine of HK\$1,000 for a continuing offence.</li> </ul>

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<b>Change of Directors and their Particulars</b>					
3.	Sections 645(1), 645(4)	Notice of Change of Company Secretary and Director (Appointment / Cessation) (Form ND2A)	Notify the Registrar within the prescribed time in a specified form containing the particulars of a person appointed or ceases to act as a director. For appointment of director, a statement of acceptance of appointment and attainment of the age of 18 must be given in the Form ND2A.	Within 15 days after the appointment or cessation.	<ul style="list-style-type: none"> <li>■ A company limited by guarantee must have at least two directors. A body corporate <b>cannot</b> be appointed as a director of the company.</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>
4.	Section 645(4)	Notice of Change in Particulars of Company Secretary and Director (Form ND2B)	Notify the Registrar within the prescribed time in the specified form any change in the particulars of directors.	Within 15 days after the change.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>
<b>Change of Company Secretaries and their Particulars</b>					
5.	Sections 652(1), 652(2)	Notice of Change of Company Secretary and Director (Appointment / cessation) (Form ND2A)	Notify the Registrar within the prescribed time in the specified form containing the particulars of a person or persons appointed or ceases to act as company secretary or joint company secretaries.	Within 15 days after the appointment or cessation.	<ul style="list-style-type: none"> <li>■ A company must have a company secretary.</li> <li>■ The company secretary, if a natural person, must ordinarily reside in Hong Kong; or if a body corporate, must have its registered office or a place of business in Hong Kong.</li> <li>■ If default is made in delivering the notice, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>

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6.	Section 652(2)	Notice of Change in Particulars of Company Secretary and Director (Form ND2B)	Notify the Registrar within the prescribed time in the specified form any change in the particulars of company secretaries.	Within 15 days after the cessation or change.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>
<b>Alteration of Articles</b>					
7.	Section 88(5)	Notice of Alteration of Company's Articles (Form NAA1)	Deliver to the Registrar a notice of the alteration of company's articles in the specified form and a certified copy of the articles as altered.	Within 15 days after the date on which an alteration takes effect.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>
8.	Section 89(6)(c)	Notice of Alteration of Company's Objects (Form NAA2)	Deliver to the Registrar for registration, a notice of the alteration of company's objects in the specified form and a certified copy of the articles as altered.	Within 15 days after the date of passing the resolution.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>
9.	Sections 88(2), 622(2)	-	Deliver to the Registrar a copy of the special resolution for alteration of a company's articles.	Within 15 days after the resolution.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>

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<b>Change of Company Name</b>					
10.	Section 107(2)	Notice of Change of Company Name (Form NNC2)	Deliver to the Registrar for registration a notice of change of company name in the specified form.	Within 15 days after the date of passing the special resolution.	<ul style="list-style-type: none"> <li>■ A fee of HK\$295 is payable. If the intended company name(s) is/are incorrect or cannot be registered, the form may be rejected and the lodgement fee paid (HK\$240) will not be refunded.</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>
<b>Increase in Number of Members of Company Limited by Guarantee</b>					
11.	Section 114(1)	Notice of Increase in Number of Members of Company Limited by Guarantee (Form NMEM1)	Deliver to the Registrar for registration a notice of an increase in number of members beyond the registered number in the specified form.	Within 15 days after the increase is resolved by the company or takes place (whichever is the earlier).	<ul style="list-style-type: none"> <li>■ A fee of HK\$20 is payable for every additional 50 members, or less than 50 members, of that increase. (Subject to a maximum fee of HK\$1,025, taking into account the fee paid on the first registration of the company.)</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>
<b>Alteration of Accounting Reference Date</b>					
12.	Section 371(2)	Notice of Alteration of Accounting Reference Date (Form NAC4)	Notify the Registrar in the specified form of the new accounting reference date specified by its directors.	Within 15 days after the date of the directors' resolution specifying the new accounting reference date.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>

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<b>Resignation of Auditor</b>					
13.	Section 417(3)	Notification of Resignation of Auditor (Form NA2)	Notify the Registrar in specified form of the auditor's notice of resignation.	Within 15 days of receipt of the notice by the company.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$50,000 for each breach together with a daily default fine of HK\$1,000.</li> </ul>
<b>Removal of Auditor</b>					
14.	Section 419(4)	Notice of Removal of Auditor (Form NA1)	Notify the Registrar in the specified form within 15 days of passing an ordinary resolution to remove an auditor.	Within 15 days of passing a resolution to remove an auditor.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$10,000 for each breach together with a daily default fine of HK\$300.</li> </ul>
<b>Revision of Financial Statements</b>					
15.	Section 449(3)	Statement of Revision of Financial Statements (Form NAC3)	Deliver to the Registrar for registration a warning statement, in the specified form, within 7 days after the directors' decision to revise financial statements, a copy of which has been delivered to the Registrar under section 664(3)(b).	Within 7 days after the directors' decision to revise financial statements.	<ul style="list-style-type: none"> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$50,000 for each breach together with a daily default fine of HK\$1,000.</li> </ul>

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<b>Records of Resolutions and Meetings</b>					
16.	Section 619(2) and section 619(3)	Notice of Location of Registers and Company Records (Form NR2)	Notify the Registrar in the specified form of the place where copy, minutes or written records of resolutions, meetings and decisions of members are kept or any change (other than a change of the registered office address) in the place.	Within 15 days after the records are first kept at that place or within 15 days after the change.	<ul style="list-style-type: none"> <li>■ A company must keep records of resolutions and meetings etc.</li> <li>■ There is no need to deliver Form NR2 if the records have at all times been kept at the registered office of the company.</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$50,000 for each breach together with a daily default fine of HK\$1,000.</li> </ul>
<b>Register of Members</b>					
17.	Section 628(2)	Notice of Location of Registers and Company Records (Form NR2)	Notify the Registrar in the specified form of the place where its register of members is kept or any change (other than a change of the registered office address) in the place.	Within 15 days after the register is first kept at that place or within 15 days after the change.	<ul style="list-style-type: none"> <li>■ A company must keep a register of members.</li> <li>■ There is no need to deliver Form NR2 if the register of members has at all times been kept at the registered office of the company.</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>

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<b>Register of Directors</b>					
18.	Section 641(4) and section 641(5)	Notice of Location of Registers and Company Records (Form NR2)	Notify the Registrar within the prescribed time in the specified form of the place where the register of directors is kept or any change (other than a change of the registered office address) in the place.	Within 15 days after the register is first kept at that place or within 15 days after the change.	<ul style="list-style-type: none"> <li>■ A company must keep a register of directors.</li> <li>■ There is no need to deliver Form NR2 if the register of directors has at all times been kept at the registered office of the company.</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>
<b>Register of Company Secretaries</b>					
19.	Section 648(4) and section 648(5)	Notice of Location of Registers and Company Records (Form NR2)	Notify the Registrar within the prescribed time in the specified form of the place where the register of company secretaries is kept or any change (other than a change of the registered office address) in the place.	Within 15 days after the register is first kept at that place.	<ul style="list-style-type: none"> <li>■ A company must keep a register of company secretaries.</li> <li>■ There is no need to deliver Form NR2 if the register of company secretaries has at all times been kept at the registered office of the company.</li> <li>■ If default is made in delivering the notices, the maximum penalty is HK\$25,000 for each breach together with a daily default fine of HK\$700.</li> </ul>



## **DISCLAIMER**

This document is intended to provide the common filing obligations of a company limited by guarantee under the Companies Ordinance (Cap. 622). It is not a comprehensive list for all filing obligations of a company under the Companies Ordinance. You are advised to seek independent professional advice if in doubt. The Companies Registry does not accept any responsibility or liability for any loss or damage whatsoever arising from the use of or reliance upon any information provided in this document.

**Companies Registry**  
**September 2017**

### Schedule 1 to the Companies (Fees) Regulation (Cap. 622K)

**Annual registration fee for an annual return of a company limited by guarantee delivered under section 662(3) of the Companies Ordinance (to be paid on delivery of annual return)**

	<u>Fee</u>
(a) if the annual return is delivered within 42 days after the company's return date#	\$105
(b) if the annual return is delivered more than 42 days after but within 3 months after the company's return date#	\$870
(c) if the annual return is delivered more than 3 months after but within 6 months after the company's return date#	\$1,740
(d) if the annual return is delivered more than 6 months after but within 9 months after the company's return date#	\$2,610
(e) if the annual return is delivered more than 9 months after the company's return date#	\$3,480

#9 months after the end of its accounting reference period