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附表 6 —— 第 1 部
第 1 條

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Section 1

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附表 6

[第 664 及 911 條]

周年申報表須載有的資料及周年申報表須隨附的文件

第 1 部

周年申報表須載有的資料

1. 第 662(1) 或 (3) 條所指的周年申報表，須載有有關公司的以下資料 ——
 - (a) 該公司的名稱，其註冊編號及商業名稱 (如有的話) ；
 - (b) 該公司的類別 ；
 - (c) 該公司的註冊辦事處地址 ；
 - (d) 該申報表的結算日期 ；
 - (e) 該公司就所有符合以下說明的按揭及押記的負債總額的詳情 ——
 - (i) 根據本條例須向處長登記的 ；或
 - (ii) 若於 1912 年 1 月 1 日後設定便須如此登記的 ；
 - (f) 如屬有股本的公司 ——
 - (i) 關乎該公司的成員及股本的詳情 ；及
 - (ii) (如該公司曾將其任何股份轉換為股額，並已向處長發出轉換股份通知) 每名現有成員所持有的股額 ；

Schedule 6

[ss. 664 & 911]

Information to be Contained in Annual Return and Documents by which Annual Return must be Accompanied

Part 1

Information to be Contained in Annual Return

1. An annual return under section 662(1) or (3) must contain the following information in respect of the company—
 - (a) the company name, its registered number and business name (if any);
 - (b) the type of company;
 - (c) the address of the registered office of the company;
 - (d) the date to which the company makes up the return;
 - (e) particulars of the total amount of the indebtedness of the company in respect of all mortgages and charges that—
 - (i) are required to be registered with the Registrar under this Ordinance; or
 - (ii) would have been required to be so registered if created after 1 January 1912;
 - (f) in the case of a company having a share capital—

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- (g) 如屬無股本的公司 (註冊為無限成員人數的公司除外) : 該公司的成員人數 ;
- (h) 如公司紀錄備存於公司註冊辦事處以外的地方 : 該地方的地址及備存於該地方的公司紀錄 ;
- (i) 關於以下人士的詳情 ——
- (i) 在有關申報表的日期擔任該公司董事或備任董事的人 ; 及
- (ii) 在該日期擔任該公司的公司秘書的人 ,
- 而該等詳情須屬本條例規定須就該等人士而載於公司的董事登記冊及公司秘書登記冊的。
2. 如屬上市公司, 則本附表第 (1)(f)(i) 條規定的關於成員的詳情, 僅限於關於符合以下說明的成員的詳情 : 在有關申報表的日期, 持有該公司任何類別股份中的 5% 或多於 5% 發行股本的。
- #3. 如董事或備任董事是自然人, 本附表第 1(i) 條規定的詳情, 不包括 ——
- (a) 載於有關董事登記冊作為該董事或備任董事的通常住址的地址 ; 及
- (b) 該董事的身分證或護照的完整號碼, 或該備任董事的身分證或護照的完整號碼。
- #4. 如公司秘書是自然人, 本附表第 1(i) 條規定的詳情, 不包括該公司秘書的身分證或護照的完整號碼。
5. 如屬按照第 636(1) 條備存成員登記支冊的公司, 則如該登記支冊的記項的文本尚未送抵該公司的註冊辦事處, 有關周年申報表無需載有該等記項的詳情。該等詳情在其關乎須載於周年申報表的事項的範圍內, 須在該等記項的文本送抵該公司的註冊辦事處之後, 載於下一份申報表內。

- (i) particulars relating to members and share capital of the company; and
- (ii) if the company has converted any of its shares into stock and given notice of the conversion to the Registrar, the amount of stock held by each of the existing members;
- (g) in the case of a company not having a share capital, except for a company registered with an unlimited number of members, the number of members of the company;
- (h) if any company records are kept at a place other than the company's registered office, the address of that place and the records that are kept there;
- (i) particulars with respect to—
- (i) any person who at the date of the return is a director or reserve director of the company; and
- (ii) any person who at that date is a company secretary of the company,
- that are by this Ordinance required to be contained with respect to them in the register of directors and register of company secretaries of a company.

2. In the case of a listed company, the particulars relating to members as required under section 1(f)(i) of this Schedule are limited to those relating to members who held 5% or more of the issued shares in any class of the company's shares as at the date of the return.
- #3. If a director or reserve director is a natural person, the particulars as required under section 1(i) of this Schedule do not include—

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- (a) an address contained in the register of directors as the usual residential address of the director or reserve director; and
- (b) the full number of the identity card or passport of the director or reserve director.

#4. If a company secretary is a natural person, the particulars as required under section 1(i) of this Schedule do not include the full number of the identity card or passport of the company secretary.

5. In the case of a company that keeps a branch register of members in accordance with section 636(1), the particulars of the entries in that register need not be included in the annual return if copies of those entries have not been received at the registered office of the company. Those particulars must, so far as they relate to matters that are required to be contained in the annual return, be included in the next annual return after copies of those entries are received at the registered office of the company.

Editorial Note:

Sections 3 and 4 of Schedule 6 are not yet in operation.

第 2 部

須載於私人公司的周年申報表的附加資料

6. 第 662(1) 條所指的周年申報表，亦須載有關於私人公司的以下資料 ——
- (a) 述明以下事項的陳述書 ——

Part 2

Additional Information to be Contained in Annual Return of Private Company

6. An annual return under section 662(1) must also contain the following information in respect of the private company—

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- (i) 自最近一份申報表的日期起；或
- (ii) (如屬首份申報表) 自該公司成立為法團的日期起，
該公司並沒有發出邀請，以邀請公眾人士認購該公司的任何股份或債權證；及
- (b) (如有關周年申報表披露該公司的成員人數超過 50 名) 述明以下事項的陳述書：超出 50 名之數全屬根據第 11(2) 條於計算該公司成員人數時不包括在內的人。

第 3 部

公眾公司或擔保有限公司的周年申報表 須隨附的文件

7. 根據第 662(3) 條所指的周年申報表須隨附 ——
- (a) 根據第 430 條須送交該公司每名成員的文件的副本，該等副本須經該公司的一名董事或公司秘書核證為真實副本；及

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- (a) a statement that the company has not—
 - (i) since the date of the last return; or
 - (ii) in the case of a first return, since the date of the incorporation of the company, issued any invitation to the public to subscribe for any shares or debentures of the company; and
- (b) if the annual return discloses the fact that the number of members of the company exceeds 50, a statement that the excess consists wholly of persons who, under section 11(2), are excluded in the calculation of the number of members of the company.

Part 3

Documents by which Annual Return of Public Company or Company Limited by Guarantee must be Accompanied

7. An annual return under section 662(3) must be accompanied by—
- (a) copies of the documents required to be sent to every member of the company under section 430, certified by a director or company secretary of the company to be true copies; and

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- (b) (如(a)段所述的任何文件所用的語文既非中文亦非英文)該文件的經核證中文或英文譯本，而該譯本須附於該文件。
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- (b) if any of the documents mentioned in paragraph (a) is in a language other than English or Chinese, a certified translation (to be annexed to that document) in English or Chinese of the document.
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