公司註冊處
Companies Registry

原有公司對某些章程細則修改通知書
(只適用於修改載於公司的組織章程大綱內
及原可合法地載於該公司的章程細則內的條文)

Notice of Alteration of Certain Articles by Existing Company
(For altering any provisions which were contained in the Company's memorandum of association and could lawfully have been contained in the Company's articles instead)

表格 Form **NAA3**

註 Note

本表格僅適用於原有公司(即根據《舊有公司條例》組成及註冊的公司)
This Form is only applicable to an existing company
(i.e. a company formed and registered under a former Companies Ordinance)

商業登記號碼
Business Registration Number

1 公司名稱 **Company Name**

9 **2** 章程細則的修改 **Alteration of Articles**

A. 修改通知 **Notice of Alteration**

上述公司已通過特別決議修改其章程細則，而細則的條文是在緊接《公司條例》(第 622 章)生效前，載於該公司的組織章程大綱內，及在該大綱註冊時，是原可合法地載於該公司的章程細則內，而非載於該章程大綱內。現隨本表格一併交付經修改的公司章程細則的經核證文本。

This company has passed a special resolution altering the company's articles. The provision(s) of the articles was / were contained in the company's memorandum of association immediately before the commencement date of the Companies Ordinance (Cap. 622) and could lawfully have been contained in the company's articles instead when the memorandum was registered. A certified copy of the company's articles as altered is delivered with this form.

決議通過日期 **Date of Passing the Resolution**

日 DD	月 MM	年 YYYY

提交人資料 **Presentor's Reference**

姓名／名稱 Name:

地址 Address:

電話 Tel: 傳真 Fax:

電郵 Email:

檔號 Reference:

請勿填寫本欄 **For Official Use**

表格 Form **NAA3**

商業登記號碼 **Business Registration Number**

2 章程細則的修改 Alteration of Articles (續上頁 cont'd)

B. 向法庭提出取消修改的申請 **Application to Court for Cancellation of Alteration**

適用於私人公司(包括在《前身條例》下屬私人公司的擔保有限公司)
Applicable to a private company (including a company limited by guarantee which was a private company under the predecessor Ordinance)

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 在有關特別決議通過的日期後的 **28** 日內，無人向原訟法庭提出取消該項修改的申請。
No application is made to the Court to cancel the alteration within 28 days after the date of passing the relevant special resolution.

☐ 有人已向原訟法庭提出取消該項修改的申請，但有關修改卻獲得原訟法庭確認。現隨本表格一併交付原訟法庭確認該項修改的命令的正式文本。
An application is made to the Court to cancel the alteration but the alteration has been confirmed by the Court. An office copy of the order confirming the alteration is delivered with this form.

法庭命令的日期 **Date of Court Order**

日 DD	月 MM	年 YYYY

7 簽署 Signed :

姓名 Name : _____ 日期 Date : _____
董事 Director*/公司秘書 Company Secretary* 日 DD / 月 MM / 年 YYYY

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

《公司條例》(第 622 章)
第 90 條規定交付的

原有公司對某些章程細則修改通知書
(只適用於修改載於公司的組織章程大綱內
及原可合法地載於該公司的章程細則內的條文)

填表須知 — 表格 NAA3

附註

引言

1. 除《公司條例》第90(2)條另有規定外，如原有公司(即根據《舊有公司條例》組成及註冊的公司)的章程細則的任何條文—
(a) 是載於該公司的組織章程大綱內；及
(b) 在該組織章程大綱註冊時，是原可合法地載於該公司的章程細則內，而非載於該組織章程大綱內，
原有公司可藉特別決議修改該等條文。

2. 原有公司如屬私人公司(包括在《前身條例》第2(1) 條所界定屬私人公司的擔保有限公司)(「私人公司」)，在通過特別決議修改附註1 所述的章程細則的任何條文後，
(a) 在無人於有關特別決議通過的日期後的28日內(「申請的限期」) 向原訟法庭提出要求取消該項修改的申請的情況下，該公司須在提出該申請的限期屆滿後的15日內，將關於該項修改的通知，以本表格交付公司註冊處處長(「處長」)登記；或
(b) 如有人於申請的限期內向原訟法庭提出要求取消該項修改的申請，並獲得原訟法庭確認有關修改的命令，該公司須在原訟法庭命令的日期後的15日內(或如獲准延長限期，則在經延長的限期內)，將關於該項修改的通知，以本表格交付處長登記。

3. 原有公司如屬非私人公司或擔保有限公司，在通過特別決議修改附註1 所述的章程細則的任何條文後，該公司須在該決議通過的日期後的15日內，將關於該項修改的通知，以本表格交付處長登記。

4. 如以中文申報本表格內的資料，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。

5. 請提供提交人資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。

6. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從《公司條例》中有關條文的規定而交付處長。

簽署

7. 本表格必須由一名董事或公司秘書簽署。公司註冊處不接納未簽妥的表格。

商業登記號碼

8. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼（即商業登記證號碼的首 8 位數字），「-」後的數字無須填寫。公司註冊處在 2023 年 12 月 27 日或之後向成立的公司所發出的「公司註冊證明書」，或向經遷冊公司所發出的「遷冊證明書」，亦已採用商業登記號碼作為證明書上的編號。

章程細則的修改 (第 2 項)

9. (a) 原有公司在交付本表格時，須連同該公司經修改的公司章程細則的文本一併交付，該文本須由該公司的一名高級人員核證為正確。
(b) 如屬私人公司的原有公司獲原訟法庭確認有關修改，原訟法庭命令的正式文本亦須一併交付。

NOTICE OF ALTERATION OF CERTAIN ARTICLES BY EXISTING COMPANY
(For altering any provisions which were contained in the Company's memorandum of association and could lawfully have been contained in the Company's articles instead)

For the purposes of section 90 of Companies Ordinance (Cap. 622)

Notes for Completion of Form NAA3

Introduction

1. Subject to section 90(2) of the Companies Ordinance, an existing company, i.e. a company formed and registered under a former Companies Ordinance, may by special resolution alter any provision of the company's articles of association if the provision —
(a) was contained in the company's memorandum of association; and
(b) could lawfully have been contained in the company's articles instead of in the memorandum of association when the memorandum was registered.

2. In the case of a private company formed and registered under a former Companies Ordinance, including a company limited by guarantee which was a private company as defined by section 2(1) of the predecessor Ordinance (private company), after passing a special resolution altering any provisions mentioned in Note 1 —
(a) if no application is made to the Court to cancel the alteration within 28 days after the date of passing the relevant special resolution (the application period), the company must, within 15 days after the end of the application period, deliver to the Registrar of Companies (the Registrar) for registration a notice of the alteration in this form; or
(b) if an application is made to the Court to cancel the alteration within the application period and an order confirming the alteration is obtained, the company must, within 15 days after the date of the Court order confirming the alteration (or if an extension of time is granted for delivery of the notice, within the extended period), deliver to the Registrar for registration a notice of the alteration in this form.

3. In the case of a non-private company or company limited by guarantee formed and registered under a former Companies Ordinance, after passing a special resolution altering any provisions mentioned in Note 1, the company must, within 15 days after the date of passing the resolution, deliver to the Registrar for registration a notice of the alteration in this form.

4. 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.

5. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.

6. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form will not be regarded as having been delivered to the Registrar in satisfaction of the relevant provision of the Companies Ordinance.

Signature

7. This form must be signed by a director or the company secretary. A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

8. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. For companies incorporated on or after 27 December 2023 or re-domiciled companies, the business registration number is also adopted as the "No." on the "Certificate of Incorporation" or "Certificate of Re-domiciliation" issued by the Companies Registry respectively.

Alteration of Articles (Section 2)

9. (a) This form should be delivered with a copy of the company's articles as altered which is certified by an officer of the company as correct.
(b) In the case of a private company formed and registered under a former Companies Ordinance where a Court order confirming the alteration is made, an office copy of the order should also be delivered together with this form.