



公司註冊處
Companies Registry

更改備任董事通知書(提名／停任)
Notice of Change of Reserve Director
(Nomination／Cessation)

表格
Form **ND5**

商業登記號碼
Business Registration Number

註 Note

1 公司名稱 Company Name

2 備任董事的停任 Cessation to be Reserve Director

A. 現時在公司註冊處登記的詳情 Particulars Currently Registered with the Companies Registry

中文姓名
Name in Chinese

英文姓名
Name in English

姓氏
Surname

名字
Other Names

身分識別
Identification

香港身分證部分號碼
Partial Number of Hong Kong Identity Card

護照部分號碼
Partial Number of Passport

B. 停任日期
Date of Cessation

日 DD

月 MM

年 YYYY

3 備任董事的提名 Nomination of Reserve Director

A. 獲提名的備任董事的資料 Particulars of Reserve Director Nominated

中文姓名
Name in Chinese

英文姓名
Name in English

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

中文
Chinese

英文
English

別名
Alias

中文
Chinese

英文
English

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



3 備任董事的提名 Nomination of Reserve Director (續上頁 cont'd)

A. 獲提名的備任董事的資料 Particulars of Reserve Director Nominated

12 (須在 PI-ND5 頁 填報備任董事 通常住址 Provide reserve director's usual residential address in PI-ND5 sheet)	通訊地址 Correspondence Address	室／樓／座等 Flat/Floor/Block etc.	
		大廈 Building	
		街道／屋苑／地段／村等 Street/Estate/Lot/Village etc.	
		區／市／省／州／郵遞區號等 District/City/Province/ State/Postal Code etc.	
		國家／地區 Country/Region	
13	電郵地址 Email Address		
14 (須在 PI-ND5 頁 填報完整 身分識別號碼 Provide full identification number in PI-ND5 sheet)	身分識別 Identification		
	(a) 香港身分證部分號碼 Partial Number of Hong Kong Identity Card		* * * (*)
	(b) 護照 Passport	簽發國家／地區 Issuing Country/Region	
		部分號碼 Partial Number	
	提名日期 Date of Nomination		

日 DD

月 MM

年 YYYY

15	提示 Advisory Note	所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。 All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.
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15 B. 接受提名同意書 Acceptance of Nomination

本人接受提名為公司的備任董事，並確認本人已年滿 18 歲。
I accept the nomination as the reserve director of this company and confirm that I have attained the age of 18 years.

簽署 Signed : _____

C. 確認書 Confirmation

本人確認本公司只有一名成員，而該成員同時亦是公司的唯一董事。

I confirm that the company has only one member who is also the sole director of the company.

唯一成員及唯一董事的姓名 Name of the Sole Member and Sole Director

16	中文姓名 Name in Chinese	
	英文姓名 Name in English	姓氏 Surname
		名字 Other Names

本通知書包括一頁 PI-ND5 頁 (PI-ND5 頁不會供公眾查閱)

This notice includes one page of PI-ND5 Sheet (PI-ND5 Sheet is NOT for Public Inspection)

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

☐ 是 Yes☐ 否 No

6 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



備任董事的提名 – 受保護資料

Nomination of Reserve Director – Protected Information

17



公眾紀錄不會顯示此頁
This page will not be shown on the public record

公司須於本頁申報新提名備任董事的香港身分證或護照的完整號碼及通常住址。

The full number of Hong Kong Identity Card or passport and usual residential address of the newly nominated reserve director should be reported on this page.

11

中文姓名
Name in Chinese

英文姓名
Name in English

姓氏
Surname

名字
Other Names

18

身分識別 Identification

(a) 香港身分證(完整號碼)

Hong Kong Identity Card (**Full** Number)

 ()

(b) 護照

Passport

簽發國家／地區
Issuing Country／Region

完整號碼
Full Number

19

通常住址 Usual Residential Address

室／樓／座等
Flat／Floor／Block etc.

大廈
Building

街道／屋苑／地段／村等
Street／Estate／Lot／Village etc.

區／市／省／州／郵遞區號等
District／City／Province／
State／Postal Code etc.

國家／地區
Country／Region

(交付表格 ND5 時，請將 PI-ND5 頁置於最後。)

Please place PI-ND5 sheet at the end when delivering the Form ND5.



**《公司條例》(第 622 章)
第 645(2)、(3) 及(4) 條規定交付的**

更改備任董事通知書(提名／停任)

填表須知 — 表格 ND5

附註

引言

1. (a) 私人公司如只有一名成員，而該成員同時亦是公司的唯一董事，則不論該公司的章程細則有何規定，公司可藉在成員大會上通過的決議，提名一位年滿 **18** 歲的人士(須不屬法人團體)為該公司的備任董事，一旦唯一董事去世，即可代替其行事。
 - (b) 公司必須在提名備任董事或在其停任後的 **15** 日內，以本表格通知公司註冊處處長(「處長」)。
 - (c) 公司備任董事的提名在下列情況下失效—
 - (i) 在公司的唯一董事去世前
 - 備任董事已辭去備任董事的職位；或
 - 該公司在成員大會上撤銷該項提名；或
 - (ii) 該唯一董事因去世以外的理由不再是該公司的唯一成員及唯一董事，例如：
 - 公司的唯一董事辭職。
 - 公司的唯一成員及唯一董事把其持有的股份轉讓。
 - 公司的成員或董事的人數增至兩名或以上。
- 公司須以本表格通知處長有關備任董事的停任。
- (d) 在公司的成員或董事轉換後，即使公司仍符合第 **455** 條所述的條件(即公司只有一名成員，而該成員同時亦是公司的唯一董事)，原有備任董事的提名亦告失效，公司須以本表格通知處長有關備任董事的停任。如公司欲再提名該名人士或其他人為備任董事，有關提名亦必須以本表格通知處長。
 - (e) 如備任董事在公司的唯一董事去世後獲委任為董事，公司須以本表格通知處長該備任董事的停任，並以表格 **ND2A** 申報該人獲委任為新董事。
2. 請使用適當的表格申報下列更改—

更改事項	表格
本地公司備任董事詳情的更改	表格 ND7
本地公司董事(包括候補董事)或公司秘書的委任或停任	表格 ND2A
本地公司董事(包括候補董事)或公司秘書的詳情的更改	表格 ND2B

3. 請劃一以中文或英文申報各項所需資料。如以中文申報，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。
4. 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。

5. 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

6. 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

7. 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。

現時在公司註冊處登記的詳情（第 2A 項）

8. 備任董事的姓名必須與其香港身分證上所載的姓名一致。如該人並非香港身分證持有人，則必須與其護照上所載的姓名一致。
9. (a) 為識別身分，請填報香港身分證的部分號碼。如該人並非香港身分證持有人，請提供其所持護照的部分號碼。請根據以下有關「部分號碼」的描述填報「部分號碼」。

「部分號碼」指－

- (i) 如組成身分識別號碼的字母或數目字元序列的字元數目是雙數(不包括空位、標點符號及標記符號)－該序列的前半部分；或
- (ii) 如組成身分識別號碼的字母或數目字元序列的字元數目是單數(不包括空位、標點符號及標記符號)－該序列的首個字元開始，至處於該序列正中間位置的字元為止的部分。

例子：

香港身分證號碼

完整號碼 (包括括號內的數字或字母)	部分號碼 (即所有英文字母及首三個數字)
A123456(7)	A 1 2 3 * * * (*)
AA123456(7)	A A 1 2 3 * * * (*)

護照號碼

完整號碼 (包括標點符號及標記符號)	部分號碼
ABCD1234567	ABCD12
ABCD12345678	ABCD12
ABCD123456789	ABCD123
ABC-123-4	ABC1
#A1234567H(*)	A1234

- (b) 如停任的備任董事曾根據以上描述，在公司註冊處登記其香港身分證或護照的部分號碼，請填報該部分號碼。
- (c) 請勿在有關空格內填報完整的身分識別號碼，格內所填報的資料會供公眾查閱。
- (d) 如該項資料未曾在本處登記，請在有關的空格內填上「無」。

10. 如備任董事去世，請申報其去世日期，作為停任日期。

備任董事的提名（第 3 項）

11. 獲提名的備任董事的姓名，必須與其香港身分證上所載的姓名一致。如該人並非香港身分證持有人，則必須與其護照上所載的姓名一致。
12. 請申報備任董事的通訊地址。如屬非香港地址，請同時申報「國家／地區」一欄。本處不接納郵政信箱號碼。

請另外於 PI-ND5 頁內填報備任董事的通常住址。PI-ND5 頁及於該頁內所填報的資料，不會供公眾查閱。

13. 請提供備任董事的電郵地址(如有的話)以方便聯絡。如電郵地址其後有任何更改，請以表格 ND7 通知公司註冊處。
14. (a) 請填報備任董事的香港身分證的部分號碼。如該人並非香港身分證持有人，請提供其所持護照的部分號碼及簽發國家／地區。有關填報身分識別的部分號碼的詳情及例子，請參閱附註 9。
- (b) 請勿在有關空格內填報完整的身分識別號碼，格內所填報的資料會供公眾查閱。
- (c) 請另外於 PI-ND5 頁內填報備任董事完整的香港身分證號碼或護照號碼。PI-ND5 頁及於該頁內所填報的資料，不會供公眾查閱。
- (d) 如備任董事並非香港身分證持有人，亦沒有任何護照，則請在有關的空格內填上「無」。
15. 獲提名的備任董事必須在本表格的「接受提名同意書」上簽署。

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。公司應把該指引發給董事參考。該指引可於公司註冊處網頁(www.cr.gov.hk)閱覽或下載，印文本亦可於香港金鐘道 66 號金鐘道政府合署 13 和 14 樓公司註冊處的詢問處索取。

16. 唯一董事的姓名，必須與其香港身分證上所載的姓名一致。如該人並非香港身分證持有人，則必須與其護照上所載的姓名一致。

備任董事的提名 - 受保護資料 (PI-ND5)

17. 在 PI-ND5 頁所填報的香港身分證號碼或護照號碼及通常住址為受保護資料。PI-ND5 頁及於該頁內所填報的資料，不會供公眾查閱。
18. 請填報新提名的備任董事的香港身分證的完整號碼。如該人並非香港身分證持有人，請填報其所持護照的完整號碼及簽發國家／地區。如該獲提名者沒持有香港身分證或任何護照，則請在有關的空格內填上「無」。
19. 請填報獲提名的備任董事的通常住址，如屬非香港地址，請同時申報「國家／地區」一欄。本處不接納「轉交」地址及郵政信箱號碼。

NOTICE OF CHANGE OF RESERVE DIRECTOR (NOMINATION / CESSATION)

For the purposes of sections 645(2), (3) & (4) of Companies Ordinance (Cap. 622)

Notes for Completion of Form ND5

Introduction

1. (a) If a private company has only one member and that member is the sole director of the company, the company may by a resolution passed at a general meeting, despite anything in its articles, nominate a person (other than a body corporate) who has attained the age of 18 years as a reserve director of the company to act in the place of the sole director in the event of his or her death.
- (b) When a company nominates a reserve director or when the reserve director ceases to be a reserve director, the company must use this form to notify the Registrar of Companies (the Registrar) within 15 days of such nomination or cessation.
- (c) The nomination of a person as a reserve director ceases to have effect if —
 - (i) before the death of the sole director of the company in respect of whom the person was nominated
 - the person resigns as reserve director; or
 - the company at a general meeting revokes the nomination; or
 - (ii) the director in respect of whom the person was nominated ceases to be the sole member and sole director of the company for any reason other than the death of that director. For example:
 - The sole director resigns.
 - The sole member who is also the sole director transfers his or her shares.
 - The number of members or directors increases to two or more.

The company must use this form to notify the Registrar of the cessation.

- (d) After any change in members or directors, even if the company still satisfies the condition set out in section 455 (i.e. the company continues to have a sole member who is also the sole director), the nomination of the original reserve director will cease to be valid and the company should use this form to notify the Registrar of such cessation of nomination. If the company wishes to nominate the same person or some other person as the new reserve director, this form should be used to notify the Registrar of such nomination.
 - (e) If the sole director dies and the reserve director is appointed as a director, the company should use this form to notify the Registrar of the cessation of nomination and use Form ND2A to report the appointment of such person as the new director.
2. Please use the appropriate form to report the following changes —

Types of changes	Forms
Changes in particulars of the reserve director of a local company	Form ND7
Appointment or cessation of appointment of a director (including an alternate director) or the company secretary of a local company	Form ND2A
Changes in particulars of a director (including an alternate director) or the company secretary of a local company	Form ND2B

3. Please fill in all particulars and complete all items consistently in either Chinese or English. 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.
4. 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.

5. 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

6. 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

7. 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.

Particulars Currently Registered with the Companies Registry (Section 2A)

8. The name of the reserve director must be the same as stated in his or her Hong Kong Identity Card or, if he or she does not hold a Hong Kong Identity Card, in his or her passport.
9. (a) For identification purposes, please provide the **partial number** of Hong Kong Identity Card or, in the absence of a Hong Kong Identity Card, the **partial number** of passport according to the description of "Partial number" below:

Partial number means —

- (i) if the identification number comprises a sequence of an even number of alphanumeric characters (excluding spaces, punctuation marks and symbols) — the first half of the sequence; or
- (ii) if the identification number comprises a sequence of an odd number of alphanumeric characters (excluding spaces, punctuation marks and symbols) — the part that begins with the first character in the sequence and ends with the character that falls on the middle of the sequence.

e.g.

Hong Kong Identity Card Number

Full Number (including the digit or alphabet in brackets)	Partial Number (i.e. all the alphabets and the first three digits)
A123456(7)	A 1 2 3 * * * (*)
AA123456(7)	A A 1 2 3 * * * (*)

Passport Number

Full Number (including punctuation marks and symbols)	Partial Number
ABCD1234567	ABCD12
ABCD12345678	ABCD12
ABCD123456789	ABCD123
ABC-123-4	ABC1
#A1234567H(*)	A1234

- (b) If the reserve director ceasing to hold office has previously registered the **partial number** of his or her Hong Kong Identity Card or passport with the Companies Registry according to the description above, please provide that **partial number**.
- (c) Please **DO NOT** fill in the full identification number in the box provided. Information provided in the box is available for public inspection.
- (d) If no such particulars have been registered, please state 'Nil' in the boxes provided.

10. For a deceased reserve director, the date of death should be given as the date of cessation.

Nomination of Reserve Director (Section 3)

11. The name of the nominated reserve director must be the same as stated in his or her Hong Kong Identity Card or, if he or she does not hold a Hong Kong Identity Card, in his or her passport.
12. Please provide the **correspondence address** of the reserve director. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. Post office box numbers are not acceptable.

Please report the **usual residential address** of the reserve director separately on a PI-ND5 sheet. PI-ND5 sheet and the information reported therein are withheld from public inspection.

13. Please provide the email address of the reserve director, if any, to facilitate electronic communication. If there is any subsequent change in the email address, please notify the Companies Registry by completing Form ND7.
14. (a) Please provide the **partial number** of Hong Kong Identity Card or, in the absence of a Hong Kong Identity Card, the **partial number** and issuing country/region of the passport of the reserve director. Please refer to Note 9 on the details and examples of **partial number**.
- (b) Please **DO NOT** fill in the full identification number in the box provided. Information provided in the box is available for public inspection.
- (c) Please report the full Hong Kong Identity Card number or passport number of the reserve director separately on a PI-ND5 sheet. PI-ND5 sheet and the information reported therein are withheld from public inspection.
- (d) If the reserve director holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
15. The nominated reserve director must sign the 'Acceptance of Nomination' in this form.

All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. Companies should provide copies of the Guide to their directors for information and reference. The Guide is accessible on the Companies Registry's website (www.cr.gov.hk). Hard copies are also available at the information counters of the Companies Registry on the 13th and 14th floors of the Queensway Government Offices, 66 Queensway, Hong Kong.

16. The name of the sole director must be the same as stated in his or her Hong Kong Identity Card or, if he or she does not hold a Hong Kong Identity Card, in his or her passport.

Nomination of Reserve Director - Protected Information (PI- ND5)

17. Hong Kong Identity Card number or passport number and usual residential address reported on PI-ND5 sheet are protected information. PI-ND5 sheet and the information reported therein are withheld from public inspection.
18. Please state the full Hong Kong Identity Card number, or in the absence of a Hong Kong Identity Card, the full number and issuing country/region of the passport of the newly nominated reserve director. If the nominated reserve director holds neither a Hong Kong Identity Card nor a passport, please state 'Nil' in the boxes provided.
19. Please state the usual residential address of the newly nominated reserve director. If a non-Hong Kong address is given, please also complete the box for 'Country/Region'. 'Care of' addresses or post office box numbers are not acceptable.