



公司註冊處
Companies Registry

押記詳情的陳述 Statement of Particulars of Charge

表格
Form **NM1**

商業登記號碼
Business Registration Number

註 Note

1 公司名稱 Company Name

2 設立該項押記或證明該項押記的設立的文書 Instrument Creating or Evidencing the Charge

文書描述 Description of Instrument

(文書的經核證副本須連同本表格交付 A certified copy of the instrument must be delivered with this form)

設立日期 Date of Creation

日 DD	月 MM	年 YYYY

3 承按人或承押記人資料 Particulars of Mortgagee or Chargee

(如超過一名承按人或承押記人，請用續頁填報 Use Continuation Sheet if there is more than 1 Mortgagee or Chargee)

姓名／名稱 Name

地址 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

提交人資料 Presentor's Reference

姓名／名稱 Name:

代號 Code:

地址 Address:

電話 Tel:

傳真 Fax:

電郵 Email:

檔號 Reference:

請勿填寫本欄 For Official Use

17 4 獲取財產的日期 Date of Acquisition of Property

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日 DD 月 MM 年 YYYY

18 5 有關債權證應支付的佣金、津貼或折扣
Commission, Allowance or Discount Payable in Relation to the Debenture

A. 款額 Amount

或 OR

B. 百分率 Percentage

本陳述所包括的續頁數目

Number of Continuation Sheet(s) included in this Statement

9 簽署 Signed :

姓名 Name : _____ 日期 Date : _____

公司／承接人／承押記人*
(董事／公司秘書／授權代表*)
Company/Mortgagee/Chargee *
(Director/Company Secretary/
Authorized Representative *)

日 DD / 月 MM / 年 YYYY

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

承按人或承押記人資料 (第 3 項)

Particulars of Mortgagee or Chargee (Section 3)

15

姓名／名稱 Name

16

地址 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

15

姓名／名稱 Name

16

地址 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

《公司條例》(第 622 章)
第 335(1)、336(1)、338(2)、339(3)、340(2) 及 342(2)條規定交付的

押記詳情的陳述

填表須知 — 表格 NM1

附註

引言

1. 根據《公司條例》第 335(1)、336(1)、338(2)、339(3)及 340(2)條規定，公司或註冊非香港公司須以本表格將關於押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付公司註冊處處長(「處長」)登記。《公司條例》第 342(2)條規定須以本表格將關於有關債權證應支付的佣金、津貼或折扣的詳情的陳述交付處長登記。

2. **(A) 對於本地公司 (包括經遷冊公司)**

根據《公司條例》第 335(1) 及 338(2)條的規定，公司(《公司條例》第 2(1)條所界定的)須以本表格將關於下述押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記：

- (i) 其設立的每項指明押記；或
- (ii) 其取得的受押記規限的財產的每項原有押記，而該項押記所屬的種類，是假使它是在該公司取得該財產後才由該公司設立，則該公司便須按《公司條例》第 335(1)條的規定將關於該項押記的詳情的陳述交付登記者。

(B) 對於根據《公司條例》第 16 部註冊的註冊非香港公司

(i) 根據《公司條例》第 336(1) 及 339(3)條的規定，註冊非香港公司須以本表格將關於下述押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記：

- (a) 其就其在香港境內的財產設立的每項指明押記，或
- (b) 其取得的受押記規限而又在香港境內的財產的每項原有押記，而該項押記所屬的種類，是假使它是在該公司取得該財產後才由該公司設立，則該公司便須按《公司條例》第 336(1)條的規定將關於該項押記的詳情的陳述交付登記者。

(ii) 根據《公司條例》第 340(2)條的規定，凡註冊非香港公司根據《公司條例》第 16 部註冊之日，該公司有在香港境內

- (a) 受該公司設立的押記規限的財產；或
- (b) 受在取得該財產時已存在的押記規限的財產，

而該項押記所屬的種類，是假使它是在該公司根據《公司條例》第 16 部註冊後才由該公司設立，或該公司是在該項註冊後才取得該財產，則該公司便須按《公司條例》第 336(1)或 339(3)條的規定將關於該項押記的詳情的陳述交付登記者，該註冊非香港公司須以本表格將關於該項押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記。

(C) 對於經遷冊公司 (前身為註冊非香港公司)

凡註冊非香港公司成為經遷冊公司，而在緊接遷冊前，它須就某項押記遵守《公司條例》第 336(1)、339(3)或 340(2)條所訂的規定，但尚未如此遵守有關規定，則該公司須就該項押記遵從有關規定，猶如遷冊並無發生，而該公司仍是註冊非香港公司一樣(參閱《公司條例》第 336A、339A 或 340A 條)。在此情況下，該公司須以本表格將押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記。

(D) 對於經遷冊公司 (不曾根據《公司條例》註冊)

凡經遷冊公司(在緊接其遷冊前不是註冊非香港公司)須就它在遷冊日之前設立的押記，或它在遷冊日之前取得受押記規限的財產的原有押記的詳情的陳述交付登記，該公司須將關於該項押記的詳情的陳述以**表格 NM10 (而非本表格)**，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記。有關詳情請參閱《公司條例》第 338A 條。

3. 就公司或註冊非香港公司設立的指明押記，公司有責任以本表格將該項押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記。但擁有押記的權益的人亦可以本表格將關於該項押記的詳情的陳述，連同設立該項押記或證明有該項押記的文書(如有的話)的經核證副本，交付處長登記。
4. 請劃一以中文或英文申報各項所需資料，所選的語文必須與用以描述本表格第 2 項所述的設立該項押記或證明該項押記的設立的文書的語文相同。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。
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。

交付表格的期限

7. 本表格須在指明的登記期交付處長登記。登記期是設立押記的日期、或取得有關財產的程序完成的日期、或註冊非香港公司根據《公司條例》第 16 部註冊的日期後的一個月(視屬何情況而定)。

如有關押記是在香港以外設立，並包含在香港以外的財產，則登記期是設立該項押記或證明有該項押記的文書的經核證副本(如付出應有努力發送)可在經正常的郵遞程序於香港接獲的日期後的一個月。

除非獲法庭頒令批准延期，否則處長不接受逾期交付的表格。

費用

8. 本表格必須連同正確的費用一併交付，否則公司註冊處不會接納。有關所需費用的詳情，請參閱《主要服務收費表》資料小冊子。如以港幣劃線支票繳付費用，抬頭請註明「公司註冊處」。請勿郵寄現金。

簽署

9. 凡本表格是由公司或註冊非香港公司簽署，則須由其董事或公司秘書，或為此目的獲授權的人簽署。

凡本表格是由擁有該項押記的權益的人簽署，則須以下述方式簽署—

- (a) 如擁有該項押記的權益的人是自然人，則由該人親自簽署，或由其為此目的授權的人簽署；或
- (b) 如擁有該項押記的權益的人是法人團體，則由擁有該項押記的權益的人的董事或公司秘書簽署，或由擁有該項押記的權益的人為此目的授權的人簽署。

公司註冊處不接納未簽妥的表格。

商業登記號碼

10. 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／註冊的公司所發出的「公司註冊證明書」或「非香港公司註冊證明書」，以及公司註冊處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。

設立該項押記或證明該項押記的設立的文書 (第 2 項)

11. 請申報設立該項押記或證明該項押記的設立的文書的類別或性質，例如「按揭」、「債權證」、「浮動押記」、「信托契據」等。
12. 在本項所述設立該項押記或證明該項押記的設立的文書的經核證副本，必須連同本表格一併交付登記。一份關乎某項押記的文書的副本，如經以下的人核證為真實副本，即屬經核證副本—
- (a) 以下的人—
- (i) 交付該副本登記的公司的董事或公司秘書；或
 - (ii) 該公司為此目的授權的人；或
- (b) 以下的人—
- (i) 擁有該項押記的權益的任何其他人；或
 - (ii) 如一
 - (A) 擁有權益的人是自然人，該擁有權益的人為此目的授權的人；或
 - (B) 擁有權益的人是法人團體，該擁有權益的人為此目的授權的人，或該擁有權益的人的董事或公司秘書。
13. 請注意，登記時只須交付設立押記或證明押記的設立的文書的經核證副本。如誤把押記文書的正本而非經核證副本交付處長登記，處長不會就該押記文書正本在文件影像掃描過程中可能造成的任何損壞負責，亦不會就該押記文書正本可否安全交還提交人負責。
14. 如押記文書所用的語文並非中文或英文，提交人須一併交付一份和本表格所用的語文相同的文書的經核證譯本。

承按人或承押記人資料 (第 3 項)

15. 如有多於一名承按人或承押記人，請使用續頁填報。
16. 請申報承按人或承押記人的詳細地址，本處不接納「轉交」地址及郵政信箱號碼。如承按人或承押記人屬法人團體，請註明其註冊辦事處或主要營業地點的地址。

獲取財產的日期 (第 4 項)

17. 本項只適用於根據《公司條例》第 338 或 339 條交付登記的押記。如公司取得任何受押記規限的財產，請在有關的空格內申報取得有關財產的程序完成的日期。取得有關財產的文件的副本，須與本表格一併交付，以作核對。

有關債權證應支付的佣金、津貼或折扣的詳情的陳述 (第 5 項)

18. 如一
- (a) 公司或註冊非香港公司直接或間接支付或提供任何佣金、津貼或折扣予任何人，作為該人作出以下事情的代價—
- (i) 無條件或有條件地認購該公司的任何債權證，或同意如此認購該等債權證；或
 - (ii) 促致或同意促致無條件或有條件地認購該公司的任何債權證；
- (b) 該債權證設立押記，或證明有押記；
- (c) 該項押記是由該公司或註冊非香港公司設立的；及
- (d) 該項押記的詳情的陳述須根據《公司條例》第335(1)、336(1)或340(2)條以本表格交付登記

公司必須，或擁有該項押記權益的人(不適用於根據《公司條例》第340(2)條交付登記的押記的詳情的陳述)可在登記期(見本須知第2項)內將關於有關債權證應支付的佣金、津貼或折扣的詳情的陳述在本表格第5項申報並交付處長登記。

STATEMENT OF PARTICULARS OF CHARGE

For the purposes of sections 335(1), 336(1), 338(2), 339(3), 340(2) and 342(2)
of Companies Ordinance (Cap. 622)

Notes for Completion of Form NM1

Introduction

1. According to sections 335(1), 336(1), 338(2), 339(3) and 340(2) of the Companies Ordinance (the CO), a company or registered non-Hong Kong company must deliver a statement of the particulars of a charge in this form to the Registrar of Companies (the Registrar) for registration, together with a certified copy of the instrument (if any) creating or evidencing the charge. Section 342(2) of the CO requires a statement of the particulars of the commission, allowance or discount payable in relation to the debenture in this form be delivered to the Registrar for registration.
2. **(A) For Hong Kong companies (including re-domiciled companies)**
As required under sections 335(1) and 338(2) of the CO, a company (as defined in section 2(1) of the CO) must deliver a statement of the particulars of the following charges in this form, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration:
 - (i) every specified charge created by the company, or
 - (ii) every charge existing on property acquired by the company which is of a kind that a statement of its particulars would have been required by section 335(1) of the CO to be delivered for registration had it been created by the company after its acquisition.
- (B) For registered non-Hong Kong companies registered under Part 16 of the CO**
 - (i) As required under sections 336(1) and 339(3) of the CO, a registered non-Hong Kong company must deliver a statement of the particulars of the following charges in this form, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration:
 - (a) every specified charge created by the company on property in Hong Kong of the company, or
 - (b) every charge existing on property in Hong Kong acquired by the company which is of a kind that a statement of its particulars would have been required by section 336(1) of the CO to be delivered for registration had it been created by the company after its acquisition.
 - (ii) As required under section 340(2) of the CO, where a registered non-Hong Kong company has, on the date of its registration under Part 16 of the CO, property in Hong Kong that is subject to:
 - (a) a charge created by the company; or
 - (b) a charge that subsisted when the property was acquired, and the charge is of a kind that a statement of its particulars would have been required by section 336(1) or 339(3) of the CO to be delivered for registration had the charge been created by the company, or had the property been acquired by the company after the company has been registered under Part 16 of the CO, the registered non-Hong Kong company must deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration.
- (C) For re-domiciled companies (previously registered non-Hong Kong companies)**
Where a registered non-Hong Kong company becomes a re-domiciled company and immediately before its re-domiciliation, the company is required, but has yet, to comply with the requirements under section 336(1), 339(3) or 340(2) of the CO in relation to a charge, the company is required to comply with the requirements in relation to the charge as if the re-domiciliation had not taken place and the company were still a registered non-Hong Kong company (see section 336A, 339A or 340A of the CO). Under such circumstances, the company must deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration.

(D) For re-domiciled companies (not previously registered under the CO)

Where a re-domiciled company, which was **NOT** a registered non-Hong Kong company immediately before the re-domiciliation, has to register a charge it created before the re-domiciliation date or a charge existing on property acquired by the company before the re-domiciliation date, the company must deliver a statement of the particulars of the charge in **Form NM10 (NOT this form)**, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration. Please refer to section 338A of the CO for details.

3. For a specified charge created by a company or registered non-Hong Kong company, it is a duty of the company to deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration. However, a person interested in the charge may also deliver a statement of the particulars of the charge in this form, together with a certified copy of the instrument (if any) creating or evidencing the charge, to the Registrar for registration.
4. Please fill in all particulars and complete all items consistently in either Chinese or English **AND** in the same language used in Section 2 of this form to describe the instrument creating or evidencing the charge. 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.

Deadline for Delivery of this Form

7. This form should be delivered to the Registrar for registration within the registration period, i.e. within one month after the date on which the charge is created, or the date on which the acquisition is completed, or the date on which a registered non-Hong Kong company is registered under Part 16 of the CO, as the case may be.

In the case of a charge created outside Hong Kong and comprising property situate outside Hong Kong, this form should be delivered to the Registrar within one month after the date on which a certified copy of the instrument creating or evidencing the charge could, if despatched with due diligence, have been received in Hong Kong in due course of post.

Late delivery will not be accepted unless an order for extension of time is granted by the court.

Fee

8. This form must be delivered with the correct fee. A form which is not delivered with the correct fee will be rejected by the Companies Registry. Please refer to the information pamphlet on 'Price Guide to Main Services' for the correct fee payable. If the fee is paid by cheque, the cheque should be crossed and issued in Hong Kong Dollars payable to 'Companies Registry'. Please do not send cash.

Signature

9. Where this form is signed by a company or a registered non-Hong Kong company, it should be signed by a director or company secretary of the company, or by a person authorized by the company for the purpose.

Where this form is signed by a person interested in the charge, it should be signed in the following manner —

- (a) if the interested person is a natural person, by the interested person personally, or by a person authorized by the interested person for the purpose; or
- (b) if the interested person is a body corporate, by a director or company secretary of the interested person, or by a person authorized by the interested person for the purpose.

A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

10. 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. The business registration number is also adopted as the "No." on the "Certificate of Incorporation" or "Certificate of Registration of Non-Hong Kong Company" issued by the Companies Registry to companies incorporated/registered on or after 27 December 2023, or the "Certificate of Re-domiciliation" issued to re-domiciled companies.

Instrument Creating or Evidencing the Charge (Section 2)

11. Please state the type or nature of the instrument creating or evidencing the charge, such as 'Mortgage', 'Debenture', 'Floating Charge', 'Trust Deed', etc.
12. A certified copy of the instrument creating or evidencing the charge described in this Section must be delivered together with this form for registration. A copy of an instrument in relation to a charge is a certified copy if it is certified as a true copy —
- (a) by —
 - (i) a director or company secretary of the company delivering the copy for registration; or
 - (ii) a person authorized by that company for the purpose; or
 - (b) by —
 - (i) any other person interested in the charge; or
 - (ii) in the case of —
 - (A) an interested person who is a natural person, a person authorized by the interested person for the purpose; or
 - (B) an interested person that is a body corporate, a person authorized by the interested person for the purpose, or a director or company secretary of the interested person.
13. Please note that only a certified copy of the instrument creating or evidencing the charge is required to be delivered for registration. If the original charge instrument is mistakenly delivered to the Registrar instead of the certified copy, the Registrar will not be responsible for any damage to the original instrument that may result from the document image scanning process or for the safe return of the original charge instrument to the presentor.
14. If the language of the instrument is not in Chinese or English, the presentor is required to deliver, together with the instrument, a certified translation thereof in the language used in completing this form.

Particulars of Mortgage or Chargee (Section 3)

15. Please use Continuation Sheet if there is more than one mortgagee or chargee.
16. Please provide the mortgagee's or chargee's full address. 'Care of' addresses and post office box numbers are not acceptable. If the mortgagee or chargee is a body corporate, please provide the address of its registered or principal office.

Date of Acquisition of Property (Section 4)

17. This Section is only applicable to charges delivered for registration under section 338 or 339 of the CO. If the company has acquired a property subject to a charge, please fill in the date on which the property was acquired in the box provided. A copy of the document effecting or evidencing the acquisition should also be delivered together with this form for verification.

Statement of Particulars of Commission, Allowance or Discount Payable in Relation to the Debenture (Section 5)

18. If --

- (a) any commission, allowance or discount has been paid or made, directly or indirectly, by a company or registered non-Hong Kong company to any person in consideration of the person —
 - (i) subscribing or agreeing to subscribe, absolutely or conditionally, for any debenture of the company; or
 - (ii) procuring or agreeing to procure absolute or conditional subscriptions for any debenture of the company;
- (b) the debenture creates or evidences a charge;
- (c) the charge is created by the company or registered non-Hong Kong company; and
- (d) a statement of particulars of the charge is required to be delivered for registration in this form under section 335(1), 336(1) or 340(2),

the company must, or a person interested in the charge (other than where a statement of particulars of the charge is delivered for registration under section 340(2) of the CO) may, deliver a statement of the particulars of the commission, allowance or discount payable in relation to the debenture in section 5 of this form to the Registrar for registration within the registration period (see Note 2).