

## COMPANIES ORDINANCE (Chapter 622)

It is hereby notified that the following form as specified by me under section 23 of the Companies Ordinance (Chapter 622) ('the Ordinance') is revised for use under the Ordinance with effect from 17 April 2025.

The revised form is hereby published for information.

<b>Form</b>		<b>Relevant Section of the Ordinance</b>
Form Number	Name of Form	
NSC2	Return of Share Redemption or Buy-back	270(1)

21 February 2025

Helen TANG *Registrar of Companies*



公司註冊處  
Companies Registry

贖回或回購股份申報表  
Return of Share Redemption or Buy-back

表格  
Form **NSC2**

商業登記號碼  
Business Registration Number

註 Note

1 公司名稱 Company Name

2 公司贖回或回購股份的詳情  
Details of Shares Redeemed or Bought Back

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上市公司須申報下列各項 Listed company must complete this Section					
股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	股份的數目 Number of Shares	股份交付 公司的日期 Date on which the Shares were Delivered to the Company (日 DD /月 MM /年 YYYY)	該等股份繳付 的最高價格 Maximum Price Paid for the Shares	該等股份繳付 的最低價格 Minimum Price Paid for the Shares	獲公司回購/ 視為已獲公司回購 及持有的股份數目 Number of Shares Bought Back/ Regarded as Bought Back and Held by Company
為該等股份繳付的總款額 Aggregate Amount Paid for the Shares					
貨幣單位 Currency			款額 Amount		

3 付款詳情 (在贖回或回購所需資金是從資本中撥出的情況下)  
Particulars of Payment (In the Case of a Redemption or Buy-back Financed by a Payment out of Capital)

所需資金的款額  
Amount of the Payment

付款日期  
Date of Payment

日 DD	月 MM	年 YYYY
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提交人資料 Presenter'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

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**4 股本說明 (以緊接贖回或回購股份之後當時的狀況為準)**  
**Statement of Capital (As at the Time Immediately After the Redemption or Buy-back)**

**9 A. 股本 Share Capital** (如空位不足，請用續頁 A 填報 Use Continuation Sheet A if the space is insufficient)

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	貨幣單位 Currency	已發行股份 Issued Shares			
		總數 Total Number	總款額 Total Amount (a)	已繳或視作 已繳的總款額 Total Amount Paid up or Regarded as Paid up (b)	未繳或視作 未繳的總款額 Total Amount Unpaid or Regarded as Unpaid (a) - (b)

**10 B. 股份所附帶的權利的詳情 Particulars of Rights Attached to Shares**

只適用於發行超過一類股份的公司 Only applicable to company issuing more than 1 class of shares  
(如空位不足，請用續頁 B 填報 Use Continuation Sheet B if the space is insufficient)

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	附帶的權利的詳情 (包括表決權：在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable)

本申報表包括下列續頁 This Return includes the following Continuation Sheet(s)

續頁 Continuation Sheet(s)	A	B
頁數 Number of pages		

**5 簽署 Signed :**

姓名 Name : \_\_\_\_\_ 日期 Date : \_\_\_\_\_  
董事 Director / 公司秘書 Company Secretary \*

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



股本說明 (以緊接贖回或回購股份之後當時的狀況為準)  
Statement of Capital (As at the Time Immediately After the Redemption or Buy-back)

10 股份所附帶的權利的詳情 (第 4B 項)  
Particulars of Rights Attached to Shares (Section 4B)

<p>股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)</p>	<p>附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable)</p>

**《公司條例》(第 622 章)  
第 270(1) 條規定交付的**

**贖回或回購股份申報表**

**填表須知 — 表格 NSC2**

**附註**

**引言**

1. 公司在贖回或回購任何股份後，必須在該等股份交付公司的日期後的 15 日內，將本申報表交付公司註冊處處長(「處長」)登記。
2. 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。
3. 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。
4. 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**

5. 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**

6. 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。

**公司贖回或回購股份的詳情(第 2 項)**

7. 如適用，就每一類別上市公司的股份—
  - (a) 獲該公司回購，並根據《公司條例》第 272B(1)條由該公司持有的股份數目，上市公司須在相關空格說明該等股份的數目；或
  - (b) 根據《公司條例》第 272I(1)條視為已獲該公司回購，並由該公司持有的股份數目，該公司須在相關空格說明該等股份的數目。
8. 《公司條例》第 272I(1)條說明，如上市公司就其庫存股份配發該公司的任何股份，作為全部繳付股款的紅股，則該等紅股在配發時須視為獲該公司回購，及可由該公司持有。

**股本 (第 4A 項)**

9. 如上市公司從資本中撥款回購公司股份後持有回購股份作庫存股份，「已發行股份」中的「總款額」及「已繳或視作已繳的總款額」均應根據回購款額而有所減少，而「未繳或視作未繳的總款額」及「已發行股份的總數」則應維持不變。

**股份所附帶的權利的詳情 (第 4B 項)**

10. 如公司的股本分為不同類別的股份，請就每一類別的股份說明該類別股份—
  - (a) 所附帶的表決權的詳情，包括只在某些情況下產生的權利；
  - (b) 所附帶的、在分派股息時參與該項分派的權利的詳情；
  - (c) 所附帶的、在分派股本時(包括在進行清盤時)參與該項分派的權利的詳情；及
  - (d) 是否屬可贖回股份。

## **RETURN OF SHARE REDEMPTION OR BUY-BACK**

**For the purposes of section 270(1) of Companies Ordinance (Cap. 622)**

### **Notes for Completion of Form NSC2**

#### **Introduction**

1. Where a company redeems or buys back any shares, it must, within 15 days after the date on which the shares are delivered to the company, deliver a return in this form to the Registrar of Companies (the Registrar) for registration.
2. 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.
3. Please complete the Presenter's Reference. Unless the presenter needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
4. 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**

5. 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**

6. 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.

#### **Details of Shares Redeemed or Bought Back (Section 2)**

7. If applicable, in respect of each class of shares bought back by a listed company, please state —
  - (a) the total number of shares bought back and held by the company under section 272B(1) of the Companies Ordinance in the relevant box;
  - (b) the total number of shares regarded as having been bought back and held by the company under section 272I(1) of the Companies Ordinance in the relevant box.
8. Section 272I(1) of the Companies Ordinance provides that if a listed company allots, in respect of its treasury shares, any shares in the company as fully paid bonus shares, those bonus shares are to be regarded as being bought back by the company on their allotment and may be held by the company.

#### **Share Capital (Section 4A)**

9. If a listed company buys back its shares out of capital and holds the shares as treasury shares, the "Total Amount" and "Total Amount Paid up or Regarded as Paid up" in the "Issued Shares" should be reduced according to the amount of the buy-back, while the "Total Amount Unpaid or Regarded as Unpaid" and "Total Number of Issued Shares" should remain unchanged.

#### **Particulars of Rights Attached to Shares (Section 4B)**

10. If the share capital of the company is divided into different classes of shares, please state for each class of shares —
  - (a) the particulars of any voting rights attached to shares in that class, including rights that arise only in certain circumstances;
  - (b) the particulars of any rights attached to shares in that class, as respects dividends, to participate in a distribution;
  - (c) the particulars of any rights attached to shares in that class, as respects capital, to participate in a distribution (including on a winding up); and
  - (d) whether or not shares in that class are redeemable shares.