

《有限責任合夥規則》
(第 37 章，附屬法例 A)
Limited Partnerships Rules
(Cap. 37 sub. leg. A)

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經核證文本
Verified Copy

(《法例發布條例》(第 614 章)第 5 條)
 (Legislation Publication Ordinance (Cap. 614), section 5)

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條文 Provision	頁數 Page number	最後更新日期 Last updated date
主體 Main	1—2	20.6.2019
附錄 Appendix	App-1—App-16	20.6.2019

尚未實施的條文 / 修訂 ——

尚未實施的條文及修訂的資料，可於「電子版香港法例」(<https://www.elegislation.gov.hk>) 閱覽。

Provisions / Amendments not yet in operation ——

Please see Hong Kong e-Legislation (<https://www.elegislation.gov.hk>) for information of provisions and amendments not yet in operation.

制定史

本為 1912 年第 373 號政府公告 —— 1977 年第 87 號法律公告，1979 年第 79 號，1979 年編正版，1995 年第 (C)33 號法律公告 (中文真確本)，1998 年第 25 號，2019 年第 2 號編輯修訂紀錄

Enactment History

Originally G.N. 373 of 1912 — L.N. 87 of 1977, 79 of 1979, R. Ed. 1979, L.N. (C) 33 of 1995 (Chinese authentic version), 25 of 1998, E.R. 2 of 2019

《有限責任合夥規則》
(第 37 章，附屬法例 A)
目錄

Limited Partnerships Rules
(Cap. 37 sub. leg. A)
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《有限責任合夥規則》

(第 37 章第 15 條)

[1912 年 12 月 13 日]

(格式變更——2019 年第 2 號編輯修訂紀錄)

1. 本規則可引稱為《有限責任合夥規則》。
2. 本規則附錄所載的表格，在因應個別情況作出更改後，須作為為施行本條例而採用的表格。

Limited Partnerships Rules

(Cap. 37, section 15)

[13 December 1912]

(Format changes—E.R. 2 of 2019)

1. These rules may be cited as the Limited Partnerships Rules.
2. The forms in the Appendix to these rules with such variations as the circumstances of each case may require shall be the forms to be used for the purposes of the Ordinance.

App-1
第 37A 章

附錄

Appendix

App-2
Cap. 37A**附錄**

表格 1

[第 7 條]

有限責任合夥條例

(第 37 章)

Appendix

Form 1

[s. 7]

LIMITED PARTNERSHIPS ORDINANCE

(Chapter 37)

證明書編號

申請註冊為有限責任合夥

No. of certificate

Application for registration of a limited partnership

我們 (下述簽署人) 是商號
 的合夥人，現申請註冊為有限責任合夥，並為此目的而依據《有
 限責任合夥條例》第 7 條提供以下資料。

We, the undersigned, being the partners of the firm hereby
 apply for registration as a limited partnership, and for that purpose
 supply the following particulars, pursuant to section 7 of the Limited
 Partnerships Ordinance.

商號 名稱。	}	
業務的 一般 性質。	}	
主要 營業 地點。	}	

The firm name.	}	
The general nature of the business.	}	
The principal place of business.	}	

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第 37A 章

附錄

該合夥訂定的期限 (如
有的話) 及其開始日期。 } 期限 (如有的話) 年。
如沒有確實的期限，則 }
註明該合夥的存在條件。 }

開始日期。

該合夥屬有限責任

由下述人士提交或遞交存檔
每名合夥人的全名及地址。
普通合夥人。
有限責任合夥人。
全體合夥人 }
簽署。 }

每名有限責任合夥
人所分擔的款額，
以及是否以現金或
以何種其他形式支
付。

日期：

Appendix

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Cap. 37A

The term, if any, for
which the partnership is
entered into, and the date
of its commencement. } Term (if any)
If no definite term, the
conditions of existence of
the partnership. } years.

Date of commencement.

THE PARTNERSHIP IS LIMITED

Presented or forwarded for
filing by
Full name and address of each of
the partners.
General partners.
Limited partners.
Signatures of all }
the partners. }

Amount contributed by
each limited partner, and
whether paid in cash, or
how otherwise.

Date

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第 37A 章

附錄

表格 2

[第 8 條]

有限責任合夥條例

(第 37 章)

證明書編號

有限責任合夥更改事項通知書

† † 在此處填上商號或有限責任合夥的名稱。

現根據《有限責任合夥條例》第 8 條發出通知，以下所指明的更改事項已發生於本有限責任合夥——

(見本表格末端的註)

(a) 更改商號名稱。	{	舊名稱。
		新名稱。

(b) 更改業務的一般性質。	{	以前經營業務的一般性質。
		現時經營業務的一般性質。

(c) 更改主要營業地點。	{	舊營業地點。
		新營業地點。

由	提交或遞交存檔
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Appendix

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Form 2

[s. 8]

LIMITED PARTNERSHIPS ORDINANCE

(Chapter 37)

No. of certificate

Notice of change in the limited partnership

† † Here insert name of firm or limited partnership.

Notice is hereby given, pursuant to section 8 of the Limited Partnerships Ordinance, that the changes specified below have occurred in this limited partnership—

(See Note at foot of this form.)

(a) Change in the firm name.	{	Previous name.
		New name.

(b) Change in the general nature of the business.	{	General nature of business as previously carried on.
		General nature of business as now carried on.

(c) Change in the principal place of business.	{	Previous place of business.
		New place of business.

Presented or forwarded for filing by

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第 37A 章

附錄

(d) 更改合夥人或更改任何合夥人的姓名或名稱。

註——由於死亡、權益轉讓、合夥人數目增加或任何合夥人更改姓名或名稱而引致的更改，必須在此作出通知。

(e) 更改合夥的期限或性質。

合夥的舊期限(如有的話)，如沒有確實的期限，則填寫該合夥當時組成的條件。
合夥的新期限(如有的話)，如沒有確實的期限，則填寫該合夥現時成立的條件。

(f) 更改任何有限責任合夥人所分擔的款項或任何新有限責任合夥人所分擔的總款額。(如並非以現金支付，則必須述明該項事實及其詳情。)

(g) 任何合夥人因從普通合夥人轉為有限責任合夥人，或從有限責任合夥人轉為普通合夥人而更改承擔的法律責任。

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Cap. 37A

(d) Change in the partners, or the name of any partner.

Note.—Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be here notified.

(e) Change in the term or character or the partnership.

Previous term (if any), but if no definite term, then the conditions under which the partnership was constituted.
New term (if any), but if no definite term, then the conditions under which the partnership is now constituted.

(f) Change in the sum contributed by any limited partner or total amount contributed by any new limited partner. (If otherwise than in cash, that fact, with particulars, must be stated.)

(g) Change in the liability of any partner by reason of his becoming a limited instead of a general partner, or a general instead of a limited partner.

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第 37A 章

附錄

Appendix

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Cap. 37A

商號簽署

日期

註——每項更改事項須視屬何情況而適當填入 (a)、(b)、(c)、(d)、(e)、(f) 或 (g) 欄。

此表格備有多個欄位，以供就本條例規定須作通知的各項更改作出通知，但通知事項通常只得一項，例如更改主要營業地點，凡遇有此種情況，應在其他欄填上“無”字。

本報表必須由有關商號於表格末端簽署，並於更改事項發生後 7 天內交付登記。

Signature of firm

Date

Note.—Each change must be entered in the proper division (a), (b), (c), (d), (e), (f) or (g), as the case may be.

Provision is made in this form for notifying all the changes required by the Ordinance to be notified, but it will frequently happen that only one item of change, such as change in the principal place of business, for instance, has to be notified. In any such case, the word “Nil” should be inserted in the other divisions.

The statement must be signed at the end by the firm, and delivered for registration within 7 days of the change or changes taking place.

(E.R. 2 of 2019)

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第 37A 章

附錄

Appendix

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Cap. 37A

表格 3 及 4

Forms 3 and 4

(由 1979 年第 79 號第 2 條廢除)

(Repealed 79 of 1979 s. 2)

表格 5

Form 5

[第 12 條]

[s. 12]

有限責任合夥條例

LIMITED PARTNERSHIPS ORDINANCE

(第 37 章)

(Chapter 37)

編號：

No.

有限責任合夥註冊證明書

Certificate of registration of a limited partnership

本人現證明商號

I HEREBY CERTIFY that the firm

已依據《有限責任合夥條例》
第 7 條遞交資料報表，並於下述日期註冊為有限責任合夥。

, having lodged a
statement of particulars pursuant to section 7 of the Limited Partnerships
Ordinance, is this day registered as a limited partnership.

此證明書於 19 年 月 日由本人於香港簽發。

GIVEN under my hand in Hong Kong this day of
One thousand nine hundred and

公司註冊處處長

Registrar of Companies
(25 of 1998 s. 2; E.R. 2 of
2019)

現謹公告，根據 19 年 月 日訂立的安排，
已不再是商號 的普通合夥人，而
轉為該商號的有限責任合夥人。該商號於
經營 業務。

日期：19 年 月 日

簽署

簽署的見證人

(姓名)

(地址)

Form 6

[s. 9]

LIMITED PARTNERSHIPS ORDINANCE
(Chapter 37)

NOTICE IS HEREBY GIVEN that under an arrangement entered into on the _____ day of _____, 19____, _____ ceases to be a general partner and becomes a limited partner in the firm of _____ carrying on business as _____ at _____

Dated this _____ day of _____, 19____.

Signature

Witness to the signature of

(Name)

(Address)

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第 37A 章

附錄

Appendix

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Cap. 37A

表格 7

Form 7

[第 9 條]

[s. 9]

有限責任合夥條例

LIMITED PARTNERSHIPS ORDINANCE

(第 37 章)

(Chapter 37)

有關有限責任合夥人轉讓股份的公告

Notice of assignment of share by limited partner

現謹公告，根據 19 年 月 日訂立的安排，商號
的 已將其作為上述商
號的有限責任合夥人而持有的股份轉讓給
。該商號於
經營
業務。

NOTICE IS HEREBY GIVEN that under an arrangement entered into on
the day of , 19 ,
of the firm of carrying on business as
at
has assigned his share as a limited partner in the above-named firm to

日期：19 年 月 日

Dated this day of , 19 .

簽署

Signature

..... 簽署的見證人

Witness to the signature of

(姓名)

(Name)

(地址)

(Address)

(1977 年第 87 號法律公告；1979 年第 79 號第 2 條)

(L.N. 87 of 1977; 79 of 1979 s. 2)