



Guidance Notes

Application for Administrative Restoration

Please read these Guidance Notes carefully before making an application.

(A) Introduction

Division 4 of Part 15 (Dissolution by Striking Off or Deregistration) and Division 8 of Part 16 (Non-Hong Kong Companies) of the new Companies Ordinance (Cap. 622) (“the CO”) introduce an administrative restoration procedure for companies whose names have been struck off the Companies Register.¹

2. The new administrative restoration procedure has been implemented since the commencement of the CO on 3 March 2014. These Guidance Notes should be used as a guide only and should be read with the relevant provisions in the CO which is available at www.elegislation.gov.hk.

(B) Local Companies

(I) Application to Registrar for restoration of a local company

3. The Registrar of Companies (“the Registrar”) is empowered to restore a local company whose name has been struck off the Companies Register under section 746 or 747 of the CO or section 291 of the predecessor Ordinance (i.e. the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of the CO)² and which is dissolved under the respective sections.

¹ The administrative restoration procedure is NOT applicable to a company which was dissolved by way of deregistration or winding up.

² The Registrar may strike off the name of a company from the Companies Register where it appears that the company is not in operation or carrying on business or where, in the case of a company which is being wound up, the returns required to be made by the liquidator have been outstanding for 6 consecutive months and it appears that no liquidator is acting or the company’s affairs are fully wound up.

4. An application for restoration of a dissolved company should be made by a person who was a director or member of the company and **within 20 years** after the date of the dissolution of the company.

5. The application will not be granted unless the four conditions specified below and any other conditions³ that the Registrar thinks fit are met –

- (i) the company was in operation or carrying on business at the time its name was struck off the Companies Register;
- (ii) if the company has any immovable property situated in Hong Kong which has been vested in the Government as bona vacantia, the Government has no objection to the restoration;
- (iii) the applicant has delivered to the Registrar the documents that are necessary to bring up to date the records of the company kept by the Registrar (see **Annex 1**) ; and
- (iv) the Government’s costs, expenses and liabilities in dealing with the property or right during the period of dissolution, or in connection with the proceedings on the application, have been paid or reimbursed by the applicant.

[See sections 760 and 761 of the CO]

6. The applicant must pay HK\$2,700 as the administrative restoration fee. The cheque should be made payable to the “Companies Registry”. Fee paid will not be refunded notwithstanding that the application is not granted.

(II) Registrar’s decision on application

7. The Registrar must notify the applicant of the decision on the application for administrative restoration. If the Registrar grants the application, the company is restored to the Companies Register on the date on which notification is given. The Registrar will register the notification and publish in the Gazette a notice of the restoration.

[See section 762 of the CO]

³ The Registrar will usually also require the production of the written authorizations of the members of the company for making the application.

(III) Company's name on restoration

8. A company is restored to the Companies Register under its former name. If the former name has, since the dissolution, been adopted for use by another company, it is required to change its name within 28 days after the restoration.

9. For more details of change of name of a restored company and the Registrar's direction to change name, please refer to the "Guideline on Registration of Company Names for Hong Kong Companies" issued by the Companies Registry ("the Registry"). The Guideline can be downloaded from the Registry's website. Copies of the Guideline are also available at the information counter of the New Companies Section on the 14th floor of the Queensway Government Offices, 66 Queensway, Hong Kong.

[See sections 769 to 772 of the CO]

(C) Non-Hong Kong Companies

(I) Application to Registrar for restoration of a non-Hong Kong company

10. If the name of a non-Hong Kong company has been struck off the Companies Register under section 798 of the CO or section 339A(2) of the predecessor Ordinance (where the Registrar has reasonable cause to believe that a registered non-Hong Kong company has ceased to have a place of business in Hong Kong), a director or member of the non-Hong Kong company may apply to the Registrar for the restoration of the company.

11. An application in the circumstances must be made **within 6 years** after the date of the striking off.

12. The application will not be granted unless the two conditions as specified below and any other conditions⁴ that the Registrar thinks fit are met –

- (i) the non-Hong Kong company had a place of business in Hong Kong at the time of the application and at any time within the period of 6 months before its name was struck off the Companies Register; and

⁴ The Registrar will usually also require the production of the written authorizations of the members of the company for making the application.

- (ii) the applicant has delivered to the Registrar the documents that are necessary to bring up to date the records of the non-Hong Kong company kept by the Registrar (see **Annex 2**).

[See sections 799 and 800 of the CO]

13. The applicant must pay HK\$2,700 as the administrative restoration fee. The cheque should be made payable to the “Companies Registry”. Fee paid will not be refunded notwithstanding that the application is not granted.

(II) Registrar’s decision on application

14. The Registrar must notify the applicant of the decision on the application for administrative restoration. If the Registrar grants the application, the non-Hong Kong company is restored to the Companies Register on the date of which notification is given. The Registrar will register the notification and publish in the Gazette a notice of the restoration.

[See section 801 of the CO]

(D) Standard Form for Application to Registrar for restoration

15. Applicants for restoration may make use of the standard form, Application for Administrative Restoration of a Local Company (**Annex 3**) or Application for Administrative Restoration of a Non-Hong Kong Company (**Annex 4**) as appropriate, for making an application for administrative restoration. The forms may be downloaded from the Registry’s website. They can also be obtained at the office of the Registry.

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Ref.: CR HQ/8-13/111

**List of Documents for Updating the
Records of a Local Company**

- (1) All outstanding “Annual Return(s)” (Form NAR1) with certified true copy (copies) of financial statements (as appropriate), together with payment of the annual registration fee(s)*;
- (2) A “Notice of Change of Address of Registered Office” (Form NR1) if there had been any change of registered office address before or after the dissolution of the company;
- (3) A “Notice of Change of Company Secretary and Director (Appointment/Cessation)” (Form ND2A) and / or
A “Notice of Change in Particulars of Company Secretary and Director” (Form ND2B),
if there had been any change relating to company secretary and / or director(s) before or after the dissolution of the company; and
- (4) Any other documents / forms that are necessary to bring the company’s records kept by the Registrar up to date.

* The fee is provided for under Part I or II of the Eighth Schedule to the predecessor Ordinance or Part 1 or 2 of Schedule 1 to the Companies (Fees) Regulation (Cap. 622K), as appropriate.

Note: Documents/forms delivered to the Registrar of Companies for registration to update the company’s records up to the date of the dissolution will not be returned to the applicant notwithstanding that the application for administrative restoration is not granted.

**List of Documents for Updating the
Records of a Non-Hong Kong Company**

- (1) All outstanding Annual Return(s) (Form NN3) with certified true copy (copies) of accounts (as appropriate) together with payment of the annual registration fee(s)*;
- (2) A return specified below if there is any change of the relevant particulars before or after the striking off of the non-Hong Kong company –
 - (a) Return of Change in the Charter, Statutes or Memorandum etc. of Registered Non-Hong Kong Company (Form NN5);
 - (b) Return of Change of Company Secretary and Director of Registered Non-Hong Kong Company (Appointment/Cessation) (Form NN6);
 - (c) Return of Change in Particulars of Company Secretary and Director of Registered non-Hong Kong Company (Form NN7);
 - (d) Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment/Cessation) (Form NN8) and / or
Return of Change in Particulars of Authorized Representative of Registered non-Hong Kong Company (Form NN8C);
 - (e) Return of Change of Address of Registered Non-Hong Kong Company (Form NN9); and
- (3) Any other documents / forms that are necessary to bring the company's records kept by the Registrar up to date.

* The fee is provided for under Part III of the Eighth Schedule to the predecessor Ordinance or Part 3 of Schedule 1 to the Companies (Fees) Regulation (Cap. 622K), as appropriate.

Note: Documents/forms delivered to the Registrar of Companies for registration to update the company's records up to the date of the striking off will not be returned to the applicant notwithstanding that the application for administrative restoration is not granted.

**Application for Administrative Restoration of a Local Company
Section 760 of the Companies Ordinance (Cap. 622)**

Note: The administrative restoration procedure is ONLY applicable to a company whose name has been struck off the Companies Register by the Registrar of Companies ^(Note 1).

Business Registration Number

Company Name (“The Company”)

Name of Applicant (“The Applicant”) *(Please state full name)*

Correspondence Address

Telephone Number Fax Number E-mail Address

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Part A Confirmation in relation to immovable property

The Applicant confirms that –

Please tick the relevant box

- (a) NO immovable property situate in Hong Kong was vested in or held on trust for the Company immediately before the dissolution of the Company and thus no immovable property situate in Hong Kong has been vested in the Government as bona vacantia.
- (b) the immovable property situate in Hong Kong as shown in the copy of the land search record delivered together with this application was vested in or held on trust for the Company immediately before the dissolution of the Company and thus has been vested in the Government as bona vacantia. The Applicant hereby seeks confirmation from the Government that it has no objection to the restoration of the Company. The Applicant is fully aware that he will be required to pay or reimburse such costs (including the Government’s costs, expenses and liabilities in dealing with the property during the period of dissolution, if any) as may be demanded by the Companies Registry under section 761(2)(d) of the Companies Ordinance ^(Note 2).

Part B Application for Administrative Restoration

The Applicant also confirms the following –

(a) The Applicant was –

Please tick the relevant box

a director of the Company;

a member of the Company;

(b) The Company was, at the time its name was struck off the Companies Register, in operation or carrying on business; and

(c) All documents relating to the Company that are necessary to bring up to date the Company's records have been delivered to the Registrar of Companies. The documents are listed in the checklist at Appendix I (Local).

(d) The Applicant ^(Note3) –

Please tick the relevant box

was the sole member^(Note 4) of the Company.

is authorized by all members^(Note 4) of the Company to make this application. Certified copies of their written authorizations are attached.

Signed:

Name:

Applicant named in this Form^(Note 5)

Date:

DD/MM/YYYY

Notes:

- (1) *The administrative restoration procedure is NOT applicable to a company which was dissolved by way of deregistration or winding up.*
- (2) *In case there are costs, expenses and liabilities that have to be paid or reimbursed under section 761(2)(d) of the Companies Ordinance, the Applicant will be notified separately.*
- (3) *If the Applicant was not the sole member of the Company and none or only some but not all of the members of the Company have authorized the application, the Applicant shall submit a statement giving the circumstances leading to and the reasons for the Applicant making the application and his not being able to obtain authorizations of all members. The Applicant shall also submit certified copies of the written authorizations of those members who have authorized the application.*
- (4) *The reference to "member" is a reference to the member(s) of the Company immediately before the dissolution of the Company.*
- (5) *This form must be signed by the Applicant and delivered with the application fee. If the Applicant is a body corporate, this form must be signed by a Director, Company Secretary or an Authorized Person of the body corporate. If the Applicant is an individual, this form must be signed by the Applicant personally.*

Checklist for Application for Administrative Restoration of a Local Company under section 760 of the Companies Ordinance (Cap. 622)

Note: (1) Incomplete checklist will be returned to the applicant for completion before the application is processed.

(2) The Registrar of Companies may require such other documents as the Registrar may consider necessary for the purpose of processing the application.

	Types of Documents Delivered / Fee Submitted for Administrative Restoration	Documents delivered (✓)	Documents not available (✓)	If document is not available, please provide reasons.
1.	Standard form for Application for Administrative Restoration of a Local Company			
2.	Application fee of HK\$2,700 (non-refundable)			
3.	(a) Where the Applicant was not the sole member but is authorized by all members of the company: copies of the written authorizations of all members, duly certified by the Applicant or a solicitor practising in Hong Kong.			
	(b) Where the Applicant was not the sole member and none or only some but not all of the members have authorized the application: <ul style="list-style-type: none"> (i) the Applicant's statement giving the circumstances leading to and the reasons for the Applicant making the application and his not being able to obtain authorizations of all members; and (ii) copies of the written authorizations of those members who have authorized the application, certified to be true by the Applicant or a solicitor practicing in Hong Kong. 			

	Types of Documents Delivered / Fee Submitted for Administrative Restoration	Documents delivered (✓)	Documents not available (✓)	If document is not available, please provide reasons.
4.	A copy of the land search record issued by the Land Registry showing the title to or ownership of the property (where the Company had immovable property situated in Hong Kong that has been vested in the Government as bona vacantia)			
5.	Documents that are necessary to bring the Company's records kept by the Registrar of Companies up to date:			
(i)	<p>All outstanding Annual Return(s) (Form NAR1) with certified true copy (copies) of financial statements (as appropriate) together with payment of the annual registration fee(s).</p> <p><i>Please specify below the years of Annual Return(s) and financial statements delivered-</i></p> <p>_____</p> <p>_____</p> <p>_____</p>			
(ii)	Notice of Change of Address of Registered Office (Form NR1)			<i>In case there had not been any change before or after the dissolution of the company, please state so.</i>
(iii)	Notice of Change of Company Secretary and Director (Appointment/Cessation) (Form ND2A)			<i>In case there had not been any change before or after the dissolution of the company, please state so.</i>
(iv)	Notice of Change in Particulars of Company Secretary and Director (Form ND2B)			<i>In case there had not been any change before or after the dissolution of the company, please state so.</i>

	Types of Documents Delivered / Fee Submitted for Administrative Restoration	Documents delivered (✓)	Documents not available (✓)	If document is not available, please provide reasons.
	(v) Any other document(s) that are necessary to bring the Company's records kept by the Registrar of Companies up to date. <i>Please specify below the type(s) of document(s) delivered.</i> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>			

**Application for Administrative Restoration of a Non-Hong Kong Company
Section 799 of the Companies Ordinance (Cap 622)**

Business Registration Number

Company Name (“The Company”)

Name of Applicant (“The Applicant”) *(Please state full name)*

Correspondence Address

Telephone Number

Fax Number

E-mail Address

<input type="text"/>	<input type="text"/>	<input type="text"/>
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The Applicant confirms the following –

(a) The Applicant is –

Please tick the relevant box

a director of the Company;

a member of the Company;

(b) The Company had at the time of the application, and at any time within the period of 6 months before its name was struck off the Companies Register, a place of business in Hong Kong; and

(c) All documents relating to the Company that are necessary to bring up to date the Company’s records have been delivered to the Registrar of Companies. The documents are listed in the checklist at Appendix I (Non-HK).

(d) The Applicant ^(Note 1) –

Please tick the relevant box

is the sole member of the Company.

is authorized by all existing members of the Company to make this application. Certified copies of their written authorizations are attached.

Signed:

Name:

Applicant named in this Form ^(Note 2)

Date:

DD/MM/YYYY

Note:

- (1) *If the Applicant is not the sole member of the Company and none or only some but not all of the existing members have authorized the application, the Applicant shall submit a statement giving the circumstances leading to and the reasons for the Applicant making the application and his not being able to obtain authorizations of all the existing members. The Applicant shall also submit certified copies of the written authorizations of those members who have authorized the application.*
- (2) *This form must be signed by the Applicant and submitted with the application fee. If the Applicant is a body corporate, this form must be signed by a Director, Company Secretary or an Authorized Person of the body corporate. If the Applicant is an individual, this form must be signed by the Applicant personally.*

Checklist for Application for Administrative Restoration of a Non-Hong Kong Company under section 799 of the Companies Ordinance (Cap. 622)

Note: (1) Incomplete checklist will be returned to the applicant for completion before the application is processed.

(2) The Registrar of Companies may require such other documents as the Registrar may consider necessary for the purpose of processing the application.

	Types of Document delivered / Fee Submitted for Administrative Restoration	Documents delivered (✓)	Documents not available (✓)	If document is not available, please provide reasons.
1.	Standard form for Application for Administrative Restoration of a non-Hong Kong company			
2.	Application fee of HK\$2,700 (non-refundable)			
3.	(a) Where the Applicant is not the sole member of the Company but is authorized by all the existing members to make the application: copies of the written authorizations of all the existing members of the Company, duly certified by the Applicant or a solicitor practising in Hong Kong.			
	(b) Where the Applicant is not the sole member and none or only some but not all of the existing members have authorized the application: <ul style="list-style-type: none"> (i) the Applicant's statement giving the circumstances leading to and the reasons for the Applicant making the application and his not being able to obtain authorizations of all the existing members; and (ii) copies of the written authorizations of those members who have authorized the application, certified to be true by the Applicant or a solicitor practicing in Hong Kong. 			

	Types of Document delivered / Fee Submitted for Administrative Restoration	Documents delivered (✓)	Documents not available (✓)	If document is not available, please provide reasons.
4.	Documents that are necessary to bring the Company's records kept by the Registrar of Companies up to date:			
(i)	All outstanding Annual Return(s) (Form NN3) with certified true copy (copies) of accounts (as appropriate) together with payment of the annual registration fee(s). <i>Please specify below the years of Annual Return(s) and accounts delivered-</i> _____ _____ _____ _____ _____			
(ii)	Return of Change in the Charter, Statutes or Memorandum etc. of Registered Non-Hong Kong Company (Form NN5)			<i>In case there had not been any change before or after the striking off of the non-Hong Kong company, please state so.</i>
(iii)	Return of Change of Company Secretary and Director of Registered Non-Hong Kong Company (Appointment/Cessation) (Form NN6)			<i>In case there had not been any change before or after the striking off of the non-Hong Kong company, please state so.</i>
(iv)	Return of Change in Particulars of Company Secretary and Director of Registered Non-Hong Kong Company (Form NN7)			<i>In case there had not been any change before or after the striking off of the non-Hong Kong company, please state so.</i>

	Types of Document delivered / Fee Submitted for Administrative Restoration	Documents delivered (✓)	Documents not available (✓)	If document is not available, please provide reasons.
(v)	Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment/Cessation) (Form NN8)			<i>In case there had not been any change before or after the striking off of the non-Hong Kong company, please state so.</i>
(vi)	Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company (Form NN8C)			<i>In case there had not been any change before or after the striking off of the non-Hong Kong company, please state so.</i>
(vii)	Return of Change of Address of Registered Non-Hong Kong Company (Form NN9)			<i>In case there had not been any change before or after the striking off of the non-Hong Kong company, please state so.</i>
(viii)	Any other documents that are necessary to bring the Company's records kept by the Registrar of Companies up to date. <i>Please specify below the type(s) of document(s) delivered.</i> _____ _____ _____ _____ _____			