



Registration of a Non-Hong Kong Company



Important

This pamphlet is intended to provide a general guide. The Companies Registry and the Registrar of Companies will not be liable for any errors or omissions. Please refer to the Companies Ordinance, Chapter 32, Laws of Hong Kong for the detailed requirements. You can purchase a copy of the Companies Ordinance from the Online Government Bookstore (www.bookstore.gov.hk) or by calling the Publications Sales Section of the Information Services Department at (852) 2537 1910. You can also view the full text of the Ordinance at www.legislation.gov.hk.

1. Do I have to register my non-Hong Kong company in Hong Kong ?

If your non-Hong Kong company is a body corporate **and** has established a place of business in Hong Kong, it is required to register under Part XI of the Companies Ordinance.

2. What is a “place of business” ?

Pursuant to section 341 of the Companies Ordinance, a “place of business” includes a share transfer or share registration office but does not include an office specified in the Twenty-fourth Schedule to the Companies Ordinance (Note 1).

3. When should I register my non-Hong Kong company under Part XI of the Companies Ordinance ?

You should apply for registration **within one month** of the establishment of the place of business in Hong Kong.

4. What documents should I submit for registering my non-Hong Kong company ?

- (a) a specified form N1 “Particulars of a Non-Hong Kong Company Registered in Hong Kong” reporting -
- the date of establishment of the place of business in Hong Kong;
 - the address of the principal place of business in Hong Kong and in the place of incorporation;
 - the address of the registered office in the place of incorporation;
 - the particulars of the directors and secretary of the company and the authorized representative in Hong Kong.

“Authorized representative” refers to a person who is authorized to accept on behalf of the company service of process and any notices required to be served on the company. An authorized representative who is an individual should be resident in Hong Kong or which is a body corporate or a firm should be either a solicitor corporation, a corporate practice within the meaning of section 2 of the Professional Accountants Ordinance (Cap. 50) or a firm of solicitors or certified public accountants (practising).

- (b) a certified copy of the instrument defining the company’s constitution e.g. Memorandum and Articles of Association, Charter and Statutes;

- (c) a certified copy of the company's Certificate of Incorporation (or its equivalent) issued by the relevant government authority in the place of incorporation; and
- (d) a certified copy of the company's latest published accounts as required by the law of the place of incorporation, the laws of any other jurisdictions where the company is registered as a company, or the rules of any stock exchange or similar regulatory bodies in any of those jurisdictions.

5. *If the documents mentioned in items 4(b), (c) and (d) of my company are not in Chinese or English, do I need to submit their translation in Chinese or English?*

For the constitution and the latest published accounts, **only** a certified translation thereof in Chinese or English needs to be filed. However, for the Certificate of Incorporation (or its equivalent), both the certified copy in the original language **and** its certified translation in Chinese or English should be filed.

6. *How should the documents of my company and their translation be certified?*

If the documents are not originals, they should be certified pursuant to Paragraphs 3 or 7 of the Companies (Forms) Regulations. For the translation of documents, they should be certified pursuant to Paragraphs 6 or 7 of the Companies (Forms) Regulations. For details, please refer to the ***Companies Registry External Circulars No. 2/2007 and No. 3/2007***.

7. *Are there any provisions in the Companies Ordinance regulating the use of corporate name by my non-Hong Kong company in Hong Kong?*

Pursuant to section 337B of the Companies Ordinance, if the corporate name of a non-Hong Kong company is the same as or too like a name appearing or which should have appeared in the index of company names kept by the Registrar of Companies, the Registrar may serve a notice on the company **not later than six months** from the date on which the company complies with section 333 or, where there has been a change in its corporate name, section 335 of the Companies Ordinance. The company on which a notice is served has to file a specified form N12 "Statement of Approved Name for Carrying on Business in Hong Kong by a Non-Hong Kong Company" specifying the name approved by the Registrar under which it proposes to carry on business in Hong Kong. For details, please refer to the relevant ***Companies Registry Memorandum Note***.

8. *What are the requisite fees for registering my non-Hong Kong company?*

- HK\$1,425 for the issue of a Certificate of Registration of Non-Hong Kong Company
- HK\$295 lodgment fee

The lodgment fee paid is **non-refundable**.

(9) *Where can I obtain the specified forms?*

You can download the specified forms at www.cr.gov.hk or purchase hard copies at the 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong.

10. *What can I get?*

A Certificate of Registration of Non-Hong Kong Company.

11. *How long does it take?*

Normally, the Certificate of Registration of Non-Hong Kong Company will be issued in 15 working days. The presenter of the registration documents will be notified by fax when the certificate is ready for collection. The certificate has to be collected **in person** at the Companies Registry. A written authorization will be required if the presenter sends a representative to collect the certificate.

12. *Where can I ask for further information?*

Please call the New Companies Section of the Companies Registry at (852) 2867 2587.

Note:

1. The office specified in the Twenty-fourth Schedule refers to a local representative office established or maintained with the approval of the Monetary Authority under section 46 of the Banking Ordinance (Cap. 155) by a bank as defined in section 46(9) of that Ordinance.
2. You can download the Companies Registry's external circulars and memorandum note at www.cr.gov.hk; obtain hard copies at the Companies Registry or by fax through the 24-hour enquiry hotline (IVRS) (852) 2234 9933.