

## Incorporation or Change of Name of a Local Limited Company Points to Note

### Intended Company Name

- The intended name of a proposed company must be **correctly and consistently** stated in the Name Clause of the company's Memorandum of Association and the incorporation form (**Form NC1** for company limited by shares or **Form NC1G** for company not limited by shares).
- **An application for incorporation with errors in the intended company name(s) may be rejected by the Companies Registry and the lodgement fee of HK\$295 paid will not be refunded.**

### Specified Form NC1 or NC1G (for incorporation) and Form NC2 (for change of company name)

- The layout and contents of the specified forms must not be altered. Forms without the Companies Registry's logo or with an altered layout will not be accepted for registration.
- If a company wishes to keep the existing English name or Chinese name after the change of name, that name must be stated in the relevant "Intended English / Chinese Company Name" box in Form NC2. If the company does not wish to register any English or Chinese name after the change of name, 'NIL' should be stated in the appropriate box.
- Form NC2 should be signed by a director or the secretary of the company. Please ensure that the appointment of the signatory has been reported to the Companies Registry. Form NC2 will **not** be processed if the appointment has not yet been reported.

### Memorandum and Articles of Association (MA)

- The company's MA must be signed by all the founder member(s).
- The founder member is not required to sign the MA before a witness.
- A copy of the MA should be submitted. The copy need not contain the signature(s) of the founder member(s).
- Cover page is not required.

### Check List for Presenting Documents

#### Form NC1 or NC1G

- Use the correct form specified by the Registrar of Companies
- State the intended company name(s) (as stated in the Name Clause of the Memorandum of Association) correctly in the form
- If the founder member who signs the form is also a director, the person should sign the statement on Consent to Act as Director in the form. The other directors should sign the Consent statement in the form *or* submit **Form NC3** not later than 14 days after the incorporation of the company
- Ensure that the form has been signed by a founder member named in the form
- Provide the presentor's information

#### Copy of the Memorandum and Articles of Association (MA)

- State the intended company name(s) (as stated in the incorporation form) correctly and consistently throughout the MA
- Include the Registered Office Clause
- State correctly the value of each share in the Capital Clause
- Provide full details of the founder member(s) (including the full name, address and occupation) and the number of shares taken by each founder member
- Ensure consistency of the information provided in both the Form NC1 or NC1G and the MA

#### Notice to Business Registration Office (IRBR1)

- With effect from 21 February 2011, a Notice to Business Registration Office (**IRBR1**) and the prescribed business registration fee and levy must be submitted together with the incorporation documents. Otherwise, the application for incorporation will be rejected. The Registrar of Companies will issue both the Certificate of Incorporation and the Business Registration Certificate upon approval of the application for incorporation.

#### Form NC2

- Use the correct form specified by the Registrar of Companies
- State correctly the existing company name and the intended company name
- State correctly the date of the Special Resolution
- State correctly the name and capacity of the signatory and ensure that the appointment of the signatory has been reported to the Companies Registry
- Provide the presentor's information