

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

Intended Company Name

- The intended company name of a proposed company must be clearly and correctly stated in the Name Clause of the company's Memorandum of Association. The name must be consistently cited in the Memorandum and Articles of Association and the incorporation form (**Form NC1** for company limited by shares or **Form NC1G** for company not limited by shares, as the case may be) submitted for registration.
- The English and/or Chinese name(s) stated in the Name Clause of the Memorandum of Association will be checked against the index of company names kept by the Registrar of Companies and stated in the company's Certificate of Incorporation.
- **An application for incorporation with errors in the intended company name 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)

- A copy of the memorandum of association and articles of association (if any) **certified** as true **by a founder member** of the company is required for submission.
- There is no requirement under the Companies Ordinance to attach a cover page to the MA. If a cover page is attached, the company name(s) stated on the cover page and in the contents of the MA must be consistent. **The name(s) stated in the Name Clause of the Memorandum of Association will be registered by the Companies Registry.**

Check List for Presenting Documents

Form NC1 or NC1G

- Use the correct form specified by the Registrar of Companies
- State correctly the intended company name (as stated in the Name Clause of the Memorandum of Association) in the form
- Ensure that every director has signed the "Consent to Act as Director"
- Ensure that the "Statement of Compliance on Incorporation" has been duly signed
- Ensure that the form has been signed by any 2 founder members named in the form, or where only one founder member is named in the form, by that founder member
- Provide the presentor's information

Certified Copy of Memorandum and Articles of Association (MA)

- State correctly the intended company name 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
- Provide full details of the witness (including the full name, address and occupation) and state the date the founder member's signature was witnessed
- Ensure that the copy has been duly certified by a founder member
- Ensure consistency of the information provided in both the Form NC1 or NC1G and the MA

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
- Ensure that the appointment of the signatory to the form has been reported to the Companies Registry
- Provide the presentor's information