



# Incorporation of a Local Limited Company



Address : 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong.  
Website : [www.cr.gov.hk](http://www.cr.gov.hk)  
Cyber Search Centre : [www.icris.cr.gov.hk](http://www.icris.cr.gov.hk)  
E-mail : [crenq@cr.gov.hk](mailto:crenq@cr.gov.hk)  
Enquiry Hotline (IVRS) : (852) 2234 9933

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## 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](http://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](http://www.legislation.gov.hk).

### 1. What should I do ?

**Step 1** Choose a name for the company you wish to incorporate. The name will not be registered if it is the same as a name appearing in the index of company names kept by the Registrar of Companies (the Registrar). You may conduct a free company name search at the Companies Registry's Cyber Search Centre ([www.icris.cr.gov.hk](http://www.icris.cr.gov.hk)) or at its Public Search Centre on the 13th floor of the Queensway Government Offices, 66 Queensway, Hong Kong. Use the "*Exact Name Search*" mode and input the *full and exact* company name that you intend to register. Please note that:-

- *The registrability of a company name can only be confirmed after the application has been processed by the Companies Registry.*
- *The application must meet all the requirements of the Companies Ordinance before the company can be successfully incorporated.*

Please refer to **Appendix I** for other points to note when choosing a company name.

**Step 2** Submit the following documents with the appropriate fees to the Shroff on the 14th floor of the Queensway Government Offices -

- (a) Incorporation Form – **Form NCI** (for company limited by shares) **or Form NC1G** (for company not limited by shares); and
- (b) A copy of the memorandum of association and articles of association (if any) **certified** as true **by a founder member** of the company.

Please refer to **Appendix II** for the specific requirements as to the contents of the incorporation documents. For information on the fee structure, please refer to the information pamphlet "*Price Guide to Main Services*".

### 2. Where can I obtain specimens of the incorporation documents ?

You can download the specified form NC1 or NC1G at [www.cr.gov.hk](http://www.cr.gov.hk) or purchase a hard copy on the 14th floor of the Queensway Government Offices.

As to the forms of model Memorandum and Articles of Association, please refer to the relevant Tables in the First Schedule to the Companies Ordinance.

### 3. What can I get ?

A Certificate of Incorporation. The English and/or Chinese company name printed on the Certificate of Incorporation will be the English and/or Chinese company name stated in the *Name Clause* of the Memorandum of Association of the company.

### 4. How long does it take ?

Normally, the Certificate of Incorporation of a company limited by shares will be issued in 4 working days. The presenter of the incorporation 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.

### 5. Where can I ask for further information ?

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

#### Note :

You can download the information pamphlets at [www.cr.gov.hk](http://www.cr.gov.hk); obtain hard copies at the Companies Registry or by fax through the 24-hour enquiry hotline (IVRS) (852) 2234 9933.

## APPENDIX I

### Points to note when choosing a company name

1. A company name may be in English or in Chinese. A company may also adopt both an English name and a Chinese name. An English company name must end with the word “**Limited**” and a Chinese company name must end with the characters “**有限公司**”.
2. A company name with a combination of English letters and Chinese characters will not be accepted for registration.
3. A Chinese company name should use traditional Chinese characters, in “New Sai Ming” font (新細明體), that can be found in the Kang Xi Dictionary (康熙字典) or Ci Hai Dictionary (辭海字典) and the ISO 10646 international coding standard.
4. In examining an intended name before incorporation, the aspect of “*too like*” will not form part of the Registrar’s consideration. In this regard, you should consider carefully whether the intended name is “*too like*” a name that is being used by an existing company and the possibility of a complaint from that company against the use of such a name, which could lead to a direction being issued by the Registrar to change your company name after incorporation.
5. You are also reminded that it is in your interest to use a name which does not conflict with a trademark and which is sufficiently distinguished from any other name appearing in the Registrar’s index of company names. You should also search the **Trademark Register** (<http://ipsearch.ipd.gov.hk>) maintained by the Intellectual Property Department. Not only would this reduce the risk of a direction being issued by the Registrar to change your company name, the risk of an action for passing off or infringement of trademarks could similarly be reduced.
6. Company names containing words or expressions such as “*Trust*”, “*Chamber of Commerce*” etc. set out in the Companies (Specification of Names) Order under section 22B of the Companies Ordinance will require prior approval from the Registrar.
7. For more details, please refer to the Registry’s “*Company Names Guidelines*” which can be downloaded at [www.cr.gov.hk](http://www.cr.gov.hk) or collected at the New Companies Section on the 14th floor of the Queensway Government Offices.

## APPENDIX II

### Incorporation documents and requirements

Documents to be submitted and requirements as to their contents	Private Company Limited by Shares	Public Company Limited by Shares	Public Company Limited by Guarantee & Not Having a Share Capital
Memorandum of Association			
1. Must be certified as a true copy by a founder member	✓	✓	✓
2. Must specify			
(a) Name of company (Please see notes 1 - 3 of Appendix I)	✓	✓	✓
(b) Location of Registered Office will be situated in Hong Kong	✓	✓	✓
(c) Objects of the Company	All companies, other than those which have been granted licences under section 21 of the Companies Ordinance or those whose Memoranda are subject to requirements specified in or under other enactment, are <i>not</i> required to state their objects in their Memoranda of Association		
(d) The liability of Members is limited	✓	✓	✓
(e) Share Capital registered on incorporation	✓	✓	
(f) Each member will contribute if company is wound up			✓
(g) Number of shares taken by founder member(s)	✓	✓	
3. Must be signed by founder member(s) before a witness who must also sign	✓	✓	✓
4. Refer to the First Schedule to the Companies Ordinance for model forms	Table B	Table B	Table C

Documents to be submitted and requirements as to their contents	Private Company Limited by Shares	Public Company Limited by Shares	Public Company Limited by Guarantee & Not Having a Share Capital
Articles of Association			
1. Must be certified as a true copy by a founder member	✓	✓	✓
2. Paragraphs must be numbered consecutively	✓	✓	✓
3. Must be signed by founder member(s) before a witness who must also sign	✓	✓	✓
4. Refer to the First Schedule to the Companies Ordinance for model forms	Table A (Part II)	Table A (Part I)	Table C
5. Must include a private company clause	✓		
Specified form NC1 or NC1G			
1. Must be printed	✓	✓	✓
2. Must report details of the registered office address, first director(s) and secretary	✓	✓	✓
3. Every director must sign the “Consent to Act”	✓	✓	✓
4. “Statement of Compliance on Incorporation” must only be signed after the Memorandum and Articles of Association have been duly signed	✓	✓	✓
5. Must be 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	✓	✓	✓