



Incorporation of a Local Limited 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 hard copy of the Companies Ordinance from the Online Government Bookstore (www.bookstore.gov.hk) or call 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.

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

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1. What should I do?

Step 1 Choose a name for the company you wish to incorporate. A company name may be in English or Chinese. A company may also adopt both an English and a Chinese name. Generally speaking, the name will be accepted for registration if it is not 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) 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** and the Registry's "Company Names Guidelines" for the points to note when choosing a company name. The Guidelines can be downloaded at www.cr.gov.hk or obtained at the New Companies Section on the 14th floor of the Queensway Government Offices.

Step 2 Submit the following documents with the appropriate fees either electronically through the Registry's electronic service portal "e-Registry" (www.eregistry.gov.hk) or in paper form to the Shroff on the 14th floor of the Queensway Government Offices:

- (a) Incorporation Form – **Form NC1** (for company limited by shares) **or Form NC1G** (for company not limited by shares);
- (b) A copy of the memorandum of association and articles of association (if any) (Note 1); and
- (c) Notice to Business Registration Office (IRBR1)

Please refer to **Appendix II** for the specific requirements for the application documents and the information pamphlet "One-stop Electronic Company Incorporation and Business Registration Service" for details of the electronic services.

2. How much do I have to pay ?

Please refer to the information pamphlets "Price Guide to Main Services" and "Business Registration Fee and Levy Table".

3. For paper submission, where can I obtain the application forms or specimens of documents?

You can download form NC1/NC1G and IRBR1 at www.cr.gov.hk. Hard copies of form NC1 and NC1G are available for sale and a free copy of IRBR1 can be obtained on the 14th floor of the Queensway Government Offices.

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

4. What can I get ?

A Certificate of Incorporation and a Business Registration Certificate (the certificates) will be issued by the Companies Registry. The certificates will be issued in hard copy form for paper submission and in electronic form for online submission. Certificates in paper or electronic form have the same legal effect.

5. How long does it take ?

Online submission

Electronic Certificates will normally be issued within 24 hours for companies limited by shares which adopt the model Memorandum and Articles of Association provided at the e-Registry. Email notifications for download of the certificates will be sent to the message box and registered email address of users.

Paper submission

Certificates for companies limited by shares can normally be issued in 4 working days. Applicants or presentors will be notified by fax when the certificates are ready for collection. The certificates have to be collected *in person* at the Companies Registry. A written authorisation will be required if the presenter sends a representative to collect the certificates.

6. Where can I ask for further information ?

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

You can download the information pamphlets and Business Registration Fee and Levy Table 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.

APPENDIX I

Points to note when choosing a company name

1. A company name with a combination of English letters and Chinese characters is not acceptable.
2. An intended name which is identical to an old name that has been subject to a change of name direction issued by the Registrar since 10 December 2010 will not be registered except with the consent of the Registrar. **You are reminded to conduct a search on the list containing these old company names at the Companies Registry's Cyber Search Centre.** The hyperlink to the list is provided on the screen displaying the company name search result.
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 the company incorporation, the question of whether the name is "too like" that of a registered name will NOT form part of the Registrar's consideration. You should consider carefully whether the intended name would lead to a complaint as being "too like" an existing company name, and the possibility that it may be subject to a change of name direction by the Registrar 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.

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 (Note 1)			
1. Must specify			
(a) Name of company	✓	✓	✓
(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)	✓	✓	
2. Refer to the First Schedule to the Companies Ordinance for forms	Table B (Note 2)	Table B	Table C
Articles of Association (Note 1)			
1. Paragraphs must be numbered consecutively	✓	✓	✓
2. Refer to the First Schedule to the Companies Ordinance for model forms	Table A (Part II) (Note 2)	Table A (Part I)	Table C
3. Must include a Private Company Clause	✓		

Incorporation Form (Specified Form NC1 or NC1G)			
1. Must be printed	✓	✓	✓
2. "Consent to Act as Director"	If the founder member who signs the form is also a director, he/she should sign the "Consent to Act as Director" in the form. Other directors can either sign the Consent statement in the form or submit Form NC3 "Consent to Act as First Director" not later than 14 days after the incorporation of the company		
3. The intended company name must be the same as that stated in the Name Clause of the Memorandum of Association	✓	✓	✓
4. Must be signed by a founder member named in the form	✓	✓	✓
Notice to Business Registration Office (IRBR1)			
1. Must indicate whether a 3-year Business Registration Certificate will be elected	Pursuant to section 5A of the Business Registration Ordinance, Chapter 310 of the Laws of Hong Kong, any person who applies for incorporation of a company under the Companies Ordinance is deemed to have made a simultaneous application for business registration. IRBR1 together with the appropriate business registration fee and levy <i>must</i> be submitted with the incorporation documents.		

Notes:

1. The original memorandum and articles of association must be signed by each founder member of the company. The copy delivered to the Companies Registry for registration, however, need not contain the signature(s) of the founder member(s).
2. Applications submitted online may adopt any one of the three models Memorandum and Articles of Association provided at the e-Registry.