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Companies Registry External Circular No. 2 / 2015

Delivery of Annual Returns under the Companies Ordinance

Every company registered under the Companies Ordinance (Cap. 622) (“the new CO”) or a former Companies Ordinance is required to deliver annual returns to the Registrar of Companies (“the Registrar”) for registration.

2. This circular is to remind public companies and companies limited by guarantee of the requirements under section 662 of the new CO to deliver annual returns. For private companies, there is no change in the requirement to deliver annual returns under the new CO.

Return Dates of Private Companies

3. Pursuant to section 662(1) of the new CO, a private company must in respect of every year (except in the year of its incorporation), deliver to the Registrar for registration an annual return (Form NAR1) **within 42 days after the company’s return date**. The return date of a private company is, in respect of a particular year, the anniversary of the company’s date of incorporation in that year.

Return Dates of Public Companies and Companies Limited by Guarantee

4. Pursuant to sections 662(3) and 662(5) of the new CO, a public company or a company limited by guarantee must, in respect of every financial year, deliver to the Registrar for registration an annual return (Form NAR1) together with the certified true copies of the relevant financial statements, directors’ report and auditor’s report **within 42 days after the company’s return date:-**

- For a public company: the return date is the date that is 6 months after the end of the company’s accounting reference period (“ARP”).
- For a company limited by guarantee: the return date is the date that is 9 months after the end of the company’s ARP.

5. The ARP of a company is the period by reference to which the company's annual financial statements are to be prepared. For example, if a company prepares its financial statements up to 31 December every year, the ARP is from 1st January of a year to 31st December of the same year. Examples of some common ARPs and respective return dates of annual returns are set out in **Annex 1**. For determining the first and subsequent accounting reference periods of a company, please refer to the "New Companies Ordinance > Frequently Asked Questions > Accounts and Audits" section of the Companies Registry's website (www.cr.gov.hk).

6. For a public company or a company limited by guarantee registered under a former Companies Ordinance, the requirements under section 662 apply to the first financial year of the company that begins on or after the commencement date of the new CO, i.e. 3 March 2014, and all subsequent financial years (section 121(1)(b) of Schedule 11 to the new CO).

7. Under the new CO, an annual return of a public company and a company limited by guarantee is no longer made up to the date of the annual general meeting of the company.

8. Further information relating to annual returns is available in the "Frequently Asked Questions > Local Limited Companies > Annual Return" section of the Companies Registry's website (www.cr.gov.hk). Specimens of completed annual returns are also available in the "Forms > Specified Forms" section.

New Scale of Annual Registration Fees for Companies Limited by Guarantee

9. As in the case of private and public companies, an escalating scale of annual registration fee is now provided in the Companies (Fees) Regulation (Cap. 622K) for an annual return of a company limited by guarantee delivered under section 662 of the new CO. In the case of late delivery of the annual return, substantially higher registration fees are payable. The fee scale is set out in **Annex 2** for ease of reference.

Enquiries

10. Enquiries concerning this circular should be directed to Ms Agnes WONG, Assistant Registry Manager (Registration)1, at (852) 2867 4562/ agneswong@cr.gov.hk.

Ms Ada LL CHUNG
Registrar of Companies

**Examples of Accounting Reference Periods and
Return Dates of Annual Returns**

Type of Company	Return Date
Public company	<p>Section 662(4)(a) of Companies Ordinance - 6 months after the end of the company's accounting reference period ("ARP")</p> <p><u>Examples</u></p> <p>i. ARP : 1 April 2014 to 31 March 2015 Return date: 31 March 2015 + 6 months = 30 September 2015</p> <p>ii. ARP : 1 January 2015 to 31 December 2015 Return date : 31 December 2015 + 6 months = 30 June 2016</p>
Company limited by guarantee	<p>Section 662(4)(b) of Companies Ordinance - 9 months after the end of the company's ARP</p> <p><u>Examples</u></p> <p>i. ARP : 1 April 2014 to 31 March 2015 Return date: 31 March 2015 + 9 months = 31 December 2015</p> <p>ii. ARP : 1 January 2015 to 31 December 2015 Return date : 31 December 2015 + 9 months = 30 September 2016</p>

Note:

For public companies and companies limited by guarantee, an Annual Return made up to the company's return date should be delivered together with the certified true copies of relevant financial statements, directors' report and auditor's report to the Registrar of Companies for registration within 42 days after the return date.

**Annual Registration Fee
for a Company Limited by Guarantee**

	Fee
Annual registration fee for an annual return delivered under section 662(3) of the Companies Ordinance (Cap. 622)	
(a) if the annual return is delivered within 42 days after the company's return date	\$ 105
(b) if the annual return is delivered more than 42 days after but within 3 months after the company's return date	\$ 870
(c) if the annual return is delivered more than 3 months after but within 6 months after the company's return date	\$ 1,740
(d) if the annual return is delivered more than 6 months after but within 9 months after the company's return date	\$ 2,610
(e) if the annual return is delivered more than 9 months after the company's return date	\$ 3,480