



# **Company Names Guidelines**

**2007**

**Companies Registry**  
[www.cr.gov.hk](http://www.cr.gov.hk)

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## **(A) Introduction**

1. To incorporate a local limited company, one of the first steps is to choose a company name. An existing company may also change its name by passing a special resolution. Since 1991, the name reservation system has been abolished and no provisional approval of company name will be given by the Registrar of Companies (“the Registrar”). It is therefore important that, when choosing a company name, promoters should satisfy themselves that the intended company name meets the requirements for the registration of a company name. Choosing an unregistrable company name may render the application being rejected and a new application would be required. It should also be noted that if a company name is “too like” the name of an existing company, it may result in the company being directed by the Registrar to change its name. “Company Names Guidelines 1998” are replaced by these guidelines.

2. These Guidelines explain the requirements for the registration of a company name. These Guidelines should be used as a guide only and should be read with the relevant provisions in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) which is available at [www.legislation.gov.hk](http://www.legislation.gov.hk).

## **(B) General Requirements of a Company Name**

3. A company may be registered with an English name, a Chinese name, or an English name and a Chinese name. A company name with a combination of English words/letters and Chinese characters are not allowed.

4. An English company name must end with the word “Limited” and a Chinese company name must end with the characters “有限公司”.

5. A Chinese company name should contain traditional Chinese characters (繁體字) that can be found in the Kang Xi Dictionary (康熙字典) or Ci Hai Dictionary (辭海) AND also in the ISO 10646 international coding standard.

[See section 5(1) of the Companies Ordinance]

## **(C) Circumstances in which a Company Name will NOT be registered**

6. Generally speaking, a company name will not be registered if:-

- (a) it is the same as a name appearing in the Registrar’s index of company names;
- (b) it is the same as that of a body corporate incorporated or established under an Ordinance;
- (c) in the opinion of the Chief Executive, its use would constitute a criminal offence; or
- (d) in the opinion of the Chief Executive, it is offensive or otherwise contrary to the public interest.

[See section 20(1) of the Companies Ordinance]

7. In determining whether a company name is “the same as” another, the following shall be disregarded:

- the definite article, where it is the first word of the name  
(e.g. The ABC Limited = ABC Limited)
- the ending words or expressions “company”, “and company”, “company limited”, “and company limited”, “limited”, “unlimited”, “public limited company”, their abbreviations, and the ending characters “公司”, “有限公司”, “無限公司” and “公眾有限公司”  
(e.g. ABC Company Limited = ABC Limited = ABC Co., Limited; 甲乙丙有限公司 = 甲乙丙公眾有限公司)
- type and case of letters, accents, spaces between letters and punctuation marks  
(e.g. A-B-C Limited = a b c Limited)

The following words and their abbreviations will also be taken as the same:

- “and” = “&”
- “Hong Kong” = “Hongkong” = “HK”
- “Far East” and “FE”

8. In determining whether a Chinese company name is the same as another, the Registrar has specified a list of interchangeable Chinese characters at **Appendix A** which are regarded as the same. The list of Chinese characters is not exhaustive and the Registrar may amend it from time to time.

[See section 20(3) of the Companies Ordinance]

**(D) Company Name which will require approval before registration**

9. The Chief Executive’s approval is required for a company name –

- (a) which, in the opinion of the Chief Executive, would be likely to give the impression that the company is connected in any way with the Central People’s Government or the Government of the Hong Kong Special Administrative Region or any department of either government. Such names will be allowed only where it is considered there is a genuine connection with the Central People’s Government or the Government of the Hong Kong Special Administrative Region. The use of words such as “Department”(部門), “Government”(政府), “Commission”(公署), “Bureau”(局), “Federation”(聯邦), “Council”(議會), “Authority”(委員會), would in certain circumstances imply such a connection and will not normally be approved;
- (b) which contains any of the words or expressions listed in **Appendix B**.

The power of approval has been delegated to the Registrar. Applicants should seek the advice of the Companies Registry about this type of name and apply in writing for the consent to use these names before the documents applying for incorporation or change of name are submitted. Applications should be sent to the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

[See sections 20(2) and 22B of the Companies Ordinance]

**(E) Company Names with words and expressions which are covered by other legislation**

10. In some cases, the use of certain words and expressions in company names is covered by other legislation. Their improper use will be a criminal offence. The followings are some examples:

- Under the Banking Ordinance (Chapter 155), it is an offence to use “Bank” (銀行) in a company name without the consent of the Hong Kong Monetary Authority.
- Under the Securities and Futures Ordinance (Chapter 571), no person other than the Exchange Company (交易所) as therein defined shall use the title “Stock Exchange” (證券交易所) or “Unified Exchange” (聯合交易所) or other variations. Contravention of this section will constitute a criminal offence.
- It will also be an offence for a company other than a corporate practice as defined in the Professional Accountants Ordinance (Chapter 50) to use in its name the description “certified public accountant” or “public accountant” or the initials “C.P.A.” or “P.A.” or the characters “執業會計師”, “核數師” or “審計師”.

11. Applicants should ensure that the use of these words or expressions in the company name will not contravene the related legislation. It is advisable that applicants should seek advice from the relevant body on the use of the words or expressions in the company name.

**(F) Company which wishes to omit the word “LIMITED” from its Company Name**

12. A company which wishes to apply for a licence under Section 21 of the Companies Ordinance to omit the word “Limited” and/or the characters “有限公司” from its name (either on incorporation or change of name by special resolution) may obtain a Memorandum on the procedure for applying for a Licence under Section 21 for further details. The Memorandum can be viewed or downloaded from the Companies Registry’s website ([www.cr.gov.hk](http://www.cr.gov.hk)) under the item “Memorandum Notes / Guidelines” in the “Publications and Press Releases” section. It is also available at the enquiry counter of the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

[See section 21 of the Companies Ordinance]

**(G) Directions to change a Company Name**

13. The Registrar has power to direct a company to change its name under the following provisions of the Companies Ordinance:

Section 22(2)

Where –

- (a) the company name is “the same as” or, in the opinion of the Registrar, “too like” a name appearing in the Registrar’s index of company names at the time of registration;
- (b) the company name is “the same as” or, in the opinion of the Registrar, “too like” a name which should have appeared in that index at that time; or
- (c) the company name is “the same as” or, in the opinion of the Registrar, “too like” the name of a body corporate incorporated or established under any Ordinance at the time of the registration.

The criteria which the Registrar will apply in forming an opinion on whether a name is “too like” are set out in **Appendix C**.

Section 22(4)

If the Registrar has been given misleading information for the purpose of a company’s registration by a particular name or has been given undertakings or assurances for that purpose but the same have not been fulfilled.

Section 22A

If the company name gives so misleading an indication as to the nature of the company’s activities as to be likely to cause harm to the public.

14. In examining an intended name before incorporation / registration or change of name, the aspect of “too like” will NOT form part of the Registrar’s consideration. It is therefore important that, before applying for incorporation / registration or changing the name of a company, applicants should consider carefully whether the intended name could lead to a complaint from another company for 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 / registration or change of name.

15. Company names which are “too like” will normally be brought to the Registrar’s attention by objections being lodged by a person who feels that the name is “too like” that of a previously registered company.

16. Any objection to company names should be submitted to the Registrar, giving reasons in full and including any available evidence of confusion which is claimed to have arisen. Objections lodged should be headed “Names Complaints” and sent to the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong. Objections to company names should be made to the Registrar in good time (preferably not later than one month before the expiry of the statutory periods

hereinafter mentioned) so as to enable him to make enquiries and serve notices that may be required before the expiry of the statutory periods, which is 12 months from the date of registration of the company name under Section 22(2) and 5 years from the date of registration of the company name under Section 22(4).

### **WARNING**

Registration of a company name does not mean that the name is protected, neither does it mean that such a name is not liable to challenge by others. If the name is considered to be “too like” the name of another company appearing in the index of company names kept by the Registrar, a change of name direction will be issued against that company. Non-compliance with such a direction may result in the company and/or its officers being prosecuted. The maximum penalty for failure to comply is at present a fine of \$100,000 and imprisonment of 6 months, as well as a daily default fine of \$700 for continued default. Further, if the adopted name infringes the intellectual property rights of a third party, the company may face legal action by that third party. Infringement of the intellectual property rights of others may attract criminal or civil sanctions, either in Hong Kong or elsewhere. The registration of a company name with the Companies Registry is not, in itself, a defence to any subsequent claim for infringement of intellectual property rights. Applicants should, therefore, ensure that they do not adopt a name which conflicts with a registered trademark or is “too like” the name of another company.

#### **(H) Companies incorporated outside Hong Kong and registered under Part XI of the Companies Ordinance**

17. Section 337B of the Companies Ordinance contains regulations of the use of corporate name by companies incorporated outside Hong Kong and registered under Part XI of the Companies Ordinance. If the Registrar is satisfied that the corporate name is “the same as” or is “too like” a name appearing in the Registrar’s index of company names, or it gives so misleading an indication of the nature of its activities in Hong Kong as to be likely to cause harm to the public, the Registrar may, within six months of the date on which the company is registered under Part XI or has complied with Section 335 where there has been a change in its corporate name, serve a notice to that effect on the company.

18. The company on which such notice has been served must not at any time after the expiration of two months from the service of that notice carry on business in Hong Kong under its corporate name. The company may either cause its corporate name to be changed in the place of incorporation or specify a name approved by the Financial Secretary of Hong Kong<sup>1</sup> other than its corporate name under which it proposes to carry on business in Hong Kong. For further details, please refer to the Memorandum on the operation of section 337B. The Memorandum can be viewed or downloaded from the Companies Registry’s website ([www.cr.gov.hk](http://www.cr.gov.hk)) under the item “Memorandum Notes / Guidelines” in the “Publications and Press Releases” section. It is also available at the enquiry counter of the New Companies

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<sup>1</sup> Upon the commencement of section 28 of Schedule 2 to the Companies (Amendment) Ordinance 2004 (30 of 2004), the name will be approved by the Registrar of Companies.

Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

19. Please also note the points stated in Section G above. Objections to corporate names should be made to the Registrar in good time (preferably not later than one month before the expiry of the six months period mentioned in paragraph 17 above) so as to enable him to make enquiries and serve notices that may be required before the expiry of the statutory period.

**(I) Company Name Search**

20. Applicants are advised to conduct a company name search at the Companies Registry's Cyber Search Centre on the Internet ([www.icris.cr.gov.hk](http://www.icris.cr.gov.hk)) to check whether an intended name is the same as a company name already registered. Such service is free of charge. Please use the search mode "Exact Name Search" when conducting the company name search and input the full and exact company name that is intended to be used, including all spaces, punctuation marks, and ending terms like "Company Limited", "Limited", "Company", "有限公司", "公司" etc. However, the registrability of a company name can only be confirmed after the application documents have been processed by the Companies Registry.

21. Applicants are also recommended to conduct a trademark search at the Intellectual Property Department's Online Search System at <http://ipsearch.ipd.gov.hk/> before choosing a company name, so as to avoid the risk of facing legal action for "passing off" or trademark infringement.

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## Appendix B

The following words and expressions will require the consent of the Chief Executive before their use will be allowed in a company name :

Building Society  
Chamber of Commerce  
Cooperative  
Kaifong  
Mass Transit  
Municipal  
Savings  
Tourist Association  
Trust  
Trustee  
Underground Railway  
市政  
地下鐵路  
地鐵  
合作  
受託  
受託人  
建屋合作社  
信託  
旅遊協會  
商會  
街坊  
總商會  
儲蓄

[See Companies (Specification of Names) Order]

## Appendix C

### Criteria which the Registrar will apply in forming an opinion on whether a name is “too like”

In considering whether names are “too like”, the Registrar of Companies will take account of all factors which may be considered to suggest similarity and lead to confusion between the names of two companies. These will include, for example, the nature of the business concerned, the public awareness of the names concerned, evidence of confusion etc.

Subject to this requirement, names may be considered to be “too like” in the opinion of the Registrar of Companies if :-

- (a) the names are visually and/or phonetically identical;
- (b) there is only a slight variation in the spelling of the two names and the variation does not make a significant difference between the names, e.g. grammatical variations such as trade/trading, addition of “s” or “es”.
- (c) the names contain a word or words which might be regarded as a distinctive element, unless that element is qualified in such a way as would minimize risk of confusion. A distinctive element will normally be defined as “English made up words”, “non-dictionary English words” or “unusual combinations of two or more letters as a key part”. In some cases, everyday words used in a “distinctive” way may also be considered as distinctive elements. Place names, or everyday descriptive words in general use will not normally be regarded as distinctive. Similar business classifier or descriptive elements, e.g. press/printing, staff agency/employment agency, or the inclusion in one name of only a general or “weak” qualification such as international, holding, group, services etc., would not normally be regarded as a sufficient qualification or distinction.

### Examples

1. Names which are the same - KWUN TONG ENGINEERING LIMITED v KWUN TONG ENGINEERING COMPANY LIMITED or 發達(貿易)有限公司 v 發達貿易有限公司.
2. Names which are phonetically identical - LYFECITY LIMITED v LIFECITY LIMITED and AB-CHEM LIMITED v ABKEM LIMITED or 興隆企業有限公司 v 興龍企業有限公司.
3. Names in which the slight variation in spelling does not make a significant difference - CONSOLAIR LIMITED v CONSULAIR LIMITED or 美儂有限公司 v 美濃有限公司.
4. Grammatical variations which do not have significant difference - ADVANCE TRAVEL LIMITED v ADVANCED TRAVEL LIMITED.
5. Names which contain the same distinctive element :-
  - (a) Where the names are sufficiently qualified - FACTROMATIC COMPUTERS LIMITED v FACTROMATIC PLANT HIRE LIMITED.
  - (b) Where the names are not sufficiently qualified - MECHALA LIMITED v MECHALA HOLDING LIMITED or ODDBODS PRESS LIMITED v ODDBODS PRINTING LIMITED or 禾豐印刷有限公司 v 禾豐印務有限公司