



公司註冊處
COMPANIES REGISTRY
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Guideline on Registration of Company Names for Hong Kong Companies

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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. 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, applicants should satisfy themselves that the intended company name meets the requirements for the registration of a company name. Choosing an unregistrable company name may result in the rejection of the application and a new application would be required. It should also be noted that the Registrar is empowered under the Companies Ordinance (Cap. 622) to issue direction to a company to change its name in specified circumstances.

2. This Guideline explains the requirements for the registration of a company name. It shall be effective from 3 March 2014 and will replace the “Company Names Guidelines 2011” from the same date. This Guideline should be used as a guide only and should be read with the relevant provisions of the Companies Ordinance (Cap. 622) which is available at the thematic section on the new Companies Ordinance on the Companies Registry’s website at www.cr.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 is 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”.

[See section 102 of the Companies Ordinance]

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. Simplified Chinese characters will not be accepted.

(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 a name of a body corporate incorporated or established under an Ordinance;
- (c) in the Registrar’s opinion, its use would constitute a criminal offence; or
- (d) in the Registrar’s opinion, it is offensive or otherwise contrary to the public interest.

[See sections 100(1)(a) to (d) of the Companies Ordinance]

7. In determining whether a company name is “the same as” another –

- (a) 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 or case of letters, spaces between letters, accent marks, and punctuation marks
(e.g. A-B-C Limited = a b c Limited)
- (b) The following words and expressions are regarded as the same –
- “and” and “&”
 - “Hong Kong”, “Hongkong” and “HK”
 - “Far East” and “FE”
- (e.g. ABC Hong Kong Limited = ABC Hongkong Limited = ABC HK Limited)
- (c) Two Chinese characters will be regarded as the same if the Registrar is satisfied, having regard to the usage of the two characters in Hong Kong, that they can reasonably be used interchangeably (e.g. 恆=恒; 峯=峰; 匯=滙).

[See section 111 of the Companies Ordinance]

(D) Company Names which will require approval before registration

8. The Registrar’s prior approval is required for a company name –
- (a) that, in the Registrar’s opinion, 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 or agency of either Government. Such a company name will be allowed only where it is considered the company in question has 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 general imply such a connection and will not normally be approved;
- (b) that contains any of the words or expressions specified in the Companies (Words and Expressions in Company Names) Order (Cap. 622A) (see *Appendix A*);
- (c) that is the same as a name for which a direction for change of name has been given by the Registrar under sections 108, 109 or 771 of the Companies Ordinance or sections 22 or 22A of the predecessor Ordinance (i.e. the Companies Ordinance (Cap. 32) as in force from time to time before the commencement date of the Companies Ordinance (Cap. 622)) on or after 10 December 2010.

[See section 100(2) of the Companies Ordinance]

9. Applicants should seek the advice of the Registrar about the above types of names and apply in writing for the consent to use these names before the documents applying for incorporation or change of name are delivered for registration. Applications should be sent to the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

(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 governed by other legislation. Their improper use will constitute a criminal offence. The followings are some examples –

- (a) Under the Banking Ordinance (Cap. 155), it is an offence to use “Bank” (銀行) in a company name without the consent of the Hong Kong Monetary Authority.
- (b) Under the Securities and Futures Ordinance (Cap. 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 the provision will constitute a criminal offence.
- (c) It will also be an offence for a body corporate other than a corporate practice as defined in the Professional Accountants Ordinance (Cap. 50) to include in or use in conjunction with its name the description “certified public accountant (practising)”, “certified public accountant” or “public accountant” or the initials “CPA (practising)”, “CPA” or “PA” or the characters “執業會計師”, “會計師”, “註冊核數師”, “核數師” or “審計師”.

11. Applicants should ensure that words or expressions used in company names will not contravene any laws of Hong Kong. Where appropriate, applicants should seek advice from the relevant body on the use of words or expressions which are subject to restrictions.

(F) Dispense with the word “Limited” in the Name of a Company

12. A company which wishes to apply for a licence under section 103 of the Companies Ordinance to dispense with the word “Limited” and/or the characters “有限公司” in its name (either on incorporation or upon change of name by special resolution) may refer to the Guidance Notes on “Application for a Licence to dispense with the word “Limited” in the Name of a Company” for further details. The Guidance Notes can be viewed or downloaded from the Companies Registry’s website at www.cr.gov.hk under the item “Guidelines” in the “Publications and Press Releases” section. It is also available at the information counter of the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

[See section 103 of the Companies Ordinance]

(G) Directions to change Company Names

13. The Registrar may by notice in writing direct a company to change its name under the following provisions of the Companies Ordinance –

Sections 108(1)(a) and (b) and 108(3)(a)

Where –

- (a) the company name is “the same as” or, in the Registrar’s opinion, “too like” a name that appeared in the Registrar’s Index of Company Names as at the time of the registration;
- (b) the company name is “the same as” or, in the Registrar’s opinion, “too like” a name that should have appeared in that Index at that time; or

(c) the company name is “the same as” or, in the Registrar’s opinion, “too like” a name of a body corporate incorporated or established under an Ordinance as at the time of the registration,

the Registrar may within 12 months after the date of registration of the company name direct the company to change the name within the period specified in the notice.

The criteria which the Registrar will apply in forming an opinion on whether two names are “too like” are set out in *Appendix B*.

Sections 108(1)(c) and (d) and 108(3)(b)

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, the Registrar may within 5 years after the date of registration of the company name direct the company to change the name within the period specified in the notice.

Sections 108(1)(e) and 108(3)(c)

Where the company has been registered by a name by which, as at the time of the registration, the company must not be registered for the reason that, in the Registrar’s opinion,

(a) the company name 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 Hong Kong Special Administrative Region or any department or agency of either Government; or

(b) the company name includes any of the words or expressions specified in the Companies (Words and Expressions in Company Names) Order (Cap. 622A) (see *Appendix A*),

the Registrar may within 3 months after the date of registration of the company name direct the company to change the name within the period specified in the notice.

Section 108(2)

If the Registrar receives an office copy of a court order restraining a company from using its name or any part thereof and a Form NNC4 from a person in whose favour the order is made, the Registrar may direct the company to change the name within the period specified in the notice.

Section 109(1)(a)

If the Registrar is of the opinion that the company name gives so misleading an indication of the nature of the company’s activities as to be likely to cause harm to the public, the Registrar may direct the company to change the name within the period specified in the notice.

Section 109(1)(b)

Where the company is registered by a name by which, as at the time of the registration, the company must not be registered for the reason that, in the opinion of the Registrar,

- (a) the use of the name by the company would constitute a criminal offence; or
 - (b) the name is offensive or otherwise contrary to the public interest,
- the Registrar may direct the company to change the name within the period specified in the notice.

14. In examining an intended name before incorporation/registration or change of name, the question of whether the name is “too like” that of a registered name will generally 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 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/registration or change of name.

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

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 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 at least one month before the expiry of the statutory periods within which the Registrar may issue the direction) so as to enable the Registrar to make enquiries and serve notices that are required before the expiry of the statutory periods, which is 12 months after the date of registration of the company name under sections 108(1)(a) and (b), 5 years after the date of registration of the company name under sections 108(1)(c) and (d) and 3 months after the date of registration of the company name under section 108(1)(e).

(H) Power of Registrar to change Company Names in cases of failure to comply with directions to change names

17. If a company fails to comply with the Registrar’s direction to change its name within the period specified by the Registrar, the Registrar may change the name with –

- (a) if the name is in English, a new name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation;
- (b) if the name is in Chinese, a new name that consists of the Chinese characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; or
- (c) if the name is in both English and Chinese, a new name in English that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation, and in Chinese that consists of the Chinese characters “公司註冊編號” as its prefix, followed by that registration number.

18. The change of name has effect from the date on which the new name is entered in the Companies Register.

19. A change of name of a company by the Registrar does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued by or against the company by its former name may be commenced or continued by or against it by its new name.

[See section 110 of the Companies Ordinance]

Avoid using names which are “too like” that of another company

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 Registrar’s Index of Company Names or if the Registrar receives a court order restraining a company from using its name or part of it, a change of name direction will be issued against that company. Non-compliance with such a direction may result in the prosecution of the company and/or its officers. The maximum penalty for failure to comply is a fine of \$100,000, as well as a daily default fine of \$2,000 for continuing default. The Registrar may also change the company name with the company registration number.

In recent years, there have been reports of companies incorporated in Hong Kong with names which are very similar to registered trademarks or well-known brand names of other companies. These companies, which are commonly referred to as “shadow companies”, wrongfully pose themselves as representatives of the owners of trademarks or brand names.

To address the problem of shadow companies, the Registrar has been and will continue to take the following actions in appropriate cases –

- (a) issuing direction to change name under sections 108(1)(a) and (b) and section 108(2);
- (b) where a company fails to comply with the Registrar’s direction to change name,
 - (i) take prosecution action against the company and/or its officers;
 - (ii) change the company name with the company registration number under section 110(2);
 - (iii) post the name of the company on the List of Companies in default published on the Companies Registry’s website so as to alert members of the public to the identities of those companies which are in default; and
 - (iv) strike the name of the company off the Companies Register pursuant to Division 1 of Part 15 of the Companies Ordinance, if there is reasonable cause to believe that the company in question is not in operation or carrying on business.

Further, it should be noted that 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 does not confer any trademark rights or any other intellectual property rights in respect of the company name or any part thereof. Applicants should, therefore, ensure that they do not adopt a name which resembles a registered trademark or is “too like” the name of another company.

(I) Company Name Search

20. Applicants are advised to conduct a company name search at the Companies Registry's Cyber Search Centre at www.icris.cr.gov.hk or through the Company Search Mobile Service at www.mobile-cr.gov.hk to check whether an intended name is the same as a company name already registered. The service is free of charge and searchers may 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. Only English or traditional Chinese characters should be used as the search language. Inputting other languages or simplified Chinese characters may result in incorrect search result as the system will display a "no matching record found" message.

21. A list of previously registered company names in respect of which change of name directions have been issued since 10 December 2010 is also provided on the screen displaying the name search result and applicants are advised to conduct a search on the list as well to ensure that the intended name is not the same as any of the names on the list.

22. The registrability of a company name can only be confirmed after the application documents have been processed by the Companies Registry.

23. 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 "passing off" or trademark infringement.

(J) Change of Company Name

24. A company may change its company name by special resolution. Within 15 days after the date of passing the special resolution, the company must deliver to the Registrar for registration a notice in a Form NNC2 of the change of company name under section 107(2) of the Companies Ordinance.

25. The requirement to deliver a copy of the special resolution to the Registrar for registration under section 622 of the Companies Ordinance does not apply to change of name cases. The Registrar will not require the delivery of a notice of alteration of articles and a certified copy of articles as altered under section 88(5) of the Companies Ordinance in relation to a change of company name.

(K) Company's Name on Restoration

26. If a company is restored to the Companies Register after dissolution, it is restored under the name that it was registered immediately before it was dissolved ("the former name").

[See section 769 of the Companies Ordinance]

27. The company has to change its name if, had the company applied on the date of restoration to be registered by the former name, section 100 of the Companies Ordinance would have prohibited the company from being registered by that name. (Please refer to paragraphs 6 and 8 of this Guideline for more information.) The company must, within 28 days after the restoration, change its name by a special resolution and deliver to the Registrar for registration a notice in a Form NNC2 of the change of company name under section 770(2) of the Companies Ordinance.

[See section 770 of the Companies Ordinance]

28. The Registrar may, within 12 months after the restoration, by notice in writing direct a company to change, within the period specified in the notice, a name under which it is restored to the Companies Register if -

- (a) the name is, as at the time of the restoration, the same as or in the Registrar's opinion too like a name that appeared or should have appeared in the Index of Company Names; or
- (b) the name is, as at the time of the restoration, the same as or in the Registrar's opinion too like a name of a body corporate incorporated or established under an Ordinance.

[See section 771 of the Companies Ordinance]

29. If the company contravenes section 770(2) of the Companies Ordinance or fails to comply with the direction to change name under section 771 of the Companies Ordinance, the Registrar may change the name of the company in the same manner as mentioned in paragraph 17 above.

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**Words and expressions which require the Registrar's prior approval
before they can be used in a company name**

chamber of commerce

kaifong

levy

savings

tourist board

tourist association

trust

trustee

受託

信託

旅遊協會

旅遊發展局

商會

街坊

徵費

儲蓄

[See Companies (Words and Expressions in Company Names) Order (Cap. 622A)]

**Criteria which the Registrar will apply in forming an opinion
on whether two names are “too like”**

In considering whether two company names are “too like”, the Registrar of Companies will take account of all factors which suggest similarity and may lead to confusion between the names of two companies. These will include, for example, the nature of the businesses 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 or similar;
- (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 minimise 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.