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COMPANIES REGISTRY
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Guideline on Registration of Corporate Names for Registered Non-Hong Kong Companies

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(A) Introduction

1. A non-Hong Kong company that establishes a place of business in Hong Kong must, within one month after the establishment of the place of business, apply to the Registrar of Companies (“the Registrar”) for registration as a registered non-Hong Kong company.

2. This Guideline explains the requirements for the registration of corporate names for registered non-Hong Kong companies. This Guideline should be used as a guide only and should be read with the relevant provisions of the Companies Ordinance (Cap. 622) and the Companies (Non-Hong Kong Companies and Other Companies to which Part 16 of Ordinance Applies) Regulation (Cap. 622J) which are available at www.elegislation.gov.hk.

3. A “corporate name” means a domestic name, or a translation of a domestic name, by which a registered non-Hong Kong company is registered in the Hong Kong Companies Register (“the Companies Register”). A “domestic name” means the name or names by which a non-Hong Kong company is registered in its place of incorporation. “Place of Incorporation” of a non-Hong Kong company means:

- (a) Subject to (b), the jurisdiction outside Hong Kong in which a non-Hong Kong company is incorporated and under the law of which it is registered as a company.
- (b) If at any time after the incorporation of a non-Hong Kong company, the non-Hong Kong company —
 - (i) has transferred its domicile to a jurisdiction outside Hong Kong; and
 - (ii) is registered as a company under the law of that jurisdiction,the jurisdiction under the law of which the non-Hong Kong company is currently so registered.

[See section 774(1), 774(1A) and 774(1B) of the Companies Ordinance]

4. In general, the domestic name(s) of a non-Hong Kong company will be entered upon registration in the Companies Register as the corporate name(s) of the registered non-Hong Kong company, unless the domestic name(s) is/are not in characters of the Latin alphabet nor in Chinese, in which case a certified translation of the domestic name in English or Chinese, or both, will be so entered.

5. A non-Hong Kong company may apply for registration of a certified translation of a domestic name in English or Chinese, or both, provided that it does not already have a domestic name or a corporate name entered in the Companies Register in that language. However, the non-Hong Kong company is advised to apply for registration of the English name or Chinese name as a domestic name in its place of incorporation, if appropriate.

(B) Registration of Corporate Name on Application for Registration

6. An application for registration as a registered non-Hong Kong company must contain the domestic name, if the company’s domestic name is in characters of the Latin alphabet or in Chinese.

[See section 3(1)(a) of the Companies (Non-Hong Kong Companies and Other Companies to which Part 16 of Ordinance Applies) Regulation (Cap. 622J)]

7. If none of the non-Hong Kong company's domestic names is in characters of the Latin alphabet or in Chinese, the application for registration must contain a certified translation of the domestic name (or one of the domestic names, if the company has more than one domestic name) in English or Chinese, or both.

[See section 776(5) of the Companies Ordinance and Part D of this Guideline]

8. In cases where the non-Hong Kong company's domestic name or one of the domestic names is in Chinese and if none of the non-Hong Kong company's domestic names is in characters of the Latin alphabet, the application may contain a certified translation of any one of the domestic names in English if it intends to register an English name as a corporate name in Hong Kong.

9. In cases where the non-Hong Kong company's domestic name or one of the domestic names is in characters of the Latin alphabet and if none of the non-Hong Kong company's domestic names is in Chinese, the application may contain a certified translation of any one of the domestic names in Chinese if it intends to register a Chinese name as a corporate name in Hong Kong.

[See section 5 of the Companies (Non-Hong Kong Companies and Other Companies to which Part 16 of Ordinance Applies) Regulation (Cap. 622J) and Part D of this Guideline]

(C) Addition, Change or Cessation of Use of Domestic Name and Corporate Name

10. If there is any alteration (i.e. addition, change or cessation of use) of the domestic name of a registered non-Hong Kong company, the company must, within one month after the date of the alteration, deliver to the Registrar for registration a return (Form NN10) containing the particulars of the alteration.

[See sections 778(1) to (4) of the Companies Ordinance]

11. If after the change of a domestic name, the new domestic name is neither in characters of the Latin alphabet nor in Chinese, the return must also contain a certified translation of the new domestic name in English or Chinese, or both.

[See section 778(9) of the Companies Ordinance]

12. A return may contain a certified translation of any one of the new domestic names in English in cases where the non-Hong Kong company's new domestic name or one of the new domestic names is in Chinese and if none of the registered non-Hong Kong company's domestic or corporate names is in characters of the Latin alphabet.

13. A return may contain a certified translation of any one of the new domestic names in Chinese in cases where the non-Hong Kong company's new domestic name or one of the new domestic names is in characters of the Latin alphabet and if none of the registered non-Hong Kong company's domestic or corporate names is in Chinese.

[See section 6 of the Companies (Non-Hong Kong Companies and Other Companies to which Part 16 of Ordinance Applies) Regulation (Cap. 622J) and Part D of this Guideline]

14. If after the cessation of use of a domestic name, the registered non-Hong Kong company no longer has a name that can be entered in the Companies Register as a corporate name, the return must contain at least one new domestic name in characters of the Latin alphabet or in Chinese; or a certified translation, in English or Chinese, of at least one domestic name.

[See section 778(3)(b) of the Companies Ordinance]

15. If a registered non-Hong Kong company does not have a corporate name in characters of the Latin alphabet, and the company adopts a certified translation, in English, of a domestic name under which it is to carry on business in Hong Kong, the company must, within one month after the date of the adoption, deliver to the Registrar for registration a return (Form NN10) containing the particulars of the adoption and the certified English translation of the domestic name. The same applies to a registered non-Hong Kong company which does not have a corporate name in Chinese which adopts a certified translation, in Chinese, of a domestic name under which it is to carry on business in Hong Kong.

[See section 778(5) of the Companies Ordinance]

16. If there is any change or cessation of use of the certified translation of a domestic name, a registered non-Hong Kong company must, within one month after the date of the change or cessation, deliver to the Registrar for registration a return (Form NN10) containing the particulars of the change or cessation.

17. If after the cessation of use of the certified translation of a domestic name, the registered non-Hong Kong company no longer has a name that can be entered in the Companies Register as a corporate name, the return must contain at least one new domestic name in characters of the Latin alphabet or in Chinese; or a certified translation, in English or Chinese, of at least one domestic name.

[See sections 778(6) to (7) of the Companies Ordinance]

(D) Documents to be delivered for registration of a translated name as Corporate Name

18. A certified translation, in English or Chinese, of a domestic name of a non-Hong Kong company is an English or Chinese translation of that name as shown in a certified translation of the certificate of incorporation (or its equivalent) of the non-Hong Kong company.

[See sections 774(2) of the Companies Ordinance]

19. If a translation of a domestic name is contained in an application for registration as a registered non-Hong Kong company (see Part B above), the application (Form NN1) should be accompanied by a certified translation (in the same language as the translated name) of the relevant part of the company's certificate of incorporation (or its equivalent) that states the domestic name of the company, the nature of the certificate (or its equivalent) and the date of issue of that certificate (or its equivalent). Certificate of incorporation (or its equivalent) of the non-Hong Kong company herein refers to the certificate (or its equivalent) issued under the law of the non-Hong Kong company's place of incorporation certifying that the company is registered as a company under the law of that place.

20. If a translation of a domestic name is contained in a return reporting the addition, change or cessation of use of the corporate name of a registered non-Hong Kong company (see Part C

above), the return (Form NN10) should be accompanied by a certified translation (in the same language as the translated name) of the relevant part of the company's certificate of change of name (or its equivalent) that states the new domestic name of the company, the nature of the certificate (or its equivalent) and the date of issue of that certificate (or its equivalent).

[See section 7 of the Companies (Non-Hong Kong Companies and Other Companies to which Part 16 of Ordinance Applies) Regulation (Cap. 622J)]

21. In cases where the alteration (adoption, change or cessation of use) of a translated name is not a result of an alteration of the domestic name (see paragraphs 15 - 17 above), the documents specified by the Registrar under section 778(8)(b) includes a special resolution authorising the alteration and stating the effective date of the alteration.

22. The translation of the certificate (or its equivalent) should be certified in accordance with section 4 of the Companies Ordinance (see *Appendix A*)

(E) Names containing simplified Chinese characters

23. Chinese names of registered non-Hong Kong companies will be maintained in the database of the Companies Registry in traditional Chinese characters even if the company names are given in simplified Chinese characters. For registered non-Hong Kong companies with domestic names in simplified Chinese characters, the name in traditional Chinese characters will also be printed in brackets on the certificates of registration issued by the Companies Registry. In this regard, the presentor or the company is required to provide the name in traditional Chinese characters of any Chinese company name which is in simplified characters on Form NN1 or Form NN10, as the case may be.

24. Chinese translation of a domestic name in simplified Chinese characters will not be accepted.

(F) Regulation of Corporate Names used to carry on business in Hong Kong

25. Division 4 of Part 16 of the Companies Ordinance contains provisions on the regulation of use of corporate names by registered non-Hong Kong companies.

26. If the Registrar is satisfied that the corporate name –

- (a) is “the same as” (see *Appendix B*) or is “too like” (see *Appendix C*)
 - (i) a name that appears, or should have appeared, in the Registrar's Index of Company Names; or
 - (ii) the name of a body corporate incorporated or established under an Ordinance (as defined under section 3 of the Interpretation and General Clauses Ordinance (Cap. 1)), or
- (b) 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 6 months of the date on which the certificate of registration of that name was issued or the name was entered in the Companies Register under the relevant provisions of Part 16 of the Companies Ordinance or Part XI 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)), serve a notice to that effect on the company.

[See section 780 of the Companies Ordinance]

27. The company on which such notice has been served must not after the end of two months after the date of service, carry on business in Hong Kong under that name. The company may either cause the name for which the notice is served to be changed in its place of incorporation or apply, in writing, to the Registrar for approval of another name in substitution of that name under which it is to carry on business in Hong Kong.

28. If the Registrar approves another name, the company may deliver to the Registrar for registration a return (Form NN12), specifying the name so approved (“the approved name”). The Registrar will enter the approved name in the Companies Register and issue a fresh “Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company”.

29. On the issue of the fresh certificate, the approved name is, for all purposes of the law the name under which the company is to carry on business in Hong Kong but it does not affect any rights or obligations vested in the company under the name for which the notice is served, or render defective any legal proceedings by or against the company. If there are any legal proceedings that might have been commenced or continued by or against that company by the name for which the notice is served, those proceedings may be commenced or continued by or against it by the approved name.

[See sections 781 and 782 of the Companies Ordinance]

30. The Registrar may, on written application by the company, withdraw the notice. If the notice is withdrawn, section 781(1) ceases to apply to the company. If a “Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company” has already been issued stating the approved name in relation to the name for which the notice has been served, a fresh certificate will be issued on withdrawing the notice.

[See section 783 of the Companies Ordinance]

31. A registered non-Hong Kong company on which such a notice is served may, within 3 weeks from the service of that notice, appeal to the Administrative Appeals Board against the Registrar’s decision to serve the notice.

[See section 784 of the Companies Ordinance]

32. A registered non-Hong Kong company may apply, in writing, to the Registrar for change of an approved name. If the Registrar approves a new name, the company may deliver to the Registrar for registration a return (Form NN12) specifying the new name so approved. The Registrar will enter the new approved name in the Companies Register and issue a fresh “Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company”.

[See section 785 of the Companies Ordinance]

33. An approved name is also subject to regulation under section 780 of the Companies Ordinance. If the Registrar receives any objection to the use of the approved name so registered and the Registrar is satisfied that the name is “the same as” or is “too like” a name that appears, or should have appeared in the Registrar’s Index of Company Names or the name of a body corporate incorporated or established under an Ordinance, or that the name 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 serve a notice to that effect on the company.

34. Any objection to corporate names or approved names of registered non-Hong Kong companies 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 should be made to the Registrar in good time (preferably at least one month before the expiry of the 6 months period mentioned in paragraph 26 above) so as to enable the Registrar to make enquiries and serve notices that are required before the expiry of the statutory period.

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Certified translation

Section 4 of the Companies Ordinance stipulates the requirements for a certified translation as follows –

- (1) For the purposes of this Ordinance, a translation made in Hong Kong of a document is a certified translation if –
 - (a) it is certified as a correct translation of the document by the translator; and
 - (b) a person specified in subsection (3) certifies that in that person's belief the translator is competent in translating the document into English or Chinese (as the case may be).
- (2) For the purposes of this Ordinance, a translation made in a place outside Hong Kong of a document is a certified translation if –
 - (a) in the case of a translator specified in subsection (4), it is certified as a correct translation of the document by the translator; or
 - (b) in the case of any other translator –
 - (i) it is certified as a correct translation of the document by the translator; and
 - (ii) a person specified in subsection (5) certifies that in that person's belief the translator is competent in translating the document into English or Chinese (as the case may be).
- (3) The person specified for the purposes of subsection (1)(b) is –
 - (a) a notary public practising in Hong Kong;
 - (b) a solicitor practising in Hong Kong;
 - (c) a certified public accountant (practising);
 - (d) a consular officer in Hong Kong; or
 - (e) a professional company secretary practising in Hong Kong.
- (4) The translator specified for the purposes of subsection (2)(a) is a translator appointed by a court of law of the place.
- (5) The person specified for the purposes of subsection (2)(b)(ii) is –
 - (a) a notary public practising in the place;
 - (b) a lawyer practising in the place;
 - (c) a professional accountant practising in the place;
 - (d) an officer of a court of law duly authorized by the law of the place to certify documents for any judicial or other legal purpose;
 - (e) a consular officer in the place;
 - (f) a professional company secretary practising in the place; or
 - (g) any other natural person specified by the Registrar.

Determination of whether a company name is “the same as” another

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]

**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.