



# Registration of a Non-Hong Kong Company



### Important

This pamphlet is intended to provide a general guide. It should be read in conjunction with the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and should not be regarded as a substitute for reading it. You can purchase a hard copy of the Companies Ordinance from the Online Government Bookstore ([www.bookstore.gov.hk](http://www.bookstore.gov.hk)) or call the Publications Sales Section of the Information Services Department at (852) 2537 1910. You can also read the full text of the Companies Ordinance at [www.elegislation.gov.hk](http://www.elegislation.gov.hk). Companies are advised to seek independent professional advice as they see fit.

## 1. Do I have to register my non-Hong Kong company in Hong Kong ?

If your non-Hong Kong company is a body corporate *and* has established a place of business in Hong Kong, it is required to register pursuant to section 776 of Part 16 of the Companies Ordinance.

## 2. What is a “place of business” ?

Pursuant to section 774 of the Companies Ordinance, a “place of business” includes a share transfer office and a share registration office but excludes an office specified in section 774(3) (**Note 1**).

## 3. When should I register my non-Hong Kong company ?

You should apply for registration **within one month** after the establishment of the place of business in Hong Kong.

## 4. What documents should I deliver for registering my non-Hong Kong company ?

(a) a completed **Form NN1** “Application for Registration as Registered Non-Hong Kong Company” reporting -

- the company’s domestic name (**Note 2**)
- the date on which the company established a place of business in Hong Kong;
- the address of the principal place of business in Hong Kong and in the place of incorporation;

- the address of the registered office in the place of incorporation;
- the particulars of the directors and company secretary of the company and the authorized representative in Hong Kong (**Note 3**);

- (b) a certified copy of the instrument defining the company’s constitution e.g. charter, statutes or memorandum and articles of association;
- (c) a certified copy of the company’s certificate of incorporation (or its equivalent) issued by the relevant government authority in the place of incorporation;
- (d) a certified copy of the company’s latest published accounts as required by the law of the place of incorporation, the law of any other jurisdiction where the company is registered as a company, or the rules of any stock exchange or similar regulatory bodies in that jurisdiction; and
- (e) a Notice to Business Registration Office (IRBR2).

## 5. If the documents mentioned in items 4(b), (c) and (d) of my non-Hong Kong company are not in English or Chinese, do I need to deliver their translation in English or Chinese for registration ?

For the constitution and the latest published accounts, **only** a certified translation thereof in English or Chinese needs to be delivered for registration. For the certificate of incorporation (or its equivalent), a certified copy of the certificate in the original language **and** its certified translation in English or Chinese should be delivered for registration.

## 6. How should the documents of my non-Hong Kong company and their translation be certified ?

Copies of documents should be certified in accordance with section 775 of the Companies Ordinance. The translations of documents should be certified in accordance with section 4 of the Companies Ordinance.

**7. *Can my non-Hong Kong company register an additional Chinese name in Hong Kong if its name is in English and vice versa ?***

If the domestic name of a non-Hong Kong company is in characters of the Latin alphabet only, it may register a certified translation of the domestic name in Chinese on application for registration. If its domestic name is in Chinese only, it may register a certified translation of the domestic name in English on application for registration.

For a registered non-Hong Kong company, if its corporate names (**Note 4**) are in characters of the Latin alphabet and none of them is in Chinese, it may register a certified translation of its domestic name in Chinese. If its corporate names are in Chinese and none of them is in characters of the Latin alphabet, it may register a certified translation of its domestic name in English.

For details, please refer to the “**Guideline on Registration of Corporate Names for Registered Non-Hong Kong Companies**” (the Guideline) issued by the Registry. The Guideline can be downloaded at [www.cr.gov.hk](http://www.cr.gov.hk) or obtained at the New Companies Section on the 14<sup>th</sup> floor of the Queensway Government Offices.

**8. *Are there any provisions in the Companies Ordinance which regulate the names used by registered non-Hong Kong companies in Hong Kong ?***

Sections 780 to 785 of the Companies Ordinance provide for the regulation of names used by registered non-Hong Kong companies to carry on business in Hong Kong. For details, please refer to the [Guideline](#).

**9. *What are the requisite fees for registering my non-Hong Kong company ?***

- HK\$1,425 for the issue of a Certificate of Registration of Non-Hong Kong Company
- HK\$295 lodgment fee (*non-refundable*)
- If the non-Hong Kong company has not yet registered its business under the Business Registration Ordinance (Cap. 310), the prescribed business registration fee and levy

must also be paid upon delivery of the application for registration and IRBR2. Please refer to the [Business Registration Fee and Levy Table \(Note 5\)](#) for the relevant fee.

**10. *How can I deliver the application for registration of my non-Hong Kong company ?***

You can deliver your application with the correct fees either electronically through the Registry’s electronic service portal “e-Registry” ([www.eregistry.gov.hk](http://www.eregistry.gov.hk)) or in hard copy form to the Shroff on the 14<sup>th</sup> floor of the Queensway Government Offices.

**11. *For application in hard copy form, where can I obtain the specified forms ?***

You can download Form NN1 and IRBR2 at [www.cr.gov.hk](http://www.cr.gov.hk). Hard copy of Form NN1 is available for sale and hard copy of IRBR2 can be obtained free of charge on the 14<sup>th</sup> floor of the Queensway Government Offices.

**12. *What can I get ?***

A Certificate of Registration of Non-Hong Kong Company and a Business Registration Certificate (the Certificates) (**Note 6**). The Certificates will be issued in electronic form for electronic applications and in hard copy form for applications delivered in hard copy form. **Certificates in electronic form or hard copy form have the same legal effect.**

**13. *How long does it take ?***

The Certificates can normally be issued within 10 working days.

For electronic applications, an email notification for download of the Certificates will be sent to the message box and registered email address of the registered user who submits the application.

For applications delivered in hard copy form, 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.

**14. *Where can I ask for further information ?***

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

**Notes:**

1. The office specified in section 774(3) refers to a local representative office established or maintained, with the approval of the Monetary Authority under section 46 of the Banking Ordinance (Cap. 155), by a bank as defined by section 46(9) of that Ordinance.
2. “Domestic Name” means the name or names by which a non-Hong Kong company is registered in its place of incorporation. If none of the company’s domestic names is in characters of the Latin alphabet or in Chinese, the company has to provide a certified translation of one of its domestic name(s) in English or Chinese, or both, pursuant to section 776(5) of the Companies Ordinance.
3. “Authorized representative” means a natural person resident in Hong Kong, a solicitor corporation as defined by section 2(1) of the Legal Practitioners Ordinance (Cap. 159), a corporate practice as defined by section 2(1) of the Professional Accountants Ordinance (Cap. 50), or a firm of solicitors or certified public accountants (practising), that is authorized to accept on behalf of a registered non-Hong Kong company service of any process or notice required to be served on the company.
4. “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 Companies Register in Hong Kong.
5. You can download the [Business Registration Fee and Levy Table](#) at [www.cr.gov.hk](http://www.cr.gov.hk); obtain a hard copy at the Companies Registry or by fax through the 24-hour enquiry hotline (IVRS) (852) 2234 9933.
6. Business Registration Certificate will only be issued to a registered non-Hong Kong company which has not yet registered its business under the Business Registration Ordinance (Cap. 310).