



公司註冊處
COMPANIES REGISTRY

Incorporation of a Local Limited 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) 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. Companies are advised to seek independent professional advice as they see fit.

Address : 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong.
Website : www.cr.gov.hk
e-Registry : www.eregistry.gov.hk
Cyber Search Centre : www.icris.cr.gov.hk
Company Search Mobile Service : www.mobile-cr.gov.hk
Email : crenq@cr.gov.hk
Enquiry Hotline (IVRS) : (852) 2234 9933

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1. What should I do ?

Step 1 Choose the type of company that best suits your company's purposes.

Company limited by shares - the liability of members is limited by the articles of association to the amount unpaid on the shares respectively held by them.

(For reference only: Most limited companies are companies limited by shares.)

Company limited by guarantee - no share capital and the liability of members is limited by the articles of association to the amount that the members respectively undertake to contribute to the assets of the company in the event of its being wound up.

(For reference only: Non-profit-making organisations are usually registered as companies limited by guarantee.)

Then, choose a name for the company.

Please refer to **Appendix I** and the Companies Registry's "*Guideline on Registration of Company Names for Hong Kong Companies*" for the points to note when choosing a company name. The Guideline can be downloaded at www.cr.gov.hk or obtained at the New Companies Section on the 14th floor of the Queensway Government Offices, 66 Queensway, Hong Kong. You may conduct a company name search free of charge through the Registry's Cyber Search Centre (www.icris.cr.gov.hk) or the Company Search Mobile Service (www.mobile-cr.gov.hk) or at its Public Search Centre on the 13th floor of the Queensway Government Offices. Use the "*Exact Name Search*" mode and input the *full and exact* company name (use traditional Chinese characters for Chinese name) that you propose to register. Please note that:-

- The registrability of the proposed company name can only be confirmed after the application for registration has been processed by the Registry.
- If the proposed company name(s) is/are incorrect or cannot be registered, the application may be rejected and the lodgement fee paid will not be refunded.
- The application must meet all the requirements of the Companies Ordinance.

Step 2 Deliver the following documents with the correct fees either electronically through the Registry's electronic service portal "e-Registry" (www.eregistry.gov.hk) or in hard copy form to the Shroff on the 14th floor of the Queensway Government Offices:

- (a) Incorporation Form – Form NNC1 (for company limited by shares) *or* Form NNC1G (for company not limited by shares);
- (b) A copy of the company's Articles of Association (**Note 1**); and
- (c) A Notice to Business Registration Office (IRBR1).

Please refer to **Appendix II** for the requirements for the application documents and the information pamphlet "*Electronic Company Incorporation*" for details of the electronic services.

2. How much do I have to pay ?

Please refer to the information pamphlets - "*Price Guide to Main Services*" and "*Business Registration Fee and Levy Table*".

3. For application in hard copy form, where can I obtain the application forms or specimens of documents ?

You can download Form NNC1/NNC1G and IRBR1 at www.cr.gov.hk. Hard copies of Forms NNC1 and NNC1G are available for sale and a hard copy of IRBR1 can be obtained free of charge on the 14th floor of the Queensway Government Offices.

Please refer to **Appendix II** for the requirements for Articles of Association. Samples are available at www.cr.gov.hk for reference.

4. What can I get ?

A Certificate of Incorporation and a Business Registration Certificate (the Certificates) will be issued by the Companies Registry. 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.**

5. How long does it take ?

Application delivered in electronic form

Electronic Certificates for companies limited by shares will normally be issued within 1 hour after delivery of documents at the e-Registry. 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.

Application delivered in hard copy form

Companies limited by shares will normally be incorporated within 4 working days. 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 presentor sends a representative to collect the Certificates.

6. Where can I ask for further information ?

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

You can download information pamphlets and the Business Registration Fee and Levy Table at www.cr.gov.hk; obtain hard copies at the Companies Registry or by fax through the 24-hour enquiry hotline (IVRS) (852) 2234 9933.

Appendix I

Points to note when choosing a company name

1. A company name may be in English or Chinese. A company may adopt an English name and a Chinese name. A company name with a combination of English letters and Chinese characters is not acceptable.
2. A company name that is the same as a name appearing in the index of company names kept by the Registrar of Companies (the Registrar) will be rejected. A company name must also satisfy the relevant requirements of the Companies Ordinance.
3. A Chinese company name should be in traditional Chinese characters that can be found in the Kang Xi Dictionary (《康熙字典》) or Ci Hai Dictionary (《辭海》字典) and the ISO 10646 international coding standard. The Chinese company name will be printed in “New Sai Ming” font (新細明體) on certificates of incorporation.
4. Company names containing words or expressions such as “trust”, “chamber of commerce” etc. set out in the **Companies (Words and Expressions in Company Names) Order** (Cap. 622A) will require prior approval of the Registrar before registration.
5. A proposed name which is identical to a name that has been subject to a change of name direction issued by the Registrar will not be registered except with the prior approval of the Registrar. You are reminded to conduct a search (free of charge) on the list containing these old company names at the Registry’s Cyber Search Centre. A hyperlink to the list is provided on the screen displaying the company name search result.
6. In examining a proposed name before the company’s incorporation, the question of whether the name is “too like” that of a registered name will generally NOT form part of the Registrar’s consideration. You should consider carefully whether the proposed name could lead to a complaint 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.
7. You are also reminded that it is in your interest to use a name which does not conflict with a trademark and which is sufficiently distinguished from any other name appearing in the Registrar’s index of company names. You should also search the *Trademark Register* (<http://ipsearch.ipd.gov.hk>) maintained by the Intellectual Property Department. Not only would this reduce the risk of a direction being issued by the Registrar to change your company name, the risk of an action for passing off or infringement of trademarks could similarly be reduced.

Appendix II

Application documents and requirements

Documents to be delivered and requirements as to their contents	Private Company Limited by Shares	Public Company Limited by Shares	Company Limited by Guarantee
Articles of Association (Articles) (Notes 1 & 2)			
1. Mandatory provisions			
(a) Name of the company	✓	✓	✓
	<i>The company name must be stated consistently throughout the Articles.</i>		
(b) Objects of the company	Companies which have been granted licences under section 103 of the Companies Ordinance or those whose Articles are subject to requirements specified in any other Ordinances are required to state their objects in their Articles. Other companies are <u>not</u> required to state their objects in the Articles.		
(c) The liability of members is limited	✓	✓	✓
(d) The liabilities or contributions of members	✓	✓	✓
(e) Capital and initial shareholdings (Note 3)	✓	✓	
2. Adopt Model Articles prescribed in the Schedules to the Companies (Model Articles) Notice (Cap. 622H) (Note 2)	Refer to Schedule 2 (Note 4)	Refer to Schedule 1 (Note 4)	Refer to Schedule 3 (Note 4)
	<i>A company may adopt any or all of the provisions of the Model Articles. The provisions in the Model Articles, if applicable, will form part of the company’s Articles insofar as the Articles do not exclude or modify them.</i>		
3. Private Company Clause (see section 11 of the Companies Ordinance)	✓		
4. Paragraphs must be numbered consecutively	✓	✓	✓

Incorporation Form (Form NNC1 or Form NNC1G)

1. Proposed company name The proposed name must be the same as that stated in the company’s Articles.	
2. Consent to Act as Director If the founder member who signs the form is also a director, he/she should sign the “Consent to Act as Director” in the form. Other directors can either sign the Consent statement in the form or deliver Form NNC3 “Consent to Act as First Director” not later than 15 days after the date of incorporation of the company (the prescribed time period) for registration. (Note 5)	
3. Signature Must be signed by a founder member named in the form.	
4. The information provided in Form NNC1 or Form NNC1G and the Articles must be consistent.	
Notice to Business Registration Office (IRBR1)	
Must indicate whether a 3-year Business Registration Certificate will be elected	Pursuant to section 5A of the Business Registration Ordinance, Chapter 310 of the Laws of Hong Kong, any person who applies for incorporation of a company under the Companies Ordinance is deemed to have made a simultaneous application for business registration. IRBR1 together with the appropriate business registration fee and levy must be delivered with the application documents. Otherwise, the application will be rejected.

Notes:

1. The original Articles must be signed by each founder member of the company. The copy delivered to the Companies Registry for registration, however, need not contain the signature(s) of the founder member(s). Cover page of the Articles is not required.
2. The Model Articles do not contain the mandatory provisions listed under item 1 of Appendix II. Please ensure that the mandatory provisions are included in the company’s Articles.
3. For details of the requirements for the statement of capital and initial shareholdings, please refer to section 85 of the Companies Ordinance and section 8 of Schedule 2 to the Ordinance.
4. Applications delivered in electronic form may adopt the sample Articles provided for different types of companies at the e-Registry.
5. If Form NNC3 “Consent to Act as First Director” is not delivered to the Registrar for registration within the prescribed time period, the company, every responsible person of the company, and the founder member who signs the incorporation form, commit an offence, and each is liable to a fine and, for a continuing offence, to a further daily fine.