



公司註冊處
COMPANIES REGISTRY

Registration of Charges and their Discharge



Address : 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong
Website: www.cr.gov.hk
e-Services Portal : www.e-services.cr.gov.hk
Email : crenq@cr.gov.hk
24-hour Enquiry Hotline : (852) 2234 9933 (IVRS) / (852) 2867 2600

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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 Unit 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.

1. Which types of companies have to register a charge with the Registrar of Companies (the Registrar) ?

The provisions of Part 8 of the Companies Ordinance relating to registration of charges apply to companies registered under the Companies Ordinance -

- (a) a local company
- (b) a registered non-Hong Kong company.

2. When do I need to register a charge with the Registrar ?

When your company creates a specified charge as defined in section 334 of the Companies Ordinance, or when your company acquires a property subject to a specified charge.

Generally, the prescribed time period for delivery is 1 month after the date of creation of the charge. Charge documents delivered beyond the prescribed time period will not be accepted unless an order extending the time for registration is granted by the court.

3. Who should present a charge for registration ?

It is the duty of the company to register any specified charge, but a person interested in a specified charge such as the chargee or mortgagee may also deliver the specified charge for registration.

4. What should I do ?

You should deliver the following documents as early as possible *within the prescribed time period* to the Companies Registry at the 14th floor of the Queensway Government Offices together with the correct fees -

- (a) a properly completed and signed specified Form NMI “Statement of Particulars of Charge”; and
- (b) a certified true copy of the instrument creating or evidencing the charge.

Documents returned by the Registry for amendment of errors in the Form NMI or in the certified copy of charge instrument should be amended and re-delivered for registration within the prescribed time period. A court order extending the time for registration is required if the documents are delivered beyond this period.

5. How should the copy of instrument creating or evidencing the charge be certified?

Certification of the copy instrument should be made in accordance with section 333(4) of the Companies Ordinance. The copy should be certified as a true copy:

- (a) by –
 - (i) a director or company secretary of the company delivering the copy for registration; or
 - (ii) a person authorized by that company for the purpose; or

- (b) by –
- (i) any other person interested in the charge; or
 - (ii) in the case of –
 - (A) an interested person who is a natural person, a person authorized by the interested person for the purpose; or
 - (B) an interested person that is a body corporate, a person authorized by the interested person for the purpose, or a director or company secretary of the interested person.

6. *What can I get ?*

You will receive a certificate of registration.

7. *How long does it take ?*

Normally the certificate of registration will be issued in 7 working days.

8. *What is the consequence of failing to deliver a specified charge for registration?*

If a company fails to deliver a statement of the particulars of specified charges as required, the company and every responsible person of the company shall be liable to prosecution and default fines. The specified charges will also be void against any liquidator and creditor of the company so far as any security on its undertaking or property is conferred by the charge.

9. *Can the registration of a charge be cancelled after it has been discharged ?*

The registration of a charge *cannot* be cancelled. However, the company or the mortgagee or person entitled to the charge may notify the Registrar of the payment, satisfaction, release or cessation by delivering a specified Form NM2 “Notification of Payment / Satisfaction of Debt, Release from Charge, etc.”, together with a certified copy of any instrument evidencing the payment, satisfaction, release or cessation for registration.

10. *Is there a statutory time limit for delivering a Form NM2 for registration ?*

There is no statutory time limit for delivering a Form NM2 to the Registrar for registration. The company or the mortgagee or person entitled to the charge can deliver a Form NM2 for registration any time after the charge has been discharged.

11. *Do I need to deliver documentary evidence of discharge together with the specified Form NM2 ?*

Yes. The Form NM2 should be accompanied by a certified copy of any instrument evidencing the payment, satisfaction, release or cessation of a charge. Certification of the copy instrument should be made in accordance with section 345(5) of the Companies Ordinance.

12. *Where can I obtain the specified forms ?*

You can download the specified forms at www.cr.gov.hk or purchase hard copies on the 14th floor of the Queensway Government Offices.

13. *Can I deliver charge documents / discharge documents electronically ?*

Yes. Electronic service for submission of charge / discharge documents is available at the e-Services Portal, a 24-hour portal developed by the Companies Registry to facilitate electronic delivery of specified forms and documents including Forms NM1, NM2 and the requisite accompanying documents in PDF format. Certificate of registration in electronic form will be issued upon registration of a charge. Please visit www.e-services.cr.gov.hk for details.

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

For enquiries concerning this pamphlet, please call (852) 2867 2578.

Note: You can download information pamphlets at www.cr.gov.hk; obtain copies at the Registry or by fax through the 24-hour enquiry hotline (IVRS) (852) 2234 9933.

Check List for Delivering Charge Documents in Hard Copy Form for Registration

Before you deliver the documents for registration, please ensure that you-

- Print the specified form(s) in black ink and comply with the “*Requirements for Documents Delivered in Hard Copy Form and Shareholders’ Lists Delivered in the Form of CD-ROM or DVD-ROM to the Registrar of Companies for Registration*” with regard to the layout, type size and colour of paper, etc. For further information, please refer to the information pamphlet “*Delivery of Documents in Hard Copy Form to Companies Registry for Registration*”.
- State correctly the business registration number, company name and the particulars (including the fax number) of the presenter.
- For registering a specified charge, deliver the properly completed and signed Form NM1 together with a certified copy of the instrument creating or evidencing the charge **as early as possible within the prescribed time period**. The Registrar does not have power to extend the statutory time limit for the delivery of a charge.
If the due date for registering a charge falls on a Saturday, the deadline for delivery will remain unchanged. A court order extending the time for registration of a charge under section 346 of the Companies Ordinance will be required for any charge which is delivered to the Registrar for registration after the prescribed time period.
- For registering a discharge, deliver the properly completed and signed Form NM2 together with a certified copy of any instrument evidencing the payment, satisfaction, release or cessation.
- Pay correct registration fee. For details, please refer to the information pamphlet “*Price Guide to Main Services*”.