



公 司 註 冊 處
COMPANIES REGISTRY

**Guideline on
the Keeping of Significant Controllers Registers
by Companies**

**1 March 2018
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Chapter 1

THE NEW REQUIREMENTS – SIGNIFICANT CONTROLLERS REGISTERS

1.1 Introduction

1.1.1 The Companies Ordinance (Cap.622) (“CO”) has been amended¹ to require a company incorporated in Hong Kong and a re-domiciled company to identify persons who have significant control over the company (“significant controllers”) and to maintain a significant controllers register (“SCR”) to be accessible by law enforcement officers upon demand. A new Division 2A has been added to Part 12 of the CO and came into effect on 1 March 2018.

1.1.2 The Guideline on the Keeping of Significant Controllers Register ("this Guideline") is issued by the Registrar of Companies ("the Registrar") under section 24 of the CO to provide guidance on the operation of the new requirements. This Guideline is intended to supplement and explain the statutory requirements and should be read together with the statutory requirements. It does not constitute legal advice. In case of doubt, companies should seek legal advice as they see fit.

1.2 Which company has to keep a SCR

1.2.1 The requirement to keep a SCR applies to all companies formed and registered under the CO or a former Companies Ordinance and re-domiciled companies, including –

- companies limited by shares**
- companies limited by guarantee**
- unlimited companies**

¹ See the Companies (Amendment) Bill 2017 which was passed by the Legislative Council on 24 January 2018.

Subsequently, the Companies (Amendment) Ordinance 2018 came into operation with effect from 1 March 2018.

- 1.2.2 Companies which have their shares listed on the Stock Exchange of Hong Kong are exempted from the requirement.

1.3 Where to keep a SCR

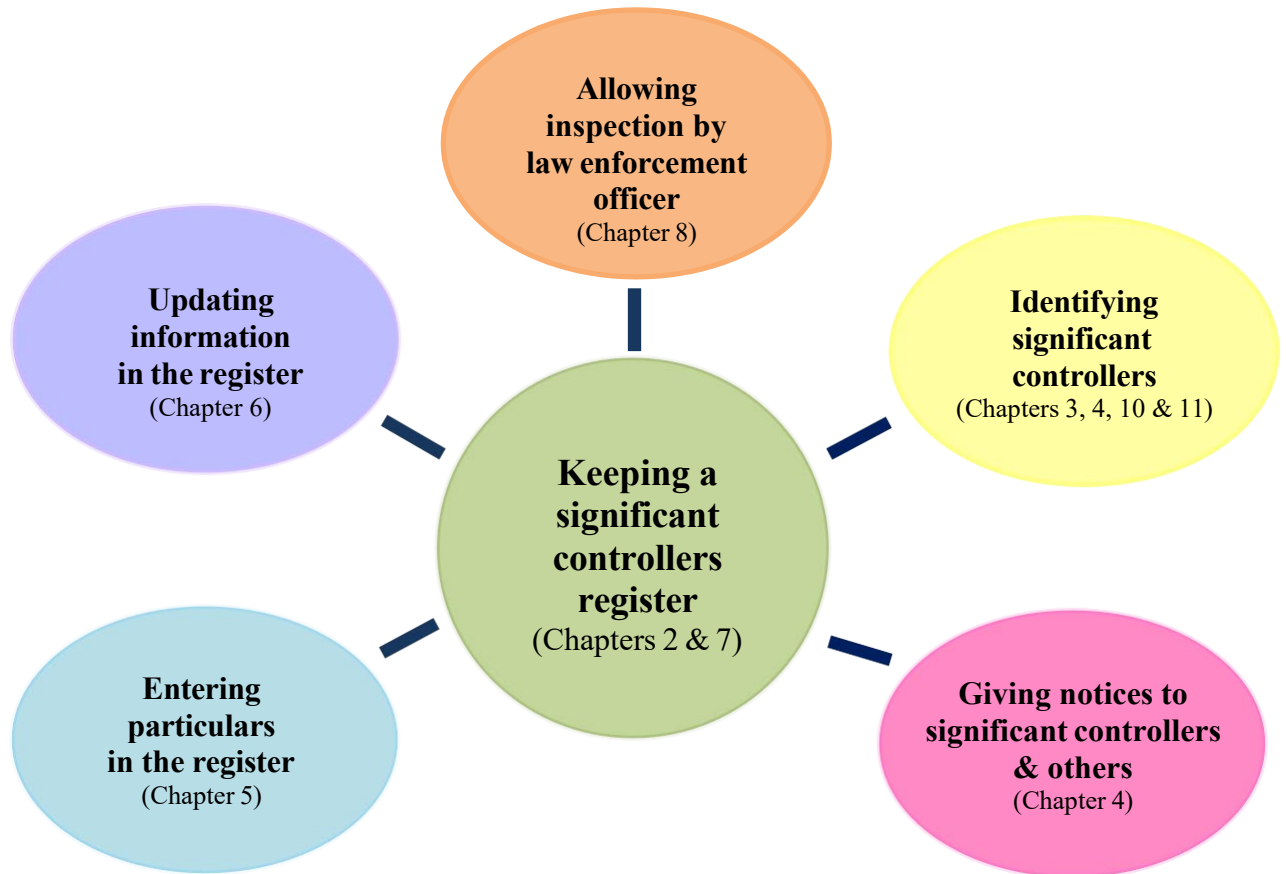
- 1.3.1 A company required to keep a SCR must keep its SCR at the company's registered office or a place in Hong Kong. The SCR may be kept in hard copy or electronic form.

1.4 Requirements at a glance

The new requirements require a company to :-

- keep a SCR at the company's registered office or a prescribed place
- take reasonable steps to identify the company's significant controllers, including the giving of notices and obtaining their required particulars
- enter the required particulars of its significant controllers in the SCR
- keep the required particulars in the SCR up-to-date
- make the SCR available for inspection and taking of copies by a law enforcement officer and a significant controller whose name has been entered in the SCR

1.5 Actions a company should take



Chapter 2

KEEPING OF SIGNIFICANT CONTROLLERS REGISTER

2.1 Keeping of register

2.1.1 A company must keep its SCR in the English or Chinese language.

2.2 Contents of register

The SCR of a company must contain –

- The required particulars of every significant controller of the company
- The particulars of any registrable change with respect to each significant controller of the company
- The name and contact details of a designated representative
- All additional matters required under the new Schedule 5C of the CO. These include, for example, where a company does not have any significant controller, the company must note in the SCR that “the company knows, or has reasonable cause to believe, that it has no significant controller”. (Also see paragraph 5.5.)

Examples of SCRs are at [Annex A](#).

2.3 Significant Controller

2.3.1 A significant controller of a company includes a registrable legal entity and a registrable person.

2.4 Registrable Legal Entity

2.4.1 A registrable legal entity is a legal entity which is a member of the company and has significant control over the company.

2.5 Registrable Person

2.5.1 A registrable person is a natural person or a specified entity that has significant control over the company.

2.5.2 A natural person or specified entity that has significant control (as explained in Chapter 3 below) over the company is not a registrable person of the company if –

- the person or entity holds shares or rights in the company through a registrable legal entity of the company which has any of its shares listed on the Stock Exchange of Hong Kong; or
- the person or entity holds shares or rights in the company through a chain of legal entities with the last one in the chain being a registrable legal entity of the company which has any of its shares listed on the Stock Exchange of Hong Kong.

See illustration in Figure 5 at Annex B.

2.6 Specified Entity

2.6.1 Each of the following bodies is regarded as a specified entity:

- A corporation sole
- A government of a country or territory, or part of a country or territory
- An international organization whose members include 2 or more countries or territories (or their governments)
- A local authority or local government in a country or territory

2.7 Designated Representative

2.7.1 A company must designate at least one person as its representative to provide assistance relating to the company's SCR to a law

enforcement officer².

2.7.2 A company's designated representative must be one of the following–

- A member, director or an employee of the company who is a natural person resident in Hong Kong
- An accounting professional, a legal professional or a TCSP licensee as defined in the Anti-Money Laundering and Counter-Terrorist Financing Ordinance, Cap. 615 (“AMLO”)

2.7.3 An accounting professional under the AMLO means –

- a certified public accountant as defined by section 2(1) of the Professional Accountants Ordinance (Cap.50), or a certified public accountant (practising) as defined by section 2(1) of the Accounting and Financial Reporting Council Ordinance, Cap. 588 (“AFRCO”);
- a corporate practice as defined by section 2(1) of the AFRCO; or
- a CPA firm as defined by section 2(1) of the AFRCO.

2.7.4 A legal professional under the AMLO means –

- a solicitor as defined by section 2(1) of the Legal Practitioners Ordinance (Cap. 159)(“LPO”); or
- a foreign lawyer as defined by section 2(1) of the LPO.

2.7.5 A TCSP licensee under the AMLO means a person licensed under the AMLO to carry on trust or company service business in Hong Kong.

2.8 Additional matters

2.8.1 A company has a duty to investigate and obtain information about its registrable persons or registrable legal entities and keep the information up-to-date.

2.8.2 When a company is in the process of taking reasonable steps to identify its significant controllers, this fact must be entered in the SCR. See examples of additional matters to be noted in the SCR

² See paragraph 8.1.1 of this Guideline on inspection by and definition of “law enforcement officer”.

at Annex C.

2.9 Register cannot be empty

- 2.9.1 A company must keep a SCR even if it does not have a registrable person or a registrable legal entity. If the company knows that it has no registrable person or registrable legal entity, it must state this fact in the SCR. See examples of additional matters to be noted in the SCR at Annex C.

Chapter 3

WHO IS A SIGNIFICANT CONTROLLER OF A COMPANY

3.1 Significant Control

A person has significant control over a company if one or more of the following 5 conditions³ are met –

- The person holds, directly or indirectly, more than 25% of the issued shares in the company or, if the company does not have a share capital, the person holds, directly or indirectly, a right to share in more than 25% of the capital or profits of the company
- The person holds, directly or indirectly, more than 25% of the voting rights of the company
- The person holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company
- The person has the right to exercise, or actually exercises, significant influence or control over the company
- The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm that is not a legal person, but whose trustees or members satisfy any of the first four conditions (in their capacity as such) in relation to the company

Some graphic examples of meeting the conditions for being a significant controller are at [Annex B](#).

For details, see Chapters 10 and 11.

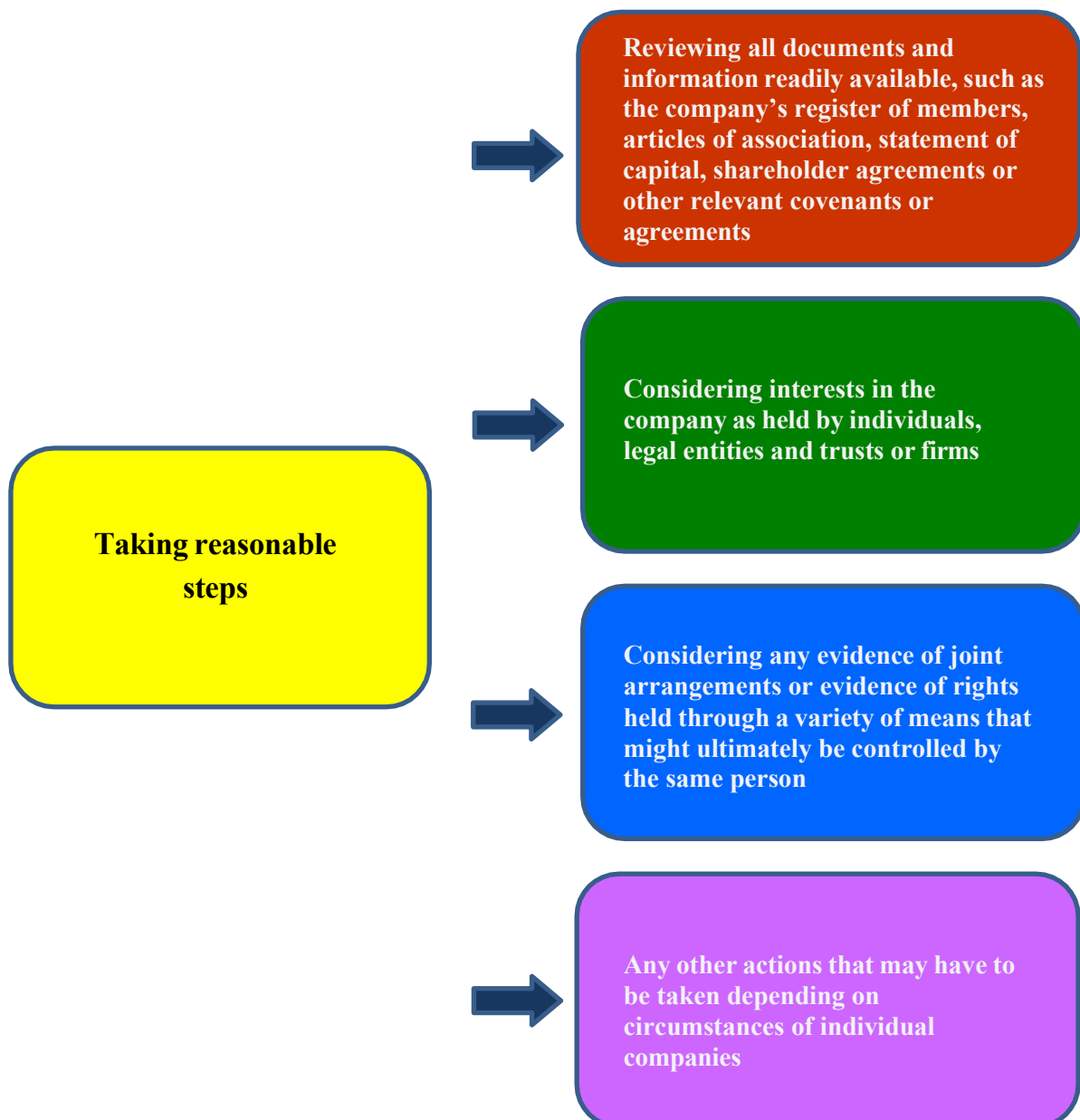
³ See Part 1 of new Schedule 5A to the CO.

Chapter 4

DUTY TO INVESTIGATE AND OBTAIN INFORMATION ON SIGNIFICANT CONTROLLERS

4.1 Taking reasonable steps

4.1.1 A company is required to take reasonable steps to identify its significant controllers.



4.1.2 Companies are encouraged to keep a record of the steps taken.

4.2 Giving notices

- 4.2.1 If a company knows or has reasonable cause to believe that a person is a significant controller of the company, the company must give notice to the person within 7 days of such knowledge or belief, whichever happens first.**
- 4.2.2 If a company knows or has reasonable cause to believe that a particular person knows the identity of another person who is a significant controller of the company, the company must give notice to that particular person within 7 days of such knowledge or belief, whichever happens first.**
- 4.2.3 Examples of notices referred to in paragraphs 4.2.1 and 4.2.2 are at Annex D.
- 4.2.4 A company is not required to give the notices referred to in paragraphs 4.2.1 and 4.2.2 above if –
- For a registrable person – the company has already been informed of the person’s status as being its significant controller and all the required particulars have been provided to the company by the person or with the person’s knowledge
 - For a registrable legal entity – the company has already been informed of the entity’s status as being its significant controller and all the required particulars have been provided to the company

Chapter 5

ENTERING PARTICULARS INTO THE SIGNIFICANT CONTROLLERS REGISTER

5.1 Required Particulars

- 5.1.1 A company is required to enter into its SCR the particulars of its significant controllers⁴.

The required particulars for a **registrable person** who is a natural person are –

- name
- correspondence address (but not a post office box number)
- the identity card number or, if the person has no identity card, the number and issuing country of a passport the person held
- the date on which the person became a registrable person of the company
- the nature of the person's control over the company

The required particulars for a **registrable legal entity** are-

- name
- the legal entity's registration number or the equivalent in its place of incorporation or formation
- the address of its registered or principal office
- the legal form of the legal entity and the law that governs it
- the date on which the legal entity became a registrable legal entity of the company
- the nature of the legal entity's control over the company

5.2 When to enter particulars – registrable person

- 5.2.1 Information about a registrable person must be confirmed before it can

⁴ See new Schedule 5B to the CO.

be entered in the SCR.

5.2.2 A company is required to enter the required particulars of a registrable person into its SCR within 7 days after they have all been confirmed by the registrable person.

5.2.3 A registrable person's required particulars are regarded as confirmed if the particulars are –

- provided or confirmed by the registrable person; or
- provided or confirmed by another person with the registrable person's knowledge

5.3 When to enter particulars - registrable legal entity

5.3.1 Each of the required particulars of a registrable legal entity must be entered into the SCR of a company within 7 days after that particular comes to the notice of the company.

5.4 Nature of Control

5.4.1 In respect of each significant controller, a company should enter in the SCR as to which of the 5 conditions (see paragraph 3.1) is/ are being met for being a significant controller of the company.

5.4.2 Suggested wording for entering the nature of control into the SCR is at Annex E.

5.5 What are the Additional Matters to be entered

5.5.1 A SCR should never be left blank. Examples of the additional matters to be noted in the SCR in different scenarios⁵ are at Annex C.

⁵ Additional matters applicable to different scenarios that are required to be entered in a SCR are set out in the new Schedule 5C to the CO.

Chapter 6

DUTY TO KEEP INFORMATION ON THE SIGNIFICANT CONTROLLERS REGISTER UP-TO-DATE

6.1 Registrable Change

“Registrable change” means -

- a person ceases to be a significant controller; or
- a change that results in the required particulars entered in the SCR for a significant controller being incorrect or incomplete.

6.2 Giving notices

6.2.1 If a company knows or has reasonable cause to believe that there is a registrable change with respect to a significant controller, the company must give notice to the significant controller within 7 days after such knowledge or belief, whichever happens first. An example of this notice is at Annex F.

6.2.2 A company is not required to give the above notice if –

- For a registrable person, the company has already been informed of the change and the information has been provided to the company by the person or with the person’s knowledge
- For a registrable legal entity, the company has already been informed of the change

6.3 Updating the SCR

6.3.1 A company must update the information contained in its SCR if there is a change in circumstances and any information as entered is no longer correct.

6.3.2 If the company cannot immediately enter the new information, it should update the SCR to show the date from which the old information was no longer correct with a statement on the status of the ongoing investigation.

6.4 When to enter particulars of registrable change – registrable person

6.4.1 A company is required to enter the particulars of any registrable change in respect of a registrable person into its SCR within 7 days after they have all been confirmed by the registrable person.

6.4.2 A registrable person's particulars of registrable change are regarded as confirmed if the particulars are –

- provided or confirmed by the registrable person; or
- provided or confirmed by another person with the registrable person's knowledge.

6.5 When to enter particulars of registrable change - registrable legal entity

6.5.1 Each of the particulars of any registrable change in respect of a registrable legal entity must be entered into the SCR of a company within 7 days after that particular of change comes to the notice of the company.

6.6 Cessation as a significant controller

6.6.1 All entries in the SCR relating to a significant controller may be destroyed only after 6 years from the date the person ceased to be a significant controller of the company.

Chapter 7

LOCATION OF THE SIGNIFICANT CONTROLLERS REGISTER

7.1 Notification to Registrar of Companies

7.1.1 A company must keep its SCR at the company's registered office or a place in Hong Kong.

7.1.2 The company must notify the Registrar of the place where the SCR is kept –

- **in specified form (Form NR2); and**
- **within 15 days after the SCR is first kept at that place.**

A copy of Form NR2 is at Annex G.

7.1.3 There is no need to give notification to the Registrar if since the SCR came into existence, it has been kept at all times –

- **at the company's registered office; or**
- **at the same place where the company's register of members has been kept immediately before 1 March 2018 and is continuously kept there, and of which the Registrar has been duly notified**

7.1.4 Filing Requirements on Location of Significant Controllers Register by Existing Companies

Scenario	Location of Significant Controllers Register	Need to deliver Form NR2 for registration?
A	The register is kept at the registered office of the company	✗
B	The register is not kept at the registered office of the company <u>but at the same place</u> at which the <u>register of members is kept</u> ; and the company has already informed the Registrar of the location of its register of members in a Form NR2	✗
C	The register is kept at a place <u>other than</u> the registered office of the company or the place at which the register of members is kept	✓

7.2 Change of Location

7.2.1 A company must notify the Registrar of any change in the place at which the SCR is kept –

- in specified form (Form NR2); and
- within 15 days after the change

7.2.2 There is no need to give notification to the Registrar if the SCR is kept at the company's registered office and the change is due to a change in the registered office's address.

Chapter 8

INSPECTION AND RECTIFICATION OF SIGNIFICANT CONTROLLERS REGISTERS

8.1 Inspection by Law Enforcement Officer

- 8.1.1 On demand by a law enforcement officer for the purpose of performance of functions relating to the prevention, detection or investigation of money laundering or terrorist financing, a company must at any reasonable time make its SCR available for inspection by the officer at the place at which the SCR is kept and permit the officer to make copies.**

Law enforcement officer includes an officer of the following Government departments or statutory bodies:-

- Companies Registry
- Customs and Excise Department
- Hong Kong Monetary Authority
- Hong Kong Police Force
- Immigration Department
- Inland Revenue Department
- Insurance Authority
- Independent Commission Against Corruption
- Securities and Futures Commission

- 8.1.2 A company must also at any reasonable time make its SCR available for inspection upon demand by an officer of the Companies Registry, for ascertaining whether the requirements relating to the keeping of a SCR⁶ have been complied with, at the place at which the SCR is kept and permit the officer to make copies.**

⁶ The relevant requirements are set out in the new Division 2A of Part 12 of the CO.

8.2 Inspection by significant controllers

8.2.1 A person whose name is entered in the SCR as a significant controller of the company is entitled, on request made in the prescribed manner –

- to inspect the SCR without charge
- to be provided with copies of the SCR at a prescribed fee

8.2.2 A request for inspection of the SCR can be made to the company either orally or in writing. The company must make the SCR available for inspection upon request during business hours. The copying charge is \$5 for each 10 entries in the SCR⁷.

8.3 Rectification of register

8.3.1 The company, a significant controller or a person aggrieved may apply to the Court to rectify the SCR of a company if –

- the person's name is wrongly entered in or omitted from the register; or
- there is default or unnecessary delay in entering an entry in the register that the person has ceased to be a significant controller of the company

⁷ For further details, please see the Company Records (Inspection and Provision of Copies) Regulation (Cap. 622I).

Chapter 9

MAJOR OBLIGATIONS AND OFFENCES⁸

9.1 Major obligations of a company

To comply with the new requirements relating to SCR, a company has in broad terms the following obligations –

- keeping a SCR at the company's registered office or a prescribed place
- taking reasonable steps to identify the company's significant controllers, including the giving of notices and obtaining their required particulars
- entering the required particulars of its significant controllers in the SCR
- keeping the required particulars in the SCR up-to-date
- making the SCR available for inspection and taking of copies by a law enforcement officer

9.1.1 Failure to comply with the above obligations is a criminal offence. The company and every responsible person of the company are liable to a fine at level 4 (i.e. \$25,000). Where applicable, there is a further daily fine of \$700.

9.2 Obligations of notice addressees

A person who has received a notice relating to the SCR issued by a company must comply with the requirements stated in the notice within one month from the date of the notice.

⁸ This Chapter does not provide an exhaustive list of the new requirements and offences. For details, companies should refer to the new Division 2A of Part 12 of the CO.

- 9.2.1 Failure to comply with any of the requirements in the notice within 1 month from the date of the notice is a criminal offence. The notice addressee and every related person⁹ (if any) are liable to a fine at level 4 (i.e. \$25,000)¹⁰.

9.3 Offences for false statement

- (a) If any person knowingly or recklessly makes a statement which is misleading, false or deceptive in any material particular in the SCR; or
- (b) if any person knowingly or recklessly makes a statement or provides any information that is misleading, false or deceptive in a material particular in the reply to a company's notice,
- the person commits an offence¹¹ and is liable –
- on conviction on indictment to a fine of \$300,000 and imprisonment for two years; or
 - on summary conviction, to a fine at level 6 (i.e. \$100,000) and imprisonment for six months

⁹ For the meaning of "related person", see section 653G of the CO. Examples of a related person : (a) If the notice addressee is a body corporate, an officer or shadow director of the notice addressee, who authorises or permits, or participates in the failure to comply with the requirements in the notice, is its related person. (b) If the notice addressee is a legal entity other than a body corporate, an officer of the notice addressee similar to an officer or shadow director of a body corporate, who authorises or permits, or participates in the failure to comply with the requirements in the notice, is its related person.

¹⁰ Section 653ZA of the CO

¹¹ Sections 895 and 653ZE of the CO

Chapter 10

THE CONDITIONS FOR SIGNIFICANT CONTROL

10.1 Conditions for Significant Control¹²

10.1.1 A person has significant control over a company if the person meets one or more of the 5 conditions specified in paragraph 3.1 of this Guideline.

10.2 Condition (a): the person holds, directly or indirectly –

- (i) if the company has a share capital – more than 25% of the issued shares in the company; or**
- (ii) if the company does not have a share capital – a right or rights to share in more than 25% of the capital or, as the case may be, 25% of the profits of the company.**

10.2.1 For a company with share capital –

- Information in the company's register of members will show whether anyone directly holds more than 25% of the issued shares
- All issued shares should be included when calculating shareholdings even if there are different classes of shares in the company

10.2.2 For a company without share capital –

- If the articles of association allow for the distribution of profits or capital, anyone who holds a right to share in more than 25% of the company's capital or profits will meet this condition
- If the articles of association prevent the distribution of profits or capital, then the company will not have any significant controller that meets this condition. Though the company may have significant controllers that meet one or more of the other conditions in paragraph 3.1.

¹² See Part 1 of the new Schedule 5A to the CO

10.3 Condition (b) : the person holds, directly or indirectly, more than 25% of the voting rights in the company

10.3.1 Voting rights in a company are the rights conferred on members in respect of their shares to vote at general meetings on all or substantially all matters.

10.3.2 Different classes of shares may carry different rights. Some shares may have no voting rights. Such information is likely to be contained in the articles of association of a company.

10.3.3 If shares in a company are directly owned by its members and the voting rights attached to its shares are known, then the register of members together with the voting rights provisions in the articles of association will enable the company to find out if there is any one that directly holds more than 25% of the voting rights in the company.

10.4 Condition (c) : the person holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

10.4.1 It is necessary for a company to consider whether anyone has the right to appoint or remove directors holding a majority of the voting rights at meetings of the board of directors on all matters or substantially all matters. If each director in the company has one vote at board meetings, then this is simple to calculate.

10.4.2 There may be cases that different directors have different voting rights or that someone has a casting vote. Such information is usually set out in the articles of association of a company. In those cases, the company must consider whether anyone has the right to appoint or remove directors with the majority of voting rights at board meetings.

10.5 Condition (d): the person has the right to exercise, or actually exercises, significant influence or control over the company

- 10.5.1 If a person has significant control over a company by meeting one or more of the first three conditions in paragraph 3.1 of this Guideline, it is unnecessary for the company to consider whether this person meets this condition nor make a further note in the SCR.
- 10.5.2 Where a person can ensure that a company generally adopts the activities which the person desires, this would indicate “significant influence”.
- 10.5.3 Where a person can direct the activities of a company, this would indicate “control”.
- 10.5.4 A right to exercise significant influence or control over a company –
- is a right which, if exercised, would give rise to the actual exercise of significant influence or control regardless of whether or not the person actually exercises that right; and
 - may arise owing to the provisions in the company’s articles of association, shareholders agreement or some other agreement and the rights attached to shares held by the person
- 10.5.5 A person may have a right to exercise significant influence or control over a company if the person has absolute decision rights or veto rights over decisions in the running of the company’s business, such as –
- adopting or amending the company’s business plan
 - changing the nature of the company’s business
 - making any additional borrowing from lenders
 - appointing or removing the CEO
- 10.5.6 In considering whether a person actually exercises significant influence or control over a company, all relationships that the person has with the company or other individuals that are responsible for the management of the company have to be taken into account to ascertain whether the cumulative effect of those relationships places the person in a position where the person actually exercises significant influence or control over the company.

10.5.7 Examples of persons actually exercising significant influence or control over a company are –

- A person significantly involved in the management of the company, such as someone who is not a member of the board of directors but is regularly consulted on board decisions and whose views influence decisions made by the board. This would include a “shadow director” as defined in section 2 of the CO
- A person whose recommendations are always followed by members who hold the majority of voting rights in the company, when they are deciding how to vote. This may be a company founder who no longer has a significant shareholding in the company but makes recommendations to the other members on how to vote which are always followed by the members

10.5.8 Some roles or relationships would not on their own result in a person being considered to be exercising significant influence or control over a company. Examples are –

- A person that provides advice in a professional capacity, such as a lawyer, an accountant, or a tax advisor
- A person that deals with the company under a third party commercial financial agreement, such as a lender

10.5.9 A person who has a role or relationship of the kind mentioned in paragraph 10.5.8 above with the company may, however, be a person with significant influence over the company if –

- the role or relationship differs in material respects or contains significantly different features from how the role or relationship is generally understood; or
- the role or relationship forms one of several opportunities which that person exercises significant influence or control.

10.6 Condition (e) : the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm that is not a legal person, but whose trustees or members satisfy any of the first four conditions (in their capacity as such) in relation to a company

10.6.1 A company should consider whether there is a trust or firm that meets one or more of Conditions (a) to (d) above –

- If the answer is in the positive, its SCR should show that the trustees or members of the firm, as the case may be, are the significant controllers of the company
- The company must then consider whether there is any individual (other than the trustees or members) or legal entity that has the right to exercise or actually exercises significant influence or control over the activities of the trust or firm
- In the case of there being such an individual, the individual is a significant controller of the company whose particulars must also be entered in the company's SCR
- In the case of there being such a legal entity, the company should continue to explore the ownership chain and take steps to identify whether there is a registrable person having majority ownership of that legal entity. See paragraph 11.5

10.6.2 Where a person can ensure that a trust or firm generally adopts the activities which the person desires, this would indicate “significant influence”.

10.6.3 Where a person can direct the activities of a trust or firm, this would indicate “control”.

10.6.4 A person having the right to exercise significant influence or control over the activities of a trust or firm, which trust or firm is a significant controller of the company, may result in that person being a significant controller of the company regardless of whether the person actually exercises that right.

10.6.5 A person might be regarded as having the right to exercise significant

influence or control over a trust or firm if that person has the right to direct or influence the running of the activities of the trust or firm, such as the right to –

- appoint or remove any of the trustees or partners
- direct the distribution of funds or assets
- direct investment decisions of the trust or firm
- amend the trust or partnership deed
- revoke the trust or terminate the partnership

10.6.6 A person is likely to exercise significant influence or control over a trust or firm if the person is regularly involved in the running of the trust or firm, for example –

- A person who gives instructions as to the activities of the trust or firm to the trustees or members of the firm, and those instructions are generally followed
- A settlor or beneficiary who is actively involved in directing the activities of the trust

10.6.7 Some roles or relationships would not on their own result in a person being considered to be exercising significant influence or control over a trust or firm. Examples are –

- A person that provides advice in a professional capacity, such as a lawyer, an accountant or a tax advisor
- A person that deals with the trust or firm under a third party commercial financial agreement, such as a lender

10.6.8 A person who has a role or relationship of the kind mentioned in paragraph 10.6.7 above in relation to the trust or firm may, however, be a person with significant influence over the trust or firm if –

- the role or relationship differs in material respects or contains significantly different features from how the role or relationship is generally understood; or
- the role or relationship forms one of several opportunities which that person exercises significant influence or control.

Chapter 11

OTHER OWNERSHIP ARRANGEMENTS

11.1 Joint interest

- 11.1.1 If two or more persons hold the same shares or rights in a company, each of them is regarded as holding the shares or rights. So, if they hold jointly more than 25% of the shares or voting rights of a company, each of them is required to be entered in the SCR.

11.2 Joint arrangement

- 11.2.1 There is a joint arrangement if two or more persons arrange to exercise all or substantially all their shares or rights in a company jointly in a way that is pre-determined. Each of these persons is regarded as holding the total number of shares or rights held by all of them. So, if the arrangement covers more than 25% of the shares or the voting rights, each party to the arrangement is required to be entered in the SCR.
- 11.2.2 The joint arrangement might cover appointment or removal of directors with a majority of board level voting rights. In such situation, each party to the arrangement is required to be entered in the SCR.

11.3 Shares held by nominee

- 11.3.1 Any share held by a nominee for another person is regarded as being held by that other person. If the nominee holds more than 25% of the issued shares of the company, then that other person must be entered in the SCR.
- 11.3.2 If the nominee is acting for a legal entity, the company is required to continue to take steps and identify whether there is a registrable person having majority ownership of that legal entity. See paragraph

11.5.

11.4 Rights controlled by another

11.4.1 Where a person (X) controls a right, the right is to be treated as held by that person (X) but not by the person (Y) who holds the right, unless the latter (Y) also controls it.

11.4.2 A person (X) controls a right if, under an arrangement between the person (X) and another person, the right is exercisable only –

- by the person (X)
- only in accordance with the person (X)’s direction or instructions;
or
- only with the person (X)’s consent or concurrence

11.5 Shares or rights held indirectly

11.5.1 Shares and rights in a company may be held indirectly. This is the case when a person has a “majority stake” in a legal entity (Entity A) and –

- Entity A holds the shares or rights in the company; or
- Entity A is part but not the last of a chain of legal entities and –
 - each of those legal entities (other than the last one in the chain) has a “majority stake” in the entity immediately below it in the chain; and
 - the last one in the chain holds the shares or rights in the company

See example of indirect interest in Figure 4 at Annex B.

11.5.2 An individual or a legal entity has a majority stake in a legal entity if –

- the person or entity holds a majority of the voting rights in that legal entity
- the person or entity is a member of that legal entity and has the right to appoint or remove a majority of the board of directors of

that legal entity

- the person or entity is a member of that legal entity and pursuant to an agreement with other members of that legal entity, controls alone a majority of the voting rights in that legal entity; or
- the person or entity has the right to exercise, or actually exercises, dominant influence or control over that legal entity

11.6 Rights attached to shares held by way of security

11.6.1

For shares used as security, if:

11.6.1 a right attached to those shares is exercisable only in accordance with the instructions of the person who provides them as security (except where the exercise of such right is for purposes of preserving the value of the security or realising the security); or

11.6.2 the shares are held as security in connection with the grant of loans as part of normal business activities (e.g. obtaining a loan from a bank for business needs) and a right attached to them is exercisable only in the interest of the person who provides them as security (except where the exercise of such right is for purposes of preserving the value of the security or realising the security),

those shares will be regarded as being held by the person providing them as security.

Annex A**Examples of significant controllers registers****Scenario A**

The company has only one shareholder, Chan Tai Tai, who beneficially owns 100% of the shares of the company. Mr. Chan meets Condition (a) and his particulars should be entered into the SCR as shown below (Entry No. 1).

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
1	2/3/2018	Chan Tai Tai	(a) Correspondence address : Room 10, 11/F, 2000 Nathan Road, Kowloon (b) HKID Card No.: AA234567(8) (c) Date of becoming a registrable person: 1/3/2018 (d) Nature of control over the company : Chan Tai Tai holds more than 25% of the issued shares of the company	
Designated Representative				
Entry No.	Date of entry	Name (capacity)	Contact details	
1	2/3/2018	Chan Tai Ho (director of the company)	(a) Address : Room 10, 11/F, 2000 Nathan Road, Kowloon (b) Telephone No.: 1111-1111 (c) Fax No.: 1111-1111	

Scenario B

The company is owned by a husband and wife. The husband (Ho Ying Chun) owns 51% of the shares whereas the wife (Ng Mei Lai) owns 49% of the shares. Both meet Condition (a) and their particulars should be entered into the SCR as shown below (Entry No. 1 and 2).

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
1	7/3/2018	Ho Ying Chun	(a) Correspondence address : Flat A, 20/F, 1001 Wanchai Road, Hong Kong (b) HKID Card No.: AA123456(7) (c) Date of becoming a registrable person: 1/3/2018 (d) Nature of control over the company :- Ho Ying Chun holds more than 25% of the issued shares of the company	
2	7/3/2018	Ng Mei Lai	(a) Correspondence address : Flat A, 20/F, 1001 Wanchai Road, Hong Kong (b) HKID Card No.: AA345678(9) (c) Date of becoming a registrable person: 1/3/2018 (d) Nature of control over the company : Ng Mei Lai holds more than 25% of the issued shares of the company	
Designated Representative				
Entry No.	Date of entry	Name (capacity)	Contact details	
1	7/3/2018	Wong, Ho & Co. (accounting professional)	(a) Address : Room 400, 4/F, Good Fortune Building, 900 Chai Wan Road, Chai Wan, Hong Kong (b) Telephone No.: 1111-1111 (c) Fax No.: 1111-1111	

Scenario C

The company has only one shareholder, ABC Profits Limited, which holds 100% of the company's shares. ABC Profits Limited is in turn wholly owned by Lee Tai Lung beneficially. ABC Profits Limited is a registrable legal entity of the company as it is a shareholder of the company and has significant control over the company by meeting Condition (a), i.e. holding directly more than 25% of the issued shares in the company. Lee Tai Lung is a registrable person of the company by meeting Condition (a), i.e. holding indirectly (through ABC Profits Limited) more than 25% of the issued shares in the company. The respective particulars of ABC Profits Limited and Lee Tai Lung should be entered into the SCR as shown below (Entry No. 1 and 2).

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
1	27/12/2023	ABC Profits Limited	(a) Legal form : private limited company (b) Registration number : 12345678 (c) Place of incorporation : Hong Kong (Governing Law) (d) Address of registered office: Room 10, 10/F, Forever Green Building, 1000 Wong Chuk Hang Road, Aberdeen, Hong Kong (e) Date of becoming a registrable legal entity: 27/12/2023 (f) Nature of control over the company : ABC Profits Limited holds more than 25% of the issued shares of the company	

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
2	7/3/2018	Lee Tai Lung	(a) Correspondence address : Suite 19, 19/F, Flourishing Tower, 3000 Chai Wan Road, Chai Wan, Hong Kong (b) HKID Card No.: AA200200(0) (c) Date of becoming a registrable person: 1/3/2018 (d) Nature of control over the company : Lee Tai Lung holds indirectly more than 25% of the issued shares of the company	
Designated Representative				
Entry No.	Date of entry	Name (capacity)	Contact details	
1	7/3/2018	Chan, Lee, Cheung & Co (legal professional)	(a) Address : Room 10, 10/F, Forever Green Building, 1000 Wong Chuk Hang Road, Aberdeen, Hong Kong (b) Telephone No.: 1111-1111 (c) Fax No.: 1111-1111	

Annex B

**Examples of Meeting the Conditions for
being a Registrable Person and a Registrable Legal Entity**

Figures 1-2: Examples of meeting the conditions for being a registrable person

Figure 1:

Person 1 and Person 2 are both registrable persons of Company A.

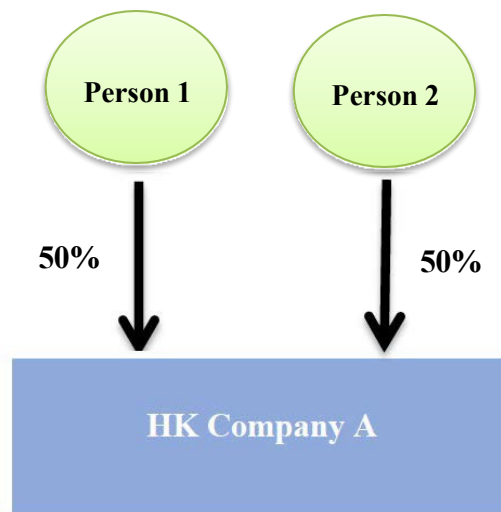


Figure 2 :

Person 1 is a registrable person of Company B but not Person 2, Person 3 or Person 4.

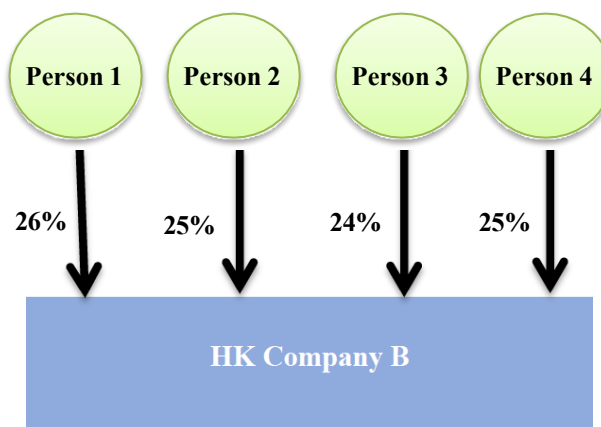


Figure 3: Example of a registrable person and a registrable legal entity (“registrable LE”) of different companies in the same chain of ownership

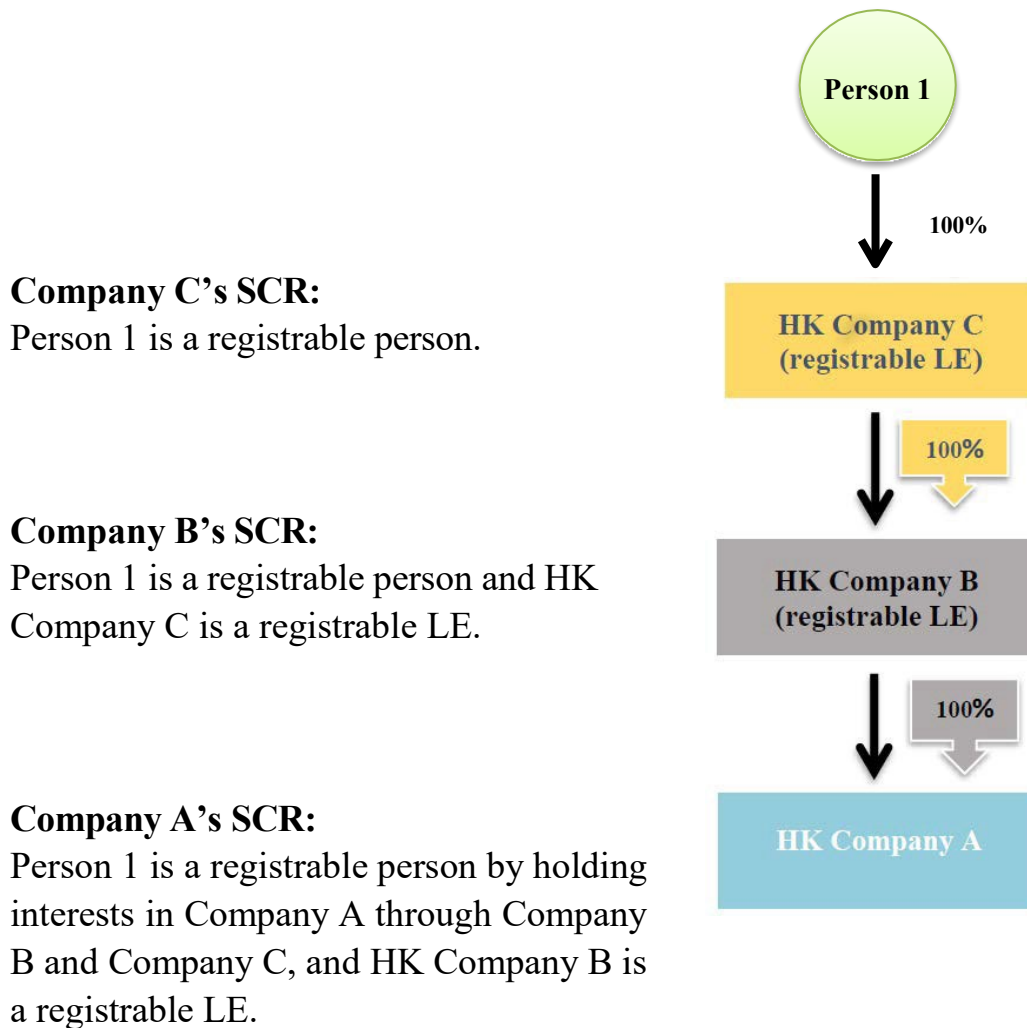
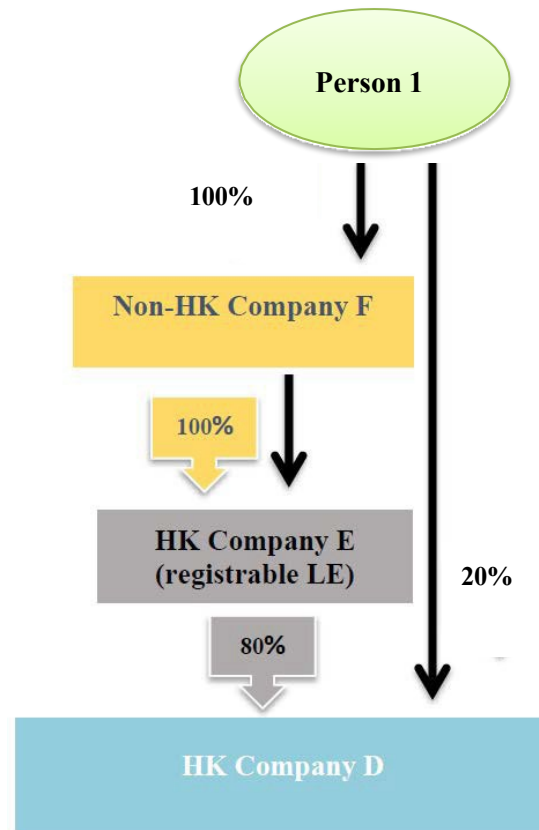


Figure 4: Further example of a registrable person holding direct and indirect interest in a company



Company E's SCR:

Person 1 is a registrable person.

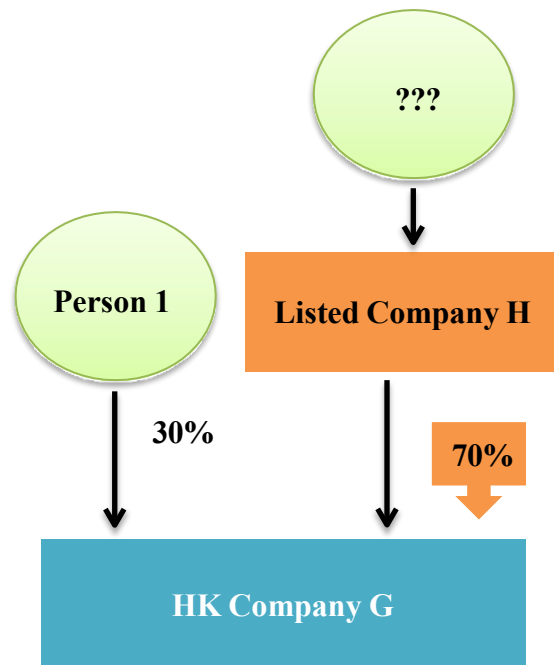
Company F is a registrable LE

Company D's SCR:

Person 1 is a registrable person by holding a direct interest in Company D, cumulative with an indirect interest in Company D through Companies E and F.

Company E is a registrable LE.

Figure 5: Example of when is a person not a registrable person



Company G's SCR:

Person 1 is a registrable person.

Company H is a registrable LE.

Individuals holding interests in Company G through the listed Company H are not registrable persons of Company G. It is not necessary for Company G to investigate whether any person has significant control over the company through Company H.

Annex C

Examples of additional matters to be noted in the significant controllers register (“SCR”)

The following are some suggested wording of additional matters to be entered in the SCR in different scenarios.

Scenario 1 – no significant controller¹³

A company that does not have any registrable person or registrable legal entity must state this fact in the SCR.

“The company knows, or has reasonable cause to believe, that it has no significant controller.”

Scenario 2 – unidentified registrable person¹⁴

The company knows, or has reasonable cause to believe, that it has a registrable person but has not been able to identify that person even after the company has taken reasonable steps.

*“The company knows, or has reasonable cause to believe, that it has a registrable person but has not been able to identify that person.”*¹⁵

Scenario 3 – particulars of identified registrable person not confirmed¹⁶

The company has identified a registrable person of the company, but not all the required particulars of that person -

- have been provided or confirmed by that person; or
- provided or confirmed by another person with that person’s knowledge.

“The company has identified a registrable person of the company, namely, [state the name of the registrable person here], but not all the required particulars of that

¹³ Section 2 of new Schedule 5C

¹⁴ Section 3 of new Schedule 5C

¹⁵ If the company has more than one registrable person that it has not been able to identify, it should make a separate note in respect of each such person in the SCR.

¹⁶ Section 4 of new Schedule 5C

person have been confirmed.”¹⁷

Scenario 4 – company’s investigations are ongoing¹⁸

The company is in the process of taking reasonable steps to ascertain whether it has any registrable person or registrable legal entity, and the company has not yet completed such process.

“The company has not yet completed taking reasonable steps to ascertain whether it has a significant controller.”

Scenario 5 – matters noted in the SCR have ceased to be true¹⁹

The company noted an additional matter in the SCR under Scenario 1, 2, 3 or 4 above, which has ceased to be true.

Enter the following note in the Remarks/ Notes column of the SCR in the entry for the matter noted under Scenario 1, 2, 3 or 4:-

This matter has ceased to be true on [date].”

Scenario 6 – notice to a significant controller or a person who knows someone else is a significant controller – notice not complied with within 1 month²⁰

(i) Notice to a significant controller

The company has given a notice (see notices (I) or (II) at Annex D) to a person whom it knows, or has reasonable cause to believe, to be a registrable person or registrable legal entity of the company, but that person has failed to reply to the notice within the period of 1 month.

“The company has given a notice to a person, namely, [state the name of the person here], whom it knows, or has reasonable cause to believe, to be a registrable person/

¹⁷ If the company has more than one registrable person whose required particulars have not been confirmed, it should make a separate note in respect of each such person in the SCR.

¹⁸ Section 5 of new Schedule 5C

¹⁹ Section 6 of new Schedule 5C

²⁰ Section 7 of new Schedule 5C

registrable legal entity of the company, but the person has failed to comply with the requirements of the notice within 1 month from the date of the notice.”²¹

(ii) Notice to a person who knows someone else is a significant controller

The company has given a notice (see notice (III) at Annex D) to a person whom it knows, or has reasonable cause to believe, that the person knows the identity of another person who is a significant controller of the company, but the particular person has failed to reply to the notice within the period of 1 month from the date of the notice.

“The company has given a notice to a person, namely, [state the name of the person here], whom it knows, or has reasonable cause to believe, that the person knows the identity of another person who is a significant controller of the company, but the particular person has failed to comply with the requirements of the notice within 1 month from the date of the notice.”

Scenario 7 – notice to a significant controller or a person who knows someone else is a significant controller – notice complied with after 1 month²²

(i) Notice to a significant controller

The company has given a notice to a person (see notices (I) or (II) at Annex D) whom it knows, or has reasonable cause to believe, to be a registrable person/registrable legal entity of the company, and all the requirements of the notice are complied with after 1 month from the date of the notice.

“The company has given a notice to a person, namely, [state the name of the person here], whom it knows, or has reasonable cause to believe, to be a registrable person/registrable legal entity of the company, and the person has complied with all the requirements of the notice after 1 month from the date of the notice. The date of compliance is [date].”

(ii) Notice to a person who knows someone else is a significant controller

The company has given a notice (see notice (III) at Annex D) to a person whom it

²¹ If the company has issued more than one such notice, it should make a separate note of the additional matter (as shown above) in the SCR in respect of each such notice.

²² Section 8 of new Schedule 5C

knows, or has reasonable cause to believe, that the person knows the identity of another person who is a significant controller of the company, and all the requirements of the notice are complied with after 1 month from the date of the notice.

“The company has given a notice to a person, namely, [state the name of the person here], whom it knows, or has reasonable cause to believe, that the person knows the identity of another person who is a significant controller of the company, and the particular person has complied with all the requirements of the notice after 1 month from the date of the notice. The date of compliance is [date].”

Scenario 8 – notice to a significant controller in respect of whom there is a registrable change – notice not complied with within 1 month²³

The company has given a notice to a person whom the company knows, or has reasonable cause to believe, that the person has ceased to be its significant controller or the person’s particulars as entered in the SCR have changed (see the notice at Annex F), but the person has failed to reply to the notice within the period of 1 month from the date of the notice.

Enter the following note in the Remarks/ Notes column of the SCR in the entry for the addressee: -

“The company has given a notice to the person whom the company knows, or has reasonable cause to believe, that the person has ceased to be a significant controller of the company [or the person’s particulars as entered in the SCR have changed, as the case may be], but the person has failed to comply with the requirements of the notice within 1 month from the date of the notice.”

Scenario 9 – notice to a significant controller in respect of whom there is a registrable change – notice complied with after 1 month²⁴

The company has given the notice as in Scenario 8, and all the requirements of the notice are complied with after 1 month from the date of the notice.

²³ Section 9 of new Schedule 5C

²⁴ Section 10 of new Schedule 5C

Enter the following note in the Remarks/ Notes column of the SCR in the entry for the addressee:-

“The company has given a notice to the person whom the company knows, or has reasonable cause to believe, that the person has ceased to be a significant controller of the company [or the person’s particulars as entered in the SCR have changed, as the case may be], and the person has complied with all the requirements of the notice after 1 month from the date of the notice. The date of compliance is [date].”

Annex D

Examples of notices to be issued by a company in identifying its significant controllers

(I) Notice to an individual whom the company knows or has reasonable cause to believe to be a registrable person²⁵

[Date]

Dear [Addressee],

**Re: [Name of the company] (“the company”)
Register of Significant Controllers**

We know or have reasonable cause to believe that you are a person having significant control over the company.

We therefore require you, pursuant to section 653Q of the Companies Ordinance (Cap.622) (“**the Companies Ordinance**”), to provide us within 1 month from the date of this notice, the following information concerning your interest in the company : -

- (1) Whether or not you have significant control over the company on the ground that one or more of the conditions as set out in the Appendix is/are met.
- (2) If you do have such significant control, to confirm or correct any of your following particulars, and to provide any that are missing²⁶ : -
 - [full name]
 - [correspondence address but not a PO box number]

²⁵ See section 653(P)2 of the CO

²⁶ State the particulars which are known to the company; otherwise, insert relevant headings for notice addressee to fill in.

- [ID card number or, if you have no ID card, the number and issuing country of a passport held by you]
- [date on which you became a significant controller of the company]
- [nature of your control over the company by reference to the conditions at the Appendix]

(3) (i) Whether or not you know the identity of another person who has significant control over the company on the ground that one or more of the conditions as set out in the Appendix is/are met.

(ii) If you know the identity of such a person, provide to us all the above particulars^(Note) of that person that are known to you; and state whether or not the particulars are provided with that person's knowledge.

Please note that a failure to comply with the requirements of this notice, or providing false information in reply, is an offence under section 653ZA or 653ZE, as the case may be, of the Companies Ordinance.

Yours faithfully,

[Name]
[Director/ Company Secretary]
For and on behalf of
[Name of the company]

Enclosure: Appendix

Note: Out of those particulars, you are not obliged to provide the number of the identity card or the number and issuing country of the passport of that person.

Appendix

Conditions for significant control over the company

A person has significant control over a company if one or more of the following 5 conditions are met –

- The person holds, directly or indirectly, more than 25% of the issued shares in the company or, if the company does not have a share capital, the person holds, directly or indirectly, a right to share in more than 25% of the capital or profits of the company
- The person holds, directly or indirectly, more than 25% of the voting rights of the company
- The person holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company
- The person has the right to exercise, or actually exercises, significant influence or control over the company
- The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm that is not a legal person, but whose trustees or members satisfy any of the first four conditions (in their capacity as such) in relation to the company

(II) Notice to a legal entity whom the company knows or has reasonable cause to believe to be a registrable legal entity²⁷

[Date]

Dear [Addressee],

**Re: [Name of the company] (“the company”)
Register of Significant Controllers**

We know or have reasonable cause to believe that you are a legal entity having significant control over the company.

We therefore require you, pursuant to section 653Q of the Companies Ordinance (Cap.622) (“**the Companies Ordinance**”), to provide us within 1 month from the date of this notice, the following information concerning your interest in the company : -

- (1) Whether or not you have significant control over the company on the ground that one or more of the conditions as set out in the Appendix is/are met.
- (2) If you do have such significant control, to confirm or correct any of your following particulars, and to provide any that are missing²⁸ : -
 - [name]
 - [if the addressee is a company, the company registration number and registered office address]
 - [if the addressee is not a company, the registration number (or the equivalent) in the place of incorporation or formation; and the address of registered office or principal office]
 - [the legal form and the law that governs you]
 - [date on which you became a significant controller of the company]

²⁷ See section 653(P)2 of the CO

²⁸ State the particulars which are known to the company; otherwise, insert relevant headings for notice addressee to fill in.

- [nature of your control over the company by reference to the conditions at the Appendix]
- (3) (i) Whether or not you know the identity of another person who has significant control over the company on the ground that one or more of the conditions as set out in the Appendix is/are met.
- (ii) If you know the identity of such a person, provide to us all the following particulars of that person that are within your knowledge, and state whether or not the particulars are provided with that person's knowledge :-
- [full name]
 - [correspondence address but not a PO box number]
 - [date on which that person became a significant controller of the company]
 - [nature of the person's control over the company by reference to the conditions at the Appendix]

Please note that a failure to comply with the requirements of this notice, or providing false information in reply, is an offence under section 653ZA or 653ZE, as the case may be, of the Companies Ordinance.

Yours faithfully,

[Name]
[Director/ Company Secretary]
For and on behalf of
[Name of the company]

Enclosure : Appendix

Appendix

Conditions for significant control over the company

A person has significant control over a company if one or more of the following 5 conditions are met –

- The person holds, directly or indirectly, more than 25% of the issued shares in the company or, if the company does not have a share capital, the person holds, directly or indirectly, a right to share in more than 25% of the capital or profits of the company
- The person holds, directly or indirectly, more than 25% of the voting rights of the company
- The person holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company
- The person has the right to exercise, or actually exercises, significant influence or control over the company
- The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm that is not a legal person, but whose trustees or members satisfy any of the first four conditions (in their capacity as such) in relation to the company

(III) Notice to a person whom the company knows or has reasonable cause to believe that the person knows the identity of another person who is a registrable person²⁹

[Date]

Dear [Addressee],

**Re: [Name of the company] (“the company”)
Register of Significant Controllers**

We know or have reasonable cause to believe that you know the identity of another person who has significant control over the company.

We therefore require you, pursuant to section 653R of the Companies Ordinance (Cap.622) (“**the Companies Ordinance**”), to provide us within 1 month from the date of this notice, the following information concerning your knowledge of interests in the company : -

- (1) Whether or not you know the identity of another person who has significant control over the company on the ground that one or more of the conditions as set out in the Appendix is/are met.
- (2) If you know the identity of such a person, provide all the following particulars of that person that are within your knowledge and state whether or not the particulars are provided with that person’s knowledge : -
 - [full name]
 - [correspondence address]
 - [date on which that person became a significant controller of the company]
 - [nature of that person’s control over the company by reference to the conditions at the Appendix]

²⁹ See section 653(P)3 of the CO

Please note that a failure to comply with the requirements of this notice, or providing false information in reply, is an offence under section 653ZA or 653ZE, as the case may be, of the Companies Ordinance.

Yours faithfully,

[Name]
[Director/ Company Secretary]
For and on behalf of
[Name of the company]

Enclosure : Appendix

Appendix

Conditions for significant control over the company

A person has significant control over a company if one or more of the following 5 conditions are met –

- The person holds, directly or indirectly, more than 25% of the issued shares in the company or, if the company does not have a share capital, the person holds, directly or indirectly, a right to share in more than 25% of the capital or profits of the company
- The person holds, directly or indirectly, more than 25% of the voting rights of the company
- The person holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company
- The person has the right to exercise, or actually exercises, significant influence or control over the company
- The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm that is not a legal person, but whose trustees or members satisfy any of the first four conditions (in their capacity as such) in relation to the company

Annex E

Suggested wording on the nature of control of a significant controller for entering in the significant controllers register

The following are some suggested wording on the nature of control for entering into the SCR with respect to the 5 conditions as set out in paragraph 3.1 of this Guideline³⁰ that may be met by a significant controller.

(I) Condition (a)

- (a) For a company that has a share capital, if there is any person holding more than 25% of the issued shares –

“The person holds, directly or indirectly, more than 25% of the issued shares in the company.”

- (b) For a company that does not have a share capital, if there is any person holding a right or rights to share in more than 25% of its capital or profits –

“The person holds, directly or indirectly, a right or rights to share in more than 25% of the capital or profits of the company.”

(II) Condition (b)

If there is any person holding more than 25% of the voting rights in the company –

“The person holds, directly or indirectly, more than 25% of the voting rights in the company.”

(III) Condition (c)

If there is any person holding the right to appoint or remove a majority of the board of directors of the company –

“The person holds the right, directly or indirectly, to appoint or remove a

³⁰ See Part 1 of new Schedule 5A to the CO

majority of the board of directors.”

(IV) Condition (d)

If there is any person who holds the right to exercise or actually exercises, significant influence or control over the company –

“The person has the right to exercise, or actually exercises, significant influence or control over the company.”

(V) Condition (e)

(a) If there is a trust whose trustee(s) meet any of Conditions (a) to (d) and there is a person who has the right to exercise, or actually exercises, significant influence or control over the activities of the trust, the following wording may be entered as appropriate –

- (i) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and the trustee(s) of that trust (in their capacity as such) hold(s), directly or indirectly, more than 25% of the issued shares in the company.”*
- (ii) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and the trustee(s) of that trust (in their capacity as such) hold(s), directly or indirectly, more than 25% of the voting rights in the company.”*
- (iii) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and the trustee(s) of that trust (in their capacity as such) hold(s) the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.”*
- (iv) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and the trustee(s) of that trust (in their capacity as such) has/ have the right to exercise, or actually exercise, significant influence or control over the company.”*

- (b) If there is a firm whose members meet any of Conditions (a) to (d) and there is a person who has the right to exercise or actually exercises, significant influence or control over the activities of the firm, the following wording may be entered as appropriate –

(v) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% of the issued shares in the company.”*

(vi) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm; and the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% of the voting rights in the company.”*

(vii) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm; and the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company.”*

(viii) *“The person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm; and the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company.”*

Annex F

An example of a notice to be issued by a company for updating its significant controllers register

Notice to a person whom the company knows or has reasonable cause to believe that the person's particulars as entered in the SCR have changed³¹

[Date]

Dear [Addressee],

**Re: [Name of the company] (“the company”)
Register of Significant Controllers**

We know or have reasonable cause to believe that you have ceased to have significant control over the company and/ or there has been a change (or changes) to your particulars that are stated in the register of significant controllers of the company (“the registrable changes”).

We therefore require you, pursuant to section 653U of the Companies Ordinance (Cap.622) (“the Companies Ordinance”), to provide us within 1 month from the date of this notice, the following information : -

- (1) Whether or not any such registrable changes have occurred. In this context, a person ceases to have significant control over a company if none of the conditions as set out in the Appendix apply to the person.
- (2) If so, the date(s) of that change(s); and
- (3) To confirm or correct the following particulars and provide any that are missing below:-

³¹ See section 653T of the CO

[set out the particulars that are stated in the significant controllers register of the company]

Please note that a failure to comply with the requirements of this notice, or providing false information in reply, is an offence under section 653ZA or 653ZE, as the case may be, of the Companies Ordinance.

Yours faithfully,

[Name]
[Director/ Company Secretary]
For and on behalf of
[Name of the company]

Enclosure : Appendix

Appendix

Conditions for significant control over the company

A person has significant control over a company if one or more of the following 5 conditions are met –

- The person holds, directly or indirectly, more than 25% of the issued shares in the company or, if the company does not have a share capital, the person holds, directly or indirectly, a right to share in more than 25% of the capital or profits of the company
- The person holds, directly or indirectly, more than 25% of the voting rights of the company
- The person holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company
- The person has the right to exercise, or actually exercises, significant influence or control over the company
- The person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust or a firm that is not a legal person, but whose trustees or members satisfy any of the first four conditions (in their capacity as such) in relation to the company



公司註冊處
Companies Registry

登記冊及公司紀錄備存地點通知書 Notice of Location of Registers and Company Records

表格 **NR2**
Form

商業登記號碼
Business Registration Number

註 Note

1 公司名稱 Company Name

2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records

A. 登記冊／公司紀錄 Registers／Company Records

請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

- | | |
|--|---|
| <p>4 <input type="checkbox"/> 成員登記冊
Register of Members</p> <p><input type="checkbox"/> 董事登記冊
Register of Directors</p> <p><input type="checkbox"/> 押記登記冊
Register of Charges
(本地公司及註冊非香港公司均適用
Applicable to both local companies and registered non-Hong Kong companies)</p> <p><input type="checkbox"/> 債權證持有人登記冊
Register of Debenture Holders</p> <p><input type="checkbox"/> 董事或成員決議的文本／董事會議或成員大會的議事程序紀錄／唯一董事或成員的決定的書面紀錄
Copies of Resolutions of Directors or Members, Minutes of Proceedings of Directors' Meetings or General Meetings and Written Records of Decisions of Sole Director or Member</p> <p><input type="checkbox"/> 管理合約的文本或列出該合約的條款的書面備忘錄
Copy of Management Contract or a Written Memorandum Setting out the Terms of the Contract</p> | <p><input type="checkbox"/> 重要控制人登記冊
Significant Controllers Register</p> <p><input type="checkbox"/> 公司秘書登記冊
Register of Company Secretaries</p> <p><input type="checkbox"/> 設立押記的文書的副本
Copies of Instruments Creating Charges
(本地公司及註冊非香港公司均適用
Applicable to both local companies and registered non-Hong Kong companies)</p> <p><input type="checkbox"/> 第 384 條所述的載有相關詳情的登記冊
Register of Particulars Referred to in section 384</p> <p><input type="checkbox"/> 獲准許的彌償條文的文本或一份列明該條文的條款的書面備忘錄
Copy of Permitted Indemnity Provision or a Written Memorandum Setting out the Terms of the Provision</p> |
|--|---|

6 提交人資料 Presentor's Reference

姓名／名稱 Name:
地址 Address:

電話 Tel: 傳真 Fax:
電郵 Email:
檔號 Reference:

請勿填寫本欄 For Official Use

指明編號 1/2023 (2023 年 12 月) Specification No. 1/2023 (December 2023)

表格
Form **NR2**商業登記號碼
Business Registration Number

--

2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records (續上頁 cont'd)**B. 備存地點 Location**

(如登記冊或公司紀錄備存在多於一個地點，請用續頁填報 Use Continuation Sheet(s) if the Registers or Company Records are kept in more than 1 place)

請在適用的空格內加上 ✓ 號 Please tick the relevant box

10 ☐ **備存地點(註冊辦事處以外) Location (Other than Registered Office) #**室／樓／座等
Flat/Floor/Block etc.

--

大廈
Building

--

街道／屋苑／地段／村等
Street/Estate/Lot/Village
etc.

--

區
District

--

地區
Region

香港/Hong Kong

11 ☐ **轉為備存於註冊辦事處 Changed to be Kept at Registered Office #**

生效日期 Effective Date

日 DD	月 MM	年 YYYY

12 **備註 Remarks**

--

* 就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to its "Principal Place of Business" in Hong Kong.

 本通知書所包括的續頁數目
 Number of Continuation Sheet(s) included in this Notice

--

8 **簽署 Signed :**
 姓名 Name : _____ 日期 Date : _____
 董事／公司秘書／經理／獲授權代表*
 Director/Company Secretary/Manager/
 Authorized Representative*

日 DD / 月 MM / 年 YYYY

* 請刪去不適用者 Delete whichever does not apply

表格
Form **NR2**

續頁 **Continuation Sheet**

商業登記號碼
Business Registration Number

登記冊及公司紀錄的備存地點(第 2 項)

Location of Registers and Company Records (Section 2)

A. 登記冊／公司紀錄 Registers／Company Records

請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

- 4 ☐ 成員登記冊
Register of Members
- ☐ 董事登記冊
Register of Directors
- ☐ 押記登記冊
Register of Charges
(本地公司及註冊非香港公司均適用)
Applicable to both local companies and registered non-Hong Kong companies)
- ☐ 債權證持有人登記冊
Register of Debenture Holders
- ☐ 董事或成員決議的文本／董事會議或成員大會的議事程序紀錄／唯一董事或成員的決定的書面紀錄
Copies of Resolutions of Directors or Members, Minutes of Proceedings of Directors' Meetings or General Meetings and Written Records of Decisions of Sole Director or Member
- ☐ 管理合約的文本或列出該合約的條款的書面備忘錄
Copy of Management Contract or a Written Memorandum Setting out the Terms of the Contract
- ☐ 重要控制人登記冊
Significant Controllers Register
- ☐ 公司秘書登記冊
Register of Company Secretaries
- ☐ 設立押記的文書的副本
Copies of Instruments Creating Charges
(本地公司及註冊非香港公司均適用)
Applicable to both local companies and registered non-Hong Kong companies)
- ☐ 第 384 條所述的載有相關詳情的登記冊
Register of Particulars Referred to in section 384
- ☐ 獲准許的彌償條文的文本或一份列明該條文的條款的書面備忘錄
Copy of Permitted Indemnity Provision or a Written Memorandum Setting out the Terms of the Provision

B. 備存地點 Location

請在適用的空格內加上 ✓ 號 Please tick the relevant box

- 10 ☐ 備存地點(註冊辦事處以外) Location (Other than Registered Office) #
- 室／樓／座等
Flat/Floor/Block etc.
- 大廈
Building
- 街道／屋苑／地段／村等
Street/Estate/Lot/Village etc.
- 區
District
- 地區
Region
- 香港／Hong Kong

- 11 ☐ 轉為備存於註冊辦事處 Changed to be Kept at Registered Office #
- 生效日期 Effective Date
- 日 DD 月 MM 年 YYYY

- 12 備註 Remarks

* 就註冊非香港公司的登記冊及公司紀錄的備存地點而言，在提述有關「註冊辦事處」時，即提述註冊非香港公司在香港的「主要營業地點」。
A reference to the "Registered Office" in relation to the location where registers and company records are kept by a registered non-Hong Kong company is a reference to its "Principal Place of Business" in Hong Kong.

《公司條例》(第 622 章)
第 309(2)和(3)、351(4)和(5)、354(1)和(2)、385(2)和(3)、471(4)、543(5)、
619(2)和(3)、628(2)和(3)、641(4)和(5)、648(4)和(5)、653M(2)和(3)以及
653N(1)和(2)條規定交付的

登記冊及公司紀錄備存地點通知書

填表須知 — 表格 NR2

附註

引言

1. 公司必須根據《公司條例》的規定，備存各類登記冊及公司紀錄於公司的註冊辦事處或某個根據《公司條例》第356及657條訂立的規例所訂明公司註冊辦事處以外的地方。該等登記冊及公司紀錄包括—

- (a) 成員登記冊(第 627 條)
- (b) 重要控制人登記冊(第 653H 條)
- (c) 董事登記冊(第 641 條)
- (d) 公司秘書登記冊(第 648 條)
- (e) 押記登記冊(第 352 條)
- (f) 設立押記的文書的副本(第 351 條)
- (g) 債權證持有人登記冊(第 308 條)
- (h) 第384條所述的載有相關詳情的登記冊(第384條)
- (i) 董事或成員決議的文本、董事會議或成員大會的議事程序紀錄及唯一董事或成員的決定的書面紀錄(第481、483和618條)
- (j) 獲准許的彌償條文的文本或一份列明該條文的條款的書面備忘錄(第 471 條)及
- (k) 管理合約的文本或列出該合約的條款的書面備忘錄(第 543 條)。

根據《公司條例》第 657 條訂立的規例所訂明的地方是香港境內的地方。

2. 註冊非香港公司必須根據《公司條例》的規定，備存押記登記冊及設立押記的文書的副本於公司在香港的主要營業地點，或根據《公司條例》第 356 條訂立的規例所訂明公司在香港的主要營業地點以外的地方。根據《公司條例》第 356 條訂立的規例所訂明的地方是香港境內的地方。
3. 公司或註冊非香港公司須將登記冊或公司紀錄備存的地方，通知公司註冊處處長(「處長」)。除非該等登記冊及紀錄時刻備存在公司的註冊辦事處(或就有備存押記登記冊及設立押記的文書的副本的註冊非香港公司而言，備存於公司在香港的主要營業地點)，公司或註冊非香港公司必須在該些登記冊或公司紀錄首次在該些地方備存後，及在備存的地方有任何更改後的15日內，交付本表格予處長登記。
4. 原有公司(指在《2018 年公司(修訂)條例》生效日期前已存在的公司)在符合下列情況下，無須將其重要控制人登記冊備存所在的地方通知處長—
- (a) 如自該公司的重要控制人登記冊開始存在時起，已將該登記冊時刻備存於該公司的註冊辦事處，又或
 - (b)
 - (i) 自該生效日期起，該公司的成員登記冊繼續時刻備存於在緊接該生效日期前該登記冊所備存的地方，而在緊接該生效日期前，該公司已就其成員登記冊所備存的地方，將根據《公司條例》第 628 條所規定的通知交付處長；及
 - (ii) 自該公司的重要控制人登記冊開始存在時起，該登記冊亦已時刻備存於該公司的成員登記冊所備存的同一地方。

5. 請劃一以中文或英文申報各項所需資料。如以中文申報，請用繁體字。以手寫方式填寫的表格或不會被公司註冊處接納。
6. 請提供提交人資料。除非有特別事項需要公司註冊處注意，否則無須另加附函。
7. 你可郵寄本表格到「香港金鐘道 66 號金鐘道政府合署 14 樓公司註冊處」，或親身到上址交付。如以郵寄方式交付表格而處長並沒有收到該表格的話，則該表格不會視作曾為遵從《公司條例》中有關條文的規定而交付處長。

簽署

8. 本表格必須由一名董事或公司秘書簽署。如屬註冊非香港公司，本表格亦可由一名經理或獲授權代表簽署。公司註冊處不接納未簽妥的表格。

商業登記號碼

9. 請填報由稅務局轄下的商業登記署所發出的商業登記號碼（即商業登記證號碼的首 8 位數字），「-」後的數字無須填寫。於 2023 年 12 月 27 日或之後成立／註冊的公司，商業登記號碼亦已用作公司註冊處所發出的「公司註冊證明書」或「非香港公司註冊證明書」上的編號。

登記冊及公司紀錄的備存地點（第 2B 項）

10. 如第 2A 項所選的登記冊或公司紀錄的備存地點為公司註冊辦事處以外的地方，請於「備存地點(註冊辦事處以外)」的空格內加上 ✓ 號，並申報其在香港的備存地點的詳細地址。本處不接納非香港地址及郵政信箱號碼。
11. 如第 2A 項所選的登記冊或公司紀錄的備存地點由公司註冊辦事處以外的地方轉為公司註冊辦事處，請於「轉為備存於註冊辦事處」的空格內加上 ✓ 號。
12. 如公司將某登記冊或公司紀錄的不同部分備存於不同的地點，請於「備註」一欄內清楚述明備存於該地點的相關部分。例如，公司將某登記冊按時段備存於不同的地點時，須於「備註」一欄內述明備存於該地點的登記冊所涵蓋的時段，並用續頁填報其餘地點。

NOTICE OF LOCATION OF REGISTERS AND COMPANY RECORDS

For the purposes of sections 309(2)&(3), 351(4)&(5), 354(1)&(2), 385(2)&(3), 471(4), 543(5), 619(2)&(3), 628(2)&(3), 641(4)&(5), 648(4)&(5), 653M(2)&(3) and 653N(1)&(2) of Companies Ordinance (Cap. 622)

Notes for Completion of Form NR2

Introduction

1. A company is required to keep various registers and company records pursuant to the requirements of the Companies Ordinance at its registered office or at places other than the registered office as prescribed by regulations made under sections 356 and 657 of the Companies Ordinance. These registers and company records include –

- (a) register of members (section 627)
- (b) significant controllers register (section 653H)
- (c) register of directors (section 641)
- (d) register of company secretaries (section 648)
- (e) register of charges (section 352)
- (f) copy of every instrument creating a charge (section 351)
- (g) register of debenture holders (section 308)
- (h) register of particulars referred to in section 384 (section 384)
- (i) copies of resolutions of directors or members, minutes of proceedings of directors' meetings or general meetings and written records of decisions of the sole director or member (sections 481, 483 and 618)
- (j) copy of a permitted indemnity provision or a written memorandum setting out the terms of the provision (section 471), and
- (k) copy of a management contract or a written memorandum setting out the terms of the contract (section 543).

The place prescribed by regulations made under section 657 of the Companies Ordinance is a place in Hong Kong.

2. A registered non-Hong Kong company is required to keep a register of charges and copies of instruments creating charges pursuant to the requirements of the Companies Ordinance at its principal place of business in Hong Kong or at places other than a company's principal place of business in Hong Kong as prescribed by regulations made under section 356 of the Companies Ordinance. The place prescribed by regulations made under section 356 of the Companies Ordinance is a place in Hong Kong.
3. A company or a registered non-Hong Kong company must notify the Registrar of Companies (the Registrar) of the places at which the registers and company records are kept. Unless the registers and records have at all times been kept at the registered office of the company (or the principal place of business in Hong Kong for the register of charges and copies of instruments creating charges kept by a registered non-Hong Kong company), the company must notify the Registrar in this form of the locations of the registers and company records within 15 days after they are first kept at those places and of any changes in those locations.
4. An existing company (that is a company that came into existence before the commencement of the Companies (Amendment) Ordinance 2018) is not required to notify the Registrar of the place at which its significant controllers register is kept if,:
- (a) since the company's significant controllers register came into existence, the register has at all times been kept at the company's registered office; **OR**
 - (b) (i) since the commencement date, the company's register of members has at all times been kept at the place at which it was kept immediately before that date, and immediately before the commencement date, the company has delivered to the Registrar notice(s) to notify the Registrar of the place at which the register of members is kept (as required under section 628); and
 - (ii) since the company's significant controllers register came into existence, the register has at all times been kept at the same place at which the company's register of members is kept.

5. Please fill in all particulars and complete all items consistently in either Chinese or English. Traditional Chinese characters should be used if the form is completed in Chinese. Please note that handwritten forms may be rejected by the Companies Registry.
6. Please complete the Presentor's Reference. Unless the presentor needs to raise a specific issue for the attention of the Companies Registry, no covering letter is required.
7. This form can be delivered by post or in person to "The Companies Registry, 14th floor, Queensway Government Offices, 66 Queensway, Hong Kong". If the form is delivered by post but the Registrar has not received it, the form will not be regarded as having been delivered to the Registrar in satisfaction of the relevant provision of the Companies Ordinance.

Signature

8. This form must be signed by a director or the company secretary. For a registered non-Hong Kong company, this form can also be signed by a manager or the authorized representative. A form which is not properly signed will be rejected by the Companies Registry.

Business Registration Number

9. Please provide the business registration number (i.e. the first 8 digits of the Business Registration Certificate number) issued by the Business Registration Office of the Inland Revenue Department. The numbers after [-] are not required. For companies incorporated / registered on or after 27 December 2023, the business registration number is also adopted as the "No. " on the "Certificate of Incorporation" or "Certificate of Registration of Non-Hong Kong Company" issued by the Companies Registry.

Location of Registers and Company Records (Section 2B)

10. If the register or company record indicated in section 2A is kept at a place other than the company's registered office, please put a tick in the box of "Location (Other than Registered Office)" and state the full address of the location in Hong Kong at which the register or company record is kept. Non-Hong Kong addresses and post office box numbers are not acceptable.
11. If the location of the register or company record indicated in section 2A is changed from a place other than the company's registered office to the company's registered office, please put a tick in the box "Changed to be Kept at Registered Office".
12. Where different parts of a register or company record are kept at different places, please state clearly in the "Remarks" box the specific parts of the register or company record kept in the stated location (e.g. in the case where a register covering different periods is kept at different locations, state the period covered by the specific part of the register that is kept at the stated location in the relevant "Remarks" box) and use continuation sheet(s) to report the remaining location(s).