

L.N. 31 of 2019

**Non-Hong Kong Companies (Disclosure of Company
Name, Place of Incorporation and Members' Limited
Liability) Regulation**

(Made by the Financial Secretary under sections 805A and 805B of
the Companies Ordinance (Cap. 622))

1. Commencement

This Regulation comes into operation on the day on which section 79 of the Companies (Amendment) (No. 2) Ordinance 2018 (35 of 2018) comes into operation.

2. Interpretation

(1) In this Regulation—

approved name (經批准名稱) has the meaning given by section 774(1) of the Ordinance;

business venue (業務場所), in relation to a non-Hong Kong company, means—

- (a) an office or a place in Hong Kong where the company carries on its business and that is open to the public; or
- (b) the principal place of business of the company in Hong Kong;

communication document (通訊文件), in relation to a non-Hong Kong company, means a business letter, notice or other official publication of the company;

corporate name (法團名稱) has the meaning given by section 774(1) of the Ordinance;

transaction instrument (交易文書), in relation to a non-Hong Kong company, means—

- (a) a contract or deed purporting to be signed by or on behalf of the company;
 - (b) a bill of exchange, promissory note or endorsement purporting to be signed by or on behalf of the company;
 - (c) a cheque or order for money or goods purporting to be signed by or on behalf of the company; or
 - (d) a consignment note, invoice, receipt or letter of credit of the company.
- (2) In this Regulation, a reference to a non-Hong Kong company's name is, in the case of a registered non-Hong Kong company—
- (a) subject to paragraph (b), a reference to the company's corporate name in characters of the Latin alphabet or in Chinese; or
 - (b) if there is an approved name, in relation to that corporate name, shown in the Companies Register, a reference to the approved name.
- (3) In this Regulation, a reference to a communication document or transaction instrument is a reference to it in hard copy form, electronic form or any other form.

3. Display of name and place of incorporation at business venue

- (1) A non-Hong Kong company must display continuously its name and its place of incorporation in legible characters at every business venue of the company.
- (2) The name and the place of incorporation must be so positioned that they may be easily seen by any visitor to the business venue.

- (3) If a location is a business venue of more than 6 non-Hong Kong companies, and any of the companies, in purported compliance with subsection (1), displays both its name and its place of incorporation through an electronic device, the name and the place of incorporation are taken to be displayed continuously for the purposes of that subsection if the condition under subsection (4) is met.
- (4) The condition is that—
 - (a) the name and the place of incorporation are displayed for at least 15 continuous seconds at least once in every 4 minutes; or
 - (b) the name and the place of incorporation are capable of being displayed within 4 minutes after a request for the display is made through the electronic device.
- (5) If—
 - (a) a liquidator, receiver or manager of the property of a non-Hong Kong company has been appointed; and
 - (b) any business venue of the company is also a place where the business of the liquidator, receiver or manager is carried on,
subsections (1) and (2) do not apply to that business venue.

4. Name and place of incorporation to appear in communication documents etc.

A non-Hong Kong company must state in legible characters its name and its place of incorporation in every communication document and transaction instrument of the company in Hong Kong.

5. Duty to disclose members' limited liability

If the liability of the members of a non-Hong Kong company is limited, the company must—

- (a) conspicuously exhibit a notice of that fact at every business venue of the company; and
- (b) state in legible characters that fact in every communication document and transaction instrument of the company in Hong Kong.

6. Duty to disclose certain matters while in liquidation

- (1) This section applies to a non-Hong Kong company in liquidation.
- (2) The non-Hong Kong company must, in every advertisement of the company in Hong Kong—
 - (a) state in legible characters its name and its place of incorporation; and
 - (b) where applicable, state in legible characters that the liability of its members is limited.
- (3) The non-Hong Kong company must comply with subsection (4)—
 - (a) when displaying its name under section 3; and
 - (b) when stating its name under subsection (2) or section 4.
- (4) The non-Hong Kong company must—
 - (a) if its name is in a language other than Chinese—add “(in liquidation)” after the name;
 - (b) if its name is in Chinese—add “(正進行清盤)” after the name; or
 - (c) if its name is in Chinese and in a language other than Chinese—

- (i) add “(正進行清盤)” after the name in Chinese; and
- (ii) add “(in liquidation)” after the name in that other language.

7. Adequacy of certain descriptions of non-Hong Kong companies

The description of a non-Hong Kong company is not inadequate or incorrect only because of—

- (a) the use of—
 - (i) the abbreviation “Co.” or “Coy.” in lieu of the word “Company” contained in the name of the company;
 - (ii) the abbreviation “Ltd.” in lieu of the word “Limited” contained in the name of the company;
 - (iii) the abbreviation “HK” or “H.K.” in lieu of the words “Hong Kong” contained in the name of the company;
 - (iv) the symbol “&” in lieu of the word “and” contained in the name of the company;
 - (v) any of those words in lieu of the corresponding abbreviation or symbol contained in the name of the company; or
 - (vi) any type or case of letters, spaces between letters, accents or punctuation marks that are not the same as those appearing in the name of the company; or
- (b) the use or omission of “The” or “the” as the first word in the description.

8. Offences

If a non-Hong Kong company contravenes section 3(1) or (2), 4, 5 or 6(2) or (3), the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence, and each is liable to a fine at level 3.

Paul CHAN Mo-po
Financial Secretary

15 March 2019

Explanatory Note

This Regulation provides for, in relation to a non-Hong Kong company, the requirements regarding—

- (a) the display of its name and place of incorporation;
- (b) the disclosure of the limited liability of its members;
and
- (c) the disclosure of certain matters while it is in liquidation.

2. The Regulation also stipulates the offences for contravening the provisions relating to the matters mentioned in paragraph 1.