

# Company Re-domiciliation

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# Companies Amendment (No.2) Ordinance 2025 (the “Amendment Ordinance”)

The Amendment Ordinance was effective on **23 May 2025**

- Introducing an inward company re-domiciliation regime in Hong Kong
- Providing clarity on the applicability of existing legislation to a re-domiciled company
- Expanding the scope of application of existing legislation to also covering a re-domiciled company

# Background (1)

- Demand for a company re-domiciliation regime in Hong Kong
  - Rising costs and regulatory hurdles in traditional offshore jurisdictions drive demand for re-domiciliation
  - **Insurance sector** seeks a regime enabling overseas domiciled insurers largely operating in Hong Kong to re-domicile to Hong Kong
  - **Successful precedents:** Re-domiciliation for Open-Ended Fund Companies (OFCs) and Limited Partnership Funds (LPFs) has been smooth since their launch in 2021

# Background (2)

## Current Challenges in Re-domiciling to Hong Kong

### ➤ Existing Methods

- 1. **Wind up & reincorporate** – Liquidate overseas entity and form a new Hong Kong company
- 2. **Court-approved scheme** – Convert into a wholly-owned subsidiary of a Hong Kong incorporated company via complex restructuring

### ➤ Key Issues

- High complexity & cost
- Loss of continuity – Corporate history, contracts, IP, and assets may not transfer seamlessly
- Regulatory overlap – Risk of dual-jurisdiction compliance burdens

# Benefits of establishing a full-fledged re-domiciliation regime in Hong Kong

For overseas companies	For overseas companies already active in Hong Kong	For Hong Kong's financial market
<ul style="list-style-type: none"><li>• Preserve legal identity and operational continuity</li></ul>		<ul style="list-style-type: none"><li>• Increase investment, demand for professional services, and skilled job opportunities</li><li>• Strengthen Hong Kong's position as a global business and financial hub and an open and competitive economy</li></ul>
<ul style="list-style-type: none"><li>• Enjoy Hong Kong's open and efficient company governance regime, simple taxation system, world class professional services and better access to vibrant economies of Mainland and Asian region</li></ul>	<ul style="list-style-type: none"><li>• Better align the geographical coverage of business activities with domicile</li></ul>	

# Key Features (1)

<b>Scope</b>	<p>An inward re-domiciliation regime <b>applicable to 4 types of companies that could be formed in Hong Kong</b> or their comparable overseas incorporation types</p> <ul style="list-style-type: none"><li>• Private companies limited by shares</li><li>• Public companies limited by shares</li><li>• Private unlimited companies with a share capital</li><li>• Public unlimited companies with a share capital</li></ul>
<b>Legal identity</b>	<p>Re-domiciliation does not have the effect of creating a new legal entity and <b>will not affect:</b></p> <ul style="list-style-type: none"><li>• the business continuity of the body corporate</li><li>• any property, rights, obligations and liabilities acquired, accrued or incurred</li><li>• any contract made by or in relation to the body corporate</li><li>• any legal proceedings commenced or continued by or against the body corporate</li></ul>

# Key Features (2)

## Economic substance test

**No economic substance test** to ensure inclusiveness of the regime to different companies (e.g. holding companies)

## Tax obligations

- **Companies' tax obligation** in the original domicile would not be affected
- **Transitional arrangements on the tax obligations of the incoming companies** to provide certainty on the prospective tax-related changes

# Eligibility Criteria (1)

## General background

- The **company** type of the applicant under the law of its original domicile is the same or substantially the same as the type the applicant proposes to register under the CO
- The law of the applicant's original domicile **allows re-domiciliation** and the applicant **has complied with the relevant requirements**
- As at the date of application, the applicant's **first financial year since its incorporation has passed**

## Integrity

The intended re-domiciled company **will not be used for unlawful purposes or purposes contrary to the public interest**

# Eligibility Criteria (2)

## Member and creditor protection

- The re-domiciliation application is made **in good faith and not intended to defraud existing creditors**
- **Members' consent to the re-domiciliation** has been obtained in accordance with the law of the original domicile and the constitutional document of the applicant. If there is no such requirement, a resolution of members approving the re-domiciliation has been duly passed by a majority of at least 75%

## Solvency

- The applicant will be **able to pay its debts** which fall due within the period of 12 months beginning on the application date
- The applicant is **not in liquidation or being wound up** and **no proceeding for liquidation or winding up** against the applicant is ongoing or pending

# Application procedures (1)

- The Registrar of Companies (“R of C”) will administer and approve re-domiciliation applications
- Documents to be delivered on application
  - Form NN6 – Re-domiciliation Form
    - The Re-domiciliation Form contains information of (i) the applicant, (ii) the intended re-domiciled company, and (iii) the directors and company secretary of the re-domiciled company, statements of the applicant and statement of compliance
    - The Re-domiciliation Form must be signed by one of the directors of the applicant
  - A copy of the proposed articles of association of the intended re-domiciled company
  - Other documents to accompany the Re-domiciliation Form
    - Includes (a) a certified copy of certificate of incorporation, (b) a certified copy of constitutional documents, (c) accounts, (d) a legal opinion, and (e) a directors’ certificate

# Application procedures (2)

- Documents to be delivered on application
  - Notice to Business Registration Office (IRBR5)
    - “one-stop approach” will be provided for application for re-domiciliation of companies and business registration
    - Where an applicant is a registered non-Hong Kong company under Part 16 of the Companies Ordinance (Cap. 622) (the “CO”) holding a valid BR Certificate, the applicant must provide its BRN in the Re-domiciliation Form. There is no need to apply for a new BR Certificate and no new Business Registration Certificate will be issued

# Application procedures (3)

## ➤ Application fee

Delivered in electronic form	Delivered in hard copy form
<p>(i) <b>HK\$6,050</b> (including the lodgment fee of HK\$1,030 which is non-refundable if the application is unsuccessful); and</p>	<p>(i) <b>HK\$6,725</b> (including the lodgment fee of HK\$1,145 which is non-refundable if the application is unsuccessful); and</p>
<p>(ii) Prescribed business registration fee and levy (Only applicable to those non-Hong Kong corporations which have not yet registered their businesses under the Business Registration Ordinance, Cap. 310)</p>	<p>(ii) Prescribed business registration fee and levy (Only applicable to those non-Hong Kong corporations which have not yet registered their businesses under the Business Registration Ordinance, Cap. 310)</p>

# Application procedures (4)

- If R of C is satisfied that the requirements for registration are met –
  - The Re-domiciliation Form (Form NN6) and the copy of the proposed articles will be registered
  - A certificate of re-domiciliation will be issued
- Time required for processing re-domiciliation applications
  - If all documents and particulars required for the re-domiciliation application are in order, it is generally estimated that the applicant may be registered as a re-domiciled company in 2 weeks' time

# Application procedures (5)

- As soon as practicable after the re-domiciliation date, the re-domiciled company **must** take all reasonable steps to procure its deregistration in its place of incorporation
- The re-domiciled company **must** submit to R of C a document evidencing its deregistration to the satisfaction of R of C within 120 days after the re-domiciliation date, failing which its registration as a re-domiciled company will be revoked
  - Application may be made to R of C to have the 120-day period extended, subject to any condition that R of C considers appropriate
- Once the re-domiciliation registration is revoked, the company will revert to become a non-Hong Kong company
  - If the company has established a place of business in Hong Kong, the company **must** apply for registration under Part 16 of the CO as a registered non-Hong Kong company within 1 month after the revocation order is made

# Effect of re-domiciliation (1)

## ➤ Regarded as Hong Kong-incorporated companies

- Applicant becomes a re-domiciled company on the date of issue of the certificate of re-domiciliation
- Once re-domiciled, a re-domiciled company will generally be regarded as a company incorporated in Hong Kong
- A re-domiciled company is required to comply with **all** the relevant filing requirements under the CO in the same manner as a company formed and registered under the CO unless otherwise specified
- **Specific** filing obligations imposed on a re-domiciled company include:
  - ❑ Consent to be a Director (Re-domiciled Company) (*new Form NNC3RD*)
  - ❑ Return of Particulars of Members of Re-domiciled Company as at Re-domiciliation Date (*new Form NSC21*)
  - ❑ Statement of Particulars of Charge (For Re-domiciled Company - Charges before Re-domiciliation Date) (*new Form NM10*)

# Effect of re-domiciliation (2)

## ➤ Part 16 Registration Ceases

- If a re-domiciled company was previously registered as a registered non-Hong Kong company under Part 16 of the CO immediately before the re-domiciliation date, its registration under Part 16 of the CO **ceases to have effect on the date of issuance of the certificate of re-domiciliation**
- If immediately before the re-domiciliation, the company is required, but has yet, to comply with any requirement under the CO, the company is required to comply with the requirement as if the re-domiciliation had not taken place and it were still a registered non-Hong Kong company

### □ Examples

- ❖ charges created which have yet to be registered under sections 336 and 339
- ❖ annual return which has yet to be delivered for registration under section 788
- ❖ a return reporting a change in the constitutional document/ directors or company secretary or authorized representative (or the particulars of such persons) etc which has yet to be delivered for registration under section 791

# Thank you!

Companies Registry

公司註冊處

[www.cr.gov.hk](http://www.cr.gov.hk)



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