Companies Registry
The Government of the Hong Kong Special Administrative Region

# Company Re-domiciliation Applications in Practice
## (Part 1 of 2)

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Deputy Registry Manager
Companies Formation & Deregistration Division

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# Application Documents to be submitted

In making an application for registration under section 820C(1) of the Companies Ordinance (Cap.622)(“CO”), an applicant must deliver all the following documents to the Registrar of Companies:

1. **Form NNC6 – Re-domiciliation Form**
2. **Copy of the proposed articles of association**
3. **Documents to accompany the Re-domiciliation Form as specified in Schedule 6C to the CO**
4. **Notice to Business Registration Office (IRBR5)**

1

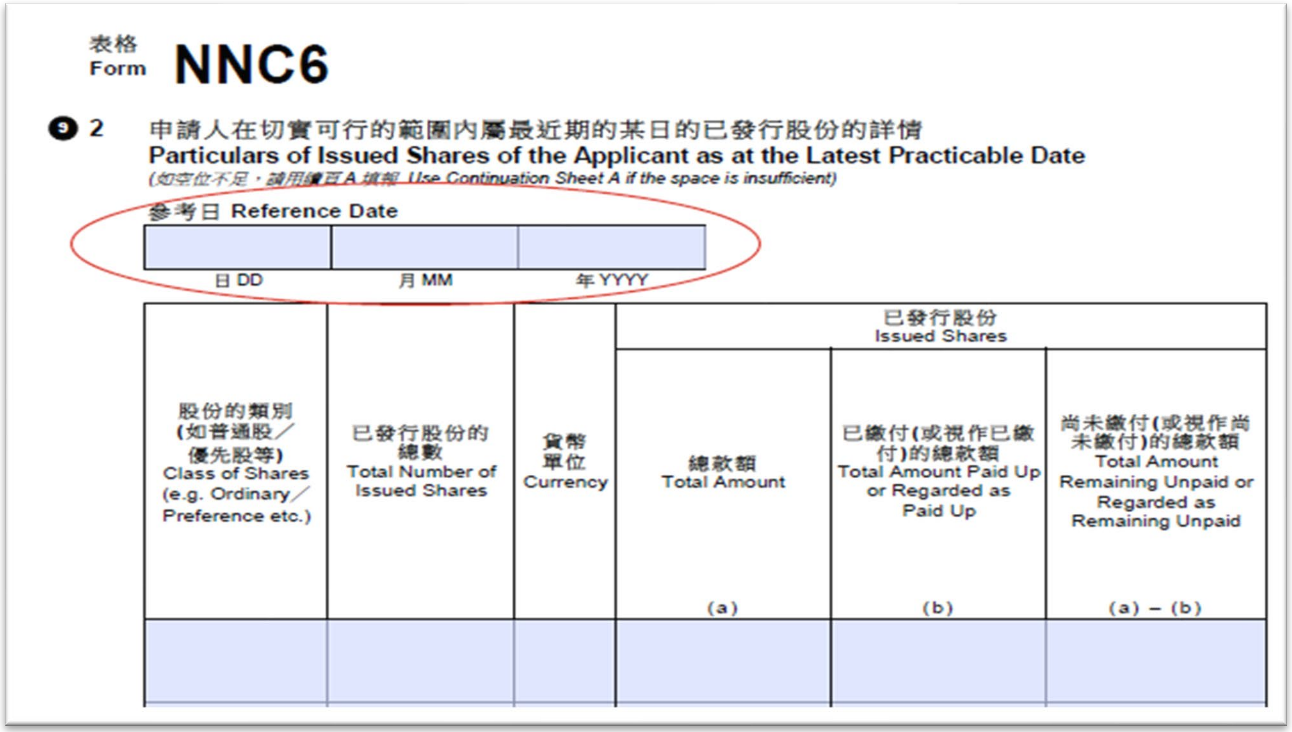
# Form NNC6 – Re-domiciliation Form

Points to note

# Form NNC6 – Re-domiciliation Form

1

“Reference Date” must be provided and it is the date as at which the total number of issued shares is to be stated in the Form as at the latest practicable date (i.e. a date <u>not earlier than 15 days</u> before the application date.) (Section 2 of p.2).



表格 Form **NNC6**

❾ 2 申請人在切實可行的範圍內屬最近期的某日的已發行股份的詳情
**Particulars of Issued Shares of the Applicant as at the Latest Practicable Date**
*(如空位不足，請用續頁A 填報 Use Continuation Sheet A if the space is insufficient)*

參考日 Reference Date

日 DD | 月 MM | 年 YYYY

| 股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary／Preference etc.) | 已發行股份的總數 Total Number of Issued Shares | 貨幣單位 Currency | 已發行股份 Issued Shares: 總款額 Total Amount (a) | 已繳付(或視作已繳付)的總款額 Total Amount Paid Up or Regarded as Paid Up (b) | 尚未繳付(或視作尚未繳付)的總款額 Total Amount Remaining Unpaid or Regarded as Remaining Unpaid (a) – (b) |
|---|---|---|---|---|---|
| | | | | | |

# Form NNC6 – Re-domiciliation Form

2

The Proposed English Name of the Company that the applicant is Intended to become by registering under Section 820C(1) of the Companies Ordinance, Cap.622 (Intended RC) must be ended with “Limited" / “LIMITED” and the Proposed Chinese Name must be ended with “有限公司”. (Section 4(a) of p.4)


(a) 籌劃中公司的擬用名稱 Proposed Name of the Intended RC

擬用的英文名稱 Proposed English Name

WORLDWIDE RICH SUCCESS LTD

擬用的中文名稱 Proposed Chinese Name

環亞大展鴻圖公司


(a) 籌劃中公司的擬用名稱 Proposed Name of the Intended RC

擬用的英文名稱 Proposed English Name

WORLDWIDE RICH SUCCESS LIMITED

擬用的中文名稱 Proposed Chinese Name

環亞大展鴻圖有限公司

# Form NNC6 – Re-domiciliation Form

3

- If there is no proposed Chinese Name for the Intended RC, the field for "Proposed Chinese Name" should be stated as "NIL" instead of leaving it blank.

表格 Form **NNC6**

12 4 申請人藉著根據《公司條例》第 820C(1) 條註冊而成為的公司(「籌劃中公司」)的詳情
Particulars of the Company that the Applicant is Intended to Become by Registering under Section 820C(1) of the Companies Ordinance (Intended RC)

13 (a) 籌劃中公司的擬用名稱 Proposed Name of the Intended RC

擬用的英文名稱 Proposed English Name

ABC LIMITED

擬用的中文名稱 Proposed Chinese Name

NIL

- If the proposed name of the intended RC is <u>different</u> from the name of the applicant, the proposed name must be <u>duly approved</u> by the <u>members</u> of the applicant as the name to be adopted by the intended RC, and the applicant should ensure that the change of the name to the proposed name would <u>not affect its deregistration</u> in its place of incorporation. (Section 4(a) of p.4)

# Form NNC6 – Re-domiciliation Form

4

**The code and full description of the nature of proposed business of the intended RC should be stated. (Section 4(b) of p.4)**

表格 Form **NNC6**

12 **4** 申請人藉著根據《公司條例》第 820C(1) 條註冊而成為的公司(「籌劃中公司」)的詳情
**Particulars of the Company that the Applicant is Intended to Become by Registering under Section 820C(1) of the Companies Ordinance (Intended RC)**

13 (a) **籌劃中公司的擬用名稱 Proposed Name of the Intended RC**

擬用的英文名稱 Proposed English Name

ABC LIMITED

擬用的中文名稱 Proposed Chinese Name

NIL

14 (b) **籌劃中公司擬註冊的公司類別 Type of Company that the Intended RC intends to be Registered**

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

- ☐ 公眾股份有限公司 a public company limited by shares
- ☐ 私人股份有限公司 a private company limited by shares
- ☐ 有股本的公眾無限公司 a public unlimited company with a share capital
- ☐ 有股本的私人無限公司 a private unlimited company with a share capital

15 **擬經營業務性質 Nature of Proposed Business**

| 編碼 Code | 描述 Description |
|---|---|
| | |

16 (c) 籌劃中公司在香港的註冊辦事處的擬用地址

The categories of business nature which are available from the Companies Registry's website (www.cr.gov.hk).

e.g. code 064

Correct: "Financial service activities, including investment and holding companies, and the activities of trusts, funds and similar financial entities"

Incorrect: "Holding companies"

# Form NNC6 – Re-domiciliation Form

5

- The director of the applicant who signs the Re-domiciliation Form and is to be a director of the intended RC on its registration should sign the Consent Statement in the Re-domiciliation Form. (Section 6A / 6B of p.7 / p.8).

34

| 提示 Advisory Note | 所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。 All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. |
| --- | --- |

35 擔任董事同意書 Consent to be a Director *(請在適用的空格內加上 ✓ 號 Please tick the relevant box)*

☑ 本人同意在籌劃中公司註冊時擔任其董事，並確認本人已年滿 18 歲。
I consent to be a director of the intended RC on its registration and confirm that I have attained the age of 18 years.

簽署 Signed : Jackie Ko

☐ 「擔任董事同意書」會在遷冊日之後的 15 日內交付登記。
The 'Consent to be as Director' will be delivered for registration within 15 days after the re-domiciliation date.

# Form NNC6 – Re-domiciliation Form

6

➢ Other directors should either sign the Consent Statement in the Re-domiciliation Form or deliver a Form NNC3RD - Consent to be a Director (Re-domiciled Company) for registration <u>within 15 days</u> after the date on which the certificate of re-domiciliation is issued.

34

| 提示 Advisory Note | 所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。<br>All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide. |
|---|---|

35 **擔任董事同意書 Consent to be a Director** *(請在適用的空格內加上 ✓ 號 Please tick the relevant box)*

☐ **本人獲上述法人團體授權確認上述法人團體同意在籌劃中公司註冊時擔任其董事。**
**I being authorized by the above body corporate, confirm that the body corporate consents to be a director of the intended RC on its registration.**

簽署 Signed :

姓名 Name :

法人團體的董事／公司秘書／獲授權人士*
Director／Company Secretary／Authorized Person of the Body Corporate*
*請刪去不適用者 Delete whichever does not apply

☑ **「擔任董事同意書」會在遷冊日之後的 15 日內交付登記。**
**The 'Consent to be a Director' will be delivered for registration within 15 days after the re-domiciliation date.**

CR 公司註冊處 Companies Registry

擔任董事同意書
(經遷冊公司)
Consent to be a Director
(Re-domiciled Company)

表格 Form **NNC3RD**

商業登記號碼 Business Registration Number: XXXXXXX

註 Note

1 公司名稱 Company Name: ABC LIMITED

2 擔任董事同意書 Consent to be a Director

A. 董事為自然人 Natural Person as Director
姓名 Name: JACKIE KO

本人已同意在公司註冊為經遷冊公司時擔任其董事，並確認本人在公司註冊時已年滿 18 歲。
I have consented to be a director of this re-domiciled company on its registration and confirm that I have attained the age of 18 years on the date of its registration.

B. 董事為法人團體 Body Corporate as Director
名稱 Name:

本人獲上述法人團體授權確認上述法人團體已同意在公司註冊為經遷冊公司時擔任其董事。
I, being authorized by the above body corporate, confirm that the body corporate has consented to be a director of this re-domiciled company on its registration.

提示 Advisory Note
所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

簽署 Signed: Jackie Ko　　日期 Date: 05/05/2026
日 DD / 月 MM / 年 YYYY

# Form NNC6 – Re-domiciliation Form

7

Presentors should clarify with the applicant as to the requirement to obtain consent from members for the re-domiciliation before completing the Statements of the Form by checking **either one** of the boxes. (Section 9(f) of page 11)

(f) 申請人就遷冊徵得其成員的同意 **Consent for the re-domiciliation from members**

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

☐ 如根據申請人的成立地的法律或申請人的章程文件規定，申請人須就遷冊徵得其成員同意，相關規定已獲遵守。

**If, under the law of the place of incorporation or the constitutional document of the Applicant, the Applicant is required to obtain consent from its members for the re-domiciliation, the relevant requirement has been complied with.**

☐ 如根據申請人的成立地的法律或申請人的章程文件均無規定申請人須就遷冊徵得其成員同意，一項贊同遷冊的成員決議，已根據申請人的成立地的法律及申請人的章程文件，妥為通過；及該項決議是在會議上，獲最少75%的多數票通過的，或(如該項決議是在無會議的情況下通過的)是以書面方式，獲最少75%的多數票通過的。

**If there is no requirement to obtain consent from its members for the re-domiciliation under the law of the place of incorporation or the constitutional document of the Applicant, a resolution of members is duly passed for the re-domiciliation under the law of the place of incorporation and the constitutional document of the Applicant; and that the resolution is passed at a meeting, or (if it is passed without a meeting) is passed in writing, by a majority of at least 75%.**

2

# Copy of Proposed Articles of Association

Points to note

# Copy of Proposed Articles of Association

1

- Three samples of model articles of association are available on the Companies Registry's website (www.cr.gov.hk) for use or reference.
- The mandatory articles that are required under sections 81, 83 and 84 of the Companies Ordinance, Cap.622 (the "CO") are applicable to re-domiciled companies. Section 85(1) of the CO is NOT applicable to re-domiciled companies. Hence, the information of the statement of share capital and initial shareholdings and the statement of subscription of shares of founder member(s) are not required to be contained in the proposed articles of association of an intended RC.

**4. Share Capital and Initial Shareholdings (on the company's formation)**

| | | |
|---|---|---|
| (i) | The total number of shares that the company proposesto issue | 1 |
| (ii) | The total amount of share capital to be subscribed bythe company's founder members | USD1.00 |
| (iii) | The amount to be paid up or to be regarded as paid up | USD1.00 |
| (iv) | The amount to remain unpaid or to be regarded as remaining unpaid | USD0.00 |

3A

# Other Document – Certificate of Incorporation

Points to note

# Certificate of Incorporation

1

## If the place of incorporation of the applicant is -

| (a) the place in which the applicant is incorporated | (b) any other place ("particular place") |
|---|---|
| a **certified copy of the certificate of incorporation** of the applicant, or a certified copy of any equivalent document, **issued under the law of that place**; | - a **certified copy of the certificate of incorporation** of the applicant, or a certified copy of any equivalent document, **issued under the law of the place in which the applicant is incorporated**; **AND**<br>- a **certified copy of the certificate of registration of the applicant as a company**, or a certified copy of any equivalent document, **issued under the law of the particular place**.<br><br>**Example:**<br>**If a non-Hong Kong company has, after its incorporation in Jurisdiction A, transferred its domicile to another jurisdiction ("Jurisdiction B"), both the certified copies of certificate of incorporation issued by Jurisdiction A and the certificate of registration issued by Jurisdiction B have to be submitted.** |

# Certificate of Incorporation

2

A certified copy of a document is a copy of a document certified as a true copy of the document by –

| (A) if the copy is certified in the place of incorporation of the applicant | (B) If the copy is certified in Hong Kong | (C) an officer of the applicant |
|---|---|---|
| (i) an official of the government of that place to whose custody of the document is committed;<br>(ii) a notary public practising in that place;<br>(iii) a lawyer practising in that place;<br>(iv) a professional accountant practising in that place;<br>(v) an officer of a court of law duly authorized by the law of that place to certify documents for any judicial or other legal purpose; or<br>(vi) a professional company secretary practising in that place | (i) a notary public practising in Hong Kong;<br>(ii) a solicitor practising in Hong Kong;<br>(iii) a certified public accountant (practising);<br>(iv) an officer of the court in Hong Kong who is authorized by law to certify documents for any judicial or other legal purpose;<br>(v) a consular officer of the place of incorporation of the applicant; or<br>(vi) a professional company secretary practising in Hong Kong | e.g. a director of the applicant |

# Certificate of Incorporation

3

If the certificate is in a language other than the English language and the Chinese language, a certified translation of the certificate in the English language or the Chinese language is required. The translated document should be certified under section 4 of the Companies Ordinance.

1) Sample 1 - Translation made in Hong Kong

I, Chan Tai Man, am a translator, hereby certify that the attached English version of the listed document is, to the best of my knowledge and belief, a complete and accurate translation from the Chinese version.

Date: 21.6.2024

Name: Chan Tai Man

I, Chan Siu Ming, a solicitor practising in Hong Kong, hereby certify that I believe Chan Tai Man, a translator, is a competent person to translate the attached document from Chinese language into the English language

Date: 22.6.2024

Name: Chan Siu Ming

2. Sample 2 - Translation made in a place outside Hong Kong

I, Chan Tai Man, am a translator, hereby solemnly and sincerely declare that:

(1) I am well acquainted with the Korean and the English language, and
(2) the attached documents of [Name of the non-Hong Kong company] are a true and correct English translation of the Korean version.

And I make this solemn declaration conscientiously believing the same to be true and correct.

Signed this 27th Day of July, 2024

(Chan Tai Man)

I, Chan Siu Ming, notary public of Pyeonghwa Law and Notary Office authorized by the Minister of Justice, the Republic of Korea, hereby certify the Chan Tai Man, is to the best of my knowledge and belief competent to translate the attached document of [Name of the non-Hong Kong company], from Korean language into the English language.

Signed this 27th Day of July, 2024

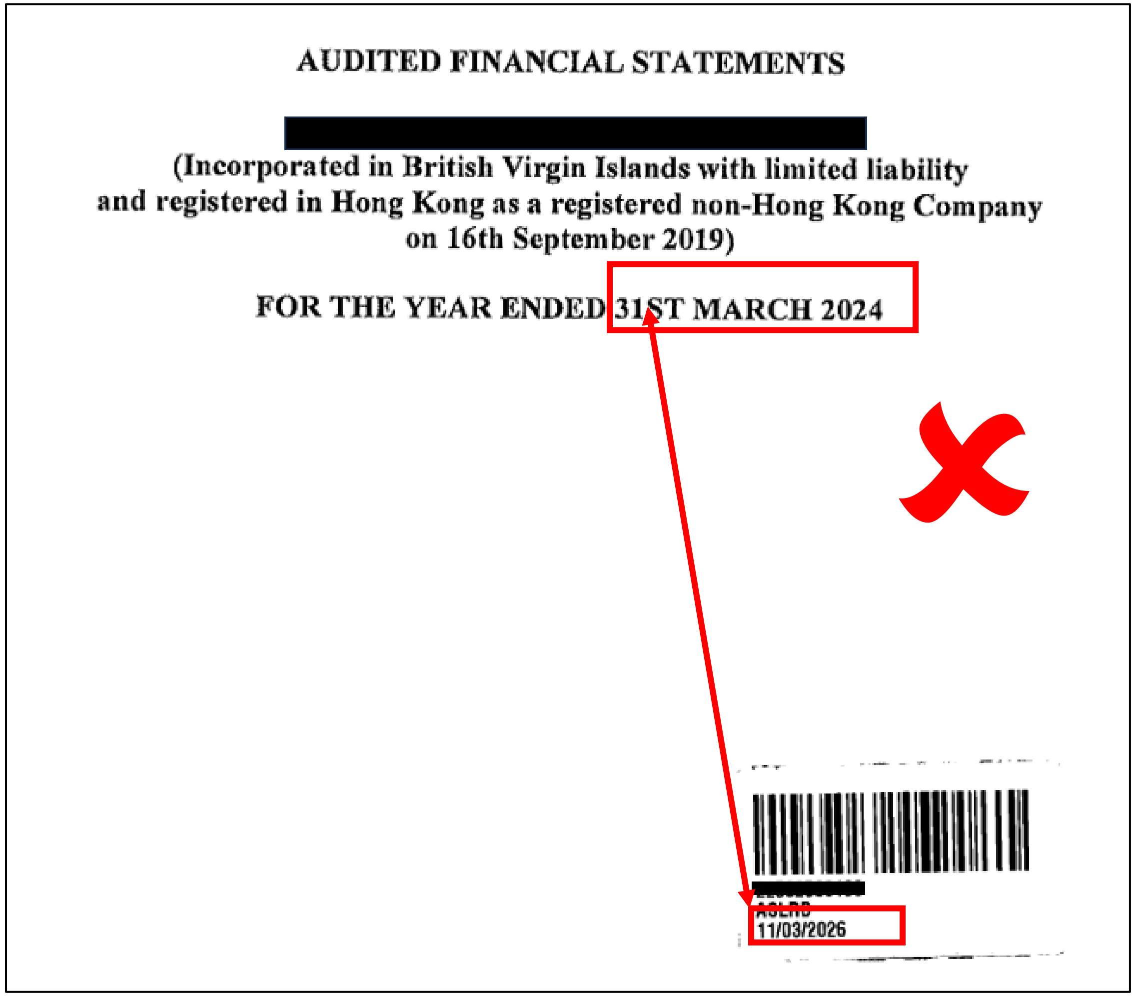
(Chan Siu Ming)

# 3B Other Document – Accounts

Points to note

# Accounts

- The accounts / audited accounts as at the latest practicable date before the application date must accompany the Re-domiciliation Form.
- The accounts as at the latest practicable date before the application date means the accounts ended on a date which is not earlier than 12 months before the application date.


AUDITED FINANCIAL STATEMENTS

[redacted]

(Incorporated in British Virgin Islands with limited liability
and registered in Hong Kong as a registered non-Hong Kong Company
on 16th September 2019)

FOR THE YEAR ENDED 31ST MARCH 2024

[redacted]
11/03/2026

- Application date is 11/3/2026
- Latest practicable date of the audited accounts is 31/3/2024, i.e. **earlier than 12 months** before the application date

# 3C

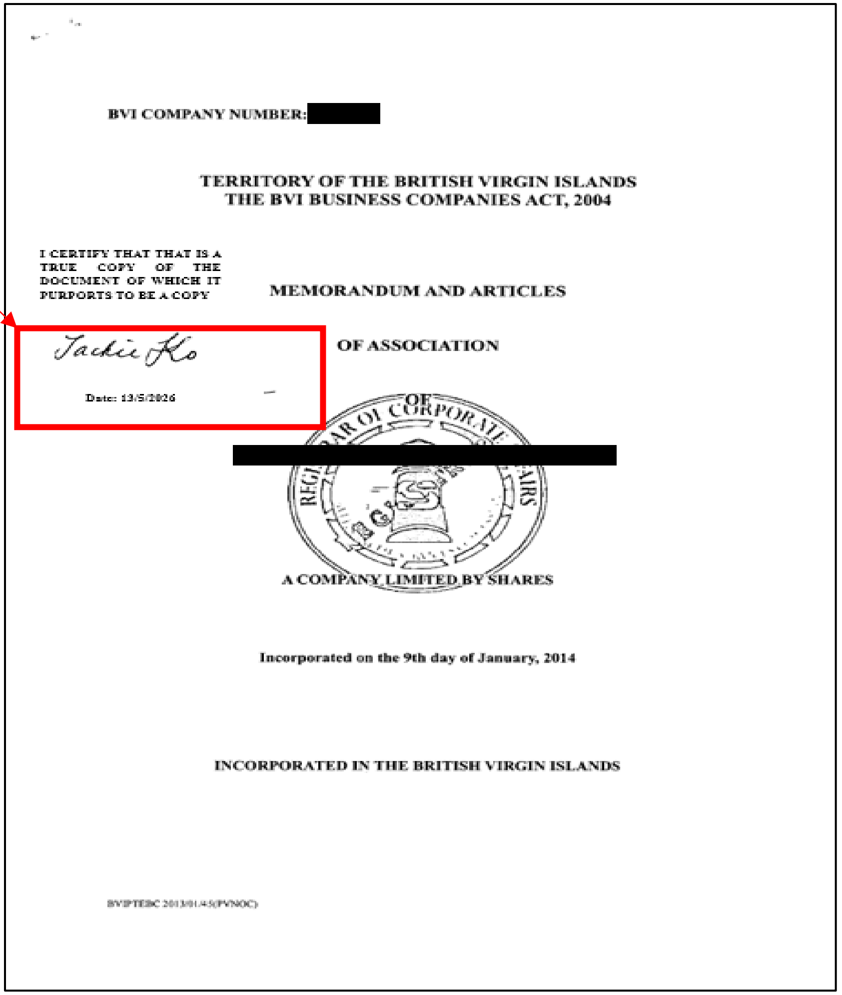
# Other Document – Constitutional Document of the Applicant

Points to note

# Constitutional Document of the Applicant

**The constitutional document of the applicant should be a certified copy. The full name and capacity of the person who makes the certification and the date of certification should be stated thereon.**

Only the signature and the date of certification are stated.



BVI COMPANY NUMBER: [redacted]

TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE BVI BUSINESS COMPANIES ACT, 2004

I CERTIFY THAT THAT IS A TRUE COPY OF THE DOCUMENT OF WHICH IT PURPORTS TO BE A COPY

Jackie Ko

Date: 13/5/2026

MEMORANDUM AND ARTICLES

OF ASSOCIATION

OF

[redacted]

A COMPANY LIMITED BY SHARES

Incorporated on the 9th day of January, 2014

INCORPORATED IN THE BRITISH VIRGIN ISLANDS

BVIPTEBC 2013/01/45(PVNOC)

**Example of correct certification**

**Full Name + Capacity + Date**

I CERTIFY THAT THAT IS A TRUE COPY OF THE DOCUMENT OF WHICH IT PURPORTS TO BE A COPY

(signature)

TAIMAN CHAN
Director of the Applicant
Date: 13 May 2026

3D

# Other Document – Director’s Certificate

Points to note

# Director's Certificate

- The Directors' Certificate should be issued within 35 days before the application date.
- The Certificate should be signed by a director of the applicant approved by the board of directors of the applicant.
- The director should certify that he/she has been approved by resolution of the board of directors to sign the Certificate.
- The contents / wordings of the Certificate should follow section 2(2) of Schedule 6C of the Companies Ordinance, Cap.622.

**Sample 1:**

**[redacted] Ltd**

**[redacted]有限公司**

*(a company incorporated in the [redacted])*

**Director's Certificate**

I, [redacted], a Director of [redacted] (the "**Company**"), a company duly organised and existing under the laws of the [redacted] with registered office at [redacted], hereby confirm that I have been approved by the Board of Directors to sign this certificate and certify the following that:

# Director's Certificate

➢ **If the director has <u>not</u> certified that he/she has been approved by resolution of the board of directors of the applicant to sign the Certificate, the document does not comply with the requirement specified under section 2(3) of Schedule 6C of the Companies Ordinance, Cap.622.**

**Sample 2:**

[redacted] **Ltd**

[redacted]有限公司

*(a company incorporated in the* [redacted] *)*

**<u>Director's Certificate</u>**

I, [redacted], a Director of [redacted] (the "**Company**"), a company duly organised and existing under the laws of the [redacted] with registered office at [redacted], certify the following that:

3E

# Other Document – Member’s Resolution

Points to note

# Member's Resolution

- If neither the law of the place of incorporation nor the constitutional document of the applicant requires consent from members of the applicant for the applicant to become a re-domiciled company, a <u>certified copy of the resolution of members</u> which
  - is <u>duly passed</u> for the re-domiciliation under the law of the place of incorporation and the constitutional document of the applicant, and
  - is passed at a meeting, or (if it is passed without a meeting) is passed in writing, by a majority of <u>at least 75%.</u>

[redacted]

("the Company")

**Company No.** [redacted]

Incorporated in the British Virgin Islands under the BVI Business Companies Act, 2004

**Written Resolution of the Sole Member adopted on the [redacted] day of [redacted] 2025**

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The undersigned, being the Sole Member of [redacted]., a company incorporated in accordance with the BVI Business Companies Act, 2004, whose registered office is at [redacted] British Virgin Islands, hereby adopts the following resolutions in writing in accordance with the BVI Business Companies Act, 2004:

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In these resolutions "**Continuation**" means the Company's continuation as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands, specifically, the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong**") in the manner provided under the laws of Hong Kong (and includes the Company's "re-domiciliation" to Hong Kong as the term "re-domiciliation" is defined under the laws of Hong Kong).

WHEREAS the Sole Member by his signature below, hereby confirms that he has carefully considered the draft of the proposed Hong Kong Articles of Association (which the Company intends to use for the Continuation (the "**Hong Kong Articles**")) and has no objection to its contents.

**1. Approval of Continuation**

RESOLVED THAT the Continuation be and is hereby authorized and approved, in accordance with all applicable laws and regulations.

# THANK YOU

www.cr.gov.hk