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22 June 2001

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COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 1/2001

Registration of Company Names of Oversea Companies under Part XI of the Companies Ordinance

From time to time, requests have been made by overseas companies who wish to have their corporate names registered in both English and Chinese under Part XI of the Companies Ordinance (Part XI), notwithstanding the fact that only the English or Chinese name of a company appears in the certificate of incorporation (or its equivalent) issued in the company's place of incorporation.

2. In view of this, Companies Registry (the Registry) has reviewed its policy on the registration of names of overseas companies in consultation with members of the Companies Registry Customer Liaison Group. As a result, it has been decided that with effect from 3 July 2001, overseas companies which intend to register their corporate names in both English **and** Chinese under Part XI should, **in addition to** the documents required under section 333(1) (for new registrations) or section 335(2) (for changes of corporate name), provide the Registry with a certified translation in English **or** Chinese (as the case may be) of the relevant section of the certificate of incorporation (or its equivalent) which states the name of the company, the nature of the certificate (e.g. certificate of incorporation, extract of Trade Register, business licence) and the date of issue of that certificate. The certification of the translation should follow the requirements set out in paragraphs 6 or 7 of the Companies (Forms) Regulations.

3. All existing registered overseas companies which intend to add either an English or Chinese corporate name not presently shown in the Certificate of Registration should file a certified translation in English or Chinese (as the case may be) of the relevant section of the certificate of incorporation (or its equivalent) which states the name of the company, the nature of the certificate (e.g. certificate of incorporation, extract of Trade Register, business licence) and the date of issue of that certificate according to the requirements set out under paragraphs 6 or 7 of the Companies (Forms) Regulations. In addition, a Form F5, together with a special resolution authorising the adoption of an English or Chinese name by the overseas company, should be submitted to the Registry. This type of application will be processed by the Registry as a change of corporate name and a Certificate of Registration of Change of Name will be issued to the company accordingly.

4. The procedures set out in paragraphs 2 and 3 above will be available only to those overseas companies whose corporate names are not already registered in both English and Chinese with the Registry. Such overseas companies may register only one English or Chinese company name (as the case may be) with the Registry.

5. If an overseas company subsequently decides to change its English or Chinese corporate name registered with the Registry, which is not shown in the certificate of incorporation (or its equivalent), it should file a Form F5 together with a special resolution stating the effective date of the new name. A Certificate of Registration of Change of Name will be issued containing the name of the company so changed.

6. Corporate names registered under Part XI in accordance with the procedures set out in paragraphs 2, 3 and 5 above will be subject to the provisions of section 337B of the Companies Ordinance, i.e. a notice will be served on an overseas company if the Registrar is satisfied that the corporate name of the company is "the same as" or "too like" a name appearing in the Registrar's index of company names.

7. Any enquiries concerning this circular may be directed to Miss Ivy Poon, Assistant Registry Manager (Overseas Companies) at telephone number 2867 2145.

G.W.E. JONES
Registrar of Companies

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c.c. CR/HQ/1/50/15 (II)