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Companies Registry External Circular No. 1 / 2021

Commencement of New Inspection Regime – Phase 1

This circular announces the commencement of **Phase 1** of a new inspection regime of the Companies Register (“New Inspection Regime”) under the Companies Ordinance (Cap. 622) (“CO”) on **23 August 2021**.

2. From 23 August 2021, companies may withhold from public inspection the usual residential addresses (“URAs”) of directors and full identification numbers (“IDNs”) of directors and company secretaries as contained in the registers of directors and registers of company secretaries kept by the companies. In such cases, companies are to make available for public inspection on their own registers correspondence addresses of directors and partial IDNs of directors and company secretaries.

Background

3. Currently, the Companies Register (“the Register”) maintained by the Companies Registry (“the Registry”) contains personal information available for public inspection. Such personal information includes, among other data, the URAs and full IDNs of directors of companies, and full IDNs of company secretaries and some other individuals (such as liquidators and provisional liquidators). Similar personal information is also contained in the registers kept by companies which are open for public inspection.

4. Pursuant to the relevant provisions of the CO concerning the New Inspection Regime which were passed by the Legislative Council in July 2012 but had not fully commenced, correspondence addresses instead of URAs of directors and partial IDNs instead of full IDNs of directors, company secretaries and other relevant

persons would be made available on the Register for public inspection. The URAs and full IDNs (“Protected Information”) would only be accessible by “specified persons” upon application. Similarly, companies may withhold from public inspection the Protected Information on the registers they have kept.

Implementation of the New Inspection Regime

5. Seven pieces of subsidiary legislation have been made to implement the New Inspection Regime under the CO in three phases. The subsidiary legislation includes:-

- (a) the Companies Ordinance (Commencement) Notice 2021;
- (b) the Companies Ordinance (Commencement) (No.2) Notice 2021;
- (c) the Companies Ordinance (Commencement) (No.3) Notice 2021;
- (d) the Companies (Residential Addresses and Identification Numbers) Regulation;
- (e) the Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021;
- (f) the Companies (Non-Hong Kong Companies) (Amendment) Regulation 2021; and
- (g) the Companies Ordinance (Amendment of Schedule 11) Notice 2021.

6. Details of the phased implementation are as follows:-

(a) **Phase 1**

From 23 August 2021, companies may replace URAs of directors with their correspondence addresses, and replace full IDNs of directors and company secretaries with their partial IDNs on their own registers for public inspection;

(b) **Phase 2**

From 24 October 2022, Protected Information on the Index of Directors on the Register will be replaced with correspondence addresses and partial IDNs for public inspection. Protected Information contained in documents filed for registration after commencement of this phase will not be provided for public inspection. “Specified persons” could apply to the Registry for access to Protected Information of directors and other persons; and

(c) **Phase 3**

From 27 December 2023, data subjects could apply to the Registry

for protecting from public inspection their Protected Information contained in documents registered with the Registry (“Withheld Information”), and replace such information with their correspondence addresses and partial IDNs. “Specified persons” could apply to the Registry for access to Withheld Information of directors and other persons.

7. The key features and transitional arrangements for Phase 1 are summarised at the **Annex**.

Information and Enquiries

8. Please visit the thematic section on “New Inspection Regime” on the Registry’s website at www.cr.gov.hk/en/legislation/nir/overview.htm. The section contains the subsidiary legislation and frequently asked questions on Phase 1 of the New Inspection Regime.



9. The detailed arrangements for implementation of Phase 2 and Phase 3 of the New Inspection Regime will be announced on the Registry’s website (www.cr.gov.hk) and updated in the thematic section nearer the time.

10. Enquiries concerning this circular can be directed to Ms Katrina Suen, Assistant Registry Manager (Customer Services), at (852) 2867 4570 or crenq@cr.gov.hk.

Ms Kitty TSUI
Registrar of Companies

Phase 1 of the New Inspection Regime

A Summary of the Key Features and Transitional Arrangements

- In accordance with section 643(1)(a)(ii), (2)(b) or (3)(b) (in so far as it relates to a correspondence address) and section 643(5) of the CO, a company's register of directors is required to contain a correspondence address of its director or reserve director who is a natural person ("specified director") and such address must not be a post office box number.
- Section 115A of Schedule 11 to the CO provides for the transitional arrangements in relation to compliance with the requirement under section 643(1)(a)(ii), (2)(b) or (3)(b) upon the commencement of Phase 1 of the New Inspection Regime:
 - (a) The register of directors of a company need not contain a specified director's correspondence address before the company's first annual return date on or after the commencement date of Phase 2 of the New Inspection Regime, unless –
 - (i) the particulars of the specified director are first entered in the register of directors on or after the commencement date of Phase 2; or
 - (ii) any change is made to the particulars of the specified director contained in the register of directors on or after the commencement date of Phase 2.
 - (b) The address of the company's registered office is to be regarded as the correspondence address of the specified director until whichever is the earlier of the following –
 - (i) the date on which the company enters the specified director's correspondence address in its register of directors;
 - (ii) the company's first annual return date on or after the commencement date of Phase 2.
 - (c) Before the commencement of Phase 2, a company does not need to deliver to the Registrar of Companies ("the Registrar") a notice under section 645(4) of the CO for –
 - (i) entering in the company's register of directors a correspondence address of a specified director; or
 - (ii) making any change to a specified director's correspondence address contained in the company's register of directors.

- (d) However, if, immediately before the commencement of Phase 2, a specified director's correspondence address was contained in the company's register of directors and such address was not the address of the company's registered office, the company is required to deliver to the Registrar a notice under section 645(4) in relation to the specified director's correspondence address within 15 days after the commencement of Phase 2.
- Pursuant to sections 644 and 651 of the CO, a company may withhold from public inspection the URAs of specified directors and full IDNs of specified directors and company secretaries as contained in its register of directors and register of company secretaries.
 - The Company Records (Inspection and Provision of Copies) (Amendment) Regulation 2021 provides that in respect of IDNs, the first part of the number must not be withheld. A reference to the first part of the number is a reference to –
 - (a) If the IDN comprises a sequence of an even number of alphanumeric characters, the first half of the sequence must not be withheld; or
 - (b) If the IDN comprises a sequence of an odd number of alphanumeric characters, the part that begins with the first character in the sequence and ends with the character that falls on the middle of the sequence must not be withheld.

Some examples of the first part of the IDNs are provided below.

Hong Kong Identity Card Number

Full Number	First part of the Number
A123456(7)	A123
XA123456(7)	XA123

Passport Number

Full Number	First part of the Number
ABCD1234567	ABCD12
ABCD12345678	ABCD12
ABCD123456789	ABCD123
ABC-123-4	ABC1
#A1234567H(*)	A1234