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13 April 2007

## COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 2 / 2007

### Companies Registered under Part XI of the Companies Ordinance (Cap. 32) Certification and Translation of Documents

The requirements for certifying and translating documents submitted under the provisions of Part XI of the Companies Ordinance (“CO”) are set out in paragraphs 3 and 6 of the Companies (Forms) Regulations (“the Regulations”). The Regulations, which have been amended by the Companies (Amendment) Ordinance 2004 (Ord. No. 30 of 2004), will come into operation on 20 April 2007 (see Companies (Amendment) Ordinance 2004 (Commencement) Notice 2007 published on 16 February 2007 – L.N. 26 of 2007).

2. This circular sets out the new requirements and is intended to provide a general guide to the subject matter. Members of the public are advised to seek independent legal advice if they have any queries on the new requirements. Companies Registry External Circular No. 3/97 issued in January 1997 is hereby cancelled.

#### Certification of Documents

3. The new paragraph 3 of the Regulations provides that –

“A document shall be deemed to be certified as a true copy if it is duly certified as such –

- (a) in the company’s place of incorporation –
  - (i) by an official of the government of that place to whose custody the original of the document is committed;
  - (ii) by a notary public practising in that place;
  - (iii) by a lawyer practising in that place;
  - (iv) by a professional accountant practising in that place;
  - (v) by 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
  - (vi) by a professional company secretary practising in that place;

- (b) in Hong Kong –
  - (i) by a notary public practising in Hong Kong;
  - (ii) by a solicitor practising in Hong Kong;
  - (iii) by a certified public accountant (practising) within the meaning of section 2 of the Professional Accountants Ordinance (Cap. 50);
  - (iv) by an officer of the court in Hong Kong who is authorized by law to certify documents for any judicial or other legal purpose;
  - (v) by a consular officer of the place of incorporation of the company; or
  - (vi) by a professional company secretary practising in Hong Kong;
- (c) by an officer of the company; or
- (d) by the authorized representative of the company.”

4. Reference to an “officer” in paragraph 3(2)(c) of the Regulations includes a director, manager or secretary as provided in section 2 of the CO.

5. “Authorized representative” mentioned in paragraph 3(2)(d) of the Regulations refers to a person who is authorized to accept on behalf of the company service of process and any notices required to be served on the company and whose name is registered as such under section 333 of the CO. An authorized representative who is an individual should be resident in Hong Kong or which is a body corporate or a firm should be either a solicitor corporation, a corporate practice within the meaning of section 2 of the Professional Accountants Ordinance (Cap. 50) or a firm of solicitors or certified public accountants (practising).

6. Paragraph 5A of the Regulations concerning certification of accounts of overseas companies delivered to the Registrar of Companies (“the Registrar”) under section 336(1) of the CO is repealed.

### **Translation of Documents**

7. The new paragraph 6 of the Regulations provides that –

- “(1) A translation of a document shall be deemed to be a certified translation in the prescribed manner for the purposes of the Ordinance if –
  - (a) it is certified by the person making the translation to be a correct translation; **and**
  - (b) the person making the translation is believed to be a person who is competent in translating a document into the English or Chinese language, as the case may be, by and is so certified by a person referred to in subparagraph (2).

- (2) A person may make a certification under subparagraph (1)(b) if he is –
- (a) where the translation is made in a place outside Hong Kong –
    - (i) a notary public practising in that place;
    - (ii) a lawyer practising in that place;
    - (iii) a professional accountant practising in that place;
    - (iv) 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;
    - (v) a consular officer in that place;
    - (vi) a professional company secretary practising in that place; or
    - (vii) such other person as may be specified by the Registrar; or
  - (b) where the translation is made in Hong Kong –
    - (i) a notary public practising in Hong Kong;
    - (ii) a solicitor practising in Hong Kong;
    - (iii) a certified public accountant (practising) within the meaning of section 2 of the Professional Accountants Ordinance (Cap. 50);
    - (iv) a consular officer in Hong Kong; or
    - (v) a professional company secretary practising in Hong Kong.”

8. The Registrar may specify any “other person” under paragraph 6(2)(a)(vii) of the Regulations in exceptional circumstances and on a case by case basis.

### **Registrar’s Power under Paragraph 7 of the Regulations**

9. Companies are required to comply with paragraphs 3 and 6 of the Regulations. However, in cases where I am satisfied that such compliance is not possible, I would be prepared to exercise my power under paragraph 7 of the Regulations to accept copies of documents or translations certified in other manner. In particular, translations of documents duly certified as true translations by a Sworn translator or Court translator or Authorized public translator or Certified translator or Expert translator or Official translator will continue to be accepted under paragraph 7 of the Regulations.

### **Enquiries**

10. Enquiries concerning this circular may be directed to Miss Nancy YAU, Assistant Registry Manager (New Companies) at (852) 2867 4790.

**G W E Jones**  
**Registrar of Companies**

c.c. CR/HQ/8/1/5/3 (II)  
CR/HQ/8/29/5/4 (II)