



公 司 註 冊 處
COMPANIES REGISTRY

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6 January 2014

Companies Registry External Circular No. 2 / 2014

The New Companies Ordinance (Cap. 622) - Guidelines issued by the Registrar of Companies

This circular seeks to inform you of the guidelines issued by the Registrar of Companies (“the Registrar”) under the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong (“the new CO”), which will come into operation on 3 March 2014.

Background

2. Under section 24 of the new CO, the Registrar may issue guidelines indicating the manner in which the Registrar proposes to perform any function or exercise any power; or providing guidance on the operation of any provision of the new CO.
3. The guidelines are not subsidiary legislation and may be amended or revoked by the Registrar as and when the Registrar considers necessary (sections 24(3) and (4)).
4. If, in any legal proceedings, the court is satisfied that a guideline is relevant to determining a matter that is in issue, the guideline is admissible in evidence in the proceedings; and proof that the person contravened or did not contravene the guideline may be relied on by any party to the proceedings as tending to establish or negate the matter (section 24(5)).

Details

5. The Registrar has issued the following new guidelines under section 24 of the new CO on 6 January 2014:

Guideline on Registration of Corporate Names for Registered Non-Hong Kong Companies

The Guideline explains the requirements for the registration of corporate names for registered non-Hong Kong companies under Part 16 (entitled “Non-Hong Kong Companies”) of the new CO and the Companies (Non-Hong Kong Companies) Regulation (Cap. 622J). The Guideline also seeks to provide guidance on the registration of a corporate name in Chinese characters and / or Roman script, if the company’s name is not so registered in its place of incorporation.

6. The Registrar has also issued the following guidelines under section 24 of the new CO on 6 January 2014 to replace similar guidelines issued under the Companies Ordinance (Cap. 32) (“Cap. 32”). The new guidelines update or amend previous ones to take account of changes resulting from the commencement of the new CO:

(i) **Guideline on Registration of Company Names for Hong Kong Companies**

The Guideline explains the requirements for registration of a company name for local Hong Kong companies.

(ii) **Guide on Communications to and by Companies**

The Guide summarises the provisions in Part 18 (entitled “Communications to and by Companies”) governing (a) communications in electronic or hard copy form between a company and its members, debenture holders, and other persons that are authorised or required to be made under a provision of the new CO or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (the new title of Cap. 32 on commencement of the new CO) and (b) communications sent by a company to its members and debenture holders by means of a website.

(iii) **A Guide on Directors’ Duties**

The Guide outlines the general principles on directors’ duties in the performance of a director’s functions and exercise of his powers.

7. The above guidelines will be effective from 3 March 2014. The guidelines can now be downloaded from the Companies Registry's website (www.cr.gov.hk). Hard copies of the guidelines are also available at the Registry's office¹. The guidelines should be read with the relevant provisions of the new CO.

Enquiries

8. Enquiries concerning this circular should be directed to:

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| ◆ Guideline on Registration of Corporate Names for Registered Non-Hong Kong Companies | | |
| ◆ Guide on Communications to and by Companies | Mr YU Kwok-kuen
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Ms Ada LL CHUNG
Registrar of Companies

c.c.: CR HQ/ 8-1/6

¹ Hard copies of 'A Guide on Directors' Duties' (updated version) will be available in March 2014.