



公 司 註 冊 處
COMPANIES REGISTRY

香港金鐘道六十六號
金鐘道政府合署十五樓

QUEENSWAY GOVERNMENT OFFICES
15TH FLOOR, 66 QUEENSWAY
HONG KONG.

檔號 REF.: CR HQ/1-50/15 Pt. 5

傳真 FAX: (852) 2869 6817

電郵 E-MAIL: crenq@cr.gov.hk

網址 WEBSITE: www.cr.gov.hk

17 June 2019

Companies Registry External Circular No. 2 / 2019

Commencement of Operation of the Non-Hong Kong Companies (Disclosure of Company Name, Place of Incorporation and Members' Limited Liability) Regulation (Cap. 622M)

This circular announces that the Non-Hong Kong Companies (Disclosure of Company Name, Place of Incorporation and Members' Limited Liability) Regulation (Cap. 622M) will come into operation on **1 August 2019**.

Background

2. The Companies (Amendment) (No. 2) Ordinance 2018 (“the Amendment Ordinance”) has come into operation on 1 February 2019. One of the objectives of the Amendment Ordinance is to align the obligations of non-Hong Kong companies with those of Hong Kong companies in the display of company names and disclosure of liability status. In this regard, the Amendment Ordinance has added new provisions to the Companies Ordinance (Cap. 622) (“CO”) to empower the Financial Secretary to make regulations to require non-Hong Kong companies to disclose prescribed information and to set out the criminal consequences of failure to make such disclosures.

3. Pursuant to the new section 805A of the CO, the Financial Secretary has made the Non-Hong Kong Companies (Disclosure of Company Name, Place of Incorporation and Members' Limited Liability) Regulation (“the Regulation”). The Regulation was published in the Gazette on 15 March 2019.

The Regulation

4. **The Regulation re-enacts the existing provision of section 792 of the CO¹ and aligns the disclosure obligations of non-Hong Kong companies with those of Hong Kong companies.**

5. Detailed requirements for a non-Hong Kong company on the display of its company name and place of incorporation, the disclosure of members' limited liability and related matters are provided in the Regulation. The requirements of the Regulation are summarised at **Annex**.

6. The full text of the Regulation is available at the thematic section on the Amendment Ordinance on the website of the Companies Registry at www.cr.gov.hk/en/companies_ordinance2018/.



7. The Companies Registry has sent letters to all registered non-Hong Kong companies to notify them of the implementation of the Regulation.

Enquiries

8. **For enquiries relating to the Regulation, a dedicated hotline at 3142 2822 is available** from Monday to Friday 9 a.m. to 8 p.m. and Saturday 9 a.m. to 1 p.m. (excluding public holidays). Email enquiries can be directed to coa2@cr.gov.hk.

Ms Ada LL CHUNG
Registrar of Companies

¹ Section 792 of the CO will be repealed when the Regulation comes into operation.

**Non-Hong Kong Companies (Disclosure of Company Name,
Place of Incorporation and Members' Limited Liability) Regulation
(Cap. 622M)**

A Summary of Requirements

Major provision under the Regulation	Requirements
Sections 3(1) and (2)	<ul style="list-style-type: none"> ➤ A non-Hong Kong company must display continuously its name and its place of incorporation in legible characters at every business venue of the company and the name and the place of incorporation must be so positioned that they may be easily seen by any visitor to the business venue.
Sections 3(3) and (4)	<ul style="list-style-type: none"> ➤ If a location is the business venue of more than 6 non-Hong Kong companies, and any of the companies displays both its name and its place of incorporation through an electronic device, the name and the place of incorporation are taken to be displayed continuously if the name and the place of incorporation – <ul style="list-style-type: none"> (a) are displayed for at least 15 continuous seconds at least once in every 4 minutes; or (b) are capable of being displayed within 4 minutes after a request for the display is made through the electronic device.
Section 4	<ul style="list-style-type: none"> ➤ A non-Hong Kong company must state in legible characters its name and its place of incorporation in every communication document and transaction instrument of the company in Hong Kong.
Section 5	<ul style="list-style-type: none"> ➤ If the liability of the members of a non-Hong Kong company is limited, the company must- <ul style="list-style-type: none"> (a) conspicuously exhibit a notice of that fact at every business venue of the company; and (b) state in legible characters that fact in every communication document and transaction instrument of the company in Hong Kong.
Section 6(2)	<ul style="list-style-type: none"> ➤ A non-Hong Kong company in liquidation must, in every advertisement of the company in Hong Kong – <ul style="list-style-type: none"> (a) state in legible characters its name and its place of incorporation; and

<p>Sections 6(3) and (4)</p>	<p>(b) where applicable, state in legible characters that the liability of its members is limited.</p> <p>➤ A non-Hong Kong company in liquidation, when displaying or stating its name, must –</p> <p>(a) if its name is in a language other than Chinese, add “(in liquidation)” after the name;</p> <p>(b) if its name is in Chinese, add “(正進行清盤)” after the name; or</p> <p>(c) if its name is in Chinese and in a language other than Chinese, add “(正進行清盤)” after the name in Chinese; and add “(in liquidation)” after the name in that other language.</p>
<p>Section 8</p>	<p>➤ If a non-Hong Kong company contravenes the relevant requirements of the Regulation, the company, every responsible person of the company, and every agent of the company who authorizes or permits the contravention, commit an offence.</p> <p>Note:</p> <p>“<i>business venue</i>” means an office or a place in Hong Kong where the non-Hong Kong company carries on its business and that is open to the public; or the principal place of business of the non-Hong Kong company in Hong Kong;</p> <p>“<i>communication document</i>” means a business letter, notice or other official publication of the non-Hong Kong company;</p> <p>“<i>transaction instrument</i>” means-</p> <p>(a) a contract or deed purporting to be signed by or on behalf of the non-Hong Kong company;</p> <p>(b) a bill of exchange, promissory note or endorsement purporting to be signed by or on behalf of the non-Hong Kong company;</p> <p>(c) a cheque or order for money or goods purporting to be signed by or on behalf of the non-Hong Kong company; or</p> <p>(d) a consignment note, invoice, receipt or letter of credit of the non-Hong Kong company.</p>