



Company Names Guidelines

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(A) Introduction

1. To incorporate a local limited company, one of the first steps is to choose a company name. An existing company may also change its name by passing a special resolution. No provisional approval of company name will be given by the Registrar of Companies (“the Registrar”). It is therefore important that, when choosing a company name, applicants should satisfy themselves that the intended company name meets the requirements for the registration of a company name. Choosing an unregistrable company name may result in the rejection of the application and a new application would be required. It should also be noted that the Registrar is empowered under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to issue direction to a company to change its name in specified circumstances.

2. These Guidelines explain the requirements for the registration of a company name. They replace the “Company Names Guidelines 2007”. These Guidelines should be used as a guide only and should be read with the relevant provisions in the Companies Ordinance which is available at www.legislation.gov.hk.

(B) General Requirements of a Company Name

3. A company may be registered with an English name, a Chinese name, or an English name and a Chinese name. A company name with a combination of English words/letters and Chinese characters are not allowed.

4. An English company name must end with the word “Limited” and a Chinese company name must end with the characters “有限公司”.

5. A Chinese company name should contain traditional Chinese characters (繁體字) that can be found in the Kang Xi Dictionary (康熙字典) or Ci Hai Dictionary (辭海) AND also in the ISO 10646 international coding standard.

[See section 5(1) of the Companies Ordinance]

(C) Circumstances in which a Company Name will NOT be registered

6. Generally speaking, a company name will not be registered if:-

- (a) it is the same as a name appearing in the Registrar’s index of company names;
- (b) it is the same as that of a body corporate incorporated or established under an Ordinance;
- (c) in the opinion of the Chief Executive, its use would constitute a criminal offence; or
- (d) in the opinion of the Chief Executive, it is offensive or otherwise contrary to the public interest.

[See section 20(1) of the Companies Ordinance]

7. In determining whether a company name is “the same as” another, the following shall be disregarded:

- the definite article, where it is the first word of the name
(e.g. The ABC Limited = ABC Limited)
- the ending words or expressions “company”, “and company”, “company limited”, “and company limited”, “limited”, “unlimited”, “public limited company”, their abbreviations, and the ending characters “公司”, “有限公司”, “無限公司” and “公眾有限公司”
(e.g. ABC Company Limited = ABC Limited = ABC Co., Limited; 甲乙丙有限公司 = 甲乙丙公眾有限公司)
- type and case of letters, accents, spaces between letters and punctuation marks
(e.g. A-B-C Limited = a b c Limited)

The following words and their abbreviations will be taken as the same:

- “and” = “&”
- “Hong Kong” = “Hongkong” = “HK”
- “Far East” and “FE”
(e.g. ABC Hong Kong Limited = ABC Hongkong Limited = ABC HK Limited)

Two different Chinese characters will be regarded as the same if the Registrar is satisfied that having regard to the usage of the two Chinese characters in Hong Kong, they can be used interchangeably (e.g. 恆=恒; 峯=峰; 匯=滙).

[See section 20(3) of the Companies Ordinance]

(D) Company Names which will require approval before registration

8. The Chief Executive’s approval is required for a company name –

- (a) which, in the opinion of the Chief Executive, would be likely to give the impression that the company is connected in any way with the Central People’s Government or the Government of the Hong Kong Special Administrative Region or any department of either government. Such a company name will be allowed only where it is considered the company in question has a genuine connection with the Central People’s Government or the Government of the Hong Kong Special Administrative Region. The use of words such as “Department”(部門), “Government”(政府), “Commission”(公署), “Bureau”(局), “Federation”(聯邦), “Council”(議會), “Authority”(委員會), would in certain circumstances imply such a connection and will not normally be approved;
- (b) which contains any of the words or expressions specified in the Companies (Specification of Names) Order. See **Appendix A**.

[See sections 20(2) and 22B of the Companies Ordinance]

9. The Registrar's approval is required for a company name which is the same as a name for which a direction for change of name has been given on or after 10 December 2010.

[See section 20(2A) of the Companies Ordinance]

10. Applicants should seek the advice of the Companies Registry about the above types of names and apply in writing for the consent to use these names before the documents applying for incorporation or change of name are submitted. Applications should be sent to the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

(E) Company Names with words and expressions which are covered by other legislation

11. In some cases, the use of certain words and expressions in company names is governed by other legislation. Their improper use will constitute a criminal offence. The followings are some examples:

- Under the Banking Ordinance (Chapter 155), it is an offence to use “Bank” (銀行) in a company name without the consent of the Hong Kong Monetary Authority.
- Under the Securities and Futures Ordinance (Chapter 571), no person other than the Exchange Company (交易所) as therein defined shall use the title “Stock Exchange” (證券交易所) or “Unified Exchange” (聯合交易所) or other variations. Contravention of the provision will constitute a criminal offence.
- It will also be an offence for a company other than a corporate practice as defined in the Professional Accountants Ordinance (Chapter 50) to use in its name the description “certified public accountant (practising)” or “public accountant” or the initials “CPA (practising)” or “PA” or the characters “執業會計師”, “註冊核數師”, “核數師” or “審計師”.

12. Applicants should ensure that words or expressions used in company names will not contravene any laws of Hong Kong. Where appropriate, applicants should seek advice from the relevant body on the use of words or expressions which are subject to restrictions.

(F) Company which wishes to omit the word “LIMITED” from its Company Name

13. A company which wishes to apply for a licence under Section 21 of the Companies Ordinance to omit the word “Limited” and/or the characters “有限公司” from its name (either on incorporation or upon change of name by special resolution) may obtain a Note on the procedure for applying for a Licence under Section 21 for further details. The Note can be viewed or downloaded from the Companies Registry's website (www.cr.gov.hk) under the item “Guidelines” in the “Publications and Press Releases” section. It is also available at the information counter of the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

[See section 21 of the Companies Ordinance]

(G) Directions to change a Company Name

14. The Registrar has power to direct a company to change its name under the following provisions of the Companies Ordinance:

Section 22(2)

Where –

- (a) the company name is “the same as” or, in the opinion of the Registrar, “too like” a name appearing in the Registrar’s index of company names at the time of registration;
- (b) the company name is “the same as” or, in the opinion of the Registrar, “too like” a name which should have appeared in that index at that time; or
- (c) the company name is “the same as” or, in the opinion of the Registrar, “too like” the name of a body corporate incorporated or established under any Ordinance at the time of the registration,

the Registrar may within 12 months from the date of its registration direct the company to change the name within the specified period.

The criteria which the Registrar will apply in forming an opinion on whether two names are “too like” are set out in **Appendix B**.

Section 22(3A)

Where the company has been registered by a name by which, at the time of the registration, the company must not be registered for the reason that, in the opinion of the Chief Executive,

- (a) the company name would be likely to give the impression that the company is connected in any way with the Central’s People’s Government or the Government of Hong Kong or any department of either Government; or
- (b) the company name includes any of the words or expressions specified in the Companies (Specification of Names) Order (see **Appendix A**),

the Registrar may within 3 months from the date of registration of the company name direct the company to change the name within the specified period.

Section 22(3B)

If the Registrar receives an office copy of a court order restraining a company from using its name or any part thereof and a notice in the form of NC4 from a person in whose favour the order is made, the Registrar may direct the company to change the name within the specified period.

Section 22(4)

If the Registrar has been given misleading information for the purpose of a company's registration by a particular name or has been given undertakings or assurances for that purpose but the same have not been fulfilled, the Registrar may within 5 years after the date of registration of the company name direct the company to change the name within the specified period.

Section 22A(1)

If the company name gives so misleading an indication as to the nature of the company's activities as to be likely to cause harm to the public, the Registrar may direct the company to change the name within the specified period.

Section 22A(1A)

Where the company is registered by a name by which, at the time of the registration, the company must not be registered for the reason that, in the opinion of the Chief Executive,

- (a) the use of the name by the company would constitute a criminal offence; or
- (b) the name is offensive or otherwise contrary to the public interest.

the Registrar may direct the company to change the name within the specified period.

15. In examining an intended name before incorporation / registration or change of name, the question of whether the name is "too like" that of a registered name will NOT form part of the Registrar's consideration. It is therefore important that, before applying for incorporation / registration or changing the name of a company, applicants should consider carefully whether the intended name could lead to a complaint from another company as being "too like" an existing company name, and the possibility that it may be subject to a change of name direction by the Registrar after incorporation / registration or change of name.

16. Company names which are "too like" will normally be brought to the Registrar's attention by objections lodged with the Registrar that a particular name is "too like" that of a previously registered company name.

17. Any objection to company names should be submitted to the Registrar, giving reasons in full and including any available evidence of confusion which is claimed to have arisen. Objections lodged should be headed "Names Complaints" and sent to the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong. Objections to company names should be made to the Registrar in good time (preferably not later than one month before the expiry of the statutory periods within which the Registrar may issue the direction) so as to enable the Registrar to make enquiries and serve notices that are required before the expiry of the statutory periods, which is 12 months from the date of registration of the company name under Section 22(2), 3 months from the date of registration of the company name under Section 22(3A) and 5 years from the date of registration of the company name under Section 22(4).

WARNING
regarding names which are “too like”

Registration of a company name does not mean that the name is protected, neither does it mean that such a name is not liable to challenge by others. If the name is considered to be “too like” the name of another company appearing in the index of company names kept by the Registrar or if the Registrar receives a court order restraining a company from using its name or part of it, a change of name direction will be issued against that company. Non-compliance with such a direction may result in the prosecution of the company and/or its officers. The maximum penalty for failure to comply is a fine of \$100,000 and imprisonment of 6 months, as well as a daily default fine of \$700 for continuing default. The Registrar may also replace the company name with the company registration number.

In recent years, there have been reports of companies incorporated in Hong Kong with names which are very similar to registered trademarks or well-known brand names of other companies. These companies, which are commonly referred to as “shadow companies”, wrongfully pose themselves as representatives of the owners of trademarks or brand names.

To address the problem of shadow companies, the Registrar has been and will continue to take the following actions and measures in appropriate cases:

- (a) issuing direction to change name under section 22(2) and section 22(3B);
- (b) where a company fails to comply with the Registrar’s direction to change name,
 - (i) taking prosecution action against the company and/or its officer;
 - (ii) replacing the company name with the company registration number under section 22AA(2);
 - (iii) posting the name of the company on the List of Companies in default published on the Companies Registry’s website so as to alert members of the public to the identities of those companies which are in default; and
 - (iv) striking the name of the company off the register pursuant to section 291 if there is reasonable cause to believe that the company in question is not carrying on business or in operation.

Further, it should be noted that if the adopted name infringes the intellectual property rights of a third party, the company may face legal action by that third party. Infringement of the intellectual property rights of others may attract criminal or civil sanctions, either in Hong Kong or elsewhere. The registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof. Applicants should, therefore, ensure that they do not adopt a name which resembles a registered trademark or is “too like” the name of another company.

(H) Power of Registrar to replace company names in cases of failure to comply with directions to change names

18. If a company fails to comply with the Registrar's direction to change its name within the period specified by the Registrar, the Registrar may replace the name with –

- (a) if the name is in English, a new name that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation;
- (b) if the name is in Chinese, a new name that consists of the Chinese characters “公司註冊編號” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation; or
- (c) if the name is both in English and Chinese, a new name in English that consists of the words “Company Registration Number” as its prefix, followed by the registration number of the company as stated in the certificate of incorporation, and in Chinese that consists of the Chinese characters “公司註冊編號” as its prefix, followed by that registration number.

19. The replacement of name takes effect on the date on which the new name is entered on the register.

20. A replacement of a name of a company by the Registrar does not affect any rights or obligations of the company or render defective any legal proceedings by or against it. Any legal proceedings that could have been commenced or continued against the company by the replaced name may be commenced or continued against it by its new name.

[See section 22AA of the Companies Ordinance]

(I) Company Names of non-Hong Kong companies registered under Part XI of the Companies Ordinance

Regulation on the use of corporate names by non-Hong Kong companies in Hong Kong

21. Section 337B of the Companies Ordinance contains regulations on the use of corporate names by non-Hong Kong companies registered under Part XI of the Companies Ordinance. If the Registrar is satisfied that the corporate name is “the same as” or is “too like” a name appearing in the Registrar's index of company names, or gives so misleading an indication of the nature of its activities in Hong Kong as to be likely to cause harm to the public, the Registrar may, within six months of the date on which the company is registered under Part XI or has complied with section 335 of the Companies Ordinance where there has been a change in its corporate name, serve a notice to that effect on the company.

22. The company on which such notice has been served must not at any time after the expiration of two months from the service of that notice carry on business in Hong Kong under its corporate name. The company may either cause its corporate name to be changed in the place of incorporation or specify a name approved by the Registrar other than its corporate name under which it proposes to carry on business in Hong Kong. For further details, please refer to the Note on the operation of section 337B. The Note can be viewed or downloaded from the Companies Registry's website (www.cr.gov.hk) under the item “Guidelines” in the “Publications and Press Releases” section. It is also available at the information counter of the New Companies Section of the Companies Registry on the 14th Floor, Queensway Government Offices, 66 Queensway, Hong Kong.

23. Any objection to corporate names of non-Hong Kong companies should be submitted to the Registrar, giving reasons in full and including any available evidence of confusion which is claimed to have arisen. Objections should be made to the Registrar in good time (preferably not later than one month before the expiry of the six months period mentioned in paragraph 21 above) so as to enable the Registrar to make enquiries and serve notices that are required before the expiry of the statutory period.

Names of non-Hong Kong companies containing simplified Chinese characters¹

24. Chinese names of non-Hong Kong companies will be maintained in the database of the Companies Registry in traditional Chinese characters even if the company names are in simplified Chinese characters. For those non-Hong Kong companies which contain simplified Chinese characters in their names, the name in traditional Chinese characters will be printed in brackets on the Certificate of Registration or the Certificate of Registration of Change of Corporate Name. In this regard, the presentor or the company is required to provide the name in traditional Chinese characters of any Chinese company name in simplified characters on Form N1 (for new application) or Form N10 (for changes of names), as the case may be.

Registration of English or Chinese translation of the names of non-Hong Kong companies²

25. A non-Hong Kong company which intends to register its corporate name in both English and Chinese under Part XI of the Companies Ordinance, notwithstanding the fact that its certificate of incorporation (or its equivalent) issued in its place of incorporation contains an English name or a Chinese name only, should **in addition to** the documents required under section 333(3) (for new registrations) or section 335(2) (for changes of corporate names) of the Companies Ordinance, provide the Companies 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. A non-Hong Kong company may register only one translated English company name or Chinese company name (as the case may be) with the Companies Registry.

26. An existing registered non-Hong Kong company which intends to add either an English corporate name or Chinese corporate name not presently shown in the Certificate of Registration should file with the Companies Registry 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 should follow the requirements set out in paragraphs 6 or 7 of the Companies (Forms) Regulations. In addition, a Form N10, together with a special resolution authorizing the adoption of an English or Chinese name by the company, should be submitted. This type of application will be processed by the Companies Registry as a change of corporate name and a Certificate of Registration of Change of Corporate Name will be issued to the company accordingly.

27. If a non-Hong Kong company subsequently decides to change its English or Chinese corporate name registered with the Companies Registry, which is not shown in the certificate of

¹ The policy has been implemented since 23 May 2000.

² The policy has been implemented since 3 July 2001.

incorporation (or its equivalent), it should file a Form N10 together with a special resolution stating the effective date of the new name. A Certificate of Registration of Change of Corporate Name will be issued containing the name of the company so changed.

28. Corporate names registered under Part XI in accordance with the procedures set out in paragraphs 25, 26 and 27 are subject to the provisions of section 337B of the Companies Ordinance, i.e. a notice will be served on the non-Hong Kong 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.

(J) Company Name Search

29. Applicants are advised to conduct a company name search at the Companies Registry’s Cyber Search Centre on the internet (www.icris.cr.gov.hk) to check whether an intended name is the same as a company name already registered. The service is free of charge and searchers may use the search mode “Exact Name Search” when conducting the company name search and input the full and exact company name that is intended to be used, including all spaces, punctuation marks, and ending terms like “Company Limited”, “Limited”, “Company”, “有限公司”, “公司” etc. A list of old company names in respect of which change of name directions have been issued since 10 December 2010 is also provided on the screen displaying the name search result and applicants are advised to conduct a search on the list as well to ensure that the intended name is not the same as any of the names on the list. The registrability of a company name, however, can only be confirmed after the application documents have been processed by the Companies Registry.

30. Applicants are also recommended to conduct a trademark search at the Intellectual Property Department’s Online Search System at <http://ipsearch.ipd.gov.hk/> before choosing a company name, so as to avoid the risk of “passing off” or trademark infringement.

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Appendix A

The following words and expressions will require the consent of the Chief Executive before their use will be allowed in a company name :

Building Society
Chamber of Commerce
Cooperative
Kaifong
Mass Transit
Municipal
Savings
Tourist Association
Trust
Trustee
Underground Railway
市政
地下鐵路
地鐵
合作
受託
受託人
建屋合作社
信託
旅遊協會
商會
街坊
總商會
儲蓄

[See Companies (Specification of Names) Order (Chapter 32 of the Laws of Hong Kong, subsidiary legislation E)

Appendix B

Criteria which the Registrar will apply in forming an opinion on whether two names are “too like”

In considering whether two company names are “too like”, the Registrar of Companies will take account of all factors which suggest similarity and may lead to confusion between the names of two companies. These will include, for example, the nature of the businesses concerned, the public awareness of the names concerned, evidence of confusion etc.

Subject to this requirement, names may be considered to be “too like” in the opinion of the Registrar of Companies if :-

- (a) the names are visually and/or phonetically identical or similar;
- (b) there is only a slight variation in the spelling of the two names and the variation does not make a significant difference between the names, e.g. grammatical variations such as trade/trading, addition of “s” or “es”.
- (c) the names contain a word or words which might be regarded as a distinctive element, unless that element is qualified in such a way as would minimize risk of confusion. A distinctive element will normally be defined as “English made up words”, “non-dictionary English words” or “unusual combinations of two or more letters as a key part”. In some cases, everyday words used in a “distinctive” way may also be considered as distinctive elements. Place names, or everyday descriptive words in general use will not normally be regarded as distinctive. Similar business classifier or descriptive elements, e.g. press/printing, staff agency/employment agency, or the inclusion in one name of only a general or “weak” qualification such as international, holding, group, services etc., would not normally be regarded as a sufficient qualification or distinction.

Examples

1. Names which are the same - KWUN TONG ENGINEERING LIMITED v KWUN TONG ENGINEERING COMPANY LIMITED or 發達(貿易)有限公司 v 發達貿易有限公司.
2. Names which are phonetically identical - LYFECITY LIMITED v LIFECITY LIMITED and AB-CHEM LIMITED v ABKEM LIMITED or 興隆企業有限公司 v 興龍企業有限公司.
3. Names in which the slight variation in spelling does not make a significant difference - CONSOLAIR LIMITED v CONSULAIR LIMITED or 美儂有限公司 v 美濃有限公司.
4. Grammatical variations which do not have significant difference - ADVANCE TRAVEL LIMITED v ADVANCED TRAVEL LIMITED.
5. Names which contain the same distinctive element :-
 - (a) Where the names are sufficiently qualified - FACTROMATIC COMPUTERS LIMITED v FACTROMATIC PLANT HIRE LIMITED.
 - (b) Where the names are not sufficiently qualified - MECHALA LIMITED v MECHALA HOLDING LIMITED or ODDBODS PRESS LIMITED v ODDBODS PRINTING LIMITED or 禾豐印刷有限公司 v 禾豐印務有限公司