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Hong Kong Company Incorporation Package #HKLLC04 Incorporation plus Company Secretary plus Registered Office

Hong Kong private limited liability company incorporation package for entrepreneurs who can NOT provide their own Company Secretary and Registered Office and who needs a corporate bank account in Hong Kong.

IMPORTANT NOTE:

1. Hong Kong has abolished the registration capital duty effective from 1 June 2012. As such, our fees for registration of company in Hong Kong will apply to all registrations regardless the amount of authorised capital after that date.
2. The new Companies Ordinance (Chapter 622 of Hong Kong Laws) will be taking effect from 3 March 2014. Starting from that date, all new companies registered under the new ordinance must appoint an individual director. Companies registered under the current ordinance with a sole corporate director must appoint an individual director within 6 months after the new ordinance comes into effect.
3. The New Companies Ordinance also abolished the par value concept. Under the existing legislation, companies' shares have a par value (also known as the nominal value), representing the minimum price at which such shares can generally be issued. The new CO adopts a mandatory system of no-par value for shares. The no-par system will apply to all shares of Hong Kong incorporated companies whether issued before or after the commencement date of the new Companies Ordinance.

1. Hong Kong Company Registration Package – Scope of Services

- (1) Hong Kong Company Pre- & Post- Incorporation
 - (a) Name availability check
 - (b) Preparation of Articles of Association of the company and other incorporation documents
 - (c) Preparation of registration forms
 - (d) Professional & Filing Fees
 - (e) Preparation of compliance corporate kit, including corporate seal, share certificates, register and minutes book
 - (h) Minutes of first board meeting/Written resolution
 - (i) Resolution to open a bank account

- (2) Acting as Company Secretary

Kaizen can act as the named Company Secretary for your Company to comply with CR requirements.

- (a) Companies Registry (CR) Compliance Alert & Reminders
 - (b) Named Company Secretary registered with CR for 12 months
 - (c) Preparation and filing of Annual Return
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- (3) Registered Office/Business Address

Kaizen provides a Registered Address, which can be used for registered business address for the registration of your company. The address can be used on business cards, letterheads or any other official documents.

Unless otherwise instructed, Kaizen will forward all mails once a month. For every batch of mails forwarded, Kaizen will charge a handling fee of USD5 plus postage.

Total Fees: (1) + (2) + (3) = HKD10,000

2. Payment Terms and Methods

Upon receipt of your order, we will issue an invoice to you for your settlement. We require full payment in advance.

If China or Taiwan official tax invoice is required, Value-added tax or business tax at the prevailing rate in the respective jurisdiction will be charged.

We currently only accept Hong Kong Dollar check, cash or TT and credit card through Paypal. Please click [here](#) for payment methods.

3. Set-up Requirements for Formation of Hong Kong Company

Requirements for Formation and registration of a Private Limited Company in Hong Kong

- Minimum 1 Shareholder + 1 Director + 1 Company Secretary
- At least one director must be a natural person
- Shareholders may be corporations or individuals
- The Shareholder can also act as Director
- The Company Secretary has to be Hong Kong resident or Hong Kong corporation
- Sole director cannot act as Company Secretary
- Minimum initial paid-up share capital is HKD1.00
- Must have a Registered Address in Hong Kong

4. Step by Step Guide to Register Your Hong Kong Company Through Kaizen

When you engage Kaizen to incorporate a Hong Kong company, please follow the procedures described below. These procedures apply to tailor-made company, that is, clients provide a name of their own creation.

- (1) Clients place an order for incorporation with Kaizen and provide the documents and information listed in Section 4 to Kaizen by email or fax or post.

- (2) Kaizen performs a name availability search in the Register of Companies maintained by the Hong Kong Companies Registry and confirm with clients whether the proposed company name(s) is/are available for registration or not.

Clients are advised to provide at least two proposed names in priority of preference in case that the most preferred one is gone and it could be replaced by the second preference.

- (3) After confirmation of the availability of the proposed name, Kaizen then prepares incorporation documents and then arranges to have the documents signed by the directors and shareholders and the witness.

You could come to our offices to sign the incorporation documents. In the case that you could not come to our offices, Kaizen could arrange to deliver the incorporation documents to you for your signing. The original duly signed incorporation documents must then be returned to Kaizen for filing.

Please note for online registration, the incorporation documents will be submitted to the Companies Registrar without physical signature.

- (4) Kaizen then files duly signed incorporation documents with the Companies Registrar for registration.
- (5) After 5 working days, Kaizen collects the Certificate of Incorporation and Business Registration Certificate from the Companies Registry and the Business Registration Office respectively.
- (6) Kaizen now proceeds to place an order for manufacturing of company seal and chop and printing of Articles of Association (the whole set of documents together is known as company kit).
- (7) Kaizen arranges to deliver to you the Company Kit. The whole registration process is then completed. All the documents evidencing the legal existence of the Company is contained in the Company Kit and those items are what we returned to you after the Company is duly registered.

5. Time Frame to Incorporate

Note: Online registration is possible now and therefore the company registration part could be completed in as less as 2 working days, instead of 6 days stated in the table below.

| Step | Description | Time |
|------|---|-------|
| 1 | Kaizen receives the duly signed original incorporation documents from client | Day 1 |
| 2 | Kaizen delivers the duly signed Memorandum and Articles of Association to Companies Registry to apply for Certificate of Incorporation | Day 2 |
| 3 | Companies Registry issues the Certificate of Incorporation | Day 4 |
| 4 | Kaizen collects the Certificate of Incorporation from Companies Registry and Business Registration Certificate from Business Registration Office at the same time | Day 5 |
| 5 | Registration completed and company kit delivered to client | Day 6 |

6. Materials Required for Incorporation of Hong Kong Company and Setting up of Bank Account

Client needs to provide the following documents and information to Kaizen by email or fax or post for purpose of incorporation:

- (1) Proposed company name (Hong Kong Company Names Guidelines), either in English only or Chinese only or both;
- (2) One photocopy of passport (or identity card for Hong Kong resident) and residential addresses proof (such as utility bill or telephone bill) in respect of each shareholder; if shareholder is another corporation, please provide Certificate of Incorporation and registered office;
- (3) One photocopy of passport (or identity card for Hong Kong resident) and residential addresses proof (such as utility bill or telephone bill) in respect of each director; if director is another corporation, please provide Certificate of Incorporation and registered office;
- (4) Amount of share capital, percentage of shareholdings if more than one shareholder. Unless otherwise advised, the amount of issued capital will be HKD1.00 (one share) if there is only one shareholder;

- (5) The name, occupation and residential address of a third party who will act as witness to the signature of the shareholder. The only requirement regarding the witness is that she/he must be over the age of 18. If the client could come to our offices to sign the incorporation documents, we can provide the witness;
- (6) Basic background information of the new company, such as the principal business activities, the products to be traded or services to be provided, the location of suppliers and customers, the expected turnover of the first year etc.

7. Registration Documents Returned to Client after Registration

After the company is officially registered, Kaizen will return the following documents and materials for retention:

- (1) Original copy of Certificate of Incorporation (sample Certificate of Incorporation);
- (2) Original copy of Business Registration Certificate (sample Business Registration Certificate);
- (3) 10 printed copy of Memorandum and Articles of Association (sample Memorandum and Articles of Association);
- (4) 10 copies of blank share certificate;
- (5) One statutory book (members register, directors register and share register);
- (6) One company chop and one Common Seal;

8. Annual Maintenance

After a company is officially registered in Hong Kong, it is required to comply with the maintenance requirements such as holding annual general meeting, updating books of accounts, auditing of financial statements and filing of tax returns. Our fees for some of these services are determined by the nature of business and volume of transactions. The fees listed in the table below represent the minimum maintenance costs that the owner of a Hong Kong company should budget for and are provided as a reference only and the actual costs could be higher.

| Item | Description | Amount (HKD) |
|------|---|---------------|
| | Compliance Requirements with Fixed Fees | |
| 1 | Business Registration Certificate renewal fee | 2,250 |
| 2 | Annual Return statutory filing fee | 105 |
| 3 | Provision of first year Company Secretary | 2,400 |
| 4 | Provision of first year Registered Office | 1,800 |
| 5 | Annual General Meeting | 800 |
| | Subtotal: | 7,355 |
| | Compliance Requirements with Variable Fees | |
| 6 | Updating books of accounts (assuming a monthly fee of HKD800 is to be charged) | 9,600 |
| 7 | Financial statements statutory audit (assuming trading company with a turnover of less than HKD5,000,000) | 8,000 |
| 8 | Tax computation and filing of profits tax return | 1,600 |
| 9 | Filing of Employer's Return (per employee) | 600 |
| | Sub-total: | 19,800 |
| | TOTAL: | 27,155 |

For a more detailed description of the compliance requirements and the related costs, please refer to our another memorandum titled "[Hong Kong Private Company – Compliance and Maintenance Fees Schedule](#)".

Kaizen's Services:

- ❖ Hong Kong company registration, book-keeping, auditing and tax filings
- ❖ China company registration, book-keeping and tax filings
- ❖ Singapore company registration, book-keeping and tax filings
- ❖ Corporate and individual income tax planning
- ❖ Offshore company registration and maintenance
- ❖ Trademark registration