

Shenzhen, China

Rooms 1210-11
Di Wang Commercial Centre
5002 Shennan Road East
Luohu District, Shenzhen
Tel: +86 755 8268 4480
Fax: +86 755 8268 4481

Shanghai, China

Room 603, Tower B
Guangqi Culture Plaza
2899A Xietu Road
Xuhui District, Shanghai
Tel: +86 21 6439 4114
Fax: +86 21 6439 4414

Beijing, China

Room 408A
Interchina Commercial Building
No.33 Dengshikou Street
Dongcheng District, Beijing
Tel: +86 10 6210 1890
Fax: +86 10 6210 1882

Taiwan

Room 303, 3/F., 142
Section 4, Chung Hsiao
East Road, Daan District
Taipei, Taiwan
Tel: +886 2 2711 1324
Fax: +886 2 2711 1334

Singapore

36B, Boat Quay
Singapore 049825
Tel: +65 6438 0116
Fax: +65 6438 0189

Hong Kong Company Procedures and Fees for Administrative Restoration Procedures

The Administrative Restoration Procedures described below apply to restoration of companies struck off by the Registrar of Companies of the Hong Kong Companies Registry. If the company to be restored was voluntarily deregistered by its directors or members, please refer to our quotation for restoration by court order "Hong Kong Company – Procedures and Fees for Restoration by Court Order".

Summary

Administrative Restoration Procedure is introduced by the new Company Ordinance (Cap. 622) which came into effect in March 2014. It is a procedure where a company that has been dissolved by Hong Kong Registrar of Companies is restored to the register. The administrative restoration process cannot be used where the company was dissolved at the request of its members. Restoration is often used where the company has been struck off for failure to file annual returns with the Companies Registry. Company restoration is the only way of getting back from the Hong Kong Government company's assets taken when the company was dissolved.

Our service fees for handling the application for restoration of company previously struck off by the Hong Kong Companies Registry by Administrative Restoration Procedures are HKD16,800. Our fees cover our professional services and payment of official filing fee to the Companies Registry.

Normally, it takes around 2 to 4 weeks to complete the restoration procedures and to bring the struck off company back to the Register by way of Administrative Restoration.

1. Fees and Costs for Administrative Restoration

(1) Company Restoration Service Fees

Our service fees for handling the application for restoration of company previously struck off by the Hong Kong Companies Registry by Administrative Restoration Procedures are HKD16,800. Our fees cover our professional services and payment of official filing fee to the Companies Registry.

Our fees include providing advices as to whether administrative restoration is available in the circumstances, the total costs involved, and whether any other course of action, such as just setting up a new company, is available.

In particular, our fees include the following services:

- (a) Performing company search, check and confirm all outstanding issues, such as outstanding Annual Return and business registration certificate;
- (b) handling the administrative restoration;
- (c) preparation and filing of all outstanding Annual Returns and payment of late filing fees and penalty;
- (d) renewal of all business registration certificates and payment of business registration fees;
- (e) Preparation and filing of outstanding tax returns, if any.

Our fees quoted does not cover the Annual Return statutory filing fees and business registration fees and penalties, if any.

(2) Company Secretary and Registered Office

Once after the company is restored, it is required to have a company secretary and registered office. Kaizen can provide company secretary and registered office service at a cost of HKD3,200 and HKD2,000 per annum respectively. Our restoration service fees quoted above do not cover these two items of services.

(3) Other Costs

Our fees quoted in 1(1) above do not cover the annual return statutory filing fee, late filing penalty and business registration fees and penalty, if any. Our fees also do not cover the preparation of financial statements for the purpose of filing of tax returns, if any.

2. Limitations of Administrative Restoration

Before the provisions of the new Companies Ordinance (Hong Kong laws chapter 622, hereafter “CO”) came into effect in March 2014, the only way having a dissolved company restored to the register was by court order. Now it is possible under CO section 760 or 761 to have a company restored without going to court, but only in quite limited circumstances.

The main restriction is that the company must have been struck off under either CO (Cap. 622) section 746, section 747 or section 291 of the predecessor ordinance (Cap. 32). These are the sections that allow Companies Registry to strike a company off if it appears not to be required, as shown by its failure to file its annual return and/or accounts and to respond to reminders to do so. The effect is that administrative restoration cannot be used if the company was voluntarily dissolved at the request of its members. The other main limitation is that the application must be received by Companies Registry within 20 years after the date of the dissolution of the company.

3. Administrative Restoration Procedure

Only someone who was a director or member at the time the company was dissolved can apply. Any other interested party will have to apply for a court order.

The first stage will be to apply to the Hong Kong Government for a confirmation that it has no objection to the restoration by filling in the appropriate form and paying a fee. Once obtained, the application can be made on the official form to Companies Registry, again paying the appropriate fee.

If the application is accepted, the Companies Registry will restore the company to the register and the restoration will take effect from the date of the notice.

4. Time Frame

Normally, it takes around 2 to 4 weeks to complete the restoration procedures and to bring the struck off company back to the Register by way of Administrative Restoration.

If you wish to obtain more information or assistance, please visit the official website of Kaizen CPA Limited at www.bycpa.com or contact us through the following and talk to our professionals:

Email: info@bycpa.com, enquiries@bycpa.com

Tel: +852 2341 1444

WhatsApp/Line/Wechat: +852 6114 9414, +86 1521 932 644