

**Shenzhen, China**  
Rooms 1203-06, 12/F.  
Di Wang Commercial Centre  
5002 Shennan Road East  
Luohu District, Shenzhen  
T: +86 755 8268 4480

**Shanghai, China**  
Room 603, 6/F., Tower B  
Guangqi Culture Plaza  
2899A Xietu Road  
Xuhui District, Shanghai  
T: +86 21 6439 4114

**Beijing, China**  
Room 303, 3/F.  
Interchina Commercial Bldg.  
33 Dengshikou Street  
Dongcheng District, Beijing  
T: +86 10 6210 1890

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

**Singapore**  
138 Cecil Street  
#13-02 Cecil Court  
Singapore 069538  
T: +65 6438 0116

**New York, USA**  
202 Canal Street  
Suite 303, 3/F.  
New York  
NY 10013, USA  
T: +1 646 850 5888

## Hong Kong Company Incorporation Guide (6) – Share Capital

### 1. Introduction

With the implementation of the new Companies Ordinance, the concept of authorized capital and nominal value has been abolished. All company shares will cease to have a nominal or par value, whether issued before or after the Commencement Date. Any provisions in a company's constitution which state the amount of the company's authorized capital and the nominal or par value of its shares will be regarded to have been deleted from the constitution. The nominal or par value amount of issued shares, together with the amounts standing in credit to the share premium account and the capital redemption reserve, form the share capital.

### 2. Abolition of Par Value

#### (1) Authorized capital and nominal value of shares

The authorized capital refers to the maximum sum that a company could raise by issuing shares. It is the sum of authorized number of shares can be issued with a fixed amount each. The amount fixed for a share is known as its nominal or par value. Nominal or par value also marks the minimum issue price for a share - this means a company cannot issue shares at a discount to nominal or par value.

#### (2) Changes Introduced

From the Commencement Date, the concept of authorized capital and nominal value were abolished. All company shares cease to have a nominal or par value, whether issued before or after the Commencement Date. Any provisions in a company's constitution which state the amount of the company's authorized share and the nominal or par value of its shares were regarded to have been deleted from the constitution. The nominal or par value amount of issued shares, together with the amounts standing in credit to the share premium account and the capital redemption reserve, form the share capital.

### 3. Amount of Share Capital and Currency

The Hong Kong Companies Ordinance does not impose any restrictions on the amount of share capital and its currency. However, it does require that at the time of incorporation, a minimum of one share must be issued and allotted to its founder. In other words, the founder of a company can determine the amount of share capital and the currency of its share capital.

At the time when determining the amount of share capital, the founder should take the followings into consideration:

- (1) The need of company operation, including factors such as office space required, initial number of employees to be hired and business model of the company.
- (2) The need of company operation, including factors such as office space required, initial number of employees to be hired and business model of the company.

#### 4. Share Capital Clause

At the time of incorporation, the founder should state in the Articles of Association the number of shares to be issued upon incorporation and also the amount of share capital. This is called capital clause. The capital clause will look like:

“The number of shares and the amount of capital of this company are 10,000 and HKD10,000 respectively” or

“The number of shares is 10,000 and the amount of capital is RMB1,000,000” or

“The number of shares is 10,000 and the amount of capital is USD100,000”.

#### 5. Capital Duty

Hong Kong has abolished capital duty. In other words, the amount of capital to be registered will have no impact on the amount of official filing fee for registration of a company.

#### 6. Special Licence and Permits

As stated above, the Hong Kong Companies Ordinance does not impose any restrictions on the amount of share capital and therefore it is the sole discretion of the company to decide the amount of capital.

However, the founder should take into consideration if the business activity of the company requires special licences or permits when determining the amount of capital. Certain business activities, such as insurance, insurance broker, travelling agency and financial institutions, are regulated by its respective regulatory bodies. The rules governing those licences and permits may impose a minimum requirement in respect of the share capital.

***If you wish to obtain more information or assistance, please visit the official website of Kaizen CPA Limited at [www.kaizencpa.com](http://www.kaizencpa.com) or contact us through the following and talk to our professionals:***

***Email:*** [info@kaizencpa.com](mailto:info@kaizencpa.com), [enquiries@kaizencpa.com](mailto:enquiries@kaizencpa.com)

***Tel:*** +852 2341 1444

***Mobile:*** +852 5616 4140, +86 152 1943 4614

***WhatsApp/ Line/ Wechat:*** +852 5616 4140

***Skype:*** kaizencpa