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Hong Kong Company Incorporation Guide (8) - Purchase a Readymade (Shelf) Company

(Unless otherwise stated, Hong Kong company refers to private company limited by shares incorporated in Hong Kong)

1. Procedures to Purchase a Readymade (Shelf) Hong Kong Company

When you engage Kaizen to incorporate a Hong Kong company for you, please follow the procedures described below. The following procedures apply to situations where clients purchase a readymade (shelf) company from Kaizen. It is assumed that the registered office, company secretary and designated representative are to be provided by Kaizen.

Step 1:

Client places an order for incorporation with Kaizen with payment of incorporation fees.

Step 2:

Kaizen email or fax the readymade company list to client for his selection. Client selects at least three names in order of preference and confirms with Kaizen.

Step 3:

At the same time of confirming the selected names, client provides the following documents and information to Kaizen by email or fax or post:

In the case that Registered Office, Company Secretary and Designated Representative are also ordered:

- (1) 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;
- (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 director; if director is another corporation, please provide Certificate of Incorporation and registered office;
- (3) A description of the principal businesses of the new company;

In the case that Registered Office, Company Secretary and Designated Representative service are not ordered, the following additional information are required:

- (4) One photocopy of Hong Kong Identity Card and residential address of Company Secretary (applicable only when we are not appointed Company Secretary of the proposed company);
- (5) One photocopy of Hong Kong Identity Card and residential address of Designated Representative (applicable only when we are not appointed Designated Representative of the proposed company);
- (6) Address of the Registered Office of to be used by the new company (applicable only when clients want to provide their own address situated in Hong Kong).

The identification and address proof listed above must be certified by a staff of Kaizen, or by a CPA, lawyer or a bank manager.

Step 4:

After Kaizen receives the documents and information listed in Step 3, Kaizen then prepares the following incorporation documents:

- (1) Notice of Change of Company Secretary and Director (Appointment/Cessation) Form ND2A;
- (2) Notice of Change of Address of Registered Office Form NR1;
- (3) Instrument of Transfer and Bought and Sold Note;
- (4) Appointment of First Director(s) by the founder member;
- (5) First Board Written Resolution;
- (6) Board Written Resolution for the Change of Director, Company Secretary, Registered Office Address and Designated Representative.

Step 5:

Kaizen shall provide the documents listed in Step 4 to client for the signature from new directors and shareholders.

You could either come to our offices to sign the incorporation documents. In the case that clients could not come to our offices, Kaizen could arrange to deliver the incorporation documents via email for signing. The original of incorporation documents must then be returned to Kaizen for proceeding next step.

Step 6:

After the incorporation (transfer) documents are duly signed, Kaizen then file the following documents with the Hong Kong Companies Registry and Inland Revenue Department:

- (1) Notification of change of secretary and director (Appointment/Cessation) Form ND2A;
- (2) Notice of Situation of Registered Office Form NR1;
- (3) Notification of Change of Business Address IRC3111A;
- (4) Any other documents if appropriate.

Step 7:

In the meantime, Kaizen also arranges to have the share transfer instrument and Bought and Sold Note (by which the share initially held by founder member is being transferred to the client) stamped by the Inland Revenue Department and payment of stamp duty.

Step 8:

Finally, 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 will return to you after the Company is duly registered.

2. Documents obtained after incorporation (after acquisition of shelf company is completed)

After your company is officially registered in Hong Kong, you will obtain a company kit set includes:

- (1) Original copy of Certificate of Incorporation;
- (2) Original copy of Business Registration Certificate (BR) - The BR bears a number as Business Registration Number which also serves as Tax identification numbers (TINs);
- (3) 9 printed copy of Memorandum and Articles of Association;
- (4) 1 Share Certificate Book;
- (5) Document related to change of director, company secretary, registered office and designated representative;
- (6) Stamped Instrument of Transfer and Bought and Sold Note;
- (7) A pocket chop, a rubber chop for “authorized signatories” and one Statutory Common Seal;
- (8) Duplicate copy of documents filed with Companies Registry in relation to the change of directors, secretary, location of registered office and one duly share certificate for each of the shareholders.

3. General Requirements for Incorporation of Hong Kong Company

- (1) The proposed company name, which can be in English or Chinese or both;
- (2) Minimum one Shareholder, one Director, one Company Secretary & one Designated Representative;
- (3) Shareholder can be natural person or corporation and no restrictions on nationality;
- (4) Director can also be another corporation and no restrictions on the nationality; however, at least one natural person be appointed as director;
- (5) The Shareholder can also act as Director;
- (6) The Company Secretary has to be Hong Kong resident or Hong Kong Corporation;
- (7) Sole director cannot act as Company Secretary;

- (8) The Company must designate a specific person or corporation as its designated representative;
- (9) Minimum initial paid-up share capital is HKD1.00;
- (10) The registered office must be located in Hong Kong.

4. Points to note when purchase a readymade company

(1) Shareholder and director

At the time of incorporation, one share in the company is issued to the founder member and a director is being appointed. The purchase of a readymade company effectively means that:

- (a) The one share initial held by the founder member (first shareholder) is to be transferred to the client (new shareholder);
- (b) The existing director who was appointed at the time of incorporation will need to resign and will no longer be a director of the company acquired;
- (c) The client at the same time is appointed to be the director of the company.

(2) Company Name

As the term "readymade" suggests, the company you purchase from Kaizen is already registered and therefore it comes with a name created by us. However, you could always change the name of the company after acquisition to another of your own choice/creation.

(3) Registered Capital or paid up capital

All readymade companies sold by Kaizen are registered with an issued capital of HKD1. You may consider increasing both the issued capital to any amount that meets your specific needs after purchasing.

Ready to incorporate a new company? Please refer to [Hong Kong Company Incorporation Package #HKLC05 – Completed Package](#)

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

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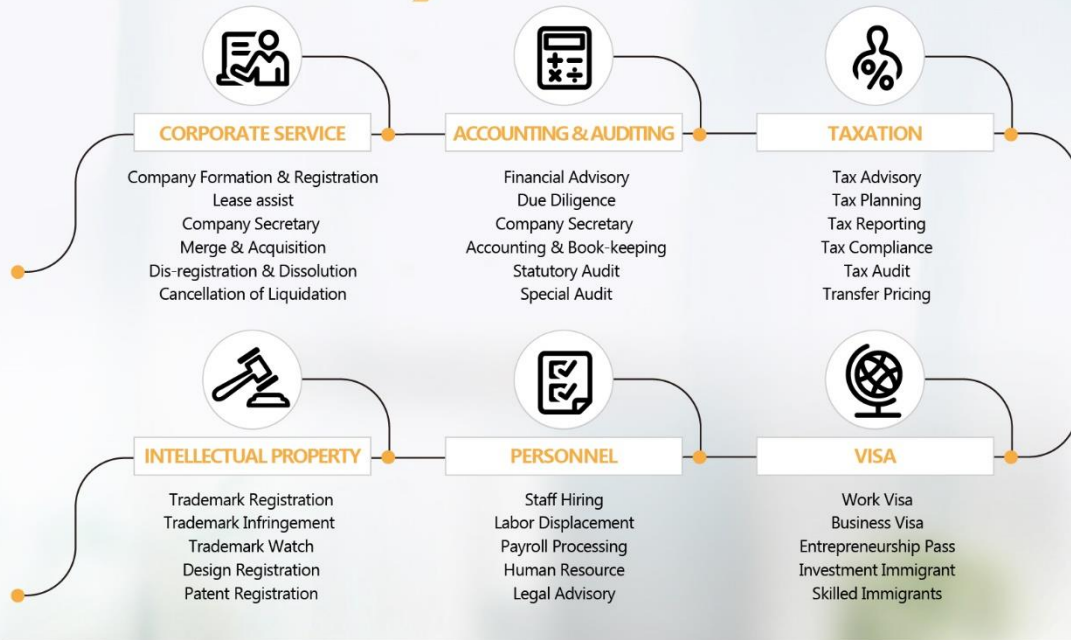
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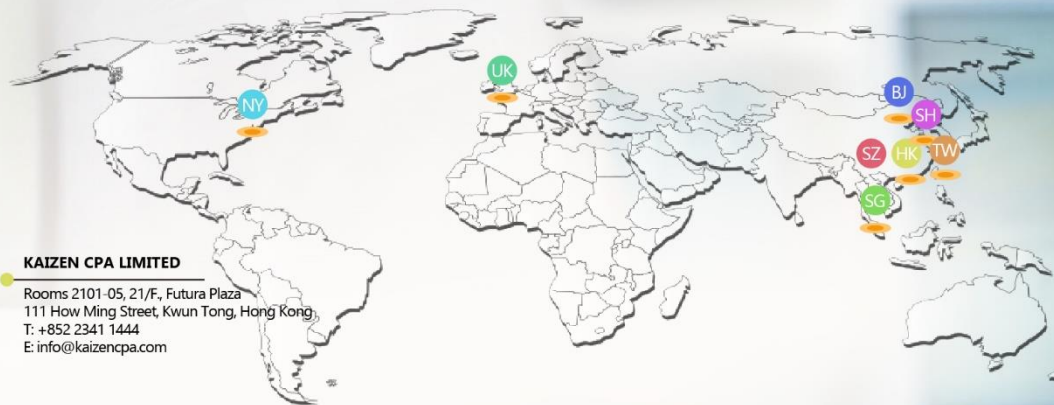
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