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## Non-Hong Kong Company Registration and Maintenance Guide (3) Registration Procedures

### 1. Process and cost of establishing a non-Hong Kong Company (branch office)

Under section 776 of the Companies Ordinance, when a Non-Hong Kong Company established the place of business in Hong Kong, it is required to register as a registered Non-Hong Kong Company at Companies Registry within one month. The procedures for registration are as follows:

Submit the following documents to the Companies Registry: -

- (1) Form NN1 which reporting the Company's name, address of the principal place of business, particulars of directors, company secretary (if any) and authorized representative in Hong Kong, etc.;
- (2) Certified copy of the instrument showing the Company's constitution e.g. Charter, Statutes or Memorandum and Articles of Association;
- (3) Certified copy of the Company's Certificate of Incorporation (or its equivalent);
- (4) Certified copy of the company's latest audited financial statements (if any);
- (5) Notice to Business Registration Office (IRBR2).

The total application fee is HKD1,720 (includes non-refundable fee of HKD295). If the Non-Hong Kong Company has not yet registered its business under the Business Registration Ordinance, the prescribed Business Registration Fee must be paid upon delivery of the IRBR2. The Business Registration Fee is HKD2,250, subject to the scrutiny by the Legislative Council every year.

The registration of a Non-Hong Kong company can be completed in around 1 month upon the application have been filed to Companies Registry.

## 2. Documents required for registration

To register a Non-Hong Kong Company, an application for registration together with the following documents must be filed at the Companies Registry:

- (1) Certified copy of the charter, statutes or memorandum (including articles, if any) of the company or any other instruments defining the company's constitution or, if the charter, statutes, memorandum or the other instruments are in a language other than English or Chinese, a certified translation of the charter, statutes, memorandum or instrument in English or Chinese ;
- (2) List in English or Chinese of the directors and company secretary (if any) of the foreign company including:-
  - (a) In the case of natural person
    - (i) Given name and family name in full (without initials) with Chinese characters where appropriate
    - (ii) Any former names (if any)
    - (iii) Any aliases (if any)
    - (iv) Usual residential address
    - (v) Hong Kong identity card number or the number and issuing country of passport
  - (b) In the case of a body corporate
    - (i) The name of the body corporate
    - (ii) Registered number in Hong Kong (if any)
    - (iii) The address of its registered or principal office
- (3) Particular of authorized representative who should be a natural person resident in Hong Kong, a solicitor corporation as defined by the Legal Practitioners Ordinance, a corporate practice as defined by the Professional Accountants Ordinance, a firm of solicitors, or a firm of certified public accountants (practising). Those firms or corporations must have a place of business in Hong Kong and to accept on behalf of the foreign company service of process and any notices required to be served on the foreign company.

(which expression does not include a body corporate or a firm other than a solicitor corporation, a company which is for the time-being registered under the Professional Accountants Ordinance or a firm of solicitors or professional accountants) who are authorized to accept, on behalf of the foreign company, service of process and any notices required to be served on the foreign company (the company's authorized representative) ;
- (4) The address of the principal place of business of the company in Hong Kong;

- (5) The addresses of the principal place of business (if any) and the registered office (or equivalent) of the foreign company in its place of incorporation;
- (6) The certified copy of the Company's Certificate of Incorporation and, if the certificate is in a language other than English or Chinese, a certified translation of the certificate in English or Chinese;
- (7) Unless exemption is granted, a certified copy of the latest audited financial statements of the foreign company in the form required by the law of the place of its incorporation or, if no such form is in force, a statement in the specified form specifying that fact the law of any other jurisdiction where the company is registered as a company, or the rules of any stock exchange or similar regulatory bodies in that jurisdiction.

If the accounts in their original form are not in English or Chinese, only a certified translation hereof into English or Chinese is required;

- (8) If a foreign company has, when it establishes a place of business in Hong Kong, property in Hong Kong which is subject to a registrable charge the foreign company must, within one month after the date on which it establishes a place of business in Hong Kong, send to the Registrar the following documents for registration:-
  - (a) Particulars of the charge and mortgage
  - (b) An original or copy of the instrument creating the charge or mortgage

If the above documents are not in English or Chinese, you need to deliver a certified translation of the documents in English or Chinese.

All documents (except originals) which are filed at the Companies Registry must be on white, single sided A4 plain paper. Detailed requirements such as this are not prescribed by law but specified by the Companies Registry and they have discretion to vary their requirements from time to time. Accordingly, we recommend that clients contact us before spending time gathering documents together.

*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:*

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