

Hong Kong Company

Fact Sheet

Introduction

Companies incorporated or registered in Hong Kong are governed by the Companies Ordinance.

Shareholder Requirements

- **Minimum Number:** At least one registered shareholder. This shareholder can be a nominee of a third party and does not need to be listed in official documents.
- **Nationality and Residence:** There are no restrictions on the nationality or residence of the shareholder. Meetings can be held within or outside Hong Kong.
- **Bearer Shares:** Not permitted.

Director Requirements

- **Minimum Number:** At least one director who is a natural person. Additional directors can be individuals or corporate entities.
- **Listed Companies:** Listed companies and their subsidiaries must have at least two individual directors.
- **Nationality and Residence:** No restrictions. Meetings can be held within or outside Hong Kong.

Significant Controller

- **Requirement**
Effective from March 1, 2018, a Hong Kong company must maintain a Significant Controllers Register (SCR) at its registered office or another designated location in Hong Kong. The SCR can be in hard copy or electronic form.
- **Inspection**
The SCR must be available for inspection by law enforcement officers upon request.

Share Capital

- No limit on the number of issued shares. Shares have no par value.
- No capital duty payable for incorporation.

Reserve Director

Nomination

If a company has only one shareholder who is also the sole director, a reserve director can be nominated to act in the event of the sole director's death.



NAMING

- ✓ **Language:** The company name must be stated in the Articles of Association and can be in English, Chinese, or both.
- ✓ **Ending:** The name must end with "Limited" or its Chinese equivalent.
- ✓ **Uniqueness:** The name must not be identical to an existing company name.
- ✓ **Pre-Incorporation Search:** A name search is required to confirm availability before incorporation.
- ✓ **Ready-Made Companies:** Available for use.



TAXES

- ✓ **Profits Tax:** Only on profits derived from Hong Kong trade or business. No tax on dividends otherwise chargeable to profits tax.
- ✓ **No Accumulated Earnings Tax:** No tax on accumulated earnings and no mandatory dividend payments.
- ✓ **Other Taxes:** Personal income tax and property tax also apply.



ARTICLES OF ASSOCIATION

- ✓ **Requirement:** Every company must have Articles of Association, the sole constitutional document outlining the regulations for company administration, including procedures for shareholders' and directors' meetings and any restrictions on the issuance and transfer of shares.

Secretary

- A company must appoint a secretary. An individual secretary must reside in Hong Kong. A corporate secretary must have a registered office or place of business in Hong Kong.
- The sole director of a private company cannot also be the secretary. A corporate body cannot be the secretary if the sole director is the only director of that body corporate.

Registered Office

A company must maintain a registered office in Hong Kong. PO box addresses are not allowed. The registered office must be filed with the Companies Registry upon incorporation.

Annual Meetings

- **Single Member Companies:** Not required to hold an annual general meeting.
- **Multiple Members:** Can dispense with the meeting by passing a unanimous resolution for a specific financial year, which must be filed with the Companies Registry.
- **General Requirement:** A meeting must be held at least once a year to present the profit and loss accounts, balance sheet, and directors' and auditors' reports.

Annual Return

A private company must file an annual return within 42 days of its incorporation anniversary.

Accounts and Audit

- **Books of Accounts:** Directors must maintain proper books of accounts at the registered office, or another location as deemed appropriate.
- **Auditor Appointment:** An auditor or firm of auditors must be appointed annually at the general meeting. The first auditor can be appointed by the directors until the next meeting.
- **Reports:** A director's report and auditor's report must accompany the annual accounts presented at the general meeting.
- **Laying Accounts:** For private companies not in a group with a public company, audited accounts must be presented within nine months of the financial year-end.

Non-Hong Kong Companies

- **Establishment Requirement**
Companies incorporated outside Hong Kong that establish a place of business in Hong Kong must register within one month.
- **Documents for Registration**
Certified copies of constitutional documents, a list of directors and secretary, and the latest audited accounts must be submitted.
- **Annual Return**
Must be filed within 42 days of the registration anniversary.



PUBLIC FILINGS

- **Initial Filings**
Names and personal details of directors and the secretary must be filed with the Companies Registry upon incorporation.
- **Share Issuance**
Subsequent share issuances require a return of allotment to be filed with the Registrar.
- **Registers:**
Companies must keep registers of members, directors, secretaries, mortgages, and charges, along with minutes and accounts, which are inspectable by shareholders only.



FOUNDER MEMBER SHARE

- ✓ **Subscription:** Each founder member must subscribe to at least one share in the company.

HOW TO APPLY?

BBS TRUST INT'L LIMITED can assist you for the Hong Kong Company incorporation.

Contact us now for a non-obligational consultation!

Email: info@bbstrust.com or Call: +603-4815 6718