



公 司 註 冊 處
COMPANIES REGISTRY

香港金鐘道六十六號
金鐘道政府合署十五樓

QUEENSWAY GOVERNMENT OFFICES
15TH FLOOR, 66 QUEENSWAY
HONG KONG

檔號 REF.: CR HQ/1-50/15 Pt. 3

電話 TEL.: (852) 2867 4570

傳真 FAX: (852) 2899 2618

電郵 E-MAIL: crenq@cr.gov.hk

網址 WEBSITE: www.cr.gov.hk

21 January 2011

COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 1/2011

Commencement of Parts 2 and 5 of Companies (Amendment) Ordinance 2010

and Implementation of One-stop Company and Business Registration Service

This circular announces that, **with effect from 21 February 2011**, Parts 2 and 5 of the Companies (Amendment) Ordinance 2010 will come into operation. A one-stop company and business registration service will also be implemented on 21 February 2011 upon the commencement of the Business Registration (Amendment) Ordinance 2010 on the same day. The relevant commencement notices (L.N. 168 and 169 of 2010) were gazetted on 10 December 2010.

Companies (Amendment) Ordinance 2010 (“Amendment Ordinance”) -Major Changes

2. The main purposes of the amendments in Parts 2 and 5 of the Amendment Ordinance are to facilitate electronic company incorporation and electronic filing of documents with the Companies Registry (“the Registry”). The amendments streamline the procedures for company incorporation and provide for electronic communications with the Registrar of Companies (“the Registrar”), including the delivery of documents to the Registrar in the form of electronic records and the signing of documents using digital signatures or passwords. The Registrar is also empowered to issue certificates in the form of electronic records. Particulars of the major legislative changes are outlined at **Annex 1**.
3. Given the huge number of forms involved, the Registry will introduce new services for electronic submission of documents under the Companies Ordinance (“CO”) by stages. The first stage, which provides for electronic submission of specified forms/documents for company incorporation and change of company name of local companies, will be implemented in the first quarter of 2011. The format and manner of delivery to the Registrar of specified forms/documents in the form of electronic records will be specified by the Registrar before the launch of new electronic services.

One-stop Company and Business Registration Service (“One-stop Registration Service”)

4. Starting from 21 February 2011, the Registry and the Inland Revenue Department (“IRD”) will jointly implement the One-stop Registration Service. Any person who applies for incorporation of a local company or registration of a non-Hong Kong company under the CO will be deemed to have made a simultaneous application for business registration. Pursuant to the new sections 5A(1) and 5B(1) of the Business Registration Ordinance (“BRO”), the “Notice to Business Registration Office” (i.e. IRBR1 and IRBR2 for local and non-Hong Kong companies respectively at **Annexes 2a and 2b**) must be submitted together with the prescribed business registration fee and levy at the time when an application for incorporation of a local company or registration of a non-Hong Kong company is made with the Registry.
5. Upon approval of an application for company incorporation or registration, the Registrar will issue a Certificate of Incorporation/Registration and the Business Registration Certificate in one go. The Certificates (specimens at **Annexes 3a to 3c**) will be issued in hard copy form on A4 size white papers for paper applications and in electronic form for electronic

applications. Certificates in paper form or electronic form have the same legal effect*

One-stop Notification of Changes of Particulars

6. Currently, a company is required under the CO and BRO to notify the

Registrar and the Commissioner of Inland Revenue (“the Commissioner”) respectively of changes in company particulars. Pursuant to the new section 8(2B) of BRO, where companies have filed notifications with the Registrar reporting changes of the following particulars, the Registrar will transmit the particulars to the Commissioner after the related notice or return is registered or recorded and, on the registration or recording, the company is deemed to have notified the Commissioner of the relevant changes under the BRO: -

For local companies

- change of company name
- change of address of registered office

For non-Hong Kong companies

- change of corporate name
- change of address of principal place of business in Hong Kong
- alteration of authorized representative or an alteration of name and address of authorized representative

Where a non-Hong Kong company has already registered its business under the BRO prior to its application for registration under Part XI of the CO, it must submit IRBR2 with Form NI for registration under the CO to indicate that its business has been so registered. The business registration number of the company must be stated on the IRBR2.

Revised / New Specified Forms

7. The Registrar has revised the incorporation forms (i.e. Form NCI for companies limited by shares and Form NCIG for companies not limited by shares) and specified a new Form NC3 “Consent to Act as First Director” for use **with effect from 21 February 2011**. The forms were published in the Gazette on 21 January 2011 (G.N. 460 and 461). Stocks of old Forms NCI and NCIG may however be used up to 30 April 2011.
8. The new and revised specified forms can be downloaded from the “Public Forms” - “Specified Forms” section on the Registry’s website at www.cr.gov.hk. Hard copies of the forms are available for purchase on the 14th floor of the Queensway Government Offices, 66 Queensway, Hong Kong. A complete set of the Registry’s specified forms including the new and revised forms is also available in the form of a CD-ROM for purchase at the above address.
9. Notices to Business Registration Office (IRBR1 and IRBR2) can be obtained free of charge at the Registry’s Information Counter on the 14th floor of the Queensway Government Offices or from the “Public Forms” - “Specified Forms” - “Incorporation of Local Companies” / “Non-Hong Kong Companies” section on the Registry’s website.

Enquiries

10. Enquiries concerning this circular should be directed to-

Amendments relating to Part 2 of the Amendment Ordinance and One-stop Registration Service	Ms Fanny LAM, Assistant Registry Manager (New Companies)	(852) 2867 4790 fannylam@cr.gov.hk (852) 2867 4562 angelinamok@cr.gov.hk
Amendments relating to Part 5 of the Amendment Ordinance	Miss Angelina MOK, Assistant Registry Manager (Registration)	(852) 2867 4565 wrenwoi@cr.gov.hk
Amendments relating to the Business Registration (Amendment) Ordinance 2010 and the One-stop Notification Service	WU Wai-tat, Assistant Registry Manager (Development)	(852)2594 3141 yk_lau@ird.gov.hk
	Ms Doris LAU, Business Registration Officer	

Annex 1

Parts 2 and 5 of the Companies (Amendment) Ordinance 2010 To come into effect from 21 February 2011

Part 2 - Company Formation

1. Sections 6(1) and 12(1) of the Companies Ordinance (“CO”) have been revised to dispense with the requirements for a witness to attest the signature(s) of the founder member(s) in the memorandum of association and articles of association.
2. Section 14A(3) has been amended such that the incorporation forms can be signed by any person who is named in the form as a founder member.
3. The new sections 14A(2)(f) and 18A provide that the first director(s) of a company, if not being the founder member who signs the incorporation form, may give his/their consent(s) to act in the new specified Form NC3 “Consent to Act as First Director” if the respective statement of consent is not made in the incorporation form. Form NC3 must be delivered to the Registrar of Companies (“the Registrar”) not later than 14 days after the date of incorporation of the company, failing which the company, every officer who is in default, and the founder member who signed the incorporation form will be liable to a fine and, for continued default, to a daily default fine pursuant to section 18A(2).
4. Sections 9 and 15(1) have been revised to remove the requirements for a “signed” copy or a certified true copy of the original of the memorandum and articles of association (if any) to be registered with the Registrar. Instead, the founder member who signs the incorporation form shall, pursuant to the new sections 14A(2)(m) and (n), make a statement that the company’s memorandum and articles (if any) have been signed in accordance with sections 6 and 12, and that the contents of the copies of the company’s memorandum and articles delivered to the Registrar, with or without the part showing the signature and the date of signing, are the same as those of the original memorandum and articles signed by all founder members.

Part 5 - Electronic Communications with Registrar of Companies

1. Sections 346A and 346B have been added to empower the Registrar to specify the requirements for documents which are delivered to the Registry in the form of electronic records and to provide for the signing of such documents by using digital signature or password.
2. The Registrar is empowered to issue certificates in the form of electronic records under the new section 348BA.

<http://www.goodwin-gmc.com/offshorbye-zony/gonkong/>

<http://www.goodwin-gmc.com/>