

# HONG KONG

## Setting up a Company

Compiled by:

**Consulate General of Switzerland in Hong Kong**

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### STEP 1: DECIDING ON A COMPANY TYPE & NAME

#### I. Company Types

*Different company types are available for different business requirements*

**a. A Limited Company:**

- This is the most common company type.
- This is a company which is incorporated in Hong Kong.
- Owners can take advantage of all the tax benefits and concessions available to any fully incorporated business, such as the two-tier corporate tax rate.
- They can enjoy benefits such as the [Closer Economic Partnership Arrangement \(CEPA\)](#), a free trade agreement with Mainland China.

**b. A Branch Office of a Parent Company:**

- Already running a business outside Hong Kong? A Branch Office lets you establish a place of business in Hong Kong while staying connected to your parent company.
- The parent company is incorporated outside of Hong Kong.
- Make sure you registered with [the Companies Registry](#) as a "Registered Non-Hong Kong Company" within one month of establishment.
- Unlike a subsidiary limited company, a branch office is not a separate legal entity from the parent and can leverage funds off the credit rating of its owner. The parent company holds full responsibility for any debts or obligations incurred by the branch.

**c. Representative Office:**

- A Representative Office lets you explore Hong Kong's market without substantial investment.
- A representative office cannot engage in profit-making activities and can only fulfil limited functions on behalf of a company, such as market research or liaison activities.
- Useful for companies exploring the Hong Kong market before making a larger investment.
- If you start doing business that creates legal obligations, you will need to switch to a limited company or branch office.

## II. Company Names

Limited companies incorporated in Hong Kong cannot have the same company name as those in the index of company names kept by the Registrar of Companies. You may conduct a company name search free of charge through the [Companies Registry's e-Services Portal](#).

## III. Company Structure

Most limited companies incorporated in Hong Kong are private companies limited by shares.

A private limited company in Hong Kong requires at least one director who is a natural person and one company secretary.

- **Director(s):** You need at least one director, who must be a natural person. And, if you have only one director, the sole director cannot also be the company secretary. A non-Hong Kong resident can be appointed as a director.
- **Company Secretary:** Every company must have one. If the company secretary is a person, he/she should ordinarily live in Hong Kong. If it is a body corporate, it must have a registered office or business address in Hong Kong.
- **Shareholders:** No requirement for shareholders to be Hong Kong residents. The sole shareholder can also be a director of the company.

## IV. Significant Controllers Register

To enhance transparency of corporate beneficial ownership in order to fulfil Hong Kong's international obligations, the Companies Ordinance requires a company incorporated in Hong Kong to obtain and maintain up-to-date beneficial ownership information by way of keeping a "[Significant Controllers Register](#)". The Register should be open for inspection by law enforcement officers upon demand.

# STEP 2: INCORPORATING YOUR COMPANY

## I. Easy Application

Any application for company incorporation will include a simultaneous application for business registration.

## II. How to Apply

There are two ways to submit your application — either online via the 24-hour [e-Services Portal of the Companies Registry \(CR\)](#), or by delivering the documents in hard copy to the CR with the correct fees.

Any application for company incorporation will include a simultaneous application for business registration.

### **a. Required documents**

- Incorporation Form (Form NNC1 for company limited by shares) or Form NNC1G (for company not limited by shares)
- A copy of the company's Articles of Association
- A Notice to Business Registration Office (IRBR1)

### **b. Fees**

The fees for incorporating a company limited by shares are:

- **Company Registration fee:** the fees (excluding Business Registration Fee and Levy) payable for applications for incorporation of companies delivered in electronic form through the e-Services Portal. Please refer to [www.cr.gov.hk/en/services/fees.htm](http://www.cr.gov.hk/en/services/fees.htm) for the latest fees details
- **Business Registration and Levy:** you may refer to [www.ird.gov.hk/eng/pdf/brfee\\_table.pdf](http://www.ird.gov.hk/eng/pdf/brfee_table.pdf) for the latest fees details

### c. Processing Time

Online applications for company incorporation and business registration are normally processed within one hour. Hard copy applications will typically see the Certificate of Incorporation and Business Registration Certificate issued within four working days.

## STEP 3: REGISTERING YOUR BUSINESS

- **Businesses must be registered with the Business Registration Office of the Inland Revenue Department within one month of starting business operations.**
- **Once you have registered your business, you must display your Business Registration Certificate at your physical place of business.**

### I. Easy Registration

Companies are required to register with the Inland Revenue Department's Business Registration Office within a month of commencing operations. After registering your business, you are required to visibly display your Business Registration Certificate at your business location.

You need to submit documents to the [Companies Registry \(CR\)](#), as indicated in [Step 2](#), when applying for company incorporation. The following items are required in addition to the incorporation documents:

- A notice to the Business Registration Office (IRBR1)
- The prescribed [business registration fee and levy](#), as well as other fees payable under the Companies (Fees) Regulation (Cap. 622K)
- A levy to the Protection of Wages on Insolvency Fund: HK\$150 for a one-year certificate; HK\$450 for a three-year certificate\*

*\*Please note there might be some concessions from time to time.*

### II. Processing Times

You can receive your certificate in 30 minutes for in-person applications. Otherwise, you can expect to receive it by mail within two working days.

Business registration certificates can be obtained through [the one-stop company incorporation service](#). These certificates will be issued along with the Certificate of Incorporation by CR.

Online applications typically take about one hour to process. Hard copy applications, on the other hand, usually take around four working days to process.

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