



MANIVEST 宏傑

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源於亞洲，基於亞洲，服務全球

FACT SHEET

Formation and Management of Hong Kong Corporations

A Hong Kong corporation is a company registered under the Companies Ordinance which is either:-

- A company limited by shares
- A company limited by guarantee or
- An unlimited company

Over 99% of trading concerns are companies limited by shares.

Incorporation Procedures

The procedure for incorporation is simple: one or more persons of full age and capacity, of any nationality and domicile, may sign the Memorandum and Articles of Association. The Articles of Association so executed is then registered at the Companies Registry, whereupon the corporation acquires legal personality after the issuance of Certificate of Incorporation.

It is not necessary for the parties with an interest in the corporation to be in Hong Kong for the purpose of incorporation.

If the interested parties are not in Hong Kong or if they are not able to act as subscribers, a nominee will execute the Memorandum and Articles of Association on their behalf and immediately upon incorporation, the nominee will assign the parties all of their rights, titles and interests.

Shelf companies are available in Hong Kong.

Powers of the Corporation

The corporation may perform all lawful acts and exercise all powers provided for in its Memorandum of Association and in the Companies Ordinance of Hong Kong, subject only to the restrictions of its Articles of Association, if any.

Share Capital

There is no minimum capital requirement for most of the trading concerns, except the following:-

- Banks
- Insurance Companies
- Stock Brokers

The corporation must have an authorized capital. The authorized capital of the corporation is stated in terms of a certain sum of money of any currency divided into a stated number of shares with a given stated par value each (for instance HK\$10,000 divided into 10,000 shares with par value of \$1.00 each).

It is common for companies in Hong Kong to register HK\$10,000 as authorized capital and to increase the capital if necessary. There is also no requirement for the minimum capital to be issued and called.

Shareholders

Minimum **one** shareholder, who can either be individual or corporation, is required for a corporation. Shareholders need not be residents nor do they need to have visited Hong Kong before.

Shareholdings are evidenced by the issuance of share certificates and the “Return of Allotments” of the company filed with the Companies Registry. The Register of Shareholders is kept at the Registered Office of the company.

There is no requirement for a private company to register the details of the beneficial owner in the name of his nominee.

Directors

There is no residency requirement for directors. At least **one** director who is either individual or corporation is to be appointed.

Directors are officers of the company whereas shareholders can also control the operation of the company by assigning nominee directors. Directors need not be shareholders.

Company Secretary

A company secretary **MUST BE** a Hong Kong resident or a corporation incorporated in Hong Kong. One company secretary is required. If there is only one director in the company, the sole director cannot also be the secretary.

It is a common practice for foreign investors to appoint a nominee secretary to act on their behalf. The company secretary is responsible for fulfilling all statutory requirements of the corporation, including filing of statutory documents with the Companies Registry and various government departments.

Registered Office

Hong Kong Corporations are required to keep a registered office in Hong Kong. It is also a common practice for foreign investors to use the address of a professional firm as the corporation's registered office address.

Business Registration

Hong Kong Corporations are required to apply for a business registration certificate from the Inland Revenue Department even if they do not carry on any business.

Annual Shareholder Meeting and Return

Hong Kong Corporations are required to hold an annual shareholder meeting once a year. The function of this meeting is to consider and receive financial statements, declare dividends and to appoint auditors and directors. Meetings may be held anywhere unless restricted by the Articles of Association. Resolutions signed by 95% of the shareholders of the corporation will also be treated as duly passed at the meeting.

Written resolution in lieu of Annual General Meeting is permissible under the Companies Ordinance.

Annual return reporting the particulars of shareholdings and directors should be submitted within 48 days after the Annual General Meeting.

Accounting and Audit

The corporation is required by law to keep adequate books and to conduct audit once a year. Audit can only be conducted by Certified Public Accountants in Hong Kong. There is no provision for filing of accounts with the Companies Registry.

Summary of Features

Type of company	Private Company limited by shares
Governing corporate legislation	Companies Ordinance (Ch 32, Laws of Hong Kong)
Time-scale for incorporation	8 to 15 working days
Availability of ready-made companies	Available
Minimum and maximum number of shareholders	Minimum one. Maximum 50.
Statutory minimum paid-up capital requirements	None
Standard authorised capital	HK\$10,000
Residency requirement on shareholders or shareholders' meetings	None
Information published relating to shares and shareholders	Registered shareholders published.
Minimum and maximum number of directors	Minimum one. No maximum.
Are corporate directors permitted?	Permitted for private companies
Information published relating to directors	Directors' details published.
Nationality and residency requirements of directors	None
Must accounts be filed publicly?	No
Must accounts be audited, and if so by whom?	Yes, Auditors must be qualified under the Professional Accountant Ordinance.
Must the company have a registered presence in the territory of incorporation?	Yes, Registered Office.
Is there a public register of company charges?	Yes
Company seal	Metallic common seal required
Re-domiciliation provisions	Not permitted

How Maninvest Can Help You

The directors and management of Maninvest are professionals in the offshore industry having served the Asia markets for more than twenty years. Through our offices in Hong Kong, Shanghai and Macau as well as our associates in other Asia cities, we offer a full range of comprehensive value-added services to professional advisors and their clients.

Maninvest offers the following services:

- Incorporation of Hong Kong and other onshore/offshore companies and structures
- Full corporate management services
- Registered office, business office, mail redirection and business centre (available in selected locations only)
- Accounting services
- Re-invoicing services
- Asset protection and preservation advisory services
- Business establishment services
- Market exploration services