



GENERAL INFORMATION

Location

Hong Kong is on the south east coast of China and consists of a large number of islands and a part of the mainland totalling approximately 1,025 sq. km. The principal areas are Hong Kong Island, Kowloon and the New Territories. These areas were ceded to Britain in perpetuity in 1842 under the treaty of Nanking, and in 1898, the New Territories were leased by Britain from China for a period of 99 years. On 1 July 1997 all of Hong Kong reverted back to China and became a Special Administration Region within the People's Republic of China.

Population

The population of Hong Kong is currently 6.8 million made up mainly of people of Chinese origin and is one of the most densely populated areas in the world.

Political Structure

Until 1 July 1997, Hong Kong was a British Crown Colony. A governor appointed by the Queen presided over the Hong Kong government, which consisted of the executive and legislative councils.

On 1 July 1997 Hong Kong elected its own legislature and maintained its court structure. The head of the government of the Hong Kong Special Administrative Region is the Chief Executive Officer. The Legislative Council is the legislature of the Hong Kong.

Infrastructure and Economy

Separating Hong Kong Island and the Kowloon peninsular is Victoria Harbour, which is recognised internationally as one of the world's perfect natural harbours. It varies in width from two to ten kilometers. An additional 13,517 sq. km of land has been reclaimed in the New Territories to provide additional dockyard and warehousing facilities. It is estimated that well over 100,000 containers per month pass through the port.

Hong Kong is the leading South East Asian centre for both finance and commerce and ranks as the world's third largest financial centre after New York and London. There are more than 160 licensed banks with more than 130 foreign banks having representative offices in Hong Kong and a further 225 licensed deposit taking finance companies all of which play an active role in the financing of international trade and commerce.

Language

The official languages are English and Chinese, with English being used in the commercial and political context and Cantonese and Mandarin Chinese used widely in industry and domestic trade.

Exchange Control

None.

Type of Law

Common Law based on English Common Law.

[Principal Corporate Legislation](#)
Companies Ordinance (Cap 32).

COMPANY INFORMATION

[Type of Company for International Trade and Investment](#)
Private company limited by shares.

[Restrictions on Trading](#)
Cannot undertake banking or insurance or financial activities unless relevant licences are obtained.

[Powers of Company](#)
A Hong Kong limited liability company has all the powers of a natural person.

[Language of Legislation and Corporate Documents](#)
Both Chinese and English, and either one of the two languages can be used in the corporate documents.

[Registered Office Required](#)
Yes, a company must maintain a registered in Hong Kong where the correspondence from Hong Kong Government can be served.

[Name Approval Required](#)
Name needs not be approved and it is not possible to reserve a name too. It is essential to check that there is no similar or identical name on the Register maintained by Companies Registry, which would prevent the company being incorporated.

[Shelf Companies Available](#)
Yes, shelf companies are commonly used and are available for immediate delivery.

[Time to Incorporate](#)
Approximately two weeks from the submission of documentation and payment of statutory filing fees.

[Name Restrictions](#)
A name that is too similar to or identical to an existing company. A name that constitutes a criminal offence or is otherwise contrary to the public interest. A name that implies government patronage.

[Names Requiring Consent or Licence](#)
Building society, Chamber of Commerce, chartered, co-operative, mass transit, municipal, savings, tourist association, trust, trustee, underground railway, bank, insurance, assurance, reinsurance, fund management, asset management and investment fund.

[Suffixes to Denote Limited Liability](#)
Limited.

[Disclosure of Beneficiary Ownership to Authorities](#)
No. Nominee structure is commonly used.

COMPLIANCE

Authorised and Issued Share Capital

The standard authorised share capital is HKD10,000. The minimum issued capital is one share of HKD1 each.

Classes of Shares Permitted

Ordinary shares, preference shares, redeemable shares and shares with or without voting rights.

Bearer Shares

Company incorporated in Hong Kong is not allowed to issue bearer shares. However, privacy can be achieved by utilizing nominee services.

Taxation

The principle of Hong Kong income tax is that it is a tax on income that has its source in Hong Kong rather than a tax based on residence. Hong Kong does not therefore impose tax on non-Hong Kong source income even when remitted to Hong Kong. Consequently, if a Hong Kong company's trading or business activities are based outside Hong Kong no taxation will be levied. Hong Kong companies with Hong Kong source income currently pay a rate of taxation on profits of 17.5%.

There is no tax on capital gains. Interest income and dividend income is also tax free. There are no withholding taxes. The local currency is the Hong Kong Dollar which is freely interchangeable but has a pegged exchange rate against the US Dollar. There are no exchange controls.

One of the major advantages of utilising a Hong Kong company is that there is no immediate suggestion that the company is a tax avoidance vehicle as Hong Kong is major trading entity in its own right. Hong Kong is one of the world's largest importer and also one of the world's largest exporter. The vast majority of the 50,000 Hong Kong companies incorporated annually are local trading companies doing real business in the region.

Double Taxation Agreements

Hong Kong has no double tax agreement with any country, with the exception of a limited treaty with the United States of America relating to shipping matters only.

Financial Statement Requirements

Hong Kong companies are required to prepare full audited accounts under the company laws. Also, a copy of the audited financial statements is to be furnished with Inland Revenue Department together with Profits Tax Return. The audited financial statements are not available to the public or to the foreign authorities except those of a listed company.

Directors

A minimum number of one (1) director is required and full details of these must be filed with the Public Registry. The directors can be of any nationality and be resident anywhere. There is no requirement for board meetings to be held within Hong Kong and directors may be resident anywhere in the world. Corporate nominee directors are permitted.

Company Secretary

A Hong Kong company must appoint a company secretary, who may be a natural person or a body corporate, but the company secretary must be resident in Hong Kong.

Shareholders

A minimum number of one shareholder is required whose details are filed on the public register. Corporate shareholders are permitted and anonymity can be achieved by the use of nominee shareholders. The shareholders can be of any nationality and be resident anywhere in the world and meetings can take place anywhere.

REGISTRATION FEE AND MAINTENANCE FEE

Registration Fee (Tailor-made Company)

With a standard share capital of less than or of HK\$10,000 and with standard Memorandum and Articles of Association, our charge is USD1,175. In particular, our charge includes the following services:

1. Payment of incorporation official filing fee: USD225
2. Payment of first year business registration fee: USD335
3. One complete company kit: USD60
4. Provision of first year Company Secretary: USD225
5. Provision of first year registered Office: USD125
6. Incorporation service charge: USD205

Registration Fee (Readmade Company)

With a standard share capital of less than or of HK\$10,000 and with standard Memorandum and Articles of Association, our charge is USD1,175. In particular, our charge includes the following services:

1. Payment of incorporation official filing fee: USD225
2. Payment of first year business registration fee: USD335
3. One complete company kit: USD60
4. Provision of first year Company Secretary: USD225
5. Provision of first year registered Office: USD125
6. Incorporation service charge: USD205

Note: our charge here does not cover delivery fee.

Documents and Information Required

1. Proposed company name, either in English only or Chinese only or both;
2. One photocopy of Hong Kong Identity Card of all the shareholders, if they are Hong Kong residents; One photocopy of passport of all the shareholders, if they are not Hong Kong Residents; In case of corporate director, a copy of Certificate of Incorporation/Articles of Organisation is required.
3. One copy of Hong Kong Identity Card of all the directors, if they are Hong Kong residents; One copy of passport of all the directors, if they are not Hong Kong Residents; In the case of corporate shareholder, a copy of Certificate of Incorporation/Articles of Organisation/Articles of Incorporation is required.
4. Residential addresses/registered offices of all the shareholders and directors;
5. Amount of share capital, both authorised and issued and allotments, if standard capital not applied; and
6. Name, occupation and residential address of third person who will be acting as witness to the signature of the subscriber(s) in the Memorandum and Articles of Association.

Registration Fee – Cont'd

Documents Given to Clients after Registration

1. Original copy of Certificate of Incorporation
2. Original copy of Business Registration Certificate
3. Ten (10) copies of Memorandum and Articles of Association
4. Ten (10) copies of share certificate
5. Register of Members and Register of Directors
6. Common Seal and company chop
7. Minutes for the appointment of first director(s)
8. Documents pertaining to the appointment of directors.

Optional

Corporate Nominee Director (4):	USD300 (each/ per annum)
Corporate Nominee Shareholder:	USD250 (each/ per annum)
Legalisation of incorporation documents (1):	USD600 per set
Notarisation of incorporation documents (2):	USD350 per set
Certification of incorporation documents (3):	USD100 per set
Mailing address (5):	USD200 per annum

Note:

- (1) Legalisation of incorporation documents is required for use in China for the establishment of Representative Office;
- (2) Notarisation of incorporation documents may be required for the purpose of opening bank accounts in other countries;
- (3) Certification of incorporation documents is required for opening of bank account in Hong Kong.
- (4) We require a deposit of USD600 for provision of nominee director services.
- (5) Postage incurred for mail forwarding will be billed separately.

Annual Maintenance Fee

Annual maintenance fees are estimated to be USD1,410. A breakdown of the fees is provided below:

1. Annual retainer for acting as company secretary: USD275
2. Registered Office fee: USD175
3. Payment of business registration fee: USD335 (subject to change by the Government)
4. Annual Return statutory filing fee: USD14 (subject to change by the Government)
5. Book-keeping fee: NIL if not operating; fees to be determined according to the nature of business and number of transactions.
6. Statutory audit fee: USD500 if operation is minimal; exact fee will be determined according to a number of factors, such as the nature of business and amount of turnover etc.
7. Filing of Profits Tax Return: USD75
8. Filing of Employer's Return: USD30

For information, assistance or incorporation, please contact:

Kaizen Corporate Services Limited

Hong Kong Head Office

Room 1106, Futura Plaza
111 How Ming Street, Kwun Tong, Hong Kong
Tel: +852 23411444
Fax: +852 23411414
hk@by-cpa.com

Shenzhen Office, China

Room 2316, International Trade Building, Renmin Road South
Luohu District, Shenzhen, China
Tel: +86 (0755) 8221 4440; +86 (0755) 8221 4442
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sz@by-cpa.com

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Room 1623-1624, Yongsheng Building, 2025 Zhongshan Road West
Xuhui District, Shanghai, China
Tel: +86 (021) 6439 4114
Fax: +86 (021) 6439 4414
sh@by-cpa.com

Incorporation Procedures

- Step 1** Client fax or scan and email to us the documents and information required
- Step 2** Client make payment to Kaizen
- Step 3** Kaizen prepare registration documents and send them to client for signing
- Step 4** Client signs the registration and then send (by post or courier) them back to us
- Step 5** **Kaizen** files the following documents with Companies Registry together with the appropriate fees:-
(a) Memorandum and Articles of Association of the intended company.
(b) A Statutory Declaration of Compliance.
- Step 6** **Kaizen** receives the Certificate of Incorporation from Companies Registry.
- Step 7** **Kaizen** files the following documents with Companies Registry
(a) Notification of Appointment of First Directors and Secretary
(b) Letter of Appointment of First Directors
(c) Consent to Act as Director
(d) Notification of Situation of Registered Address
(e) Any other documents if appropriate
- Step 8** **Kaizen** applies for Business Registration Certificate with the appropriate fees. Incorporation process completed.
- Step 9** **Kaizen** send duly registered documents to client.



HONG KONG

COMPANY INCORPORATION FORM

Confidential Information

The particulars of the Shareholders and Directors are filed with the Registrar of Companies in Hong Kong and are available for public inspection.

1. **Proposed name of the Company:** (in order of preference)

English _____

Chinese _____

Note: English name must be ended with "LIMITED" and Chinese name must be ended with "有限公司".

2. **Nature of business of the Company:**

3. **Date of commencement of business:** (for application of Business Registration Certificate)

4. **Authorised and issued share capital of the Company:** (Unless otherwise indicated, the standard Authorised Capital will be HK\$10,000 divided into 10,000 shares of HK\$1.00 par value each)

a. Standard Authorised Share Capital Yes No

b. If no, the Authorised Capital of the Company will be (specify currency and amount) _____
divided into _____ shares of _____ each.

For any increase in the authorised capital of the company over HK\$10,000, an additional HK\$1.00 of capital duty is charged per HK\$1,000 of share capital or part thereof.

5. **Particulars of Shareholder(s):** (a minimum of ONE shareholder is required and may be nominees)

b. If nominee shareholder is not used, please provide particulars of proposed Shareholder(s):

Name _____

Address/Registered Office _____

Occupation _____

Nationality and passport/I.D. No. / Co No. _____

Number of shares to be issued _____

Name _____

Address/Registered Office _____

Occupation _____

Nationality and passport/I.D. No. / Co No. _____

Number of shares to be issued _____

Please provide a photocopy of the passport or other form of I.D. documentation of the proposed shareholder if these are not provided by KCSL.

If the shareholder(s) is / are corporations, full details of their corporate structure will be required.

N.B. The register of members must be kept at the registered office in the Hong Kong.

6. Particulars of Directors: *(a minimum of ONE director is required and may be nominee)*

b. If no, please provide particulars of proposed Director(s):

Name _____

Address/Registered Office _____

Occupation _____

Nationality and passport/I.D. No. / Co No. _____

Name _____

Address/Registered Office _____

Occupation _____

Nationality and passport/I.D. No. / Co No. _____

Name _____

Address/Registered Office _____

Occupation _____

Nationality and passport/I.D. No. / Co No. _____

Number of shares to be issued _____

Please provide a photocopy of the passport or other form of I.D. documentation of the proposed director if not provided by KCSL.

If the Director(s) is / are corporation(s), full details of their corporate structure will be required.

7. Registered Address in Hong Kong:

a. KCSL to provide Registered Office Yes No

b. If no, please provide details: *(including any other place of business in Hong Kong, if any)*

8. Company Secretary:

a. KCSL to act as Company Secretary Yes No

b. If no, the following party will act as the Company Secretary:

Please provide a photocopy of the passport or other form of I.D. documentation of the proposed secretary if this is not provided by KCSL.

The secretary of a Hong Kong Company MUST be an individual or body corporate resident in Hong Kong.

9. Witness to the Signature of Subscriber:

Please provide the name, occupation and address of the person who will be witnessing the signature of the subscriber in the Memorandum and Articles of Association. The witness could be anyone over the age of 18.

Name:

Occupation:

Residential Address:

10. Correspondence Address:

a. KCSL to provide correspondence address Yes No

b. If no, the correspondence address of the Company will be:

11. Bank Account(s):

- a. KCSL to open bank account(s) Yes No
- b. Details of bank and account type:

Bank name _____

Branch address (if known) _____

Account type(s) and currency _____

- c. KCSL to provide signatories

If no, please list out the names of the signatories and the signing arrangement:

The following conditions apply to the opening of a bank account.

(a) KCSL must be appointed as the Company Secretary.

12. Other Services:

The following services may also be provided by KCSL:

- a. Accounting services Yes No
- b. Trade services Yes No

Further information in this regard may be obtained by contacting our staff at the above address.

13. Method of Payment *(please remember to quote our Debit Note reference number if known):*

- a. By telegraphic transfer to our account at:

Banker: Hongkong & Shanghai Banking Corporation Ltd.

Bank address: G/F., Wong Tze Building, 71 Hoi Yuen Road, Kwun Tong, Hong Kong

Beneficiary: Kaizen Corporate Services Limited

Multi-currencies Account: 116-713777-838

- b. By cheque made out in favour of 'Kaizen Corporate Services Limited' addressed to Room 1106, Futura Plaza, 111 How Ming Street, Kwun Tong, Hong Kong.
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Hong Kong

14. Billing address:

The person and address to which billings should be sent is:

Name: _____

Address _____

Contact telephone No. _____

Contact fax No. _____

Email: _____

15. Authorization to proceed:

The undersigned person(s) hereby authorise KCSL to proceed with the incorporation/purchase of the above Hong Kong Company and all documents correspondence and Debit Notes will be sent to the address specified below:

Name: _____ Signature: _____

Address _____

Nationality and passport/I.D. No. _____

Contact telephone No. _____

Contact fax No. _____

***** INTERNAL USE ONLY *****

Consultant _____ Supervisor: _____ A/C Depart: _____

Price: _____ Payment Method: _____

Deposit: _____ Received: _____

Balance: _____ Received: _____

Name Search: _____ Search Result: _____

MA Filed on: _____ CI Issued on: _____

Kit Ordered: _____ Kit Delivered: _____

Remark: _____
