

Hong Kong Company Incorporation Package #HKLLC07 - Incorporation of One Offshore Company and Incorporation of One Hong Kong Company plus Company Secretary plus Registered Office plus Corporate Bank Account

Hong Kong private limited liability company incorporation package for entrepreneurs who does not wish to have their names registered with the Hong Kong Companies Registry and achieve a higher level of confidentiality. Below is a brief description of how it works: the Belize company law does not require the registration of the particulars of director and shareholder with the Companies Registry and as the Belize company will be acting as the director and shareholder of the Hong Kong company, the general public will not have access to the particulars of the ultimate beneficiary.

1. Scope of Services of Hong Kong Company Registration Package #HKLLC07

(1) Registration of one offshore company in Belize: USD625 (originally costs USD700)

Our registration fee together with the current year maintenance fee for a Belize company with a share capital no more than US\$50,000 is USD700 excluding delivery fee. In particular, the fee covers:

- (a) current year licence fee
- (b) current year registered agent fee
- (c) current year registered office fee
- (d) one company kit
- (e) our incorporation service charges

(2) Hong Kong Company Pre- & Post- Incorporation : USD1,025 (originally costs USD1,100)

(a) Company registration

- Name availability check
- Preparation of memorandum & articles of the company and other incorporation documents
- Preparation of registration forms
- Professional & Filing Fees
- Certificate of incorporation**
- Preparation of compliance corporate kit, including corporate seal, share certificates, register and minutes book
- Business Registration Certificate (Sample)**
- Minutes of first board meeting
- Resolution to open a bank account

(b) Corporate Secretarial Service for one year

Hong Kong Companies Ordinance requires all Hong Kong Companies to appoint a Company Secretary to handle on-going statutory compliance matters. Kaizen can act as the named Company Secretary for your Company to comply with CR requirements.

- Companies Registry (CR) Compliance Alert & Reminders

- Named Company Secretary registered with CR for 12 months
- Maintaining the statutory books, preparation of all relevant minutes for Directors and Shareholders meetings.

(c) Registered Office/Business Address for one year

Kaizen provides a Registered Address, which can be used for registered business address for your registration of your company. The address can be used on business cards, letterheads or any other official documents.

Whenever mails arrive, Kaizen provides notification via email and information of sender of the mails will be provided.

For every batch of mails forwarded, Kaizen will charge a handling fee of USD5 plus postage.

(3) Hong Kong Bank Account - USD375.00 (originally costs USD425)

Provide assistance to open corporate bank account with a leading international bank in Hong Kong, including preparation of certified incorporation documents as required by the bank, visiting the bank with client, forwarding Internet banking password and security device to client. Please note the bank requires at least a director or shareholder visit their branch personally for the purpose of due diligence.

Detailed Bank Account Opening Procedures and Type of Bank Account Available

Total Package Price (1) + (2) + (3) = USD2,025

2. Set-up Requirements for Formation of Offshore and Hong Kong Company

(1) Registration requirements for Belize Offshore Company

Requirements for Formation and registration of a offshore company in Belize

- Minimum 1 Shareholder + 1 Director (Optional Company Secretary)
- Shareholders may be corporations or individuals
- The Shareholder can also act as Director
- Minimum initial paid-up share capital is USD1.00
- A Registered Address and Registered Agent in Belize (provided by Kaizen)

(2) Registration requirements for Hong Kong Private Company

Requirements for Formation and registration of a Private Limited Company in Hong Kong

- Minimum 1 Shareholder (and maximum 50 shareholders) + 1 Director + 1 Company Secretary
- Shareholders may be corporations or individuals
- The Shareholder can also act as Director
- The Company Secretary has to be Hong Kong resident or Hong Kong Corporation (provided by Kaizen)
- Sole shareholder and director cannot act as Company Secretary
- Minimum initial paid-up share capital is HKD1.00
- A Hong Kong Private Limited Company must have a Registered Address in Hong Kong (provided by Kaizen)

3. Step by Step Guide to Register Your Offshore and Hong Kong Company Through Kaizen

When you engage Kaizen to incorporate a Hong Kong company, please follow the procedures described below. These procedures apply to tailor-made company, that is, clients provide a name of their own creation.

Stage 1: Registration of Belize Offshore Company

Step 1: You confirm and engage Kaizen to register an offshore company by either sending Kaizen an email or fax. If so requested, Kaizen will prepare and sign an engagement letter with you. Please note we require full payment in advance before providing services.

Step 2: Kaizen issue an invoice of the fees and email the invoice to you and you arrange payment by check, bank transfer or wiring. Detailed instructions will be provided upon confirmation of order.

Step 3: You provide to Kaizen either by fax or scan and email the following materials:

- (1) Proposed company name, either in English only or both English and Chinese;
- (2) One photocopy of passport (only the page showing the particulars of the holder) and residential address of each shareholder; if shareholder is another corporation, please provide Certificate of Incorporation and Registered Office of that corporation;
- (3) One photocopy of passport (only the page showing the particulars of the holder) and residential address of each director; if director is another corporation, please provide Certificate of Incorporation and Registered Office of that corporation;
- (4) Amounts of authorized share capital and issued capital, percentage of shareholdings if more than one shareholder.
- (5) A brief description of the principal business activities of the Company.

Step 4: Kaizen check the availability of the proposed company name. If available and after payment confirmed, Kaizen proceed to registration; if not available, Kaizen will go back to you for more company names and perform the availability search again.

Step 5: Kaizen receive the Certificate of Incorporation from the Registrar of Companies.

Step 6: Kaizen attend to the followings:

- (1) Printing Memorandum and Articles of Association
- (2) Prepare minutes of First Board Meeting
- (3) Prepare Application for Allotment of Share(s) for each shareholder
- (4) Prepare Consent to Act as Director for each director
- (5) Update Register of Members
- (6) Update Register of Directors
- (7) Prepare Share Certificate
- (8) Carve Common Seal and rubber chop

Step 7: Kaizen arrange to deliver the above documents/materials (together known as Company Kit) to you.

Step 8: Upon receipt of the Company Kit, you sign the following documents: -

- (1) Application for allotment of shares
- (2) Minutes of First Board Meeting
- (3) Consent to Act as Director
- (4) Share Certificate

and then either fax or scan and email a copy of the duly signed documents as listed above to Kaizen. Registration procedures completed.

Stage 2: Registration of Hong Kong Company

Step 1: Kaizen performs a name availability search in the **Register of Companies** maintained by the **Hong Kong Companies Registry** and confirm with clients whether the proposed company name(s) is/are available for registration or not.

Clients are advised to provide at least two proposed names in priority of preference in case that the most preferred one is gone and it could be replaced by the second preference.

Step 2: After confirmation of the availability of the proposed name, Kaizen then prepares the following incorporation documents:

- (1) **Memorandum and Articles of Association** (also known as bylaws, constitutions), appointment of first directors and
- (2) Declaration of Compliance
- (3) **Notice of Appointment of First Secretary and Director** (Form D1)
- (4) **Consent to Act as Director** (Form D3)
- (5) **Notice of Situation of Registered Office**

- (6) Letter of appointment of first directors
- (7) Minutes of First Directors Meeting

Step 3: Kaizen then arranges to have the documents listed in Step 3 signed by the representative of the director and shareholder and the witness.

You could come to our offices to sign the incorporation documents. In the case that clients could not come to our offices, Kaizen could arrange to deliver the incorporation documents to you for your signing. The original duly signed incorporation documents must then be returned to Kaizen for filing.

Step 4: After the incorporation documents are duly signed, Kaizen then files the following documents with Companies Registry together with the appropriate fees for the application of **Certificate of Incorporation**:-

- (1) Memorandum and Articles of Association of the intended company.
- (2) Declaration of Compliance.

Step 5: After 5 working days, Kaizen collects the Certificate of Incorporation from the Companies Registry.

Step 6: Then, Kaizen complete some of the forms as listed in Step 2 (some of the information required for completion are only made available after the Certificate of Incorporation is available) and file them with the Companies Registry:-

- (1) Notification of Appointment of First Directors and Secretary
- (2) Notice of Consent to Act as Director
- (3) Notification of Situation of Registered Address
- (4) Any other documents if appropriate

Step 7: Kaizen now proceeds to place an order for manufacturing of company seal and chop and printing of Memorandum and Articles of Association (the whole set of documents together is known as company kit).

Step 8: Finally, Kaizen submits the form for application for Business Registration Certificate to Inland Revenue Department to apply for the Business Registration Certificate with payment of appropriate fee. The Business Registration Certificate is normally issued in one hour after submission of application form and payment of appropriate fee.

Step 9: Kaizen arranges to deliver to you the Company Kit. The whole registration process is then completed. All the documents evidencing the legal existence of the Company is contained in the Company Kit and those items are what we returned to you after the Company is duly registered.

In particular, the **Company Kit** includes the following items:

(1)	Original copy of Certificate of Incorporation (sample <u>Certificate of Incorporation</u>)
(2)	Original copy of Business Registration Certificate (sample <u>Business Registration Certificate</u>)
(3)	10 printed copy of Memorandum and Articles of Association (sample <u>Memorandum and Articles of Association</u>)
(4)	20 copies of blank share certificate
(5)	One statutory book (members register, directors register and share register)
(6)	One company chop and one Common Seal
(7)	Duplicate copy of documents filed with Companies Registry in relation to the appointment of directors, secretary, location of registered office and one duly completed share certificate for each of the shareholders.

Stage 3: Setting up of Bank Account

While we wait for the registration of the companies, we will email the bank account opening form to you. Upon receipt of it, you should bring along with you your passport, address proof and the form to the nearest HSBC branch or our offices to have your passport, address proof and signature on the bank account opening form verified. Then, the verified documents are returned to Kaizen for further processing. Once after both the Belize offshore company and Hong Kong company are duly registered, we will then submit all certified incorporation documents and verified documents mentioned above to the bank for the bank to process the account opening.

4. Time Frame to Incorporate

Step	Procedures	Time
1	Belize offshore and Hong Kong company names search	Day 1

2	Kaizen send Hong Kong company incorporation documents to client for signing	Day 1
2	Kaizen delivers the duly signed Memorandum and Articles of Association to the Registry for registration; company registered; Hong Kong company incorporation documents returned to Kaizen	Day 2
3	Belize Companies Registry issues the Certificate of Incorporation	Day 4
4	Kaizen collects the Certificate of Incorporation of the Belize company from the Registry	Day 4
5	Kaizen submits Hong Kong company incorporation documents to the Hong Kong Companies Registry	Day 5
6	Kaizen receives Belize company Certificate of Incorporation from Belize and send the activation documents to you for your signing	Day 8
7	The Hong Kong Companies Registry issues an Kaizen collects the Certificate of Incorporation	Day 10
8	Kaizen applies for Business Registration Certificate from Business Registration Office	Day 11
9	Kaizen arranges the company seal and chop and printing of Memorandum and Articles of Association	Day 12
9	Registration completed and company kit delivered to client	Day 13
10	Submit documents to the bank and obtain the bank account number, security device, Pin for Internet banking and/or PhoneBanking	Day 14
11	Internet banking activated	Day 15
12	Check books issued	Day 25

5. Materials required for incorporation of Belize Offshore and Hong Kong company and Setting up of Bank Account

Client needs to provide the following documents and information to Kaizen by email or fax or post for purpose of incorporation:

(1)	Proposed company name (Hong Kong Company Names Guidelines), either in English only or Chinese only or both;
(2)	One photocopy of passport and residential addresses of all shareholders, if shareholders are not Hong Kong residents; One copy of Hong Kong Identity Card and residential addresses of all shareholders, if shareholders are Hong Kong residents; if shareholder is another corporation, please provide Certificate of Incorporation and registered office;
(3)	One photocopy of passport (only the page showing the particulars of the holder) and residential addresses of all directors, if directors are not Hong Kong residents; One copy of Hong Kong Identity Card and residential addresses of all directors, if directors are Hong Kong residents; if director is another corporation, please provide Certificate of Incorporation and registered office;
(4)	Amount of share capital, percentage of shareholdings if more than one shareholder.
(5)	The name, occupation and residential address of a third party who will act as witness to the signature of the shareholder. The only requirement regarding the witness is that she/he must be over the age of 18. If the client could come to our offices to sign the incorporation documents, we can provide the witness.
(6)	Basic background information of the new company, such as the principal business activities, the products to traded or services provided, the location of suppliers and customers, the expected turnover of the first year etc

6. Time of Billing

Upon receipt of your order, we will issue an invoice to you for your settlement. We require full payment in advance.

7. Payment Method

We currently only accept Hong Kong Dollar check, cash or TT and credit card through Paypal. Please click here for payment methods.

For further information or assistance, please call us:

Hong Kong Office: +852 2341 1444
Singapore Office: +65 6295 2884
Shenzhen Office: +86 755 8268 4480
Shanghai Office: +86 21 6439 4114
Beijing Office: +86 10 6874 8420

or send email to enquiries@bycpa.com.