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## Hong Kong Company Incorporation Guide

**Unless otherwise stated, the “Hong Kong Company” mentioned in this guideline note refers to private companies limited by shares registered in accordance with the Hong Kong Companies Ordinance.**

This guideline has been prepared for the use of Clients of Our Firm.

It is intended to be a general guide to give an outlook in the major features the requirements for the registration of private companies in Hong Kong.

The content of the guideline note consolidated the new Hong Kong Companies Ordinance which took effect on 3 March 2014,

We are a certified public accountants firm, providing clients with comprehensive and personal services relating to auditing, taxation, accounting as well as giving general financial and management advice.

Up to date advice and general assistance can be readily obtained from Our Firm.

**Kaizen Certified Public Accounts Limited**

Certified Public Accountants

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## Part 9 Company Secretary

### 1. Introduction

In accordance of the Hong Kong Companies Ordinance, every company registered in Hong Kong shall have a secretary. With effect from 3 March 2014, the first secretary of the company is the person named as the secretary in the incorporation form submitted in respect of the company.

### 2. Qualification of Company Secretary

The secretary of a company shall-

- (a) if an individual, ordinarily reside in Hong Kong;
- (b) if a body corporate, have its registered office or a place of business in Hong Kong.

A director of a company may at the same time acting as the secretary of the company. However, the director of a private company having only one director shall not also be the secretary of the company.

Anything required or authorized to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the company authorized generally or specially in that behalf by the directors.

### 3. Powers and Duties

The general duties of the company secretary include the correspondence with shareholders and regulatory bodies as well as ensuring that the company is in compliance with the regulations regarding the organisation of the meetings of directors and shareholders and therefore the company secretary needs to be present at all meetings of the company and the directors, and shall make proper minutes of the meeting.

The company secretary will usually countersign every document to which the seal of the company is affixed, and his department will deal with share transfers, keep the books of the company and will deliver documents and make necessary returns to the Hong Kong Companies Registry.

Being an officer of the company, the company secretary owes fiduciary duties and a duty of care and skill to the company. The company secretary is also bound to perform the duties which the law imposes on all officers of a company.

#### **4. Appointment and Resignation**

The company secretary is appointed by the directors. According to Article 112 of Table A of the Hong Kong Company Ordinance, a Company Secretary can be appointed for such term, at such remuneration and upon such conditions as they may think fit.

#### **5. How Kaizen Can Help**

In any case that you cannot provide a local Hong Kong resident or a local Hong Kong company to act as Company Secretary, you can engage our nominee company secretary service. We can provide a local Hong Kong resident to act as company secretary if so requested. Our fees for this service is USD360 per annum.