

## Non-Hong Kong Company Registration Package #NHK02 - Branch Registration, Registered Office, Local Representative and Corporate Bank Account

### 1. Non-Hong Kong Company (Branch Office) Registration Package #NHK02 - Services and Costs

Our fees for registration of a Branch Office (Non-Hong Kong company) in Hong Kong, together with the provision of a registered office, local resident representative and setting up a corporate bank account with HSBC Hong Kong are USD1,550. In particular, our fees cover the following services:

- (1) Application for Certificate of Incorporation as Non-Hong Kong Company (formerly as Overseas Company, i.e. branch offices of foreign companies) and Business Registration Certificate and payment of statutory fees;
- (2) Filing of particulars of directors, company secretary and filing of business address;
- (3) Provision of registered office/business address for the first year; and
- (4) Provision of one local resident representative for the first year.

Foreign company intends to carry out business in Hong Kong is required to apply for registration within one month of establishing a place of business in Hong Kong.

### 2. Non-Hong Kong Company (Branch Office) Registration and Bank Account Opening Procedures

#### Step 1:

File the following documents with Companies Registry with the appropriate fees:-

- (a) a certified copy of the instrument defining the company's constitution.
- (b) Form F1 reporting :-
  - (1) the particulars of directors and secretary;
  - (2) the particulars of the person(s) authorized to act in Hong Kong on behalf of the company;
  - (3) the principal place of business in Hong Kong and in the place of incorporation; and
  - (4) the registered office in the place of incorporation.
- (c) a certified copy of the company's Certificate of Incorporation (or its equivalent).
- (d) a certified copy of the latest accounts of the company, unless exemption has been granted by the Registrar of Companies upon application.

#### Step 2:

Apply for Business Registration Certificate (from Business Registration Office) with the appropriate fees

For items (a) and (d), if the original document is not in Chinese or English, only a certified translation into Chinese or English needs to be filed. For item (c), if the original document is not in Chinese or English, a certified copy of the document in the original language together with a certified translation into Chinese or English should be filed.

#### Step 3:

Submit the bank account opening documents with HSBC Hong Kong and obtain the bank account number and other bank account materials

### 3. Documents Required for Branch Office Registration and Bank Account Opening

#### (1) Branch Registration

In accordance with **Hong Kong Companies Ordinance Section 333(1)**, Companies incorporated outside Hong Kong which establish a place of business within Hong Kong shall, within one month of the establishment of the place of business, deliver to the Registrar of Companies for registration:-

- (a) a certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the constitution of the company, OR, if the instrument is not written in the English or Chinese language, a

certified translation of the instrument in English or Chinese;

(b) a list in English or Chinese in the specified form [Form F1] of the names and addresses of some one or more persons resident in Hong Kong authorized to accept on behalf of the company service of process and any notices required to be served on the company, and also:-

(i) the address of the principal place of business of the company in Hong Kong;

(ii) the respective addresses of the principal place of business, if any, and the registered office (or its equivalent) of the company in the place of its incorporation; and

(iii) the particulars of the directors and secretary of the company as mentioned in sub-section (2) of section 333;

(c) a certified copy of the company's certificate of incorporation (OR, where it is shown to the satisfaction of the Registrar that it is not the practice under the law of the place where the company purports to be incorporated to issue a certificate of incorporation, a copy of such other evidence of incorporation as the Registrar deems sufficient) together with a certified translation of the document in English or Chinese if the certificate (or such other evidence) is in a language other than English or Chinese; and

(d) except in the case of a company referred to in section 336(6) , a certified copy of the latest accounts of the company in the form required by the law of the place of its incorporation or, if no such requirement is in force under the law of that place, in the form in which the accounts of the company are submitted to the members of the company, OR a certified translation of the document in English or Chinese if the accounts are in a language other than English or Chinese:

Provided that-

(i) a body corporate or a firm other than a solicitor corporation, a corporate practice within the meaning of section 2 of the Professional Accountants Ordinance (Cap. 50) or a firm of solicitors or professional accountants shall not be authorized to accept on behalf of any oversea company service of process or any notices required to be served on the company;

(ii) in the case of a solicitor corporation, such a corporate practice or a firm of solicitors or professional accountants so authorized, it shall be sufficient for the purpose of paragraph (b) to deliver the name of the solicitor corporation, corporate practice or firm and its business address in Hong Kong.

**(2) Bank Account Opening**

- (a) A copy of passport copy and residential address proof in respect of each director and shareholder of the foreign company and of the authorised signer
- (b) A bank account opening form (prepared by Kaizen and signed by the director and authorised signer)
- (c) A set of CPA certified branch office registration documents (prepared by Kaizen)

**4. Documents returned to clients after registration:**

- (1) Original copy of Certificate of Incorporation as Overseas Company
- (2) Original copy of Business Registration Certificate (sample business registration certificate)
- (3) Duplicate copy of documents filed with Companies Registry, such as Notification of particulars of directors, secretary, location of registered/business address and appointment of local resident representative

**5. Time Frame for Branch Registration and Bank Account Opening**

Procedures	Time
Kaizen receives the duly signed original incorporation documents from client	Day 1
Kaizen delivers the duly signed Memorandum and Articles of Association to Companies Registry to apply for Certificate of Incorporation (if the incorporation documents arrived in our Hong Kong office after 4:30 p.m., the documents will be delivered to Companies registry on Day 2)	Day 1
Companies Registry issues the Certificate of Incorporation	Day 4
Kaizen collects the Certificate of Incorporation from Companies Registry	Day 5
Kaizen submits company activation documents to Companies Registry for filing purpose	Day 5
Kaizen applies for Business Registration Certificate from Business Registration Office	Day 6
Registration completed and company kit delivered to client	Day 6

Submit documents to the bank and obtain the bank account number, security device, Pin for Internet banking and/or PhoneBanking	Day 8
Internet banking activated	Day 11
Check books issued	Day 18

## 6. Annual Maintenance Costs of a Non-Hong Kong Company

The annual maintenance costs for a company registered as overseas company in Hong Kong from second year and thereafter is estimated to be around USD1,700. In particular, the annual maintenance costs consist of:

- (1) Business address: USD175 (per annum)
- (2) Local resident representative: USD275 (per annum)
- (3) Business registration fee: USD335 (subject to change by the Government)
- (4) Annual Return filing fee: USD14
- (5) Book-keeping fee: NIL if not operating
- (6) Statutory audit fee: USD700 up (please note if the laws in the place where the foreign company is registered do not require the financial statements of the foreign company to be audited, then the financial statements of the Hong Kong branch office is not required to be audited)
- (7) Filing of Profits Tax Return: USD100
- (8) Filing of Employer's Return: USD50 for the main form and USD35 for each employee

## 7. Time of Billing and Payment Methods

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

As to payment methods, we currently only accept Hong Kong Dollar check, cash or TT and credit card through Paypal. [Please click here for payment methods](#)