

**L.N. 8 of 2013**

**Companies (Disclosure of Company Name and Liability Status) Regulation**

(Made by the Financial Secretary under sections 659 and 660 of the Companies Ordinance (28 of 2012))

**1. Commencement**

This Regulation comes into operation on the day on which sections 659 and 660 of the Companies Ordinance (28 of 2012) come into operation.

**2. Interpretation**

(1) In this Regulation—

***business venue*** (業務場所), in relation to a company, means an office or a place, other than its registered office—

- (a) where it carries on its business; and
- (b) that is open to the public;

***communication document*** (通訊文件), in relation to a company, means any business letter, notice or other official publication of the company;

***registered name*** (註冊名稱), in relation to a company, means the name by which the company is registered under the Ordinance;

***transaction instrument*** (交易文書), in relation to a company, means—

- (a) any contract or deed purporting to be signed by or on behalf of the company;
- (b) any bill of exchange, promissory note or endorsement purporting to be signed by or on behalf of the company;

- (c) any cheque or order for money or goods purporting to be signed by or on behalf of the company; or
  - (d) any consignment note, invoice, receipt or letter of credit of the company.
- (2) In this Regulation, a reference to a communication document or transaction instrument is a reference to it in hard copy form, electronic form or any other form.
- (3) In this Regulation, a reference to the website of a company includes any part of a website relating to the company which the company has caused or authorized to appear.

### **3. Display of registered name at registered office, etc.**

- (1) A company must display continuously its registered name in legible characters at—
- (a) its registered office; and
  - (b) every business venue of the company.
- (2) The registered name must be so positioned that it may be easily seen by any visitor to the office or business venue.
- (3) If a location is the registered office or a business venue of more than 6 companies, and any of the companies, in purported compliance with subsections (1) and (2), displays its registered name through an electronic device, the registered name is taken to be displayed continuously for the purposes of those subsections if—
- (a) the registered name is displayed for at least 15 continuous seconds at least once in every 4 minutes; or
  - (b) the registered name is capable of being displayed within 4 minutes after a request to make the display is made through the electronic device.
- (4) Subsections (1), (2) and (3) do not apply to a company that has had no accounting transaction at any time since its incorporation.

- (5) If—
- (a) a liquidator, receiver or manager of the property of a company has been appointed; and
  - (b) the registered office or any business venue of the company is also a place where the business of the liquidator, receiver or manager is carried on,
- subsections (1), (2) and (3) do not apply to that registered office or business venue.

**4. Registered name to appear in communication documents, etc.**

A company must state its registered name in legible characters—

- (a) in any communication document of the company;
- (b) in any transaction instrument of the company; and
- (c) on any website of the company.

**5. Duty to disclose company's status of limited liability or otherwise**

- (1) A limited company licensed under section 103 of the Ordinance to be exempt from section 102 of the Ordinance must state in legible characters in any communication document and transaction instrument of the company and on any website of the company the fact that it is incorporated with limited liability.
- (2) An unlimited company must state in legible characters in any communication document and transaction instrument of the company and on any website of the company the fact that it is incorporated without limited liability.
- (3) If a limited company registered by a name in English only (other than a company licensed under section 103 of the Ordinance to be registered without “Limited” as the last word of its name) displays or states any name of or for the company in Chinese characters (whether or not the name is a transliteration or translation of its registered name)—

- (a) at the registered office or any business venue of the company;
  - (b) in any communication document or transaction instrument of the company or any other document on which the company's common seal is affixed; or
  - (c) on any website of the company,  
the company must append to the name so displayed or stated the Chinese characters “有限公司”.
- (4) Subject to subsection (5), a limited company that was, immediately before the coming into operation of this Regulation, exempt from section 93(2) of the predecessor Ordinance by a licence issued under the proviso to that section, is exempt from subsection (3).
- (5) Subsection (4) does not apply if—
- (a) for the purposes of the licence the Registrar had approved in writing a manner in which the name in Chinese characters was to be used; and
  - (b) that name is displayed or stated in a manner different from the approved manner.
- (6) If a limited company registered by a name in Chinese only (other than a company licensed under section 103 of the Ordinance to be registered without “有限公司” as the last 4 characters of its name) displays or states any name of or for the company in English (whether or not the name is a transliteration or translation of its registered name)—
- (a) at the registered office or any business venue of the company;
  - (b) in any communication document or transaction instrument of the company or any other document on which the company's common seal is affixed; or
  - (c) on any website of the company,  
the company must append to the name so displayed or stated the English word “Limited”.

**6. Adequacy of certain descriptions of companies**

The description of a company is not inadequate or incorrect only by reason of—

- (a) the use of—
  - (i) the abbreviation “Co.” or “Coy.” in lieu of the word “Company” contained in the name of the company;
  - (ii) the abbreviation “Ltd.” in lieu of the word “Limited” contained in the name of the company;
  - (iii) the abbreviation “HK” or “H.K.” in lieu of the words “Hong Kong” contained in the name of the company;
  - (iv) the symbol “&” in lieu of the word “and” contained in the name of the company;
  - (v) any of those words in lieu of the corresponding abbreviation or symbol contained in the name of the company; or
  - (vi) any type or case of letters, spaces between letters, accents or punctuation marks which are not the same as those appearing in the name of the company; or
- (b) the use or omission of “The” or “the” as the first word in the description.

**7. Offences**

- (1) If a company contravenes section 3(1) or (2), 4 or 5(1), (2), (3) or (6), the company and every responsible person of the company commit an offence, and each is liable to a fine at level 3.
- (2) If, on behalf of a company, a person other than a responsible person of the company—

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- (a) issues or authorizes the issue of any communication document of the company in respect of which section 4(a) or 5(1), (2), (3)(b) or (6)(b) is contravened;
  - (b) signs or authorizes to be signed on behalf of the company any contract, deed, bill of exchange, promissory note, endorsement, cheque or order for money or goods in respect of which section 4(b) or 5(1), (2), (3)(b) or (6)(b) is contravened;
  - (c) issues or authorizes the issue of any consignment note, invoice, receipt or letter of credit of the company in respect of which section 4(b) or 5(1), (2), (3)(b) or (6)(b) is contravened; or
  - (d) causes or authorizes the appearance of a website of the company in respect of which section 4(c) or 5(1), (2), (3)(c) or (6)(c) is contravened,

the person commits an offence and is liable to a fine at level 3.

John TSANG  
Financial Secretary

29 January 2013

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### **Explanatory Note**

This Regulation deals with disclosure of company name and liability status to be made by a company in certain circumstances.

2. Section 3 specifies that a company's registered name must be displayed in legible characters continuously at its registered office, and every other office or place where the company carries on its business and that is open to the public, subject to the prescribed exceptions.
3. Section 4 provides for the documents or instruments of a company in which the company's registered name must appear. A company is also required under this section to state its registered name on its website.
4. Section 5 provides for requirements for companies to disclose their status of limited liability or otherwise in the prescribed manner.
5. Section 6 allows the use of certain abbreviations for the description of a company.
6. Section 7 creates offences in respect of the non-compliance of requirements under the Regulation.