THE PARALEGAL DESK

Company secretarial and corporate

A printable reference pack for Hong Kong paralegals and legal executives.

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Reference edition, fees checked to 14 November 2026. Educational material only, not legal advice. Fees, time limits and practice directions change: verify against the current ordinance, practice direction or registry guidance before relying on anything in this pack for a live matter.

Company setup — Hong Kong, Cayman, BVI

CORPORATE · FORMATION

Choose the jurisdiction for the reason the client actually has — where the business operates, where the investors are, what the bank and the auditor will accept, and what has to be filed every year. Prestige is not a reason.

1 Choosing the vehicle

At a glance

	Hong Kong	Cayman Islands	BVI
Usual vehicle	Private company limited by shares	Exempted company	Business company (BC)
Who forms it	The incorporator files directly with the Companies Registry; no agent required	A licensed corporate services provider files with the Registrar of Companies	Only a licensed BVI registered agent may file
Local presence	Hong Kong registered office and a company secretary resident or established in Hong Kong	Cayman registered office provided by a licensed provider	BVI registered agent and registered office, at all times
Public filings	Directors, secretary, registered office, charges and annual return are public	Memorandum and articles; directors not publicly filed	Memorandum and articles; registers filed with the Registrar but not public
Tax profile	Profits tax on Hong Kong-sourced profits; territorial basis	No direct tax on income; economic substance rules apply to relevant activities	No direct tax on income; economic substance rules apply to relevant activities
Annual core	NAR1 within 42 days of the incorporation anniversary; business registration renewal; audited accounts	Annual return and fee in January; beneficial ownership register via the provider; economic substance filing	Annual fee by 31 May or 30 November; annual financial return to the agent within 9 months; economic substance information within 6 months
Typical use	Trading in Asia, employing staff, holding Hong Kong property, dealing with Hong Kong banks and customers	Funds and investment vehicles, holding structures, joint ventures, eventual listing	Holding structures, joint ventures, group financing, holding intellectual property

THE QUESTION TO ASK FIRST

Where does the company actually do business, and who decides? A Hong Kong company managed and controlled from Hong Kong is straightforward. An offshore company managed from Hong Kong can still create Hong Kong tax exposure, and an offshore company carrying on a "relevant activity" must satisfy economic substance in its home jurisdiction. Formation is easy; residence, substance and bank onboarding are where the advice is needed.

2 Hong Kong: private company limited by shares

Before you file

Incorporation decisions

Item	Rule
Name	English name ending "Limited", or a Chinese name ending "□□□□", or both. Must not be identical or too similar to an existing name; certain words (bank, trust, insurance, chamber of commerce) need consent. Search the Companies Registry and the Trade Marks Register.
Directors	At least one director, who must be a natural person. No residence requirement. A private company may have a sole director.
Company secretary	Required. An individual resident in Hong Kong, or a body corporate with a registered office or place of business in Hong Kong. The sole director of a private company cannot also be the secretary.
Registered office	A Hong Kong address, which receives statutory communications and where records may be kept. A box number alone is not acceptable.
Share capital	No minimum. Most companies adopt a simple structure — for example 10,000 ordinary shares of HK$1 — and issue only what the shareholders subscribe.
Constitution	The Model Articles for private companies, or bespoke articles where there are class rights, pre-emption, drag-along or deadlock provisions.
Significant controllers	Every non-listed company must keep a significant controllers register (SCR) at its registered office or another prescribed place in Hong Kong, even if there are no significant controllers, and appoint a designated representative.

The filing sequence

- **Name search.** Check the Register and the Trade Marks Register; reserve nothing — Hong Kong does not reserve names, so file promptly once the name is chosen.
- **Prepare the constitution.** Adopt the Model Articles or draft bespoke articles and have them signed or adopted by the subscribers.
- **Complete Form NNC1 with IRBR1.** The incorporation form for a company limited by shares, combined with the business registration application. It captures the name, registered office, directors, secretary, subscribers and shareholding, and the statement of compliance.
- **Obtain Form NNC3.** The consent to act as first director, signed by each proposed director.
- **File and pay.** File electronically through the Companies Registry e-Services Portal or in hard copy at the Shroff. The incorporation fee is HK$1,545 by electronic filing or HK$1,720 in hard copy; business registration fees and the levy are payable in addition, and change with each Budget: for certificates commencing on or after 1 April 2026 the one-year certificate is HK$2,350 and the three-year certificate HK$6,170, each figure inclusive of the levy.
- **Receive the certificate.** Certificate of Incorporation and Business Registration Certificate. The company exists from the date of incorporation on the certificate.
- **Hold the first board meeting.** Adopt the articles, appoint the chairman, note the first director and secretary, authorise the issue of shares, approve the share certificates, and resolve on the registered office, the SCR and the designated representative, the financial year end and the auditors.
- **Open the statutory books.** Register of members, register of directors and secretaries, register of charges, SCR, minute books, and the company's records of resolutions.
- **Issue shares and share certificates.** Enter the allotment in the register of members and issue certificates to the subscribers.
- **Bank account and registrations.** Bank onboarding with the constitutional documents, register extracts and beneficial ownership information; employer's registration with the Inland Revenue Department if staff are hired; business registration displayed at the place of business.

FORMS AT INCORPORATION

NNC1 (with **IRBR1**) — incorporation and business registration · **NNC3** — consent to act as first director · articles of association (not filed, but adopted) · **NNC2** only if the name changes later.

WHO ACTUALLY FILES

The offshore incorporation page shows the document set for both jurisdictions field by field — memorandum and articles, the agent's filing pack, and the two registers — marking what your firm prepares against what the registered agent files, with the 60-day, 15-day and 30-day deadlines.

3 Cayman Islands: exempted company

The exempted company is the standard Cayman vehicle where the business is carried on mainly outside the Islands. It is formed through a licensed corporate services provider, who acts as registered office and conducts the due diligence that the Registrar and the banks expect.

Requirements

- **Name** ending Limited, Corporation, Incorporated, Société Anonyme or Sociedad Anónima, or the abbreviations Ltd, Corp, Inc or S.A. An exempted company may not use "LLC" or "limited liability company".
- **Memorandum of association**, signed by a subscriber, stating the name, registered office, objects (which may be unrestricted), limited liability and share capital, and **articles of association** if the company adopts them separately.
- **Declaration** by a subscriber that the operations of the company will be conducted mainly outside the Cayman Islands, or that it will be licensed to carry on business there.
- **Registered office** in the Cayman Islands, provided by a service provider licensed for that purpose.
- **Authorised share capital** — US$50,000 is the common choice because it sits in the lowest fee band.

The filing sequence

- **Engage the provider.** Complete its due diligence: passports, proof of address, source of funds and source of wealth for each beneficial owner, director and authorised signatory.
- **Settle the structure.** Name, share capital, classes of shares, directors, and whether the articles need bespoke rights, transfer restrictions or reserve matters.
- **Sign the documents.** Memorandum, articles if separate, and the declaration; the subscriber signs.
- **The provider files.** Two signed copies of the memorandum and articles, the declaration and the prescribed fee go to the Registrar of Companies in George Town.
- **Certificate of incorporation.** Standard service is typically three to five business days; express processing is available for an additional fee of about US$610 and can produce the certificate within one to two business days.
- **Post-incorporation.** First directors appointed by the subscriber or as the articles provide; shares issued; register of members and register of directors and officers written up; minute book opened; beneficial ownership information provided to the provider for the register it maintains.

WHAT GETS FILED IN CAYMAN

Memorandum of association (and articles, if separate) · **declaration** as to business being mainly outside the Islands · **incorporation fee**, which scales with authorised share capital (roughly US$854 to US$3,132). Directors and shareholders are not filed publicly. The beneficial ownership register is maintained by the provider under the Beneficial Ownership Transparency Act, 2023, not published.

Annual obligations are simple but unforgiving: an **annual return and annual fee in January** of each year, a declaration that the memorandum has not changed (other than permitted changes already

reported), that operations have been mainly outside the Islands, and that the local licensing provisions are complied with. Economic substance declarations and returns apply where the company carries on a relevant activity. There is no requirement for an annual general meeting unless the articles say so, but written minutes of directors' and shareholders' resolutions must be kept.

SEE THE DOCUMENTS
The offshore specimens page shows the Cayman memorandum and articles, the BVI memorandum and articles, both registers and the annual filings — filled in, with the current government fee bands and late-payment penalties.

4 British Virgin Islands: business company

A BVI business company can only be incorporated by a licensed BVI registered agent, and it must keep a registered agent and registered office in the BVI at all times. The agent signs the memorandum and articles as incorporator and files the consent to act.

Requirements

- **Name** ending Limited, Corporation, Incorporated, Société Anonyme or Sociedad Anónima, or the abbreviations Ltd, Corp, Inc or S.A.
- **Memorandum and articles** stating the company type, registered agent and office, and authorised share structure. Shares may have par value or none, in any currency. Bearer shares have been abolished.
- **At least one director**, of any nationality and resident anywhere, appointed within **15 days** of incorporation.
- **At least one shareholder**. No local shareholder or director is required for a standard international BC.
- **No company secretary** is required.
- **Authorised shares** of no more than 50,000 keep the company in the lower government fee band.

The filing sequence

- **Appoint the registered agent** and complete its due diligence on every director, shareholder and beneficial owner.
- **Agree the name, share structure and articles.** The agent checks availability and can reserve the name.
- **The agent files** the memorandum and articles, signed by the agent as incorporator, with the consent to act as registered agent and the prescribed fee. A complete application is often incorporated within one working day.
- **Appoint first directors within 15 days.**
- **File the register of directors within 15 days** of the first appointment.
- **File the register of members within 30 days** of incorporation, and beneficial ownership information within the same period.
- **Issue shares and open the minute book.** Record the first board resolutions, the issue of shares and the appointment of officers.

THE 2025 CHANGE THAT CATCHES OLD FILES
Since 2 January 2025 the BVI requires far more to be filed with the Registrar than the old "keep it at the agent's office" model. New companies must appoint directors within 15 days, file the register of directors within 15 days of appointment, and file the register of members and beneficial ownership information within 30 days of incorporation. Changes must be filed within 30 days. A precedent file from 2023 will not satisfy this.

The annual cycle has three separate clocks: the **annual government fee** (31 May if incorporated between 1 January and 30 June; 30 November if incorporated between 1 July and 31 December, first payable in the year after incorporation); the **annual financial return** under section 98A, a simple balance sheet and income statement with no audit, delivered to the registered agent within **nine months** of the financial year end; and **economic substance information** to the agent within **six months** of the end of each financial period. Late payment of the government fee attracts 10% within two months and 50% thereafter, and persistent non-payment leads to strike-off and dissolution.

5 Comparison of the annual file

What has to happen every year

Obligation	Hong Kong	Cayman	BVI
Registry return	NAR1 within 42 days of the incorporation anniversary	Annual return in January	No annual return to the Registrar, but registers must be current
Government fee	Annual registration fee with NAR1; business registration renewal	Annual fee with the January return	31 May or 30 November
Financial information	Audited financial statements, generally circulated to members; reporting exemption for small companies	Accounts prepared; not publicly filed	Annual financial return to the registered agent within 9 months
Ownership information	SCR kept in Hong Kong; significant controller particulars	Beneficial ownership register maintained by the provider	Register of members and beneficial ownership information filed
Substance	Territorial profits tax; FSIE regime for certain income	Economic substance for relevant activities	Economic substance for relevant activities
Directors	ND2A within 15 days of appointment or cessation; ND2B within 15 days of a change in particulars	Register of directors maintained; not publicly filed	Register of directors filed; changes within 30 days

6 Worked example: Hong Kong trading company

EXAMPLE — TWO FOUNDERS, HK$1 MILLION CAPITAL, TRADING IN ASIA

Structure: Hong Kong private company limited by shares; 1,000,000 ordinary shares of HK$1; two individual directors; a corporate secretary; registered office at the secretary's Hong Kong address; 31 December financial year end.

Week 1: name search and trademark check; articles adopted (Model Articles with a bespoke pre-emption clause and a deadlock provision); NNC1 with IRBR1 completed; NNC3 signed by both directors; documents filed electronically.

Week 2: certificate of incorporation and business registration certificate received. First board meeting: shares issued 60/40, share certificates approved, auditor appointed, financial year end adopted, SCR and designated representative resolved.

Week 3–6: bank onboarding — constitutional documents, register of members, director and shareholder identity documents, business plan and source of funds. Employer's return filed if staff are hired. Business registration certificate displayed.

Year 1 compliance: NAR1 within 42 days of the first anniversary; annual return fee paid; business registration renewed; accounts prepared and audited (or reporting exemption considered); directors' report and auditors' report; profits tax return filed on receipt of the IRD return.

7 Worked example: Hong Kong holding company with a BVI subsidiary

EXAMPLE — JOINT VENTURE WITH AN OVERSEAS PARTNER

Structure: a Hong Kong company holds 60% of a BVI business company; the overseas partner holds 40%. The BVI company holds the joint venture's intellectual property and contracts with customers outside Hong Kong.

Why this shape: the Hong Kong company gives the founders a familiar jurisdiction, a bank account and a tax residence; the BVI company gives the joint venture a neutral holding vehicle with flexible share rights for the partner and no public register of members.

Formation of the BVI company: registered agent engaged and due diligence completed on both corporate shareholders and their ultimate owners; articles drafted with class rights, reserved matters and transfer restrictions; memorandum and articles filed by the agent; first directors appointed within 15 days and the register of directors filed within 15 days; register of members and beneficial ownership information filed within 30 days.

Annual file for the BVI company: government fee by 31 May (if incorporated in the first half of the year); annual financial return to the agent within 9 months of 31 December; economic substance information within 6 months; registers updated and filed within 30 days of any change.

The trap: the BVI company's directors meet in Hong Kong and the Hong Kong company provides all the staff. That is a tax residence question, not a company secretarial one — flag it before the structure is adopted, not after the first profits tax return.

8 Worked example: Cayman company for a fund

EXAMPLE — CLOSED-ENDED INVESTMENT VEHICLE

Structure: Cayman exempted company with US$50,000 authorised share capital, managed by a Hong Kong investment manager, with investors in Asia and Europe.

Formation: licensed provider engaged; name cleared; memorandum with unrestricted objects and articles with share classes, transfer restrictions and subscription mechanics; declaration that business is mainly outside the Islands; filed with the Registrar; certificate in three to five business days.

Ongoing: annual return and fee each January; beneficial ownership register held by the provider; economic substance analysis (a fund vehicle may be out of scope, but the question must be documented, not assumed); minutes of directors' resolutions for subscriptions, redemptions and valuations; no AGM unless the articles require one.

Adjacent registrations: the manager's Hong Kong licensing position, the fund's registration or filing obligations in the jurisdictions where it markets, and the bank's KYC file for the vehicle and its controlling persons. These are not Cayman filings, but they decide whether the vehicle can operate.

9 Formation checklist

BEFORE AND AFTER INCORPORATION

- Jurisdiction chosen for a stated reason, with tax residence and substance considered
- Name cleared in the relevant register, and against trademarks
- Share structure and class rights agreed, with the capitalisation table
- Directors and secretary identified and eligibility checked (Hong Kong: natural-person director; secretary not the sole director)
- Registered office or registered agent in place
- Due diligence pack complete for every beneficial owner
- Constitutional documents signed (Hong Kong: NNC1 with IRBR1, NNC3, articles; Cayman: memorandum, articles, declaration; BVI: memorandum and articles filed by the agent)
- Fees paid and certificates received and checked against the application
- First board meeting held; shares issued; share certificates prepared
- Statutory registers opened, including the significant controllers register in Hong Kong
- Register of directors filed within 15 days (BVI); register of members and beneficial ownership within 30 days (BVI)
- Bank account application submitted with a complete KYC pack
- Financial year end, auditor and accounting arrangements fixed
- First annual deadline entered in the compliance calendar

10 Sources

- Companies Ordinance (Cap 622); Companies Registry, *Filing Requirements of a Local Limited Company after Incorporation* and the specified forms list.
- Cayman Islands Companies Act (2026 Revision), ss 168–169 (annual return and annual fee); Beneficial Ownership Transparency Act, 2023; International Tax Co-operation (Economic Substance) Act.
- BVI Business Companies Act (as amended, including the 2024 amendments in force from 2 January 2025); BVI Financial Services Commission guidance.
- Inland Revenue Department guidance on stamp duty and profits tax; Companies Registry fee schedules.

Company secretarial practice

CORPORATE · COMPANY SECRETARIAL

The test of a well-run secretarial file is simple: could a stranger reconstruct every decision from the minute book, and is every register current as at today?

THE DATES, ON ONE PAGE
The annual return, AGM and business registration cycle sits with the rest of the recurring deadlines on the compliance calendar.

1 The office of company secretary

Every Hong Kong company must have a company secretary. For a private company, the secretary may be an individual resident in Hong Kong or a body corporate with a registered office or place of business in Hong Kong. A private company must have at least one director who is a natural person, and the sole director cannot also be the company secretary.

Changes in officers and office — the 15-day forms

Event	Form	Deadline
Appointment or cessation of a director or secretary	**ND2A**	Within 15 days after the appointment or cessation
Change in particulars of a director or secretary (name, address, identity document)	**ND2B**	Within 15 days after the change
Resignation of a director or secretary	**ND4**	Within the period the Ordinance requires; the resignation takes effect on the date permitted by the Ordinance, not simply when the letter is written
Nomination or cessation of a reserve director	**ND5**	Within 15 days after the nomination or cessation (s 645)
Change in particulars of a reserve director	**ND7**	Within 15 days after the change (s 645)
Resignation of a reserve director	**ND8**	Within 15 days after the cessation (s 645)
Change of registered office address	**NR1**	Within 15 days after the change

A reserve director is nominated by a sole member who is also the sole director, to take office on the director's death. It is a small but useful piece of planning for single-member companies, and it is regularly overlooked.

2 The statutory records

What must be kept, and where

Record	What it contains	Where kept
Register of members	Name and address of each member, shares held, amount paid, date of entry, transfers	Registered office or prescribed place in Hong Kong
Register of directors and secretaries	Name, any former name, usual residential address, correspondence address and identification number of every director and secretary, present and past, with the dates of appointment and cessation	Registered office, or a prescribed place in Hong Kong notified to the Registrar
Register of charges	Every charge affecting the company's property, with particulars and the instrument	Registered office or prescribed place in Hong Kong
Significant controllers register (SCR)	Particulars of every significant controller, or a statement that there is none	Registered office or another place in Hong Kong; must be open to law enforcement inspection
Minute book — directors	Minutes of board meetings and written resolutions	Registered office or prescribed place
Minute book — members	Minutes of general meetings and written resolutions	Registered office or prescribed place
Register of debenture holders	Holders of debentures and debenture stock	Registered office or prescribed place
Accounting records	Books sufficient to show and explain the company's transactions	Registered office or as the directors decide, subject to the Ordinance

The **register of directors and secretaries** is the one that attracts the most questions, so keep the distinction clear. It is a company record, not a public filing: it is not delivered to the Registrar, and it stays at the registered office or a prescribed place in Hong Kong. A **member may inspect it free of charge**, and anyone else may inspect it on payment of the prescribed fee (s 642). It must be updated as appointments, cessations and changes of particulars happen — the 15-day period is the deadline for telling the Registrar on ND2A or ND2B, not a licence to leave the company's own register stale.

What the public sees is different. Since the **New Inspection Regime** took effect on **24 October 2022**, documents on the public register show a director's **correspondence address** rather than the usual residential address, and an **identification number that is partly masked**. From **27 December 2023**, a person could apply to have that kind of information withheld from documents already registered before the new regime. Do not promise a client that a residential address will never be visible: the company's own register still holds it, and inspection of that register is a separate right.

Members have rights of inspection, and so do law enforcement officers in relation to the SCR. The company must also be able to produce the records on demand in the circumstances the Ordinance prescribes. Failure to keep records, or keeping them somewhere not permitted, is an offence — and in practice it is the weakness that surfaces first in a due diligence exercise or a dispute.

THE SCR IN ONE PARAGRAPH

Every non-listed company must keep a significant controllers register at its registered office or another prescribed place in Hong Kong, appoint a designated representative, take reasonable steps to identify any significant controller, and record the result — including a positive statement that there is none. The register is not filed publicly, but it must be produced to law enforcement on demand.

3 Board or members? Thresholds and filings

Decision map

Decision	Who decides	Threshold	Filing
Appoint or remove a director	Board, or members under the Ordinance	Board majority; removal by ordinary resolution	ND2A within 15 days
Appoint or change the company secretary	Board	Board majority	ND2A or ND2B within 15 days
Change the company name	Members	Special resolution (75%)	NNC2 within 15 days, fee HK$295
Alter the articles	Members	Special resolution	NAA1 within 15 days
Change the registered office	Board	Board majority	NR1 within 15 days
Allot shares	Board, with authority from the articles or members	Board majority, subject to pre-emption	NSC1 within one month
Transfer existing shares	Board approves the transfer	Board majority; instrument executed by transferor and transferee	No Registry filing; stamp the instrument, update the register of members
Declare a dividend	Board for interim; members for final	Board or ordinary resolution, as the articles provide	No Registry filing; minutes and dividend vouchers
Grant security over assets	Board	Board majority	NM1 within one month of creation
Reduce share capital	Members	Special resolution supported by a solvency statement, or court confirmation	NSC17 solvency statement and NSC19 return
Alter share capital (subdivision, consolidation, cancellation)	Members or board as authorised	As the articles permit	NSC11 within the prescribed period
Vary class rights	Members of the class	Special resolution of the class or written consent	NSC15
Deregister the company	Members	Resolution meeting the statutory conditions	NDR1, fee HK$420

Private companies can generally act by written resolution of the members, and may dispense with the holding of annual general meetings by resolution. The advantage is speed; the discipline is that every written resolution must be signed by the required majority and entered in the minute book, with the same care as a meeting.

4 Worked example: taking over a neglected file

EXAMPLE — NEW CLIENT, COMPANY INCORPORATED SIX YEARS AGO

What you find: no register of members; two directors shown at the Registry, three in the client's understanding; last annual return three years ago; a bank charge that was never registered; no minutes since incorporation; no SCR.

- **Company search and document index.** Obtain the current particulars and the filed documents. Reconcile what the Registry holds against what the client says.
- **Reconstruct the registers.** Register of members from share certificates and transfer instruments; register of directors and secretaries from ND2A/ND2B filings and board minutes; register of charges from facility letters and the bank's documents.
- **Regularise the filings.** ND2A for the unreported appointment, ND2B for address changes, NR1 if the registered office has moved.
- **Annual returns.** File the outstanding NAR1s with the late fees (the scale is graduated and rises with delay), and diarise the next anniversary minus 42 days.
- **The unregistered charge.** Establish whether it was created within the last month. If not, the charge is void against a liquidator or creditor — advise immediately, in writing, and consider whether a fresh charge can be granted.
- **Open the SCR.** Identify significant controllers, record them or record that there are none, and appoint the designated representative.
- **Minutes.** Hold a board meeting to adopt the reconstructed records, ratify past acts and authorise the filings — so the file has a documentary foundation.

Lesson: reconstruction is possible, but it converts a clerical task into a legal risk exercise. Escalate the charge and the shareholding discrepancies; do not quietly paper over them.

5 Worked example: director changes on the same day

EXAMPLE — ONE DIRECTOR RESIGNS, ANOTHER IS APPOINTED

Documents: board resolution approving the changes; written resignation from the outgoing director confirming no claims against the company; consent to act and particulars from the incoming director; updated register of directors and secretaries.

Filing: a single ND2A can report both the cessation and the appointment where they occur on the same date, with continuation sheets if more than one person is involved. File within 15 days of the change.

Points that are missed: the resignation letter must be dated and effective on the date the Ordinance permits; the company must still have at least one natural-person director and a secretary who is not the sole director; bank mandates and authorised signatories must be changed separately; and the SCR may need updating if the outgoing director was a significant controller.

Board minute — resignation and appointment on the same day	Specimen · example only
Company	Harbour & Peak Trading Limited — minute of a meeting of the directors
Date, time and place	31 March 2027, 10.00 am, at Unit 1203, 12/F, Tower A, Harbour Centre, 1 Hoi Ping Road, Causeway Bay, Hong Kong
Present	CHAN Tai Man, Andy (chairman) and LEUNG Siu Ming, Betty — both directors, constituting a quorum under article 12
Item 1 — resignation	The resignation of LEUNG Siu Ming, Betty as director, dated 31 March 2027, was tabled and accepted with effect from the end of the meeting. She confirmed in writing that she has no claim against the company
Item 2 — appointment	TAM Wai Lun, Edwin was appointed a director with effect from 1 April 2027, his written consent to act and his particulars having been tabled
Item 3 — the registers	The register of directors and secretaries to be updated with both changes, and the significant controllers register reviewed to see whether either change affects an entry
Item 4 — filing	The secretary to file a single Form ND2A within 15 days, reporting the cessation and the appointment, with a continuation sheet if the form requires one
Item 5 — bank and records	The bank mandate and authorised signatories to be changed separately; the outgoing director's access to the company's records and premises to be withdrawn
Signed	CHAN Tai Man, Andy, chairman — signed as a true record at the next meeting, and initialled in the minute book on the day

No filing fee · a board minute is not filed with the Registry: it is the company's own record, and it is the document that proves authority if the appointment is later challenged · the appointment takes effect on the date resolved, not on the date the form is filed

Form ND2A — notice of change of directors and secretaries	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567
Form and purpose	ND2A — notice of change of directors and secretaries; one form can report a cessation and an appointment taking effect on the same date
Date of change	31 March 2027 (cessation) and 1 April 2027 (appointment) — where the two dates differ the form says so, and the 15 days run from each change
Part 1 — cessation	LEUNG Siu Ming, Betty — director — ceased on 31 March 2027
Part 2 — appointment	TAM Wai Lun, Edwin — director — appointed on 1 April 2027
Particulars of the new director	Name in full; any former name; usual residential address; correspondence address; Hong Kong identity card number; date of appointment — each as in the register, not as on a business card
Consent	The director's written consent to act and his particulars are held on file; there is no separate specified form for a later appointment, so the particulars on ND2A are what the Registrar records
Signature	Signed by a director or the company secretary, with the signatory's name and capacity stated
Deadline	Within **15 days** after the change — for the cessation, by 15 April 2027
Fee	**No fee** for ND2A, ND2B, ND4 or NR1
What it does not do	It does not change the bank mandate, the business registration particulars, the SCR or anything held by a counterparty — and the register of directors and secretaries must be updated whether or not the form is filed

File within 15 days · no Companies Registry fee · the register of directors is public, so the residential address given on the form is the one that becomes searchable: settle whether a correspondence address is being used before filing

6 The filings, filled in

These are the filings a company secretary actually signs in a year, and every one of them is free. What costs money is getting them wrong: an unreported change is an offence by the company and every responsible officer, and a director's resignation that was never recorded leaves that person exposed on a public register.

The filings at a glance

Form	What it does	Deadline	Fee
NAR1	The annual return — the company's particulars as at the made-up date (specimen in section 9)	42 days after the incorporation anniversary	HK$105, then HK$870 / 1,740 / 2,610 / 3,480 by band
ND2A	Appointment or cessation of a director or secretary (specimen in section 5)	15 days after the change	No fee
ND2B	A change in a serving director's or secretary's particulars — name, address, identity document	15 days after the change	No fee
ND4	The resigning director's or secretary's own notice, used only where there are reasonable grounds to believe the company will not file ND2A	As soon as practicable after the resignation	No fee
NR1	Change of registered office	15 days after the change	No fee

Form ND2B — change in a director's particulars Specimen · example only	
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
Form and purpose	ND2B — notice of change of particulars of a director or company secretary. It reports a change in what the register already holds about a serving officer; it is not the form for an appointment or a cessation, which is ND2A
Officer	TAM Wai Lun, Edwin — director, appointed 1 April 2027
Particular changed	Usual residential address
Former particulars	Flat 8B, Tower 3, Metro City, 8 Wan Hang Road, Tseung Kwan O, New Territories
New particulars	Flat 12A, Island Crest, 8 First Street, Sai Ying Pun, Hong Kong — the address at which he actually lives, not a correspondence address
Date of change	15 June 2027
Correspondence address	Unchanged — Unit 1203, 12/F, Tower A, Harbour Centre, 1 Hoi Ping Road, Causeway Bay, which is what the public register shows in place of the residential address
Signature	Signed by a director or the company secretary, with name and capacity stated
Deadline	**15 days** after the change — by 30 June 2027
Fee	**No fee**
Done at the same time	Register of directors and secretaries updated · SCR reviewed in case the officer is a significant controller with a changed address · bank mandate checked, since signatory addresses are often recorded separately

No fee · 15 days · if the officer has also ceased to act, that is ND2A, not ND2B: two changes on one person need two forms, because the form reports one kind of change at a time

Form ND4 — the resigning director's own notice	Specimen · example only
When this form is used	Only where there are reasonable grounds to believe that the company will **not** deliver an ND2A reporting the resignation. If the company files ND2A, the resigning officer does not need to file ND4 as well — the Registry's own guidance says so expressly
Company	Harbour & Peak Trading Limited · BR No. 71234567
Officer	LEUNG Siu Ming, Betty — director
Identification	HKID B112233(4) — the full number on this form, unlike the partial number shown on a public search
Date of resignation	31 March 2027, and the date the notice was given to the company: 31 March 2027
The declaration	That the officer has resigned, and that there are reasonable grounds for believing the company will not deliver the notice required by the Ordinance — for example, that the remaining director has stopped responding and the registered office is no longer attended
Notice to the company	The resignation takes effect only if notice is given to the company in the way the Ordinance requires (s 464 for a director, s 477 for a secretary); a letter that is never delivered does not end the appointment
What the Registry does	Registers the notice and records the cessation on the public register
What it does not do	It does not remove the company's own obligation to report the change, and it does not discharge any liability already incurred; a director who resigns to escape a problem finds that the earlier acts remain theirs
Fee	**No fee**
Keep on file	The resignation letter, proof of delivery or service, the acknowledgement from the company (if any) and the Registry's acknowledgement

No fee · use ND4 because the company will not file ND2A, not as a matter of course · the resignation date and the notice date are different questions, and the register records the effective date

Form NR1 — change of registered office	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
Form	NR1 — notice of change of address of registered office
Former registered office	Unit 1203, 12/F, Tower A, Harbour Centre, 1 Hoi Ping Road, Causeway Bay, Hong Kong
New registered office	Suite 1802, 18/F, Tower B, Harbour Centre, 1 Hoi Ping Road, Causeway Bay, Hong Kong — the full address, with unit, floor, building, street, district and "Hong Kong"
Date of change	1 May 2027
The address must be	A place in Hong Kong where documents can be served and a record can be kept — not a post office box, and not a virtual address that cannot accept service
Signature	Signed by a director or the company secretary; the signatory's name and capacity stated
Deadline	**15 days** after the change — by 16 May 2027
Fee	**No fee**
Effect on the public record	The register shows the old address until the notice is registered, so a company that has moved but not filed is served at the old address — and service there is good service
What else changes	Business registration particulars with the Inland Revenue Department · letterhead, invoices, website and email footer · bank mandate and any licence or permit that records the address · the location of the statutory registers, if they are kept there · the signage at the new premises

No fee · 15 days · moving within the same building still needs NR1: the registered office is the full address, not the building · tell the bank and the IRD separately; the Registry filing does not move anything else

Form NA1 — notice of removal of an auditor	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
Auditor	Cheng & Lau CPA Limited · practising certificate and firm number as recorded in the company's records
The removal	By **ordinary resolution** passed at a general meeting on **12 May 2027**, under s 419(1). An ordinary resolution is enough; the articles cannot require more, and any agreement purporting to prevent removal is overridden
Special notice	Special notice was given under s 578, and a copy was sent to the auditor as s 419(3) requires, so the auditor had the chance to make representations and to be heard at the meeting
Form	NA1 — notice of removal of auditor, recording the fact of removal and the date of the resolution
Deadline	**15 days** beginning on the date the resolution was passed — by 27 May 2027
Fee	**No fee**
What else changes	Section 419 does not appoint the replacement: the directors or the members appoint the new auditor in the ordinary way, and the company's records, the engagement letter and the audit committee's papers are updated. A company that removes an auditor must also consider whether the removal is a disclosable event for any listed parent
The wrong form	ND2A does not cover an auditor — that form is for directors and company secretaries. If the auditor resigned rather than was removed, the form is **NA2**

No fee · 15 days from the resolution · removal needs special notice under s 578 and a copy to the auditor · the removal takes effect when the resolution passes, not when the Registry registers the notice

Form NA2 — notification of an auditor's resignation	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
Auditor	Cheng & Lau CPA Limited
The resignation	Written notice of resignation given to the company on **8 March 2027**, accompanied by the statement required by s 424 — that is the only way an auditor resigns (s 417(1))
When the office ends	At the end of the day the notice is given, or at a later time stated in the notice (s 417(2)). The resignation does not need the company's acceptance
Company receives it	9 March 2027 — this, not the date on the letter, starts the clock
Deadline	**15 days** beginning on the date of receipt — by 24 March 2027
Fee	**No fee**
The penalty for missing it	A fine at level 5 **and imprisonment for 6 months**, with a further HK$1,000 a day for a continuing offence (s 417(4)). This is the hardest-edged of the 15-day notices, and it is the one most often left to the auditor to chase
The wrong form	NA1 is a removal by the members. A resignation is NA2, even if the client describes it as "we got rid of them"

No fee · 15 days from receipt · the auditor's s 424 statement travels with the resignation · the resignation takes effect without the company's agreement, so the filing cannot be negotiated away

Form NAA1 — notice of alteration of the articles	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
The alteration	**Special resolution** passed on **20 April 2027** adopting new articles: a director-conflicts clause, an indemnity for directors, and a tidy-up of the notice provisions
Form	NAA1 — notice of alteration of the company's articles
What must accompany it	A copy of the articles **as altered**, certified by an officer of the company as correct (s 88(5)(b)). Send the consolidated text, not the marked-up amendment and not the resolution alone
Deadline	**15 days after the alteration takes effect** — by 5 May 2027. The special resolution itself must also be delivered within 15 days of being passed, under s 622; in practice both go in the same envelope
Fee	**No fee**
When an ordinary resolution will do	Only for an alteration to the **maximum number of shares** the company may issue (s 88(3)). Everything else is a special resolution
The wrong form	A change of **name** is NNC2, a change of **objects** is NAA2 and a change of **status** is NAA4 · for a company whose articles are the model articles, an alteration must still be notified: the model articles apply only as altered from time to time
Why it matters commercially	A third party searching the company sees the articles on the public register. An alteration that is never filed is not effective against the world in the way the company thinks, and a bank or investor reviewing the file will find the old version

No fee · 15 days after the alteration takes effect · certified copy of the altered articles must go with it · use NNC2 for a change of name, NAA2 for objects, NAA4 for status

Form ND5 — nomination of a reserve director	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567 · private company
Why this company may nominate	It has **one member only** — CHOW Ka Man, Karen — and she is also the **sole director**. That is the condition in s 455(1). A company with two members cannot nominate a reserve director at all, however sensible it would be
The resolution	Passed at a general meeting on **14 September 2026**, nominating KWAN Mei Ling, Ada as reserve director, despite anything in the articles
Reserve director	KWAN Mei Ling, Ada — a natural person, aged 41 · HKID C456789(2) · usual residential address Flat 9A, Welland Garden, 8 Ho Pong Street, Tuen Mun · correspondence address Unit 1203, 12/F, Harbour Centre, Causeway Bay
The two statements	That she has **attained the age of 18**, and that she has **accepted the nomination** — both required by s 645(3)
When she becomes a director	Only on the **death** of the sole director. Until then she holds no office, has no powers, and is not on the register of directors
Deadline	**15 days** after the nomination — by 29 September 2026
Fee	**No fee**
What ends the nomination	Her resignation (ND8) · a resolution at a general meeting revoking it · or the sole director ceasing to be sole member and sole director for any reason other than death. **Any change in the members or the directors ends it**, even if the company still has one member and one director, so the cessation is notified on ND5 and, if wanted, a fresh nomination is made
Keep on file	The notice of the general meeting, the minutes, her written consent, evidence of her identity and address, and the acknowledgement from the Registry

No fee · 15 days · ND5 covers both the nomination and its cessation · a body corporate cannot be a reserve director · the nomination is not a substitute for a will: it deals with the company, not the shares

Form ND7 — change in a reserve director's particulars	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
Reserve director	KWAN Mei Ling, Ada — nominated 14 September 2026, reported on ND5
Form and purpose	ND7 — notice of change in particulars of a reserve director. It reports a change in what the register already holds about a reserve director whose nomination continues; it is not the form for a nomination, a cessation or a resignation
Particular changed	Usual residential address
Former particulars	Flat 9A, Welland Garden, 8 Ho Pong Street, Tuen Mun, New Territories
New particulars	Flat 21B, Tower 2, The Belcher's, 89 Pok Fu Lam Road, Hong Kong — the address at which she actually lives
Date of change	3 February 2027
Deadline	**15 days** after the change — by 18 February 2027
Fee	**No fee**
The common mistake	Sending ND7 when the nomination has in fact ended. If the sole director has taken a second member, or a second director has been appointed, the nomination has ceased: that is **ND5** for the cessation, not ND7 for a change of address

No fee · 15 days · ND7 changes particulars, ND5 nominates or records a cessation, ND8 records a resignation · the public register shows the correspondence address, the register of directors holds the residential one

Form ND8 — resignation of a reserve director	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567
Reserve director	KWAN Mei Ling, Ada — nominated 14 September 2026
The resignation	Written notice given to the company at its registered office on **30 June 2027**. The articles do not require any particular period of notice; a reserve director may resign at any time unless the articles or an agreement with the company say otherwise (s 464(1))
Who files	The company, within **15 days** after the cessation, under s 645(4) — by 15 July 2027. If she has reasonable grounds for believing the company will not deliver the notice, she may deliver it herself under s 464(3)
What her notice states	Whether she was required by the articles or an agreement to give notice of resignation to the company, and if so whether that notice was given. A resignation that skips a required notice does not take effect
Signature	Signed by the reserve director, with name and capacity
Fee	**No fee**
What it does not do	She was never a director while the sole director lived, so there is no cessation to report on ND2A. If the sole director has already died and she has taken office, what she needs is **ND4** — this form no longer fits
At the same time	Register of directors updated · consider whether a replacement reserve director should be nominated, which needs a fresh ND5

No fee · 15 days · ND8 is the reserve director's resignation; ND4 is the resignation of a director who has actually taken office · the 15 days run from the cessation, not from the date on the letter

7 Worked example: share transfer to an investor

EXAMPLE — FOUNDER SELLS 20% TO AN OUTSIDE INVESTOR

- **Check the articles and any shareholders' agreement.** Pre-emption rights, board approval, and any drag-along or tag-along provision.
- **Board resolution** approving the transfer and authorising the cancellation of the old certificate and issue of a new one.
- **Instrument of transfer** executed by transferor and transferee, with the share certificate and the board's approval endorsed.
- **Stamp the instrument.** Stamp duty on a stock transfer is payable to the Inland Revenue Department; the current rate is 0.1% of the consideration or value, plus a small fixed instrument duty. An unstamped instrument cannot be registered by the company or relied on in evidence.
- **Update the register of members** with the date of entry, and issue the new share certificate within the period the Ordinance requires.
- **No Companies Registry filing is required** for a private company share transfer — but the SCR may need updating, and the annual return must reflect the new shareholding.

The four documents from this example — the instrument, the board resolution, the certificate and the stamp duty working — are filled in, on one transaction, on the share transfer page.

The frequent error: treating the signed instrument as the end of the matter. The transfer takes effect on registration in the register of members, not on signature, and the stamping step is a prerequisite.

8 Worked example: allotment, charge and name change

THREE FILINGS IN ONE QUARTER

Allotment. Board resolution allotting 50,000 new shares to a new investor, with the members' authority or the articles' power checked. File **NSC1** within one month of the allotment, update the register of members, issue certificates, and reflect the new capital in the next annual return.

Charge. The company grants a debenture over its assets to a bank on 3 March. File **NM1** with a certified copy of the instrument within **one month**, and enter the charge in the register of charges. If the deadline is missed, the charge is void against a liquidator or creditor and the debt becomes unsecured — the Registry has no power to extend.

Name change. Special resolution passed on 10 June. File **NNC2** within 15 days with the HK$295 fee; the change takes effect when the certificate of change of name is issued. Then update the business registration, the bank, the letterhead, the company chop, contracts, domain names and the register of members. The special resolution itself is not filed, and neither is the altered articles for a name change.

9 The annual return and the compliance year

A local private company must deliver Form NAR1 within **42 days after the anniversary of its incorporation** in every year. The return states the company's particulars as at the made-up date: registered office, directors, secretary, members and share capital. Late delivery attracts a substantially higher registration fee — on a graduated scale — and failure to deliver is an offence for the company and every responsible officer.

Field by field. The specimen below is the return for the year after the allotment described in section 7, which is why the capital has changed from the previous return. Compare it with the made-up date: everything in it must be true *as at that date*, not as at the date of filing.

Form NAR1 — annual return, private company Specimen · example only	
Company name	Harbour & Peak Trading Limited
Company number and business registration number	CR No. 1234567 · BR No. 71234567 — the two numbers are different, and the form asks for the company number
Return date (made-up date)	**14 March 2027** — the anniversary of incorporation, not the date of filing
Registered office	Unit 1203, 12/F, Tower A, Harbour Centre, 1 Hoi Ping Road, Causeway Bay, Hong Kong — as at 14 March 2027
Directors	CHAN Tai Man, Andy · LEUNG Siu Ming, Betty
Company secretary	Goodyear Corporate Services Limited, of 20/F, Wing On House, 71 Des Voeux Road Central, Hong Kong — a body corporate with a place of business in Hong Kong
Share capital	60,000 ordinary shares · HK$60,000 paid up — the previous return showed 10,000, and the increase is the 50,000 shares allotted on 15 July 2026 and returned on NSC1
Members	Victoria Seed Fund LP — 50,000 shares; CHAN Tai Man, Andy — 6,000; LEUNG Siu Ming, Betty — 4,000
Particulars of members	Name and address of each member, number of shares, and amount paid up; use the schedule for a non-listed company rather than naming every member in the body of the return
Business carried on	Trading in electrical components — describe what the company actually does, not the objects clause
Certification	Signed by a director or the company secretary, certifying that the particulars are correct as at the made-up date
Signature and date	CHAN Tai Man, Andy — Director · **20 April 2027**, five days inside the deadline
Fee paid	**HK$105** — the on-time rate for a private company

Deadline: 25 April 2027, being 42 days after the made-up date of 14 March 2027 — and that date is a Sunday, so file in the working week before it rather than relying on an extension · fee HK$105 on time · late fees HK$870, HK$1,740, HK$2,610 or HK$3,480 by band · a return with the wrong fee is treated as not delivered

The 42-day deadline and the fee by lateness — private company

Delivered	Private company fee	What it means in practice
Within **42 days** after the return date	**HK$105**	Diarise the anniversary minus 14 days, not the deadline: the return needs the registers reconciled before it can be signed
More than 42 days, up to 3 months	**HK$870**	Eight times the on-time fee for being a few weeks late
More than 3 months, up to 6 months	**HK$1,740**	The company and every responsible officer are also exposed to prosecution for continued default
More than 6 months, up to 9 months	**HK$2,610**	By this point the Registrar may also commence deregistration proceedings against the company
More than 9 months	**HK$3,480**	The top band, and the one that most often appears on a file taken over from someone else

THREE THINGS THAT MAKE AN ANNUAL RETURN WRONG

The wrong date. The made-up date is the incorporation anniversary. A public company's is six months after the end of its accounting reference period, and a guarantee company's is nine months — but a private company's never moves, whatever its financial year end.

Particulars that have drifted. A director appointed in March, an address changed in February, a transfer completed in January: if the register was not updated, the return will repeat the error, and the return is the document a bank or a counterparty reads.

The wrong fee. An underpaid return is not a return: it is returned to the presentor and the clock keeps running, which is how a HK$105 filing becomes a HK$870 one.

Compliance calendar, keyed to the incorporation anniversary

When	Task	Form or record
Anniversary minus 30 days	Confirm the particulars that will appear in the return; reconcile registers	Register of members, ND2A/ND2B filings, NR1
Anniversary	Made-up date of the annual return	NAR1
Anniversary plus 42 days	Deliver the annual return and pay the annual registration fee	NAR1
Each year	Renew business registration; display the certificate	Business Registration Certificate
Within the period after year end	Prepare financial statements; directors' report; auditor's report; circulate to members	Accounting records, signed accounts
On receipt of the IRD return	Profits tax return, with audited accounts	Tax return
Ongoing	Update the SCR within the prescribed period after any change; confirm annually	SCR
Ongoing	Log every board and member decision	Minute book, written resolutions

AUDIT AND REPORTING EXEMPTION

Small private companies may qualify for a reporting exemption, and dormant companies have their own regime. The conditions are size-based and are applied to the company and, where relevant, its group. Do not assume an exemption because the company is small — check the thresholds for the financial year in question and record the basis of the decision on file.

The year, as one specimen. The calendar below is the same file followed through twelve months — the return, the business registration renewal, the SCR review and the AGM or written resolutions, with the director and secretary filings shown where they actually fell. Nothing here is invented for the example: the dates are the ones used in the specimens above, so the resignation, the appointment, the move and the address change all appear in the year they happened.

The secretarial year — Harbour & Peak Trading Limited	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · BR No. 71234567 · incorporated 14 March 2016 · accounting reference date 31 March · private company limited by shares, 60,000 ordinary shares
The year in one line	Return date 14 March 2027 · business registration certificate renewed from 1 April 2027 · year end 31 March 2027 · AGM due by 31 December 2027, met by written resolutions · next return date 14 March 2028
Who is who	**Directors:** CHAN Tai Man, Andy; TAM Wai Lun, Edwin (from 1 April 2027); LEUNG Siu Ming, Betty (until 31 March 2027). **Company secretary:** Goodyear Corporate Services Limited. **Auditor:** a local firm appointed by the members. **Major member:** Victoria Seed Fund LP, 50,000 shares

Total registry cost of the year: HK$105 for the annual return and HK$2,350 for the one-year business registration certificate — HK$2,455, plus nil for ND2A, ND2B and NR1 · the two fees fall on different dates and paying one does not discharge the other · the SCR and the written resolutions cost nothing and are filed nowhere, which is exactly why they are the two most often missing from a file · the annual return date never moves, whatever the year end

10 What non-compliance actually costs

Consequences

Failure	Consequence
Late annual return	Higher registration fee on a graduated scale; prosecution of the company and responsible officers for continued default
Failure to file ND2A/ND2B/NR1 within 15 days	Offence; the public register is wrong, which affects bank mandates, service of process and due diligence
Charge not registered within one month	Charge void against a liquidator or creditor; security lost
No SCR, or an incomplete one	Offence; law enforcement inspection; a red flag in any bank or investor diligence
No minutes or written resolutions	Decisions become unprovable; directors' authority and shareholder approvals are open to challenge
Registers not kept at the permitted place	Offence; inspection rights frustrated; disputes over shareholding become harder to resolve

11 Monthly and annual checklist

PRINT THIS

- Company search run at the start of each new matter and before each annual return
- Register of members agrees with the filed returns and the share certificates
- Register of directors and secretaries agrees with the Registry's record
- Register of charges complete, with instruments and certificates of registration
- SCR current, with the designated representative named
- Minute book complete for every board and member decision in the period
- All ND2A, ND2B, ND4, NR1 filings made within 15 days
- Allotments filed on NSC1 within one month; registers and certificates updated
- Share transfers stamped before registration; register entries dated
- Charges filed on NM1 within one month; register updated
- NAR1 diarised at anniversary minus 42 days, with the fee budgeted
- Business registration renewed; certificate displayed
- Financial statements prepared, approved and circulated; audit or exemption basis recorded
- Offshore subsidiaries' annual deadlines in the same calendar (Cayman January; BVI 31 May/30 November)

12 Sources

- Companies Ordinance (Cap 622), including ss 107, 171, 224, 335, 345, 464, 477, 548, 612, 645, 652, 653H–653X and 662; Company Records Regulations.
- Companies Registry: specified forms list; *Filing Requirements of a Local Limited Company after Incorporation*; *Annual Return of a Local Private Company*; guidance on the significant controllers register and on registration of charges.
- Stamp Duty Ordinance (Cap 117) and Inland Revenue Department guidance on stock transfers.
- BVI Business Companies Act; Cayman Companies Act (2026 Revision) — for the offshore annual dates cross-referenced above.

Company filings, filled in

CORPORATE · COMPANY FILINGS

The sample forms page has NNC1, NNC2, ND2A, ND2B, NR1, NSC1, NM1 and the rest. This page takes the filings where the deadline itself costs money: the annual return, the controllers register and the change-of-name chain.

TWO DEADLINES, TWO REGISTRIES
The Companies Registry and the Business Registration Office are separate. A change of name needs Form NNC2 within **15 days** and a notification to the Business Registration Office within **one month**. Filing one and forgetting the other leaves a valid certificate of change of name sitting next to a business registration certificate in the old name, and the bank will notice before you do.

1 The filing calendar

What is due, and how quickly

Event	Form	Deadline	Fee
Annual return	NAR1	**42 days** after the anniversary of incorporation	HK$105, rising to HK$3,480 if late
Change of company name	NNC2	**15 days** after the special resolution	HK$295
Change of registered office	NR1	15 days after the change	No registration fee
Change of directors or their particulars	ND2A	15 days after the change	No fee
Auditor removed, or auditor resigns	NA1 / NA2	**15 days** from the resolution or from receipt	No fee
Articles altered	NAA1	15 days after the alteration takes effect	No fee
Reserve director nominated, changed or ceasing	ND5 / ND7 / ND8	15 days	No fee
Reduction of share capital — solvency statement route	NSC17 · NSC19	Resolution within **15 days** of the statement; return between **5 and 7 weeks** after the resolution	No fee
Reduction of share capital — court route	NSC20	**15 days** after the court order, or as ordered	No fee
Re-domicile a non-Hong Kong corporation to Hong Kong	NNC6 + IRBR5	Board certificate and legal opinion each issued within **35 days** before the application; evidence of deregistration abroad within **120 days** after the re-domiciliation date	**HK$6,050** electronic / HK$6,725 hard copy, plus BR fee if not already registered
Filings after re-domiciliation	NSC21 · NNC3RD	**15 days** after the re-domiciliation date	No fee
Charges existing before re-domiciliation	NM10	**One month** after the re-domiciliation date	HK$340
Unlimited company re-registering as limited by shares	NU1	On or after the special resolution reaches the Registrar	**HK$1,545** electronic / HK$1,720 paper
Change of company secretary	ND2B / ND4	15 days after the change	As for ND2A
Change of business name at the BR Office	IRC 3110A	**One month** after the change	No fee for the notification
Change of business address at the BR Office	IRC 3111A	One month after the change	No fee for the notification
Significant controllers register — entry	None (internal)	Within **7 days** of the particulars being provided or confirmed	—

The Companies Registry has no power to extend the 42 days for an annual return and no discretion to waive the late fee. A return rejected for a wrong fee or a missing signature is treated as delivered on the date it is re-delivered, so the fee is recomputed at the higher band.

2 The annual return — NAR1

NAR1 — Annual Return, local private company Specimen · example only	
Company name	Harbour Peak Global Limited
Company number / BR number	1234567 · 51234567-000
Return date	12 May 2026 — the anniversary of incorporation (12 May 2019)
Made up date	12 May 2026; the return states the particulars as at that date
Registered office	Unit 1203, 12/F, Harbour Centre, Causeway Bay, Hong Kong
Principal business address	Same as the registered office
Company secretary	Meridian Corporate Services Limited, TCSP licence TC001234, of the registered office
Directors	CHOW Ka Man, Karen — Flat 15C, 20 Fortress Hill Road, Hong Kong · LEE Pak Ho, Simon — Unit 8, 3/F, 12 Wyndham Street, Central
Share capital	10,000 ordinary shares of HK$1 each, 10,000 issued, fully paid
Members	CHOW Ka Man, Karen — 6,000 shares · Silverpine Holdings Limited — 4,000 shares
Changes during the year	One director appointed 3 February 2026 (LEE Pak Ho, Simon), reported on ND2A at the time; no change to share capital
Dormant?	No — the company traded throughout the year
Signature	Signed by a director, dated 3 June 2026
Delivered / fee	Delivered 18 June 2026, within the 42 days ending 23 June 2026 — fee **HK$105**

No annual return is due in the year of incorporation · a dormant company under s 5(1) is exempt · the return reflects the position at the made up date, not the position when you file it · changes during the year are reported on their own forms within 15 days and simply restated here

Late delivery — the fee escalates, and it is not a penalty you can argue with

Delivered	Registration fee	On the specimen return date of 12 May 2026
Within 42 days	**HK$105**	Up to 23 June 2026
More than 42 days, within 3 months	**HK$870**	24 June to 12 August 2026
More than 3 months, within 6 months	**HK$1,740**	13 August to 12 November 2026
More than 6 months, within 9 months	**HK$2,610**	13 November 2026 to 12 February 2027
More than 9 months	**HK$3,480**	From 13 February 2027

The fee is fixed by the date the Registry receives the return, for paper and electronic filing alike. Delivery on 12 August 2026 costs HK$870; delivery on 13 August costs HK$1,740 — one day, HK$870. Beyond the fee, failure to deliver is an offence: a maximum fine of HK$50,000 for each breach, and a daily default fine of HK$1,000 while it continues.

WHAT A LATE RETURN REALLY COSTS

A company that forgets two consecutive returns and files both in the same week pays HK$1,740 + HK$3,480 = **HK$5,220** in registration fees for two documents that would have cost HK$210. Add the risk of prosecution, and the argument for a rolling calendar entry per company — dated to the anniversary, not to the accounting year end — is obvious.

3 The significant controllers register

The SCR is the one register that never leaves the office. It is not delivered to the Companies Registry, but it must be kept at the registered office or another place in Hong Kong, must never be empty, and must be produced to a law enforcement officer on demand. The company must also take reasonable steps — notices to members — to identify who controls it.

Who is a significant controller — the five conditions

Condition	Test
Shares	Holds, directly or indirectly, more than **25%** of the issued shares
Voting rights	Holds, directly or indirectly, more than **25%** of the voting rights
Board control	Has the right to appoint or remove a majority of the board
Significant influence	Has the right to exercise, or actually exercises, significant influence or control over the company
Through a trust or firm	Has that right over a trust or a firm without legal personality whose trustees or members meet one of the tests above

Significant controllers register — first page **Specimen · example only**

Harbour Peak Global Limited · kept at the registered office since 1 March 2018

Controller	Particulars	Nature of control	From	Change
CHOW Ka Man, Karen registrable person	HKID A123456(7) · correspondence address Flat 15C, 20 Fortress Hill Road, Hong Kong	Directly holds 6,000 of 10,000 shares — 60% of shares and 60% of voting rights	12 May 2019	—
Silverpine Holdings Limited registrable legal entity	Company no. 7654321 · Hong Kong · registered office Room 2805, Two Pacific Place, 88 Queensway	Directly holds 4,000 of 10,000 shares — 40% of shares and 40% of voting rights	12 May 2019	—
Designated representative: LEE Pak Ho, Simon — director, resident in Hong Kong · correspondence address Unit 8, 3/F, 12 Wyndham Street, Central · telephone and email as recorded				
Additional matters (Schedule 5C): the place where the register is kept, being the registered office; the date of entry of each particular; note that no notices under s 653C were required during the year				

Not filed with the Registry · kept at the registered office or a prescribed place, and the Registrar must be told if it is kept elsewhere · particulars entered within 7 days of being provided or confirmed · a company limited by guarantee, an unlimited company and a re-domiciled company all need one; a listed company does not

Notice of the place where the SCR is kept — s 653M	Specimen · example only
To	The Registrar of Companies
Company	Harbour Peak Global Limited · 1234567
Notice	The significant controllers register of the company is kept at Unit 1203, 12/F, Harbour Centre, Causeway Bay, Hong Kong, being a place in Hong Kong other than the registered office
Effective date	1 April 2026, when the register moved with the books to the new office
Signature	Signed by a director
Fee	None

No prescribed form — a letter is enough, but it must be delivered · a later change of place needs its own notice under s 653N · if the register is kept at the registered office, no notice is needed at all

4 Changing the name

The chain has four steps and two registries. The name changes on the date the certificate of change of name is issued, not on the date of the resolution — and the company keeps its company number throughout.

- **Check the name**Search the Companies Registry index and the Trade Marks Registry. A name that infringes someone else's rights can be changed again at the company's cost.
- **Pass a special resolution**And amend the articles so far as they refer to the name. Neither the resolution nor the amended articles is delivered to the Registry.
- **Deliver NNC2**Within **15 days** of the resolution, with HK$295. The certificate of change of name is issued afterwards, and the change takes effect from that date.
- **Notify the Business Registration Office**Within **one month** of the change, on IRC 3110A, so the business registration certificate is reissued in the new name.
- **Update everything else**Bank mandates and signatories, the company chop, letterheads and invoices, the website, licences, tenancy, insurance, the SCR and registers, and any offshore register in which the company appears.

Special resolution — change of company name	Specimen · example only
Company	Harbour Peak Global Limited · 1234567
Written resolution	Passed by the members on 4 September 2026 in accordance with s 548 of the Companies Ordinance, the company having a single member holding all shares
Resolution	"That the name of the company be and is hereby changed from Harbour Peak Global Limited to Harbour Peak Group Limited, and that the articles of association be amended accordingly."
Effective date	The change takes effect on the date of issue of the certificate of change of name
Signature	Signed by the member, CHOW Ka Man, Karen, on 4 September 2026
Next step	Form NNC2 delivered 16 September 2026 — within the 15 days — with HK$295

NNC2 itself is on the sample forms page · 15 days runs from the resolution, not from the certificate · if the NNC2 is refused the fee is refundable to the extent of HK$55, so the application is not free to fail

IRC 3110A — notification of change of business name	Specimen · example only
To	The Commissioner of Inland Revenue, Business Registration Office
Business registration number	51234567-000
Date of change	22 September 2026 — the date of issue of the certificate of change of name
Type of name amended	Name of corporation
Original name	Harbour Peak Global Limited
New name	Harbour Peak Group Limited
Signature	Signed by a director, with the signer's identity document number and a contact telephone number
Deadline	One month after the change — by 22 October 2026
Fee	No fee for the notification; the replacement certificate is issued without charge

Failure to notify within one month is an offence — a maximum fine of HK$5,000 and imprisonment for one year · the business registration number does not change with the name, which is why banks and counterparties will still match the old records to the new certificate

5 Changing an address — two forms, two offices

Registered office and business address — the pair	Specimen · example only
NR1 — Companies Registry	Notice of change of registered office under s 658(3), delivered within 15 days of the change
New registered office	Unit 1801, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong — a Hong Kong address, not a "care of" address and not a post office box
Effective date	1 October 2026
Signature	Signed by a director or the company secretary
Fee	No registration fee
IRC 3111A — Business Registration Office	Notification of change of business address, within one month of the change
New business address	Same as the new registered office
Fee	No fee for the notification
Also update	The SCR's stated place if it moves with the books (s 653N), the register of members and directors, bank mandates, insurance and the tenancy

A change of business address alone does not go to the Companies Registry — only to the BR Office · a change of registered office alone still needs the BR notification if the business address moves with it · keep the two acknowledgements together on the file

6 The share-capital returns — NSC11, NSC2, NDB1 and the reduction forms

Three returns record a movement in capital or in borrowing rather than a change of personnel: **NSC11** when the share capital is altered, **NSC2** when shares are redeemed or bought back, and **NDB1** when debentures or debenture stock are allotted. None of them carries a registration fee, which is precisely why they are the ones that get forgotten — no invoice arrives to remind anyone.

ALL THREE ARE NOTIFICATIONS, NOT AUTHORISATIONS
Filing NSC11 does not make an unauthorised alteration of capital valid, and delivering NSC2 does not make an unlawful buy-back lawful. The authority — the articles, the members' resolution, the directors' solvency statement — has to exist first, and the return tells the Registrar what has already happened. A form filed to cure a defective decision is evidence of the defect.

Dates, fees and signatures

Form	What it records	Section	Deadline	Fee
NSC11	Alteration of share capital — increase, consolidation, subdivision, cancellation of unissued shares	s 171(1)	**One month** after the alteration	None
NSC2	Redemption or buy-back of shares, with the capital as it stands afterwards	s 270(1)	**15 days** after the shares are delivered to the company	None
NDB1	Allotment of debentures or debenture stock — the amount, the allottees and the redemption date	s 316(1)	**One month** after the allotment	None

Each form must be signed by a director or the company secretary, and each carries a statement of capital (NSC11 and NSC2) or the redemption date (NDB1). Handwritten forms may be rejected; the Registry's own notes say so. Late delivery is an offence, not a surcharge: the Registry's guidance puts the maximum at HK$25,000 for each breach with a daily default fine of HK$700, and NDB1 spells that out in section 316(3).

NSC11 — Notice of Alteration of Share Capital, subdividing the shares Specimen · example only	
Company	Harbour Peak Global Limited · company no. 1234567 · BR no. 51234567-000
Item 1 — company name	Harbour Peak Global Limited, as it appears on the certificate of incorporation
Item 2A — effective date	20 October 2026, the date the alteration took effect — not the date the form is signed
The alteration	Each of the 10,000 issued ordinary shares of HK$1 is subdivided into 10 ordinary shares of HK$0.10, giving 100,000 ordinary shares of HK$0.10
The authority	Article 12 permits subdivision; the directors resolved on 20 October 2026 and the members passed a written resolution the same day. The resolution and the articles are kept on the file and are not lodged with the form
Item 2B — is the issued capital increased?	No. The box is left unticked and no amount of increase is stated, because subdividing changes the number and denomination of the shares, not the total capital
Item 3A — statement of capital immediately after	Ordinary · HKD · 100,000 issued shares · total amount HK$10,000 · paid up HK$10,000 · unpaid HK$0
Item 3B — rights attached	Not completed: the company has only one class of shares, and the item applies only where more than one class is in issue
Signature	Signed by CHOW Ka Man, Karen, director, dated 5 November 2026
Delivered / deadline	Delivered 9 November 2026 — inside the month ending **20 November 2026**
Fee	**None**
What else changes that day	The register of members is rewritten in the new denominations, every existing certificate is cancelled and replaced, and the buy-back and allotment capacity in the articles is re-read against the new figures

One month from the effective date · the statement of capital must reconcile to the pre-alteration figure — HK$10,000 before and HK$10,000 after · every old certificate is cancelled and reissued; this is not a lost-certificate case, so NS1 and NS3 do not apply

NSC2 — Return of Share Redemption or Buy-Back, funded from profits	Specimen · example only
Company	Harbour Peak Global Limited · company no. 1234567 · BR no. 51234567-000
Item 2 — the shares	500 ordinary shares of HK$1 bought back from Silverpine Holdings Limited, at HK$14 per share — aggregate **HK$7,000**
Date delivered to the company	5 November 2026. This is the date the 15 days run from, not the date of the board resolution and not the date of payment
Item 3 — payment out of capital	Left blank. The buy-back is funded from distributable profits, so no solvency statement was required and no special resolution was needed — a buy-back out of profits is authorised by the articles and the board
Item 4A — statement of capital after the buy-back	Ordinary · HKD · 9,500 issued shares · total amount HK$9,500 · paid up HK$9,500 · unpaid HK$0
Item 4B — rights attached	Not completed: one class only
Signature	Signed by Meridian Corporate Services Limited, company secretary, dated 17 November 2026
Delivered / deadline	Delivered 18 November 2026 — inside the 15 days ending **20 November 2026**
Fee	**None**
Also on the file	The board resolution approving the buy-back, the contract or offer document, the stamped instrument if stamp duty applies, the cancelled certificates, and the updated register of members

15 days, not a month — the single most missed deadline in the capital series · the capital statement must already reflect the buy-back · a buy-back out of capital needs the whole solvency procedure first, and the 15 days still run from delivery of the shares

A buy-back paid out of capital — the sequence that ends in NSC2

Step	What happens	Time
1	All directors sign the solvency statement in Form NSC17	Before the resolution
2	Special resolution passed, and delivered to the Registrar with the solvency statement	Within **15 days** of the statement
3	Gazette notice published, plus a newspaper notice or written notice to creditors	Within the statutory window
4	Creditors and non-approving members may apply to the court to cancel the resolution	**5 weeks** from the resolution
5	Payment made — not earlier than 5 weeks and not later than 7 weeks after the resolution, unless the court orders otherwise	Weeks 5 to 7
6	Shares delivered to the company, then Form NSC2 delivered	**15 days** after delivery

The order matters. A payment made before the five weeks have run is a payment the company was not yet permitted to make, and an NSC2 that reports it does not repair it. Where the buy-back comes out of distributable profits, steps 1 to 5 fall away and only the 15-day return remains.

NDB1 — Return of Allotment of Debentures or Debenture Stock	Specimen · example only
Company	Harbour Peak Global Limited · company no. 1234567 · BR no. 51234567-000
Item 2 — the allotment	HKD · **HK$2,000,000** — 200 debentures of HK$10,000 each, allotted 30 October 2026
Redemption date	31 October 2031 — five years from allotment. The form asks for a date, so a debenture with no fixed redemption date needs the advice of the solicitor before the form is completed
Item 3 — allottees	Oriental Bridge Finance Limited, of 28/F, Two Exchange Square, 8 Connaught Place, Central — listed in the schedule, one page, because the debentures are registered, not transferable by delivery
When no schedule is needed	If the debentures are transferable by delivery, section 316(2A) disapplies the requirement to state each allottee's name and address: the box is ticked and the number of schedule pages is left at nil
Signature	Signed by LEE Pak Ho, Simon, director, dated 10 November 2026
Delivered / deadline	Delivered 12 November 2026 — inside the month ending **30 November 2026**
Fee	**None** for NDB1
The filing it does not replace	The debentures are secured by a fixed charge over the company's receivables. That charge needs its own **NM1** statement of particulars within one month of creation, and NM1 carries a fee of **HK$340**. NDB1 records the debt; NM1 records the security, and the Registry searches them separately
Also on the file	The board resolution, the debenture instrument or trust deed, the register of debenture holders, and the charge documents lodged with NM1

One month from allotment · a bearer debenture needs no allottee schedule, a registered one does · NDB1 never registers the charge — that is NM1, at HK$340, and missing it is the expensive mistake of the two

Reducing capital — NSC17, NSC19 and NSC20

A reduction of share capital runs on one of two tracks, and the forms are different. The **court-free track** needs every director to sign a solvency statement (NSC17), a special resolution passed within 15 days of it, publicity, and then a return (NSC19) filed in a narrow window between five and seven weeks after the resolution. The **court track** ends with an order confirming the reduction and a return (NSC20) within 15 days of that order. Neither track is a same-week filing, and the reduction does not exist in law until the Registrar registers the return.

NSC17 — solvency statement for a reduction of share capital	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · private company limited by shares
Form	NSC17 — solvency statement, made under s 216(1) and Division 2 of Part 5. It is the document that lets the company reduce capital **without going to court**
Who must sign	**Every director**, personally. Not the company secretary, not one director on behalf of the board, not an attorney under a power of attorney. If a director is abroad, the board waits or appoints an alternate — the Registry will not accept a statement signed by only some of the directors
Date of the statement	**15 March 2027** — the date every director has signed. It is the start of the whole timetable
What it states	That the directors have formed the opinion that the company is able to pay its debts as they fall due during the **12 months** immediately after the reduction, and that, if the company is to be wound up within that period, it will be able to pay its debts in full within 12 months after the winding up begins
Supporting work	Cash-flow forecast for the 12 months, the latest management accounts, the banking facilities and their expiry dates, and the board minutes recording how the opinion was formed. The statement is short; the file behind it is not
The 15-day link	The special resolution must be passed **within 15 days after the date of the statement** (s 216(2)) — by **30 March 2027**. If it is not, the statement is stale and the whole procedure restarts
Copies to members	If the resolution is proposed as a written resolution, a copy of the statement must go to every member at or before the resolution is sent; if it is proposed at a meeting, a copy must be available for inspection at the meeting. Skip either and the resolution is **not effective** (s 216(3) to (5))
When it reaches the Registry	No later than the day on which the company publishes the Gazette notice, publishes the newspaper notice or gives written notice to creditors — whichever happens first (s 218)
Fee	**No fee**

No fee · every director signs · special resolution within 15 days of the statement · copy to every member, or on the table at the meeting · delivery tied to the first of the Gazette, newspaper or creditor notices · a stale statement means starting again

NSC19 — return of reduction by special resolution supported by a solvency statement Specimen · example only	
Company	Harbour & Peak Trading Limited · CR No. 1234567
The reduction	Share capital reduced from **HK$10,000,000** (10,000,000 ordinary shares of HK$1, fully paid) to **HK$4,000,000** (4,000,000 ordinary shares of HK$1), by cancelling HK$6,000,000 of paid-up capital and applying it against accumulated losses
Special resolution	Passed **26 March 2027** — within 15 days of the solvency statement dated 15 March 2027
Copy of the resolution	Delivered to the Registrar within **15 days** of being passed, under s 622 — by 10 April 2027
Publicity	Gazette notice by the last working day of the week after the week of the resolution — 2 April 2027 on these dates — extended to the following week where fewer than 4 business days intervene, which is what Easter Monday does here, giving **9 April 2027**; the same notice in one specified English and one specified Chinese newspaper, or written notice to every creditor, by **4 April 2027**; and NSC17 delivered no later than the earliest of those dates (s 218)
Objection window	A creditor, or a member who did not approve the reduction, may apply to the court to cancel the resolution within **5 weeks** of 26 March 2027 — that window closes on **30 April 2027**
Filing window for NSC19	**No earlier than 5 weeks and no later than 7 weeks** after the resolution (s 224(1)(b)) — so between **7 May 2027** and **21 May 2027**. Early filing is rejected; late filing is an offence
What the return contains	Particulars of the reduction, and a **statement of capital** as at immediately after the reduction, complying with s 201 — the same reconciliation discipline as NSC11, against the register of members
Fee	**No fee**
When it takes effect	The special resolution and the reduction take effect **only when the Registrar registers the return** (s 215(2)). Until then the share capital is unchanged: do not sign a completion statement, a set of accounts or a banking document on the reduced figure
If a court application is made	The 5-to-7-week window falls away. The return is then delivered within **15 days** after the court makes an order under s 222, or within 15 days after the proceedings end without a determination (s 225)

No fee · file between week 5 and week 7 after the resolution, not before and not after · the statement of capital must reconcile · the reduction is not effective until the return is registered · a court application replaces the window with a 15-day rule

NSC20 — return of reduction confirmed by the court	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567
Route	The court route under ss 226 to 232, used where the company cannot use the solvency statement procedure — for example where the reduction is not supported by a unanimous board, or where a creditor objects and the company chooses to seek confirmation rather than restart
The order	The Court of First Instance makes an order under s 229 confirming the reduction, on **8 September 2027**. The court may impose conditions, and its order settles what must be published
What is delivered	(1) An **office copy of the order**; (2) a **minute** approved by the court, stating the share capital as altered, the total number of issued shares, the amount of each share, and the amount paid up and unpaid on each; (3) the **NSC20** return, with particulars of the reduction and a statement of capital as at immediately after it (s 230(1) to (3))
Deadline	**Within 15 days after the order**, or within any longer period the court orders — by **23 September 2027** on these facts
Fee	**No fee** for NSC20. The petition itself carries a court fee, and the application costs money in counsel and in the evidence
When it takes effect	The resolution as confirmed by the order takes effect on registration of the order, minute and return (s 230(4))
Publication	Notice of the registration must be published in the manner the court directs (s 230(5)) — the order usually says where, and that direction is part of the file
The minute is not optional	It is a separate document from the return, it must be approved by the court, and it must contain the four figures in s 230(2). A return filed without an approved minute is an incomplete filing
The wrong form	NSC19 is the court-free route under s 224. If there is a court order confirming the reduction, the form is **NSC20**, and the deadline runs from the order, not from the resolution

No fee · 15 days after the order, or as the court allows · office copy of the order plus the court-approved minute plus the return · effective on registration · NSC19 is for the court-free route

The s 218 public notice — Gazette, newspaper or creditor letter	Specimen · example only
Company	Harbour & Peak Trading Limited · CR No. 1234567 · special resolution passed **26 March 2027**
Why it exists	The court-free reduction gives creditors and dissenting members five weeks to object. The public notice is how they find out. It is a statutory document with four required contents, not a press release
What the Gazette notice must say	(a) that the company has approved a reduction of share capital; (b) the **amount** of capital to be reduced and the **date of the special resolution**; (c) **where** the special resolution and the solvency statement are available for inspection; (d) that a member who did not consent to or vote in favour, or a creditor, may apply to the court under s 220 for cancellation **within 5 weeks** after the date of the resolution — s 218(1)
When the Gazette notice must appear	On or before the last working day of the week **after** the week in which the resolution is passed — **Friday 2 April 2027** on these dates. With one proviso: if fewer than **4 business days** fall between the resolution and that date (both excluded), the deadline moves to the last working day of the week after next
How the proviso applies here	Between 26 March and 2 April 2027 the business days are 30 and 31 March and 1 April — **3**, because Easter Monday, 29 March, is a general holiday. Fewer than 4, so the Gazette notice runs to the last working day of the following week: **Friday 9 April 2027**
The definition that decides it	A **business day** is not a general holiday, a Saturday, or a black rainstorm or gale warning day. A **working day** is not a general holiday or a Saturday — it includes a rainstorm day, so the two terms give different answers in bad weather
Newspaper or creditors	By the **end of the week after** the week of the resolution — **4 April 2027** — either the same notice in at least one **specified English newspaper and one specified Chinese newspaper**, or a written notice to that effect to **every creditor** (s 218(3)). One paper in one language is not compliance
Delivering the solvency statement	The NSC17 must reach the Registrar **no later than the day of the Gazette notice**, or, if earlier, the day the newspaper notice first appears or the creditor notices are given (s 218(5)). On these facts that is **4 April 2027**, a week before the Gazette deadline
Inspection	The special resolution and the solvency statement must be kept available for inspection for the period in s 219 — the notice has to say where, and the answer has to be true on the day a creditor walks in
If it is missed	The company, and **every responsible person**, commit an offence, punishable by a **level 3 fine** (s 218(4)). The reduction is not automatically undone, but the file is exposed and the five-week objection period has already been running
If a creditor or member does apply	The company notifies the Registrar on **NSC18**, within **7 days** after the application is served on it (s 220(4)(b)). The 5-to-7-week window for NSC19 then falls away and the return follows the court's order instead

Four required contents · last working day of the following week, extended a week if fewer than 4 business days intervene · Easter and the rainstorm rules change the date · one English and one Chinese newspaper, or every creditor in writing · NSC17 by the earlier of the Gazette and the paper · level 3 fine, and NSC18 within 7 days if anyone objects

Why these forms come back

- **NSC19 filed too early.** The return cannot be delivered before **five weeks** after the resolution — the objection window has to run. A return filed on day 20 is rejected, and the company has lost nothing but time it did not have.
- **NSC19 filed too late.** The outside limit is **seven weeks**. There is no late-fee band to buy; the procedure has to be looked at again.
- **A solvency statement signed by one director.** Every director signs, personally. A statement completed by the company secretary on the board's behalf does not satisfy s 216(1).
- **Treating the reduction as done when the resolution passes.** It takes effect on registration of NSC19 or NSC20. Accounts, bank covenants and completion statements drafted on the reduced figure in the meantime are wrong.

- **The statement of capital does not reconcile.** The figures in item 3 or 4 must add up against the register of members at that moment; a form that does not balance is returned, and the deadline has already started running.
- **The wrong effective date.** NSC11 asks for the date the alteration took effect, which is usually the date of the resolution — not the date the board met to approve the form.
- **NSC2 filed a month late.** Fifteen days, counted from delivery of the shares to the company. Diarise it from the buy-back contract, before the payment is made.
- **One class of shares, item 3B completed.** The rights item applies only where more than one class is in issue; filling it in for a single-class company invites a query.
- **A handwritten form.** The Registry's notes state that handwritten forms may be rejected; the fillable PDFs are the safe route.
- **The charge is forgotten.** An NDB1 filed on time still leaves a registrable charge unregistered, and an unregistered charge is void against a liquidator and a creditor.

7 Re-registration, re-domiciliation and share certificates — NU1, NNC6, NNC3RD, NSC21, NS1 and NS3

Three forms that sit outside the ordinary cycle. **NU1** is the one filing on this page that costs real money, and it is available only to an unlimited company. **NS1** and **NS3** are not filed with the Registry at all: they are the listed-company route to replacing a lost share certificate, and since 16 November 2026 they also carry the uncertificated-holding regime.

The three forms at a glance

Form	What it does	Deadline	Fee
NU1	An unlimited company applies to be re-registered as a company limited by shares	No fixed deadline; file on or after the special resolution reaches the Registrar	**HK$1,545** electronic · **HK$1,720** hard copy
NS1	A listed company's shareholder applies for a new certificate, or to hold shares in uncertificated form	On loss of the certificate	No registry fee — not filed with the Registrar
NS3	The listed company publishes its intention to issue the new certificate or record the uncertificated holding	Website first; Gazette within one month of the website notice where it is required	No registry fee

Form NU1 — re-registration as a company limited by shares Specimen · example only	
Company	Harbour Peak Logistics Limited · CR No. 2345678 · an **unlimited company** registered in 1998
Who may use NU1	Only an **unlimited company registered on or after 31 August 1984** (s 130(1)). A company limited by guarantee cannot re-register as a company limited by shares, and a company limited by shares has nothing to re-register
The resolution	Special resolution passed on **6 October 2026** resolving to re-register as a company limited by shares, stating how members' liability is to be limited, and setting out the alterations to the articles needed to bring them into conformity (s 130(2))
The statement it must contain	The shares issued before re-registration and those to be issued on it; the share capital subscribed before and on re-registration; the amounts paid up and unpaid; the classes of shares and their rights; and, for each member, the shares and capital attributed to that member (s 130(3))
What is filed	NU1, with a copy of the articles **as proposed to be altered** by the special resolution (s 131(1))
When it may be filed	On or after the date the Registrar receives the copy of the special resolution (s 131(2)). Filing first, and the resolution afterwards, gets the application rejected
Deadline	No fixed statutory deadline, but the application is what completes the change: until it is registered the company remains unlimited, and the members carry unlimited liability
Fee	**HK$1,545** if delivered electronically · **HK$1,720** in hard copy — the same as an incorporation
What comes back	A certificate of incorporation certifying that the company is a company limited by shares. It is **conclusive evidence** that the re-registration requirements were met (s 132)
Afterwards	New share certificates issued · register of members and register of charges rebuilt to the new capital structure · business registration particulars, bank mandate, licences and contracts updated · the unlimited liability of members ends on the issue of the certificate

HK$1,545 electronic / HK$1,720 hard copy · unlimited companies only, registered on or after 31 August 1984 · file on or after the special resolution reaches the Registrar · the certificate is conclusive evidence that the re-registration was properly done

Form NS1 — application for a new share certificate, or for shares to be held in uncertificated form Specimen · example only	
Company	Harbour Peak Group Holdings Limited · stock code 1234 · a **listed company**
Why the form is narrow	Section 163 applies to a share certificate for shares in a **listed company**. For a private company, replacing a lost certificate is a matter for the articles and the company's own procedures — there is no statutory form to file, and NS1 is not it
Who applies	An **eligible person**: the registered holder, or a person entitled to the shares by transmission
The application	Form NS1, with a **statutory declaration** by the applicant stating that the original certificate has been lost; when it was last in the applicant's possession and how possession was lost; whether any transfer of the shares has been executed, in blank or otherwise; that no other person is entitled to be registered in respect of the shares; and any other matter needed to verify the grounds (s 163(2))
The 2026 change	Since **16 November 2026** the form has been revised and is also the way to ask for shares to be recorded as held in **uncertificated form**, alongside the introduction of the uncertificated securities market regime
Where it goes	To the **company**, not to the Companies Registry
Fee	**No Companies Registry fee** — there is no filing with the Registrar. The company may charge its own fee under its articles
What happens next	The company must publish a notice before issuing the new certificate — that is **NS3** — and, once the notice period has run, issue the certificate or record the uncertificated holding

No registry fee · listed companies only · application plus statutory declaration · revised 16 November 2026 to cover uncertificated holdings · a private company replaces a lost certificate under its articles, without any of these forms

Form NS3 — notice of intention to issue a new certificate or record uncertificated shares Specimen · example only	
Company	Harbour Peak Group Holdings Limited · stock code 1234 · listed
What it is	The notice a listed company must publish before it issues a new certificate on an NS1 application — or, since 16 November 2026, before it records the shares as held in uncertificated form (s 164(1))
Where it is published	On the **company's website**. It must also go in the **Gazette** if the applicant is not the registered holder or does not have the registered holder's consent, or if the **latest value of the shares exceeds HK$200,000** (s 164(2))
The one-month rule	A Gazette notice must be published **within one month** after the notice first appears on the website (s 164(3))
Before publishing	Deliver a copy to the recognised exchange company — the Stock Exchange — and obtain its certificate that the notice is being exhibited (s 164(4))
How long it stays up	The exchange exhibits the notice for at least **one month**, or **3 months** where Gazette publication was required (s 164(5))
Where the applicant is not the holder	Serve a copy on the registered holder by registered post at the last address in the register, and do not publish until at least **3 months** after service (s 164(7))
Where it goes	Nowhere at the Companies Registry — the company publishes it, and the exchange exhibits it
Fee	**No Companies Registry fee**. Gazette publication costs what the Gazette charges

No registry fee · website notice, Gazette only above HK$200,000 or where the applicant is not the registered holder · Gazette within one month of the website · served on the holder with a 3-month wait where consent is missing · NS4 records the cancellation of the old certificate and the issue of the new one

Re-domiciliation — NNC6, NNC3RD and NSC21

Since **23 May 2025** a non-Hong Kong corporation can move its domicile to Hong Kong without dissolving and re-incorporating: it applies under s 820B, is registered under s 820C, and receives a **Certificate of Re-domiciliation**. It keeps its legal identity and its history, and from the re-domiciliation date it is treated as a Hong Kong company subject to the whole Ordinance. The paperwork is front-loaded — the application is a bundle, not a form — and three filings then run on their own clocks: the members' return and any outstanding director's consent at **15 days**, and charges that existed before the move at **one month**.

Form NNC6 — re-domiciliation form, with the Schedule 6C bundle	Specimen · example only
Applicant	Kestrel Bay Holdings Limited · incorporated in the British Virgin Islands on 4 March 2019 · BVI company number 1987654 · private company limited by shares
Proposed Hong Kong company	Kestrel Bay Holdings Limited — the same name, registered as a private company limited by shares. The name is checked against ss 100 and 102 like any new incorporation
Eligibility, checked first	The law of the BVI allows the transfer of domicile and the applicant has complied with it; the company type is the same or substantially the same as the Hong Kong type; the **first financial year end since incorporation has passed** (31 December 2020); the company is not in liquidation and no liquidation is pending; members' consent has been obtained where the foreign law or the constitutional documents require it
Members' resolution	Passed **20 May 2026**: the re-domiciliation, the proposed Hong Kong articles, and the change of domicile. Where neither the foreign law nor the constitutional documents require members' consent, Schedule 6C requires a resolution passed at a meeting, or in writing, by a majority of at least **75%**
Accounts	Audited accounts to **31 December 2025** — the latest practicable date before the application. Where the place of incorporation or a stock exchange requires audited accounts, the audited version is what Schedule 6C asks for
Board certificate	Issued **2 June 2026** and signed by a director — **within 35 days before the application date**. It certifies the Schedule 6C matters: one place of incorporation, no winding-up petition or liquidator notified, no insolvency arrangement, creditors notified of the proposal, all contractual consents obtained or waived, deregistration not prohibited, the articles approved by the members, the first financial year end passed, the application not intended to defraud creditors, and the board's opinion — after full inquiry — that the company can pay its debts falling due in the **12 months** from the application date
Legal opinion	Issued **4 June 2026** — also within 35 days before the application — by a BVI legal practitioner, covering due registration and subsistence, equivalence of company type, the directors' eligibility, approval of any new name, the existence of a transfer regime, the members' consent, and that deregistration is permitted
Other documents in the bundle	Certified copy of the certificate of incorporation; certified copies of the memorandum and articles; the proposed Hong Kong articles the members resolved to adopt; and **IRBR5**, the notice to the Business Registration Office, which must be delivered with the form
Signed by	One director of the applicant, signing the statements in Schedule 6A, the statement of compliance and — if that director will serve — the consent to act
Delivered	**18 June 2026**, electronically through the e-Services Portal
Fee	Electronic: **HK$6,050** — registration fee HK$5,020 plus lodgment fee HK$1,030. Hard copy: **HK$6,725** — HK$5,580 plus HK$1,145. The **lodgment fee is not refunded** if the application is refused; the registration fee is. Business registration fee and levy are additional only if the company has not already registered a business in Hong Kong
What comes back	The **Certificate of Re-domiciliation**, and a business registration certificate where one is needed, issued together. The date on the certificate is the **re-domiciliation date** — 1 August 2026 on these facts — and every later deadline runs from it, not from the application
The deadline that follows	Evidence of **deregistration in the place of incorporation within 120 days after the re-domiciliation date**. Miss it and the Hong Kong registration is revoked; the Registrar can extend the period on application

HK$6,050 electronic or HK$6,725 hard copy, and the lodgment fee is not refunded if it fails · board certificate and legal opinion each within 35 days before the application · 35-day windows and the 12-month solvency opinion are the two things the Registry reads first · the re-domiciliation date starts every other clock, including the 120 days to prove deregistration abroad

Form NSC21 — return of particulars of members as at the re-domiciliation date Specimen · example only	
Company	Kestrel Bay Holdings Limited · re-domiciled in Hong Kong on **1 August 2026** · new CR No. 7712345
What it is	The return that fixes the membership and the share capital on the day the company arrived. Until it is filed the Hong Kong register has no statement of who holds what
Deadline	**Within 15 days after the re-domiciliation date** (s 820H(2) and (3)) — by **16 August 2026**
What it contains	The required particulars of each member, and a **statement of capital as at the re-domiciliation date** complying with s 201 — the same reconciliation discipline as NSC11 and NSC19, taken at the date of arrival rather than the date of a resolution
On these facts	2,000,000 ordinary shares of HK$1 each, fully paid, HK$2,000,000; Kestrel Nominees Limited holding 1,400,000 and A. R. Whitcombe holding 600,000, with the addresses and dates of entry taken from the offshore register as at 1 August 2026
Fee	**No fee**
The date that catches people out	The return speaks **as at the re-domiciliation date**, not as at the date of filing. Transfers after arrival go on the next return, and a statement of capital taken at the filing date will not reconcile with the register the Registry is holding
If it is late	The company is a Hong Kong company from 1 August 2026 and the ordinary consequences follow: a default, a summons, and a register that cannot be relied on in a due-diligence enquiry

No fee · 15 days after the re-domiciliation date · particulars of members and a statement of capital as at that date · transfers after arrival do not belong on it · without it the Hong Kong register never shows who owns the company

Form NNC3RD — consent to be a director of a re-domiciled company Specimen · example only	
Company	Kestrel Bay Holdings Limited · re-domiciliation date 1 August 2026
Director	James Owen Rafferty, of 12/F, 88 Queen's Road Central — a director of the BVI company who was not present when the re-domiciliation form was signed and did not sign the consent statement in it
What it is	The standalone consent under s 820G(1), for a director who consents to act but did not sign the consent statement inside **NNC6**
Deadline	**Within 15 days after the re-domiciliation date** — by **16 August 2026**. It is a post-registration filing: it cannot be delivered with the application in place of the signature in the form
Who signs	The director personally, with the date. A **body corporate** director signs through its director, company secretary or authorised person, whose full name must be given. **One form per director**; an unsigned form is rejected
What it confirms	Consent to be a director of the re-domiciled company on its registration, and that the person had attained 18 years on that date
Fee	**No fee**
The trap	A director who *did* sign the consent statement in NNC6 needs no NNC3RD. Filing one anyway suggests the form was incomplete, and the Registry's file will show two consents for the same appointment

No fee · 15 days after the re-domiciliation date · only for directors who did not sign the consent inside NNC6 · one director per form · a body corporate director signs through an authorised person, named in full

Form NNC5 — application for registration of an eligible company (not re-domiciliation) Specimen · example only	
What it is	The form under **s 807(2)** by which an **eligible company** is registered as an unlimited company or as a company limited by guarantee. An eligible company is defined in s 806 as a company formed after 1 May 1865 under an Ordinance other than the Companies Ordinance or a former Companies Ordinance, or one otherwise constituted after that date according to law — a company created by its own Ordinance, or constituted by a deed of settlement, rather than one incorporated under the Companies Ordinance
What it is not	It is **not a re-domiciliation form** and has nothing to do with an overseas company moving to Hong Kong. That is NNC6 under s 820B. NNC5 brings an existing Hong Kong body — one that was never a Companies Ordinance company — onto the companies register
Documents	A copy of **every constitutional document** of the eligible company, and, where the application is for registration as a company limited by guarantee, a copy of the **resolution under s 810(2)**
Fee — as an unlimited company	**HK$1,545** electronic or **HK$1,720** hard copy, with a refund of HK$1,280 or HK$1,425 if the application fails
Fee — as a company limited by guarantee	By membership: up to 25 members **HK$155** electronic / HK$170 hard copy; more than 25 and up to 100 **HK$305** / HK$340; more than 100, a further **HK$18** / HK$20 for every additional 50 members or part, capped at **HK$925** / HK$1,025
Deadline	None imposed by the Ordinance — registration is not a periodic filing, and the timing is the applicant's. What matters is that the constitutional documents delivered are the ones actually in force
Effect	Registration does not make the body a new company, and it is not invalid merely because it was undertaken with a view to winding up (s 807(4))

Not re-domiciliation · s 807, for a body formed under another Ordinance or otherwise constituted · unlimited company HK$1,545 electronic or HK$1,720 paper; guarantee company by membership size · every constitutional document goes with it · the re-domiciliation route is NNC6, and the two are constantly confused

8 Registered non-Hong Kong companies — NN2 to NN16

Registration on NN1 is the only time the Registry charges a non-Hong Kong company real money. Everything after it is a return of a change, and the series is short: one annual return, five returns of change, three notices at the end of the company's life in Hong Kong, and two name forms. Only two of the fourteen carry a fee — NN10 and NN12, at HK$1,425 each — which is exactly why they are the two that get forgotten: nothing in the bank statement reminds anyone.

The specimens below follow one company through two years so the chain is visible: Aurora Holdings Limited, a BVI company registered in Hong Kong on 21 September 2020, with its place of business at Suite 1508, 15/F, One Exchange Square, Central. NN1 and NN3 are on the sample forms page; the fourteen here are everything else in the series, including the two that only appear at the edges of it: a revision of accounts already filed, and a change of the company’s own domicile.

The series at a glance — trigger, deadline, fee

Form	Trigger	Deadline	Fee
NN2	An authorised representative, or the company, terminates the authorisation	**Within 1 month** after the date of the notice of termination (s 787(3))	None
NN5	The charter, statutes, memorandum or other constitutional instrument changes	**Within 1 month** after the change (s 791(1), (2)(a))	None
NN6	A director or the company secretary is appointed or ceases	**Within 1 month** after the change (s 791(1), (2)(b))	None
NN7	A director's or secretary's particulars change	**Within 1 month** after the change (s 791(1), (2)(c))	None
NN8	An authorised representative is appointed or ceases	**Within 1 month** after the change (s 791(1), (2)(b))	None
NN8C	An authorised representative's particulars change	**Within 1 month** after the change	None
NN9	The Hong Kong place of business, or the overseas registered office, changes	**Within 1 month** after the change (s 791(1), (2)(d))	None
NN10	The corporate name is altered abroad — added to, changed or dropped	**Within 1 month** after the date of the alteration (s 778(8))	**HK$1,425**
NN11	Liquidation begins abroad, or a liquidator is appointed, ceases or changes	**Within 15 days** after the later of commencement and service on the company; and 15 days after any later change (s 793)	None
NN12	The Registrar approves a name for carrying on business in Hong Kong	**No statutory period** — deliver the return once the name is approved (s 782(4), 785(4))	**HK$1,425**
NN13	The company ceases to have a place of business in Hong Kong	**Within 7 days** after the cessation (s 794(1))	None
NN14	The company is dissolved in its place of incorporation	**Within 15 days** after the date of dissolution (s 795(1))	None
NN15	The directors decide to revise accounts already delivered, because they did not comply with the law that governed them	**Within 15 days** after the decision (s 790(4))	None
NN16	The company changes its place of incorporation	**Within 1 month** after the change (s 791(1), (2)(e))	None

Twelve of the fourteen carry no Registry fee. NN10 and NN12 are HK$1,425 each, and NN10 is the one that most often arrives late, because the company has already paid its home registry and assumes the Hong Kong file has followed. Two deadlines in the series are shorter than a month: seven days for NN13 and fifteen for NN11 and NN14. None of them can be extended by the Registrar, and each carries an offence provision against the company, every responsible person and every agent who authorises the default.

NN2 — notification of termination of an authorised representative's authorisation Specimen · example only	
Form	NN2 · Notification of Termination of Authorization of Authorized Representative of Registered Non-Hong Kong Company
Specified under	Section 787(3) and (5)
Company	Aurora Holdings Limited · registered in Hong Kong on 21 September 2020 · company number 2012345 · BR number 6234 8890
Who files	The **sender of the notice of termination** — here Goodyear Corporate Services Limited, the outgoing authorised representative. Where the company terminated the authorisation, the company is the sender and files this form instead
The notice	Written notice of termination dated **3 March 2027**, sent by Goodyear to the company's registered office in the BVI, stating the date of termination as **31 March 2027** (s 787(1))
Statement on the form	A statement by Goodyear that the company has been notified of the termination under s 787(1) — required by s 787(6)(a)
Deadline	**Within one month after the date of the notice** — by 3 April 2027. Filed 26 March 2027
When the termination takes effect	On the **later** of the date stated in the notice (31 March 2027) and **21 days after** s 787(3) is complied with (26 March plus 21 days = 16 April 2027). So 16 April 2027, not 31 March
Fee	**None**
The trap	The 21-day tail is in the statute and is easy to miss: a company that treats the stated date as the end of the authorisation will be serving notices on a person who is still the authorised representative. Diary the later date
The exception	s 787(4): no notification is needed if, when the notice was sent, the company had already ceased to have a place of business in Hong Kong for at least **11 months**

No fee · one month from the date of the notice, not the termination date · effect is delayed 21 days after filing · NN8 is the company's separate return of the same change · s 787(4) exception for a company gone from Hong Kong for 11 months

NN5 — return of change in the charter, statutes or memorandum Specimen · example only	
Form	NN5 · Return of Change in the Charter, Statutes or Memorandum etc. of Registered Non-Hong Kong Company
Specified under	Section 791(1) and (2)(a)
The change	At an extraordinary general meeting in Road Town on **15 April 2027** the members amended article 12 to allow the board to appoint alternate directors, and adopted the amended memorandum and articles
What is filed	NN5, with a **certified copy of the constitution as it now stands** — charter, statutes or memorandum and articles, or whatever instruments define the constitution after the change
Certification	Certified in accordance with s 775. If the instruments are not in English or Chinese, a certified translation under s 4 must go with them — and only then
Deadline	**Within one month after the change** — by 15 May 2027. Filed 6 May 2027
Fee	**None**
The trap	NN5 is the constitution, not the corporate name and not the directors. An amendment that changes the company's name is NN10, and the resolution appointing the directors who approved it is NN6. Filing the resolution under NN5 does none of the three
What it does not do	It records the change; it does not validate it. Whether the amendment was properly made is a question for the law of the place of incorporation

No fee · one month · certified copy of the amended constitution must accompany · certified translation only where the instrument is in neither English nor Chinese · name changes go on NN10, officer changes on NN6 or NN7

NN6 — return of change of company secretary and director (appointment or cessation) Specimen · example only	
Form	NN6 · Return of Change of Company Secretary and Director of Registered Non-Hong Kong Company (Appointment/Cessation)
Specified under	Section 791(1) and (2)(b)
The change	On **9 March 2027** the board appointed **CHEUNG Ho-yan, Irene** as a third director, and accepted the resignation of **TANG Mei-ling** as company secretary
Particulars filed	For each person: full name, any former name, the Hong Kong identity card number or the passport number and issuing country, usual residential address, date of appointment or cessation, and whether the person is a director, a secretary or both
Deadline	**Within one month after the change** — by 9 April 2027. Filed 31 March 2027, with one form covering both events
Fee	**None**
The trap	NN6 is appointment and cessation. A director who moves house, or changes a passport, is **NN7** — and the two are filed as separate returns even when they happen on the same day
Also not this form	A change of **authorised representative** is NN8, even though the post sounds like a secretary's. The authorised representative is the person Hong Kong serves documents on, and the Ordinance treats the office separately

No fee · one month · the form carries appointment and cessation together · directors and company secretary both go here · particulars changes are NN7 · authorised representative changes are NN8

NN7 — return of change in particulars of a director or company secretary Specimen · example only	
Form	NN7 · Return of Change in Particulars of Company Secretary and Director of Registered Non-Hong Kong Company
Specified under	Section 791(1) and (2)(c)
The change	On **9 March 2027** the existing director **LAM Wai-keung** moved from Mid-Levels to Repulse Bay, and gave notice of the new residential address the same day
Particulars filed	The name as registered, the particular that has changed, the old and the new particular, and the date of the change. Only the changed field is required, but the form must identify the person unambiguously
Deadline	**Within one month after the change** — by 9 April 2027. Filed 31 March 2027, the same day as the NN6 for the appointment and the resignation
Fee	**None**
The trap	The residential address on the register is the director's, not the company's. A company that moves its Hong Kong office and files the change against every director as well has confused NN9 with NN7, and put the directors' addresses on the public record unnecessarily
What the public sees	The registered particulars, including the usual residential address, are open to search. A director with a privacy concern should raise it before the form is filed, not after

No fee · one month · one form per person whose particulars change · the company's own address change is NN9 · residential addresses are on the public register

NN8 — return of change of authorised representative (appointment or cessation) Specimen · example only	
Form	NN8 · Return of Change of Authorized Representative of Registered Non-Hong Kong Company (Appointment/Cessation)
Specified under	Section 791(1) and (2)(b)
The change	Goodyear Corporate Services Limited ceased to act on **16 April 2027**, when its termination took effect under s 787, and the board appointed **Harbourview Corporate Services Limited** (TCSP licence TC009876) in its place the same day
Particulars filed	For the outgoing representative: name, address and date of cessation. For the incoming one: name, address, licence or registration particulars, and the date of appointment, with the person's consent to act
Deadline	**Within one month after the change** — by 16 May 2027. Filed 12 April 2027, deliberately before the cessation took effect
Fee	**None**
Why two forms for one event	NN2 is filed by the **sender of the notice of termination** and fixes the date the termination takes effect. NN8 is the **company's** return recording who has ceased and who has been appointed. Where the company terminated the authorisation, the company is the sender and the two duties sit on the same desk — file both
The trap	There must never be a gap. The appointment should be made and filed so that the new representative is on the register before the old one goes — a company with no authorised representative on the register is in breach from the moment the cessation takes effect

No fee · one month · file the appointment before the cessation bites · NN8 is the company's return, NN2 the sender's notice · a gap in the office is a continuing breach

NN8C — return of change in particulars of an authorised representative Specimen · example only	
Form	NN8C · Return of Change in Particulars of Authorized Representative of Registered Non-Hong Kong Company
Specified under	Section 791(1) and (2)
The change	On **1 September 2027** Harbourview Corporate Services Limited moved from 12/F to 21/F of the same building, and its TCSP licence number was reissued as TC009876-A after a change of name of the licensed entity
Particulars filed	The representative's name as registered, the particular changed, the old and new particulars, and the date of the change — the same logic as NN7, applied to the representative instead of the officers
Deadline	**Within one month after the change** — by 1 October 2027. Filed 22 September 2027
Fee	**None**
The trap	A firm that changes its own name has not been replaced. NN8C records the new name; NN8 would wrongly suggest the office had fallen vacant and been filled again. The same applies to a change of licence number without a change of entity
Keep the consent on file	Where the change is to the identity of the person who acts, rather than the firm's particulars, that is an appointment, and the incoming representative's consent belongs with the NN8

No fee · one month · particulars only, not a change of representative · a firm's own name or address change goes here · a new person acting is an NN8 appointment

NN9 — return of change of address	Specimen · example only
Form	NN9 · Return of Change of Address of Registered Non-Hong Kong Company
Specified under	Section 791(1) and (2)(d)
The change	The Hong Kong place of business moved on **12 January 2027** from Suite 1508 to Suite 2710, 27/F, Two Exchange Square, 8 Connaught Place, Central. The BVI registered office moved on the same day to Commerce House, Wickhams Cay 1, Road Town, Tortola
Which address	One form covers both: the address of the place of business in Hong Kong, and the address of the registered office (or equivalent) and principal place of business in the place of incorporation
Deadline	**Within one month after the change** — by 12 February 2027. Filed 4 February 2027
Fee	**None**
The trap	An address change is effective against the world only when it is on the register: service at the old address still reaches the company until the change is registered, and the company cannot complain about a document it never saw. File before the move where the move is planned
Not this form	The directors' and secretary's residential addresses are NN7. The authorised representative's address is NN8C

No fee · one month · both the Hong Kong place of business and the overseas registered office on one form · officers' addresses are NN7 · representative's address is NN8C

NN10 — return of alteration of corporate name	Specimen · example only
Form	NN10 · Return of Alteration of Corporate Name of Registered Non-Hong Kong Company
Specified under	Section 778(8)
The change	The company changed its name in the BVI from **Aurora Holdings Limited** to **Aurora Pacific Holdings Limited**, effective **2 June 2027**
What is filed	NN10, with a certified copy of the certificate of change of name (or equivalent) issued by the home authority, showing the alteration and **its effective date**
Deadline	**Within one month after the date of the alteration** — by 2 July 2027. Filed 24 June 2027
Fee	**HK$1,425**, payable on filing
What comes back	A **Certificate of Registration of Alteration of Name**, normally within about 7 working days. The Registry notifies the presentor to collect it, and a representative collecting it needs written authorisation
What "corporate name" means	The domestic name, or a translation of it, by which the company is registered in Hong Kong. So this form also covers **adding** a Chinese name, **changing** one, and **ceasing** to use one — not only a change of the overseas name
The trap	If the new domestic name is in neither the Latin alphabet nor Chinese characters, a certified translation must go with the return. And the name change is not complete in Hong Kong until the certificate issues: contracts signed under the old name in the gap are not thereby invalid, but the register still shows the old name

HK$1,425 · one month from the effective date abroad · certified home certificate with that date on it · certificate normally about 7 working days · covers adding, changing and dropping a name, including a Chinese name

NN11 — notice of commencement of liquidation and liquidator changes	Specimen · example only
Form	NN11 · Notice of Commencement of Liquidation and Appointment/Cessation and Change in Particulars of Liquidator/Provisional Liquidator of Registered Non-Hong Kong Company
Specified under	Section 793
The event	Members' voluntary liquidation of the company commenced in the BVI on **30 November 2027**; notice of the commencement was served on the company at its Hong Kong place of business on **6 December 2027**
Deadline	**Within 15 days after the later of** the commencement and the service of notice — 21 December 2027. Filed 15 December 2027
Particulars filed	The date the liquidation commenced, the country where the proceedings began, and whether the liquidation is voluntary, compulsory or another mode. If a liquidator is appointed: whether sole or joint, the date of appointment, and the person's name, address and identity or passport details
The same form again	A later appointment, a change in a liquidator's particulars, or a cessation is notified on **the same form** within **15 days** after that event (s 793(6)) — one form covers all four events across the life of the liquidation
Fee	**None**
The trap	The 15 days run from the **later** of the two dates, which is usually service, not commencement — so a company that diaries from the overseas resolution date will file late. And the duty is on the Hong Kong company, not on the overseas liquidator, who may never have heard of Hong Kong
Consequence of default	Offence by the company, every responsible person and every agent who authorises it: a fine at level 3, and a further $300 for each day the default continues

No fee · 15 days from the later of commencement and service · one form for commencement, appointment, change and cessation · level 3 fine and $300 a day · the Hong Kong company files, not the overseas liquidator

NN12 — return of approved name for carrying on business in Hong Kong	Specimen · example only
Form	NN12 · Return of Approved Name for Carrying on Business in Hong Kong by Registered Non-Hong Kong Company
Specified under	Section 782(4); section 785(4) for a later change of the approved name
How it arises	After the NN10, the Registrar served a notice under s 780(1) on **18 September 2027** that the new corporate name was too like a name in the Index of Company Names. The company applied in writing for approval of another name
The approval	On **6 October 2027** the Registrar approved **Aurora Pacific (Hong Kong) Limited** as the name under which the company is to carry on business in Hong Kong
What is filed	NN12, specifying the approved name, with the approval reference. Section A for a name approved under s 782, Section B for a change of an approved name under s 785
Deadline	**No statutory period.** The company "may deliver" the return once the name is approved (s 782(4)); nothing is breached by waiting, but the approved name has no effect until the return is registered. Filed 14 October 2027
Fee	**HK$1,425**
What comes back	A fresh certificate of registration showing both the corporate name and the approved name. On its issue the approved name is, for all purposes of the law, the name under which the company carries on business in Hong Kong — but existing rights, obligations and legal proceedings are unaffected
The trap	NN12 is not a name change. The corporate name stays as registered; the approved name is a trading name for Hong Kong, entered against it. A company that treats the fresh certificate as a change of its corporate name will misdescribe itself in every later return

HK$1,425 · no statutory deadline — but no effect until registered · follows an s 780 objection and an approval · the corporate name itself is unchanged · fresh certificate shows both names

NN13 — notice of cessation of place of business in Hong Kong	Specimen · example only
Form	NN13 · Notice of Cessation of Place of Business in Hong Kong of Registered Non-Hong Kong Company
Specified under	Section 794(1)
The event	The company gave up Suite 2710, Two Exchange Square and ceased to have any place of business in Hong Kong on **20 February 2028**
Deadline	**Within 7 days after the cessation** — by 27 February 2028. Filed 24 February 2028
Fee	**None**
What the Registrar does	Registers the notice and enters a statement in the Companies Register that the company has ceased to have a place of business in Hong Kong. **On that entry the company is no longer a registered non-Hong Kong company** (s 794(3))
What stops, and what does not	The annual return obligation stops with the registration. It does not undo anything already filed, and it does not dissolve the company — it remains a BVI company, and if it is later dissolved the notice of dissolution is still due
The trap	Seven days is the shortest deadline in the whole Companies Registry series, and it runs from the **cessation**, which is a question of fact: the day the office is vacated, not the day the lease ends. If the company is not out by the lease end but has no staff, no records and no address there, the cessation may already have happened
Consequence of default	Offence by the company, every responsible person and every agent who authorises it: a fine at level 3, and a further $300 for each day the default continues

No fee · 7 days, the shortest deadline in the series · registration ends when the statement is entered · does not dissolve the company · NN14 still follows a later dissolution abroad

NN14 — notice of dissolution	Specimen · example only
Form	NN14 · Notice of Dissolution of Registered Non-Hong Kong Company
Specified under	Section 795(1)
The event	The liquidation begun in November 2027 concluded and the company was dissolved in the BVI on **14 June 2028**
Who files	An **authorised representative** of the company — the duty is expressed to fall on the representative, not on the liquidator and not on the directors
Deadline	**Within 15 days after the date of dissolution** — by 29 June 2028. Filed 26 June 2028
Fee	**None**
What it records	The date and place of dissolution, identified by the home dissolution document, and the company's Hong Kong registration number
The trap	The duty survives the end of the Hong Kong place of business: s 787(8) reads references to a registered non-Hong Kong company as including one that is no longer registered by virtue of s 794(3). So NN13 in February does not close the file — NN14 in June does, and the representative who has already handed back the records is the one who has to file it
Practical point	Where the representative has resigned, or the firm has been replaced, the last representative on the register at the date of dissolution is the person to chase. Build the diary entry when the liquidation begins, not when the dissolution order is made

No fee · 15 days after dissolution · filed by an authorised representative · still due after NN13 has ended the registration · diary it when the liquidation starts

NN15 — statement of revision of accounts Specimen · example only	
Form	NN15 · Statement of Revision of Accounts
Specified under	Section 790(4) — the warning statement that accounts already delivered are going to be revised
Company	Nordwind Trading Limited · incorporated in Singapore · registered in Hong Kong in 2019 as a registered non-Hong Kong company
The accounts	The certified accounts for the year ended 31 December 2025, delivered for registration under s 789 on 30 April 2026
The defect	On review, the directors concluded that the accounts did not include the statement of directors' holdings that the law of Singapore requires of the company — so they did not comply with the regulatory requirement in s 790(2)(a) when they were delivered
The decision	The board resolved on **8 March 2027** to revise the accounts, confining the revision to that disclosure and any consequential figures (s 790(3))
Deadline	**Within 15 days after the decision** — by 23 March 2027. Filed 18 March 2027
What the statement says	The company's name, which accounts are to be revised (the period and the date they were delivered), the respect in which they did not comply, the date of the directors' decision, and the signature of a director or the company secretary
What follows it	The **revised accounts** are then delivered for registration. NN15 is the public warning that the accounts on the file are being corrected; it is not the correction itself, and filing it does not put the revised figures on the register
Fee	**None**
The trap	The 15 days run from the **decision**, not from the day the defect is discovered. A board that resolves to revise and then waits for the auditors to draft the revised accounts has already used up the period — file the warning statement first, on the board's decision, and deliver the accounts when they are ready
Consequence of default	Offence by the company, every responsible person and every agent who authorises it: a fine at level 5, and a further $1,000 for each day the default continues

No fee · 15 days from the directors' decision · the warning statement precedes the revised accounts · the revision is confined to the non-compliance and what follows from it · level 5 fine and $1,000 a day

NN16 — return of change of place of incorporation Specimen · example only	
Form	NN16 · Return of Change of Place of Incorporation of Registered Non-Hong Kong Company
Specified under	Section 791(1) and (2)(e) — the change of place of incorporation was added to the list of reportable changes by the Companies (Amendment) Ordinance 2025, in force from 23 May 2025
Company	Meridian Resources Limited · registered in Hong Kong in 2015 as a registered non-Hong Kong company · company number 1987654
The change	The company transferred its domicile from Bermuda to the Cayman Islands and continued as a body corporate under Cayman law, effective **1 September 2027**
What "place of incorporation" means	Section 774(1): the jurisdiction of incorporation, or — where the company has moved its domicile to another jurisdiction and is registered as a company under the law of that jurisdiction — that other jurisdiction. The form follows the definition, so it is the new jurisdiction that is entered
Deadline	**Within one month after the date of the change** — by 1 October 2027. Filed 22 September 2027
What goes on the form	The company name as it appears on the Registrar's latest certificate; the place of incorporation **after** the change; the date of the change; the business registration number; and the signature of a director, company secretary, manager or authorised representative
Supporting documents	The form itself prescribes none. What the Registrar will normally want to see on the file is the certificate or equivalent issued in the new jurisdiction evidencing the continuation, and a certified translation where it is in neither English nor Chinese
Fee	**None**
What it does not change	The Hong Kong registration and the company number stay as they are. This is not a name change (NN10), not an address change (NN9) and not re-domiciliation into Hong Kong (NNC6) — that form moves a company the other way, into the Hong Kong register
The trap	The month runs from the **date of the change in the new jurisdiction**, not from the date the board approved it and not from the date the certificate arrives in Hong Kong. And the annual return continues: a company that has changed domicile is still a registered non-Hong Kong company, still on the same anniversary date
Consequence of default	Offence by the company, every responsible person and every agent who authorises it: a fine at level 5, and a further $1,000 for each day the default continues (s 791(8))

No fee · one month from the change itself · new jurisdiction, not the old one · registration and company number unchanged · not a name change, an address change or a re-domiciliation into Hong Kong · level 5 fine and $1,000 a day

THE DIARY THIS SERIES ACTUALLY NEEDS

Four dates, each calculated from the event and not from the month: **7 days** for NN13, **15 days** for NN11 and NN14, and **one month** for everything else. Two fees only — **NN10** and **NN12**, HK$1,425 each — and neither is triggered by anything a bank statement will show. The numbering skips NN4: there is no such form in the current series, and NN15 and NN16 are the two edges of it — a correction to accounts already filed, and the company changing its own domicile, and a precedent folder that cites one is out of date.

9 Investigations — NIN1, NIN2 and NIN3

Part 19 gives the Financial Secretary power to appoint an inspector to investigate a company's affairs, and these three forms are the only trace of an investigation that reaches the Companies Registry. **The inspector files them, not the company.** None carries a fee, and none is likely to cross a paralegal's desk twice in a career — which is the point of setting them out.

An appointment is hard to obtain by design. On the company's own application it needs a **special resolution** declaring that the affairs ought to be investigated; from members it needs **100 members or 10% of the shares** (10% in number for a company without share capital); and in every case the Financial Secretary must be satisfied that an investigation is **in the public interest** (s 840). Security for the expenses can be demanded before the appointment is made (s 840(5)). The Financial Secretary

must appoint where the Court has declared that the affairs ought to be investigated (s 841(1)), and may act on his own initiative where there are circumstances suggesting fraud, unlawful purpose, unfairly prejudicial conduct or misfeasance (s 841(2)).

That is why the forms are rare: most misconduct that would once have justified an inspector is now dealt with by the Securities and Futures Commission, the Commercial Crime Bureau or the ICAC, and a Part 19 investigation is slow, public and expensive. Where one does happen, the reporting line is unusual — the **report goes to the Financial Secretary**, and the Registrar receives only a notice that it has been delivered.

NIN1 — notice of appointment as inspector Specimen · example only	
Form	NIN1 · Notice of Appointment of Inspector
Specified under	Section 842(1) and (2)
Who files it	The **person appointed as inspector**. Not the company, not its solicitors, and not the Financial Secretary's office — the duty in s 842(1) sits on the inspector personally
Company	Golden Harbour Group Limited · incorporated in Hong Kong · company number 1234567 · BR number 5123 4478
The appointment	Appointed by the Financial Secretary under s 841(1) on **20 May 2027**, following the Court's declaration on 12 May 2027 that the company's affairs ought to be investigated
The inspector	Ronald TSE Chun-nam · certified public accountant · 21/F, Two Pacific Place, 88 Queensway, Hong Kong
Deadline	**Within 15 days after the date of the appointment** — by 4 June 2027. Filed 2 June 2027
What goes on the form	The company's name and number, the inspector's name and address, the date of appointment, the provision under which the appointment was made, and the inspector's signature
Fee	**None**
What it does not do	It does not publish the appointment as an investigation into anything in particular, and it does not give the investigation any status beyond the register entry. The scope comes from the appointment, not from the form
The trap	Fifteen days is a real deadline, and the person who has to meet it is the inspector — a retired judge or a partner in an accounting firm who may never have filed a Companies Registry form. Send the form with the appointment letter

No fee · 15 days after appointment · filed by the inspector personally · s 840 or s 841 appointment · the register entry is the only public trace until a report is delivered

NIN3 — notice of delivery of an interim report	Specimen · example only
Form	NIN3 · Notice of Delivery of Interim Report by Inspector
Specified under	Section 855(4)
When an interim report happens	When the Financial Secretary directs one (s 855(1)(a)), or when the inspector thinks it appropriate to report part-way through (s 855(1)(b))
The report	Directed on 30 September 2027; the interim report on the company's treasury-share dealings was delivered to the Financial Secretary on **15 November 2027**
Deadline	**Within a reasonable time** after the report is delivered to the Financial Secretary (s 855(4)). There is no fixed number of days, unlike NIN1 — filed 22 November 2027, a week later
What goes on the form	The company, the inspector, the date the interim report was delivered to the Financial Secretary, and confirmation that it was an interim report under s 855
What it does not do	It does not file the report. The interim report itself goes to the Financial Secretary and is not registered; the Registrar receives only the notice that it was delivered
Fee	**None**
The trap	"A reasonable time" is not a licence to wait. The notice is what tells the public that an investigation has reached a reporting stage, and a notice filed months after delivery invites the question why. Diary it with the covering letter to the Financial Secretary's office

No fee · "reasonable time" after delivery to the Financial Secretary only · the report is not registered · an interim report is directed or voluntary · the notice is the only public signal

NIN2 — notice of delivery of the final report	Specimen · example only
Form	NIN2 · Notice of Delivery of Final Report by Inspector
Specified under	Section 856(4)
When it is due	On completion of the investigation the inspector must prepare a final report (s 856(1)) — and must still do so where the investigation has been terminated, if directed (s 856(2))
The report	The final report was delivered to the Financial Secretary on **28 April 2028**, within the time directed for its delivery (s 856(3))
Deadline	**Within a reasonable time** after that delivery (s 856(4)) — filed 9 May 2028, eleven days later
What goes on the form	The company, the inspector, the date the final report was delivered to the Financial Secretary, and the signature of the inspector
What happens to the report	It goes to the Financial Secretary, who decides what is published and what is sent to the Registrar or to a prosecutor. The Registry does not publish the report, and the notice does not summarise it
Fee	**None**
The trap	NIN2 is not the end of the matter and not a finding. A file that closes on the notice, without checking what the Financial Secretary has published or referred, will miss the proceedings that sometimes follow

No fee · "reasonable time" after delivery to the Financial Secretary · a final report is required even if the investigation was terminated · the report itself is never registered · publication and referral are the Financial Secretary's decisions

WHY THESE THREE ARE IN THE REGISTER AT ALL

Because the Companies Registry maintains a complete specified-form set, not because they are used. If a client asks for an investigation, the realistic routes are a derivative action or unfair prejudice petition under ss 732 and 724, a complaint to the SFC or the police, or a winding-up petition on just and equitable grounds — all of which produce something a court can act on far sooner than an inspector's report.

10 Fees

Companies Registry and Business Registration Office

Item	Fee
NAR1 — within 42 days	HK$105
NAR1 — more than 42 days, within 3 months	HK$870
NAR1 — more than 3 months, within 6 months	HK$1,740
NAR1 — more than 6 months, within 9 months	HK$2,610
NAR1 — more than 9 months	HK$3,480
NNC2 — change of company name	HK$295
NR1 — change of registered office	No registration fee
ND2A / ND2B — change of director or secretary	No fee — lateness is an offence, not a surcharge
NU1 — re-registration as a company limited by shares	**HK$1,545** electronically · **HK$1,720** in hard copy
NA1 · NA2 · NAA1 · ND5 · ND7 · ND8	No fee
NSC17 · NSC19 · NSC20 — reduction of share capital	No fee; the Gazette and newspaper notices are charged by the Gazette and the paper
NNC6 + IRBR5 — re-domiciliation	**HK$6,050** electronic (registration HK$5,020 + lodgment HK$1,030) · **HK$6,725** hard copy (HK$5,580 + HK$1,145); the lodgment fee is not refunded if the application fails
NSC21 · NNC3RD — after re-domiciliation	No fee
NNC5 — eligible company	Unlimited: HK$1,545 electronic / HK$1,720 paper. Guarantee: HK$155 / HK$170 up to 25 members, HK$305 / HK$340 up to 100, then HK$18 / HK$20 per additional 50, capped at HK$925 / HK$1,025
NS1 · NS3 — listed-company share certificates	No registry fee — neither is filed with the Registrar
NSC11 — alteration of share capital	No registration fee
NSC2 — redemption or buy-back	No registration fee
NDB1 — allotment of debentures	No registration fee
NM1 — statement of particulars of a charge	**HK$340** — always check alongside NDB1
Business registration certificate — 1 year, 2026-27	HK$2,200 fee + HK$150 levy = **HK$2,350**
Business registration certificate — 3 years	HK$5,720 + HK$450 = HK$6,170
Branch registration certificate — 1 year	HK$80 + HK$150 = HK$230
Notification of change of business particulars (IRC 3110A / 3111A)	No fee
Significant controllers register	No fee — it is never filed

The business registration fee and levy change with each financial year; the figures above are for certificates commencing between 1 April 2026 and 31 March 2027. Renewal is a separate obligation from the annual return — delivering NAR1 on time does not renew the business registration, and renewing the business registration does not file the annual return.

11 What goes wrong

- **The annual return is diarised to the accounting year end.** It is due on the anniversary of incorporation plus 42 days, whatever the accounts do.
- **A rejected return is treated as filed.** It is not. When it is re-delivered, the fee is recomputed — one day across a band boundary can double it.
- **The SCR is empty or missing.** Every applicable company must have one, even a single-member company, and a nominee holding for a trust is exactly the case it is designed to catch.
- **The 25% test is applied to the wrong thing.** Shares, voting rights, board control and actual significant influence are separate tests; a person with no shares can be a controller under the fourth.
- **The designated representative is not qualified.** It must be a director, shareholder or employee resident in Hong Kong, or an accounting or legal professional, or a licensed trust or company service provider.
- **The name change stops at NNC2.** The BR Office, the bank, the chop, the letterhead, the licences and the offshore registers all need the new name.
- **The 15 days is counted from the certificate.** It runs from the special resolution, so the clock starts before the name exists.
- **One address is changed twice, the other not at all.** NR1 and IRC 3111A cover different addresses and different registries; a move usually needs both.
- **The capital returns are missed because they are free.** No fee means no invoice and no reminder; NSC11, NSC2 and NDB1 need a diary entry of their own, set when the transaction is approved.
- **NSC2 is treated as an annual-return job.** It is due in 15 days, and the 15 days run from delivery of the shares, which usually falls before the payment clears.
- **NDB1 is filed and the charge is not.** NM1 within one month, at HK$340, or the security is void against a liquidator and a creditor.

12 Checklist

PRINT THIS

- Every company: return date diarised as the incorporation anniversary, with the 42-day date beside it
- NAR1 prepared from the registers as at the made up date, signed by a director, correct fee band checked
- Delivered and the acknowledgement kept — with the delivery date recorded, since the fee turns on it
- SCR exists, is not empty, and is kept at the registered office or a notified place
- Each significant controller tested against all five conditions, with the nature and percentage recorded
- Designated representative appointed, qualified and recorded in the register
- Notices issued to members and others to identify controllers, and replies chased
- Name change: search done, special resolution passed, NNC2 within 15 days, certificate obtained
- Name change: BR Office notified within one month on IRC 3110A
- Address change: NR1 within 15 days and IRC 3111A within one month, acknowledgements on file
- All downstream records updated: bank mandate, chop, stationery, licences, registers, SCR place
- Business registration renewal diarised separately from the annual return
- Capital change: resolution and articles checked first, then NSC11 within one month with a reconciling statement of capital
- Buy-back: the route (profits or capital) identified, NSC2 diarised at 15 days from delivery of the shares
- Debentures: NDB1 within one month, and NM1 with its HK$340 fee if the debentures are secured

13 Sources

- Companies Ordinance (Cap 622): s 5(1) (dormant companies), s 548 (written resolutions), s 653I–653ZC (significant controllers register, designated representative), s 658(3) (registered office, Form NR1), s 662 (annual return, 42 days).
- Companies Ordinance (Cap 622): s 170 (alteration of share capital), s 171(1) (notice in Form NSC11, one month, statement of capital under s 201), s 258 (payment out of capital, weeks 5 to 7), s 270(1) (return in Form NSC2, 15 days after delivery of the shares), s 316 (return of allotment of debentures in Form NDB1, one month; s 316(2A) bearer debentures; s 316(3) offence).
- Companies Registry, *Specified Forms* index and the notes for completion printed on Forms NSC2, NSC11 and NDB1; *Filing Requirements of a Local Limited Company after Incorporation*; *Major Fees under the Companies Ordinance* and the Companies (Fees) Regulation (Cap 622K) — no fee for NSC11, NSC2, NDB1, NSC17, NSC19 or NSC20, HK$340 for NM1; and ss 215 to 232 for the two reduction routes, including s 216(2) (15 days), s 218 (public notice: Gazette by the last working day of the following week, the 4-business-day extension, one English and one Chinese newspaper or every creditor, NSC17 by the earliest notice, level 3 fine), s 219 (inspection), s 220(4)(b) (NSC18 within 7 days), s 224(1)(b) (5 to 7 weeks) and s 230(1)(b) (15 days after the order).
- Companies (Fees) Regulation (Cap 622K); Companies Registry, *Fee Details*, *Price Guide to Main Services*, *Annual Return of a Local Private Company*.
- Company re-domiciliation: Companies (Amendment) (No. 2) Ordinance 2025, in force 23 May 2025; ss 820B (application), 820C (registration), 820G (director's consent, 15 days), 820H (members' return, 15 days), Schedule 6C (documents accompanying the application, including the 35-day board certificate and the 35-day legal opinion); ss 806 and 807 (eligible company, Form NNC5).
- Companies Registry, *Guide on Company Re-domiciliation* (May 2025), including its Appendix I checklist; *External Circular No. 4/2025* (fees); the Registry's re-domiciliation pages and the notes printed on Forms NNC6 and NNC3RD.
- Companies Registry, *Guideline on the Keeping of Significant Controllers Registers by Companies*; External Circular No. 2/2018; SCR FAQ.
- Companies Ordinance (Cap 622), Part 16: s 778(8) (alteration of corporate name, Form NN10, one month), s 780 (objection to a name) and s 782(4) (return of an approved name, Form NN12), s 785(4) (change of approved name), s 787 (termination of an authorised representative's authorisation, Form NN2, one month and the 21-day effect), s 788 (annual return, Form NN3, 42 days), s 791 (returns of change, Forms NN5, NN6, NN7, NN8, NN8C and NN9, one month), s 793 (liquidation and liquidator changes, Form NN11, 15 days), s 794 (cessation of place of business, Form NN13, 7 days, and the end of registration), s 795 (dissolution, Form NN14, 15 days); s 790(4) (warning statement of revision of accounts, Form NN15, 15 days after the directors' decision); s 791(2)(e) (change of place of incorporation, Form NN16, one month — added by the Companies (Amendment) Ordinance 2025, in force 23 May 2025); Part 19, ss 840 and 841 (appointment of inspectors, public interest test and security for costs), s 842 (notice of appointment, Form NIN1, 15 days), s 855(4) (interim report notice, Form NIN3) and s 856(4) (final report notice, Form NIN2), both within a reasonable time after delivery to the Financial Secretary.
- Companies Registry, *Specified Forms* index and the notes for completion printed on Forms NN2, NN5, NN6, NN7, NN8, NN8C, NN9, NN10, NN11, NN12, NN13 and NN14; the Registry's FAQ on filing other documents for registered non-Hong Kong companies; *Guideline on Registration of Corporate Names for Registered Non-Hong Kong Companies*; *Annual Return of a Registered Non-Hong Kong Company* — HK$180 within 42 days, and HK$1,200 to HK$4,800 when late.
- Companies Registry, *Change of Name of a Local Limited Company*; Business Registration Ordinance (Cap 310); IRD, *A Brief Guide to Business Registration* and the Business Registration Fee and Levy Table for 2026-27.

Share transfers, filled in

CORPORATE · SHARE TRANSFERS

The company secretarial guide sets out the order of events in prose. This page fills the documents in. Nothing here is a Registry filing: a transfer between existing holders is recorded in the register of members, stamped at the Stamp Office, and reflected in the next annual return.

THE TRANSFER IS NOT COMPLETE WHEN IT IS SIGNED

The instrument is only an agreement to transfer. The company cannot register it unless a proper instrument has been delivered (**s 150**), and the transfer takes effect, as against the company, on entry in the register of members — not on signature. Stamping sits between the two: an unstamped instrument cannot be registered or relied on in evidence, and the certificate obligation in s 155 does not even arise where stamp duty has not been paid.

1 The transaction these specimens are drawn on

Silverline Trading Limited is a Hong Kong private company with 1,000,000 ordinary shares of HK$1 each, all fully paid. Its articles restrict transfers and give the directors a discretion to refuse, which is what makes the board resolution do real work rather than record a formality.

The transfer at a glance

Item	Particulars
Company	Silverline Trading Limited, company number 2846193
Shares transferred	200,000 ordinary shares of HK$1 each, fully paid
Transferor	CHAN Ka Ming, Flat 8B, Block 2, Kornhill, Quarry Bay, Hong Kong — holds 600,000 shares under certificate no. 004
Transferee	WONG Sze Wing, 12/F, 88 Hennessy Road, Wan Chai, Hong Kong
Consideration	HK$1.20 per share — HK$240,000 in total
Value on the latest accounts	Net assets HK$1,420,000 at 31 March 2026, so HK$1.42 per share — HK$284,000 for 200,000 shares
Instrument executed	5 November 2026, in Hong Kong
Stamped	6 November 2026 — the next working day
Board resolution	9 November 2026, written resolution of the two directors
Registered	9 November 2026, entry made in the register of members
Certificates issued	12 November 2026 — no. 011 for 200,000 to the transferee, no. 012 for the balance of 400,000 to the transferor; no. 004 cancelled

2 The instrument of transfer

There is no prescribed form under the Companies Ordinance: s 150 requires a "proper instrument of transfer", and practice uses a short deed-like form signed by both parties. What matters is that it identifies the company, the shares and the parties beyond argument, states the consideration, and carries the Stamp Office endorsement.

Instrument of Transfer — Silverline Trading Limited Specimen · example only	
Heading	Instrument of Transfer
Company	Silverline Trading Limited (incorporated in Hong Kong, company number 2846193)
Date	5 November 2026
Transferor	CHAN Ka Ming, Flat 8B, Block 2, Kornhill, Quarry Bay, Hong Kong
Transferee	WONG Sze Wing, 12/F, 88 Hennessy Road, Wan Chai, Hong Kong
Shares	200,000 ordinary shares of HK$1 each, fully paid, numbered 400,001 to 600,000
Consideration	HK$240,000 (HK$1.20 per share), receipt of which the transferor acknowledges
Operative words	"In consideration of the sum of Hong Kong Dollars Two Hundred and Forty Thousand (HK$240,000) paid to me by the transferee (the receipt whereof I acknowledge), I, CHAN Ka Ming, hereby transfer to WONG Sze Wing the 200,000 ordinary shares standing in my name in the above-named company, subject to the conditions on which they are now held, together with all rights attaching to them."
Certificate surrendered	Certificate no. 004 for 600,000 shares, delivered with this instrument for cancellation and re-issue
Execution	Signed, sealed and delivered by the transferor and the transferee, each in the presence of a witness
Witness	LEE Pui Shan, solicitor's clerk, 16/F, Wing On House, Central — signature, name, address and occupation
Stamp Office endorsement	Stamped 6 November 2026; duty HK$5 fixed, certificate of stamping retained with the company's records
Company's endorsement	Received for registration 9 November 2026; registered on the authority of the directors' written resolution of the same date; certificate no. 004 cancelled

HK$5 fixed duty on a sale · sign in ink, all parties and the witness · the share numbers matter when only part of a holding moves · never date the instrument after the board approval: the board approves a transfer that exists

3 The board resolution

The directors decide whether to register. Where the transferor is himself a director, he must declare his interest and, unless the articles provide otherwise, leave the room and not vote on that resolution.

Written Resolution of the Directors — approval to register a transfer	Specimen · example only
Company	Silverline Trading Limited (company number 2846193)
Date	9 November 2026
Directors signing	WONG Sze Wing and TANG Ho Yin — both directors; signed as a resolution in writing of the board. Section 548 governs written resolutions *of the members* (unanimous, on the circulation date), not written resolutions of directors: a board resolution needs no statutory form, only the articles and a proper record in the minute book
Recital	"The directors have considered the instrument of transfer dated 5 November 2026, executed by CHAN Ka Ming as transferor and WONG Sze Wing as transferee, in respect of 200,000 ordinary shares of HK$1 each in the capital of the company, together with the share certificate no. 004 delivered for cancellation and the certificate of stamping dated 6 November 2026."
Resolution 1 — approval	"That the transfer of 200,000 ordinary shares from CHAN Ka Ming to WONG Sze Wing be and is hereby approved, the directors being satisfied that the transfer complies with the articles and that the pre-emption provisions have been complied with or waived."
Resolution 2 — registration	"That, the instrument having been duly stamped, the transfer be registered and WONG Sze Wing be entered in the register of members as the holder of 200,000 ordinary shares with effect from 9 November 2026."
Resolution 3 — certificates	"That certificate no. 004 be cancelled; that certificate no. 011 for 200,000 shares be issued to WONG Sze Wing and certificate no. 012 for 400,000 shares be issued to CHAN Ka Ming; and that either director or the company secretary be authorised to sign and affix the company chop."
Resolution 4 — records	"That the register of members, the register of transfers and the register of certificates issued be updated, and that the stamped instrument, the cancelled certificate and the certificate of stamping be kept with the company's records at the registered office."
Disclosure of interest	"CHAN Ka Ming, being the transferor, declared his interest in the transaction; he did not vote and was not counted in the quorum for these resolutions."
Signature	Signed by both directors on 9 November 2026

A private company may pass directors' resolutions in writing if the articles allow · keep the stamped instrument with the minute · approve the transfer, then register it: the two are separate decisions and the minute should show both

4 The share certificate

A private company has two months from the day the transfer is lodged to complete the new certificate and have it ready for delivery (s 155). The old certificate is cancelled and kept, not returned to the transferor — it is the company's evidence that the shares left that holding once.

Share Certificate No. 011 — issued on transfer	Specimen · example only
Certificate number	011
Company	Silverline Trading Limited, incorporated in Hong Kong on 14 June 2019, company number 2846193
Registered office	Unit 1702, 17/F, Wing On House, 71 Des Voeux Road Central, Hong Kong
Certification	"This is to certify that WONG Sze Wing of 12/F, 88 Hennessy Road, Wan Chai, Hong Kong is the registered holder of 200,000 (Two Hundred Thousand) ordinary shares of HK$1 each, fully paid, numbered 400,001 to 600,000, in the above-named company, subject to the memorandum and articles of association of the company."
Issue date	12 November 2026 — within two months of the transfer being lodged on 9 November 2026
Execution	Signed by WONG Sze Wing as director and TANG Ho Yin as director, with the company chop affixed
Replaces	Certificate no. 004 for 600,000 shares, cancelled on 12 November 2026 and retained on the company's file
Counterpart issued	Certificate no. 012 for the remaining 400,000 shares, issued to CHAN Ka Ming the same day
Register entry	Register of members: WONG Sze Wing entered 9 November 2026; CHAN Ka Ming's holding reduced to 400,000 shares on the same date

Issue the certificate even where the register entry is already made — the certificate is evidence, the register is title · cancel and file the old certificate, never destroy it · the certificate is not a negotiable instrument

5 The stamp duty working

For a sale of Hong Kong stock the duty is charged on the contract notes — 0.1% on the sold note and 0.1% on the bought note — plus a fixed HK$5 on the instrument of transfer. The rate is the same for listed and unlisted shares; only the question of value differs, because there is no market price to fall back on.

Computation — 200,000 shares, consideration HK$240,000

Step	Working	Amount
Consideration	200,000 shares × HK$1.20	240,000.00
Value on latest accounts	HK$1,420,000 net assets ÷ 1,000,000 shares = HK$1.42; × 200,000	284,000.00
Basis of charge	The higher of consideration and value	284,000.00
Sold note — 0.1%	284,000 × 0.1%	284.00
Bought note — 0.1%	284,000 × 0.1%	284.00
Instrument of transfer — fixed	Sale of Hong Kong stock	5.00
Total duty	568.00 + 5.00	**573.00**
Rounding	Any fraction of HK$1 rounded up to the next dollar	—

Split of the charge: the seller bears the sold note (HK$284), the buyer bears the bought note (HK$284), and the HK$5 on the instrument is customarily borne by the transferee. Stamp on the higher of price and value and keep the accounts extract: the Stamp Office can call for the valuation, and a price below net asset value is the first thing it asks about.

If it had been stamped on the price

The cheaper working, and why it is a risk

Document	Working	Duty
Sold note	240,000 × 0.1%	240.00
Bought note	240,000 × 0.1%	240.00
Instrument of transfer	Fixed	5.00
Total		485.00

HK$88 less than the working above. Duty is assessed on the amount or value of the consideration, and the Stamp Office may require the accounts, the annual return and the articles to test it; under-stamping is recoverable with penalty, and a short-stamped instrument is still an unstamped instrument for the purposes of registration.

What happens if it is late

Penalties on the duty, not on the value

Delay	Penalty	On a duty of HK$573
Not exceeding one month	2 times the duty	1,146.00
More than one month, not more than two	4 times the duty	2,292.00
Any longer delay	10 times the duty	5,730.00

The deadlines on each document

What is due, and when

Step	Deadline	Source
Contract notes (sold and bought) — sale effected in Hong Kong	**2 days** after the sale; 30 days if effected elsewhere	Stamp Duty Ordinance (Cap 117)
Instrument of transfer, sale — executed in Hong Kong	Stamped **before execution**; within 30 days if executed outside Hong Kong	Cap 117
Instrument operating as a gift	7 days after execution; 30 days if executed outside Hong Kong	Cap 117
Registration in the register of members	Within **2 months** of the company receiving notice of the particulars	Cap 622, s 627(4)
New share certificate — private company	Within **2 months** of the transfer being lodged; 10 business days for any other company	Cap 622, s 155
Refusal to register	Notice to the transferee with reasons; the company cannot simply sit on the instrument	Cap 622, s 151
Annual return	The new holding appears in the next NAR1, within 42 days of the incorporation anniversary	Cap 622, s 662
Companies Registry filing on the transfer itself	**None** — a transfer between existing holders is not a Registry form	Cap 622

Both contract notes and the instrument go to the Stamp Office together, and e-Stamping accepts both listed and unlisted transfers — up to 5,000 instruments in one bulk submission, without presenting the originals. The stamp certificate replaces the impressed stamp and should be filed with the minute and the cancelled certificate.

6 What goes wrong

- **The instrument signed but never stamped.** The company then registers nothing, because it cannot — s 150 and s 155 both turn on the instrument being proper and the duty paid. Six weeks later the 2-day window is a 2-times penalty.
- **Stamped on the price when the company is worth more.** The Stamp Office asks for the accounts, reassesses on net asset value, and the shortfall plus penalty lands on whoever agreed the figure.
- **No board approval where the articles require it.** A private company's articles must restrict transfer; if they give the directors a discretion, an unsigned resolution is a missing step, and the register entry can be challenged.
- **The transferor director voting on his own transfer.** A declaration of interest recorded in the minute, with the director not voting, is what makes the resolution safe.
- **Old certificate destroyed.** The cancelled certificate is the company's proof that the shares were removed from that holding once. File it, do not shred it.
- **Certificate not issued within two months.** A private company has two months from the transfer being lodged; the company and every responsible person commit an offence, with a daily fine for a continuing one.
- **Register entry dated to the instrument.** The register shows the date the person became a member, which is the date of entry — not the date on the instrument.
- **Assuming a Registry filing.** There is none for a transfer. The filings arise on allotment (NSC1) or a change of capital, and the transfer surfaces later in the annual return.

7 Checklist

BEFORE, DURING AND AFTER

- Read the articles: pre-emption rights, directors' discretion, any transfer restriction, and the sealing clause
- Check the shareholders' agreement for drag-along, tag-along or consent thresholds
- Confirm the share numbers from the register and the certificate being surrendered
- Agree who bears which side of the duty, and put it in the sale document
- Instrument executed by both parties, witnessed, with the consideration stated
- Sold note and bought note prepared; all three documents stamped within 2 days if effected in Hong Kong
- Stamp certificate filed — not just the payment receipt
- Board resolution approving and resolving to register, with any interest declared
- Register of members updated with the date of entry, and the transferor's holding reduced
- Old certificate cancelled and retained; new certificates issued within two months
- Registers of transfers and certificates issued updated
- Significant controllers register reviewed if the change crosses 25%
- Next annual return diarised to show the new shareholding

8 Sources

- Companies Ordinance (Cap 622): s 11 (restriction on transfer in a private company's articles), s 150 (requirement for instrument of transfer), s 151 (registration or refusal), s 155 (issue of share certificate on transfer — 2 months for a private company), s 627 (register of members, entries within 2 months), s 548 (written resolutions of the members), s 536 (declaration of directors' interests), s 662 (annual return).
- Stamp Duty Ordinance (Cap 117); Inland Revenue Department, *Stamping Procedures and Explanatory Notes — Stamping of Share Transfer* [U3/SOG/PN04A] and *e-Stamping of Share Transfer Instruments* [U3/SOG/PN10A].
- GovHK, *Stamp Duty Rates* — 0.1% on every sold note and every bought note for Hong Kong stock, HK$5 on an instrument of transfer for a sale, $5 plus 0.2% of value for a voluntary disposition inter vivos; rates in force since 17 November 2023; fractions of HK$1 rounded up.
- Companies Registry, *Guideline on the Keeping of Significant Controllers Registers*; Companies Ordinance (Cap 622) Part 5A where a holding crosses 25%.

Offshore incorporation

CORPORATE · OFFSHORE INCORPORATION

In both jurisdictions the company is incorporated by its registered agent, not by your firm. Your firm cannot file the memorandum. What your firm controls is everything that goes into it: the structure, the clauses, the people, the share capital, and the timing of the information reaching the agent.

READ THIS BEFORE THE FIRST INSTRUCTION

A Cayman company is not registered unless its registered office is at the office of a licensed trust company, so the agent's consent is a precondition, not a formality. In the BVI the agent signs the memorandum and articles as incorporator. In both places your firm is instructing and preparing; the agent is filing. If a filing deadline is missed, the agent's licence is not at risk — the client's company is.

1 The division of labour

Who does what, in the order it happens

Step	Your firm	Registered agent / offshore counsel
Instructions and KYC	Collects certified passports and addresses, corporate documents of the shareholders, source of funds, and the structure diagram	Reviews against its own AML policy; may ask for more before it will act
Name	Proposes the name, checks availability, reserves if needed	Reserves the name or confirms it can be used at filing
Structure	Settles authorised and issued capital, classes, shareholders, directors, year end	Advises on what the law permits and what the bank will accept
Constitutional documents	Instructs; reviews the draft against the shareholders' agreement and the HK parent's needs	**Drafts** the memorandum and articles (Cayman counsel or BVI counsel)
Signature	The subscriber or incorporator signs if the client is the subscriber; the agent signs as incorporator in the BVI	Signs as incorporator (BVI) and gives the registered office consent (Cayman)
Filing at the Registry	Nothing — you cannot file	**Files** the memorandum and articles, pays the fee, collects the certificate
First appointments	Prepares the directors' and shareholders' resolutions, the share certificates and the register entries	Files the register of directors (Cayman copy; BVI within 15 days)
Registers	Maintains the working registers and sends every change to the agent	Holds the statutory registers at the registered office, and for the BVI files copies
Beneficial ownership	Collects and updates the information — the client's obligation, done by you	Files it on the registry platform

Each document, and who owns it

Document	Prepared by	Signed by	Filed by	Deadline
Cayman memorandum of association	Agent / Cayman counsel, on your instructions	Subscriber	Agent, **in duplicate**	At incorporation
Cayman articles of association	Agent / Cayman counsel	Subscriber	Agent	At incorporation
Registered office consent	Agent	Agent	Agent (with the application)	At incorporation
Cayman register of directors and officers	Your firm	—	Agent — **copy to the Registrar**	60 days from first appointment; changes in 30 days
Cayman register of members	Your firm	—	Not filed	Kept current at the registered office
BVI memorandum and articles	Agent / BVI counsel	Agent as incorporator	Agent	At incorporation
BVI register of directors	Your firm	—	Agent	**15 days** from first appointment; changes in 30 days
BVI register of members	Your firm	—	Agent	**30 days** from incorporation; changes in 30 days
Beneficial ownership information	Your firm	—	Agent	30 days from incorporation; updates on change

Cayman: memorandum and articles go to the Registrar in duplicate — the Registrar keeps the original and returns the duplicate endorsed as the registered copy (s 26). BVI: the register of directors is filed within 15 days of the appointment of the first directors, and both registers must now be filed, not merely kept.

2 The instruction sheet your firm sends

Everything the agent needs is in one page. If this sheet is wrong, the memorandum is wrong, and correcting a filed memorandum costs more than the incorporation did.

Instructions to registered agent — incorporation	Specimen · example only
Client	Harbour Peak Global Limited, Hong Kong company no. 1234567
New companies	Silverstream Capital Ltd (Cayman) · Marlow Group Limited (BVI)
Purpose	Two holding companies for a joint venture: the Cayman company holds the HK trading subsidiary, the BVI company holds the intellectual property
Type	Cayman: exempted company limited by shares · BVI: business company limited by shares
Authorised capital	Cayman: US$50,000 in 50,000 ordinary shares of US$1 · BVI: 50,000 shares of US$1, single class
Issued at incorporation	One share to the subscriber, transferred to the client on completion
Shareholders on completion	Harbour Peak Global Limited 60%; Silverpine Family Trust 40%
Directors	CHOW Ka Man, Karen; LEE Pak Ho, Simon — both Hong Kong residents
Year end	31 December, both companies
Registered office	At the agent's office in each jurisdiction; agent to confirm its fees and consent
KYC enclosed	Certified passports and address proofs for both directors and both ultimate owners; certificate of incorporation and register of members of Harbour Peak Global Limited; trust deed extract for Silverpine; source of funds statement
Deliverables	Certificate of incorporation, filed memorandum and articles, register of directors, register of members, first board minutes, share certificates, and the agent's invoice
Target	Incorporate by 30 November 2026; bank account application follows immediately

Prepared by your firm · the agent will not file until its own AML review is complete, so send this before the client is told a date

3 Cayman: the filing pack

Five documents go to the agent for a straightforward exempted company. Marking them up before they leave your desk is the fastest way to catch a mismatch between the structure diagram and the memorandum.

Filing pack — Silverstream Capital Ltd Specimen · example only

P = prepared by your firm · F = filed by the agent

Document	Who	Copies	Status
Memorandum of association	F agent drafts, files	2 — original and duplicate	Signed by subscriber 3 Nov 2026
Articles of association	F agent drafts, files	2	Signed by subscriber 3 Nov 2026
Registered office consent	F agent	1	Issued 3 Nov 2026
Declaration as to operations outside the Islands	P firm confirms facts, agent signs	1	With the memorandum
Register of directors and officers	P firm prepares data, agent files copy	1	Due by 2 Jan 2027

Registration fee CI$700 for authorised capital up to CI$42,000 · certificate issued in three to five business days, sooner on the express service (CI$500) · keep the endorsed duplicate: it is your evidence of what was registered

4 Cayman: the memorandum, and the clauses that matter

The memorandum is prescribed and short. What the firm actually decides is the name, the capital, the objects and the subscriber — and it is the firm's job to check that the filed version matches what the client approved.

Memorandum of association — Silverstream Capital Ltd Specimen · example only

Name	Silverstream Capital Ltd · no dual foreign name
Registered office	At the offices of Cayman Corporate Services Ltd, 4th Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106
Objects	Unrestricted — the company may carry on any business not prohibited by law, provided its operations are conducted mainly outside the Islands
Liability	Limited to the amount unpaid on the shares held
Share capital	US$50,000 divided into 50,000 ordinary shares of US$1 each
Subscriber	Meridian Nominees Ltd, of the registered office, subscribing for one ordinary share
Execution	Signed by the subscriber before a witness on 3 November 2026
Registrar's endorsement	Filed 3 November 2026 · company no. CR-512904 · duplicate returned endorsed with the memorandum of registration

Two signed originals required — the Registrar retains one and returns the other · the objects clause must match the actual business: an unrestricted objects clause does not permit a company to carry on business in the Islands

Two checks before signature. First, the subscriber: if the client is the subscriber, the client signs; if a nominee subscribes, the transfer to the client is a separate step that needs its own instrument and board approval. Second, the capital: the band fixes the registration fee and the annual fee for the life of the company, and reducing it later is possible but slow.

5 Cayman: the register of directors — filed, within 60 days

This is the document people get wrong. The register is kept at the registered office *and* a copy goes to the Registrar: within **60 days** of the first appointment of any director or officer, and within **30 days** of any change.

Register of directors and officers — copy filed with the Registrar Specimen · example only

Silverstream Capital Ltd · CR-512904

Name	Address	Office	Appointed	Ceased
CHOW Ka Man, Karen	Flat 15C, 20 Fortress Hill Road, Hong Kong	Director	3 Nov 2026	—
LEE Pak Ho, Simon	Unit 8, 3/F, 12 Wyndham Street, Central, Hong Kong	Director	3 Nov 2026	—
Cayman Corporate Services Ltd	Registered office	Secretary	3 Nov 2026	—

Copy filed 20 November 2026 — within the 60 days from 3 November · changes: 30 days from the change · the filed copy is not published like the memorandum, but the Registrar can supply particulars on payment of the prescribed fee, so treat the addresses as disclosable

6 Cayman: the register of members — not filed

The register of members is a private document. It is not filed, and it is not open to public inspection. But it is prima facie evidence of who owns the company, and a bank, an auditor or a buyer's lawyer will ask for a certified copy.

Register of members — as prepared by the firm Specimen · example only

Silverstream Capital Ltd — entries on completion, 30 November 2026

Member	Address	Shares	Certificate	Paid	Entered
Harbour Peak Global Limited	Unit 1203, 12/F, Harbour Centre, Causeway Bay, Hong Kong	30,000 ordinary	No. 2	US$30,000	30 Nov 2026
Silverpine Holdings Limited (as trustee of the Silverpine Family Trust)	Room 2805, Two Pacific Place, 88 Queensway, Hong Kong	20,000 ordinary	No. 3	US$20,000	30 Nov 2026
Meridian Nominees Ltd	Registered office	1 ordinary	No. 1 — cancelled on transfer	US$1	3 Nov 2026 · ceased 30 Nov 2026

Show the date each person became and ceased to be a member, the amount paid, and whether the shares carry voting rights · an exempted company may keep the register outside the Islands, but must produce it at the registered office on a lawful request

7 BVI: the filing pack

The BVI pack is shorter on constitutional drafting and longer on registers, because the registers themselves are filed. The agent is the incorporator, so it signs the memorandum — your firm's control is over the data it signs.

Filing pack — Marlow Group Limited Specimen · example only

P = prepared by your firm · F = filed by the agent

Document	Who	Deadline	Status
Memorandum of association	F agent drafts and signs as incorporator	At incorporation	Incorporated 9 Nov 2026, no. 2134877
Articles of association	F agent drafts, filed with the memorandum	At incorporation	Filed 9 Nov 2026
Register of directors	P firm prepares the data	15 days from first appointment	Filed 17 Nov 2026
Register of members	P firm prepares the data	30 days from incorporation	Filed 30 Nov 2026
Beneficial ownership information	P firm collects and confirms	30 days from incorporation	Filed 4 Dec 2026

Formation fee US$550 up to 50,000 authorised shares, US$1,350 above · incorporation is same-day or next working day once the agent is satisfied · all three filings are private

8 BVI: the memorandum and articles, and the incorporator's signature

Memorandum and articles — execution and incorporation particulars	Specimen · example only
Name	Marlow Group Limited · company no. 2134877
Type	Company limited by shares
Registered agent and office	Meridian Trust (BVI) Limited, 2nd Floor, Commerce House, Wickhams Cay 1, Road Town, Tortola VG1110
Objects	Unrestricted
Authorised shares	50,000 shares of US$1, single class, with the rights in the articles
Incorporator	Meridian Trust (BVI) Limited, acting as registered agent
Execution	Signed by the agent as incorporator on 9 November 2026; the agent's consent to act is part of the filing
Certificate of incorporation	Issued 9 November 2026 — check the name, the number, the date and the share capital before it goes to the bank

The agent signs, so the client never sees the signature page — send the client the filed copy, not the draft · a change of name or capital after incorporation is a separate filing with its own fee

9 BVI: the register of directors — 15 days

Register of directors — as filed Specimen · example only

Marlow Group Limited — filed 17 November 2026

Name	Address	Appointed	Ceased	Capacity
CHOW Ka Man, Karen	Flat 15C, 20 Fortress Hill Road, Hong Kong	9 Nov 2026	—	Director
LEE Pak Ho, Simon	Unit 8, 3/F, 12 Wyndham Street, Central, Hong Kong	9 Nov 2026	—	Director

File the first directors within 15 days of their appointment; every change within 30 days · private filing · where a director is licensed by the FSC, additional particulars are required in the register

The 15-day period runs from the appointment, not from incorporation, and the first directors must be appointed within 15 days of incorporation. Diarise both dates as soon as the certificate arrives.

10 BVI: the register of members — 30 days, and nominee particulars

Register of members — as filed Specimen · example only

Marlow Group Limited — filed 30 November 2026

Member	Address	Class and number	Voting	Entered	Ceased
Harbour Peak Global Limited	Unit 1203, 12/F, Harbour Centre, Causeway Bay, Hong Kong	30,000 ordinary	One vote per share	30 Nov 2026	—
Meridian Trust (BVI) Limited, as trustee of the Silverpine Family Trust	Registered office	20,000 ordinary	One vote per share	30 Nov 2026	—
Meridian Nominees Ltd *(nominee)*	Registered office	1 ordinary	One vote per share	9 Nov 2026	30 Nov 2026

File within 30 days of incorporation, and any change within 30 days · where shares are held by a nominee, particulars of the nominator must be filed too — the register is not complete without them · private unless the company elects to publish it

11 Beneficial ownership — the filing the agent makes for you

Beneficial ownership information — what the firm must supply Specimen · example only

Cayman — where it goes	Filed by the corporate services provider on the Registry's corporate administration platform; the register itself is kept by the provider
Cayman — how often	The provider reports not less than once a month, and within the statutory period after a relevant change — so a change must reach the agent well inside that window
BVI — where it goes	Filed with the Registrar; it replaces the old secure-search system, and it is private
BVI — threshold	**10%** or more of the shares or voting rights, or control by other means; the old 25% threshold no longer applies
BVI — deadline	Within 30 days of incorporation, and on any change
For each beneficial owner	Full name; date and place of birth; nationality; residential address; country of residence; nature and extent of the interest; date the interest was acquired
For a corporate owner	Name, registration number, jurisdiction, registered office, and the identity of the individual who ultimately controls it
Specimen — Silverpine Family Trust	Trustee: Silverpine Holdings Limited · beneficiaries: the settlor's two children · settlor and protector: TANG Chi Hang, Vincent — the protector's powers must be assessed, not assumed

This is the client's statutory obligation, discharged through the agent — a wrong answer is the client's problem and the agent's filing is what the authorities read · collect it at incorporation, not when the bank asks

12 What the incorporation costs

Government fees, both jurisdictions

Item	Cayman (CI$)	BVI (US$)
Incorporation — lowest band (Cayman: capital up to 42,000; BVI: up to 50,000 shares)	700 (≈US$854)	550
Incorporation — next band (Cayman: 42,001–820,000; BVI: above 50,000 shares)	1,000 (≈US$1,220)	1,350
Annual fee — same band, from the year after incorporation	925 for 2026 · 1,025 from 1 January 2027	550 or 1,350 — by 31 May or 30 November
Name reservation	40 to 160	Included in the agent's service
Express incorporation	500	Same-day service, no separate fee
Certificate of good standing	150	US$75 to US$150 depending on urgency
Filing the register of directors / members	No separate fee	No separate fee

Government fees only. The agent's incorporation fee, its annual fee, the offshore counsel's drafting fee and the KYC/AML review are separate and are usually the larger part of the invoice. Cayman figures in CI$ convert at about 1.22 to the US dollar.

WHAT THE SPECIMEN PAIR COSTS TO KEEP ALIVE

The Cayman company in the lowest band pays CI$1,025 from January 2027. The BVI company pays US$550 by 30 November 2027, having been incorporated in the second half of 2026. Government cost for both: about **US$1,800 a year** — before the agents' fees, which will be several times that. Quote the whole figure, not the registry fee.

13 What goes wrong

- **The firm assumes the agent will catch a mistake.** The agent files what it is given. A wrong share capital in the memorandum is your error, and correcting it needs an amendment and a fee.
- **The Cayman register of directors is never filed.** A copy must go to the Registrar within 60 days of the first appointment — this is the one Cayman register that is filed, and it is routinely overlooked because it is "only" an internal register.
- **The BVI registers are kept but not filed.** Since January 2025 both must be filed: directors within 15 days of appointment, members within 30 days of incorporation, changes within 30 days.
- **The nominee is left off.** A BVI filing without the nominator's particulars is incomplete, however tidy the register looks.
- **The beneficial ownership threshold is still treated as 25%.** In the BVI it is 10%. Someone holding 12% is a reportable beneficial owner.
- **Directors are appointed late.** The BVI requires the first directors within 15 days of incorporation, and the 15 days for filing the register runs from their appointment — two clocks, not one.
- **The certificate goes to the bank unchecked.** Check the name, number, date and capital against the instructions before any bank sees it; a discrepancy found by a bank's compliance team costs weeks.

14 Incorporation checklist

PRINT THIS

- Instruction sheet agreed with the client: name, type, capital, shareholders, directors, year end
- KYC complete for every director and every beneficial owner, including corporate chains
- Memorandum and articles reviewed against the shareholders' agreement and the HK parent's constitution
- Subscriber identified, and the transfer to the client documented if a nominee subscribes
- Registered office consent obtained — no Cayman incorporation without it
- Certificate of incorporation checked against the instructions
- Cayman: register of directors copy filed within 60 days; changes within 30 days
- BVI: first directors appointed within 15 days; register of directors filed within 15 days of appointment
- BVI: register of members filed within 30 days, with nominee and nominator particulars
- Beneficial ownership information filed within 30 days, at the 10% threshold in the BVI
- First board minutes, share certificates and registers completed and dated the same day as the allotment
- Annual fee and annual return diarised at incorporation, with the correct band
- Filed copies — not drafts — sent to the client and kept on the file

15 Sources

- Cayman Islands Companies Act (2026 Revision), ss 26 (registration, duplicate filing), 40 (register of members), 55 (register of directors and officers, filed within 60 days, changes within 30 days), 168–170 (annual return and penalties); General Registry fee schedule and the fee increase effective 1 January 2027.
- Cayman Islands Beneficial Ownership Transparency Act, 2023, and the General Registry guidance on beneficial ownership filing (updated 2026).
- BVI Business Companies Act, ss 43A (registration of register of members, inserted by Act 15 of 2024), 118B (registration of register of directors), 96 and 98A; BVI Business Companies (Amendment) Act, 2024, in force 2 January 2025.
- BVI Financial Services Commission guidance on beneficial ownership and the register of beneficial owners, 10% threshold; VIRRGIN filing procedures.

Offshore forms, filled in

CORPORATE · OFFSHORE SPECIMENS

In both jurisdictions the registered agent or registered office provider is the gatekeeper: it files, it holds the registers, and it reports non-compliance. Your job is to keep the information flowing to it before the deadline, not after.

BEFORE YOU RELY ON ANYTHING HERE
These are specimens, not precedents, and the constitutional documents must be drafted for the actual structure — class rights, transfer restrictions and deadlock provisions are where offshore holding companies fail. Fees below are the government fees only, quoted in the currency the registry publishes; the agent's own charges are separate and set by the provider.

1 The two companies

The specimen companies

	Pacific Rim Investments Ltd (Cayman)	Aurora Holdings Limited (BVI)
Type	Exempted company limited by shares	Business company limited by shares
Registered	12 January 2024 · company no. CR-345678	8 August 2020 · company no. 2012345
Registered office / agent	Cayman Corporate Services Ltd, 4th Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106	Meridian Trust (BVI) Limited, 2nd Floor, Commerce House, Wickhams Cay 1, Road Town, Tortola VG1110
Authorised capital	US$50,000 divided into 50,000 ordinary shares of US$1	50,000 ordinary shares of US$1, single class
Issued	100 shares to two Hong Kong holding companies	50,000 shares: 30,000 to a Hong Kong company, 20,000 to a family trust
Directors	Two individuals	Two individuals, one resident in Hong Kong
Financial year end	31 December	31 December
Activity	Holding shares in a Hong Kong trading subsidiary	Holding intellectual property and group loans

What each jurisdiction actually requires you to produce

Document	Cayman	BVI
Memorandum of association	Filed with the Registrar; public	Filed by the agent; public
Articles of association	Filed if separate; public	Filed with the memorandum; public
Register of directors	Copy **filed** with the Registrar within 60 days of first appointment; changes within 30 days	**Filed** with the Registrar; not public
Register of members	Kept at the registered office; not filed	**Filed** with the Registrar; not public
Annual filing	Annual return and annual fee in January	Annual financial return to the agent within 9 months; annual fee by 31 May or 30 November
Beneficial ownership	Register maintained by the provider under the Beneficial Ownership Transparency Act, 2023	Beneficial ownership information filed with the Registrar

2 Cayman: memorandum of association

The memorandum is short and constitutive. It fixes the name, the registered office, the objects, limited liability and the authorised capital — and it is filed, so it is public.

Memorandum of association — Pacific Rim Investments Ltd Specimen · example only	
Clause 1 — Name	The name of the company is Pacific Rim Investments Ltd
Clause 2 — Registered office	The registered office of the company shall be at the offices of Cayman Corporate Services Ltd, 4th Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1106, or at such other place in the Cayman Islands as the directors may determine
Clause 3 — Objects	The objects of the company are unrestricted; the company has full power and authority to carry on any business not prohibited by law
Clause 4 — Liability	The liability of the members is limited to the amount, if any, unpaid on the shares held by them
Clause 5 — Share capital	The authorised share capital is US$50,000 divided into 50,000 ordinary shares of US$1 each, with the rights set out in the articles
Clause 6 — Subscriber	Meridian Nominees Ltd, of the registered office address, subscribes for one ordinary share at US$1
Declaration	A subscriber declares that the operations of the company will be conducted mainly outside the Cayman Islands
Execution	Signed by the subscriber on 12 January 2024; two signed copies delivered to the Registrar with the fee

Registration fee: CI$700 (about US$854) for authorised capital up to CI$42,000 · filed with the declaration · the Registrar's certificate is issued in three to five business days

The "unrestricted objects" clause is normal for a holding vehicle. If the company is a regulated fund or a licensed entity, the objects and the constitutional documents must match the regulatory permission, and the documents are reviewed by the regulator as well as the Registrar.

3 Cayman: articles of association

The articles are where the commercial bargain lives. The specimen clauses below are the ones a holding company actually needs; each should be read against the shareholders' agreement, because the two often conflict.

Articles of association — key clauses	Specimen · example only
Shares and rights	The authorised shares are ordinary shares of US$1, ranking equally for dividends, voting and return of capital; the company may issue further shares on the resolution of the directors
Non-negotiable shares	The shares are non-negotiable and transferable only on the books of the company, subject to the transfer provisions
Transfer	A member may transfer shares with the directors' consent, subject to a right of first refusal in favour of the other members on the same terms as a bona fide third-party offer
Lien and calls	The company has a first and paramount lien on shares for unpaid sums; calls must be made on not less than 14 days' notice
General meetings	No annual general meeting is required; a general meeting may be convened by the directors or on the requisition of members holding 10% of the shares, on 10 days' notice
Directors	The directors manage the business; a director may be appointed or removed by the members, and the directors may appoint an alternate
Borrowing	The directors may borrow, create security over the company's assets and issue debentures
Dividends	The directors may declare interim dividends and recommend final dividends for approval by the members
Accounts	The company must keep proper accounting records; no audit is required unless the members or the articles so provide
Indemnity	Every director and officer is indemnified out of the company's assets against liabilities incurred in the proper performance of duties, to the extent permitted by law
Amendment	The articles may be amended by special resolution, subject to the class rights of any separate class of shares

Filed with the memorandum if separate · no government fee for the articles themselves · amendments are filed with the Registrar and are public

4 Cayman: the registers

The two registers are not treated alike. A copy of the register of directors and officers **must be filed** with the Registrar within 60 days of the first appointment, and any change within 30 days. The register of members is not filed at all. Both must exist, be current and be available at the registered office, and they are the first documents a bank, an auditor or a purchaser's lawyer will ask for.

Register of directors and officers Specimen · example only

Pacific Rim Investments Ltd — as at 1 November 2026

Name	Address	Office	Appointed	Ceased
CHOW Ka Man, Karen	Flat 15C, 20 Fortress Hill Road, Hong Kong	Director	12 Jan 2024	—
LEE Pak Ho, Simon	Unit 8, 3/F, 12 Wyndham Street, Central, Hong Kong	Director	12 Jan 2024	—
CHAN Mei Yee, Ada	22 Sea View Road, Repulse Bay, Hong Kong	Director (alternate to K Chow)	1 Jul 2025	—
Cayman Corporate Services Ltd	Registered office	Secretary / registered office provider	12 Jan 2024	—

Kept at the registered office, and a copy filed with the Registrar within 60 days of the first appointment · updated on any appointment, cessation or change of particulars, and the change filed within 30 days · particulars may be obtained from the Registrar on payment of a fee, so treat the addresses as disclosable

Register of members Specimen · example only

Pacific Rim Investments Ltd — share ledger

Member	Address	Shares	Certificate	Entered	Paid
Harbour Peak Global Limited	Unit 1203, 12/F, Harbour Centre, Causeway Bay, Hong Kong	60 ordinary	No. 1	12 Jan 2024	US$60
Silverpine Holdings Limited	Room 2805, Two Pacific Place, 88 Queensway, Hong Kong	40 ordinary	No. 2	12 Jan 2024	US$40

Total issued: 100 ordinary shares, US$100 fully paid · transfers are recorded on the books, not on a separate transfer deed alone · beneficial owners are recorded in the provider's separate register

5 Cayman: the annual return and annual fee

Filed in **January** each year, after the year of registration, with the annual fee. It is a short declaration under section 168, not a financial return.

Annual return — January 2027 Specimen · example only

Company	Pacific Rim Investments Ltd · CR-345678
Return for the year	Year ended 31 December 2026
Memorandum	No alteration has been made to the memorandum of association since the previous return, other than alterations already reported to the Registrar
Nature of business	Investment holding
Operations	The operations of the company since the previous return have been mainly outside the Cayman Islands
Local compliance	The company has complied with section 174 (registered office and local requirements)
Signature	Signed by a director or the registered office provider, dated in January 2027
Fee	Annual fee for authorised capital up to CI$42,000: CI$1,025 from 1 January 2027 (CI$925 for 2026)

Due in January · late penalties under s 169(3): 33.33% from 1 April, 66.67% from 1 July, 100% from 1 October · persistent default: treated as defunct and struck off

Cayman exempted company government fees

Authorised share capital	Registration (CI$)	Annual 2026 (CI$)	Annual from 1 Jan 2027 (CI$)
Up to 42,000	700 (≈US$854)	925	1,025 (≈US$1,250)
42,001 – 820,000	1,000 (≈US$1,220)	1,225	1,325
820,001 – 1,640,000	1,984 (≈US$2,420)	2,209	2,309
Above 1,640,000	2,568 (≈US$3,132)	2,793	2,893

US$ equivalents are the Registry's conversion at 0.82. Optional extras: express registration CI$500, name reservation CI$40 to CI$160, certificate of good standing CI$150. The registered office provider's charges and economic substance work are additional and are not government fees.

6 BVI: memorandum of association

A BVI business company is incorporated by its registered agent, which signs the memorandum and articles as incorporator. The memorandum states the type of company, the agent and office, the objects and the authorised share structure.

Memorandum of association — Aurora Holdings Limited Specimen · example only	
Clause 1 — Name	The name of the company is Aurora Holdings Limited
Clause 2 — Type	The company is a company limited by shares
Clause 3 — Registered agent and office	Meridian Trust (BVI) Limited, 2nd Floor, Commerce House, Wickhams Cay 1, Road Town, Tortola VG1110, British Virgin Islands
Clause 4 — Objects	The objects of the company are unrestricted; it may carry on any business not prohibited by the laws of the Virgin Islands
Clause 5 — Shares	The company is authorised to issue 50,000 ordinary shares of US$1 each, in a single class, with the rights set out in the articles
Clause 6 — Liability	The liability of members is limited to the amount unpaid on their shares
Clause 7 — Incorporator	Meridian Trust (BVI) Limited, as registered agent, is the incorporator
Execution	Signed by the registered agent as incorporator on 8 August 2020, with the agent's consent to act and the prescribed fee

Formation fee: US$550 for up to 50,000 authorised shares, or US$1,350 above that · filed by the agent only · incorporation is usually same-day or next working day

7 BVI: articles of association

Articles of association — key clauses Specimen · example only	
Share rights	The 50,000 ordinary shares rank equally; the company may issue shares of different classes or series by resolution of the directors, with the rights specified in the resolution
Transfer restrictions	No member may transfer shares without the prior written consent of the directors; the directors may refuse to register a transfer without giving reasons
Register of members	The company keeps a register of members recording names, addresses, the number and class of shares, voting rights, the date of entry and the date of cessation
Dividends	The directors may declare and pay dividends, whether interim or final, in money or in kind, subject to solvency
Directors	The company must have at least one director; directors may be appointed by the members or by the existing directors, and hold office until they resign or are removed
Meetings	Members may meet on 7 days' notice, or on shorter notice with consent; a quorum is a majority of shares; resolutions may be written
Variation of rights	The rights attached to a class may be varied with the consent in writing of 75% of that class, or by resolution passed at a separate class meeting
Indemnity	Directors and officers are indemnified against liabilities incurred in their capacity as such, to the extent permitted by the Act
Amendment	The memorandum and articles may be amended by resolution of the members, subject to any class rights

Filed with the memorandum · amendments filed by the agent · the memorandum may permit directors to amend the articles, which is a common BVI feature worth checking before you advise

8 BVI: the registers — and the 2025 filings

This is the part that changed. Since 2 January 2025, copies of both registers must be **filed with the Registrar**, not merely kept. They remain private — accessible to competent authorities, with a list of directors available to applicants on payment of a fee — but they must be filed and updated.

Register of directors — as filed Specimen · example only

Aurora Holdings Limited — filed 20 August 2020, updated 4 March 2026

Name	Address	Date appointed	Date ceased	Capacity
CHOW Ka Man, Karen	Flat 15C, 20 Fortress Hill Road, Hong Kong	15 Aug 2020	—	Director
NG Wai Lun, Edwin	18 Shouson Hill Road, Hong Kong	15 Aug 2020	28 Feb 2026	Director
TAM Ho Yin, Marco	Flat 3A, 18 Perkins Road, Jardine's Lookout, Hong Kong	1 Mar 2026	—	Director

File within 15 days of the first directors' appointment; changes within 30 days · private filing, but a list of directors can be obtained on application · where a licensed director service provider acts, its capacity must be stated

Register of members — as filed Specimen · example only

Aurora Holdings Limited — filed 7 September 2020

Member	Address	Class and number	Voting rights	Entered	Ceased
Harbour Peak Global Limited	Unit 1203, 12/F, Harbour Centre, Causeway Bay, Hong Kong	30,000 ordinary	One vote per share	8 Aug 2020	—
Silverpine Family Trust (trustee: Meridian Trust (BVI) Limited)	Registered office	20,000 ordinary	One vote per share	8 Aug 2020	—

File within 30 days of incorporation; changes within 30 days · where shares are held by a nominee, particulars of the nominator must be included · private filing unless the company elects to make it public

9 BVI: the annual financial return

A BVI company does not file an annual return with the Registrar. It files a **financial return with its registered agent** under section 98A, within **nine months after its financial year end**. The form was revised by the Financial Return (Amendment) Order 2026, so returns for 2026 onwards need more detail than the old version.

Annual financial return — year ended 31 December 2025 Specimen · example only	
Company	Aurora Holdings Limited · 2012345 · financial year end 31 December 2025
Cash and cash equivalents	182,400
Loans and receivables — itemised because they exceed 25% of total assets	1,250,000
· Loan to Harbour Peak Global Limited (Hong Kong), interest-free, repayable on demand	850,000
· Loan to Aurora IP Limited (BVI), 4% per annum	400,000
Investments — listed equities and funds	3,400,000
Fixed and intangible assets	—
Total assets	**4,832,400**
Accounts payable	12,400
Long-term debt	—
Total liabilities	12,400
Shareholders' equity	4,820,000
Revenue — interest income	48,000
Cost of sales	—
Gross profit	48,000
Operating expenses — management, registered agent, audit exemption, bank charges	22,500
Net income	25,500

Assets = liabilities + equity: 4,832,400 = 12,400 + 4,820,000 · all values in US$ · filed with Meridian Trust (BVI) Limited by 30 September 2026 · no audit required · not public

What the revised form expects

- **Cash:** each type held, valued, with the name and jurisdiction of the bank or institution.
- **Loans and receivables:** itemised where they make up 25% or more of total assets — related party, third party and other, each valued.
- **Investments:** by type — shares, bonds, funds, REITs, derivatives, virtual assets.
- **Revenue and expenses:** categorised, with a value for each category, in US dollars.
- **The balance sheet must balance.** Assets equal liabilities plus equity; a return that does not is a compliance failure, not a rounding issue.

BVI annual government fees and deadlines

Item	Amount / date
Formation fee, up to 50,000 authorised shares	US$550
Formation fee, above 50,000 authorised shares	US$1,350
Annual government fee	US$550 or US$1,350 on the same bands
Due date — incorporated 1 January to 30 June	31 May each year, first payable in the year after incorporation
Due date — incorporated 1 July to 31 December	30 November each year, first payable in the year after incorporation
Late payment	10% within two months; 50% after that; strike-off and dissolution if unpaid
Annual financial return	Within 9 months of the financial year end, to the registered agent
Economic substance information	Within 6 months of the end of each financial period, to the agent

BVI fees are published in US dollars and have not changed for the standard bands at the date checked. The agent's own annual fee is separate and is usually the larger number on the invoice.

10 Side by side

Compliance calendar for a 31 December year end

	Cayman exempted company	BVI business company
January	Annual return and annual fee	—
31 May	—	Annual fee, if incorporated in the first half of the year
30 June	—	Economic substance information (6 months after year end)
30 September	—	Annual financial return to the agent (9 months after year end)
30 November	—	Annual fee, if incorporated in the second half of the year
On any change	Update the registers and file the change to the register of directors within 30 days; the provider updates the beneficial ownership register	Update registers and file the change with the Registrar within 30 days
Penalty shape	33.33% / 66.67% / 100% of the annual fee, by quarter	10% within two months, 50% after; then strike-off

11 What goes wrong in practice

- **The register is right but the filing is late.** A BVI change must reach the Registrar within 30 days; a director appointed in March and filed in June is already a breach, even though the register itself is correct.
- **The nominee is not disclosed.** BVI filings require particulars of the nominator where shares are held by a nominee. The register looks complete and the filing is still defective.
- **The annual return is signed by the wrong person.** The Cayman return is a declaration; make sure the signatory is authorised and the statements are actually true — particularly "operations mainly outside the Islands".
- **The financial return does not balance.** The revised BVI form is a balance sheet and income statement, not a formality. Assets must equal liabilities plus equity.
- **The fee is paid, the return is not filed.** Cayman treats the two together: default on either attracts the penalty and, eventually, strike-off.

- **The agent is not told about a change.** The provider cannot file what it does not know. Build a quarterly prompt to send it every change in directors, members, share capital and beneficial ownership.

A WORKED COMPLIANCE FAILURE

A Cayman company in the lowest band forgets its January 2027 return. It pays in August 2027. The annual fee is CI$1,025 and the penalty in the 1 July to 30 September window is 66.67%, so the total is CI$1,025 + CI$683.37 = **CI$1,708.37** (about US$2,083). Had it waited until October, the penalty would have been the whole fee again, and continued default leads to the company being treated as defunct.

12 Offshore file checklist

PRINT THIS

- Constitutional documents on file, with the filed version matching what the client signed
- Class rights and transfer restrictions checked against the shareholders' agreement
- Register of directors current, with appointment and cessation dates
- Cayman: copy of the register of directors filed within 60 days of the first appointment, and every change within 30 days
- Register of members current, with share numbers, certificates and dates of entry
- BVI: register of directors filed within 15 days of first appointment, changes within 30 days
- BVI: register of members and beneficial ownership information filed within 30 days
- Nominee and nominator particulars included where shares are held through a nominee
- Cayman: annual return and fee diarised for January, with the current band confirmed
- BVI: annual fee diarised for 31 May or 30 November, whichever applies
- BVI: annual financial return prepared and sent to the agent within 9 months of year end
- BVI: economic substance information sent within 6 months
- Beneficial ownership information current with the provider or Registrar
- Government fee budgeted separately from the agent's charges
- Evidence of each filing kept on file: acknowledgement, receipt, filed copy

13 Sources

- Cayman Islands Companies Act (2026 Revision), ss 26, 168, 169, 170 and Schedule 5; General Registry fee schedule and the annual fee amendments effective 1 January 2027.
- Cayman Islands Beneficial Ownership Transparency Act, 2023; International Tax Co-operation (Economic Substance) Act.
- BVI Business Companies Act (as amended, including the 2024 amendments in force 2 January 2025), ss 41, 43A, 98A; BVI Business Companies (Financial Return) Order 2023 and the Financial Return (Amendment) Order 2026.
- BVI Financial Services Commission, *Guidance on Completing Annual Financial Returns* (November 2026).