



Frequently Asked Questions

Electronic Company Incorporation and Business Registration

Q1. Is electronic incorporation (“e-incorporation”) mandatory? Can I deliver my application for company incorporation in hard copy form?

Answer: E-Incorporation is not mandatory. Any person who wishes to form a company under the Companies Ordinance can deliver the application documents (i.e. an Incorporation Form NNC1 or NNC1G and a copy of the company’s Articles of Association) either in hard copy form to the Companies Registry in person or by post, or in electronic form through the e-Registry (www.eregistry.gov.hk).

Q2. What are the service hours for e-incorporation? Can I form a company electronically on general holidays?

Answer: The e-Registry provides e-incorporation service on a 24-hour basis. You can submit application documents for company incorporation electronically on general holidays.

Q3. Who can use the e-incorporation service? Are there any special requirements?

Answer: A person who wishes to form a company electronically must register as a user of the e-Registry. A founder member who has registered as Individual User can sign and submit application documents directly. A corporate founder member must arrange one of its authorised representatives (e.g. director, company secretary or authorised person) who is a natural person to sign the e-incorporation form on its behalf. The signatory must be an Individual User of the e-Registry and has established account association with the corporate founder member’s Company User account. For details on user registration and user account association, please refer to the Frequently Asked Questions on “User Registration and User Account Association” and respective demonstrations at the e-Registry.

Q4. What is the processing time for e-incorporation of a company?

Answer: For straightforward cases, a private company limited by shares can normally be incorporated electronically within 1 hour if the proposed company name does not require further consideration and approval by the Companies Registry, and the e-incorporation form passes system validation. The company information can also be made available for public inspection at the Companies Registry’s Cyber Search Centre (www.icris.cr.gov.hk) and Company Search Mobile Service (www.mobile-cr.gov.hk).

Online applications for incorporation of a public company or a company limited by guarantee are subject to further processing by the staff of the Companies Registry.

Q5. How can I submit the forms and Articles of Association (“AA”) at the e-Registry?

Answer: Registered users can login the e-Registry [[e-Submission Services > Online Submission](#)] and select “[Local Companies > Set Up a Company](#)” to form a company limited by shares or a company not limited by shares. You can input the required data in the e-incorporation form and Notice to Business Registration Office (IRBR1) and complete the incorporation and business registration process through a guided wizard. The electronic forms can be completed online or downloaded for offline completion.

Sample AA for private companies limited by shares, public companies limited by shares and companies limited by guarantee are provided at the e-Registry. The mandatory information (e.g. company name, capital and initial shareholdings) provided in the e-incorporation form will be automatically populated by the system into the mandatory provisions in the selected sample AA. You may also submit your own customized articles which should be in Adobe Portable Document format (“PDF”) and its file size should not exceed 3 MB. Please ensure that the mandatory provisions are included in your customized AA.

Q6. Where can I view the sample AA provided by the Companies Registry?

Answer: You can visit the Companies Registry’s website (www.cr.gov.hk) “Electronic Services > Electronic Services at e-Registry” to view the sample AA. The documents are prepared in PDF format.

Q7. Are there any requirements on the format and file size for customized AA?

Answer: A customized AA should be submitted in PDF format and its file size should not exceed 3 MB. To ensure the quality of image records of documents which are made available for public search, the page margins of a customized AA should be set as Top: 1.27 cm; Bottom: 0.86 cm; Left: 1.06 cm; Right: 1.27 cm. Moreover, if the AA is converted into a PDF file through document scanning, you are advised to arrange for “black and white” scanning to produce a better image.

Q8. How can a founder member sign the e-incorporation form?

Answer: An individual founder member or the authorised person (e.g. director / company secretary / authorised signatory who is a natural person) of a corporate founder member who has registered as a user of the e-Registry can sign the e-incorporation form either with his digital certificate or the password which has been registered with the e-Registry anytime anywhere.

Q9. How to sign the AA for e-incorporation? How to attest the signature(s) of founder member(s) in the AA?

Answer: There is no requirement under the Companies Ordinance for a witness to attest the signature(s) of founder member(s) in the AA nor a “signed” / “certified true” copy of the original signed AA be delivered for registration with the Registrar of Companies. A plain copy of AA with or without the part showing the signature(s) of the founder member(s) is accepted by the Companies Registry.

Q10. How can a first director sign and submit the Consent to Act as Director under e-incorporation?

Answer: If the first director is a registered user of the e-Registry, he can either sign the “Consent to Act as Director” in the e-incorporation form with his digital certificate or the password which has been registered with the e-Registry, or submit the Consent to Act as First Director (Form NNC3) within 15 days after the date of incorporation of the company. Link(s) for download of the prefilled electronic Form NNC3 will be provided in the email notification on company incorporation sent to the message box and the registered email address of the user/applicant. Directors who are registered users of the e-Registry may sign the electronic Form NNC3 with their digital certificates or passwords and submit the form at the e-Registry. A manually signed Form NNC3 delivered to the Companies Registry in hard copy form will also be accepted.

If the Form NNC3 is not delivered within the statutory time period, the company, every responsible person of the company, and the founder member who signs the incorporation form commit an offence, and each is liable to a fine.

Q11. Can I print out the e-incorporation form and the selected sample AA and submit them for registration through the Shroff counters at the Companies Registry?

Answer: Hard copies of e-incorporation form and the selected sample AA which should be submitted at the e-Registry will not be accepted for filing at the Shroff counters of the Companies Registry.

You are advised to save and print the e-incorporation form and the selected sample AA using the respective functions of the Versitech e-Form Filler for record purpose before submission of the documents at the e-Registry.

Q12. How can I pay the fees for e-incorporation service?

Answer: You can make payment online by:-
(i) deduction from deposit account at the e-Registry;
(ii) VISA / Master card; or
(iii) PPS by Internet.

If you wish to pay by VISA/Master Card, you have to obtain the “Verified by VISA/Master” password, if required, from the card issuing bank.

For more details, please refer to Part D – Fees and Payment of the Frequently Asked Questions on “User Registration and User Account Association”.

Q13. If the proposed company name can be accepted for registration in the preliminary checking of the e-incorporation form, can I pay the required fees for incorporation later?

Answer: As there is no provision for reservation of company names, you should pay the required fees as soon as the submission result of your e-incorporation application is displayed. Otherwise, the same proposed company name may be registered by another applicant.

Q14. How can I submit the e-incorporation form by Offline Submission function? Can I submit the e-forms in bulk?

Answer: Before using the Offline Submission function, you have to download and install the “e-Form Filler” which is available at the e-Registry free of charge. After generating the e-incorporation form and sample articles of association (if selected), you can save the e-form file in your personal computer for editing and signature by a founder member electronically. You can then submit the completed and signed incorporation documents using the [\[e-Submission Services > Offline Submission\]](#) function. You can submit only one e-form each time by using the Offline Submission mode.

If you have downloaded and completed more than one e-forms, you can submit the e-forms in bulk using the [\[e-Submission Services > Bulk Submission\]](#) function. A maximum of 10 e-form files in VXF format can be uploaded each time. The size of each file should not exceed 10 MB.

Users who use the Bulk Submission function must either have their own deposit accounts or shared company deposit account(s) at the e-Registry for payment of fees. Other payment methods (i.e. VISA/Master Card and PPS by Internet) are not acceptable. For details on creation and maintenance of deposit accounts, please refer to Part D – Fees and Payment of the Frequently Asked Questions on “User Registration and User Account Association”.

Q15. Must I also apply for business registration during the e-incorporation process?

Answer: Yes. A one-stop company incorporation and business registration service is implemented by the Companies Registry and the Inland Revenue Department.

The one-stop registration service is applicable to all applications for incorporation of local companies delivered in hard copy form or electronic form. Any person who applies for incorporation of a local company under the Companies Ordinance will be deemed to have made a simultaneous application for business registration. Users of the one-stop registration service are also required to submit a Notice to Business Registration Office (IRBR1) and pay the prescribed business registration fee and levy. The Registrar of Companies will issue the Business Registration Certificate on behalf of the Commissioner of Inland Revenue, together with the Certificate of Incorporation.

Q16. How can I get the Certificate of Incorporation and Business Registration Certificate? What is the format of the certificates?

Answer: Upon incorporation of a company, a Certificate of Incorporation and a Business Registration Certificate (“the Certificates”) in electronic form (PDF format) will normally be issued within 1 hour after submission of the application at the e-Registry. Email notifications for download of the Certificates will be sent to the message box and registered email address of the registered user who submits the application.

Electronic certificates will be kept in the e-Registry system for six months only. Users are advised to download and save the electronic certificates in their records as early as possible after receipt of the email notifications.

Q17. Can I obtain paper Certificates of Incorporation and Business Registration Certificate for applications submitted through the e-Registry? Do the certificates in electronic form and hard copy form have the same legal effect?

Answer: For applications submitted through the e-Registry, Certificates of Incorporation and Business Registration Certificates (“the Certificates”) will only be issued in electronic form. Certificates in electronic form or hard copy form (issued for application documents delivered to the Companies Registry in hard copy form) have the same legal effect.

You may order a certified copy of the Certificate of Incorporation at a fee online at the Companies Registry’s Cyber Search Centre (www.icris.cr.gov.hk) or Company Search Mobile Service (www.mobile-cr.gov.hk).

You may order a certified copy/duplicate of the Business Registration Certificate at a fee online at GovHK (www.gov.hk/br) 2 days after the date of issue of the Certificate of Incorporation.

Q18. The Business Registration Certificates issued via the Companies Registry do not contain Payment Instructions at the back. Will this affect their validity?

Answer: No. The validity of Business Registration Certificates will not be affected by whether Payment Instructions are printed on the back page of the certificates.

Q19. If my company is incorporated at the e-Registry, does it mean that my company must use electronic submission service for filing other documents after incorporation?

Answer: No. The company may deliver specified forms or documents either in hard copy form or in electronic form at the e-Registry.

If your company intends to submit specified forms or documents electronically, the company must register as a Company User and associate the account(s) of its authorized person(s) who should have registered as Individual User(s) at the e-Registry. For more details, please refer to the Frequently Asked Questions on “User Registration and User Account Association” and “Electronic Submission of Specified Forms” and the respective demonstrations at the e-Registry.

Q20. If an e-form needed to be amended after signing, should the e-form be signed again?

Answer: Once an e-form or a particular section thereof has been signed, the entire e-form or that particular section will be protected from further amendment.

In case the e-form or a particular section thereof is required to be amended, the signatory has to remove the signature in the e-form or that particular section first by entering the correct “password” or “digital signature”. After the e-form or that particular section has been unsigned, all input fields in the e-form or the particular section will become editable and changes can be made accordingly. After amendment, the e-form or that particular section is required to be signed by the signatory again to confirm the changes.

Q21. How can I amend a registered e-form or document? Can I file an amended e-form or document through the e-Registry?

Answer: You may refer to Companies Registry External Circular No. 7/2014 on “The New Companies Ordinance (Cap. 622) – Rectification of Information on the Companies Register” for the procedure on rectifying typographical or clerical errors contained in documents already registered with the Companies Registry. Typographical or clerical errors in a registered e-form or document can be rectified by submitting an amended version in PDF format to the Companies Registry through the e-Registry. You can login the e-Registry portal [[e-Submission Services > Online Submission](#)] and select “[Rectification of Registered Documents](#)” to submit the amended e-form or document.

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