

Hong Kong Company Administrative Restoration Procedures and Fees

The Administrative Restoration Procedures described below apply to restoration of companies struck off by the Registrar of Companies of the Hong Kong Companies Registry. If the company to be restored was voluntarily deregistered by its directors or members, the restoration then needs the approval from the high court of Hong Kong. Please refer to our quotation for restoration by court order "Hong Kong Company Court Order Restoration Procedures and Fees".

Our fees for handling the application for restoration of company previously struck off by the Hong Kong Companies Registry by Administrative Restoration Procedures is USD2,250. Our fee covers the preparation and filing of annual returns and renewal of business registration certificates for the period from date of strike off to date of restoration, and handling the formalities of restoration itself.

For handling the restoration of a struck off company, client will need to deliver to us the corporate and tax filing documents of the company, including its certificate of incorporation, articles of association, the latest annual return, the latest business registration certificate and latest profits tax return and notice of assessment.

Normally, it takes around 3 to 5 weeks to complete the restoration procedures and to bring the struck off company back to the Register by way of Administrative Restoration.

The fees quoted here are for general reference only. Kaizen will confirm the final amount of costs reviewing the corporate documents.

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1. Fees and Costs for Administrative Restoration

Our fee for handling the application for restoration of company previously struck off by the Hong Kong Companies Registry by way of Administrative Restoration Procedures is USD2,250. Our fees cover our professional services and payment of official filing fee to the Companies Registry.

Our fees include providing advices as to whether administrative restoration is available in the circumstances, the total costs involved, and whether any other course of action, such as just setting up a new company, is available.

In particular, our fees include the following services:

- (1) Answering client's questions regarding the restoration of a company;
- (2) Reviewing materials provided by client;
- (3) Carrying a company search with the Companies Registry, checking and confirming all outstanding issues, such as outstanding Annual Returns;
- (4) Checking with tax authority whether there is any outstanding tax return or business registration certificates and penalty;
- (5) Preparation of a schedule detailing all outstanding issues with relevant official filing fees and penalty to be settled in order to restore the company for client's reference;
- (6) Preparation of restoration documents, minutes of meetings of directors and members and annual returns;
- (7) Filing of documents for administrative restoration application;
- (8) Filing of annual returns and payment of filing fees;
- (9) Renewal of business registration certificates and payment of business registration fees and penalties;
- (10) Handling the change of company secretary, if applicable;
- (11) Handling the change of registered office address, if applicable.

Note:

- (1) Our fee quoted above does not cover the payment of annual return statutory filing fee and/or penalty of late filing of annual return(s) and business registration fee for the period from the date of strike off to the date of restoration.
- (2) Once after the company is official reinstated, it is required to have a company secretary and registered office. Our fees quoted above do not cover the company secretary and registered office services.
- (3) Our fee quoted above does not cover courier charge.

2. Other Related Services and Fees

No.	Services	Fee (USD)
1	Acting as Company Secretary, per annum (Note 1)	450
2	Registered Office address, per annum (Note 2)	350
3	Acting as Designated Representative, per annum (Note 3)	160

Note:

- (1) A Hong Kong company is required by the Companies Ordinance to appoint a local resident or resident company to act as its company secretary. Our fees include:
- Companies Registry (CR) Compliance Alert & Reminders;
 - Named Company Secretary registered with CR for 12 months;
 - Updating and maintenance of statutory records, including the register of member and directors, register of charges and share transfer register;
 - Preparation and filing of Annual Return

Kaizen's duties, as company secretary, are limited to those listed above only. General secretarial services, including transfer of shareholder, change of director, increase of share capital and preparation of minutes are to be charged separately.

- (2) A Hong Kong registered company is required to have a Hong Kong street address as its registered office. The address provided by Kaizen can be used for both the registration of your company and receiving mails from the Hong Kong Government and your business partners.

Two options for handling incoming letters:

- Kaizen will open, scan the mails received, and send the scanned copies to your designated email account once a month. The paper letters will be destroyed one month after the date the scanned mails are sent to you.
- Kaizen will forward mails received to the address designated by you once a month. Actual postage will be charged separately.

Kaizen will take option 1 by default if no instruction has been received from you during incorporation. If mails are to be scanned and forwarded immediately, a handling fee of USD10 per batch/time will be charged.

- (3) Kaizen or its associated company will act as the designated representative of your Hong Kong company. The responsibilities of the designated representative include updating and maintaining the Significant Controller Register and liaison and providing assistance relating to the company's SCR to a law enforcement officer.

3. Time of Billing and Payment Methods

Upon receipt of your confirmation of engagement, we will issue an invoice and email it together with the detailed wire instructions to you for your settlement. When you are initiating a transfer/wire, please mark our invoice or account number in the message section of the remittance receipt and email a copy of the same to us for our records. Because of the nature of services, we require full payment in advance. In addition, once service is commenced, no service fees will be refunded.

We currently only accept check, cash or TT and credit card payment through PayPal. If invoice is settled by PayPal, an extra 5% service fee will be charged.

4. Limitations of Administrative Restoration

The main restriction is that the company must have been struck off under either CO (Cap. 622) section 746, section 747 or section 291 of the predecessor ordinance (Cap. 32). These are the sections that allow Companies Registry to strike a company off if it appears not to be required, as shown by its failure to file its annual return and/or accounts and to respond to reminders to do so. The effect is that administrative restoration cannot be used if the company was voluntarily dissolved at the request of its members. The other main limitation is that the application must be received by Companies Registry within 20 years after the date of the dissolution of the company.

Also, only someone who was a director or member at the time the company was dissolved can apply. Any other interested party will have to apply for a court order.

5. Materials for Administrative Restoration Procedures

In order to carry out an Administrative Restoration, client will need to deliver to us the following materials:

- (1) Copy of Certificate of Incorporation, Articles of Association and the latest business registration certificate;
- (2) Copy of the latest annual return;
- (3) Copy of statutory registers (if any);
- (4) Copy of latest financial statements, if applicable;
- (5) Copy of latest notice of assessment or correspondence from the tax authority;
- (6) The identification and address proof of each member and director;
- (7) Ground for application for restoration.

The identification and residential address proof must be verified by Kaizen, or by a practicing accountant, lawyer or attesting officer.

6. Administrative Restoration Procedures and Time Frame

Normally, it takes around 3 to 5 weeks to complete the restoration procedures and to bring the struck off company back to the Register by way of Administrative Restoration.

Step	Description	Time (Day)
1	Client confirms engagement with Kaizen. Kaizen issues an invoice (for service fee) to client for settlement.	1
2	Client collects and deliver to Kaizen the materials listed in Section 5 and at the same time, settles client's invoice.	Client's schedule
3	Kaizen carries out a company search with CR and IRD, calculates and confirms with client the total outstanding official fees.	1
4	Client issues a second invoice (for outstanding official filing fee penalties) to client and clients arranges payment of these fees.	Client's schedule
5	Kaizen prepares restoration application documents and annual return and delivers them to client for signing.	1
6	Clients signs off the documents and delivers the duly signed documents to Kaizen by courier.	Client's schedule
7	Kaizen files the outstanding annual returns and arranges payment of outstanding statutory filing fees and penalties.	1
8	Kaizen arranges renewal of business registration certificates and payment of business registration fees and penalties.	1
9	Kaizen files application documents with the Companies Registry	1
10	Companies Registry reviews documents received and issues a letter confirming that the company is restored.	14-28
11	Kaizen forwards the notice to client. All procedures completed.	1
Total: 3 - 5 weeks		

7. Post Restoration Compliance

Once a company is being restored to the Register, it is treated as has never been struck off and can continue its business as usual. And it is also required to maintain proper accounting records and file different returns as imposed by the Companies Ordinance and Inland Revenue Ordinance. Kaizen is a public accounting corporation licence in Hong Kong and is equipped with expertise and experience to provide the services needed to maintain your Hong Kong company in good standing. You are welcome to contact our professional consultants for our services and fees.

If you wish to obtain more information or assistance, please visit our official website at www.kaizencpa.com or reach out to us through the following methods:

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