

Hong Kong Company Restoration by Court Order Procedures and Fees

The restoration procedures described in this quotation apply to restoration of a company deregistered voluntarily by its members or directors of a company. If the company to be restored (reinstated) was struck off by the Registrar of Companies because of the failure to file annual returns, please refer to our quotation for restoration by Administrative Procedure “Hong Kong Company Administrative Restoration Procedures and fees”.

Our fee for handling the formalities of restoration by court order is USD4,500. Our fee covers the part of service to be performed by lawyer, the fees to be paid to the Companies Registry and the court in relation to the reinstatement itself, but does not include annual return filing fee and business registration fee.

Once the company is being reinstated, it is required to appoint a company secretary and to maintain to registered office in Hong Kong. Our fees for these services are listed in Section 2 of the quotation.

The materials required for carrying out a court order restoration include mainly the incorporation documents of company, a copy of the latest annual return, business registration certificate, tax return or assessment and the identification documents of the members and directors immediately before the company was being struck off.

Normally, the application for court order for restoration of a deregistered Hong Kong company would take anywhere from 4 to 6 months, assuming that the court will not require extra evidence or court hearing.

The fee quoted here is for general reference only. Kaizen will provide a more accurate quotation after reviewing the company's filing records.

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1. Costs for Reinstatement by Court Order

Our fee for carrying out all of the preparation work (including obtaining relevant letters and collating documentation, drafting the application, affidavit and Order, filing the application and dealing with advertisement) are USD4,500. This fee, however, is subject to change depending on whether the Court would require additional evidence, a hearing or other steps/conditions to be complied with.

Our restoration services include advising client as to whether administrative restoration is available or if reinstatement by court order is the only option 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 restoration (by court order) fee included the following services:

- (1) Answering client's questions in respect of the application for restoration, both by administrative procedure or court order;
- (2) Review the filing history, both with the Companies Registry and Inland Revenue Department of the company;
- (3) Carrying out a search with the Companies Registry and ascertain the current status of the company;
- (4) Carrying a search with the Inland Revenue Department and ascertain of any outstanding tax issues needs to be dealt with;
- (5) Preparation of a list of outstanding issues and the amount of penalty resulted from the late filing or renewal of those returns;
- (6) Preparation of documents for the court order restoration itself and outstanding annual returns;
- (7) Arranging with the director to come to Hong Kong to sign the affidavit;
- (8) Filing application documents with the court (performed by our associated law firm);
- (9) Filing of outstanding annual return and payment of registration fee;
- (10) Renewal of business registration certificates and payment of registration fees and penalties.
- (11) Filing of change of company secretary (if applicable);
- (12) Filing of change of registered office and business address (if applicable).

Note:

- (1) Our fee stated above does not include annual return registration fee and business registration fee, if any. The annual returns supposed to be filed during the period from the date of strike off and restoration as late filing and therefore penalty will be imposed.
- (2) Upon restoration, the company will need to have a company secretary and registered office. Kaizen can provide these services and our fees are listed in Section 2.
- (3) Our fee does not cover courier charge, if any.

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:
 - (a) Companies Registry (CR) Compliance Alert & Reminders;
 - (b) Named Company Secretary registered with CR for 12 months;
 - (c) Updating and maintenance of statutory records, including the register of member and directors, register of charges and share transfer register;
 - (d) 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.

Kaizen will process mails by either one of the following means:

- (a) 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.
- (b) 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 client. 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. Payment Terms and Method

Upon receipt of your confirmation of engagement, we will issue and send an invoice together with the wiring instructions to you for your settlement. When you arrange the payment, please put our invoice number of account number in the message section and then send email a copy of the remittance receipt to us for our records. Because of the nature of service, we require full payment in advance. And once the service is commenced, no refund of service fee will be made.

We accept cash, HKD check, TT and credit card through Paypal. An extra handling fee of 5% will be charged if paid by Paypal.

4. Conditions for Reinstatement by Court Order

- (1) The court may order that the Registrar reinstate the registration of a company that was deregistered under section 291AA of the predecessor Ordinance if an application for reinstatement is made to the court within 20 years of the deregistration and the court is satisfied that it is just that the registration of the company be reinstated.
- (2) In order to be reinstated, the company or the applicant is required to file all outstanding Annual Returns and pay relevant statutory filing fees from the day when the company was struck off to the time of application for reinstatement, as if the company has never been struck off.
- (3) In addition, the company or the applicant is required to renew the business registration certificate from the day when the company was deregistered to the time of application for reinstatement, as if the company has never been deregistered.

5. Materials for Administrative Restoration Procedures

In order to carry out a Court Order Restoration, client will need to deliver to us:

- (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
- (8) An affidavit sworn by an authorised representative of the applicant. This document must be signed before the lawyer.

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

6. Procedures and Timeframe for Reinstatement by Court Order

Normally, the application for court order for restoration of a deregistered Hong Kong company would take anywhere from 4 to 6 months. If the Court does not grant the Order on the application and requires further evidence, service on the Registrar or a hearing before a judge, the timeframe will be extended depending on what is required.

Step	Description	Day
1	Client confirms with Kaizen of the engagement; Kaizen issues and send its invoice to client.	1
2	Client delivers the materials listed in Section 5 and settles Kaizen's invoice at the same time.	Client Schedule
3	Kaizen performs company search, list all outstanding issues, calculates outstanding penalties and advices client of the same.	5
4	Kaizen issues an invoice for the penalties for client's settlement.	1
5	Kaizen prepares court order restoration application documents and deliver them to client for signing.	3
6	Kaizen arranges with client for the director of the company comes to Hong Kong to sign some of the documents in front of the lawyer. Where the director's physical presence is not possible, a power of attorney authorising a Hong Kong resident to sign the restoration documents may be needed.	Client Schedule
7	Client signs off the documents and return them to Kaizen by courier.	Client Schedule
8	An application for restoration is made to the court. The application must be supported by an affidavit sworn by an authorised representative of the applicant.	2
9	Upon receipt of the written application, the Court will send a request to the Companies Registry to confirm if the Registrar would object to the reinstatement application.	7-14
10	The Registrar of CR sends a letter to the lawyer directing to pay the costs for giving their consent to Originating summons.	7-14
11	Kaizen files the outstanding annual return and payment of penalties.	2
12	If the Court is satisfied with the application and the evidence as filed, the Order will be made confirming the restoration.	28
13	Once the Order is made, it is advertised in the Hong Kong Government Gazette. It normally takes three weeks to publish the same in the Gazette	21
14	The Companies Registry reinstates the company upon receipt of the order from the court.	5
15	Kaizen arranges to renewal the business registration certificates and payment of business registration fee.	2
16	Kaizen forwards notice of restoration to client. All procedures completed.	1
Total: 4 to 6 months		

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. In the case where the purpose of the reinstatement is to retrieve assets not being disposed before the strike off of the company, the company can apply to have it deregistered immediately after the assets are being retrieved.

Kaizen is a public accounting corporation licence in Hong Kong and is equipped with expertise and experience to provide the services needed to maintain a Hong Kong company in good standing. Please feel free to contact our professional accountants for more detailed of our services.

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

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