

Hong Kong PLC Incorporation Procedures and Fees

Unless otherwise indicated, the public company stated in this fees schedule refers to a public company limited by shares formed and incorporated in accordance with the Hong Kong Companies Ordinance. This fees schedule applies to companies to be registered during the period from 1 January 2021 to 31 March 2022.

Our fee for handling the registration of a public company limited by shares in Hong Kong are USD850. The fee quoted includes our professional registration service and the payment of official filing fee and first year business registration fee to the Hong Kong Government.

For the registration a public company in Hong Kong, client will need to provide us with the identification proof, such as Hong Kong identity card or passport or Certificate of Incorporation, and address proof, such as utility bill or address of registered office, of each person who will be the shareholder and director.

The registration of a public company in Hong Kong normally takes around 8 working days.

In addition to the registration service, Kaizen can also provide registered office, company secretary and designated representative services. Kaizen can also assist client to open a corporate account in Hong Kong. Our fees for these services are stated in Section 2 of the fees schedule.

If the business to be carried out in Hong Kong is regulated business and requires extra licence or permit, we can help apply for such licence or permit and our fees will be quoted upon request.

The fees stated in the quotation are for general reference only and is subject to change from time to time.

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1. Hong Kong Public Company Registration Fees and Services

Our fee for handling the registration of a public company limited by shares with the standard Articles of Association in Hong Kong is USD850. In particular, our fees cover the following services:

- (1) Answering your questions regarding the registration of public company in Hong Kong and providing suggestions, if appropriate;
- (2) Review of materials provided by client;
- (3) Perform Client Due Diligence, including verification of the identification documents of members and directors;
- (4) Name availability check;
- (5) Preparation of Articles of Association (unless otherwise specified by client, standard Articles of Association will be used) and other incorporation documents;
- (6) Submit the incorporation documents to the Companies Registry;
- (7) Preparation of compliance corporate kit, including corporate stamps, share certificates, registers and minutes book;
- (8) Minutes of first board meeting/Written resolution;
- (9) Payment of official registration fee.

Note:

- (a) The fees stated are exclusive of delivery charge, if any.
- (b) The fee quoted above already accounted for the waive of business registration of HKD2,000 during the period from 1 April 2020 to 31 March 2022 (only levy of HKD250 is to be paid).
- (c) The fee quoted above includes the business registration fee for a one-year validity period of business registration certificate. Client can choose to have the business registration certificate with a validity period of 3 years with the payment of the difference fee between the two certificates.
- (d) Kaizen can draft the Articles of Association to meet the specific needs of client at additional costs.

2. Optional Services

No.	Services	Fee (USD)
1	Acting as Company Secretary, per annum (Note 1)	600
2	Registered Office address, per annum (Note 2)	450
3	Acting as Designated Representative, per annum (Note 3)	260
4	CPA certification of incorporation documents	150
5	Bank account introductory services (Note 4)	800
6	Certificate of Continuing Registration	100
7	Notarisation or legalisation of corporate documents (Note 5)	TBA

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 fee 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.

Two options for handling incoming letters:

- (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 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.
- (4) Kaizen will help client to open a corporate bank account with a bank in Hong Kong for client's Hong Kong company. Our services include preparation of certified incorporation documents as required by the bank, reviewing of bank account application documents prepared by client and liaison with the bank in respect of the bank account application. Please note the bank requires at least a director to visit their Hong Kong branch personally for the purpose of due diligence. It should also be emphasised that our role is limited to providing assistance and it is the sole discretion of the bank to decide whether to open the bank account or not. We do not assume any liability should the bank decides not to open the bank account for you.

- (5) Kaizen can arrange to have the registration documents notarisation by Notary Public and legalisation by the consulate general and designed attesting officers in Hong Kong. Our fees for these services will be quoted upon request.

3. Payment Terms and 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. Basic Requirements of a Public Company in Hong Kong

- At least one member, two directors, one company secretary;
- Member can be natural person or corporation and no restrictions on nationality;
- Directors must be natural person and no restrictions on nationality;
- Company secretary can be a Hong Kong resident or company; director can act as company secretary;
- A designated representative who must be a Hong Kong resident;
- Minimum issued capital of HKD1. Unless otherwise instructed, Kaizen will register your Hong Kong public company with an issued capital of HKD10,000.

5. Materials Required for Company Incorporation

- (1) One photocopy of passport (or identity card for Hong Kong resident) and residential addresses proof (such as utility bill or telephone bill) in respect of each shareholder; if shareholder is another corporation, please provide Certificate of Incorporation and registered office, and the passport and address proof in respect of each person holding more than 10% of the shares in that company;
- (2) One photocopy of passport (or identity card for Hong Kong resident) and residential addresses proof (such as utility bill or telephone bill) in respect of each director;
- (3) The identity and residential address proof of the person to be appointed as the company secretary and designated representative of the new company, if Kaizen is not being engaged to provide these services;
- (4) A duly completed incorporation order form (including “Know Your Client” due diligence form) (to be provided by Kaizen).

The identity documents of the shareholder and director of the company provided by you. The identity and residential address proof documents of the shareholders and directors need to be certified by Kaizen or a CPA or lawyer or attesting officer.

6. Hong Kong Public Company Registration Procedures and Timeline

The whole process for the registration of a public company (limited by shares) in Hong Kong can take up to 8 working days. The number of days is counted from the date Kaizen receives the duly signed the incorporation documents.

Step	Description	Time
1	Client confirms engagement with Kaizen and provide the documents and information listed in Section 5 to Kaizen by email or fax or post.	Client's schedule
2	Client arranges to have the identification documents of the shareholder(s) and director(s) certified by Kaizen or other attesting officers.	Client's schedule
3	Kaizen performs a name availability search in the Register of Companies maintained by the Hong Kong Companies Registry and confirm with clients whether the proposed company name(s) is/are available for registration or not	Day 1
4	After confirmation of the availability of the proposed name, Kaizen then prepares incorporation documents and then arranges to have the documents signed by the directors and shareholders and the witness	Day 1
5	Kaizen delivers the incorporation documents to client by email or post (whichever way as preferred by client)	Day 1
6	Client signs the incorporation documents and return the duly signed documents to Kaizen.	Day 2
7	Kaizen then files duly signed incorporation documents with the Companies Registrar for registration	Day 2
8	The Companies Registry issues the Certificate of Incorporation (CoI) and the Business Registration Office issues the business registration certificate. Please note that in the case where the shareholder of the new company is a company registered outside Hong Kong, it will take 4 to 5 working days for the CR to issue the CoI.	Day 6
9	Kaizen now proceeds to place an order for manufacturing of company stamps and printing of Articles of Association (the whole set of documents together is known as company kit)	Day 6
10	Kaizen arranges to deliver to you the Company Kit. The whole registration process is then completed	Day 7

Note: The Companies Registry normally takes 4 to 5 working days to issue the Certificate of Incorporation of a public company.

7. Registration Documents Returned

After the company is officially registered, Kaizen will return the following documents and materials to you for retention:

- (1) Original copy of Certificate of Incorporation;
- (2) Original copy of Business Registration Certificate;
- (3) 10 printed copy of Articles of Association;
- (4) 10 copies of blank share certificate;
- (5) One statutory book (members register, directors register and share register);
- (6) Two company stamps;
- (7) A Significant Controller Register;
- (8) A copy of documents filed with Companies Registry and one duly completed share certificate for each of the shareholders.

8. Annual Maintenance

A public company is required to comply with various compliance requirements imposed by mainly the Companies Ordinance and Inland Revenue Ordinance, such as holding annual general meeting, updating books of accounts, auditing of financial statements and filing of tax returns. The fees listed in table below represent the minimum maintenance costs, assuming you engaged kaizen to provides these services, that the owner of a Hong Kong company should budget for and are provided as a reference only and the actual costs could be higher.

Item	Description	Amount (USD)
Annual Compliance Requirements with Fixed Fees		
1	Annual Return Filing Fee	18
2	Business Registration Certificate renewal fee	33
3	Provision of Company Secretary	600
4	Provision of Registered Office	450
5	Provision of Designated Representative	260
6	Annual General Meeting	260
	Subtotal:	1,621
Annual Compliance Requirements with Variable Fees		
7	Updating books of accounts (assuming a monthly fee of USD100 is to be charged)	1,200 up
8	Financial statements statutory audit (assuming trading company with a turnover of less than USD1 million) (Note 1)	2,000 up
9	Preparation of Business Review Report	1,200 up
10	Tax computation and filing of profits tax return	400 up
11	Filing of Employer's Return (per employee)	85 up

Note:

1. A public company is required to prepare its annual financial statements that complies with Hong Kong Financial Reporting Standards which includes all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKAS), and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA). In addition, where a public company is a holding company, it is also required to prepare consolidated financial statements.
2. Public companies and the larger (i.e., companies that do not qualify for simplified reporting) private companies and guarantee companies are required to prepare a more comprehensive directors' report which includes an analytical and forward-looking "business review". The business review will provide useful information such as information relating to the company's environmental policies and performance and an account of the company's relationship with its employees that have a significant impact on the company.

For a more detailed description of the compliance requirements and the related costs, please refer to our "[Hong Kong Public Company Compliance and Maintenance Guide](#)".

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

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