



Complaint Form for Breaches of the Companies Ordinance (Cap. 32)



Read this first

You can use this form to complain to us about a company or an individual who is connected with the company if you believe that there has been a breach of the Companies Ordinance (Cap. 32).

Please note that, if you wish to complain about services provided to you by the Companies Registry or its staff, you should refer to our information pamphlet entitled "Dissatisfied? What to do?"

You can return the completed form in person or by mail to our office on the 14th Floor of the Queensway Government Offices or by fax to (852) 2869 6817.

Investigations of complaints by the Companies Registry

The Companies Registry will investigate complaints which primarily involve a requirement by the company to disclose statutory information to the Registrar of Companies, where failure to do so would result in a compromise of the integrity of information recorded in the public register.

Starting an investigation is a serious decision with legal implications so the department will investigate a complaint only if it is confident that legal action may be commenced in the form of summary criminal proceedings in the Magistrates' Court. The Companies Registry will *not* investigate any complaint where the subject of the complaint concerns an internal management dispute between the directors/shareholders of the company *or* it is claimed that members' personal rights have been infringed. In many cases, we can suggest other ways of solving the problems you tell us about. Even if we cannot fully investigate your complaint, the Companies Registry may be able to advise you which particular government department or enforcement agency is able to help, such as :-

Public listed companies

- The Securities and Futures Commission
- The Stock Exchange of Hong Kong Limited

Banks & Financial Institutions

- The Hong Kong Monetary Authority

Compulsory winding-up of companies

- The Official Receiver and the Liquidator
- Hong Kong Police Force [in respect of allegations of dishonesty, fraud, misappropriation and forgery] or the Commercial Crime Bureau of the Hong Kong Police Force

Auditors

- The Hong Kong Institute of Certified Public Accountants

Employees

- Labour Tribunal

Money lenders & Debt Collectors

- Hong Kong Police Force [in respect of complaints involving inappropriate debt collection practices]

What will happen to your complaint?

We will record your complaint and look carefully at what you have told us. We aim to understand the facts and see if the law has been broken. The Companies Registry can act only if the law has been breached.

We weigh every complaint we receive against three basic questions:-

- What legal action can we take?
- Is the evidence likely to be sufficient?
- Which complaint is the most urgent and serious?

To make the best use of public money, we must select our cases carefully. **Where we take criminal action on your complaint, you may need to give evidence in court and we will discuss this with you.**

Performance Pledge

After the lodgment of your complaint, we will acknowledge receipt within 7 working days. Once a decision has been made to investigate your complaint, you will be invited to attend the Companies Registry to give a voluntary witness statement and provide us with any relevant documentary evidence required to support your claim.

The following is a list of the most frequent types of complaints regarding alleged offences under the Companies Ordinance which the Companies Registry will investigate:-

A complaint regarding the use of a similar company name by another company	: Section 22(2)(a)
Failure to notify a change in registered office	: Section 92
Failure to make available the register of members for inspection	: Section 98
Failure to make an annual return in the specified form	: Section 107
Failure to lodge or late filing of an annual return	: Section 109
Failure to hold an Annual General Meeting	: Section 111
Right to receive copies of balance sheets and directors' and auditor's report	: Section 129G
Failure to notify change of directors	: Section 158
Allegation of a false statement contained in deregistration application of a defunct private company filed in the Registry	: Section 291AA(14)
Allegation of a false statement in any document required to be filed in the Registry	: Section 349

The above is a non-exhaustive list: other types of complaints may be investigated by the Companies Registry provided they fulfill the criteria set out above.

