

Company Re-domiciliation Regime



Financial Services and the Treasury Bureau

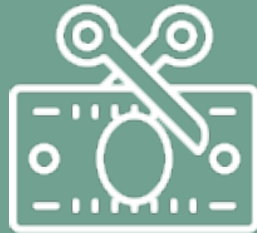
Outline

- ① Overview of Policy Framework
- ② Application Procedures
- ③ Tax Matters
- ④ Q&A

① Overview of Policy Framework

Market Needs

*Push factors
in offshore jurisdictions*



Unfavourable tax
regimes

BEPS 2.0 reducing jurisdictions latitude to enhance tax competitiveness by introducing tax exemption or extremely low preferential tax rate



Increasing compliance
burden

Latest regulatory developments such as the imposition of economic substance requirement in no-tax or only nominal-tax jurisdictions increases costs for maintaining offshore operations



Global political and
economic
uncertainties

Unpredictability in the global business environment renders offshore operations less preferable

Market Needs

*Pull factors
In Hong Kong*



Rule of law tradition

Emphasis on fairness, consistency, and independent judiciary, fosters a stable and predictable environment for running business



Strategic location

Well-established commercial and trading networks with Mainland China and other Asia-Pacific economies are favourable for regional operations

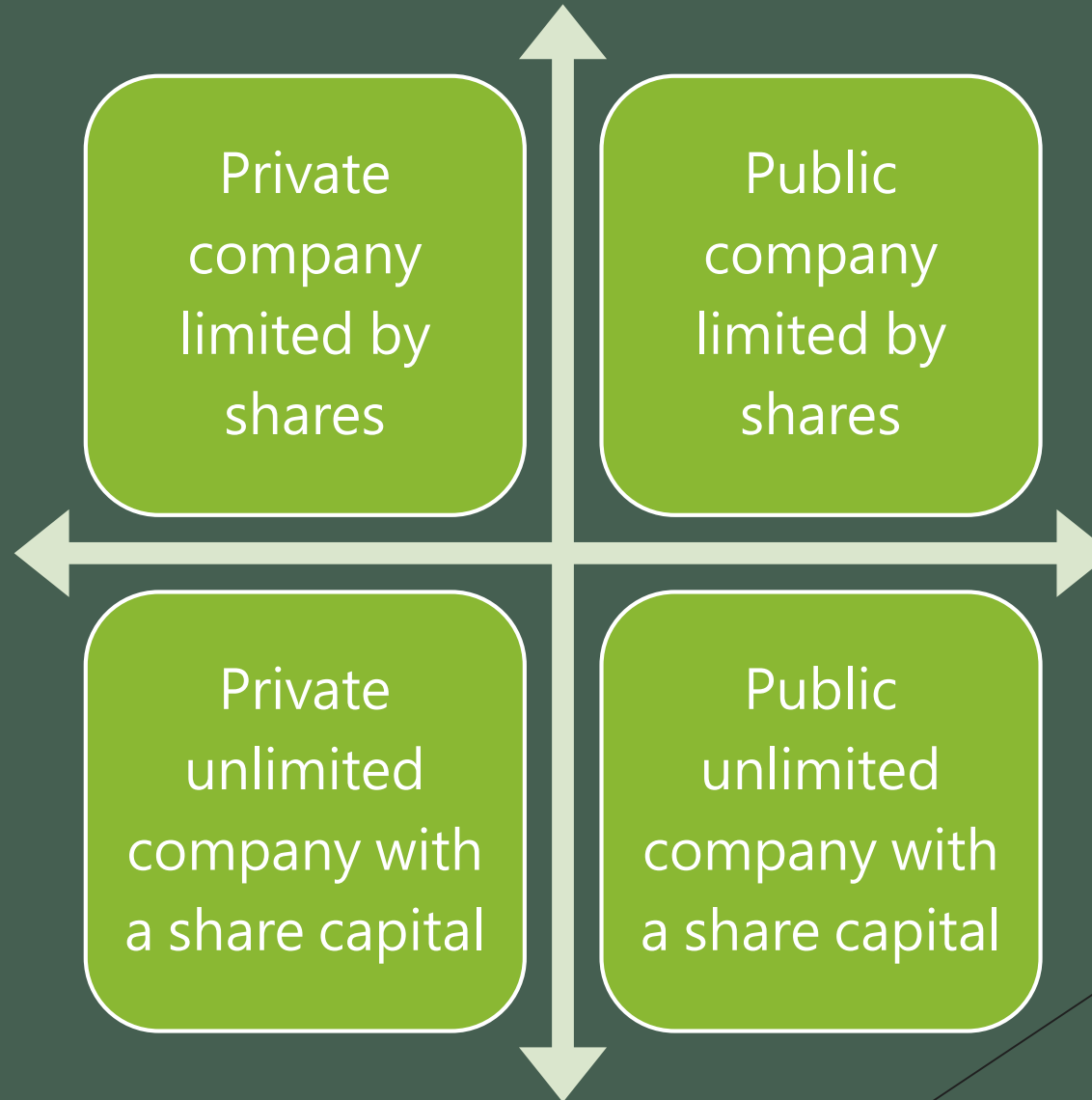


High quality professional services

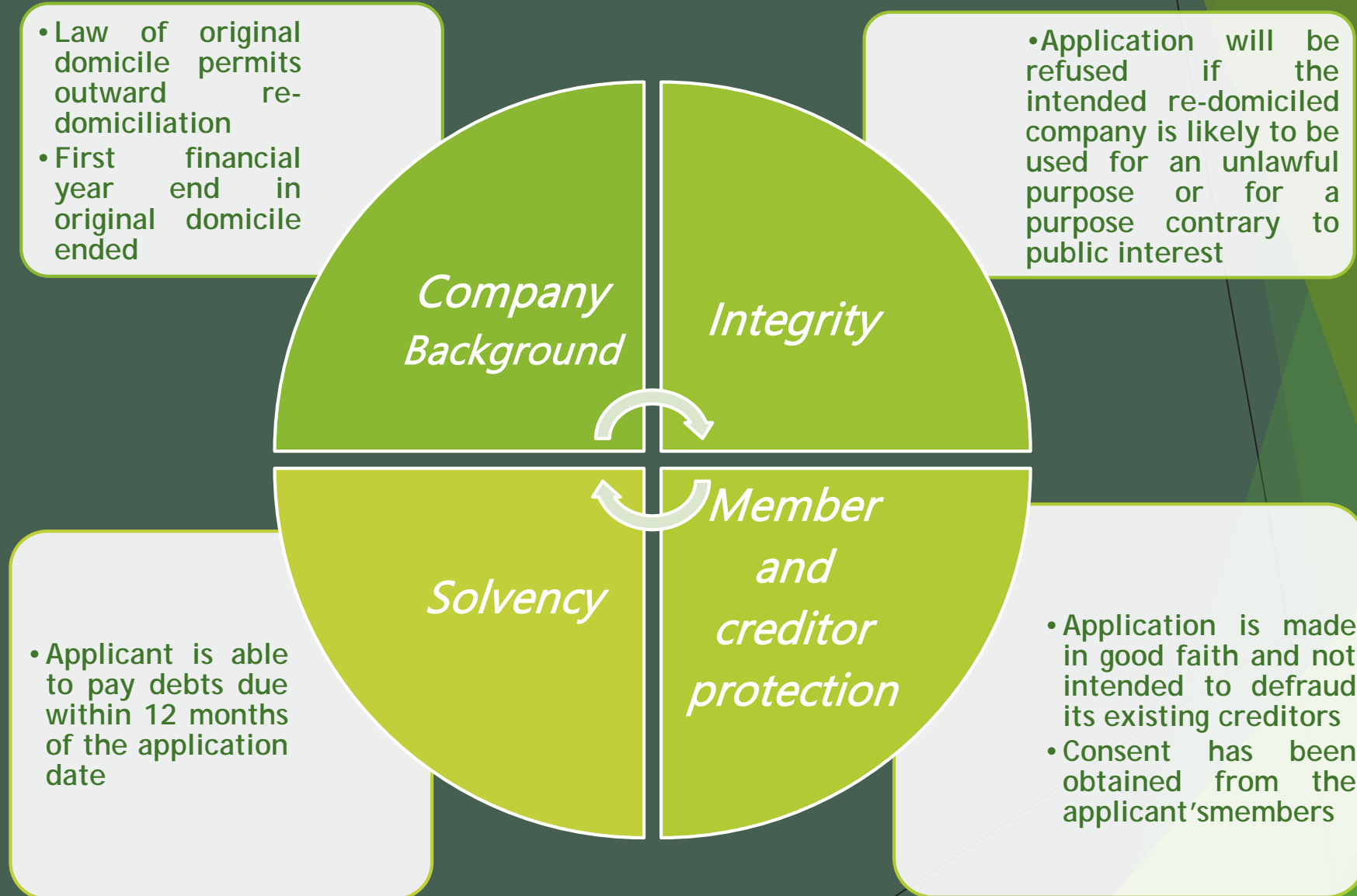
Well-developed ecosystem of legal, accounting and secretarial services provides comprehensive support for company governance

Eligibility Criteria (1)

Company types



Eligibility Criteria (2)



② Application Procedures

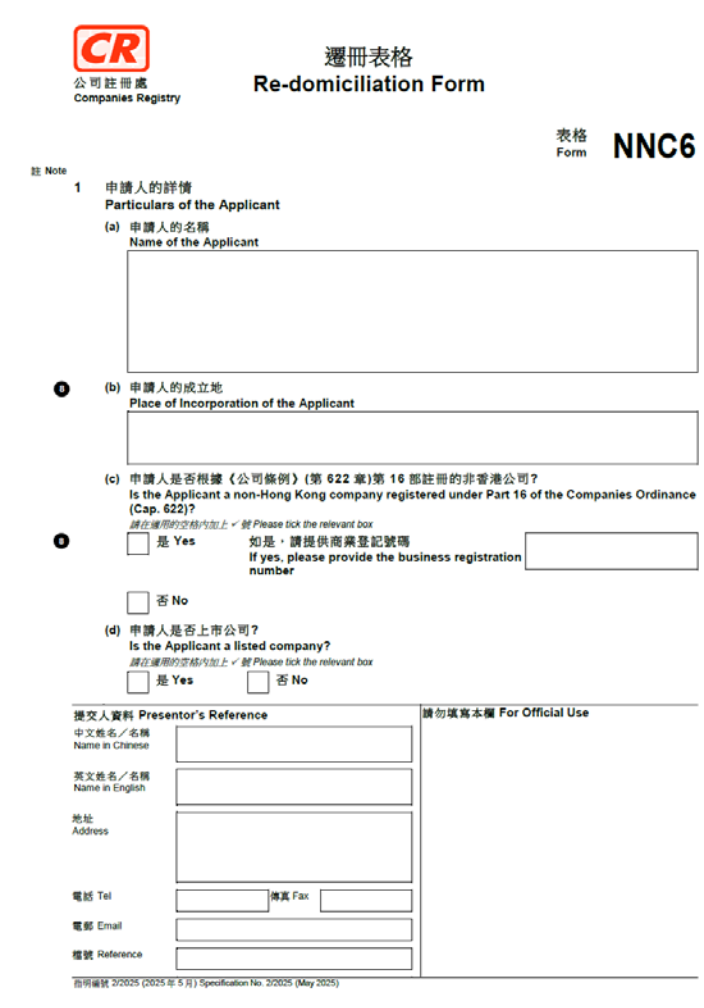
Application procedures (1)

- ▶ The Registrar of Companies (“R of C”) will administer and approve re-domiciliation applications

Documents to be delivered on application

(A) Form NNC6 – Re-domiciliation Form

- The Re-domiciliation Form contains information of (i) the applicant, (ii) the intended re-domiciled company, and (iii) the directors and company secretary of the re-domiciled company, statements of the applicant and statement of compliance
- The Re-domiciliation Form must be signed by one of the directors of the applicant



The image shows the front page of Form NNC6, the Re-domiciliation Form, issued by the Companies Registry. The form is titled "遷冊表格 Re-domiciliation Form" and is identified by the code "Form NNC6". It includes a "Note" section with questions (a) through (d) regarding the applicant's details, place of incorporation, and whether it is a non-Hong Kong company or a listed company. The form also contains a section for the "Presenter's Reference" with fields for name, address, telephone, email, and reference number. A section for "Official Use" is also present.

CR
公司註冊處
Companies Registry

遷冊表格
Re-domiciliation Form

表格
Form
NNC6

註 Note

1 申請人的詳情
Particulars of the Applicant

(a) 申請人的名稱
Name of the Applicant

(b) 申請人的成立地
Place of Incorporation of the Applicant

(c) 申請人是否根據《公司條例》(第 622 章)第 16 部註冊的非香港公司?
Is the Applicant a non-Hong Kong company registered under Part 16 of the Companies Ordinance (Cap. 622)?

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 是 Yes 如是，請提供商業登記號碼
If yes, please provide the business registration number

☐ 否 No

(d) 申請人是否上市公司?
Is the Applicant a listed company?

請在適用的空格內加上 ✓ 號 Please tick the relevant box

☐ 是 Yes ☐ 否 No

提交人資料 Presenter's Reference

中文姓名 / 名稱
Name in Chinese

英文姓名 / 名稱
Name in English

地址
Address

電話 Tel

傳真 Fax

電郵 Email

權號 Reference

請勿填寫本欄 For Official Use

簡明編號 202025 (2025 年 5 月) Specification No. 202025 (May 2025)

Application procedures (1)

(B) A copy of the proposed articles of association of the intended re-domiciled company

(C) Other documents to accompany the Re-domiciliation Form

- A certified copy of certificate of incorporation
- A certified copy of constitutional documents
- Accounts
- A legal opinion
- A directors' certificate

Application procedures (2)

(D) Notice to Business Registration Office (IRBR5)

- “One-stop approach” will be provided for application for re-domiciliation of companies and business registration
- Where an applicant is a registered non-Hong Kong company under Part 16 of the Companies Ordinance (Cap. 622) (the “CO”) holding a valid BR Certificate, the applicant must provide its BRN in the Re-domiciliation Form. There is no need to apply for a new BR Certificate and no new Business Registration Certificate will be issued



致商業登記署通知書 Notice to Business Registration Office ⁽¹⁾

以下收集的資料只用作商業登記用途。這等資料會傳送給稅務局局長處理。在商業登記申請獲批准後，這等資料會存放在商業登記冊上，供公眾查閱，但不會存放在公司註冊處的登記冊上。

The following information is only collected for the purpose of Business Registration. The information will be transmitted to the Commissioner of Inland Revenue for processing. After the business registration application has been approved, the information will be kept under the Business Register, but not in the Companies Registry's register, for public search.

本公司已根據《商業登記條例》(第 310 章)登記。
The company has already been registered under the Business Registration Ordinance (Cap. 310).

⁽²⁾ ☐ 是 Yes 商業登記號碼
Business registration number

☐ 否 No 請填妥以下部份 (須在向公司註冊處提交文件時繳付訂明的商業登記費及徵費)。

Please complete the part below (the prescribed business registration fee and levy must be paid on delivery of the documents to the Companies Registry).

如在此後任何時間有任何適用商業登記證(在《商業登記條例》(第 310 章)第 6 條中界定)就本公司發出，本人欲選擇該等商業登記證內所註明的屆滿日期均為自其內所註明的生效日期起計的 3 年屆滿之日。

I elect that the expiry date to be endorsed on all applicable business registration certificates (as defined in section 6 of the Business Registration Ordinance (Cap. 310)) to be issued at any time hereafter in respect of this company shall be the date of the expiration of 3 years from the date of commencement endorsed thereon.

⁽²⁾ ☐ 是 Yes

☐ 否 No

⁽¹⁾ 根據《商業登記條例》(第 310 章)第 5BB(1) 及 5D(2) 條的規定，提出遷冊申請的人須把本通知書連同相關的申請表格 (表格 NNC6) 一併提交公司註冊處。

According to sections 5BB(1) and 5D(2) of the Business Registration Ordinance (Cap. 310), a person making a re-domiciliation application must submit this notice together with the related application form (Form NNC6) to the Companies Registry.

⁽²⁾ 請在適用的空格內加上 ✓ 號。
Please tick the relevant box.

Application procedures (3)

(E) Application Fees

Delivered in electronic form	Delivered in hard copy form
<p>(i) HK\$6,050 (including the lodgment fee of HK\$1,030 which is non-refundable if the application is unsuccessful); and</p>	<p>(i) HK\$6,725 (including the lodgment fee of HK\$1,145 which is non-refundable if the application is unsuccessful); and</p>
<p>(ii) Prescribed business registration fee and levy (Only applicable to those non-Hong Kong corporations which have not yet registered their businesses under the Business Registration Ordinance, Cap. 310)</p>	<p>(ii) Prescribed business registration fee and levy (Only applicable to those non-Hong Kong corporations which have not yet registered their businesses under the Business Registration Ordinance, Cap. 310)</p>

Application procedures (4)

- If R of C is satisfied that the requirements for registration are met –
 - The Re-domiciliation Form (Form NN6) and the copy of the proposed articles will be registered
 - A **certificate of re-domiciliation** will be issued
- Time required for processing re-domiciliation applications
 - If all documents and particulars required for the re-domiciliation application are in order, it is generally estimated that the applicant may be registered as a re-domiciled company in **2 weeks' time**

Application procedures (5)

- As soon as practicable after the re-domiciliation date, the re-domiciled company must take all reasonable steps to procure its deregistration in its place of incorporation
- The re-domiciled company must submit to R of C a document evidencing its deregistration to the satisfaction of R of C within 120 days after the re-domiciliation date
 - Application may be made to R of C to have the 120-day period extended, subject to any condition that R of C considers appropriate

Application procedures (5)

- If a re-domiciled company failed to fulfil the deregistration requirement, its registration as a re-domiciled company **will be revoked**
- Once the re-domiciliation registration is revoked, the company will revert to become a non-Hong Kong company
 - If the company has established a place of business in Hong Kong, the company must apply for registration under Part 16 of the CO as a registered non-Hong Kong company within 1 month after the revocation order is made

Effect of re-domiciliation (1)

- **Regarded as Hong Kong-incorporated companies**
 - Applicant becomes a re-domiciled company on the date of issue of the certificate of re-domiciliation
 - Once re-domiciled, a re-domiciled company will generally be regarded as a company incorporated in Hong Kong
 - A re-domiciled company is required to comply with all the relevant filing requirements under the CO in the same manner as a company formed and registered under the CO unless otherwise specified

Effect of re-domiciliation (1)

Specific filing obligations imposed on a re-domiciled company

(A) Consent to be a Director (Re-domiciled Company) *(new Form NNC3RD)*

(B) Return of Particulars of Members of Re-domiciled Company as at Re-domiciliation Date *(new Form NSC21)*

(C) Statement of Particulars of Charge (For Re-domiciled Company - Charges before Re-domiciliation Date) *(new Form NM10)*

Effect of re-domiciliation (2)

Part 16 Registration Ceases

- If a re-domiciled company was previously registered as a registered non-Hong Kong company under Part 16 of the CO immediately before the re-domiciliation date, its registration under Part 16 of the CO **ceases to have effect on the date of issuance of the certificate of re-domiciliation**
- If immediately before the re-domiciliation, the company is required, but has yet, to comply with any requirement under the CO, the company is required to comply with the requirement as if the re-domiciliation had not taken place and it were still a registered non-Hong Kong company
 - Examples

☐ charges created which have yet to be registered under sections 336 and 339

☐ annual return which has yet to be delivered for registration under section 788

☐ a return reporting a change in the constitutional document/ directors or company secretary or authorized representative (or the particulars of such persons) etc which has yet to be delivered for registration under section 791

③ Tax Matters

Inland Revenue Ordinance (Cap. 112) ("IRO") (1)

(1) Tax residency

- A re-domiciled company is regarded as a company incorporated in Hong Kong under the IRO.
- In general, it is regarded as a resident of Hong Kong under the relevant Comprehensive Avoidance of Double Taxation Agreement or Arrangement from the re-domiciliation date.
- A certificate of resident status will be issued to a re-domiciled company indicating that it is a Hong Kong tax resident effective from the re-domiciliation date if it makes application to the IRD with documents proving its deregistration from the place of incorporation.

Major amendments to IRO (2)

(2) Transitional tax treatment

- Cover -
 - deduction of trading stock and specified types of expenditures such as expenditures on registration of intellectual property rights and research and development; and
 - depreciation allowance for machinery or plant.
- Apply to a re-domiciled company if it -
 - did not carry on any business in Hong Kong before the re-domiciliation date;
 - has not claimed tax deduction or relief in respect of the expenditure in and outside Hong Kong; and
 - uses the relevant asset or right for a business in Hong Kong on or after the re-domiciliation date.

Major amendments to IRO (3)

(3) Relief for double taxation

- Provide unilateral tax credits to a re-domiciled company if it has paid tax in respect of its unrealized profit in its place of incorporation because of company re-domiciliation, and the same profit is also subject to Hong Kong profits tax after the company re-domiciled to Hong Kong.

Stamp Duty Ordinance(Cap. 117)

- **No stamp duty liability will arise from the process of company re-domiciliation** as it will not entail any transfer of the company's assets or change in the beneficial ownership of any of those assets.
- A re-domiciled company is required to keep a register of members in Hong Kong under the CO. Same as a Hong Kong incorporated company, **any transfer of shares of a re-domiciled company on or after the re-domiciliation date will be subject to stamp duty.**

④ Q&A

CR thematic webpage:

<https://www.cr.gov.hk/en/legislation/co2025/redomiciliation/overview.htm>

IRD's thematic webpage:

https://www.ird.gov.hk/eng/tax/bus_redomiciliation.htm