

**L.N. 86 of 2007****COMPANIES ORDINANCE (AMENDMENT OF EIGHTH SCHEDULE) ORDER 2007**

(Made by the Secretary for Financial Services and the Treasury under section 360(3A) of the Companies Ordinance (Cap. 32))

**1. Commencement**

This Order shall come into operation on a day to be appointed by the Registrar of Companies by notice published in the Gazette.

**2. Table of Fees to be paid to the Registrar of Companies**

The Eighth Schedule to the Companies Ordinance (Cap. 32), as amended by section 50(2) of Schedule 2 to the Companies (Amendment) Ordinance 2004 (30 of 2004), is amended—

(a) in Part III, by repealing paragraphs (b) and (c) and substituting—

“(b) Annual registration fee (to be paid on delivery of return under section 334)—

(i) if delivered within 42 days after the anniversary of registration .....	\$ 180
(ii) if delivered more than 42 days after but within 3 months after the anniversary of registration .....	\$1,200
(iii) if delivered more than 3 months after but within 6 months after the anniversary of registration .....	\$2,400
(iv) if delivered more than 6 months after but within 9 months after the anniversary of registration .....	\$3,600
(v) if delivered more than 9 months after the anniversary of registration .....	\$4,800”;

(b) in Part V—

(i) in paragraph (a)(i), by repealing “an oversea company” and substituting “a non-Hong Kong company”;

- (ii) in paragraph (a)(ii), by repealing “an overseas company” and substituting “a non-Hong Kong company”;
- (iii) in paragraph (a)(iii), by repealing “overseas companies” and substituting “non-Hong Kong companies”;
- (iv) in paragraph (c)(i)(A)(III), by repealing “and articles, or any other instrument, constituting or defining the constitution of an overseas company” and substituting “(including articles, if any), or any other instrument constituting or defining the constitution of a non-Hong Kong company”;
- (v) in paragraph (c)(i)(A)(VIII), by repealing “an overseas company delivered under section 333(1)(f)” and substituting “a non-Hong Kong company delivered under section 333(1)(f) of the pre-amended Ordinance, or section 333(3)(c) or (d)”;
- (vi) in paragraph (c)(i)(A)(IX), by repealing “of an overseas company delivered under section 336(1)(a) and (b)” and substituting “of a non-Hong Kong company delivered under section 336(1)(a) and (b) or (4) of the pre-amended Ordinance”;
- (vii) in paragraph (c)(i)(A), by adding—
- |                    |      |      |              |
|--------------------|------|------|--------------|
| “(X) accounts of a | \$23 | \$21 | Not          |
| non-Hong Kong      |      |      | applicable”; |
| company delivered  |      |      |              |
| under section      |      |      |              |
| 336(1) or (2)      |      |      |              |
- (viii) in paragraph (c)(i)(B)(II), by repealing “or each return delivered under section 336(1), in respect of an overseas company” and substituting “of the pre-amended Ordinance or the specified form delivered under section 333(1), in respect of a non-Hong Kong company”;
- (ix) in paragraph (c)(i)(B), by adding—
- |                              |      |      |              |
|------------------------------|------|------|--------------|
| “(III) each return delivered | \$18 | \$16 | Not          |
| under section 336(1)         |      |      | applicable”; |
| of the pre-amended           |      |      |              |
| Ordinance, or section        |      |      |              |
| 334, in respect of a         |      |      |              |
| non-Hong Kong                |      |      |              |
| company                      |      |      |              |

- (x) in paragraph (c)(i)(C)(I), by repealing “in respect of a company or a company (whether a company within the meaning of this Ordinance or not) incorporated outside Hong Kong which has a place of business in Hong Kong”;
- (xi) in paragraph (c)(ii)(A)(III), by repealing “and articles, or any other instrument, constituting or defining the constitution of an oversea company” and substituting “(including articles, if any), or any other instrument constituting or defining the constitution of a non-Hong Kong company”;
- (xii) in paragraph (c)(ii)(A)(VIII), by repealing “an oversea company delivered under section 333(1)(f)” and substituting “a non-Hong Kong company delivered under section 333(1)(f) of the pre-amended Ordinance, or section 333(3)(c) or (d)”;
- (xiii) in paragraph (c)(ii)(A)(IX), by repealing “of an oversea company delivered under section 336(1)(a) and (b)” and substituting “of a non-Hong Kong company delivered under section 336(1)(a) and (b) or (4) of the pre-amended Ordinance”;
- (xiv) in paragraph (c)(ii)(A), by adding—
 

“(X) accounts of a	Not	Not	\$35”;
non-Hong Kong	applicable	applicable	
company delivered			
under section			
336(1) or (2)			
- (xv) in paragraph (c)(ii)(B)(II), by repealing “or each return delivered under section 336(1), in respect of an oversea company” and substituting “of the pre-amended Ordinance or the specified form delivered under section 333(1), in respect of a non-Hong Kong company”;
- (xvi) in paragraph (c)(ii)(B), by adding—
 

“(III) each return	Not	Not	\$30”;
delivered under	applicable	applicable	
section 336(1) of			
the pre-amended			
Ordinance, or			
section 334, in			
respect of a			
non-Hong Kong			
company			

- (xvii) in paragraph (c)(ii)(C)(I), by repealing “in respect of a company or a company (whether a company within the meaning of this Ordinance or not) incorporated outside Hong Kong which has a place of business in Hong Kong”;
- (xviii) in paragraph (c)(iii)(A)(III), by repealing “and articles, or any other instrument, constituting or defining the constitution of an overseas company” and substituting “(including articles, if any), or any other instrument constituting or defining the constitution of a non-Hong Kong company”;
- (xix) in paragraph (c)(iii)(A)(VIII), by repealing “an overseas company delivered under section 333(1)(f)” and substituting “a non-Hong Kong company delivered under section 333(1)(f) of the pre-amended Ordinance, or section 333(3)(c) or (d)”;
- (xx) in paragraph (c)(iii)(A)(IX), by repealing “of an overseas company delivered under section 336(1)(a) and (b)” and substituting “of a non-Hong Kong company delivered under section 336(1)(a) and (b) or (4) of the pre-amended Ordinance”;
- (xxi) in paragraph (c)(iii)(A), by adding—
- |                      |      |      |              |
|----------------------|------|------|--------------|
| “(X) accounts of a   | \$29 | \$26 | Not          |
| non-Hong Kong        |      |      | applicable”; |
| company delivered    |      |      |              |
| under section 336(1) |      |      |              |
| or (2)               |      |      |              |
- (xxii) in paragraph (c)(iii)(B)(II), by repealing “or each return delivered under section 336(1), in respect of an overseas company” and substituting “of the pre-amended Ordinance or the specified form delivered under section 333(1), in respect of a non-Hong Kong company”;
- (xxiii) in paragraph (c)(iii)(B), by adding—
- |                    |      |      |              |
|--------------------|------|------|--------------|
| “(III) each return | \$23 | \$21 | Not          |
| delivered under    |      |      | applicable”; |
| section 336(1) of  |      |      |              |
| the pre-amended    |      |      |              |
| Ordinance, or      |      |      |              |
| section 334, in    |      |      |              |
| respect of a       |      |      |              |
| non-Hong Kong      |      |      |              |
| company            |      |      |              |

- (xxiv) in paragraph (c)(iii)(C)(I), by repealing “in respect of a company or a company (whether a company within the meaning of this Ordinance or not) incorporated outside Hong Kong which has a place of business in Hong Kong”;
- (xxv) in paragraph (c)(v), by repealing “an oversea company” and substituting “a non-Hong Kong company”;
- (xxvi) in the Note, by adding—
- ““pre-amended Ordinance” (修訂前的本條例)—
- (a) in paragraph (c)(i)(A)(VIII), (ii)(A)(VIII) and (iii)(A)(VIII), means the Companies Ordinance (Cap. 32) that was in force immediately before the amendment of section 333 of that Ordinance by section 28 of Schedule 2 to the Companies (Amendment) Ordinance 2004 (30 of 2004) (“the Amendment Schedule”);
- (b) in paragraph (c)(i)(A)(IX), (ii)(A)(IX) and (iii)(A)(IX), means the Companies Ordinance (Cap. 32) that was in force immediately before the amendment of section 336 of that Ordinance by section 35 of the Amendment Schedule;
- (c) in paragraph (c)(i)(B)(II), (ii)(B)(II) and (iii)(B)(II), means the Companies Ordinance (Cap. 32) that was in force immediately before the amendment of section 333 of that Ordinance by section 28 of the Amendment Schedule;
- (d) in paragraph (c)(i)(B)(III), (ii)(B)(III) and (iii)(B)(III), means the Companies Ordinance (Cap. 32) that was in force immediately before the amendment of section 336 of that Ordinance by section 35 of the Amendment Schedule;”;
- (c) in Part VI, by repealing paragraph (i)(i) and substituting—
- “(i) a certificate of incorporation or a certificate of change of name of a company ..... \$ 170
- (ia) a certificate certifying registration of a non-Hong Kong company or a certificate certifying registration of a non-Hong Kong company with a changed name ..... \$ 170”.

Frederick S. MA  
Secretary for Financial Services  
and the Treasury

8 May 2007

### **Explanatory Note**

This Order revises the fees payable to the Registrar of Companies by non-Hong Kong companies (formerly known as oversea companies) for filing certain documents and introduces a new fee for the issue of a certificate of registration or a certificate of registration with a changed name in respect of a non-Hong Kong company.

2. This Order also makes several consequential amendments to Part V of the Eighth Schedule to the Companies Ordinance (Cap. 32) following the enactment of Schedule 2 to the Companies (Amendment) Ordinance 2004 (30 of 2004) (in so far as it relates to non-Hong Kong companies).