

Legislative Council
Bills Committee on Companies (Amendment) Bill 2010 and
Business Registration (Amendment) Bill 2010

Follow-up to issues raised at the meeting on 3 May 2010

Administration's response

Company and business registration

- (a) As mentioned in our response to the issues raised at the second meeting on 30 March (CB(1)1638/09-10(01)), the Companies Registry ("CR") will put in place a registration system to require any person using the Integrated Companies Registry Information System ("ICRIS") to register as user before he/she can perform electronic company incorporation and documents delivery. To complete the registration, our original proposal requires an user to submit to the CR a copy of his/her HKID/passport (for individuals), the company registration number (for companies registered in Hong Kong) or a copy of the business registration certificate (for firms/partnerships registered in Hong Kong), or a copy of the certificate of incorporation issued by the authorities in the place of incorporation (for companies incorporated outside Hong Kong).

We note members' concern about the lack of verification of the identities of the ICRIS users in our original proposal. After further consideration, we propose that ICRIS users would be registered in one of the following ways-

For individual users:

- (i) Registrations can be done in person at CR's office. CR's staff will check and verify the identities of the users face-to-face; or
- (ii) Registrations can be done on-line using digital certificates issued by the HongKong Post or any recognised Certification Authorities; or

- (iii) Registrations can be done on-line provided that a copy of the identity document of the applicant duly certified by a local professional or other authorised person¹ is submitted. CR's staff will check the copy manually before the registration is approved. If in doubt, CR will verify the applicant's identity further through other means, e.g. requesting an interview with the applicant.

For other users such as companies or firms/partnerships registered in Hong Kong which would like to register as ICRIS users, the applicant has to provide its company registration number which will be checked against the company information kept at CR or a copy of the business registration certificate. Companies registered outside Hong Kong (i.e. non-Hong Kong companies not registered in Hong Kong) will have to use ICRIS to incorporate companies and submit company documents through local registered agents.

We believe the above measures should be able to help verify the identities of ICRIS users.

- (b) A table showing relevant practices in other jurisdictions is at Annex.

Financial Services Branch
Financial Services and the Treasury Bureau
May 2010

¹ The document is deemed to be certified as a true copy if it is duly certified -

- (i) by a notary public practising in Hong Kong;
- (ii) by a solicitor practising in Hong Kong;
- (iii) by a certified public accountant (practising) within the meaning of section 2 of the Professional Accountants Ordinance (Cap 50); (10 of 2005 s. 226)
- (iv) by an officer of the court in Hong Kong who is authorized by law to certify documents for any judicial or other legal purpose;
- (v) by a professional company secretary practising in Hong Kong; or
- (vi) (in the case of a non-Hong Kong resident), by a consular officer of his/her home country.

This is similar to the provision regarding certified copies of documents under Regulation 3(2)(b) of the Companies (Forms) Regulation (Cap.32B).

Verification of User Identities for On-line Company Registration in Other Jurisdictions

	Australia	New Zealand	Singapore	United Kingdom
Verification of user identities by the Companies Registrar/authority	No verification.	No verification.	No verification.	No verification.
Other Relevant measures	Users have to make use of a specified software in order to incorporate companies on-line. Usually only professionals or company secretarial firms would purchase/develop the software and the vast majority of company registrations are done through these intermediaries.	Nil	Singapore citizens and permanent residents could register companies on-line by themselves. Foreign residents must engage professional firms or service bureaus registered with the authority to register a company on their behalf.	Users have to make use of a specified software in order to incorporate companies on-line. Usually only professionals, company secretarial firms or registered agents would purchase the software. Non-UK residents need to hire a registered agent with the specified software to send in the incorporation application.
Qualification and eligibility of intermediaries	No restriction.	No restriction.	A professional number is issued to qualified professional firms, e.g. company secretarial firms, law firms and accounting firms. Singapore is making amendments to the Companies Act to regulate the parties to whom they issue the professional numbers.	No restriction.