



26 May 2025

HONG KONG LAUNCHES COMPANY RE-DOMICILIATION REGIME

The Companies (Amendment) (No. 2) Bill 2024 (the "**Amendment Bill**") to implement the **inward company re-domiciliation regime** was passed by the Legislative Council on 14 May 2025. This regime, as effected by the Companies (Amendment) (No 2) Ordinance 2025 (the "**Amendment Ordinance**"), has come into force since 23 May 2025. **Companies incorporated outside Hong Kong are now able to transfer their place of incorporation to Hong Kong**, subject to fulfilment of certain conditions.

Before the adoption of the inward company re-domiciliation regime under the Amendment Bill, if a company incorporated outside Hong Kong wished to move its place of incorporation to Hong Kong, a new company must be set up, which involves a winding-up in its original jurisdiction, or a court-sanctioned scheme of arrangement, together with any business and asset transfers that may be required, to achieve the effect of an inward re-domiciliation. This may result in administrative complexity, substantial taxes and costs, as well as disruption to the company's operations, branding and corporate history.

The Amendment Ordinance provides an attractive and efficient mechanism for overseas companies to migrate their place of incorporation to Hong Kong, while preserving their legal identities and ensuring business continuity i.e. inward re-domiciliation.¹ The changes ride on the success of Hong Kong's introduction of a re-domiciliation regime for open-ended fund companies and limited partnership funds in 2021.

ELIGIBILITY

The Registrar of Companies (the "**Registrar**") will administer the regime and approve applications for company re-domiciliation. The key criteria are as follows:

Company type

The regime applies to four types of companies (or their equivalent in the original jurisdiction):

- + private companies limited by shares;
- + public companies limited by shares;
- + private unlimited companies with a share capital; and
- + public unlimited companies with a share capital.

Companies limited by guarantee without share capital, as typically adopted by non-profit organisations, are not included in the regime.

¹ The Amendment Ordinance can be accessed via this link: [Companies \(Amendment\) \(No. 2\) Ordinance 2025](#)



There are no economic substance requirements in terms of asset value, revenue or number of employees, thereby allowing overseas holding companies and other companies of all sizes to benefit from the regime.

Original jurisdiction

For a company to be eligible for re-domiciliation to Hong Kong, outward re-domiciliation must be permitted in its original jurisdiction. Jurisdictions such as the BVI, Bermuda and Cayman Islands have outward re-domiciliation mechanisms in place.

The company must also comply with the requirements in its original jurisdiction applicable to outward re-domiciliation. Such requirements may include shareholder approval, creditor notification and approval from the relevant industry regulators.

Members' consent

If the laws of the original jurisdiction or existing constitutional documents of the company do not require members' consent for the re-domiciliation, Hong Kong law requires the company to obtain consent by a resolution passed by at least 75% of the members entitled to vote on the resolution at a meeting.

Minimum period of incorporation

The company must have been incorporated for at least one financial year.

Compliance with the Companies Ordinance (Cap. 622) ("CO")

The company must comply with the CO requirements for re-domiciliation, which are substantially similar to those for an incorporation of a Hong Kong entity.

Other requirements

Other eligibility criteria include, for instance:

- + the board must form an opinion that the company will be able to pay its debts in full in the 12 months after the application date;
- + the company is not in liquidation, being wound up or in receivership;
- + the re-domiciliation must not be intended to defraud existing creditors;
- + the company must not be used for unlawful purposes or against public interest; and

- + the company has not entered into any compromise or other arrangements with any other person and there are no such ongoing or pending proceedings.

The Registrar will impose other conditions based on the circumstances of individual cases.

THE APPLICATION PROCESS

The applicant will have to submit an NNC6 application form and supporting documents, alongside an application fee to the Registrar. Supporting documents include, among others:

- + a copy of the proposed articles of association of the intended re-domiciled company;
- + a legal opinion from a legal practitioner in the applicant's original jurisdiction confirming the fulfilment of various eligibility criteria, which has to be issued within 35 days before the application date;
- + a director's certificate confirming the fulfilment of various eligibility criteria, which has to be issued within 35 days before the application date;
- + certified copies of constitutional documents;
- + a certified copy of the member's resolution approving the transfer of incorporation;
- + financial statements as at a date no more than 12 months prior to the application date, which can be unaudited unless as required otherwise (e.g. by the laws of its original jurisdiction); and
- + a Notice to Business Registration Office (IRBR5) together with the prescribed business registration fee and levy if the applicant has yet to register its business under the Business Registration Ordinance (Cap. 310).

The application will be approved upon receipt of all required information with an indicative turnaround time of two weeks.

Once a certificate of re-domiciliation is issued by the Registrar (the "**Certificate**"), the company must provide the Registrar with evidence of its deregistration in the original jurisdiction within 120 days after the date of re-domiciliation (i.e. the date on which the Certificate is issued to the re-domiciled company) (the "**Re-domiciliation Date**"), failing which its registration in Hong Kong will be revoked.



The Registrar has set up a new thematic section on its website to provide the application details and the relevant information.² The section contains new and revised forms, and frequently asked questions in relation to the regime.

LEGAL AND REGULATORY IMPLICATIONS

General

The re-domiciled company will be regarded as a company incorporated in Hong Kong with effect from its Re-domiciliation Date. It will have the same rights and obligations as any other Hong Kong incorporated company of its kind and be required to observe the requirements under the CO.

Separately, the re-domiciliation will not create a new legal entity, hence all property, rights, obligations and liabilities, and contractual processes or legal processes will not be affected. Nevertheless, the company will need to consider whether a re-domiciliation will trigger any consent or other requirements under its existing contractual arrangements.

Insurers and banks

An insurer or a bank incorporated overseas should approach the Insurance Authority or the Hong Kong Monetary Authority (as the case may be) for prior assessment before making a re-domiciliation application.

Listed companies

If a company seeking to re-domicile to Hong Kong is listed on a stock exchange, it should consider the implications under the relevant listing regime and consult its legal advisers.

HOW WE CAN HELP

We regularly advise on corporate and related issues. Our team members had been working with other stakeholders on the early-stage formulation of the draft proposal to implement the re-domiciliation regime, and is therefore well placed to support and guide our clients through the re-domiciliation process. Please get in touch if you are interested in discussing any of the above.

CONTACT US



JANE NG
Partner, Head of corporate

+852 2868 0789
jane.ng
@stephensonharwood.com



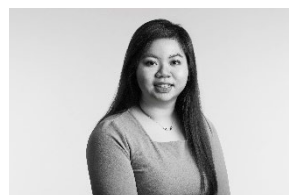
DANNY KAN
Partner

+852 2533 2758
danny.kan
@stephensonharwood.com



DAVID CHAN
Associate

+852 2533 2775
david.chan
@stephensonharwood.com



ANGELA NG
Associate

+852 2533 2706
angela.ng
@stephensonharwood.com

² The Registrar's new thematic section can be accessed via this link: [Companies Registry thematic section](#)