GUIDE

Changing a director in Hong Kong

When a director changes, which board composition rules must not be broken, which documents are needed in each situation and what to update after filing.

15 days

to notify the Companies Registry of a director's appointment or departure

≥ 1 individual

a private company always keeps at least one director who is a person, not a company

18+

only a person aged 18 or over can be a director — this is confirmed in the notice of appointment itself

Particulars

a director's new identity document, address or surname is not a change of director but a separate notice, with the same deadline

Who to notify. The company notifies only the Companies Registry of a director's appointment and departure. The Inland Revenue Department (IRD) does not need to be notified separately.

The main rule: it matters not only to file within 15 days but also not to break the rules on the board's composition. They are set by the Companies Ordinance (Cap. 622) and the company's articles — the articles may contain additional requirements.



Situations and documents

Find your situation: what is filed with the Companies Registry and what is prepared before filing.

Replacing a director

one leaves, another joins

WHEN

For example, when the company is sold: the new owner appoints their director and the previous one leaves. Usually together with a change of shareholder.

DOCUMENTS

The outgoing director's written resignation; a directors' resolution as the articles require; the notice to the Registry with the new director's consent; for the new director's KYC — an identity document and proof of address.

IMPORTANT

If the only individual director leaves, a new one is appointed at the same time.

New director

in addition to the current ones

WHEN

The company is growing and needs another director — for example, a partner or a manager in Hong Kong.

DOCUMENTS

A resolution on the appointment as the articles require; the notice to the Registry in which the new director confirms their consent to act and that they are at least 18; for KYC — an identity document and proof of address.

IMPORTANT

Check the articles for who appoints a director and how many directors are allowed.

A director leaves

without replacement

WHEN

The director resigns — a written notice is enough, and the procedure starts with it.

DOCUMENTS

The written resignation; a resolution on the director's departure as the articles require; the notice of cessation to the Registry.

IMPORTANT

If there is reason to believe the company will not file the notice, the former director may notify the Registry themselves.

Particulars changed

identity document, address, surname

WHEN

A current director has a new identity document, address or surname. This is not a change of director.

WHAT IS FILED

A notice of change of particulars to the Companies Registry.

DEADLINE

The same — 15 days.

At least one individual director

A corporate director is allowed only together with an individual director. After any change, check that such a director remains on the board.

A sole director is not the company secretary

If the company has one director, the company secretary must be another person or a licensed firm.

Reserve director

If the company has one shareholder who is also the sole director, a reserve director may be appointed — in case of the sole director's death. This is the company's right, not a duty.

Designated representative

If the outgoing director was the designated representative for the significant controllers register, a new one must be appointed.

Change of director in 6 steps

The director provides KYC details and a signature. No need to travel to Hong Kong.

1 Checking the articles and the board
Who appoints a director and how, how many directors are allowed. After the changes the board must keep an individual director, and a sole director must not end up as the company secretary.

2 KYC of the new director
As a TCSP we must check the new director: identity document and proof of address. Documents online, check by video call.

3 Resolution and notice
A resolution on the director's appointment or departure — as the articles require. The notice to the Registry — with the new director's consent. If the director is leaving — a written resignation.

4 Signing
We witness the signing — at our office in Hong Kong or remotely.

5 Filing the notice
We support filing with the Companies Registry within 15 days of the change and make sure the entry appears in the register.

6 Company registers
We update the register of directors and, if needed, the significant controllers register.

Deadline — 15 days. Example: director appointed on 1 March — file the notice by 16 March. A change in a director's particulars is notified separately, with the same deadline. Not only the company but each of its directors is liable for a late notice.

After filing

The entry at the Companies Registry is not the end. What to update next:

Inside the company

- **Register of directors** — kept by the company itself; changes are entered straight away.
- **Significant controllers register** — if the incoming or outgoing director is a significant controller or the designated representative. If needed, a new representative is appointed.
- **Company secretary** — if only one director remains and they are the company secretary, another company secretary is needed.

Outside

- **Bank** — the bank holding the company's account updates its director details and checks the new director. We will tell you which documents the bank usually asks for.
- **IRD** — no notice needed.

Change of director checklist

Print it and tick as you go.

BEFORE FILING

- [ ] The situation is identified: replacement, new director, departure without replacement or change of particulars
- [ ] The articles are checked: who appoints a director, how many directors are allowed
- [ ] After the changes the board has a director who is an individual
- [ ] A sole director is not the company secretary
- [ ] The new director is at least 18
- [ ] KYC of the new director: identity document and proof of address

DOCUMENTS AND SIGNING

- [ ] Written resignation — if the director is leaving
- [ ] Directors' resolution — as the articles require
- [ ] Notice to the Registry with the new director's consent
- [ ] Notice of change of particulars — if only the director's particulars changed

FILING AND AFTER

- [ ] The notice is filed with the Companies Registry within 15 days
- [ ] The entry has appeared at the Companies Registry
- [ ] The register of directors is updated
- [ ] The significant controllers register and designated representative are updated — if needed
- [ ] The bank is notified, and the new director has passed the bank's check

Changing a director? We will check the board

We will review the articles and the current board and tell you whether everything complies and which documents your situation needs.

Message us on WhatsApp

Channels: Telegram · YouTube · Facebook · Instagram · Medium

Change of director

WHATSAPP AND PHONE
+852 6841 6177

E-MAIL
legal@vitaliberta.com

SERVICE PAGE
vitaliberta.hk — change of director in Hong Kong

OFFICE
Room 3, 11/F, Woon Lee Commercial Building, 7 Austin Avenue, Tsim Sha Tsui, Kowloon, Hong Kong · Mon–Fri, 9:00–18:00 (Hong Kong)

Vita Liberta Limited is a licensed Company Secretary in Hong Kong (TCSP licence No. TC007080). Not a government body. This guide is for reference only, current as of 31.10.2026, and is not legal advice.