GUIDE

Company Secretary in Hong Kong: who they are and why you need one

What the law requires, what the secretary does during the year, when it is time for a change and how the change works.

Required

for every private company — under the Hong Kong Companies Ordinance (Cap. 622)

42 days

to file the annual return after the anniversary of incorporation

At any time

of the year you can change your secretary, without waiting for the renewal; the director decides

15 days

to notify the Companies Registry of a change of secretary or address; the Inland Revenue Department (IRD) — of a new address within a month

Who can be the secretary. An individual ordinarily resident in Hong Kong, or a Hong Kong company holding a TCSP licence. A sole director cannot also be the sole company secretary.

Why you need one. The secretary makes sure the company meets its obligations under Hong Kong company law on time: keeps the registers, prepares the annual return, receives government letters and reminds you of deadlines.

TCSP licence. A corporate secretary works under a licence from the Companies Registry, which also supervises its work. A company secretary is liable under the law for breaches.



What the secretary does during the year

Six areas of work: what the law requires and what the secretary takes on.

Registered office address

registered office

THE LAW

Every company must have a registered office in Hong Kong — s. 658 of Cap. 622. Government letters are sent to this address.

THE SECRETARY

Provides the address for the year, receives letters and sends you scans.

Annual check (KYC)

under Cap. 615

THE LAW

The anti-money laundering law (Cap. 615) requires a licensed secretary to check the company's data every year.

FROM THE COMPANY

A renewal form, confirmation of the significant controllers signed by a director, proof of address no older than 60 days.

Annual return

to the Companies Registry

THE LAW

Filed every year with the Companies Registry, with details as at the anniversary, within 42 days. It is neither the financial statements nor a tax return.

THE SECRETARY

Prepares the return based on the annual check and supports its filing.

Business registration

renewed every year

THE LAW

Business registration with the Inland Revenue Department (IRD) is renewed every year by the company's anniversary. A business cannot be carried on without a valid registration.

THE SECRETARY

Reminds you of the deadline and handles the renewal; IRD letters arrive at the registered office address.

Company registers

and designated representative

THE LAW

Registers of members, directors and secretaries, minutes of resolutions. Since 1 March 2018 — the significant controllers register (SCR): persons holding more than 25% of shares or votes, appointing a majority of directors or otherwise having significant influence. The register is not public.

THE SECRETARY

Keeps the registers and acts as the company's designated representative.

Government letters

IRD, Companies Registry and others

WHAT ARRIVES

IRD letters on business registration renewal, profits tax returns and assessors' enquiries; letters from the Companies Registry and the Census and Statistics Department.

THE SECRETARY

Receives every letter, sends a scan and tells you what it is about and what needs to be done.

The company's annual dates — tracked by the secretary

1. Anniversary of incorporation
2. Annual return — within 42 days after the anniversary
3. Business registration renewal with the IRD — by the anniversary
4. Financial year-end
5. A private company's financial statements — within 9 months after the financial year-end
6. Annual general meeting — every year, or a written resolution of the members

The secretary tells you about each date in advance and what needs to be prepared for it.

When it is time to think about changing your secretary

Four common reasons. Next to each — what to check with a secretary so it does not happen again.

01 Unjustified pricing

"A new price every year — and separate invoices for things that should be included."

What to check: the services and price are set out in the contract, and anything beyond it is named and agreed before work starts.

02 Missed deadlines, no accountability

"They missed the deadline, and we paid the late fee."

What to check: the secretary keeps a calendar of dates and tells you about them in advance, and responsibility for deadlines missed through its fault is written into the contract.

03 Silence about government letters

"We found out about a tax enquiry after the reply deadline had passed."

What to check: letters to the registered office are scanned and sent at once, with an explanation of what they are about and what to do.

04 Slow, unqualified answers

"A simple question takes a week — and the answer misses the point."

What to check: there is a dedicated manager during business hours, and complex questions are handled by lawyers and tax specialists.

What a missed annual return can lead to

1. **A fine.** Late filing is an offence under s. 662(6) of Cap. 622: up to HKD 50,000 for the company and each responsible person, plus HKD 1,000 for each day the breach continues.
2. **A notice of breach.** Under s. 899 of Cap. 622 the Companies Registry gives 28 days to settle — otherwise prosecution follows.
3. **Striking off.** If the notice is ignored, the company may be struck off the register (ss. 744–746 of Cap. 622).

On top of that, the fee for filing the annual return rises as soon as it is late.

The registers and minutes belong to the company, not the secretary. That is why changing your secretary does not need their consent, and they must hand the company's documents over to the new secretary.



How a change of secretary works

You can change your secretary at any time of the year, without waiting for the renewal. The director decides.

1 Company check
The company's status on the register, upcoming deadlines and anything overdue.

2 Contract
Services, timelines, cost and each side's responsibility.

3 Identification
Under Hong Kong law (Cap. 615): identity document, proof of address, KYC forms.

4 Director's resolution
Notifications to the Companies Registry (15 days) and to the IRD of the new address (1 month); the previous secretary is notified.

5 Handover
The new secretary takes over the documents and adds the company's deadlines to the calendar.

6 Bank account
Stays the same. Many banks and payment institutions ask to be told about a change of registered office address.

What to request from the previous secretary

- Register of members (shareholders)
- Registers of directors and secretaries
- Significant controllers register (SCR)
- Minutes and resolutions
- Handover of documents — with a handover record

If the documents are not handed over

The registers and minutes belong to the company. The new secretary requests them from the previous one and will advise you what to do if there is no reply. You can check the company's details on the register in advance.

We will check your company free of charge

We will look at the company's status on the register, upcoming deadlines and anything overdue — and tell you what to do.

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