

# Hong Kong's New Re-domiciliation Regime: A Gateway for Global Businesses



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Hong Kong's company re-domiciliation regime (the "**Regime**") came into effect on 23 May 2025. The Companies (Amendment) (No. 2) Ordinance 2025 was gazetted on 23 May 2025 to amend the Companies Ordinance (Cap. 622) ("**CO**") and other related ordinances including the Inland Revenue Ordinance (Cap. 112) in order to put in place the Regime in Hong Kong.

This new Regime allows non-Hong Kong domiciled companies to transfer their domicile to Hong Kong by registering under section 820C(1) of the CO, while maintaining their legal identity and business continuity. Once re-domiciled, the company will be regarded as a company incorporated in Hong Kong and will be required to comply with all the relevant requirements under the CO.

## Eligible Company Types

The re-domiciliation regime is available to non-Hong Kong corporations that are comparable in structure to the four types of companies that can be formed under the CO in Hong Kong:

- Public companies limited by shares
- Private companies limited by shares
- Public unlimited companies with a share capital
- Private unlimited companies with a share capital

## Eligibility Conditions

To be eligible for re-domiciliation, companies must satisfy several conditions:

1. The applicant's jurisdiction must allow re-domiciliation, and the applicant must comply with its home jurisdiction's exit requirements.
2. The company's type must be the same or substantially the same as one of the four aforementioned Hong Kong eligible company types.
3. The applicant's first financial year-end since its incorporation must have passed by the date of application.
4. Necessary members' consent for the re-domiciliation must have been obtained in accordance with the laws of its place of incorporation or its constitutional documents, or if not specified, by a resolution passed by at least a 75% majority vote of its members.
5. The applicant must be solvent and not currently in liquidation, nor should there be any pending liquidation proceedings against it.
6. The application must be made in good faith and not intended to defraud creditors.

## Application Process

The application for company re-domiciliation must be made by the applicant under section 820B of the CO by delivering to the Registrar of Companies a re-domiciliation form.

Required documents accompanying Re-domiciliation Form (Form NNC6):

- Proposed Articles of Association;
- Certificate of incorporation and constitutional documents;
- Financial statements less than 12 months before date of application;
- Shareholders' resolutions and board resolutions approving the re-domiciliation;
- Legal opinion from the home jurisdiction;
- Application Fee (HK\$6,725 for hardcopy form or HK\$6,050 for electronic form) and business registration fee (if not registered under the Business Registration Ordinance (Cap. 310)).

## Post-Redomiciliation Requirements and Filing Obligations

Once a company has successfully re-domiciled, it is subject to several ongoing obligations:

- **Compliance with Hong Kong Law:** From the date of re-domiciliation, the company will be regarded as a company incorporated in Hong Kong and must comply with all relevant requirements under the CO.
- **Deregistration in Original Jurisdiction:** The re-domiciled company must deregister in its original place of incorporation within 120 days from the date of re-domiciliation. The Registrar has the discretion to extend this period.
- **Cessation of Prior Non-Hong Kong Company Registration:** If the company was previously registered in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance, that registration will cease to have effect upon the issuance of the Certificate of Re-domiciliation.

## Tax Implications

Within the scope of taxation, the Companies (Amendment) (No.2) Ordinance 2025 makes clear there is no deemed disposal or change in beneficial interest for changing domiciles. Section 820D(4) explicitly states that re-domiciliation does not have the effect of "transferring any assets of the body corporate or changing the beneficial ownership of any of those assets", absolving potential additional tax liabilities in changing corporate domicile.

Hong Kong's territorial profit tax regime applies equally to re-domiciled companies – a re-domiciled company will be chargeable to profits tax on profits arising in or derived from Hong Kong from a trade, profession, or business carried on in Hong Kong. This applies for pre-existing business. For example, if a company was already carrying out a business in Hong Kong and had profits chargeable to tax before its re-domiciliation, re-domiciliation would not relieve the company of its profits tax liabilities in respect of the period before re-domiciliation. Likewise, where no business was carried out in Hong Kong, no Hong Kong profit tax would be charged in this period.

In conjunction with the Companies (Amendment) (No.2) Ordinance, the Inland Revenue Ordinance was amended to provide additional guidance on taxation for re-domiciled companies which continue to carry out trade, profession or business in Hong Kong.

In preventing double taxation, the Government will provide the re-domiciling company with unilateral tax credits if, after re-domiciliation, the company's actual similar profits are also taxed in Hong Kong.

## Why choose Hong Kong?

- **Legal and operational continuity:** Re-domiciliation allows for operational continuity, in allowing the company to maintain its day-to-day business activities without significant interruption, as well as avoiding the complex and costly processes of transferring assets, novating contracts and re-establishing legal standing.
- **No economic substance test:** The new regime does not impose an economic substance test on non-Hong Kong corporations applying to re-domicile to Hong Kong. This simplifies the eligibility criteria for many international businesses.
- **A robust, globally-connected, business-friendly legal framework:** Hong Kong presents a business-friendly environment tailored for the global financial markets, characterised by low and simple taxation, free movement of capital, and access to world-class financial and professional services. For companies seeking a stable and reputable jurisdiction that supports international trade and investment, which can serve as a critical nexus within the Asia-Pacific region and with close operational ties to Greater China, Hong Kong's legal and regulatory landscape provides a solid foundation for continued growth and global operations post-redomiciliation, ensuring well-placed to manage and expand their global operations effectively.

## How can we help?

The new re-domiciliation regime offers a simple and cost-effective route for foreign corporations to transfer their domicile to Hong Kong. With the detailed nature of the re-domiciliation procedure, its tax implications and numerous post-redomiciliation obligations, at KEMP, we specialise in guiding business through re-domiciliation process, ensuring compliance with Hong Kong laws and maximising the benefits of new regime.

If you need any assistance, please don't hesitate to contact our team at [M.B. KEMP LLP](https://www.kempll.com).