

Re-domicile of a Cayman Company to Hong Kong 2025

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Re-domicile of a Cayman Company to Hong Kong

A company incorporated in the Cayman Islands may make an application under section 820B of the Companies Ordinance (Chapter 622 of the law of Hong Kong) (the “**Hong Kong Companies Ordinance**”) to be registered as a company in Hong Kong. A successful application would result in the Cayman company relocating its legal domicile from the Cayman Islands to Hong Kong while preserving its corporate identity, operational continuity, and pre-existing legal obligations.

Note: The Cayman company applying for continuation as a body corporate limited by shares under Hong Kong law is referred to in this note as the “Cayman company” or the “company”, depending on the context.

Eligibility Requirements

The Cayman company must meet the following requirements to be eligible to apply for re-domiciliation to Hong Kong:

- the Cayman company must either be a private or public company limited by shares or an unlimited private or public company with a share capital;
- the Cayman company has been incorporated for at least one financial year;
- compliance with requirements under Cayman Islands law on continuation as a body corporate limited by shares under Hong Kong law;
- the re-domiciliation application is not intended to defraud creditors and is made in good faith;
- all shareholder approval and other consent requirements under Cayman Islands law, the Cayman company's constitutional documents (e.g. Memorandum and Articles of Association) and/or contracts or undertakings have been obtained or waived;
- shareholder approval requirements under the Hong Kong Companies Ordinance are met;
- all creditors have been notified of the re-domiciliation;
- the Cayman company is able to pay its debts which fall due within the period of 12 months from the application date; and
- the Cayman company (a) is not the subject of any petition, proceedings or order for the winding up or liquidation of the Cayman company; (b) has not passed any resolution for winding up or liquidation; (c) has not been notified of the appointment of any receiver or manager with respect to the Cayman company and/or its assets and there is no person acting as such; or (d) has not entered into any scheme, order, compromise or arrangement relating to the insolvency of the Cayman company.

Application Process

The key documents required for the application include:

1. **Form NNC6** – Re-domiciliation Form;
2. **Copy of the proposed Articles of Association;**

3. Documents to accompany the Re-domiciliation Form;

- a. if the Cayman company was initially incorporated in the Cayman, a certified copy of the certificate of incorporation issued under Cayman law;
- b. if the Cayman company was initially incorporated in another jurisdiction other than Cayman, a certified copy of the certificate of incorporation or other equivalent document under that jurisdiction and a certified copy of the certificate of continuance issued under Cayman law;
- c. a certified copy of all constitutional documents of the Cayman company;
- d. a certified copy of the shareholders' resolution passed under Cayman law and the articles of association of the Cayman company approved by a majority of at least 75% of eligible shareholders approving the continuation as a body corporate limited by shares under Hong Kong law (where required);
- e. accounts or audited accounts of the Cayman company as at a date no more than 12 months before the re-domiciliation application date;
- f. certificate issued by the board of directors within 35 days before the application date and signed by a director;
- g. legal opinion from a Cayman legal practitioner issued within 35 days before the application date;

4. IRBR5 – Notice to Business Registration Office;

5. Application and Registration Fee (HK\$6,050 for electronic application; HK\$6,725 for paper application) and Business Registration Fee.

Timing

After submitting all required information and documents, it will generally take approximately 2 weeks for the Hong Kong Companies Registry to process the application.

After re-domiciliation

If the Hong Kong Companies Registry approves the application, the Hong Kong Companies Registrar will issue a certificate of re-domiciliation. The company will then be required to submit the following documents to complete the re-domiciliation process:

- a return setting out the particulars of the share capital and shareholders of the company within 15 days of the date of issue of the certificate of re-domiciliation; and
- for specific cases, a written consent from each director to act as a director of the company within 15 days of the date of issue of the certificate of re-domiciliation.

Deregistration in the Cayman Islands

After obtaining the certificate of re-domiciliation, the company must deregister in the Cayman Islands. Documentary evidence of deregistration from BVI must be submitted to the Hong Kong Companies Registry within 120 days of the date of issue of the certificate of re-domiciliation. If the company fails to fulfil this requirement, the re-domiciliation registration will be revoked by the Hong Kong Companies Registry.

Requirements on deregistration in the Cayman Islands

In the Cayman Islands, re-domiciliation to another foreign jurisdiction is generally referred to as being “registered by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Islands” or a “transfer”. Under the Cayman Companies Act (2023 Revision)(as amended), exempted companies registered under Cayman Islands law wishing to be registered by way of continuation as a body corporate limited by shares under Hong Kong law can apply to the Registrar of Companies of the Cayman Islands (the “**Cayman Registrar**”) for deregistration in the Cayman Islands. The registration by way of continuation as a body corporate limited by shares under Hong Kong law must have been approved according to the requirements under the memorandum and articles of the company and the law of the relevant jurisdiction permits or does not prohibit the transfer. For Cayman companies that are or were licensed (i.e. the licence has been suspended or revoked and not reinstated), under the Banks and Trust Companies Act (2021 Revision) or the Insurance Act, 2010, prior approval from the relevant authorities must also be obtained.

The following documents are generally required to be filed by exempted companies with the Cayman Registrar:

1. notice of proposed change in company name (where applicable);
2. notice of information in relation to the proposed registered office or agent for service of process in Hong Kong;
3. directors’ undertaking that a notice of the transfer has been sent to secured creditors or will be sent to secured creditors within 21 days;
4. a declaration or affidavit of a director of the company confirming the following:
 - a. there is no petition, proceedings, order or resolution for winding up or liquidation that is outstanding in any jurisdiction;
 - b. there is no receiver, trustee, administrator, or similar person appointed over the Cayman company, its affairs, or any of its property in any jurisdiction;
 - c. there is no scheme, order, compromise, or similar arrangement suspending or restricting the rights of the Cayman company’s creditors that;
 - d. the Cayman company is able to pay its debts when they fall due;
 - e. the deregistration application is made in good faith and not to defraud the Cayman company’s creditors;
 - f. all consents or approvals required for the transfer under any contract or undertaking of the Cayman company have been obtained, released, or waived (as applicable);
 - g. the transfer is permitted by and has been duly approved according to the provisions in the Cayman company’s memorandum and articles of association;
 - h. all laws in Hong Kong concerning the transfer have been or will be complied with; and
 - i. following registration under Hong Kong law, the Cayman company will continue as a body corporate limited by shares;
5. a statement of the assets and liabilities of the Cayman company made up to the latest practicable date before the making of the declaration or affidavit; and

6. relevant application fees, including the amount of three times the applicable annual fee (which depends on the authorised share capital of the Cayman company).

Upon receipt of the required documents and if the Cayman Registrar is not aware of any other reason which will cause the deregistration to be against the public interest, the Cayman Registrar may approve of the deregistration application and issue a certificate indicating that the Cayman company has been deregistered as an exempted company. The certificate must be then submitted to the Hong Kong Companies Registry within 120 days of the date of issue of the certificate of re-domiciliation to complete the re-domiciliation process in Hong Kong. The company will then no longer be an exempted company registered under Cayman Islands law and the date of deregistration will be entered into the register of companies.

Effects of re-domiciliation

The company will be considered a company incorporated in Hong Kong from the date of re-domiciliation. Under the Hong Kong Companies Ordinance, the re-domiciliation will not create a new legal identity and all contracts, resolutions, functions, property, rights, privileges, obligations or liabilities that are owned, acquired or incurred by the company before re-domiciliation will not be affected after re-domiciliation.

The company must also comply with all requirements and filing obligations under the Hong Kong Companies Ordinance, including filing of an annual return before a prescribed deadline. Specifically, charges created by the company or charges on property acquired by the company before the re-domiciliation must be registered with the Hong Kong Companies Registry within one month of the date of issue of the certificate of re-domiciliation. Companies should therefore revisit their transactions to identify charges which are registrable under the Hong Kong Companies Ordinance even where these charges may not be registrable in the company's place of original domicile. Additionally, all companies, including those re-domiciling from jurisdictions that do not require companies to have a company secretary such as the Cayman Islands, will also be required to appoint a Hong Kong company secretary upon re-domiciliation pursuant to the Hong Kong Companies Ordinance.

Tax treatment of re-domiciled companies

Generally, the re-domiciliation process itself will not impact the company's tax obligations in its original domicile or in Hong Kong. However, there may be implications on the tax residency of the company given the change of place of incorporation. In each case specific tax advice should be sought.

Under Hong Kong tax law, unilateral tax credits are also available for re-domiciled companies (subject to certain requirements) to eliminate double taxation where the company is liable to pay tax in its original domicile that is of a similar nature to profits tax in Hong Kong for the re-domiciliation year or any subsequent year of assessment. Again, in each case, specific tax advice should be sought.

Other considerations

The registration status of a non-Hong Kong company registered under Part 16 Hong Kong Companies Ordinance applying to be re-domiciled to Hong Kong will cease to be effective upon re-domiciliation. However, registered non-Hong Kong companies will be allowed to retain their company names and business registration numbers.

In the case of insurance companies authorised under the Insurance Ordinance (Chapter 41 of the law of Hong Kong); and authorised institutions, holding companies of authorised institutions and approved money brokers under the Banking Ordinance (Chapter 155 of the law of Hong Kong), approval from relevant authorities must be obtained before making a re-domiciliation application.

About Charltons

Charltons is one of Hong Kong's leading firms focused on corporate finance legal practices. Our firm provides comprehensive re-domiciliation services to successfully transition your company from its original jurisdiction to Hong Kong. We can manage the entire process—from preparing all requisite documentation and handling the Hong Kong registration to ensuring compliant deregistration in the BVI, Cayman Islands or other jurisdictions where the company is originally domiciled.

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