

# Hong Kong: New re-domiciliation regime comes into effect

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Re-domiciliation

FSR

## In brief

On 23 May 2025, the Hong Kong government gazetted the Companies (Amendment) (No.2) Ordinance ("**Ordinance**"), enacting a comprehensive re-domiciliation regime that allows non-Hong Kong incorporated companies to re-domicile to Hong Kong while preserving corporate identity and business continuity. Applications for re-domiciliation may now be made to the Companies Registry.

Please refer to our [tax alert](#) dated today for details of the tax implications under the new regime and our previous [client alert](#) which sets out further details of the new regime.

## Key amendments to the Bill

Alongside several changes to terminology and applicable fine levels, several committee stage amendments to the Companies (Amendment) (No.2) Bill 2024 ("**Bill**") have been adopted in the Ordinance, in particular:

- **Shareholders' consent**

If the law of its original domicile or its constitutional document does not require shareholders' consent for re-domiciliation, a non-Hong Kong incorporated company applying to re-domicile to Hong Kong ("**Applicant**") must obtain shareholders' consent by a resolution duly passed by at least 75% of the eligible shareholders. The Ordinance clarifies that the resolution must be passed by a majority of at least 75% of the number of eligible members or members representing at least 75% of the total voting rights of all eligible members at a meeting or in writing under the law of the place of incorporation and the constitutional document of the Applicant.

- **Ability to pay debts**

Before submitting the re-domiciliation application, the Applicant must notify all creditors of its intention to re-domicile to Hong Kong. The Ordinance requires that the board of director of the Applicant be satisfied that the Applicant will be able to pay its debts **as they fall due** within the period of 12 months beginning on the application date, rather than being able to pay its debts in full within such period as specified in the Bill.

- **Timing of legal opinion**

As part of the application for re-domiciliation, a legal opinion issued by a legal practitioner from the Applicant's jurisdiction of incorporation confirming fulfilment of various eligibility criteria is required to be submitted. The Ordinance requires that this legal opinion be issued within 35 days before the application date.

## Government's remarks on the next steps forward

We note some additional remarks made by the Hong Kong government during the legislative process:

- The government has reached out to the relevant authorities of several key offshore jurisdictions such as Bermuda, the British Virgin Islands, and the Cayman Islands to solicit their facilitation for the orderly re-domiciliation of companies to Hong Kong. In particular, the authorities in Bermuda will process the government's request for designating Hong Kong as one of its appointed jurisdictions such that a case-by-case application for re-domiciliation will no longer be necessary in Bermuda.
- The Companies Registry has published a "Guide on Company Re-domiciliation" on its website, which includes detailed information on application procedures, documentation and post re-domiciliation obligations. Further, a dedicated thematic section has also been established to provide companies with streamlined access to resources and guidance. The Companies Registry will further consider to include a list of comparable overseas company types which have been successfully approved to be re-domiciled companies.
- The government will promote the re-domiciliation regime to foreign enterprises and will continue to monitor and review its implementation in considering whether other forms of body corporates will be allowed to re-domicile to Hong Kong.

## How we can help

Our Firm is in the process of assisting several clients to assess their eligibility for re-domiciliation and prepare their re-domiciliation application. We would be delighted to assist you with the following:

- A feasibility study, including structuring and analysis from both legal and tax perspectives
- Preparing a re-domiciliation application and customization of the Hong Kong articles of association
- Coordination with overseas counsels, Hong Kong industry regulators and the Hong Kong Companies Registry
- Post-migration compliance, including provision of company secretarial and compliance services

For further information, please reach out to our lawyers set out under "Contact Us" or your usual Baker McKenzie contact.

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