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# Register of Significant Controllers – Implementation of the New Requirements

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# Significant Controller

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A **Significant Controller** of a company includes a **registrable legal entity** and a **registrable person**.



## Significant Controller (2)

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- Who is a Registrable Person?
  - a natural person or specified entity that has significant control over the company



## Significant Controller (3)

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- Which entity is a Registrable Legal Entity?
  - a legal entity which is a member of the company and has significant control over the company



# How to identify Significant Controllers

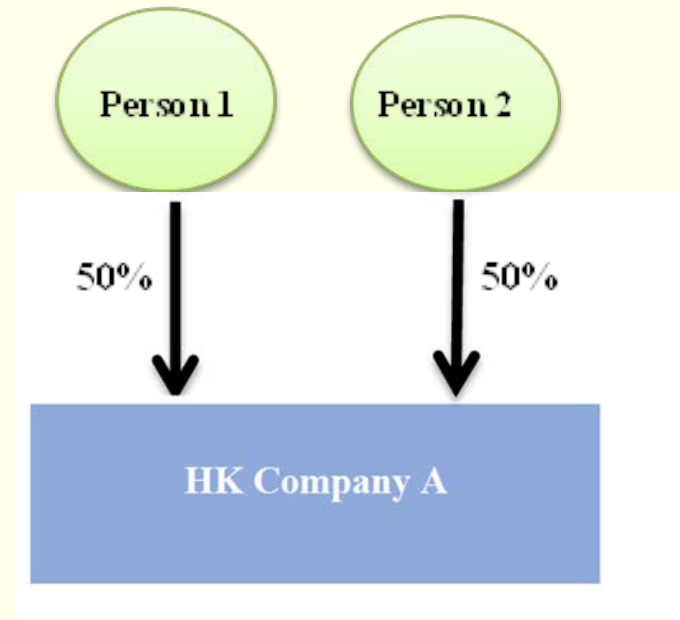
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- ◆ Meet any one or more of the conditions in section 1 of Schedule 5A of the Companies (Amendment) Ordinance 2018:
  - Holds / Shares > 25% of issued shares / profits
  - Holds > 25% of voting rights
  - Appoint / Remove board of directors
  - Significant influence or control
  - Significant influence or control over a trust or firm whose trustees or members meet any one or more of the above four conditions

# How to identify Significant Controllers (2)

## Example 1:

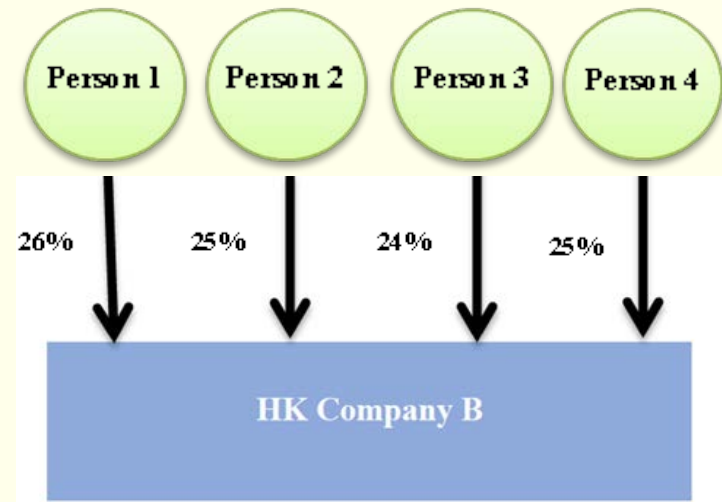
- Person 1 and Person 2 are both registrable persons of Company A.



# How to identify Significant Controllers (3)

## Example 2:

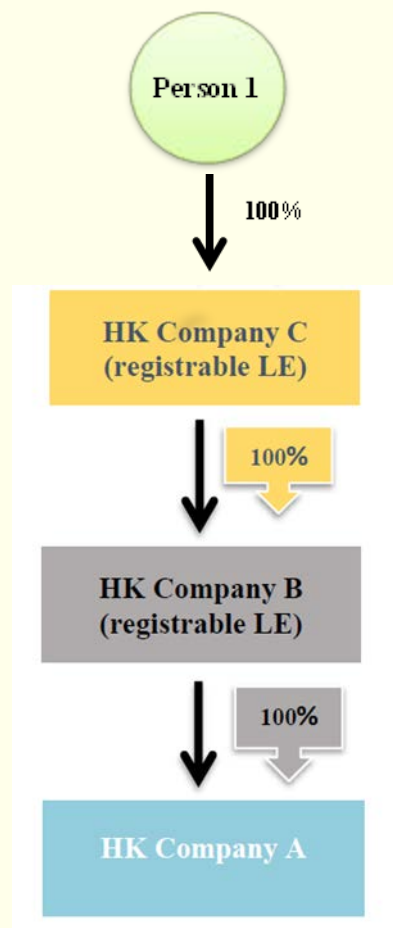
- Person 1 is a registrable person of Company B but not Person 2, Person 3 or Person 4.



# How to identify Significant Controllers (4)

## Example 3:

- Company C's SCR:  
Person 1 is a registrable person.
- Company B's SCR:  
Person 1 is a registrable person and HK Company C is a registrable LE.
- Company A's SCR:  
Person 1 is a registrable person by holding interests in Company A through Company B and Company C, and HK Company B is a registrable LE.





# How to identify Significant Controllers (5)

## Example 4:

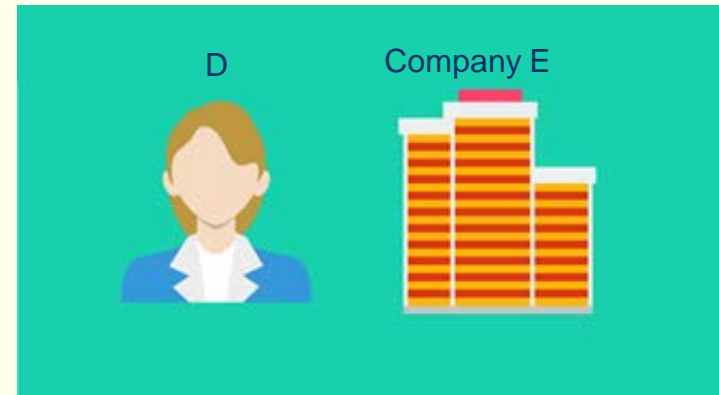
- Person C has the right to appoint a majority of board of directors of ABC Limited
- ABC Limited's SCR:  
Person C is a registrable person as she has the right to appoint a majority of directors of the Company



# How to identify Significant Controllers (6)

## Example 5:

- Person D can ensure that Company E generally adopts the activities that she desires
- Company E's SCR:  
Person D is a registrable person of Company E as she has the right to exercise significant influence over the company





# Giving Notices

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- Giving notice to the person that the company knows, or has reasonable cause to believe, to be a significant controller; OR
- Giving notice to the person that the company knows, or has reasonable cause to believe to know, the identity of another person who is a significant controller
- **Within 7 days**



# Giving Notices (2)

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## Contents of Notice

- confirm whether the addressee is a significant controller or not
  - If yes, confirm or correct the required particulars and provide any missing particulars of the addressee
- state whether the addressee knows another person who is a significant controller or not.
  - If yes, provide specified particulars and state whether the particulars are provided with that person's knowledge or not



## Giving Notices (3)

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- addressee of the notice is required to confirm or provide the requested particulars **within one month**
- Failure to comply with the notice is an offence and the notice addressee and every related person are liable to a **fine at level 4 (\$25,000)**
- samples of Notices can be found in **Annex D of the Guideline on the keeping of Significant Controllers Registers by Companies**
- available on CR's website (**[www.cr.gov.hk](http://www.cr.gov.hk)**)



# Significant Controllers Register

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## Entering particulars in the SCR

- Registrable Person

- particulars must not be entered unless all are confirmed by the registrable person
- must be entered **within 7 days** after so confirmed

- Registrable Legal Entity

- a particular must be entered **within 7 days** after the particular comes to the notice of the company



# Significant Controllers Register (2)

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## ◆ Required Particulars of significant controllers

### Registrable person – natural person

- name
- correspondence address
- ID Card No. / Passport No. + Passport issuing country
- date of becoming a significant controller
- nature of control over the company



# Significant Controllers Register (3)

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## Registrable person – specified entity

- name
- address of its principal office
- legal form and the law that governs it
- date of becoming a significant controller
- nature of control over the company





# Significant Controllers Register (4)

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## Registrable legal entity

- name
  - registration No.
  - address of its registered or principal office
  - legal form and the law that governs it
  - date of becoming a significant controller
  - nature of control over the company
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- ◆ **Name and contact details of Designated Representative**



# Significant Controllers Register (5)

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Example 1 – A Company Limited's SCR:

**Chan Tai Tai** is the significant controller of  
**A Company Limited**

# Significant Controllers Register (6)

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
1	2/3/2018	Chan Tai Tai	(a) Correspondence address : Room 10, 11/F, 2000 Nathan Road, Kowloon (b) HKID Card No.: AA234567(8) (c) Date of becoming a registrable person: 1/3/2018 (d) Nature of control over the company : Chan Tai Tai holds the right to appoint a majority of the board of directors	
<b>Designated Representative</b>				
Entry No.	Date of entry	Name (capacity)	Contact details	
1	2/3/2018	Chan Tai Ho (director of the company)	(a) Address : Room 10, 11/F, 2000 Nathan Road, Kowloon (b) Telephone No.: 1111-1111 (c) Fax No.: 1111-1111	



# Significant Controllers Register (7)

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Example 2 – B Company Limited's SCR:

B Company Limited has one shareholder, ABC Charity Limited

Lee Tai Lung is a member and holds the right to appoint a majority of the board of directors of ABC Charity Limited

# Significant Controllers Register (8)

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
1	7/3/2018	ABC Charity Limited	<p>(a) Legal form : guarantee company</p> <p>(b) Registration number : 123456</p> <p>(c) Place of incorporation : Hong Kong (Governing Law)</p> <p>(d) Address of registered office: Room 10, 10/F, Forever Green Building, 1000 Wong Chuk Hang Road, Aberdeen, Hong Kong</p> <p>(e) Date of becoming a registrable legal entity: 1/3/2018</p> <p>(f) Nature of control over the company : ABC Charity Limited holds more than 25% of the issued shares of the company</p>	

# Significant Controllers Register (9)

Entry No.	Date of entry	Name of registrable person / legal entity	Particulars	Remarks/ Notes
2	7/3/2018	Lee Tai Lung	<p>(a) Correspondence address : Suite 19, 19/F, Flourishing Tower, 3000 Chai Wan Road, Chai Wan, Hong Kong</p> <p>(b) HKID Card No.: AA200200(0)</p> <p>(c) Date of becoming a registrable person: 1/3/2018</p> <p>(d) Nature of control over the company : Lee Tai Lung holds the right to appoint a majority of the board of directors of ABC Charity Limited</p>	
<b>Designated Representative</b>				
Entry No.	Date of entry	Name (capacity)	Contact details	
1	7/3/2018	Chan, Lee, Cheung & Co (legal professional)	<p>(a) Address : Room 10, 10/F, Forever Green Building, 1000 Wong Chuk Hang Road, Aberdeen, Hong Kong</p> <p>(b) Telephone No.: 1111-1111</p> <p>(c) Fax No.: 1111-1111</p>	



# Significant Controllers Register (10)

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## ◆ Examples of additional matters to be noted in the significant controllers register

- Scenario 1 : no significant controller

*“The company knows, or has reasonable cause to believe, that it has no significant controller.”*



# Significant Controllers Register (11)

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- Scenario 2 : particulars of identified registrable person not confirmed

*“The company has identified a registrable person of the company, namely, [state the name of the registrable person here], but not all the required particulars of that person have been confirmed.”*





# Significant Controllers Register (12)

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- Scenario 3 : company's investigations are ongoing

*“The company has not yet completed taking reasonable steps to ascertain whether it has a significant controller.”*



# Significant Controllers Register (13)

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- Scenario 4 : notice to a significant controller – notice not complied with within 1 month

*“The company has given a notice to a person, namely, [state the name of the person here], whom it knows, or has reasonable cause to believe, to be a registrable person / registrable legal entity of the company, but the person has failed to comply with the requirements of the notice within 1 month from the date of the notice.”*

*(Other examples can be found in Annex C of the Guideline)*



# Location of Significant Controllers Register

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- A company must keep its Significant Controllers Register (“SCR”) at the company’s **registered office or a place in Hong Kong**

## Notification to Registrar of Companies

- If the SCR is not kept at the company’s registered office:
  - file revised **Form NR2** with the Registrar
  - **within 15 days** after the SCR is first kept at that place

# Location of Significant Controllers Register (2)



公司註冊處  
Companies Registry

登記冊及公司紀錄備存地點通知書  
Notice of Location of Registers  
and Company Records

表格  
Form **NR2**

公司編號 Company Number

註 Note

**1 公司名稱 Company Name**

**2 登記冊及公司紀錄的備存地點 Location of Registers and Company Records**  
請在適用的空格內加上 ✓ 號 Please tick the relevant box(es)

	備存地點 (註冊辦事處以外) Location (Other than the Registered Office) <sup>#</sup>	轉為備存於 註冊辦事處 Changed to be Kept at Registered Office <sup>#</sup>	生效日期 Effective Date (日 / 月 / 年 DD / MM / YYYY)
<p><b>9</b>      登記冊 / 公司紀錄 Registers / Company Records</p> <p><b>10</b></p> <p><b>11</b></p> <p><input type="checkbox"/> 成員登記冊 Register of Members</p>		<input type="checkbox"/>	
<p><b>4</b>      <input type="checkbox"/> 重要控制人登記冊 Significant Controllers Register</p>		<input type="checkbox"/>	
<p><input type="checkbox"/> 董事登記冊 Register of Directors</p>		<input type="checkbox"/>	



# Location of Significant Controllers Register (3)

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## Exception to existing companies

- if the SCR is kept at the **same place** where the company's **register of members** is kept and the Registrar has already been **informed of that place**
- no need to file Form NR2



# Location of Significant Controllers Register (4)

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## Change of Location

- If there is any change to the location of SCR:
  - file revised **Form NR2** with the Registrar
  - **within 15 days** after the change



# Location of Significant Controllers Register (5)

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## Revised Form NR2

- revised Form NR2 was gazetted on **9 February 2018**
- as from **1 March 2018**, the CR will only accept the revised Form NR2 for registration
- can be downloaded from CR's website (**[www.cr.gov.hk](http://www.cr.gov.hk)**)



# Further Information

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- Dedicated thematic section on “Significant Controllers Register” on Companies Registry’s website ([www.cr.gov.hk/en/scr](http://www.cr.gov.hk/en/scr))
  - Companies (Amendment) Ordinance 2018
  - Companies Registry External Circular No. 2/2018
  - Guideline on the Keeping of Significant Controllers Registers by Companies
  - Frequently asked questions





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# Thank You

Thematic section: [www.cr.gov.hk/en/scr](http://www.cr.gov.hk/en/scr)

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Email : [cr.scr@cr.gov.hk](mailto:cr.scr@cr.gov.hk)