



Corporate Services

# Our team – Corporate Services



PwC is the world's leading professional services firm providing a wide range of services to our clients, including audit and assurance, consulting, deals, tax, legal, etc. Over 84% of our clients are Fortune Global 500 companies.



Our Team is specialised in setting up of entities in Hong Kong and common offshore jurisdictions, providing a wide range of corporate secretarial and compliance services (including group reorganization, capital reduction, amalgamation, application for stamp duty relief, liquidation, etc.) as well as listing rules compliance services, director's training and other corporate governance advice to companies listed in Hong Kong.

More than 50% of our Team are chartered governance professionals, chartered secretaries or chartered accountants in Hong Kong, who have solid experience in company secretarial services. They have served more than 50 companies listed in Hong Kong, including acting as named company secretary of listed companies.





In addition, our team members previously worked in the Stock Exchange of Hong Kong and share registrar who were responsible for supervising the compliance of more than 100 Hong Kong listed companies and handling share allotments and distribution of dividends for over 60 Hong Kong listed companies respectively. Our experiences in various aspects enable us to deal with complicated governance issues of HK listed companies in an all-around, professional and accurate manner.

Our Team would also actively collaborate with Tax, Legal and Assurance teams to provide one-stop services to clients to cope with their needs and complex matters.

## Retainer services

#### We assist clients in:

- establishing business presence in Hong Kong and overseas
- dealing with on-going compliance and entity maintenance matters locally and globally by collaborating with PwC's global network





#### Company formation, business establishment and licence application

- Hong Kong private, public and guarantee companies and limited partnership
- BVI exempted company and limited partnership
- Cayman Islands exempted company and limited partnership
- Hong Kong branch registration under Part 16 of Companies Ordinance
- Hong Kong charitable organisation with tax exemption under section 88 of Inland Revenue Ordinance
- Licence applications under other Ordinances



### Corporate governance, compliance and secretarial

- Named Secretary
- Registered Office
- Complying Significant Controllers Register and appointment of Designated Representative
- Maintenance of corporate records and statutory registers
- Annual General Meeting and Board Meeting Management
- Annual return filing
- Review of group structure and policies
- Economic substance reporting and notification

# Group restructure

## Share transfer and stamp duty relief

- A reorganisation of the ownership of one or more companies
- Stamp duty relief for transfer of intra-group shares

We support clients in managing changes as businesses grow

# Capital injection

- Turning a company to solvent status before dissolution or amalgamation
- Share subscription by new investors



# Corporate due diligence Important to the

#### Important to the merger & acquisition process

Review corporate and statutory records of a target company, helping identify the hidden issues and suggest remedial actions

## Members' coluntary liquidation

 Suitable for companies with considerable share capital and surplus assets to be returned to shareholder(s)



## Court-free capital reduction

 Return substantial amount of share capital to shareholder(s)

# Court-free amalgamation

 Streamline organisational structure and re-allocate group resources for enhancing tax-efficiency

## How can PwC help?

- Provide advice and assist in the implementation of group re-organisation
- Application to the Inland Revenue Department for stamp duty relief
- Review group structure and advise on structure simplification strategy to enhance risk management and operational efficiency
- Assist in application for dormant status and dissolution such as deregistration or members' voluntary winding-up of Hong Kong companies

# Services for listed companies

We have a dedicated team of professionals who are equipped with in-depth knowledge of laws and regulations governing Hong Kong listed companies and their corporate governance



## How can PwC help?

#### **Corporate governance**

- Prepare and review Corporate Governance Report pursuant to the requirement of the Corporate Governance Code
- Advise on corporate governance policies and framework
- Provide latest update on rules and regulatory disclosure requirements
- Provide training to and help the board of directors of the listed issuers to keep abreast of directors' duties and responsibilities



#### Liaison with regulators

- Act as named secretary / joint company secretary
- Act as authorised
   representative under Part
   16 of Hong Kong
   Companies Ordinance
- Liaise with regulatory bodies on behalf of the listed issuers

#### Statutory compliance

- Prepare and review the quarterly / interim / annual results announcements and reports and monthly returns
- Assist the Company to organise general meetings and handle related matters, prepare and review relevant announcements and circulars, Chairman Script and rundown of the meeting.
- Assist the Company to hold Board, Audit Committee, Remuneration Committee, Nomination Committee and other meetings.
- Prepare the disclosure forms and update the register and index pursuant to the Securities and Futures
   Ordinance
- Prepare standard clarification announcement regarding unusual movements in price and trading volume of the shares pursuant to the Listing Rule
- Advise on compliance requirements under the Companies Ordinance, Listing Rules and Securities and Futures Ordinance in Hong Kong

# Fund compliance

Our dedicated team can support you in the registration of private funds established in the Cayman Islands with the Cayman Islands Monetary Authority ('CIMA') as well as registration of private funds in Hong Kong in the form of limited partnerships under Hong Kong Limited Partnership Fund ('LPF') Ordinance.

## How can PwC help?



Arrange for the registration of private funds with CIMA and under LPF



Attend to on-going maintenance of a LPF and any related entities under the Companies Ordinance in Hong Kong



Comply with on-going reporting obligations



Migrate the existing funds registered under Limited Partnership Ordinance (Cap.37) to the LPF



Prepare fund annual return and submit to CIMA



Dissolve a private fund and any related entities



# Digital Business Portal

#### **Online Services**

The online platform 'My Services' at the Digital Business Portal empowered by PwC which is specifically designed for our clients. Via this platform, Clients can directly communicate and give instructions to the engagement teams, easily access their corporate records anytime, anywhere as well as authorise the engagement team to do filing of statutory forms with e-Registry provided that we act as your company's officer. The online platform can satisfy Client's needs especially with the function to allow retrieval of corporate documents and records anytime, anywhere, by clients from 'My Data Room'.





## Learning

A platform that provides you access to our tax, legal and other business learning knowledge modules covering a great variety of online course. This learning module keeps individuals and corporates up to date on key regulatory changes and stay ahead of the complex issues businesses are tackling in a rapidly changing landscape through CPD validating videos and seminars created by practicing tax, legal and accounting professionals.

Select a topic to watch online and access additional resources.

### **Business Information**

ASEAN has become one of the world's top five economies, and companies from all over the world are looking to expand their operations in ASEAN. Get prepared before you start doing business in ASEAN. Please contact us for further information.





## Contact us to find out more

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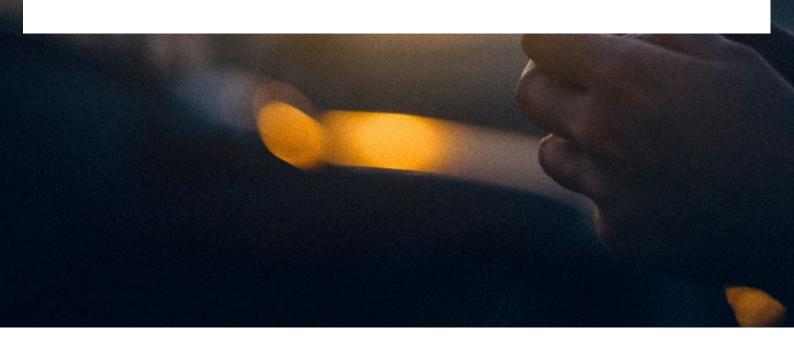
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