



公 司 註 冊 處  
COMPANIES REGISTRY

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Hong Kong Institute of Certified Public Accountants  
37/F., Wu Chung House  
213 Queen's Road East  
Wanchai  
Hong Kong

Dear Sirs,

**Companies Ordinance, Cap 622 –  
Execution of Documents and Deeds Without a Common Seal**

As an initiative to facilitate business operations, the new Companies Ordinance, Cap. 622, (“the new CO”) has abolished the mandatory requirement for a company to have a common seal and has made the keeping and use of a common seal optional. This applies to any company incorporated in Hong Kong under the new CO or any former Companies Ordinances.

Pursuant to section 127 of the new CO, a company may execute a document under its common seal or, alternatively, without using its common seal. In particular, a document signed in accordance with section 127(3) and expressed (in whatever words) to be executed by the company has effect as if the document had been executed under the company's common seal. The alternative mode of execution without the common seal is provided for under section 127(3) as follows:

- (a) in the case of a company with only one director, by having it signed by the director on the company's behalf; or
- (b) in the case of a company with 2 or more directors, by having it signed on the company's behalf by –
  - (i) the 2 directors or any 2 of the directors; or
  - (ii) any of the directors and the company secretary of the company.

Under section 128(1), a company may execute a document as a deed without using its common seal by –

- (a) executing it in accordance with section 127;
- (b) having it expressed (in whatever words) to be executed by the company as a deed; and
- (c) delivering it as a deed.

It follows from the above that the requirement under the Conveyancing and Property Ordinance, Cap. 219, of executing a deed for the creation, extinguishment and disposal of any legal estate in land may be satisfied by the company executing the relevant assignment, mortgage, charge, lease etc. as a deed in accordance with sections 127(3) and 128 of the new CO without using the company's common seal. Likewise, other documents which are required to be executed as a deed (such as a deed for the grant of a power of attorney) may be executed by a company as a deed without using its common seal.

We would be obliged if you would draw your members' attention to the abolition of the requirement for common seal and the above provisions.

Yours faithfully,



(YU Kwok Kuen)  
for Registrar of Companies