

規管任務

REGULATORY OPERATIONS

剔除公司名稱行動

《公司條例》第 290A 條自一九九三年七月制定後，本處共將 97,934 間連續兩年或以上欠交周年申報表的公司的名稱自登記冊中剔除。此項剔除行動已於一九九九年六月底完成。而第 290A 條於一九九九年十一月十一日在《1999 年公司 (修訂) 條例》生效時被廢除。

根據《公司條例》第 291 條的規定，公司註冊處處長如有理由相信某公司並非在營業或運作中，可酌情決定是否將該不營運公司的名稱自登記冊中剔除。不過，由於根據第 291 條被剔除名稱的公司是無須繳付費用，此條條文便被很多成立及經營公司的人士所濫用，以代替清盤。這個情況所造成的結果是，本處為這些公司免費提供服務，而提供服務的成本則由納稅人所津貼。

為了補救這個被濫用的情況，《公司條例》第 291AA 條於一九九九年十一月十一日生效。新條文讓不營運但有償債能力的私人公司向公司註冊處處長申請撤銷註冊，使這類公司得以簡單、快捷及廉宜地解散。隨着第 291AA 條制定，本處已停止接納公司根據第 291 條提出的剔除名稱申請。該法定撤銷註冊程序深受私營機構歡迎。本處在一九九九年十二月收到 114 宗申請，而在二零零零年三月，申請數目已增加十倍，達到 1,164 宗。

Striking-Off Action

Since the enactment of section 290A of the Companies Ordinance in July 1993, the Registry has struck off 97,934 companies which failed to submit annual returns for two or more consecutive years. Striking off action was completed at the end of June 1999, and section 290A was repealed when the Companies (Amendment) Ordinance 1999 came into effect on 11 November 1999.

Section 291 of the Companies Ordinance gives the Registrar of Companies a discretionary power to strike off a defunct company if he has reasonable cause to believe that it is not carrying on business or in operation. However, as no fee is payable for a company to be struck off under section 291, this provision has been abused by many people involved in the formation and running of companies as an alternative to winding-up. The net result was that the Registry was providing a free service to these companies with the cost subsidized by the general taxpayers.

To remedy this undesirable situation, section 291AA of the Companies Ordinance came into effect on 11 November 1999. This new provision allows a defunct, solvent private company to apply to the Registrar of Companies for deregistration and enables such a company to be dissolved in a simple, fast and inexpensive way. With the enactment of section 291AA, the Registry stopped accepting applications for striking off action under section 291. The statutory deregistration procedure has been well received by the private sector. In December 1999, 114 applications were received but, by March 2000, the number of applications had increased by ten times to 1,164.



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Answering enquiries on the new deregistration service

檢控

在一九九九至二零零零年度，本處對沒有履行遞交文件這項法定責任的公司及董事繼續採取檢控行動。年內，本處共發出了大約 **191,000** 封警告信。雖然須要遞交周年申報表的公司數目在年內增加大約**6%**，本處仍然能維持履行法定責任的比率在去年的水平。在一九九九至二零零零年度，有**78.91%**的公司訂明期限之內遞交周年申報表，而一九九七至九八年度及一九九八至九九年度的比率則分別為 **79.93%** 及 **78.37%**。

本處收到愈來愈多來自市民及其他政府部門涉及違反《公司條例》的投訴。這些投訴大部分是關於未有遞交周年申報表和其他法定申報表，以及這類申報表載有過時或不準確的資料。投訴個案數目由一九九七至九八年度的 **76** 宗及一九九八至九九年度的 **156** 宗，增至一九九九至二零零零年度的 **201** 宗。在檢控組進行調查之後，本處會就個別個案採取檢控行動。

在一九九九至二零零零年度，本處向沒有履行《公司條例》規定的責任的公司及董事總共發出了 **152** 張傳票，在一九九八至九九年度則發出了 **301** 張。這個向下趨勢反映出市民已普遍知道本處的加強檢控政策，以及遲交周年申報表須要繳付較高費用的後果。

Prosecutions

In 1999-2000, the Registry continued its prosecution action against companies and directors who were in default of their statutory filing obligations. A total of about 191,000 warning letters were issued during the year. While the number of companies required to file annual returns had increased by about 6% in the year, the Registry managed to maintain the compliance rate at about the same level as in the previous year. In this respect, 78.91% of companies filed their annual returns within the prescribed time limit in 1999-2000, compared with compliance rates of 79.93% and 78.37% for 1997-1998 and 1998-1999 respectively.

The Registry continued to receive an increasing number of complaints both from members of the public and other government departments concerning alleged breaches of the Companies Ordinance. The majority of these complaints concerned failure to file annual returns and other statutory returns and outdated or inaccurate information contained in such returns. The number of complaints has increased from 76 in the year 1997-1998, 156 in 1998-1999 to 201 in 1999-2000. Prosecution action was instigated in appropriate cases after investigations had been carried out by the Prosecution Section.

During 1999-2000, a total of 152 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance compared with 301 summonses in 1998-1999. This downward trend reflected increased public awareness of the Registry's expanded prosecution policy and the higher fees payable for late filing of annual returns.

制定法例

《1999年公司(修訂)條例》已於一九九九年六月三十日制定，並於一九九九年十一月十一日起實施。該條例的主要目標如下：—

- 允許私人公司在股東一致同意以及在沒有未償還債務的情況下，向公司註冊處處長申請撤銷註冊；
- 簡化申報董事資料的規定；及
- 就公司合併或集團重整訂定合併寬免。

為了配合本處的策略性改革計劃及在二零零四年推行全面電腦化的登記及查冊系統，本處已展開修訂《公司條例》的工作，以便本處能推行電子存檔、電子處理及電子查閱文件等計劃。此外，由本處負責執行的其他條例的有相關條文，本處亦會作出類似的修訂。

《2000年公司(修訂)條例》於二零零零年七月一日起實施。該條例載有一些重要修訂，其主要目的在於簡化提交文件的規定，以及使公司能以一致通過的書面決議作出某項事情，而無須為此舉行會議。

Legislation

The Companies (Amendment) Ordinance 1999 was enacted on 30 June 1999 and came into operation on 11 November 1999. The principal objectives of the Ordinance are as follows: —

- To allow private companies, with the unanimous consent of their shareholders and which have no outstanding liabilities, to apply to the Registrar of Companies to be deregistered;
- To streamline the reporting of directors' particulars; and
- To provide for merger relief when companies combine or where there is a group reconstruction.

In accordance with the Registry's Strategic Change Plan and the intention to establish a fully computerized registration and search system by 2004, preparation of the amendments to the Companies Ordinance which need to be in place to facilitate electronic filing, electronic processing and electronic searching of documents at the Registry has commenced. Similar amendments to other Ordinances under the purview of the Registry will also be required.

The Companies (Amendment) Ordinance 2000, which came into operation on 1 July 2000, contains a number of important amendments, the main purpose of which is to streamline the filing requirements, enable companies to pass unanimous written resolutions and dispense with the holding of meetings.