

檢控

在二零零零至零一年度，本處向沒有遵照《公司條例》規定遞交文件履行有關法定責任的公司和董事發出約 182,800 封警告信。結果，共有 81.2% 的公司在訂明期限之內遞交周年申報表。如與一九九八至九九、一九九九至二零零零年度的 78.4% 和 78.9% 比較，依例遞交文件的比率穩步上升。

本處年內收到 206 宗來自市民與其他政府部門有關涉及違反《公司條例》的投訴。一九九八至九九、一九九九至二零零零年度則分別接獲 156 和 201 宗投訴。年內收到的投訴大多數是有關公司未有申報註冊辦事處座落地點、尚未遞交周年申報表及其他法定申報表、以及申報表載有過時或不準確的資料。

在二零零零至零一年度，本處向沒有履行《公司條例》規定責任的公司和董事總共發出 261 張傳票。一九九八至九九、一九九九至二零零零年度則分別發出 301 和 152 張傳票。在二零零零至零一年度發出的傳票中，共有 18 張針對屬慈善機構的擔保有限公司不履行遞交周年申報表和帳目的責任。

Prosecutions

In 2000-01, the Registry issued about 182,800 warning letters to companies and directors who were in default of their statutory filing obligations under the Companies Ordinance. As a result, 81.2% of companies filed their annual returns within the prescribed time limit, which represented a steady improvement compared with compliance rates of 78.4% and 78.9% for 1998-99 and 1999-2000 respectively.

During the year, the Registry received 206 complaints from members of the public and other government departments on alleged breaches of the Companies Ordinance, compared with 156 and 201 complaints received in the years 1998-99 and 1999-2000 respectively. Most of the complaints received this year concerned failure to report the registered office of a company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns.

In 2000-01, a total of 261 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance, compared with 301 and 152 summonses issued in 1998-99 and 1999-2000 respectively. The summonses issued in 2000-01 included 18 summonses issued against guarantee companies having a charitable status which had failed to file annual returns and accounts in accordance with their filing obligations.



制定法例

《2001 年公司(修訂)條例草案》在六月六日提交立法會。該條例草案容許在香港註冊成立的上市公司應成員要求，向成員派發名為《財務摘要報告》的周年帳目。此文件的好處是除了篇幅大為縮短外，亦可節省印製詳細公司財務文件所用的紙張。

此外，現時是在後期草擬階段的公司(修訂)條例草案會大大改變《公司條例》。該條例草案首先建議實行二零零零年二月《公司法改革常務委員會報告——全面檢討公司條例》所載第一階段建議，包括引入一成員和一董事公司、廢除法團身分董事、容許以普通決議罷免董事、給予股東個人起訴權以執行公司章程大綱及章程細則、降低傳閱公司成員建議所需的成員持股量或人數下限、以及無須經法庭便可在某些法例指明情況下減少公司的資本。條例草案其次建議修訂有關本處全面電腦化運作的法例，配合策略性改革計劃施行。預料這條例草案亦可於二零零二年初提交立法會。

Legislation

The Companies (Amendment) Bill 2001, which was introduced into the Legislative Council on 6 June, will enable listed companies incorporated in Hong Kong to distribute a considerably shorter form of their annual accounts, to be known as summary financial report, to their members if the members so wish. Summary financial report will have an additional advantage of reducing the amount of paper involved in the production of a full set of company's financial documents.

In addition, a Companies (Amendment) Bill, which is at an advanced state of preparation, will make significant changes to the Companies Ordinance. First, it will implement Phase I of the recommendations contained in the Standing Committee on Company Law Reform's Report on the Overall Review of the Companies Ordinance issued in February 2000. These include the introduction of one member and one director companies, the abolition of corporate directorships, enabling directors to be removed by ordinary resolution, giving shareholders a personal right to sue to enforce the provisions of a company's memorandum and articles, lowering the threshold for circulating members' proposals, and enabling a company's capital to be reduced in certain statutory-specified circumstances without recourse to the court. Secondly, it will implement those legislative amendments required in connection with the full computerisation of the Registry under the SCP. It is anticipated that this Bill will also be introduced into the Legislative Council in early 2002.