

## 策略性改革計劃

本處的整體規劃目標，一向致力為客戶提供更容易和方便的方法遞交文件和查閱公司資料。隨著本處全面檢討了目前的運作及評估了電子存檔、電子處理、電子查閱資料這三個主要的推動改革方法所會造成的影響，處內一個研究小組於二零零零年六月發表《策略性改革計劃研究最後報告》，財經事務局局長並於同年九月通過這份報告。本處現正推行該改革計劃，目的是在二零零五年之前建立一個電子公司註冊處，將接收、處理、儲存與發布資料的工作電子化，為世界各地客戶提供快捷、廉宜、易用及優質的服務。

## Strategic Change Plan

It has always been the Registry's overall planning target to make the lodging of documents and searching of corporate information increasingly simple and convenient for the department's customers. Following completion of an overall review of the Registry's current operations and an assessment of the impact of electronic filing, electronic processing and electronic searching as the three key change drivers, a SCP Final Report was produced by the department's in-house study team in June 2000. The Report was endorsed by the Secretary for Financial Services in September 2000. The Registry is now implementing the SCP which aims to establish by 2005 an electronic Companies Registry for receiving, processing, storing and disseminating information electronically, providing fast, inexpensive, user-friendly and high quality services to its customers throughout the world.



二零零一年二月一日向新聞界介紹策略性改革計劃  
*Presenting the Strategic Change Plan to the news media on 1 February 2001*

策略性改革計劃訂下三個策略目標——發展電子化服務和更廣泛使用資訊科技；提高申報資料質素與加強公司遵守法規意識；以及達到並持續提供卓越的服務。本處擬訂了各項主要措施和建議，一旦實施後，便會將以紙張文件和人手密集為主的公司註冊處，轉型為電子化和全面自動的

The SCP set out three strategic goals —— **Developing Electronic Services and Wider Use of Information Technology; Enhancing Quality of Information and Corporate Compliance; and Achieving and Sustaining Excellence in Service Delivery.** Key initiatives and recommendations have been developed which, upon



操作。本處在二零零一年一月向立法會財經事務委員會提交策略性改革計劃，並於同年二月向新聞界公布該項計劃。

推行策略性改革計劃將會對本處的組織架構、業務工序、工作流程及資訊系統造成重大改變。然而，我們可藉此重整本處的運作程序，從而大大提高服務的質素，為商界帶來莫大好處。本處會將運作程序簡化和自動化，縮短辦理註冊成立公司與登記文件所需的時間，因而可以更快地更新和披露公司資料、改善資料質素、加強資料的保安與完整性，提高生產力並降低運作成本。同時，公司亦可因用於遵守法例規定的開支與運作成本的下降而受惠。

策略性改革計劃是一項重大兼且高度複雜的任務，對本處的發展至為重要。本處因此在二零零一年三月設立由處長領導的「發展督導委員會」，監督計劃的實施。該委員會亦會考慮並訂立本處長遠業務發展的目標。

## 公司註冊處綜合資訊系統

資訊系統策略是策略性改革計劃的一個重要組成部分。本處根據顧問公司於二零零零年五月完成的「資訊系統策略研究」所提出的建議，分兩階段發展「公司註冊處綜合資訊系統」，以支援本處的核心業務和提供電子化公共服務。第一階段需時 15 個月，包括更換現有的電腦系統、改善系統基礎設施、加強資料庫管理、將微型縮影紀錄轉換為數碼影像、設置文件影像處理系統、工序自動化和推行以電子方式查冊。當二零零三年

implementation, will transform the Registry from a paper-based and labour-intensive system to an electronic and fully automated operation. The SCP was presented to the Legislative Council Panel on Financial Affairs in January 2001 and the news media in February 2001.

The implementation of the SCP will bring substantial changes to the Registry's organisational structure, business processes and workflows, and the information systems. However, the consequential overall re-engineering of the Registry's operation will bring significant improvements in service delivery and substantial benefits to the business community. Operational procedures will be streamlined and automated to shorten the processing time of company incorporations and document registration. As a result, there will be more timely updating and disclosure of company information, improved quality of information, enhanced data security and integrity, and higher productivity at reduced operating costs. Companies will also enjoy reduced compliance costs and lower operating costs.

As the SCP is a major and highly complex undertaking of considerable importance to the development of the Registry, a Development Steering Committee led by the Registrar of Companies was established in March 2001 to oversee the implementation of the SCP. The Development Steering Committee will also consider and set objectives for the Registry's long-term business development.

## Integrated Companies Registry Information System

An integral part of the SCP is an information systems strategy. Following the recommendations made by the consultant of the Information Systems Strategy Study (ISSS), which was completed in May 2000, the Registry will develop an **Integrated Companies Registry Information System (ICRIS)** in two phases to support the core business activities of the Registry and enable electronic service delivery. It will take 15 months to implement **Phase I** which includes the replacement of the existing computer systems, infrastructure enhancement,





規格，將會納入招標文件內。本處將於二零零一年第四季發出有關的招標文件，並預期在二零零二年中開始發展和施行這系統。

### **修訂法例**

「策略性改革計劃」提出若干項修訂法例的建議，以簡化申報規定及方便以電子方式登記文件和查閱公司資料。這些建議大部分納入在二零零二年初提交立法會的公司(修訂)條例草案。

### **檢討指明表格**

本處在二零零零年九月成立「表格檢討工作小組」，負責檢討與設計各款指明表格，以助提高申報資料的質素和更快地提供最新的公司資料，以供公眾查閱，同時方便以電子方式提交和處理資料。本處將推出約70款經修訂或新的指明表格。檢討工作將於二零零三年初完成。

## **公司法改革**

公司法改革常務委員會是一個非法定的委員會，在一九八四年成立，現由上訴法庭副庭長出任主席，成員包括有關政府部門、監管機構、學術界、會計師、商人、公司秘書和律師的代表。委員會的主要職能是定期檢討和修訂《公司條例》，確保該條例符合商界和監管機構不斷轉變的需要。該委員會由本處提供秘書處服務，年內共召開七次會議，商討多項修訂《公司條例》的建議。在本年內，該委員會用了很多時間於「企業管治檢討」。然而，除此之外，委員會亦通過修訂《公司條例》，內容是有關「附屬公司」及集團公司帳目問題，以及在香港註冊成立的上市

timetable. The feasibility study was completed in May 2001. The recommendations and detailed project specifications proposed in the feasibility study will form part of the tender specifications. The ICRIS tender document will be issued in the last quarter of 2001. It is expected that the development and implementation of the ICRIS will commence in mid-2002.

### **Legislative Amendments**

The SCP recommended a number of legislative amendments for simplifying filing requirements and facilitating electronic document registration and searching of corporate information. The majority of these proposed amendments have been included in a Companies (Amendment) Bill to be introduced in the Legislative Council in early 2002.

### **Review of Specified Forms**

The Registry established a Forms Review Working Group in September 2000 to undertake the review and development of specified forms with a view to enhancing the quality and timeliness of information maintained for public inspection and facilitating electronic filing and processing. About 70 revised or new specified forms will be introduced. The Forms Review exercise will be completed in early 2003.

## **Company Law Reform**

The Standing Committee on Company Law Reform (SCCLR) is a non-statutory committee established in 1984. It is chaired by a Vice President of the Court of Appeal and its membership comprises representatives of relevant Government departments, regulators, academics, accountants, businessmen, company secretaries and lawyers. The principal function of the SCCLR is to ensure that the Companies Ordinance is reviewed and amended regularly to meet the changing needs of the business community and regulators. The Registry provides the secretariat for the SCCLR which met seven times during the year to consider a wide range of proposals to amend the Companies Ordinance. In the course of the year, much of the SCCLR's time has been

公司可提交財務摘要報告，以代替詳細的財務文件。委員會亦曾討論選擇性引入無帳面值股份，以及可否改革有關公司提供財務協助以購回其本身股份的法例。有關該委員會的工作詳情，可參閱《公司法改革常務委員會第17號年報》。

taken up with the Corporate Governance Review. However, in addition, it has endorsed amendments to the Companies Ordinance in respect of "subsidiaries" in relation to group company accounts and the introduction of summary financial statements by listed companies incorporated in Hong Kong in place of their full financial statements. The SCCLR has also discussed the optional introduction of no par value shares and possible reforms to the law regarding financial assistance by companies to purchase their own shares. Full details of the SCCLR's work can be found in the Committee's 17th Annual Report.

### 企業管治檢討

二零零零年三月八日，當時的財政司司長在財政預算案演詞宣布「公司法改革常務委員會」將全面檢討香港的企業管治架構。該委員會在二零零零年四月一日的會議席上決定設立有關「董事」、「股東」與「會計及審計」（其後改稱「企業報告」）的三個小組委員會，着手檢討企業管治。在二零零零年五月至二零零一年四月之間，董事小組委員會舉行了八次會議，股東小組委員會舉行了五次，企業報告小組委員會亦舉行了五次。這些會議所提出的建議載於一份諮詢文

### Corporate Governance Review

In his budget speech on 8 March 2000, the then Financial Secretary announced that the SCCLR would conduct a comprehensive review of the corporate governance regime in Hong Kong. At the SCCLR's meeting on 1 April 2000, the SCCLR decided to form three sub-committees regarding Directors, Shareholders and Accountancy and Audit (subsequently retitled Corporate Reporting) to take the corporate governance review forward. Between May 2000 and April 2001, the Directors Sub-committee has held eight meetings, the Shareholders Sub-committee has held five meetings and



公司註冊處處長於二零零一年四月在吉隆坡舉行的國際企業管治會議介紹一份有關改革香港企業管治的文件

*The Registrar of Companies presenting a paper on corporate governance reform in Hong Kong at the International Conference on Corporate Governance held in Kuala Lumpur in April 2001*



件，內容涵蓋第一檢討階段的建議。該份文件於二零零一年七月發表，徵詢公眾意見。為配合此項工作，該三個小組委員會已經委託或將會委託數間大學負責下述研究計劃：——

the Corporate Reporting Sub-committee has held five meetings.

The proposals made as a result of these meetings, which

comprise Phase I of the review,

are contained in a report which

was launched for public

consultation in July 2001. In

parallel with this work, the

sub-committees have either

commissioned or will be

commissioning the universities

to undertake the following

research projects : ——



二零零一年七月發表的《企業管治檢討》諮詢文件  
Consultation paper on Corporate Governance Review issued in July 2001

- 以比較方式調查和分析其他適合比較的司法管轄區的企業管治水平發展情況；
- 調查國際機構投資者對香港企業管治水平所持的態度；
- 審核、提名、薪酬三個委員會的角色和功能；
- 公司資料流程，以及股東取用這些資料的權利；及
- 進行經濟分析，比對上市公司的表現與股東的概況。
- A comparative survey and analysis of the development of corporate governance standards in other comparable jurisdictions;
- A survey on the attitudes of international institutional investors towards corporate governance standards in Hong Kong;
- The roles and functions of audit, nomination and remuneration committees;
- Company information flow and shareholders' rights of access to such information; and
- An economic analysis co-relating the performance of listed companies with their shareholders' profile.



公司註冊處處長在二零零零年十一月香港公司秘書公會舉辦的國際企業管治會議中接受紀念品

The Registrar of Companies receiving a souvenir at the International Conference on Corporate Governance organised by the Hong Kong Institute of Company Secretaries in November 2000