

檢控

在二零零一至零二年度，本處向沒有遵照《公司條例》規定履行遞交文件的法定責任的公司和董事發出約 169,800 封警告信，結果共有 78.1% 的公司訂明期限之內遞交周年申報表。一九九九至二零零零、二零零零至零一年度的遞交文件比率則分別為 78.9% 和 81.2%。

本處年內收到 198 宗來自市民與其他政府部門涉及違反《公司條例》的投訴。一九九九至二零零零、二零零零至零一年度則分別接獲 201 和 206 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。

在二零零一至零二年度，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 170 張傳票。一九九九至二零零零、二零零零至零一年度則分別發出 152 和 261 張傳票。

公司法改革常務委員會

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。秘書處服務由本處提供。委員會的主要職能是確保對《公司條例》定期進行檢討和修訂，以符合商界和監管機構不斷轉變的需要。年內共召開六次

Prosecutions

In 2001-02, the Registry issued about 169,800 warning letters to companies and directors who were in default of their statutory filing obligations under the Companies Ordinance. 78.1% of companies filed their annual returns within the prescribed time limit, compared with compliance rates of 78.9% and 81.2% for 1999-2000 and 2000-01 respectively.

During the year, the Registry received 198 complaints from members of the public and other government departments on alleged breaches of the Companies Ordinance, compared with 201 and 206 complaints received in the years 1999-2000 and 2000-01 respectively. Most of the complaints received this year concerned failure to report the registered office address of a company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns.

In 2001-02, a total of 170 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance, compared with 152 and 261 summonses issued in 1999-2000 and 2000-01 respectively.

Standing Committee on Company Law Reform

The 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. Its secretariat is provided by the Companies Registry. The principal function of the SCCLR is to ensure that the Companies



會議，商討多項修訂《公司條例》的建議和繼續檢討企業管治。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18號年報》。

制定法例

《2001年公司（修訂）條例》在二零零二年一月四日開始實施，容許在香港註冊成立的上市公司在某些情況和條件下向股東、債權證持有人或公司其他有權利的人士，送交《財務摘要報告》，以代替須在公司大會上提交公司省覽的財務文件。《財務摘要報告》篇幅短小，可節省印製詳細公司財務文件所用的紙張。

《2002年公司（修訂）條例草案》在二零零二年一月三十日提交立法會。法案委員會將告成立，詳細研究該條例草案。該條例草案旨在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》所載的第一階段建議，包括引入一成員和一董事公司、容許以普通決議免任董事、給予股東個人起訴權以執行公司組織章程大綱及組織章程細則、降低傳閱公司成員建議的最低規定、以及無須經法庭便可在某些法例指明情況下減少公司的股本。該條例草案亦補充有關本處全面電腦化運作的法例規定，配合策略性改革計劃施行。

Ordinance is reviewed and amended regularly to meet the changing needs of the business community and regulators. The SCCLR met six times during the year both to consider a wide range of proposals to amend the Companies Ordinance and to continue with its Corporate Governance Review. Full details of the SCCLR's work can be found in the Committee's 18th Annual Report.

Legislation

The Companies (Amendment) Ordinance 2001 came into operation on 4 January 2002 to enable a listed company incorporated in Hong Kong, in certain circumstances and subject to certain conditions, to send a copy of a summary financial report to a shareholder, debenture holder or any other entitled person of the company in place of a copy of the financial documents required to be laid before the company in its general meeting. The summary financial report in its short form will reduce the amount of paper involved in the production of a full set of company's financial documents.

The Companies (Amendment) Bill 2002 was submitted to LegCo on 30 January 2002 and a Bills Committee is to be formed to study this Bill in detail. The Bill will implement Phase 1 of the recommendations contained in the SCCLR's Report on the Overall Review of the Companies Ordinance which was issued in February 2000. This will include the introduction of one member and one director companies, 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. In addition, it will supplement legislative requirements required in connection with the full computerisation of the Registry under the Strategic Change Plan (SCP).

《2002年公司(修訂)(第2號)條例草案》現時亦是在草擬階段。該條例草案將落實有關《公司條例》第XI部全面檢討的結果。檢討工作由公司改革常務委員會屬下一個小組委員會負責，目的是精簡在香港以外註冊成立、但在香港特別行政區設立營業地點的公司需要遵守的法例規定。這條例草案的其中一個目標，是透過加強披露資料的規定，盡量使這類公司的註冊制度簡單易用，以平衡規管需要。

此外，另有兩項修訂法例亦在草擬階段。第一項是關於修訂《放債人條例》、《註冊受託人法團條例》和《有限責任合夥條例》，此等條例均由公司註冊處處長執行。這項修訂是配合策略性改革計劃下本處全面電腦化的需要，以及保障根據這些條例備存的公眾登記冊所載的個人資料。第二項是關於修訂《公司條例》，以便透過推出一款給公司發起人填報所需資料的指明表格，更方便公司採用電子方式辦理註冊成立手續。這項修訂法例亦備有條文，保障提交本處的個人資料。有關草擬工作已經開始。

再者，為集團帳目需要，公司法改革常務委員會接納香港會計師公會的建議，在《公司條例》中加入「附屬業務」的定義。有關的修訂法例建議現正草擬中。

The Companies (Amendment) (No. 2) Bill 2002 is also being drafted. The Bill will implement a comprehensive review of Part XI of the Companies Ordinance undertaken by a Subcommittee of the SCCLR in order to streamline and simplify the statutory requirements for companies incorporated outside Hong Kong which have established places of business in the Special Administrative Region. One of the objectives of this Bill is to balance the needs of regulation through enhanced disclosure requirements while making the registration regime for such companies as user-friendly as possible.

In addition to the above, there are two further sets of amendments which are in the drafting stage. The first of these concerns measures to update the Money Lenders, Registered Trustees Incorporation and Limited Partnerships Ordinances which are all under the purview of the Registrar of Companies and involves changes to these Ordinances which are required in connection with the full computerisation of the Registry under the SCP and to protect personal data in the public registers kept under the ordinances. Secondly, drafting of further amendments to the Companies Ordinance has commenced which will further facilitate electronic incorporation of companies by introducing a specified form on which the required information will be provided by the promoters of the company, together with the inclusion of provisions to protect personal data supplied to the Companies Registry.

Furthermore, the SCCLR accepted the Hong Kong Society of Accountants' proposal to include a new definition of 'subsidiary undertaking' in the Companies Ordinance for the purposes of group accounting and the drafting of the proposed amendments is underway.