



策略性改革計劃

本處一向致力為客戶提供快捷、具成本效益、易用和優質的服務。為了實現這個理想，策略性改革計劃訂下三個策略目標——即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。過去一年，本處在推行策略性改革計劃工作方面獲得良好進展，包括為開發新電腦系統而進行的招標工作、草擬有關法例的修訂條文和檢討指明表格。

實施策略性改革計劃會大大縮短處理文件所需的時間、更快地更新和披露公司資料、改善資料的質素、加強資料的保安與完整性、以及提高生產力和降低運作成本。本處在運作模式和電腦化計劃方面的策略性改革，不會因落實策略性改革計劃而停止。我們會不斷努力檢討，並會利用最新資訊科技和重新設計工作程序，以期進一步改善各項服務。

公司註冊處綜合資訊系統

為了支援本處從一個以處理紙張文件為主及人手密集的系统，過渡至一個全自動的電子化運作方式，本處將會在二零零三和二零零四年分兩階段推行「公司註冊處綜合資訊系統」。第一階段包括更換現有的電腦系統、改善基礎設施、以及加強資料庫管理。此外，本處亦會設置文件影像處理系統和流程管理系統，支援電子處理資料與電子查冊。第二階段將包括以電子方式遞交文件和註冊成立公司、以及設立客戶服務支援系統與業務知識庫。第一及第二階段的開發工作分別需時15和13個月。

Strategic Change Plan

In realising our vision to offer fast, cost-effective, user-friendly and high quality services to our customers, three strategic goals were formulated in the Registry's SCP — **Developing electronic services and wider use of information technologies, Enhancing quality of information and corporate compliance and Achieving and sustaining excellence in service delivery.** Over the past year, the Registry has made good progress in the implementation of the SCP in areas such as tendering for the new computer system, drafting relevant legislative amendments and conducting a review of specified forms.

The implementation of the SCP will lead to a significant reduction in the time taken to process documents, more timely updating and disclosure of company information, improved quality of information, enhanced data security and integrity and higher productivity at reduced operating costs. The strategic change in the Registry's mode of operation and computerisation programme will not stop at the implementation of the SCP. We will strive continuously to review and improve our services with the use of state-of-the-art information technologies and re-engineered business process.

Integrated Companies Registry Information System

In order to support the transformation of the Registry from a paper-based and labour-intensive system to electronic and fully automated operations, an Integrated Companies Registry Information System (ICRIS) will be implemented in two phases by 2003 and 2004 respectively. Phase I of ICRIS includes the replacement of the existing computer systems and infrastructure and database management enhancement. In addition, a document imaging system and a workflow management system will be implemented to support electronic processing and electronic searching. Phase II includes the implementation of electronic document registration and incorporation, a customer service support system and a business knowledge repository. It will take about 15 and 13 months respectively to implement the two phases.

本處在二零零一年底兩次招標，目的是落實第一階段「公司註冊處綜合資訊系統」。這兩次招標分別為招標開發「公司註冊處綜合資訊系統」、及招標提供將縮微膠片及紙張文件轉換為數碼影像的服務，有關合約已於二零零二年七月批出。

修訂法例

策略性改革計劃提出多項修訂法例建議，以便向客戶提供電子化公共服務。這些建議已大部分納入《2002年公司（修訂）條例草案》內。該條例草案已在二零零二年一月三十日提交立法會。至於有關海外公司的法例修訂和以電子方式註冊成立本地公司的修訂法例建議，將會納入在草擬中的條例修訂草案。

檢討指明表格

本處在二零零零年九月成立的「檢討表格工作小組」經諮詢部分主要客戶後，檢討並設計了60多款指明表格，其中包括修訂33款現有表格。本處在載於《2002年公司（修訂）條例草案》內的有關修訂建議獲得通過後，便會推出大約40款經修訂和新的指明表格，以配合修訂法例後的新存檔規定。重新設計各款表格的另一主要目的，是讓客戶更容易填報資料。檢討表格工作將於二零零三年初完成。

In order to implement Phase I of ICRIS, the Registry invited two tenders, i.e. the Tender for the Implementation of ICRIS and the Tender for the Provision of Microfiche and Paper Document Conversion Services in late 2001, and awarded the contracts in July 2002.

Legislative Amendments

The Companies (Amendment) Bill 2002 was introduced into LegCo on 30 January 2002. The majority of the legislative amendments proposed by the SCP to facilitate electronic service delivery have been included in this Bill. The legislative amendments in relation to overseas companies and electronic incorporation of local companies will be included in the forthcoming amendment bills.

Review of Specified Forms

The Forms Review Working Group established by the Registry in September 2000, in consultation with some major customers, has reviewed and designed over 60 specified forms, including the revision of 33 existing forms. About 40 revised and new specified forms will be introduced upon the enactment of the related legislative amendments in the Companies (Amendment) Ordinance 2002. These new forms will cater for the new filing requirements resulting from the legislative change. Another major objective of redesigning the forms is to enhance the user-friendliness in completion of forms. The Forms Review exercise will be completed in early 2003.



全面檢討公司條例

公司法改革常務委員會在全面檢討《公司條例》後，提出 62 項改革建議。這些建議分四個階段跟進。第一階段的建議項目大多數已經列入《2002 年公司（修訂）條例草案》。該條例草案在二零零二年一月三十日提交立法會，現正等待法案委員會審議，希望可在二零零二至零三年度立法會會期制定。第二階段涵蓋有關企業管治的項目，已經納入「企業管治檢討」，在下一年度或以後，會成為隨後的《公司（修訂）條例草案》的主題。第三階段涉及多個需要進一步考慮的主要項目，包括海外公司、公司審查與調查、《公司條例》所指的罪行及懲罰、以及無紙證券。與海外公司有關的建議，包括全面檢討《公司條例》第 XI 部，均列入《2002 年公司（修訂）（第 2 號）條例草案》。有關其餘項目的工作正在進行中，或剛剛展開。最後，第四階段涵蓋現有《公司條例》的重組及重新編寫問題、公司的重新分類、以及檢討該條例第 II 部有關資本保值的條文。

Overall Review of the Companies Ordinance

The Overall Review of the Companies Ordinance by the SCCLR resulted in 62 recommendations for reform which have been categorised into four phases for follow-up action. Most of the Phase I items have been included in the Companies (Amendment) Bill 2002 which was introduced into LegCo on 30 January 2002. The Bill is currently awaiting scrutiny by a Bills Committee and it is hoped that it will be enacted in the 2002-03 session of LegCo. Phase II covers various corporate governance related items which have been subsumed by the Corporate Governance Review and will be the subject of further companies amendment bills in the next year or so. Phase III involves a number of major items requiring further consideration such as overseas companies, company inspections and investigations, offences and punishments under the Companies Ordinance and scripless securities. Proposals regarding overseas companies, including a complete review of Part XI of the Companies Ordinance are included in the Companies (Amendment) (No. 2) Bill 2002. Work on the remaining items is either under way or has just commenced. Finally, Phase IV will cover, inter-alia, the restructuring and re-writing of the existing Companies Ordinance, the re-categorisation of companies and a review of the capital maintenance provisions in Part II.

企業管治檢討

公司法改革常務委員會繼續全面檢討企業管治。委員會轄下的三個小組委員會，此即董事、股東、企業報告小組委員會，曾召開會議12次，以確定所提出的建議，包括「第一階段企業管治檢討」。在二零零一年七月，該委員會發表《關於第一階段檢討的建議諮詢文件》，臚列21項建議，並收到53份來自不同機構、專業團體和市民的意見書。委員會在二零零二年一月二十六日舉行的第159次會議考慮這些意見書，結果根據收到的意見，大部分建議獲得採納。當局現正採取行動，對《公司條例》及《上市規則》作出適當修訂。

在二零零一年，當時的財經事務局委託兩所大學展開四個研究項目，即國際機構投資者對香港企業管治水平所持的態度；比較其他司法管轄區的企業管治架構；審核、提名、薪酬三個委員會的角色和功能；以及進行經濟分析，比對上市公司的表現與股東的概況。這些工作接近完成，委員會將考慮這些研究的結論。

第二階段企業管治檢討於二零零一年九月開始，希望可於二零零二年底左右完成。這階段涵蓋的題目包括：為董事發展適當的培訓計劃以及提高董事的專業資格；董事的薪酬；股東加強溝通；公司大會；以及審核、提名、薪酬三個委員會的角色與職能。

Corporate Governance Review

The SCCLR continued its comprehensive review of corporate governance. The SCCLR's three sub-committees, namely the Directors, Shareholders and Corporate Reporting Sub-committees, held twelve meetings to finalise their proposals comprising Phase I of the Corporate Governance Review. In July 2001, it published a Consultation Paper on Phase I of the Review setting out 21 proposals and received 53 responses from various institutions, professional bodies and members of the public. The SCCLR considered the responses at its 159th meeting held on 26 January 2002 and, in the light of the comments received, adopted most of the proposals. Action is being taken to make appropriate amendments to the Companies Ordinance and the Listing Rules.

In 2001, the then Financial Services Bureau commissioned two universities to undertake four research projects on: international institutional investors' attitudes towards corporate governance standards in Hong Kong; a comparative study of corporate governance regimes in other jurisdictions; the roles and functions of audit, nomination and remuneration committees; and an economic analysis correlating the performance of listed companies with their shareholders' profile. Work on these has been nearly completed and the SCCLR will be considering the conclusions of this research work.

Phase II of the Corporate Governance Review commenced in September 2001 which we hope will be concluded around the end of 2002. This phase will cover issues such as the development of appropriate training programmes and qualifications for directors, directors' remuneration, shareholder communication, company general meetings and the role and functions of audit, nomination and remuneration committees.