

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。本處在推行策略性改革計劃工作方面獲得良好進展，包括開發新電腦系統、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互聯網上全日24小時聯線查冊。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。

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*. The Registry has made good progress in the implementation of the SCP in areas such as developing 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, ICRIS will be implemented in two phases. Phase I of ICRIS includes replacing 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 on-line searching over the Internet round-the-clock. Phase II includes the implementation of electronic document registration and incorporation, a customer service support system and a business knowledge repository.

本處在二零零二年七月批出兩份合約，以落實開發第一階段「公司註冊處綜合資訊系統」的工作。這兩份合約分別為招標開發「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。預料第一階段可於二零零三年底／二零零四年初完成。

In order to implement Phase I of ICRIS, the Registry awarded two contracts, i.e. the Tender for the Implementation of ICRIS and the Tender for the Provision of Microfiche and Paper Document Conversion Services in July 2002. It is anticipated that Phase I will be implemented by the end of 2003/early 2004.



批出開發「公司註冊處綜合資訊系統」的合約
Awarding the contract for the Implementation of ICRIS

第二階段的工作需時約13個月，將緊接於第一階段後展開。預料第二階段大約於二零零四年底／二零零五年初完成。

Work on Phase II, which will take about 13 months to implement, will commence after Phase I has been implemented. It is anticipated that Phase II will be implemented around late 2004/early 2005.

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《2003年公司(修訂)條例》內。有關海外公司的法例修訂和以電子方式註冊成立公司的修訂法例建議，已納入《2003年公司(修訂)條例草案》。

Legislative Amendments

The majority of the legislative amendments proposed by the SCP to facilitate electronic services have been included in the Companies (Amendment) Ordinance 2003, and the legislative amendments in relation to overseas companies and electronic incorporation have been included in the Companies (Amendment) Bill 2003.

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」因應修訂法例後的新規定及客戶的需要，檢討並設計了多款指明表格。工作小組即將完成檢討工作，現已檢討並設計了70多款表格。在檢討過程中，我們曾經諮詢過一些主要客戶，以確保這些表格容易使用，並且符合客戶的需要。《2003年公司(修訂)條例》將於本年稍後時間實施，屆時本處會推出大約60款指明表格。

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項法律改革建議，並分四個階段跟進。

第一階段

第一階段共有18項對《公司條例》的具體修訂，當中包括：引入一成員及一董事公司；藉普通決議免任董事；在某些法定的指明情況下為董事投保和給予彌償；減低傳閱股東建議的最低人數規定；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的條款；以及在某些法定的指明情況下無須法庭批准即可減少股本。這些修訂建議已全部納入《2003年公司(修訂)條例》。

Review of Specified Forms

The Forms Review Working Group, established by the Registry in September 2000, has reviewed and designed specific forms to cater for the new filing requirements resulting from legislative changes and the needs of customers. The work of the Forms Review Working Group is near completion and the Group has reviewed and designed over 70 forms. During this process, we have consulted some major customers in order to ensure that the forms are user-friendly and meet the customers' requirements. About 60 specified forms will be introduced later this year when the Companies (Amendment) Ordinance 2003 comes into operation.

Overall Review of the Companies Ordinance

The Overall Review of the Companies Ordinance by the SCCLR resulted in 62 recommendations for legal reform. They have been divided into four phases for follow-up action.

Phase I

Phase I comprises 18 items regarding specific amendments to the Companies Ordinance. The items include: the introduction of one member and one director companies; removal of directors by ordinary resolution; indemnifying and insuring directors in certain statutorily specified circumstances; reducing the threshold for circulating shareholders' proposals; giving shareholders a personal right to sue to enforce the terms of a company's memorandum and articles; and removing the need for court approval for reduction of share capital in certain statutorily specified circumstances. All these items have been included in the Companies (Amendment) Ordinance 2003.

第二階段

第二階段共有19項關於企業管治和會計的建議，全部需要進一步研究或諮詢。公司法改革常務委員會展開的企業管治檢討，以及「政府／香港會計師公會聯合工作小組」對《公司條例》中各項會計和審計條文的檢討，已經或正在對這19項建議作出考慮。此等建議包括：董事局架構；委任董事；董事職責指引；自利交易；委派代表；股東查閱公司紀錄；法定衍生訴訟；以及修訂有關帳目事宜的附表10。其中數項建議，例如股東查閱公司紀錄和法定衍生訴訟，已納入《2003年公司（修訂）條例草案》。該條例草案在二零零三年六月提交立法會。

第三階段

第三階段共有八項與企業管治無關，但需要進一步研究的建議，包括：無帳面值股份；改革有關海外公司的《公司條例》第XI部；檢討《公司條例》中有關罪行與懲罰的條文；檢討《公司條例》中有關調查的條文；以及就無紙證券提出的建議。無帳面值股份這項目是顧問研究的主題；改革有關海外公司的《公司條例》第XI部的建議，納入了《2003年公司（修訂）條例草案》。

Phase II

Phase II comprises 19 corporate governance and accounting items requiring either further study or consultation. All of these either have been or are being considered in the context of either the SCCLR's Corporate Governance Review (CGR) or the Joint Government/HKSA Working Group's (JWG) Review of the accounting and auditing provisions of the Companies Ordinance. The items include: board structure; appointment of directors; statement of directors' duties; self-dealing; proxies; shareholders' access to corporate records; statutory derivative action; and updating the Tenth Schedule regarding accounts. A number of the items e.g. shareholders' access to corporate records and a statutory derivative action have been included in the Companies (Amendment) Bill 2003 which was introduced into the Legislative Council in June 2003.

Phase III

Phase III comprises 8 items which are not related to corporate governance but require further study. These include: no-par value shares; reform of Part XI of the Companies Ordinance regarding overseas companies; review of the offences and punishment provisions in the Companies Ordinance; review of the investigation provisions in the Companies Ordinance; and recommendations regarding scripless securities. The item on no-par value shares is the subject of a consultancy and the items on the reform of Part XI of the Companies Ordinance have been included in the Companies (Amendment) Bill 2003.

第四階段

第四階段共有17項建議，大多數涉及重組和重新編寫《公司條例》；公司分類；以及改革資本保存的條文。《公司條例》中有關這些範疇的條文由於性質關係，需要徹底重新編寫。該等建議包括以淺白英文重新編寫《公司條例》；刪除《公司條例》中有關招股章程的條文；為「公眾」和「擔保」公司下定義；改革A表（公司的「章程範本」）；改革第47A條（公司為收購本身股份而提供資助）；以及研究限制以實物為代價換取所發行的股份。

政府現正研究以最佳方式重新編寫《公司條例》。此外，「政府／香港會計師公會聯合作小組」在二零零二年初成立，負責全面檢討該條例有關會計與審計的條文。截至二零零三年三月三十一日，該工作小組共召開會議11次。

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，轄下三個小組委員會，即董事、股東和企業報告小組委員會，曾召開會議八次，確定第二階段「企業管治檢討」所提出的各項建議。企業報告小組委員會於二零零二年十月解散，原因是委員會的工作已納入「政府／香港會計師公會聯合作小組」，該工作小組負責檢討《公司條例》中有關會計和審計的條文。

Phase IV

Phase IV comprises 17 items largely concerned with the reorganization and re-writing of the Companies Ordinance; the categorization of companies; and reform of the capital maintenance provisions. By their nature, they will necessitate a complete re-write of the Companies Ordinance. The items include: re-writing the Companies Ordinance in plain English; removing the prospectus provisions from the Companies Ordinance; defining 'public' and 'guarantee' companies; reforming Table A (the company's 'model constitution'); reforming section 47A (financial assistance by a company for acquisition of its own shares); and studying restraints on issuance of shares for consideration in kind.

The Administration is now considering the best way of taking forward the rewrite of the Companies Ordinance. In addition, a Joint Government and HKSA Working Group (JWG) was established in early 2002 to undertake a comprehensive review of the accounting and auditing provisions of the Companies Ordinance. Up to 31 March 2003, the JWG has held 11 meetings.

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 8 meetings to finalise their proposals for Phase II of the Corporate Governance Review. The Sub-committee on Corporate Reporting was disbanded in October 2002 in view of its work being subsumed by the Joint Government/HKSA Working Group reviewing the accounting and auditing provisions of the Companies Ordinance.

關於第二階段「企業管治檢討」所載建議的第二份諮詢文件在二零零三年六月十一日發表，這些建議涉及下列多項問題：—

- 董事責任
- 董事就董事的自利交易投票
- 股東批准涉及董事的重大關連交易
- 董事或關連人士與聯營公司之間的交易
- 主席與行政總裁的角色和職能
- 董事局程序
- 審計、提名和酬金委員會
- 董事局的結構及非執行董事的角色
- 董事的資格和培訓
- 董事酬金
- 控股股東的自利交易
- 重大交易
- 更改各類別股份的權利
- 司法管制是否合適、各項條文和各類別股份具有的表決權的安排是否繁多而重複
- 公司大會
- 外部核數師的職責、法律責任及獨立性
- 企業規管

諮詢期到二零零三年九月三十日屆滿。

A second consultation paper on proposals made in Phase II of the Corporate Governance Review was released on 11 June 2003. The proposals cover a large number of issues as follows: —

- Directors' Duties
- Voting by Directors in relation to Directors' self-dealing
- Shareholders' approval for connected transactions of significance involving Directors
- Transactions between Directors or Connected Parties with an Associated Company
- The Roles and Functions of the Chairman and Chief Executive Officer
- Board Procedures
- Audit, Nomination and Remuneration Committees
- The Structure of the Board and the Role of Non-executive directors
- Directors' Qualifications and Training
- Directors' Remuneration
- Self-dealing by Controlling Shareholders
- Substantial Transactions
- The Variation of Class-Rights
- The Suitability of Judicial Control, Multiplicity of Provisions and Class Votes
- Company General Meetings
- The Responsibilities, Liabilities and Independence of External Auditors
- Corporate Regulation

The consultation will last until 30 September 2003.