



### 策略性改革計劃

年內，本處在達到策略性改革計劃訂下的三個策略目標方面，取得良好進展，這三個目標為發展電子化服務和更廣泛使用資訊科技、提高申報資料質素和加強公司遵守法規意識，以及提供並維持卓越的服務。設置「公司註冊處綜合資訊系統」是策略性改革計劃的重要部分，該系統將取代現有各應用系統，以支援本處的核心業務，並提供全電子化的服務。把本處微縮影片紀錄轉換為數碼影像的工作已經完成，約有 6,700 萬頁微縮影片紀錄已轉換成電子影像，而「公司註冊處綜合資訊系統」第一階段的開發工作亦快將完成。

實施策略性改革計劃可大為縮短處理文件所需的時間、更快捷地更新和披露公司資料、改善資料的質素、加強資料的保安和完整性，以及提高生產力和降低運作成本。「公司註冊處綜合資訊系統」開發計劃的完成，標誌着本處在達到為客戶提供快捷、廉宜和優質服務的目標方面，取得重大成果。

### Strategic Change Plan

During the past year, the Registry has made good progress in achieving the three strategic goals 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. An integral part of the SCP is the implementation of ICRIS. ICRIS will replace all the existing application systems currently running to support the department's core business activities and enable fully electronic service delivery. The project to convert the Registry's microfilm records into digitised images has been completed and approximately 67 million pages of microfilm records have been converted into electronic images. The development of Phase I of ICRIS is also near completion.

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 completion of the ICRIS development project signifies a major achievement in accomplishing our goal to provide fast, inexpensive, high quality services to customers.



公司註冊處處長主持開展「公司註冊處綜合資訊系統」用戶驗收測試的儀式  
The Registrar of Companies officiating at the ceremony to mark the commencement of the User Acceptance Tests on the ICRIS

### 公司註冊處綜合資訊系統

「公司註冊處綜合資訊系統」將取代兩個現有的應用系統，並提升本處以電子方式提供服務的能力。這項開發計劃涵蓋部門所有核心業務。由於本處人員和承辦商全力以赴，克盡厥職，現在該系統第一階段的開發工作快將完成。年內，本處人員竭力完成應用系統的開發工作，並為系統過渡做好準備，而處方亦盡力協助員工掌握在新的操作環境工作所需的技能和知識。部門將籌備一系列宣傳活動，推廣新設的網上查冊服務，並鼓勵客戶使用這些服務。

「公司註冊處綜合資訊系統」第一階段完成後，第二階段的開發工作便會馬上展開，包括以電子方式辦理文件登記和註冊成立公司，預計第二階段可於二零零六年完成。「公司註冊處綜合資訊系統」全面實施後，公司註冊處便會全電腦化運作，為客戶提供世界一流的服務。

### 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，這些建議大部分已納入二零零四年二月十三日實施的《2003年公司(修訂)條例》。至於《2004年公司條例(修訂附表8)令》，則已在二零零四年五月七日刊登憲報，目的是為配合「公司註冊處綜合資訊系統」第一階段推出的電子查冊服務而修訂法定收費。

### *Integrated Companies Registry Information System*

ICRIS will replace the two existing application systems and enhance the Registry's capabilities in delivering electronic services. The development project covers all aspects of the department's core business activities. With the full commitment of both the Registry and the contractors, the development of Phase I of ICRIS is now near completion. Over the past year, our staff have worked very hard in finalising the application system development and preparing for the system transition. Great effort has been devoted to equip them with the skills and knowledge to work under the new operating environment. The department will organise a series of publicity activities to promote the new internet search services and to encourage customers to use the services.

Phase II of ICRIS, which includes the implementation of electronic document registration and incorporation, will be developed immediately after the completion of Phase I. It is estimated that implementation of Phase II will be completed in 2006. The full implementation of ICRIS will bring about a fully computerised Companies Registry providing world-class services to our customers.

### *Legislative Amendments*

The majority of the legislative amendments proposed in the SCP to facilitate electronic services have been included in the Companies (Amendment) Ordinance 2003, which came into operation on 13 February 2004. The Companies Ordinance (Amendment of Eighth Schedule) Order 2004, which aims to amend the statutory fees to cater for the new electronic search services introduced under Phase I of ICRIS, was gazetted on 7 May 2004.



### 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」，已按修訂法例後遞交文件的新規定及客戶的需要，完成檢討及設計指明表格的工作；並配合在二零零四年二月十三日生效的《2003年公司(修訂)條例》，推出新設計和經修訂的指明表格各25款。此外，工作小組亦已完成檢討一套共14款的新指明表格，這套表格是因應《2004年公司(修訂)條例》對《公司條例》第XI部作出的修訂而提供的。

### *Review of Specified Forms*

The Forms Review Working Group, established by the Registry in September 2000, has completed its task to review and design specific forms to cater for the new filing requirements resulting from legislative changes and the needs of customers. 25 new and 25 revised specified forms were introduced on 13 February 2004 upon the implementation of the Companies (Amendment) Ordinance 2003. The Forms Review Working Group has also completed the review of a set of 14 new specified forms required by the proposed legislative amendments to Part XI of the Companies Ordinance under the Companies (Amendment) Ordinance 2004.

### 全面檢討《公司條例》

《公司法改革常務委員會報告——全面檢討〈公司條例〉》提出了62項改革《公司條例》的建議。這些建議已分四個階段跟進。

#### 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：引入由一名成員或一名董事組成的公司；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便可減少股本。這些修訂已全部納入二零零四年二月十三日實施的《2003年公司(修訂)條例》。

#### 第二階段

第二階段共有19項關於企業管治和會計的建議，全部需要作進一步研究或諮詢。公司法改革常務委員會的企業管治檢討或「政府／香港會計師公會聯合工作小組」對《公司條例》會計和審計條文進行的檢討中，已經或正在研究這19項建議。有關建議包括：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。當中有許多項建議，例如股東查閱公司紀錄和法定衍生訴訟，都已納入二零零四年七月制定的《2004年公司(修訂)條例》。

### Overall Review of the Companies Ordinance

The SCCLR's Report on the Overall Review of the Companies Ordinance (ORCO) contained 62 recommendations to reform the Companies Ordinance, which 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 were included in the Companies (Amendment) Ordinance 2003, which was implemented on 13 February 2004.

#### 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 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) Ordinance 2004 which was enacted in July 2004.



### 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》中有關罪行和懲罰的條文；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。無帳面值股份是一項顧問研究的項目，該項研究將於二零零四年完成，而改革《公司條例》第 XI 部的建議已納入《2004 年公司（修訂）條例》。

### 第四階段

第四階段共有 17 項建議，大多數涉及重組和重寫《公司條例》；公司分類；以及改革有關資本保存的條文。《公司條例》中有關這些範疇的條文由於性質關係，需要全面重寫。有關建議包括：以淺白英文重寫《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。

政府通過一系列主要的公司修訂條例草案，逐步實施上述各項建議。不過，我們已到了必須着手全面重寫和重整《公司條例》的階段，原因如下：第一，我們必須重寫《公司條例》，才能落實全面檢討《公司條例》餘下的大部分建議（與企業管治有關的建議除外），例如公司重新分類、改革有關資本保存的條文、重組條文和簡化語言等。第二，其他多個主要的普通法司法管轄區，例如澳洲、新加坡和英國都已着手大規模檢討其公司法。如果香港不跟隨的話，本港的公司法

### 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 which will be completed in 2004 and the items on the reform of Part XI of the Companies Ordinance have been included in the Companies (Amendment) Ordinance 2004.

### Phase IV

Phase IV comprises 17 items largely concerned with the reorganization and rewriting of the Companies Ordinance; the categorization of companies; and reform of the capital maintenance provisions. By their nature, they will necessitate a complete rewrite of the Companies Ordinance. The items include: rewriting 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 has been steadily implementing the recommendations in the context of a series of major companies amendment bills. We have, however, now got to a stage when we have to get to grips with the overall rewriting and restructuring of the Companies Ordinance for a number of reasons. First, the implementation of most of the remaining recommendations in the ORCO with the exception of those related to corporate governance, e.g. re-classification of companies, reform of the capital maintenance provisions, re-organization of sections, simplification of language etc. can be handled only in the context of a rewrite of the Ordinance. Secondly, a number of other major

便會落後於亞太區某些主要競爭對手。

政府已為推展這項非常重要的工作而開始進行策劃和作準備，我們希望這項工作可在二零零五年展開。

### 檢討會計和審計條文

「政府／香港會計師公會聯工作小組」在二零零二年三月成立，負責根據全面檢討《公司條例》而徹底檢討該條例的會計和審計條文。截至二零零四年三月三十一日，工作小組已召開了 18 次會議。

### 企業管治檢討

公司法改革常務委員會完成了第二階段全面檢討企業管治的工作，並於二零零四年一月二十日提出最終建議。

最終建議主要包括下列各項：—

- 採納非法定指引，列明 11 條與香港董事責任有關的法律原則。
- 多項加強管制董事及主要股東從事關連交易的措施，包括為有關的《上市規則》提供法律依據。
- 澄清主席與行政總裁的角色和職能，並改善董事局程序。
- 多項有關審計、提名和酬金委員會的建議，包括強制所有上市公司成立審計委員會。

common law jurisdictions such as Australia, Singapore and the United Kingdom are also engaged in major reviews of their company law. If Hong Kong does not follow suit, we could find ourselves in a situation where our company law was not as up to date as some of our major competitors in the Asia-Pacific region.

The Administration has started planning and making preparations for taking forward this very major initiative which we hope to commence in 2005.

### Review of Accounting and Auditing Provisions

The JWG was established in March 2002 to undertake a comprehensive review of the accounting and auditing provisions of the Companies Ordinance in the context of the ORCO. Up to 31 March 2004, the JWG held 18 meetings.

### Corporate Governance Review

The SCCLR completed Phase II of its comprehensive review of Corporate Governance and issued its Final Recommendations on 20 January 2004.

The major-Final Recommendations include the following : —

- The adoption of non-statutory guidelines stating 11 principles of law in relation to directors' duties in Hong Kong.
- Various measures to enhance control over connected transactions by directors and dominant shareholders including giving statutory backing to the relevant Listing Rules.
- Clarifying the role and functions of the Chairman and Chief Executive Officer and improving board procedures.
- Various recommendations regarding Audit, Remuneration and Nomination Committees including making Audit Committees mandatory for all listed companies.



- 澄清和加強非執行董事的角色，包括規定所有上市公司必須最少有三名獨立非執行董事。
- 加強董事培訓。
- 要求披露個別董事的酬金。
- 改善舉行公司大會的安排，包括加強與代表有關的法律。
- 加強外聘核數師的職責和獨立性。
- 逐步提升公司註冊處作為企業監管機構的能力。
- Clarifying and strengthening the role of non-executive directors including requiring all listed companies to have a minimum of three independent non-executive directors.
- Enhancing directors' training.
- Requiring the disclosure of directors' remuneration on an individual basis.
- Improvements to the holding of company general meetings including strengthening the law regarding proxies.
- Enhancing the responsibilities and independence of external auditors.
- Enhancing the Companies Registry's capability as a corporate regulator on an incremental basis.

本處在二零零四年一月發表《有關董事責任的非法定指引》，協助董事加深了解他們有責任以謹慎和技巧行事，以及須履行受信責任，這是落實各項建議的第一步工作。

此外，有部分建議涉及根據下一項主要的公司修訂條例草案作出立法修訂，本處現正就這些建議採取進一步行動，對《公司條例》作適當修訂。

對於各項必須修訂《最佳實務守則》的建議，香港聯合交易所有限公司差不多全部接納，並已將有關建議納入二零零四年一月三十日發表的《企業管治常規守則及企業管治報告徵求意見草擬本》，以徵詢公眾意見。諮詢期於同年三月三十一日屆滿，現正分析所收到的意見。

As a first step to implementing the recommendations, the Companies Registry, in January 2004, published Non-statutory Guidelines on Directors' Duties to help directors to better understand their duty of care, skill and fiduciary duties.

Further action is being taken to make appropriate amendments to the Companies Ordinance regarding those recommendations which require statutory amendments in the context of the next major companies amendment bill.

Virtually all the recommendations which require amendments to the Code of Best Practice have been accepted by the Stock Exchange of Hong Kong Ltd. and incorporated into the Exposure Draft of the Code on Corporate Governance Practices and Corporate Governance Report which was issued for public consultation on 30 January 2004. The comment period ended on 31 March 2004 and the responses are still being analysed.