



職能

公司註冊處於一九九三年五月一日成為獨立的政府部門，亦是根據《營運基金條例》(第 430 章) 率先以營運基金形式運作的部門之一。在二零零五年八月一日，本處度過了以營運基金形式運作的第十二年。本處負責實施及執行下述條例：—

- 《公司條例》(第 32 章)
- 《有限責任合夥條例》(第 37 章)
- 《受託人條例》(第 29 章)
- 《註冊受託人法團條例》(第 306 章)
- 《放債人條例》(第 163 章)
- 其他法團註冊條例

本處根據上述法例，執行下述主要職能：—

• 註冊及登記

提供各項服務和設施，讓公司、有限責任合夥公司、信託公司及註冊受託人的發起人，可為其公司辦理註冊成立手續；辦理海外公司登記；撤銷不營運但有償債能力的私人公司的註冊；以及登記公司按照各有關條例規定所遞交的文件。

• 公眾查冊

提供各項服務和設施，讓公眾人士查閱本處各類法定登記冊或電腦紀錄所保存的公司資料。

• 執行條例

確保公司及其人員遵從有關條例，並履行責任。

• 政策及立法問題

就與公司法及相關法例和企業管治有關的政策及立法問題，以及影響商界的其他政策及規管問題，向政府提供意見。

Functions

The Companies Registry was established as an independent government department on 1 May 1993 and, on 1 August 2005, marked its twelfth year of operation as one of the first trading funds under the Trading Funds Ordinance (Chapter 430). The department is responsible for administering and enforcing the following ordinances: —

- Companies Ordinance (Chapter 32)
- Limited Partnerships Ordinance (Chapter 37)
- Trustee Ordinance (Chapter 29)
- Registered Trustees Incorporation Ordinance (Chapter 306)
- Money Lenders Ordinance (Chapter 163)
- Miscellaneous incorporation ordinances

Within the framework of the above legislation, the Registry undertakes the following major functions: —

• *Incorporation and Registration*

To provide services and facilities to allow the promoters of companies, limited partnerships, trust companies and registered trustees to incorporate their enterprises; to register oversea companies; to deregister defunct, solvent private companies; and to register all documentation required by the various ordinances governing those enterprises.

• *Public Search*

To provide the public with services and facilities to search for the information held by the Registry on the various statutory registers, or computerised records.

• *Enforcement*

To ensure compliance by enterprises and their officers with their obligations under relevant ordinances.

• *Policy and Legislation*

To advise the Government on policy and legislative issues regarding company law and related legislation, corporate governance and other policy and regulatory issues affecting the commercial sector.



差餉物業估價署署長和土地註冊處處長探訪公司註冊處
The Commissioner of Rating and Valuation and the Land Registrar visiting the Registry



財經事務及庫務局常任秘書長和副秘書長探訪公司註冊處
The Permanent Secretary and the Deputy Secretary for Financial Services and the Treasury visiting the Registry



服務與業務情況

• 公司註冊成立／ 不營運公司撤銷註冊

在二零零四至零五年度，共有 66,466 間公司註冊成立，較二零零三至零四年度增加 37.1%。平均來說，每月有 5,539 間公司註冊成立。

本處由二零零四年二月十三日起引入「一名成員組成的公司」，加上簡化註冊手續，以遵從註冊規定的陳述書代替法定聲明，均有助公司註冊成立。平均來說，新註冊的公司有超過 70% 是一名成員組成的公司。

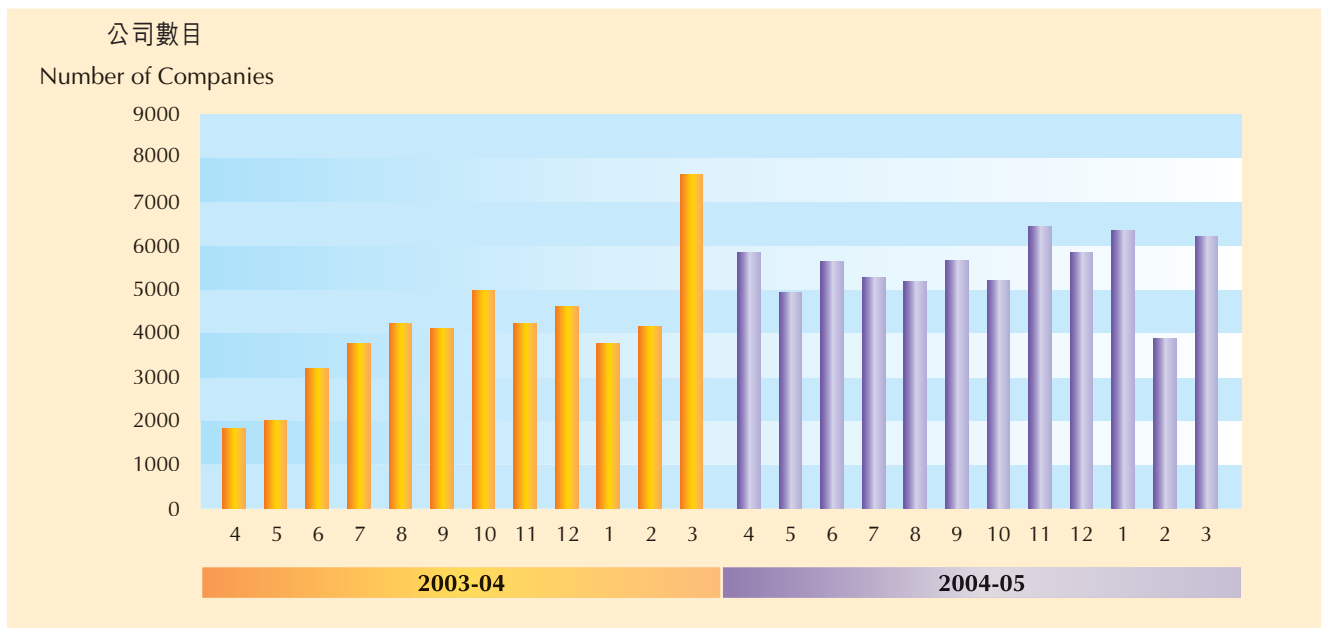
Services & Business Volumes

• *Incorporation of companies/Deregistration of defunct companies*

In 2004-05, a total of 66,466 companies were incorporated, an increase of 37.1% compared to 2003-04. On average, 5,539 companies were incorporated per month.

The introduction of one-member companies with effect from 13 February 2004 and the simplification of incorporation procedures by replacing the statutory declaration of compliance by a statement of compliance have facilitated incorporation activities. On average, over 70% of the newly incorporated companies are one-member companies.

註冊成立 Incorporations



在二零零四至零五年度，共有 21,318 間不營運公司根據《公司條例》第 291 條被剔除名稱，另有 18,125 間不營運但有償債能力的私人公司則根據該條例第 291AA 條被撤銷註冊。

截至二零零五年三月三十一日，共有 525,447 間本地公司名列公司登記冊。

In 2004-05, a total of 21,318 defunct companies were struck off under section 291 of the Companies Ordinance and 18,125 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance.

As at 31 March 2005, the number of local companies on the public register was 525,447.

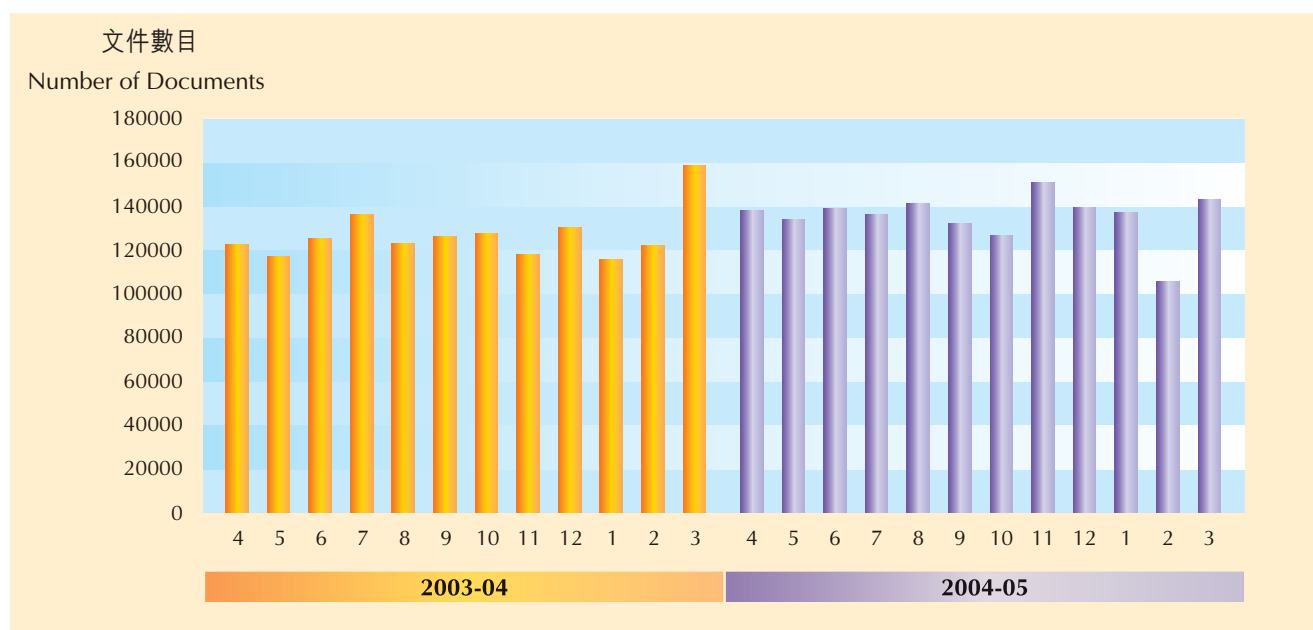
- 文件登記

在二零零四至零五年度，遞交本處登記的文件總數為 1,624,230 份，較二零零三至零四年度增加 6.7%，即每個工作天平均有 6,038 份文件遞交本處。

- *Registration of Documents*

In 2004-05, a total of 1,624,230 documents were received for registration, an increase of 6.7% compared to 2003-04. This represents an average of 6,038 documents received on each working day.

遞交文件登記 Documents Received for Registration



須向本處登記的文件涵蓋每間公司各方面的資料，例如組織章程大綱及組織章程細則、秘書及董事的委任及資料更改通知書、註冊辦事處座落地點通知書、股份分配申報表及周年申報表。在二零零四至零五年度，已登記及載入本處的資料庫以供公眾查閱的文件中，約有 32% 為申報公司董事及秘書的資料。

Documents required to be registered with the Registry cover many different aspects of a company, such as the memorandum and articles of association, the notification of appointment and change of secretary and director, the notification of situation of registered office, the return of allotments and the annual return. In 2004-05, about 32% of the documents registered and captured in the Registry's database for public search provided information regarding company directors and secretaries.



- **公眾查冊**

在二零零五年二月二十八日「公司註冊處綜合資訊系統」第一階段投入運作之前，公眾查冊服務的其中一項主要功能，是為客戶提供載有已登記公司文件或表格影像的縮微膠片副本。客戶可免費在本處的縮微膠片閱讀室或在其辦公室內閱讀縮微膠片。

新的「公司註冊處電子查冊服務」在二零零五年二月二十八日啓用後，客戶可透過互聯網登入本處的網上查冊中心（網址：<http://www.icris.cr.gov.hk>），使用電子查冊服務，而查冊結果大部分可在網上閱覽或下載。經常使用聯線查冊服務的客戶，可向處長登記為**登記聯線客戶**。間中使用聯線查冊服務的客戶，可以**非登記聯線客戶**的身份登入。此外，客戶亦可前往香港金鐘道政府合署公司註冊處的公眾查冊中心，以**在公司註冊處查冊客戶**的身份查冊。

客戶可享有很多好處和節省不少費用，包括：—

- 以英文或中文查冊。
- 免費查閱公司名稱和文件索引。
- 客戶毋須到本處的辦事處查冊，因而節省時間和費用。
- 客戶可在世界各地每周七天、全日二十四小時使用查冊服務，更可使用網上的電子付款設施。

- **Public Search**

Before the live-run of ICRIS Phase I on 28 February 2005, one of the key functions of the public search service was to provide customers with copies of microfiches containing images of company documents or forms filed with the Registry. Customers can read the contents of the microfiches either in the Registry's Microfiche Reading Room free of charge or in their own offices.

On 28 February 2005, the new Companies Registry Electronic Search Services (e-Search Services) were launched. Customers can visit the Registry's Cyber Search Centre on the internet (website: <http://www.icris.cr.gov.hk>) to obtain the e-Search Services. Most of the search results can either be viewed online or downloaded. Frequent online searchers can register with the Registrar as **Registered Online Users**. Customers who conduct online searches on an ad hoc basis can login as **Unregistered Online Users**. Customers may also conduct searches as **Onsite Users** at the Registry's Public Search Centre at the Queensway Government Offices, Hong Kong.

Customers can enjoy considerable benefits and savings, including: —

- Bilingual searches in either English or Chinese.
- Free search services on the company name and document indices.
- Savings in time and costs as customers need not come to the Registry's offices to conduct searches.
- Availability of search services on a 24 x 7 basis anywhere in the world with electronic payment facilities over the internet.



互聯網上的公司註冊處網上查冊中心
The Companies Registry Cyber Search Centre on the Internet



設於金鐘道政府合署的公司註冊處公眾查冊中心
The Companies Registry Public Search Centre at the Queensway Government Offices



電子查冊服務提供多種免費和收費服務，包括：—

- (a) **查閱公司名稱** —— 這是一項免費查冊服務，除了列出在本處註冊或登記的公司名稱外，亦提供一些基本資料，例如公司成立或登記日期和公司類別。
- (b) **查閱文件索引** —— 這項免費查冊服務提供某公司提交本處存檔的文件、遞交或存檔日期、檔案容量和文件現況等資料。
- (c) **查閱影像紀錄** —— 客戶可查閱八千多萬頁公司文件影像，這項服務按「每份文件」收費。
- (d) **查閱董事索引** —— 這項查冊服務提供某公司所有現任董事名單(按公司查閱)、某人在所有註冊公司擔任董事職位一覽表(按董事查閱)，或某公司某名董事的資料(以董事資料查閱)。這是一項收費服務。
- (e) **查閱公司資料** —— 這項查冊服務提供某公司的主要資料摘要，例如公司的註冊辦事處地址、股本結構、現任董事姓名和秘書資料。這是一項收費服務。
- (f) **查閱取消資格令紀錄冊** —— 這項查冊服務包括查閱取消資格令索引，以及取消資格令的詳情。該索引列出現時被取消擔任董事或其他指明職位資格人士的姓名，供免費查閱。客戶繳付服務費後，可取得索引所載某項取消資格令的詳情。

A wide range of free or user-pays search services are available. They include: —

- (a) **Company Name Search** —— This is a free search providing information on the names of companies incorporated or registered with the Registry, and basic information such as the date of incorporation or registration of a company and the company status.
- (b) **Document Index Search** —— This is a free search providing information on the documents lodged or filed by a company with the Registry, the dates of submission or filing, file size, and the processing status of documents.
- (c) **Image Record Search** —— Over 80 million images of company documents are available for search. This search requires the payment of fees on a 'per document' basis.
- (d) **Directors Index Search** —— This search provides a list of all current directors of a selected company (company based search), a list of all the current directorships of a person in all registered companies (director based search) or the particulars of a selected director of a company (director particulars search). This is a payable search.
- (e) **Company Particulars Search** —— This search gives a summary of the key information of a selected company such as the company's registered office address, share capital structure, names of current directors, particulars of secretary. This is a payable search.
- (f) **Register of Disqualification Orders Search** —— This search includes an Index of Disqualification Orders Search and a Disqualification Order Particulars Search. The Index search, which displays the names of persons currently disqualified to act as directors or in other specified offices, is free of charge. Particulars of the disqualification order selected from the Index can be obtained after paying the service fee.

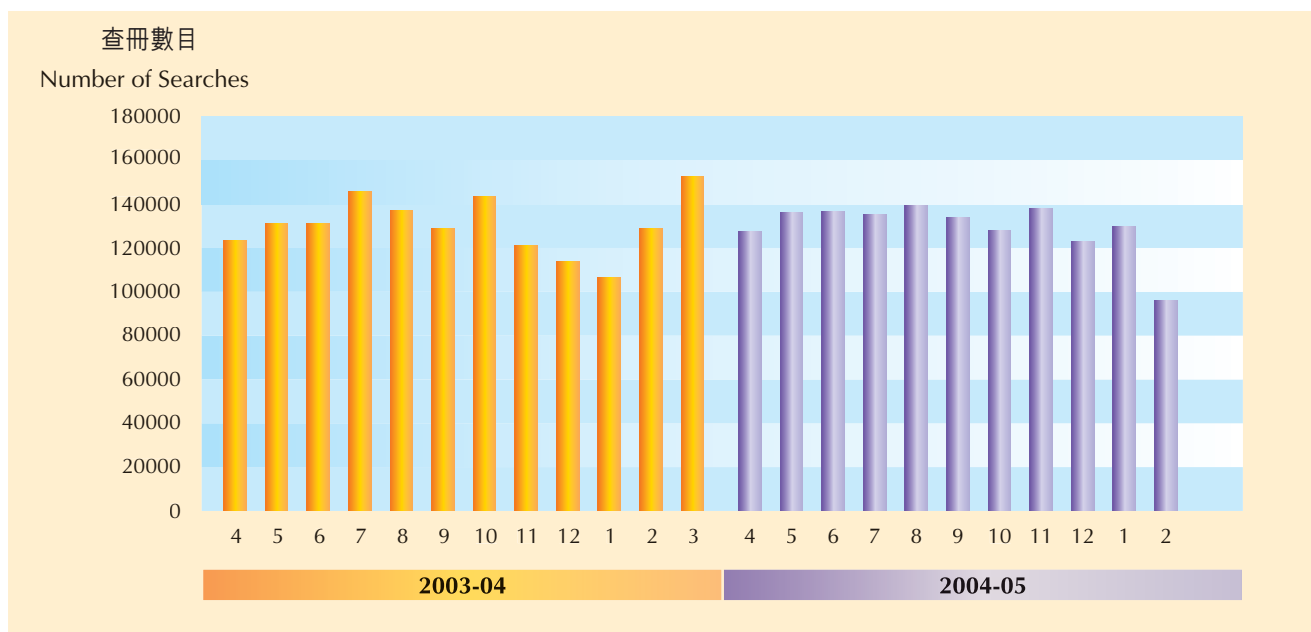
(g) **查閱押記登記冊** —— 這項查冊服務包括查閱押記登記冊索引和影像紀錄。該索引提供某公司已登記的押記名單，以及每項押記的基本資料，供免費查閱。客戶繳付服務費後，可取得名單所列文件的影像紀錄。

在二零零四年四月一日至二零零五年二月二十七日期間，公眾查閱縮微膠片紀錄的個案總數達 1,423,613 宗。在二零零五年二月二十八日至三月三十一日，公眾使用電子查冊服務查閱文件影像紀錄的個案總數為 221,081 宗。在二零零四至零五年度，「查閱公司資料」和「查閱董事索引」的個案分別有 94,835 及 148,092 宗，較二零零三至零四年度分別增加 8.8% 及 12.6%。

(g) **Register of Charges Search** —— This search includes an Index on Register of Charges Search and an Image Record Search. The free Index Search gives a list of the registered charges of a selected company and provides basic information on each charge. Images of the selected documents on the list can be obtained after paying the service fees.

From 1 April 2004 to 27 February 2005, a total of 1,423,613 public searches on microfilm records were made while a total of 221,081 public searches on document image records were made from 28 February to 31 March 2005 through the e-Search Services. In 2004-05, a total of 94,835 and 148,092 Company Particulars Searches and Directors Index Searches were made respectively, an increase of 8.8% and 12.6% respectively compared to 2003-04.

公眾查閱縮微膠片 Microfilm Searches Made by Public





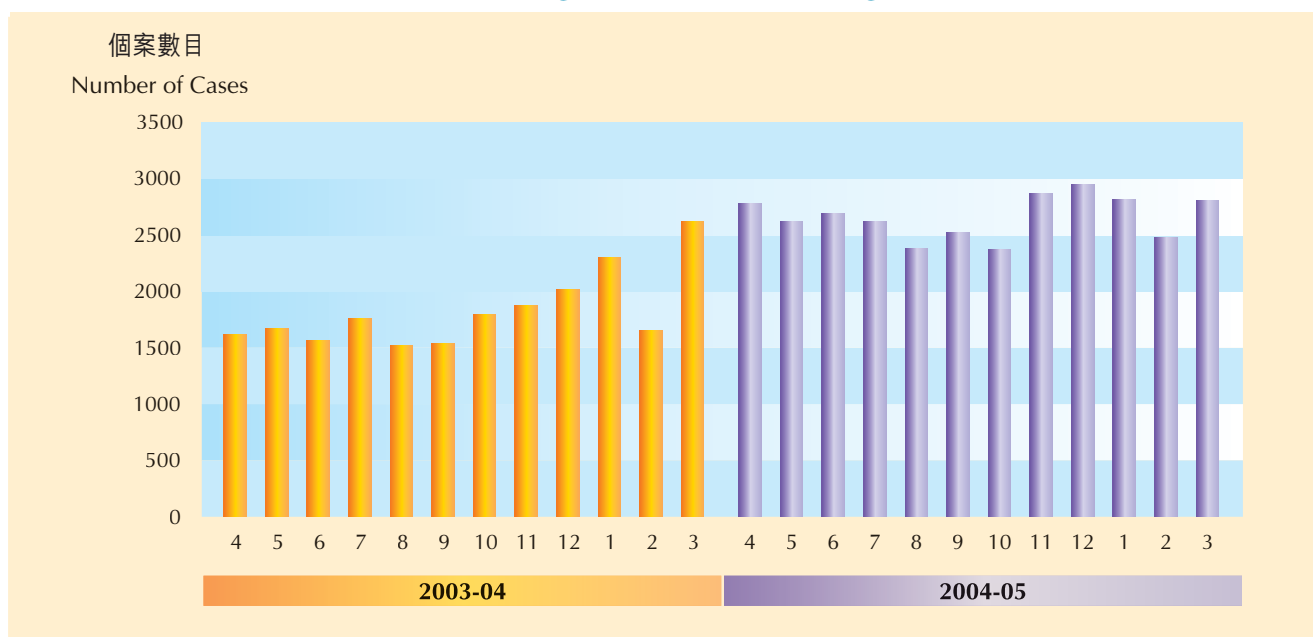
- **押記登記**

在二零零四至零五年度，遞交本處登記的押記總數為 31,892 宗，較二零零三至零四年度增加 45.4%，即每個工作天平均有 119 宗押記遞交本處。遞交本處登記的押記約有三分之二與物業有關。

- **Registration of Charges**

In 2004-05, a total of 31,892 charges were received for registration, an increase of 45.4% compared to 2003-04. This represents an average of 119 charges received on each working day. About two-thirds of the charges received were related to property.

登記押記 Charges Received for Registration



二零零五年主要工作量統計數字載於附錄 A。
一九九五年至二零零五年主要統計數字載於附錄 B。

The key workload statistics for 2005 are set out at Appendix A.
The statistical highlights from 1995 to 2005 are set out at Appendix B.

服務承諾與生產力

為確保本處向客戶提供高效率及優質的服務，本處自從轉為營運基金後，便實行服務承諾制度。該制度的承諾範圍包括以下主要服務：—

- 按照《公司條例》辦理公司註冊成立或登記事宜，以及不營運但有償債能力的私人公司的撤銷註冊事宜；
- 登記公司須遞交的文件；及
- 提供查閱公司紀錄的服務和設施。

服務水平標準以各項服務能在標準處理時間內完成的百分比計算。本處會密切監察工作量的變動對服務水平的影響，並且參考客戶的意見和建議，以便每年檢討有關服務水平標準。本處的服務標準及表現詳載於下表：—

Performance Pledges & Productivity

To ensure that the Registry provides an efficient and quality service to customers, the department has maintained a performance pledge system since the establishment of the trading fund. The following core services are covered in the system: —

- the incorporation/registration of companies and the deregistration of defunct, solvent private companies under the Companies Ordinance;
- the registration of documents required to be lodged by companies; and
- the provision of services and facilities for the search of company records.

Service level standards are measured in terms of percentages achieved against target response time. We closely monitor the performance standards in relation to fluctuations in workload and review the standards annually, taking account of customers' comments and suggestions. The Registry's detailed targets and performances are set out in the following table: —



服務 Service	1993-94*	2004-05	2004-05			2005-06		
	年度 實際 處理時間 Actual Response Time	年度 標準 處理時間 Standard Response Time	年度 工作表現 Achievement			年度 目標 Target		
			(目標) 達到標準 處理時間 的百分比 (Target) %	(實際表現) 達到標準 處理時間 的百分比 (Actual) %	高於/(低於) 目標 Over/ (Under) Achieved 百分比 %	標準 處理時間 Standard Response Time	達到標準 處理時間 的百分比 % Meeting Standard	
			(以工作天計算，另外述明者除外) (expressed in working days unless otherwise specified)					
新公司註冊成立／登記 Incorporation/Registration of new companies								
— 本地公司 local company	7	6 [#]	98	100	2	6	98	
— 海外公司 oversea company	38	22 [#]	90	100	11	18	85	
本地公司更改名稱 Change of name of a local company	不適用 N.A.	8 [#]	95	99	4	8	95	
公司文件登記 Registration of general documents								
— 本地公司 local company	33	8 [#]	90	98	9	8	90	
— 海外公司 oversea company	47	8 [#]	90	99	10	8	90	
押記登記 Registration of charges	12	9 [#]	90	99	10	9	90	
公司撤銷註冊 Deregistration of companies								
— 發出批准撤銷註冊函件 issue of approval letter	不適用 N.A.	5	96	100	4	5	96	
查冊 Searches								
— 特快服務櫃檯 (包括排隊輪候時間) express service (including queuing time)	22分鐘 min.	20分鐘 min.	95	100	5	—	—	
— 普通服務櫃檯 ordinary service	1	1	95	100	5	—	—	
影印服務 Photocopying services								
— 必須認證 certification required	1	1	95	100	5	—	—	
— 無須認證 certification not required	10分鐘 min.	10分鐘 min.	98	100	2	—	—	
在公眾查冊中心查冊 Searches at the Public Search Centre								
— 提供查冊結果的印文本 supply of hard copies of search result	—	—	—	—	—	40分鐘 min.	85	
— 提供查冊結果的核證副本 supply of certified copies of search result	—	—	—	—	—	4小時 hr	85	
— 提供證書 supply of certificates	—	—	—	—	—	1	95	
遞交文件 (僅指排隊輪候時間) Submission of documents (queuing time only)	—	—	—	—	—	30分鐘 min.	80	
在收款處遞交文件 (僅指排隊輪候時間) Submission of documents at the shroff office (queuing time only)								
— 繁忙時間 peak hours	不適用 N.A.	20分鐘 min.	98	100	2	—	—	
— 非繁忙時間 non-peak hours	不適用 N.A.	10分鐘 min.	98	100	2	—	—	

* 公司註冊處營運基金於一九九三年八月一日設立。

The Companies Registry Trading Fund was set up on 1 August 1993.

[#] 本處把已登記的文件製成縮微膠片，以供公眾查閱。製作縮微膠片需時八個工作天。

Registered documents were converted to microfiche for public search. The process took eight working days.

電腦化計劃

公司註冊處綜合資訊系統

本處的資訊系統，即分別於一九九二和一九九四年投入運作的「公司註冊系統」和「公司來件紀錄冊及公司文件索引系統」，已於二零零五年二月二十八日由「公司註冊處綜合資訊系統」取代。公司遞交的文件可迅速地被轉換成數碼影像，以便員工使用聯線方式審閱和輸入資料。客戶可在網上查閱公司和董事的最新資料，以及八千多萬頁已登記文件的數碼影像。

公司註冊處聯線公眾查冊系統

在二零零零年九月啓用的「公司註冊處聯線公眾查冊系統」，屬內聯網聯線查冊系統。用戶可透過該系統取得公司的主要資料，並以聯線方式訂購本處備存的公司文件縮微膠片。「公司註冊處綜合資訊系統」第一階段在二零零五年二月實施後，「公司註冊處聯線公眾查冊系統」隨即終止服務。

Computerisation

Integrated Companies Registry Information System

The Registry's information systems, namely the Companies Registration System and the Control Book & Document Index System, developed in 1992 and 1994 respectively, were replaced by ICRIS on 28 February 2005. Documents submitted by companies are converted into digitised images soon after receipt to enable online scrutiny and data entry. Customers can conduct online searches over the internet on the current data of companies and directors and over 80 million pages of imaged registered documents.

Companies Registry On-line Public Search System

The Companies Registry On-line Public Search System (CROPS) was an intranet-based online search system launched in September 2000. Under CROPS, subscribers can obtain key company information and place orders online for microfiches containing microfilmed company documents filed with the Registry. The CROPS service was terminated in February 2005 upon the implementation of ICRIS Phase I.



環境保護

本處十分了解保護環境的重要性，並致力以合乎環保要求的方式，拓展本處各方面的服務和運作。本處有一名環保經理和四名助理環保經理，負責監督部門各項環保措施的發展和推行情況。本處為改善環境而採納的環保政策和原則如下：—

- (a) 鼓勵妥善使用能源和物料。為此，本處採納三項物料使用原則——減少廢物、廢物再用、循環再用，並購買環保產品。
- (b) 提高員工的環保意識，鼓勵他們採取環保措施。
- (c) 遵從有關環保法例、規例及標準。
- (d) 盡量減少廢物及污染物，確保廢物得到妥善處理。
- (e) 採用現代環保技術、盡量減少可能對環境造成的不良影響，以及繼續尋求方法對環保作出更大貢獻，作為長遠的環保措施。
- (f) 如有需要，安排由獨立專家進行環境審核。

Environmental Protection

The Registry is very conscious of the importance of environmental protection and is committed to developing and conducting all our services and operations in an environmentally responsible manner. A Green Manager and four Assistant Green Managers have been tasked to oversee the development and implementation of green measures in the department. We have adopted the following environmental policies and principles to improve the environment: —

- (a) Encouraging the efficient use of energy and materials by adopting the three “R” principles — Reduce, Re-use and Recycling of materials, and green purchasing.
- (b) Maintaining a high level of environmental awareness amongst staff and encouraging them to practise green environmental measures.
- (c) Complying with legislation, regulations and standards on environmental protection.
- (d) Minimising waste and contaminants and ensuring the safe handling of waste produced.
- (e) Pursuing environmental protection through the adoption of environmental friendly modern technologies, minimisation of possible adverse impact on the environment, and continuing to find ways to improve the Registry’s environmental performance.
- (f) Conducting environmental audits by independent experts as and when necessary.

本處以往的其中一項特定工作，是製作縮微膠卷及縮微膠片的副本，這些膠卷及膠片載有遞交本處存檔文件的影像，可供客戶查閱和員工內部使用，但製作過程中會產生化學廢物。隨着這些縮微膠片全部轉換成數碼影像，加上新的電子查冊服務在二零零五年二月二十八日啓用，我們已停止製作縮微膠卷及縮微膠片的副本，此舉對職業健康和環境保護有莫大裨益。此外，由於「公司註冊處綜合資訊系統」第一階段引入電子付款設施，使用紙張的數量已大幅減少。

我們亦參加了環境保護署舉辦的「辦公室及公眾場所室內空氣質素檢定計劃」，結果獲頒「良好級」證書，證明本處在金鐘道政府合署所佔用樓層的室內空氣質素，完全符合良好級「室內空氣質素指標」的要求。

Previously, one of the Registry's specific activities was the production of rollfilms and microfiche copies containing images of documents filed with the department for search by customers and internal use by staff. Chemical waste was produced during the process. After the conversion of all microfiches into digitised images, and the launching of new electronic search services on 28 February 2005, we have ceased the production of rollfilms and microfiche copies, contributing significantly to both occupational health and environmental protection. Furthermore, thanks to the electronic payment facilities introduced under Phase I of ICRIS, the use of paper has been reduced considerably.

We have also participated in the 'Indoor Air Quality Certification Scheme for Offices and Public Places' organised by the Environmental Protection Department. A 'Good Class' certificate has been awarded to the Registry, certifying that the indoor air quality in the floors occupied by the department in the Queensway Government Offices has fully complied with the Good Class of the Indoor Air Quality Objectives.



我們的環保目標和實際表現載於下表：—

Our targets and actual performances are as follows: —

	2004年 目標 Target for 2004 百分比 %	2004年 實際表現 Performance in 2004 百分比 %	2005年 目標 Target for 2005 百分比 %
(a) 減少廢物 Waste Minimisation <ul style="list-style-type: none"> • 利用已使用紙張的空白一面草擬文件 using blank side of used paper for drafting • 使用循環再造紙張／無木漿紙張 using recycled/wood-free paper • 使用舊信封或可多次使用的環保信封 re-using envelopes or using transit envelopes • 使用可替換筆芯的原子筆 using refillable ball pens • 在再次傳閱文件時，使用舊有的各套文件傳閱 using old sets of documents for re-circulation 	99 100 97 100 99	99 100 97 99 99	99 100 97 100 99
(b) 回收廢物以便循環使用／再次使用 Waste Recovery for Recycling/Re-use <ul style="list-style-type: none"> • 收集廢紙 collection of waste paper • 收集使用過的打印機色粉盒 collection of used printer cartridges 	98 100	98 100	98 100
(c) 節省能源 Energy Conservation <ul style="list-style-type: none"> • 確保在辦公時間外，關掉電燈、影印機等 routine checking to switch off lights, photocopiers etc. outside office hours 	99	99	99
(d) 在節日期間採取的措施 Measures at Festive Seasons <ul style="list-style-type: none"> • 使用舊有裝飾物品 re-using decorations 	99	99	99