

檢控

本處繼續通過發出傳票，循簡易程序檢控未有根據《公司條例》提交周年申報表或履行其他申報責任的失責公司。除了每周在東區裁判法院提出檢控外，本處亦經由沙田裁判法院及荃灣裁判法院發出傳票，從而擴大部門的檢控計劃。由二零零五年七月一日起，本處經上述三間法院發出的傳票總數，由每周 60 張增至 80 張。在二零零四至零五年度，共有 80.8% 的公司訂明期限內提交周年申報表，而在二零零二至零三、二零零三至零四年度的比率則分別為 80.4% 和 79.5%。

在二零零四至零五年度，本處向未有履行《公司條例》所定責任的公司發出了 1,760 張傳票。在二零零二至零三、二零零三至零四年度則分別發出了 275 和 1,551 張。被檢控的上市公司資料及法庭裁定的罪名和刑罰載於附錄 E。

在二零零四至零五年度，本處收到 193 宗市民及其他政府部門就涉嫌違反《公司條例》提出的投訴，在二零零二至零三、二零零三至零四年度則分別接獲 282 和 254 宗。投訴最多的事項包括：申請撤銷註冊的不營運但有償債能力私人公司提供虛假或誤導性資料、公司未有申報註冊辦事處座落地點、公司未有提交周年申報表及其他法定申報表，以及申報表的資料過時或不準確。當中有四宗投訴涉及較嚴重的指控，包括作出虛假或具誤導性的陳述，都已轉交警務處商業罪案調查科作進一步調查。

Prosecutions

The Registry is continuing with its practice of issuing summonses for summary prosecution against companies in default of their obligation to file annual returns and their other reporting obligations under the Companies Ordinance. The Registry has expanded its prosecution programme by issuing summonses in Shatin and Tsuen Wan Magistracies in addition to the prosecutions conducted each week in Eastern Magistracy. With effect from 1 July 2005, the total number of summonses issued in the three courts has increased from 60 to 80 summonses per week. In 2004-05, 80.8% of companies filed their annual returns within the prescribed time limit compared with compliance rates of 80.4% for 2002-03 and 79.5% for 2003-04.

In 2004-05, a total of 1,760 summonses were issued against companies for failure to comply with their obligations under the Companies Ordinance, compared with 275 and 1,551 summonses issued in 2002-03 and 2003-04 respectively. Details of the listed companies prosecuted together with the offences and penalties imposed by the court are given in Appendix E.

In 2004-05, the Registry received 193 complaints from members of the public and other Government departments regarding alleged breaches of the Companies Ordinance, compared with 282 and 254 complaints received in 2002-03 and 2003-04 respectively. The highest number of complaints concerned false or misleading information relating to applications for deregistration of defunct solvent private companies, failure to report the address of the registered office of a company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns. Four of these complaint cases, which concerned more serious allegations involving false or misleading statements, have been referred to the Commercial Crime Bureau of the Police for further investigation.



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。直至二零零四年一月三十一日為止，由上訴法庭副庭長出任主席，而現任主席為私人執業的資深大律師，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。本處為委員會提供秘書處服務。委員會的主要職能是確保對《公司條例》定期進行檢討，以配合商界不斷轉變的需要。年內，委員會共召開 12 次會議，審議多項修訂《公司條例》的建議。

委員會的工作詳情刊載於二零零五年下半年出版的《公司法改革常務委員會第 21 號年報》。

Standing Committee on Company Law Reform

The SCCLR is a non-statutory committee established in 1984. It was chaired by a Vice President of the Court of Appeal for the period up to 31 January 2004 and is currently chaired by a Senior Counsel in private practice. 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 Ordinance is reviewed regularly to meet the changing needs of the business community. During the year, the SCCLR met twelve times to consider a wide range of proposals to amend the Companies Ordinance.

Full details of the SCCLR's work can be found in the Committee's 21st Annual Report to be issued in the latter half of 2005.

制定法例

《2004年公司法(修訂)條例》

《2004年公司法(修訂)條例》於二零零四年七月二十二日制定。該條例附表1修訂與招股章程有關的條文，並已在二零零四年十二月三日生效。附表3的修訂旨在加強股東的補救方法，包括引入法定衍生訴訟，並已在二零零五年七月十五日生效。附表2的修訂旨在把非香港公司的登記制度現代化，當「公司註冊處綜合資訊系統」為配合這些修訂而作出了必需的修改後，附表2的修訂會在二零零六年實施。

《2004年公司法條例(修訂附表8)令》

《2004年公司法條例(修訂附表8)令》修訂各項法定費用，以配合新的電子查冊服務推出。有關修訂已於二零零五年二月二十八日與「公司註冊處綜合資訊系統」第一階段同步實施。

《2005年公司法(修訂)條例》

《2005年公司法(修訂)條例》修訂《公司法》為擬備集團帳目的目的而設定的附屬企業定義，該修訂條例於二零零五年六月二十九日獲立法會通過。

《2005年公司法條例(修訂附表8)令》

《2005年公司法條例(修訂附表8)令》的修訂條文旨在調整《2004年公司法(修訂)條例》所規定非香港公司須繳付的存檔費。該項命令將於二零零五年年底提交立法會審議，以便與《2004年公司法(修訂)條例》附表2同時實施。

Legislation

Companies (Amendment) Ordinance 2004

The Companies (Amendment) Ordinance 2004 was enacted on 22 July 2004. Schedule 1 of this Ordinance, which concerned amendments relating to prospectuses came into effect on 3 December 2004. Schedule 3, containing amendments to enhance shareholders' remedies, including the introduction of a statutory derivative action, was brought into effect on 15 July 2005. Schedule 2, which contains amendments to modernise the registration regime for non-Hong Kong companies, will be implemented in 2006 after the necessary modifications to ICRIS to cater for the amendments have been carried out.

Companies Ordinance (Amendment of Eighth Schedule) Order 2004

The Companies Ordinance (Amendment of Eighth Schedule) Order 2004, which amended the statutory fees to cater for the new electronic search services, came into effect on 28 February 2005 to synchronise with the implementation of ICRIS Phase I.

Companies (Amendment) Ordinance 2005

The Companies (Amendment) Ordinance 2005 which amends the Companies Ordinance in respect of the definition of subsidiary undertakings for the purpose of preparing group accounts was passed by the Legislative Council on 29 June 2005.

Companies Ordinance (Amendment of Eighth Schedule) Order 2005

This Order, which contains amendments to restructure the filing fees for non-Hong Kong companies in the Companies (Amendment) Ordinance 2004, will be tabled in the Legislative Council in late 2005 with a view to being brought into operation simultaneously with Schedule 2 of the Companies (Amendment) Ordinance 2004.