

### 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。在二零零六年八月一日，本處度過了以營運基金形式運作的第十三年。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）（有關信託公司的部分）
- 《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的主要職能如下：—

#### • 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

確保公司及其高級人員遵從有關條例，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 2006, marked its thirteenth 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) (with respect to trust companies)
- 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.

## 服務與業務情況

### 公司註冊成立 / 不營運公司撤銷註冊

在二零零五至零六年度，共有 75,817 間公司註冊成立，較二零零四至零五年度增加 14.1%。平均來說，每月有 6,318 間公司註冊成立。

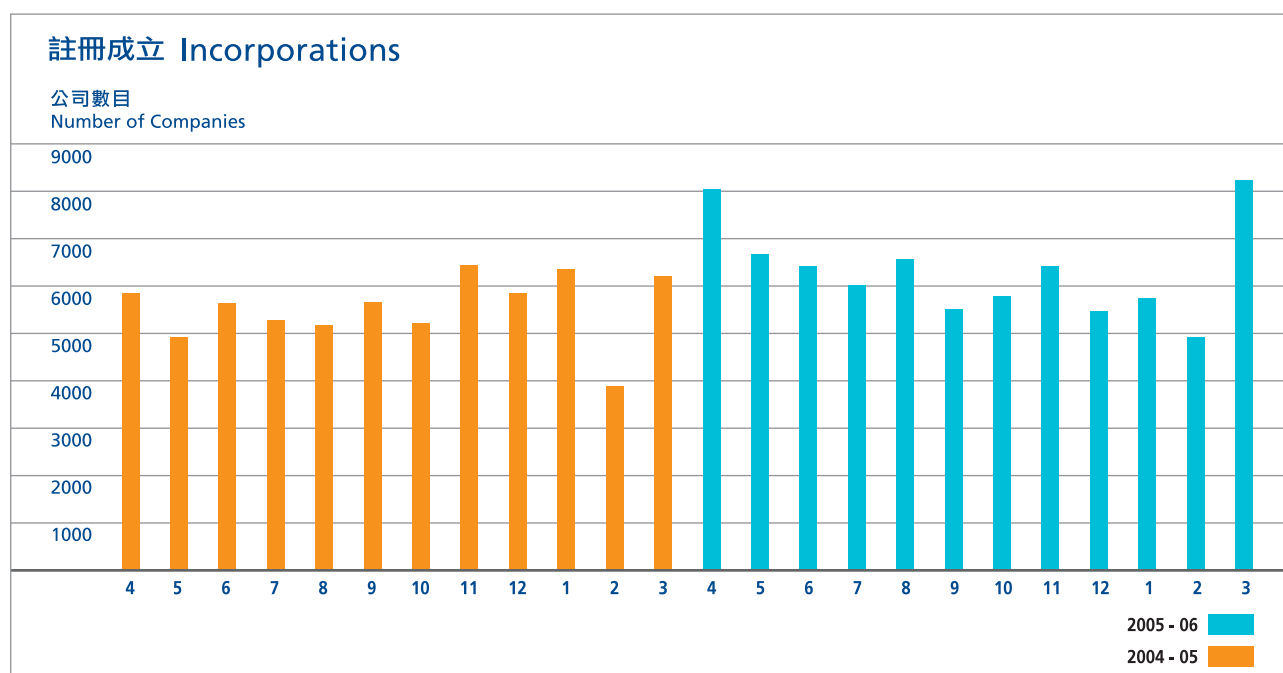
本處引入「一名成員組成的公司」，加上簡化註冊手續，以遵從註冊規定的陳述書代替法定聲明，均有助公司註冊成立。在二零零五至零六年度，新註冊的公司有超過 74.7% 是一名成員組成的公司。

## Services & Business Volumes

### Incorporation of companies/ Deregistration of defunct companies

In 2005-06, a total of 75,817 companies were incorporated, an increase of 14.1% compared to 2004-05. On average, 6,318 companies were incorporated per month.

The introduction of one-member companies and the simplification of incorporation procedures by replacing the statutory declaration of compliance by a statement of compliance have facilitated incorporation activities. In 2005-06, 74.7% of the companies newly incorporated are one-member companies.



在二零零五至零六年度，共有 24,428 間不營運公司根據《公司條例》第 291 條被剔除名稱，另有 19,608 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。

截至二零零六年三月三十一日，共有 555,745 間本地公司名列公司登記冊。

In 2005-06, a total of 24,428 defunct companies were struck off under section 291 of the Companies Ordinance and 19,608 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance.

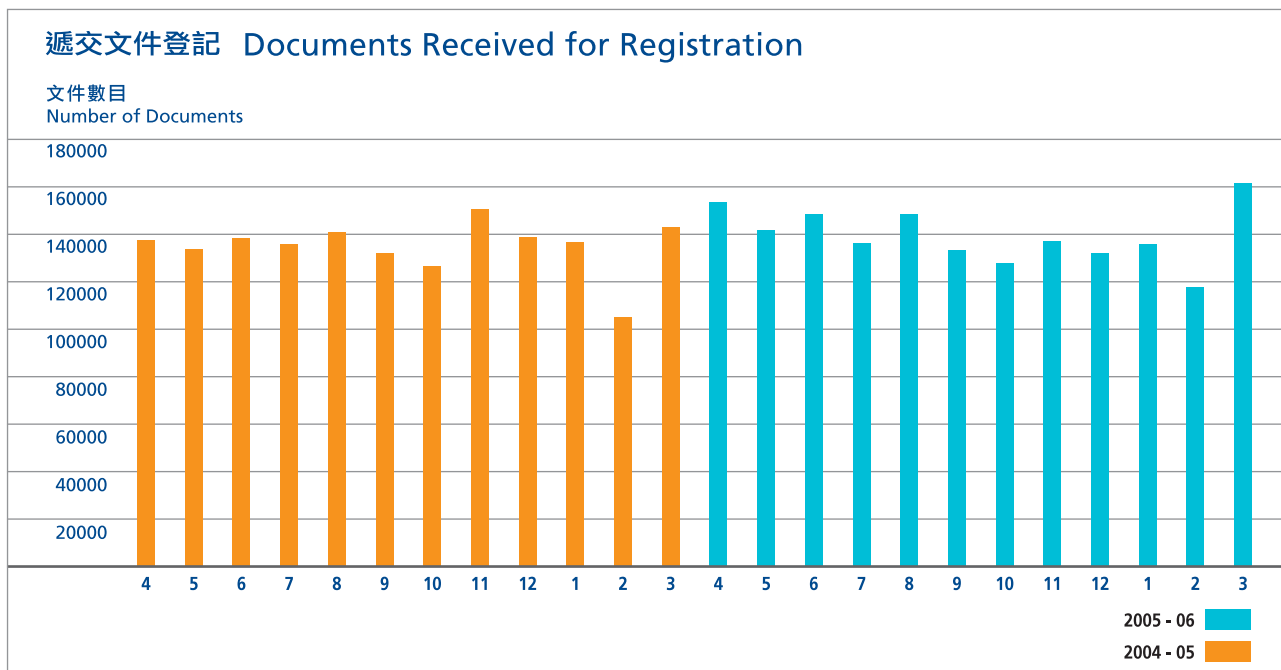
As at 31 March 2006, the number of local companies on the public register was 555,745.

### 文件登記

在二零零五至零六年度，遞交本處登記的文件總數為1,680,222份，較二零零四至零五年度增加3.5%，即每個工作天平均有6,121份文件遞交本處。

### Registration of Documents

In 2005-06, a total of 1,680,222 documents were received for registration, an increase of 3.5% compared to 2004-05. This represents an average of 6,121 documents received on each working day.



須遞交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。

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.

## 公眾查冊

自「公司註冊處電子查冊服務」(電子查冊服務)在二零零五年二月二十八日啟用後，客戶可以在世界各地每周七天、全日二十四小時透過互聯網登入本處的網上查冊中心(網址：[www.icris.cr.gov.hk](http://www.icris.cr.gov.hk))，查閱公司資料，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**，在本處開立戶口，透過從帳戶扣減預付款項的方式繳交查冊費。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，透過網上的電子付款設施繳交查冊費。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。

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** — 客戶可查閱八千七百多萬公司文件影像，這項服務按每份文件收費。

## Public Search

Since the introduction of the Companies Registry Electronic Search Services (e-Search Services) on 28 February 2005, customers can visit the Registry's Cyber Search Centre on the internet (website: [www.icris.cr.gov.hk](http://www.icris.cr.gov.hk)) to conduct company searches on a 24 x 7 basis anytime, anywhere. Most of the search results can be either viewed online or downloaded. Frequent online searchers can register with the Registrar as **Registered Online Users** and the search fees may be readily deducted from the prepayments kept in their accounts with the Registry. Customers who conduct online searches on an ad hoc basis can login as **Unregistered Online Users** and pay the search fees through the electronic payment facilities available on the internet. Customers may also conduct searches as **Onsite Users** at the Registry's Public Search Centre at the Queensway Government Offices, Hong Kong.

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 87 million images of company documents are available for search. This search requires the payment of fees on a "per document" basis.

- (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。
- (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。
- (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) **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.

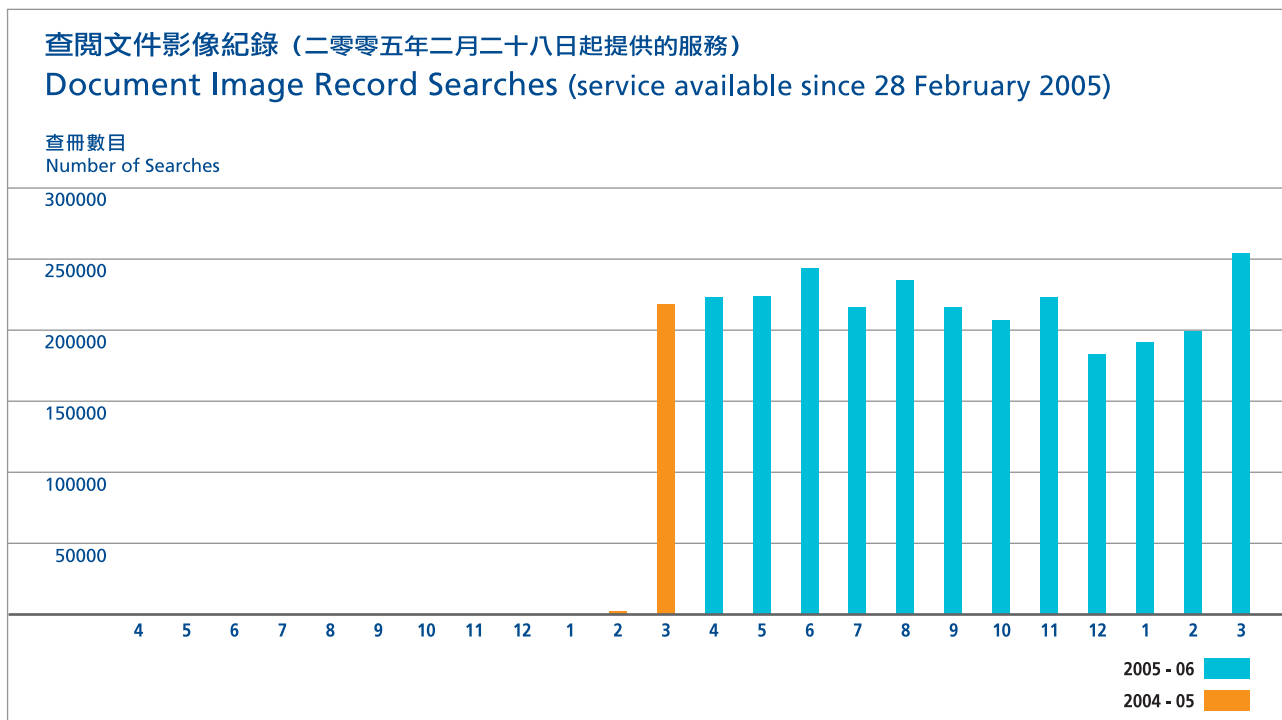
在二零零五至零六年度，利用電子查冊服務查閱文件影像紀錄的個案總數為2,622,086宗，「查閱公司資料」和「查閱董事索引」的個案分別有114,692及138,534宗，較二零零四至零五年度分別增加20.9%及減少6.5%。

In 2005-06, a total of 2,622,086 searches on document image records were made through the e-search services. The total number of Company Particulars Searches and Directors Index Searches were 114,692 and 138,534 respectively, an increase of 20.9% and a decrease of 6.5% respectively compared to 2004-05.



截至二零零六年三月三十一日，登記聯線客戶數目已超過1,300個，而在網上查閱公司資料的比率約佔 95%。

As at 31 March 2006, there were over 1,300 registered online users, and about 95% of company searches are conducted over the internet.



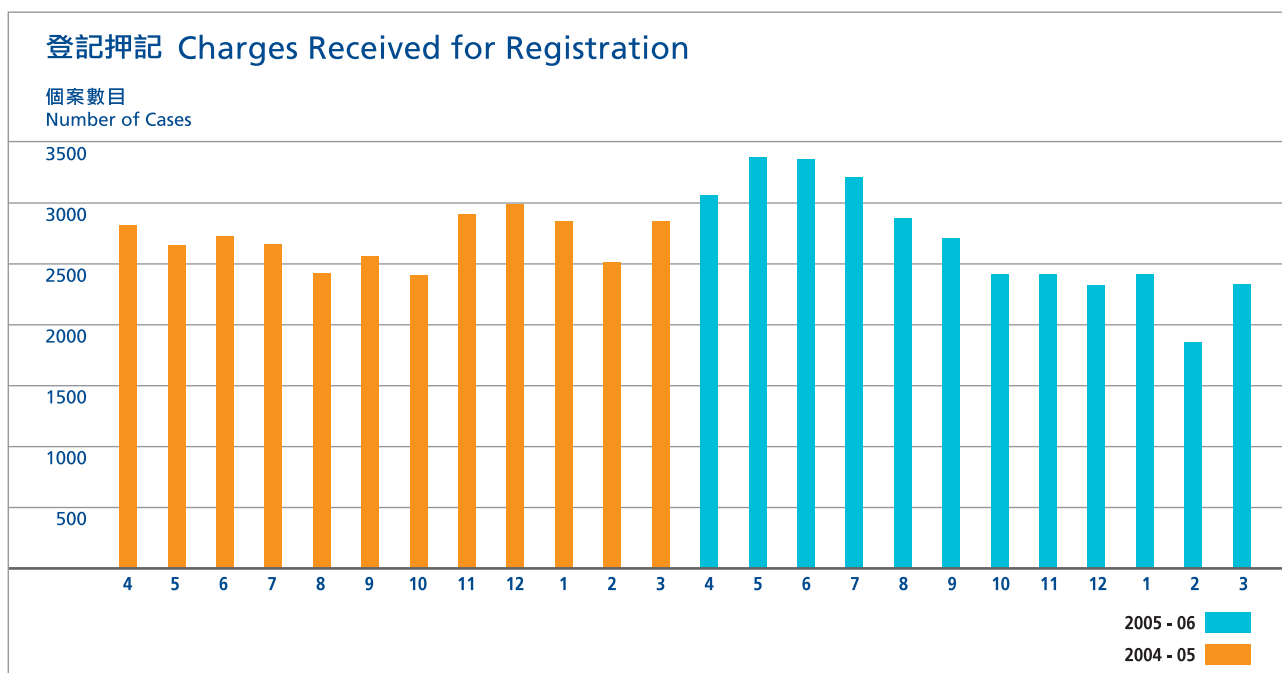
公司註冊處處長頒發第 1,000,000 份「公司註冊證書」  
 Presentation of the 1,000,000th certificate of incorporation

## 押記登記

在二零零五至零六年度，遞交本處登記的押記總數為 31,890 宗，較二零零四至零五年度減少 0.01%，即每個工作天平均有 116 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 2005-06, a total of 31,890 charges were received for registration, a decrease of 0.01% compared to 2004-05. This represents an average of 116 charges received on each working day. About two-thirds of the charges received were related to property.



二零零六年主要工作量統計數字載於附錄 A。一九九六年至二零零六年主要統計數字載於附錄 B。

The key workload statistics for 2006 are set out at Appendix A. The statistical highlights from 1996 to 2006 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，本處營運基金自成立後，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。

二零零五年二月二十八日，本處推行「公司註冊處綜合資訊系統」第一階段，在互聯網上推出新的電子查冊服務，並實施新的內部工作程序。為配合新的運作模式，我們亦採用了一套新的服務標準。

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 implemented Phase I of ICRIS and introduced new electronic search services on the internet and new internal processing procedures on 28 February 2005. A new set of service standards has been introduced to align with the new mode of operation.

The Registry's detailed targets and performances are set out in the following table:—



# 運作情況 OPERATIONAL ACTIVITIES

服務 Service	1993-94 <sup>*</sup> 年度 實際處理 時間 Actual Response Time	2005-06 年度 標準處理 時間 Standard Response Time	2005-06 年度 工作表現 Achievement			2006-07 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	99	1	6	98
—— 海外公司 overseas company	38	18	85	97	12	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	93	3	8	90
—— 海外公司 overseas company	47	8	90	93	3	8	90
押記登記 Registration of charges	12	9	90	53	(37)**	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	99	3	5	96
網上聯線查冊 Online search on the internet							
—— 提供文件影像紀錄以供下載 supply of image records of documents for download	—	10分鐘min.	95	95	—	10分鐘min.	95
—— 提供查冊結果的核證副本 (不包括以郵寄或速遞方式送達所需的時間) supply of certified copies of search result (excluding time for delivery by post or by courier service)	—	5小時hr.	85	93	8	5小時hr.	85
—— 提供證書 (不包括以郵寄或速遞方式送達所需的時間) supply of certificates (excluding time for delivery by post or by courier service)	—	1	95	100	5	1	95
在公眾查冊中心查冊 Onsite Search 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.	90	95	5	40分鐘min.	90
—— 提供查冊結果的核證副本 supply of certified copies of search result	—	4小時hr.	85	98	13	4小時hr.	85
—— 提供證書 supply of certificates	—	1	95	100	5	1	95
遞交文件 (僅指排隊等候時間) Submission of documents (queuing time only)	—	30分鐘min.	90	100	10	30分鐘min.	90

\* 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.

\*\* 表現欠佳是因「公司註冊處綜合資訊系統」運作初期出現的一些技術問題所致。這些問題後來得到解決，服務表現於二零零五年十月後已見改善。  
The underperformance was due to some technical issues during the early stage of the operation of ICRIS. These issues have since been resolved and the performance has improved since October 2005.

## 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。

本處在二零零五年二月二十八日推行「公司註冊處綜合資訊系統」第一階段後，引入了電子付款設施，用紙量因而大幅減少。此外，我們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，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。

## 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.

Thanks to the electronic payment facilities introduced under Phase I of ICRIS with effect from 28 February 2005, 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.

## 運作情況 OPERATIONAL ACTIVITIES

我們的環保目標和實際表現載於下表：— Our targets and actual performances are as follows:—

	2005年目標 Target for 2005  百分比 %	2005年實際表現 Performance in 2005  百分比 %	2006年目標 Target for 2006  百分比 %
<b>(a) 減少廢物 Waste Minimisation</b>			
• 利用已使用紙張的空白一面草擬文件 using blank side of used paper for drafting	99	99	99
• 使用循環再造紙張/無木漿紙張 using recycled/wood-free paper	100	100	100
• 使用舊信封或可多次使用的環保信封 re-using envelopes or using transit envelopes	97	97	98
• 使用可替換筆芯的原子筆 using refillable ball pens	100	99	100
• 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	99	99
<b>(b) 回收廢物以便循環使用/再次使用 Waste Recovery for Recycling/Re-use</b>			
• 收集廢紙 collection of waste paper	98	98	98
• 收集使用過的打印機色粉盒 collection of used printer cartridges	100	100	100
<b>(c) 節省能源 Energy Conservation</b>			
• 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
<b>(d) 在節日期間採取的措施 Measures at Festive Seasons</b>			
• 使用舊有裝飾物品 re-using decorations	99	99	100