

執法與檢控

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。由二零零六年三月一日起，本處經上述三間法院發出的傳票總數有所增加，每月發出的傳票因而增至共480張。在二零零五至零六年度，共有84.6%的公司在訂明期限內提交周年申報表，而在二零零三至零四、二零零四至零五年度的比率則分別為79.5%和80.8%。

在二零零五至零六年度，本處向未有履行《公司條例》所定責任（例如提交周年申報表及帳目、申報包括公司董事和秘書等註冊詳情的更改）的公司，發出了共4,207張傳票。在二零零三至零四、二零零四至零五年度則分別發出了1,551和1,760張。共有1,739宗傳控結果被定罪，罰款總額達10,340,365元。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。

在二零零五至零六年度，市民及其他政府部門就涉嫌違反《公司條例》而向本處提出的投訴有391宗，而在二零零三至零四、二零零四至零五年度則分別有254和193宗。接獲投訴最多的事項包括：公司名稱、申請撤銷註冊的不營運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。

Enforcement & 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 or 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 March 2006, the total number of summonses issued in the three courts has increased to 480 summonses per month. In 2005-06, 84.6% of companies filed their annual returns within the prescribed time limit compared with compliance rates of 79.5% for 2003-04 and 80.8% for 2004-05.

In 2005-06, a total of 4,207 summonses were issued against companies for failure to comply with their obligations under the Companies Ordinance such as the filing of annual returns and accounts, reporting change of registered particulars including those of directors and secretaries, compared with 1,551 and 1,760 summonses issued in 2003-04 and 2004-05 respectively. A total of 1,739 convictions were obtained with total fines amounting to \$10,340,365. Details of the listed companies prosecuted together with the offences and penalties imposed by the court are given in Appendix E.

In 2005-06, the Registry received 391 complaints from members of the public and other Government departments regarding alleged breaches of the Companies Ordinance, compared with 254 and 193 complaints received in the years 2003-04 and 2004-05 respectively. Areas in which the highest numbers of complaints were received included name complaints, false or misleading information relating to applications for deregistration of defunct private companies, failure to report the address of the registered office of the company, failure to file annual returns and other statutory returns and outdated or inaccurate information contained in returns.

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，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，委員會共召開七次會議，審議多項修訂《公司條例》的建議。

委員會的工作詳情刊載於二零零六年下半年出版的《公司法改革常務委員會第22號年報》。

Standing Committee on Company Law Reform

The SCCLR is a non-statutory committee established in 1984. It is chaired by a Senior Counsel in the 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 seven 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 22nd Annual Report to be issued in the latter half of 2006.

制定法例

《2004年公司(修訂)條例》

《2004年公司(修訂)條例》附表1及附表3於二零零四年七月二十二日制定，並分別在二零零四年十二月三日及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」作出了所需的相應修改後，附表2的修訂便會在二零零七年實施。

《2005年公司(修訂)條例》

《2005年公司(修訂)條例》修訂《公司條例》為擬備集團帳目而設定的「附屬公司」定義，該修訂條例於二零零五年十二月一日實施。

《公司條例(修訂附表8)令》

《公司條例(修訂附表8)令》的修訂條文旨在調整《2004年公司(修訂)條例》所規定非香港公司須繳付的註冊費。該項命令將於二零零七年提交立法會審議，以便與《2004年公司(修訂)條例》附表2同時實施。

Legislation

Companies (Amendment) Ordinance 2004

Schedules 1 and 3 of the Companies (Amendment) Ordinance 2004, which were enacted on 22 July 2004, came into effect on 3 December 2004 and 15 July 2005 respectively. Schedule 2, which contains amendments to modernise the registration regime for non-Hong Kong companies, will be implemented in 2007 after necessary consequential modifications to ICRIS.

Companies (Amendment) Ordinance 2005

The Companies (Amendment) Ordinance 2005 which amends the Companies Ordinance in respect of the definition of "subsidiary" for the purpose of preparing group accounts came into operation on 1 December 2005.

Companies Ordinance (Amendment of Eighth Schedule) Order

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 2007 with a view to being brought into operation simultaneously with Schedule 2 of the Companies (Amendment) Ordinance 2004.