

策略性改革計劃

過去數年，本處一直致力進行一項持續發展計劃，以擴展並改善所提供的公共設施和服務。策略性改革計劃勾劃了部門的理想：建立以全電腦化方式存檔、處理、儲存和發布公司資料的公司註冊處。這計劃的目的，是通過多項措施，包括改善資訊科技基礎設施和推行電子化服務，以達到三個策略目標，分別是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。策略性改革計劃的主要措施，是分階段實施「公司註冊處綜合資訊系統」，取代本處舊有電腦系統以支援部門的核心業務，並協助本處向無紙運作模式大步邁進。

公司註冊處綜合資訊系統

「公司註冊處綜合資訊系統」第一階段在二零零五年二月二十八日投入運作後，本處的核心業務已轉化為無紙運作模式。在第一階段，本處把收到的所有紙張文件即時轉換成數碼影像，資訊系統會按照預先訂定的運作規則，把文件影像傳送給適當的組別處理，以便本處人員將資料輸入系統以核對有關資料，或以連線方式審閱資料。文件一經登記，公眾差不多可以即時查閱其影像紀錄。在該系統第一階段的運作模式下，新的操作程序大大縮短處理和登記文件所需的時間、更快捷地更新和披露公司資料、加強資料的保安和完整性，以及提高生產

Strategic Change Plan

Over the past years, the Registry has embarked on a continuous development programme to expand and enhance the level of facilities and services to the public. The SCP outlines the department's vision of establishing a fully computerised companies registry for filing, processing, storing and disseminating corporate information. The SCP aims to achieve three strategic goals — *Developing electronic service and wider use of information technologies, Enhancing quality of information and corporate compliance and Achieving and sustaining excellence in service delivery* — through the implementation of a number of initiatives including information technology infrastructure enhancement and implementation of electronic services. The major initiative in the SCP is the phased implementation of the Integrated Companies Registry Information System (ICRIS) which replaced the Registry's previous computer systems to support the department's core business activities and enable the department to move substantially towards a paperless operation.

Integrated Companies Registry Information System

The implementation of ICRIS Phase I on 28 February 2005 has transformed the Registry's core business activities into a paperless operation. Under ICRIS Phase I, all paper documents submitted to the Registry are converted into digitised images soon after receipt. Document images are routed to the processing sections in accordance with the business rules pre-defined in the system to enable data entry and system verification or online scrutiny by departmental staff. Image records of documents are almost instantly available for public search after registration. The new operational procedures under ICRIS Phase I have led to a significant reduction in the time taken to process and register documents, more timely updating and disclosure of company information, enhanced data security and integrity and improved productivity at reduced operating costs. Customers can conduct

力和降低運作成本。客戶可在網上查閱本處資料庫備存的最新公司資料，以及九千五百多萬已登記文件的數碼影像。本處的電子查冊服務深受商界歡迎，而客戶對於查冊程序簡便、收費合理，都給予好評。本處並設有服務組，全日二十四小時提供服務。現時，在網上查閱公司資料的比率約為97%。

本處現正對資訊系統進行一些主要的提升工程，以配合《2003年公司(修訂)條例》和《2004年公司(修訂)條例》就備任董事索引和非香港公司作出的新規定。與此同時，本處現正為開發「公司註冊處綜合資訊系統」第二階段進行可行性研究，審議和界定第二階段的範圍、特點和功能。第二階段包括以電子方式遞交註冊成立公司的申請和辦理文件登記，計劃在二零零九至一零年度落實推行。

company searches over the internet on the current data and over 95 million digitised images of registered company documents kept in the Registry's database. The department's electronic search services have received overwhelming support from the business community and positive feedback from customers on the user friendly procedures and reasonable priced search products. A helpdesk service is available twenty four hours a day. At present, about 97% of company searches are conducted online.

The Registry is carrying out some major enhancements to the information system to cater for the new requirements relating to the index of reserve directors and non-Hong Kong companies in the Companies (Amendment) Ordinance 2003 and Companies (Amendment) Ordinance 2004. At the same time, the department is conducting a feasibility study to review and define the scope, features and functionalities for the development of ICRIS Phase II, which will include the implementation of electronic filing of applications for incorporation and document registration. It is planned that Phase II will be implemented in 2009-10.

公司法改革

重寫《公司條例》

隨着由財經事務及庫務局和公司註冊處人員組成的公司條例草案專責小組成立，重寫《公司條例》的工作已於二零零六年年中展開。公司條例草案專責小組在本處辦公。此外，在提供法律諮詢及草擬方面，專責小組得到律政司的人員提供協助，而有關股本及債權證、利潤及資產的分發及押記的條文，則由一名外聘的法律顧問進行研究和制訂建議。重寫工作規模龐大，因此分兩個階段進行。

第一階段處理那些影響超過60萬間現存公司運作的《公司條例》核心條文。《公司條例草案》暫定分為22個部分，《公司條例》中有關招股章程的部分會由證券及期貨事務監察委員會在另行檢討時處理。當局擬於二零零九年年中擬備白紙條例草案以諮詢公眾，然後在二零一零年第三季向立法會提交新的《公司條例草案》。第二階段處理《公司條例》中關於清盤及無力償債條文，這些條文主要由破產管理署實施。

Company Law Reform

Re-write of the Companies Ordinance

The Companies Ordinance Rewrite Exercise commenced in mid-2006 following the establishment of the CBT comprising staff of the Financial Services and the Treasury Bureau and the Companies Registry. The CBT is located in the Registry. In addition, legal advisory and law drafting support is provided by staff in the Department of Justice while an external legal consultant has been commissioned to research and make recommendations on the provisions regarding share capital and debentures, distribution of profits and assets and charges. In view of its extensive nature, the rewrite exercise has been divided into two phases.

Phase I covers the core company law provisions which affect the daily operation of over 600,000 live companies. The Companies Bill will tentatively comprise 22 parts. Those parts of the Companies Ordinance regarding prospectuses will be dealt with in a separate review by the Securities and Futures Commission. The Administration intends to publish a White Bill for public consultation by mid-2009 and introduce the new Companies Bill into the Legislative Council in the third quarter of 2010. Phase II will cover the winding-up and other insolvency related provisions in the Companies Ordinance which are mainly administered by the Official Receiver's Office.

重寫工作採用三層諮詢架構。首先，當局已成立一個由財經事務及庫務局常任秘書長(財經事務)出任主席的督導委員會，負責監督整項重寫工作。其次，公司法改革常務委員會就重寫期間產生的所有主要建議和推薦方案提供意見。最後，由有關專業和利益相關團體的代表組成的四個專責諮詢小組亦已成立，各負責就不同的專題提出意見：諮詢小組(1)負責關於股本及債權證、利潤及資產的分發、押記的登記及公司重組的條文；諮詢小組(2)負責關於公司的組成、註冊、重新註冊、剔除名稱和撤銷註冊，以及公司會議和行政的條文；諮詢小組(3)負責關於董事和高級人員的條文；以及諮詢小組(4)負責關於審查、調查、罪行及懲罰的條文。

A three-tier consultative structure has been adopted for the rewrite exercise. First, a Steering Committee, chaired by the Permanent Secretary for Financial Services and the Treasury (Financial Services), has been formed within the administration to oversee the entire rewrite process. Secondly, the SCCLR will advise on all major proposals and recommendations arising from the rewrite. Finally, four dedicated Advisory Groups comprising representatives from relevant professional bodies and stakeholders have also been set up to advise on various specific issues: Advisory Group 1 on the share capital and debentures, distribution of profits and assets, registration of charges and company restructuring provisions; Advisory Group 2 on the company formation, registration, re-registration, striking-off and de-registration, and company meeting and administration provisions; Advisory Group 3 on the directors and officers related provisions; and Advisory Group 4 on the inspection, investigation and offences and punishment provisions.

檢討《公司條例》的會計及審計條文

「政府／香港會計師公會聯合工作小組」（聯合工作小組）在二零零二年三月成立，負責徹底檢討《公司條例》的會計及審計條文。截至二零零七年三月三十一日，工作小組召開了51次會議，並向公司法改革常務委員會提出七組建議，以供審議和確認。財經事務及庫務局根據聯合工作小組的最終建議，在二零零七年三月二十九日就改革《公司條例》會計及審計條文的立法建議發表諮詢文件，徵詢公眾意見，諮詢期於二零零七年六月二十九日結束。公司條例草案專責小組和聯合工作小組現正研究所收到的意見，並會按情況把意見納入將於二零零九年年中發表的白紙條例草案內，以徵詢公眾意見。

當局計劃在二零零八年第一季就其他部分，例如股本和債權證、押記的登記、董事責任及公司名稱，進行公眾諮詢。

Review of Accounting and Auditing Provisions of the Companies Ordinance

The Joint Government/HKICPA Working Group (JWG) was established in March 2002 to undertake a comprehensive review of the accounting and auditing provisions of the Companies Ordinance. Up to 31 March 2007, the JWG held 51 meetings and submitted seven sets of recommendations to the SCCLR for consideration and endorsement. On the basis of the finalised recommendations of the JWG, the Financial Services and the Treasury Bureau published a consultation paper on 29 March 2007 to consult the public on legislative proposals to reform the accounting and auditing provisions in the Companies Ordinance. The consultation period ended on 29 June 2007. The comments received are being studied by the CBT and JWG, and will be incorporated, where appropriate, into the White Bill to be published for public consultation by mid-2009.

Public consultation on other topics, such as share capital and debentures, registration of charges, directors' duties and company names, is planned for the first quarter of 2008.