

企業管治 CORPORATE GOVERNANCE

作為企業監管機構，我們理解良好企業管治的重要性，並且致力推廣企業管治，因為我們相信，有效的管治方式，對達致一個機構的長遠策略目標及保障所有利益相關者的權益，至為重要。為此，我們致力維持高水平的企業管治，以達成本處的使命和理想，並顧及客戶的需要和整體公眾利益。

為達致有效管治，本處採取多項措施，確保各方面的運作均符合問責性、內部監控、誠信、透明度和風險管理的要求。下文闡述本處在各個範疇的表現。

As a corporate regulator, we acknowledge and promote the importance of good corporate governance as we believe that effective governance is vital to achieving the long term strategic goals of a corporation and safe guarding the interests of all its stakeholders. In this connection, we are committed to maintaining a high standard of corporate governance with a view to achieving the mission and vision of the Registry, taking into account the needs of our customers and public interest as a whole.

In the Registry, effective governance is achieved through a number of measures to ensure accountability, internal control, integrity, transparency and risk management in all of its operations. The Registry's performance in each area is elaborated in the ensuing paragraphs.





問責性

本處以營運基金部門的形式運作，按商業或類似商業方式提供服務。雖然營運基金部門的自主權與法定機構不一樣，但與傳統的政府部門相比，我們可享有較大的自主權。儘管如此，我們仍須就本處的運作及表現向政府負責，因此本處已建立有效的管治架構。

與財經事務及庫務局的會議

會議每兩個月舉行一次，目的是提供一個平台，讓本處的決策局、財經事務及庫務局(財經事務科)檢討本處的業績表現，以及運作和立法方面的主要措施。此外，我們每六個月出席財經事務及庫務局(庫務科)的會議，以便檢討及監察本處的財務表現。

Accountability

The Registry operates as a trading fund department and provides services on a commercial or quasi-commercial basis. Although trading fund departments do not have the same autonomy as a statutory corporation, we enjoy greater autonomy than traditional government departments. Notwithstanding that, we are accountable to the government for our operations and performance and a strong governance structure is in place.

Meetings with the Financial Services and the Treasury Bureau

Held on a bi-monthly basis, these meetings provide a forum for the Registry's policy bureau, the Financial Services and the Treasury Bureau (Financial Services Branch), to review the Registry's business performance and any major initiatives, both operational and legislative. We also attended meetings with the Financial Services and the Treasury Bureau (Treasury Branch) to review and monitor the financial performance of the Registry every six months.



財經事務及庫務局常任秘書長(財經事務)訪問本處
A visit from the Permanent Secretary for Financial Services and the Treasury (Financial Services)

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內部監控

本處認同健全而有效的內部監控系統，十分重要。因此，我們在行政、採購和財務事宜方面已有既定的政策及規例，以確保職責分工恰當，組織架構明確，權限界定清晰。

首長級人員會議

公司註冊處處長每月與本處全體首長級人員舉行會議，討論並檢討本處正進行和策劃中的主要工作，以確保妥善籌劃和監察本處的業務。這些會議讓本處高層管理人員可快捷有效地找出政策、運作和法例方面的問題，並加以研究及解決。

發展督導委員會

這個由公司註冊處處長擔任主席的委員會，成員包括本處高層管理人員和財經事務及庫務局的一名代表。委員會負責就本處的長遠業務發展訂定目標，並監督本處各項主要措施及計劃的推行，特別是開發「公司註冊處綜合資訊系統」的情況。委員會每月舉行會議，研究新的措施、檢討推行進度，以及解決關乎本處的發展，並需要本處高層管理人員提供意見及作出決定的問題。透過發展督導委員會，本處以具透明度的方式，就綜合系統第二階段的招標程序，以及監察綜合系統第二階段的推行，及時作出重大的決定。

Internal Control

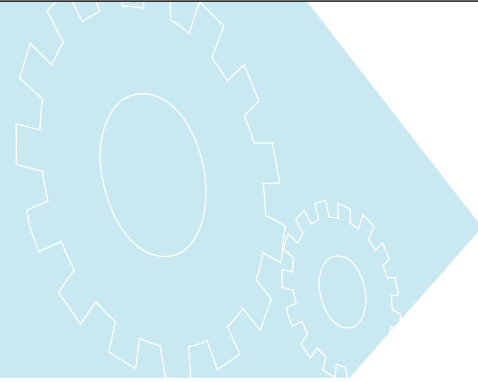
The Registry recognises the importance of a sound and effective internal control system. On this, there are well-established policies and regulations on administrative, procurement and financial matters which ensure a proper segregation of duties and a clear organisational structure with defined authority.

Directorate Meetings

The Registrar of Companies meets with all her directorate officers at monthly intervals to discuss and review the major activities of the Registry, either in progress or in the pipeline, to ensure proper planning and monitoring of the Registry's business. Through these meetings, policy, operational and legislative issues are identified, deliberated and resolved by the Registry's senior management team in a timely and efficient manner.

Development Steering Committee

The committee, chaired by the Registrar of Companies, comprises members of the Registry's senior management and a representative of the Financial Services and the Treasury Bureau. The committee is tasked to set objectives for the Registry's long term business development and oversee the implementation of key initiatives and projects, in particular the development of the Integrated Companies Registry Information System. Monthly meetings are held to consider new initiatives, review implementation progress, and resolve development issues which require the input and decision of the Registry's senior management. Through the operation of the Development Steering Committee, major decisions in respect of the tendering procedure for Phase II of ICRIIS as well as its monitor and implementation have been made in a timely and transparent manner.



投資策略委員會

投資策略委員會由公司註冊處處長擔任主席，成員包括負責本處運作和財務事宜的高層管理人員。成立委員會的目的，是監督公司註冊處營運基金投資組合的管理工作。投資組合包括在香港持牌銀行的各種定期存款，而截至二零零九年三月三十一日的總額為4億8,600萬元。委員會定期及因應需要舉行會議，以便檢討投資組合的表現和狀況，並研究其他投資策略和建議。

誠信

誠信管理委員會

本處十分重視誠信管理，而且全力支持政府為提倡廉潔風氣，在香港維持一支持廉守正的公務員隊伍所做的工作。本處自二零零七至零八年度起設立公司註冊處誠信管理委員會，就員工的誠信管理制訂長遠策略。二零零八至零九年度的工作計劃已順利推行，以加強員工對誠信事宜，以及各項規管操守和紀律的規例及指引的認識和警覺性。委員會定期舉行會議，以便監察工作計劃的進度，並就本處的誠信管理措施進行檢討。

Investment Strategy Committee

Chaired by the Registrar of Companies and comprising senior managers from the Registry's operational and financial divisions, the Investment Strategy Committee has been established to oversee the management of the Companies Registry Trading Fund's investment portfolio, which consisted of various time deposits with licensed banks in Hong Kong, totalling \$486 million as at 31 March 2009. At periodical intervals and as and when the need arises, the Committee meets to review the performance of the Registry's investment portfolio, its position and considers alternative investment strategies and proposals.

Integrity

Integrity Management Committee

The Registry attaches great importance to integrity management and supports the Government's sustained efforts to entrench an ethical culture and maintain a clean and honest civil service in Hong Kong. A Companies Registry Integrity Management Committee has been set up since 2007-08 to formulate a long term staff integrity management strategy. The Action Programme for 2008-09 was satisfactorily implemented and promoted staff awareness of and alertness to integrity issues and various regulations and guidelines governing conduct and discipline. The Committee meets regularly to monitor the progress of the Action Programme and review the integrity-management measures of the Registry.

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透明度

審計及報告

本處必須按照公認會計原則製備周年帳目表，並經由審計署署長審核。依據《營運基金條例》的規定，本處的經審計周年帳目表及年報必須在每個財政年度終結後的第一個十月三十一日或之前，提交立法會省覽。

公開資料守則

自政府在一九九五年推行公開資料守則，本處便已落實推行。該守則就政府向公眾人士提供資料訂定正式的行政綱領，目的是讓市民充分認識政府及其提供的服務，以及對個人以至整個社會均有影響的政策和決定的依據。在處理索取資料的要求時，本處一向全面遵從守則的規定。

風險管理

本處的業務運作透過多個資訊科技系統進行，包括「公司註冊處綜合資訊系統」和內部電郵通訊系統。為盡量減低資訊科技風險，並確保這些系統能為本處的業務帶來效益，發展督導委員會監督本處的資訊科技工作及其與本處核心業務的配合，以確保資訊科技系統有助達成本處的使命和政策目標。

Transparency

Audit and Report

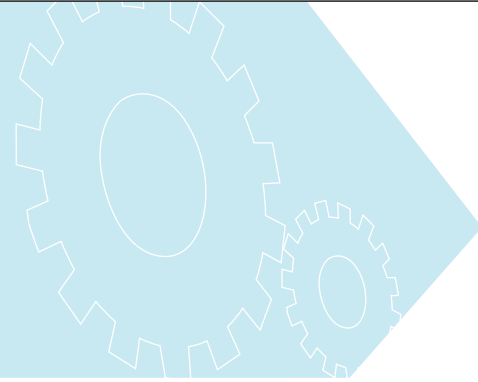
The Registry has to prepare annual accounts in accordance with generally accepted accounting principles. The annual accounts are audited by the Director of Audit. Pursuant to the provisions of the Trading Funds Ordinance, the audited annual accounts together with the annual report of the Registry have to be tabled in the Legislative Council not later than 31 October next following the end of each financial year.

Code on Access to Information

The Registry has adopted the Code on Access to Information since its introduction by the Government in 1995. The Code provides a formal administrative framework for the provision of information by the Government to members of the public with the objective of keeping the community well informed about the Government, the services which it provides and the basis for policies and decisions that affect individuals and the community as a whole. The Registry is in full compliance with the requirements of the Code in its handling of requests for information.

Risk Management

The business of the Registry is carried out through various information technology (IT) systems, including the Integrated Companies Registry Information System and internal e-mail communication system. To minimise IT risks and to ensure that the systems add value to our business, the Development Steering Committee oversees, inter alia, the Registry's IT functions and its interface with the Registry's core business activities to ensure the alignment of IT systems with the corporate mission, policies and objectives.



資訊科技系統一旦發生保安事故，會對業務造成重大損失。為確保資訊保安穩妥，本處制訂了資訊科技保安政策、運作復原計劃、應變計劃、資訊保安事故處理指引、終端用戶的資訊科技保安指示及部門應變計劃，使員工有所遵循。本處特別為配合現行的指引而制訂措施，以收緊對使用可攜式電子儲存裝置，例如USB記憶體的保安控制，從而防止資料外洩。

除了這些指示和指引外，本處繼續定期向員工提供最新資料，以提高員工對資訊保安的認識，並促進員工遵從各項保安政策和指示。此外，本處亦定期進行獨立的資訊保安審計工作，以審查本處在資訊保安方面採取的保護措施。

本處制訂了業務持續運作計劃，以減低系統故障帶來的業務風險。這項計劃包括一個可以支援重要功能或運作，並確保維持最低限度服務的運作復原系統。此外，我們定期進行運作復原演習，以確定運作復原系統操作正常。除了上述措施外，我們亦已為應付特殊情況，例如人類豬型流感等傳染病的爆發，擬訂應變計劃。

IT security failure is costly to business. To ensure information security, we have developed IT security policy, Disaster Recovery Plan, Contingency Plan, Guidelines on Information Security Incident Handling, End User Instructions on IT Security and Departmental Contingency Plan for compliance by staff. In particular, the Registry keeps in pace with the prevailing guidelines and formulates measures to tighten the security control on the use of portable electronic storage devices, e.g. USB flash drive, to avoid leakage of information.

On top of these instructions and guidelines, we have continued to provide regular updates to staff with a view to fostering security awareness and compliance with various security policies and instructions. Regular IT security audits are also performed by independent auditors to examine the Registry's IT security protection measures.

The Registry has developed a business continuity plan to reduce business risk in the event of a disruption. This includes a disaster recovery system supporting critical functions or operations and ensuring the continuity of a minimum level of services. We have also conducted disaster recovery drills periodically to ascertain the proper functioning of the disaster recovery system. Other than the above measures, we have drawn up contingency plans to tackle with exceptional circumstances, such as the outbreak of infectious disease like the human swine influenza.