

新《公司條例》通過成為法例，令香港作為世界級商業中心的地位更形鞏固。

The enactment of the new Companies Ordinance reinforces Hong Kong's position as a world-class place to do business.



總經理報告

General Manager's Statement

本人欣然向大家發表二零一一至二零一二年公司註冊處年報。

業績

過去一年，本處的業績反映了香港經濟的整體氣氛。在二零一一年年初，隨著經濟蓬勃發展的勢頭，我們的業務在四月至七月的四個月裡成績非常理想。然而，在年內隨後的時間，隨著全球及區內經濟前景普遍瀰漫著更為審慎的氣氛，我們的營業額亦開始放緩。

雖然如此，本處盈利仍達至2億1,660萬港元的水平，而所運用固定資產平均淨值的回報率亦達54.9%。此外，本處的財政儲備維持充裕，讓我們得以按計劃推展我們各項提升立法及服務質素的工作。

由於環球經濟持續不穩定，以及對香港經濟增長造成影響，本處在未來數年的財務規劃及營運管理方面，都會採取保守方針，以便應付經濟放緩對本處財務表現造成的任何不良影響。

年內工作表現

年內，本處：

- 處理139,366間新公司的成立；
- 處理3,254,565宗透過本處網上查冊中心查閱文件影像紀錄的個案；
- 收到2,133,701份提交本處登記的文件及33,579份押記文件；
- 處理194,250宗查閱公司資料及316,618宗查閱董事索引的個案；
- 推出新的電子提交常用法定申報表服務及電子登記註冊代理人服務；以及
- 遠遠超越本處16項服務指標。

I have great pleasure in presenting the Companies Registry's Annual Report for 2011-12.

Business Performance

Our business reflected the overall sentiment of the Hong Kong economy during the past year. It got off to a strong start during the four months up to July 2011, on the back of robust economic growth. However, our turnover slowed down during the rest of the year, in line with the more cautious mood that prevailed about the prospects for the global and regional economy.

Despite this, we still managed to achieve a profit level of HK\$216.6 million, as well as a return of 54.9 per cent on our average net fixed assets employed. Our financial reserve remained strong, and this enabled us to plough ahead with all the legislative and service enhancement programmes we had planned.

Given the continued uncertainties in the global economy and the implications on Hong Kong's economic growth, we shall adopt a conservative approach in the financial planning and management of the Registry's operations in the coming years in order to cater for any adverse impact on the Registry's financial performance arising from any slowdown in the economy.

The Year's Highlights

During the course of the year, the Registry:

- Handled the incorporation of 139,366 new companies;
- Processed 3,254,565 searches of document image records via our Cyber Search Centre;
- Received 2,133,701 documents for registration and 33,579 charge documents;
- Dealt with 194,250 searches of company particulars and 316,618 searches of the Directors' Index;
- Launched new electronic filing services for the more commonly filed statutory returns and for the registration of agents; and
- Exceeded all the 16 performance targets by wide margins.

總經理報告 General Manager's Statement

過去一年，本處的網上服務使用率持續上升。在二零一一至一二年度，瀏覽本處網頁的人數接近二百萬人次，超過99%查閱公司資料的個案在網上進行。截至二零一二年三月三十一日，本處「訂閱電子資訊」服務的訂戶共有5,834名，而「提交周年申報表電子提示」服務的訂戶共有22,633名。

同時，在二零一一至一二年度內，本處的1823電話查詢中心與24小時電話互動熱線共答覆超過115,000宗電話查詢。

主要佳績

重寫《公司條例》工作的一個重要里程碑，就是立法會法案委員會完成《公司條例草案》的審議工作。《公司條例草案》於二零一一年一月二十六日提交立法機關後，法案委員會年內在草案的審議工作方面取得重大進展，而本處亦不遺餘力地在立法程序上提供了支援。《公司條例草案》於七月十二日獲得立法會通過，標誌著超過六年工作累積的成果。亦全賴立法會法案委員會主席和各委員、公司條例草案專責小組及本處同事的努力不懈，這項工作才得以完成。

為提升香港作為企業註冊地的競爭力，財政司長在二零一二至一三年度預算案演辭中，提出取消向本地公司徵收股本註冊費的建議，以鼓勵投資者在香港設立公司，協助現有公司進行集資活動和擴展業務。有關的法例修訂已於二零一二年三月十六日完成，並於二零一二年六月一日開始實施。

與此同時，本處的「註冊易」及一站式公司註冊及商業登記服務無論在質素、效率及方便程度等方面均備受讚賞，更獲得了「2012香港資訊及通訊科技獎」的「最佳公共服務應用(電子轉化)獎」金獎，而本處亦獲得「2011年公務員優質服務獎勵計劃」的「精進服務獎」(小部

The popularity of our online services continued to grow during the year. Our website received almost 2 million visits in 2011-12, and more than 99 per cent of the company searches were conducted online. As of 31 March 2012, the Registry's electronic news subscription service had 5,834 subscribers, and the Annual Return e-Alert service had 22,633 subscribers.

Meanwhile, our 1823 Call Centre and Enquiry Hotline answered more than 115,000 calls within 2011-12.

Major Achievements

A major milestone of the Companies Ordinance rewrite exercise is the completion of the scrutiny of the Companies Bill by the Bills Committee of the Legislative Council. Since the introduction of the Companies Bill into the legislature on 26 January 2011, there was significant progress in the scrutiny of the Bill by the Bills Committee during the year and the Registry spared no effort in providing support for the legislative progress. The passage of the Companies Bill on 12 July marked the culmination of more than six years' work, and it was made possible only by the sustained and tireless efforts of the Chairman and Members of the Bills Committee of the Legislative Council, the Companies Bill Team and colleagues of the Registry.

To enhance Hong Kong's competitiveness as a corporate domicile, the Financial Secretary in his speech for the 2012-13 Budget proposed the abolition of the levy on capital duty on local companies in order to encourage investors to establish companies here and help existing companies to raise capital and expand their business. The legislative amendments for the proposal were made on 16 March 2012 and commenced operation on 1 June 2012.

Meanwhile, the quality, efficiency and convenience of our e-Registry and the one-stop company incorporation and business registration service received widespread commendation and won the Best Public Service Application (Transformation) Gold Award in the Hong Kong ICT Awards 2012. The Registry was awarded the Silver Prize of the Departmental Service Enhancement Award (Small Department

門組別)銀獎，以及由香港中小型企業商會頒發的「2012年中小企業最佳拍檔獎」。本處二零一零至一一年度年報也獲頒Mercury國際年報大獎榮譽獎。

與商界緊密聯繫

年內，我們繼續加強與本地商界不同界別的客戶及相關持份者的聯繫，包括安排探訪活動、贊助舉行會議或研討會，以及參加商貿展覽等。我們藉這些機會介紹及講解本處新的電子服務，以及新《公司條例》的各個課題。

合作遍及全球

我們亦不斷擴大與內地及海外國家的公司註冊機關聯繫的廣度及深度，包括參加有關規管公司營運的重要國際會議、派代表團訪問其他公司註冊機關，以及接待這些機關訪港的人員。

在二零一一年十月，我們與北京市工商行政管理局及寧波市工商行政管理局簽署諒解備忘錄。協議有助加強本處與北京市及寧波市對口單位的溝通合作。

積極準備 邁進新紀元

新《公司條例》是香港歷史上制定的法例其中最長的一條，新條例包含超過900項條文、11個附表，以及接近700條對現行法例的相應修訂。對所有參與者來說，這確實是一項極具挑戰的工作。《公司條例草案》於二零一一年一月二十六日提交立法會後，法案委員會的審議工作涉及44次會議合共超過120個小時，超過200份文件及意見書，而會議大部分時間都超過四小時。

Category) in the Civil Service Outstanding Service Award Scheme 2011 and the 2012 Best SME's Partner Award from the Hong Kong Chamber of Small and Medium Business. Our 2010-11 Annual Report also received the Honors Award in the Mercury Awards.

Closer Ties with the Business Sector

During the year, we continued to strengthen our ties with customers and stakeholders in various sectors of the local business community by paying visits to them, sponsoring conferences or symposiums and participating in trade exhibitions. We took these opportunities to introduce and explain the Registry's new electronic services and issues raised by the new Companies Ordinance.

Cooperation Spanning the Globe

We also broadened the scope and depth of our links with registries in the Mainland and overseas by participating in major international conferences on corporate regulation, sending delegations to visit other registries, and receiving their officials in Hong Kong.

In October 2011, we signed memoranda of understanding with the Beijing Administration for Industry and Commerce and the Ningbo Administration for Industry and Commerce. The agreements helped to enhance communication and cooperation between the Registry and our counterparts in Beijing and Ningbo.

Preparing for a New Era

The new Companies Ordinance, one of the longest pieces of legislation ever enacted in Hong Kong and consisting of more than 900 sections, 11 Schedules and near 700 consequential amendments to the existing law, has been an enormously challenging project for all involved. Since the introduction of the Companies Bill into the Legislative Council on 26 January 2011, the Bills Committee considered over 200 papers and submissions in 44 meetings lasting a total of over 120 hours, with many of the meetings lasting more than four hours.

總經理報告 General Manager's Statement

在審議過程中，多項複雜及具爭議性的課題引發了法案委員會委員仔細的考量及辯論，部分課題更備受有關持份者關注，當中包括例如批准公司協議安排所施行的「人數驗證」、與核數師報告內容有關的罪行、香港公司擬備簡明報告需要符合的規模準則及資格，以及降低對未有遵守法定責任的公司高級人員檢控的門檻等條文。在整個審議過程中，所有參與者都竭盡所能去解決這些問題及其他備受關注的事項，致使我們對草案作出超過850項委員會審議階段修正案，以平衡各方利益。

草案於二零一二年七月三日在立法會恢復二讀。經過為期超過八天廣泛審議及討論各項條文，草案最終於二零一二年七月十二日順利獲得通過，令所有參與這項工作的人都感到非常欣慰。

新《公司條例》獲通過成為法例，可確保香港公司法的法律框架得以與世界主要國際及金融中心看齊，令香港作為世界級商業中心的地位更形鞏固。我們預計，新條例可在所需的附屬法例全部獲通過後實施。

面對即將出現的改變，本處正積極準備擔當新的角色及職能。本處現正提升我們的資訊系統，擬備新政策及程序，並已開展準備工作，計劃多項宣傳及教育項目，加強大家對新法例的了解。面對種種挑戰，未來一年我們的工作將會非常艱巨，但我們一定會致力確保附屬法例獲得通過，而所有相關人士亦能順利適應新條例所帶來的轉變。

The scrutiny process has stimulated detailed consideration and debates of various issues. Some of the issues drew much attention of the relevant stakeholders. These include, for example, the "headcount test" for approving a scheme of arrangement; the offences relating to the contents of auditor's report; the appropriate criteria and eligibility for simplified reporting for Hong Kong companies and the appropriateness of lowering the threshold for prosecuting officers of companies who fail to comply with their statutory obligations. All those involved in the scrutiny process have worked hard to resolve these and other concerns, generating more than 850 Committee Stage Amendments to the Bill to balance diverse interests.

The second reading of the Bill resumed in the Legislative Council on 3 July 2012. To the relief of all involved in the exercise, the Bill was passed on 12 July 2012 after extensive deliberations and discussions of clauses of the Bill over a period of 8 days.

The completion of this project and the enactment of the new Companies Ordinance, which is expected to come into operation after enactment of all the necessary subsidiary legislation, ensures that the legal infrastructure for company law in Hong Kong remains on a par with the world's major international and financial centres, and reinforces Hong Kong's position as a world-class place to do business.

With the imminent changes ahead, the Registry is preparing to take up new roles and functions. Its information system is being overhauled, new policies and procedures are being developed, and preparations are underway to launch extensive publicity and educational programmes to promote understanding of the new legislation. The year ahead will be challenging and busy, but no effort will be spared to ensure that the subsidiary legislation is enacted and that the transition to the new regime will be smooth and easy for all concerned.

感謝之言

過去一年，縱使本處遇到很多重大挑戰，我們仍然取得非常理想的成績。就此，本人要衷心感謝立法會負責審議《公司條例草案》的法案委員會主席及委員所給予我們的寶貴意見，有賴委員會的努力和作出的貢獻，令整項審議工作得以在上立法年度完成。

本人亦要感謝公司法改革常務委員會的委員、我們的四個專責諮詢小組、政府和香港會計師公會組成的聯工作小組，以及就重寫《公司條例》諮詢作出回應的所有人士，多謝他們的寶貴意見及積極參與。

最後，本人要感謝本處全體同事，特別是由財經事務及庫務局和本處同事組成的公司條例草案專責小組的成員，感謝他們本著專業進取的精神，努力不懈，克盡厥職。

我們會繼續竭盡所能，為香港的企業監管開創新的一頁。



鍾麗玲 太平紳士
公司註冊處處長暨
公司註冊處營運基金總經理

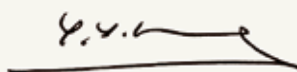
A Word of Thanks

In a year that has seen tremendous challenges and achievements for the Registry, I am very grateful for the great efforts, valuable advice and contributions of the Chairman and Members of the Bills Committee of the Legislative Council formed to consider the Companies Bill, who have all worked exceedingly hard to complete the scrutiny process within this legislative term.

I am also indebted to members of the Standing Committee on Company Law Reform, our four dedicated advisory groups, the Joint Working Group between the Government and the Hong Kong Institute of Certified Public Accountants, and all those who responded to our consultations relating to the rewrite exercise for their valuable inputs and active participation.

Last but not the least, I would like to put on record my heartfelt thanks to all of my colleagues for their hard work, professionalism and commitment, with particular indebtedness to the members of the Companies Bill Team, comprising colleagues from the Financial Services and the Treasury Bureau and the Registry.

We will continue to work tirelessly for a new chapter in Hong Kong's corporate regulation.



Ms Ada LL Chung, JP
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