



# 企業管治 Corporate Governance

## 企業管治政策

作為香港的企業監管機構，公司註冊處十分重視良好的企業管治。企業管治除了對本處運作效率及效能有著關鍵的作用之外，還能提升公眾對本處企業管治能力及誠信的信心和信任，以至員工對部門的滿意度。

本處制訂了企業管治綱領，並在二零一二年五月發表了本處的企業管治政策聲明，使本處能維持最高的企業管治標準。

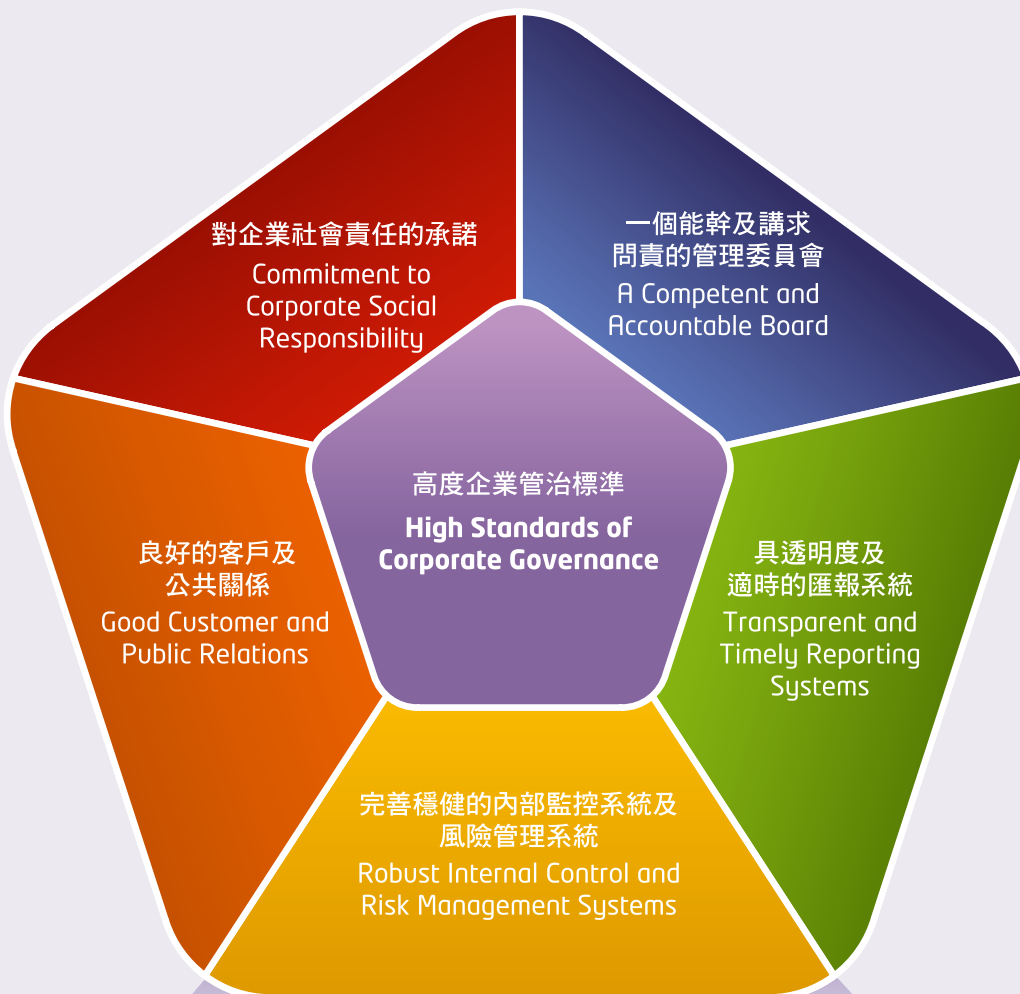
## Corporate Governance Policy

As Hong Kong's corporate regulator, the Companies Registry acknowledges the great importance of good governance. Besides the critical role this plays in the efficiency and effectiveness of the Registry's operations, it underpins the public's confidence and trust in the Registry's capability and integrity, as well as the level of satisfaction of its employees.

The Registry has developed the following Corporate Governance Framework and promulgated its Corporate Governance Policy Statement in May 2012 to enable it to uphold the highest standards in this respect.

### 公司註冊處企業管治綱領

Companies Registry Corporate Governance Framework



## 一個能幹及講求問責的管理委員會

本處已設立一個明確的組織架構，架構的最高層組織載於下圖：

## A Competent and Accountable Board

The Registry has established a clear organisational structure, the highest level of which is shown in the diagram below.

公司註冊處組織圖  
Companies Registry's Organisation Chart



以上組織架構確保本處能妥善地肩負法定角色、執行法定職能，以及向公眾提供法定服務，並清楚界定各級管理人員及員工的職能和職責，而每名員工均熟知有關職能和職責。

### 管理委員會

本處的管理委員會由公司註冊處處長領導，成員包括本處全體首長級人員。委員會負責訂定本處的策略方向及管理本處的業務，以確保妥善落實政府的政策和目標，及實現本處的理想和使命。委員會每月(或因應需要更頻密)召開會議，討論、檢討並監察本處已展開或有待展開的主要措施及工作，以確保策劃妥善、運作有效，以及遵從有關規例和既定程序。管理委員會亦成立了四個專責委員會，分別涵蓋誠信、投資策略、發展及部門編制等特定範疇，以提高效率，務求穩妥地管理及監督本處的表現。這些專責委員會亦會向管理委員會作出建議，以持續監察及加強良好之企業管治常規。

This structure ensures that the Registry's statutory roles, functions and services to the public are delivered properly. The roles and responsibilities of all its levels of management and staff are well defined, and every staff member is familiar with them.

### The Management Board

The Registry's Management Board is headed by the Registrar of Companies and consists of all its directorate officers. It is responsible for setting strategic directions and managing the Registry's business affairs, with the aim of ensuring the appropriate implementation of the Government's policies and objectives and realising the Registry's vision and mission. The Board meets monthly (or more frequently if necessary) to discuss, review and monitor the Registry's major initiatives and activities, both those in progress or in the pipeline, to ensure that they are being effectively planned and executed, and that they comply with relevant regulations and established procedures. The Board also has four committees covering the specific areas of integrity, investment strategies, development and departmental establishment. These have been set up to enhance efficiency and ensure proper management and oversight of the Registry's conduct. The committees also make recommendations to the Board concerning the continuous monitoring and enhancement of good corporate governance practices.

#### 委員會

Board and Committees



### 整體工作及業務計劃

為達致業務及政策目標，本處每年製備整體工作及業務計劃，載列短期及長遠策略。計劃須獲財經事務及庫務局局長批核。一經批核，計劃便會成為衡量本處表現的準則，並會作為制訂本處未來五年發展及工作計劃的依據。

### 具透明度及適時的匯報系統

管理委員會已設立一套有效益及有效率的財政預算及財務管理系統，務求能妥善地運用本處的資源，以達致本處的理想。本處向相關持份者及公眾提供充足及清楚的資料，讓他們清楚了解本處營運基金在財務及經營業績方面的業務詳情、現行運作情況及日後的發展方向。

本處的周年帳目表按照公認的會計準則製備，再經由審計署署長審核，然後連同本處的年報，每年提交立法會省覽。審計帳目及年報提交立法會後，便會上載本處網頁，讓公眾知悉。

由公司註冊處處長擔任主席的投資策略委員會，負責監察本處投資組合的表現，以及制定投資政策，並研究其他投資策略和建議。該委員會定期舉行會議及因應需要舉行特別會議。

此外，本處人員定期與財經事務及庫務局常任秘書長(財經事務)及財經事務科的代表舉行會議，以檢討本處的表現，並就運作及立法方面的主要措施尋求支持。此外，他們亦會每六個月與財經事務及庫務局庫務科的代表舉行會議，以評估及監察本處的財務表現。

### Corporate and Business Plan

The Registry prepares annual Corporate and Business Plan setting out its short and longer-term strategies for achieving its business and policy objectives. These are subject to approval by the Secretary for Financial Services and the Treasury. Once approved, the Plan serves as benchmarks for evaluating the Registry's performance and for formulating its development and work plans for the following five years.

### Transparent and Timely Reporting Systems

The Board has established effective and efficient budgetary and financial management systems to ensure that it properly deploys the Registry's resources to achieve its vision. The Registry provides stakeholders and the general public with clear and adequate information about its Trading Fund's financial and operating results to enable them to understand fully the details of its business, its current status and how it is being developed for the future.

The Registry's annual accounts are prepared in accordance with generally accepted accounting standards. They are audited by the Director of Audit and subsequently tabled in the Legislative Council every year, together with the Registry's annual report. After they have been tabled, the audited accounts and annual report are uploaded onto the Registry's website to keep the public informed.

Chaired by the Registrar of Companies, the Investment Strategy Committee oversees the performance of the Registry's investment portfolio, formulates its investment policies, and considers alternative investment strategies and proposals. The Committee meets regularly, and on an ad-hoc basis if the need arises.

In addition, the Registry's officers regularly meet with the Permanent Secretary for Financial Services and the Treasury (Financial Services) and representatives of the Financial Services Branch to review the Registry's performance and obtain endorsement of any major operational and legislative initiatives. They also meet with representatives of the Bureau's Treasury Branch to evaluate and monitor the Registry's financial performance every six months.

## 完善穩健的內部監控系統及風險管理系統

本處確立了健全而有效的風險管理及內部監控系統，在履行本處的計劃、政策及目標期間，能於行政、採購和財務事宜、適當的職責分工、資訊科技系統運作，以及妥善提供客戶服務職能等各方面，提供清晰的政策及規例。這些政策及規例會定期檢討和更新，以配合不斷轉變的營商環境，並與政府決策局公布的政策及規例保持一致。本處亦會定期及適時地提醒本處人員注意這些政策及規例的最新資料。

### 發展督導委員會

制定長遠的計劃和策略，對於本處業務發展至為重要，尤其要維持本處卓越的表現，及為社會提供優質服務。由公司註冊處處長擔任主席的發展督導委員會，成員包括本處高層管理人員。該委員會負責就本處長遠的業務發展訂定方向，並監察本處各項主要措施及計劃的推行。

隨著本處於二零一一年三月成功推出「註冊易」及一站式電子成立公司及商業登記服務，該委員會繼續監察電子提交文件服務的進一步開發工程，以及系統提升工程，以便為實施新《公司條例》作好準備。

## Robust Internal Control and Risk-Management Systems

The Registry has established a sound and effective risk-management and internal control system with clear policies and regulations concerning administrative, procurement and financial matters; proper segregation of duties; alignment of IT systems with its corporate mission, policies and objectives; and the provision of services to customers. All these are reviewed regularly and updated to suit the changing business environment and to align with policies and regulations promulgated by Government bureaux. Major updates of such policies and regulations are brought to the attention of the Registry's staff members on a regular and timely basis.

### Development Steering Committee

Long-term planning and strategies are essential for the Registry's business development, especially in terms of maintaining an excellent Registry and providing high-quality services to the community. Chaired by the Registrar of Companies, the Development Steering Committee consists of senior members of the Registry's staff. It is responsible for charting a course for the Registry's long-term business development and overseeing the implementation of key initiatives and projects.

Following the successful launch of the e-Registry and the one-stop service for electronic company incorporation and business registration in March 2011, the Committee continues to oversee the further development of electronic filing services and system enhancements to prepare for the implementation of the new Companies Ordinance.

### 資訊科技保安

網上查冊中心及「註冊易」的設立，讓本處可全日24小時向客戶提供公司查冊及註冊的服務。這些服務有賴安全、穩定及可靠的電腦系統的支援。因此，發展督導委員會特別著重本處資訊科技的功能及其界面與其他核心業務的聯繫，以確保其運作配合本處的計劃、政策及目標。

此外，為確保本處有可靠的基礎設施為客戶提供服務，高度的保安至為重要。本處為員工制訂了資訊科技保安政策、資訊保安事故處理指引及終端用戶的資訊科技保安指示。這些指引及指示會定期檢討及更新，以確保與現行的指引及標準一致。本處亦會定期向員工發布有關指引及指示，藉此提高員工對資訊科技保安的認識，並遵從這方面的政策和指示。另外，本處亦聘請獨立的審核員進行資訊科技保安風險評估及審核工作，確保本處在資訊科技保安方面採取有效及符合標準的保護措施。

### 業務持續運作計劃

本處制訂了業務持續運作計劃，以減低系統故障造成的業務風險。這項計劃包括一個可支援重要功能及運作，並維持最低限度服務的運作復原系統。我們亦會定期進行運作復原演習，以測試復原程序，確定運作復原系統在有需要時操作正常。

### IT Security

The establishment of the Cyber Search Centre and e-Registry means the Registry now provides round-the-clock online company search and incorporation services to its customers. These need to be supported by secure, stable and reliable computer systems. The Development Steering Committee pays particular attention to the Registry's IT functions and their interface with other core business activities, to ensure that they align with the Registry's corporate mission, policies and objectives.

Furthermore, high-level security is essential for ensuring a reliable infrastructure for providing services to customers. For this purpose, the Registry has developed an IT Security Policy, Guidelines on Information Security Incident Handling, and End Users' Instructions on IT Security for its staff. These are reviewed and updated periodically to ensure that they are consistent with prevailing guidelines and standards. Registry staff members are regularly updated in order to reinforce their security awareness and compliance with policies and instructions concerning this subject. Furthermore, independent auditors are engaged to conduct IT security risk assessments and audits to make certain that the Registry's IT security protection measures are effective and up to standard.

### Business Continuity Plan

A business continuity plan is in place to reduce the risk to business in the event of system disruptions. It includes a disaster recovery system to support critical functions and operations and to maintain at least a minimal level of services. Periodic disaster recovery drills test recovery procedures and ensure the disaster recovery system will function properly if needed.

## 廉潔守正及誠實可信的公務人員

本處員工須遵守及遵從《公務員守則》。有關守則列出公務員隊伍須保持廉潔守正、誠信不阿，以及須恪守的操守準則等至為重要的核心價值，當中包括的準則有：組織及操守公正、不偏不倚、廉潔守正、竭盡所能，以及對所作決策和行動負責。

作為公營機構，擁有廉潔奉公、守正忘私的隊伍對本處至為重要。因此，推廣及管理誠信是本處的首要任務。誠信管理委員會自二零零八年成立以來，一直協調並監察本處在這方面的措施。該委員會亦致力促進員工保持崇高的操守標準，並制訂每年的誠信管理工作計劃，為本處人員提供清晰的指引，以了解本處推行誠信管理的工作及其決心。

公司註冊處經理是本處的誠信事務主任，負責監察本處策劃及推行誠信管理計劃的情況。為新加入本處的員工而設的入職課程亦特別納入誠信的課題，而本處入門網站亦專設誠信管理欄目，內載有關誠信、操守及紀律的指引及通告，供員工隨時參閱。

誠信管理計劃二零一一至一二年度工作計劃所列出的工作項目已全部於年內圓滿完成。本處透過在處內播放影片和舉行講座，提醒員工注意誠信問題及防止貪污，並鼓勵員工參加由公務員事務局舉辦以誠信為題的會議、研討會和工作坊。

## Integrity and Honesty in Public Service

The Registry's staff members are required to abide by and comply with the Civil Service Code. The Code sets out the core values that are central to the integrity and probity of the civil service, and the standards of conduct required of them, including organisational and ethical principles of justice, impartiality, integrity, diligence and accountability for decisions and actions.

As a public organisation, it is imperative for the Registry to have an ethical, upright and honest workforce. Promotion and management of integrity is therefore a top priority. Since its establishment in 2008, the Integrity Management Committee has been coordinating and monitoring the Registry's initiatives in this area. Moreover, it has strived to promote high ethical standards among staff members, and it draws up annual Integrity Management Programme Action Plan to give them clear guidance about the Registry's commitment to and efforts in the area of integrity management.

As the Registry's Ethics Officer, the Registry Manager oversees the planning and implementation of its integrity management programme. The subject of integrity is also highlighted in the induction programme for new staff members, and a section dedicated to integrity management has been set up in the Departmental Portal as a repository for guidelines and circulars on integrity, conduct and discipline that all staff members can refer to readily.

All the initiatives set out in the 2011-12 Integrity Management Programme Action Plan were implemented successfully during the year. Staff members were alerted about integrity issues and the prevention of corruption via in-house video shows and talks. They were also encouraged to attend conferences, seminars and workshops on this subject organised by the Civil Service Bureau.



### 員工投訴程序

本處已採納及公布員工投訴程序，讓員工可在身份保密的情況下，就政策、規例或道德操守等方面的違規情況提出投訴。作為本處指定的員工投訴主任，公司註冊處經理負責處理本處員工的投訴。本處設有監察制度，確保所有投訴均獲得公平及適當的處理。

### 良好的客戶及公共關係

#### 與客戶及公眾建立適當及有效的溝通渠道

為確保本處的相關持份者及公眾獲得有關本處運作的清晰及充足資料，本處全面遵從政府的《公開資料守則》。有關守則就政府向公眾人士提供資料訂定行政綱領。本處自政府在一九九五年推行《公開資料守則》以來，便一直遵守該套守則。

有關個人資料方面，本處已按照政府及個人資料私隱專員公署公布的指引，快捷及妥當地處理所有根據《個人資料(私隱)條例》提出的適當要求。除此之外，本處亦已設立與客戶及公眾溝通的有效渠道，詳情請參閱「與客戶及其他司法管轄區的聯繫」一章。

### 評估機制

年內，本處專注完善現有的既定渠道，以蒐集不同群組客戶的意見和建議，使該等渠道能在檢討現有業務程序時充分發揮效用，並可用作策劃新措施，進一步提升本處的服務。

### Staff Complaints Procedures

The Registry has adopted and promulgated procedures that allow employees to raise concerns in confidence about possible breaches of policies, regulations or the code of ethics. As its designated Staff Complaints Officer, the Registry Manager is responsible for dealing with staff complaints. A monitoring system is in place to ensure that all of these are handled in a fair and appropriate manner.

### Good Customer and Public Relations

#### Proper and Effective Channels of Communications with Customers and the Public

To ensure the Registry's stakeholders and the general public are provided with clear and sufficient information about its operations, the Registry fully complies with the Government's Code on Access to Information, which sets out a formal administrative framework for the provision of information to the public. The Registry has adhered to the Code ever since it was first introduced in 1995.

All appropriate requests made under the Personal Data Privacy Ordinance for information concerning personal data have been handled in a timely and appropriate way, and in accordance with the guidelines promulgated by the Government and the Office of the Privacy Commissioner for Personal Data. Apart from this, the Registry has set up effective channels for communicating with its customers and the public. These are explained in detail in the section entitled Liaison with Customers and Other Jurisdictions.

### Evaluation Mechanisms

During the past year, the Registry has focused on refining its existing and well-established channels for gathering comments, suggestions and opinions from different groups of customers. The goal is to use these more effectively during reviews of existing business processes, and for the purpose of planning initiatives that will result in further upgrades to its services.

同時，本處致力令公眾更全面了解本處的服務承諾，以及本處如何成功履行這些服務承諾。本處每年都進行客戶服務調查，並透過客戶的建議和意見表格及「電子查冊」服務組蒐集客戶的意見。二零一一至一二年度，本處透過上述方法及公司註冊處客戶聯絡小組，蒐集了34項建議及意見。我們已仔細審視這些建議及意見，並作出適當跟進。

## 對企業社會責任的承諾

本處的既定做法，是確保本處在業務運作上保持崇高的操守標準，並且關心社會、環境以至員工的福利。這部份已在「人力資源及企業社會責任」一章詳細述明。

At the same time, it endeavours to promote awareness of its performance pledges and its success in complying with these more fully among the public. Every year, the Registry conducts a Customer Services Survey, and it gathers customer feedback via suggestion and comment forms and the e-Search Helpdesk. In 2011-12, it collected 34 suggestions and comments by such means and through the Companies Registry Customer Liaison Group. All of them were carefully reviewed and acted upon where appropriate.

## Commitment to Corporate Social Responsibility

The Registry's established methods of ensuring the maintenance of the highest ethical standards in the conduct of its business, and for fostering a caring attitude towards the community, the environment and the wellbeing of its staff members are fully described in the section entitled Human Resources and Corporate Social Responsibility.

