



運籌帷幄
strategies



總經理報告

General Manager's Statement

眾志成城，齊展新章

Together, we will enter a new chapter.

我很高興向大家發表二零一二至二零一三年公司註冊處年報。這年是成績斐然的一年，見證了立法會通過新《公司條例》、本處成立二十周年，以及我擔任公司註冊處營運基金總經理六周年。

I have great pleasure in presenting the Companies Registry's Annual Report for 2012-13 – a remarkable year which witnessed the passage of the new Companies Ordinance by the Legislative Council, the Registry's 20th Anniversary, and my 6th Anniversary as the General Manager of the Companies Registry Trading Fund.

新《公司條例》

我相信新《公司條例》是香港歷史上制定的最長和最複雜的主體法例之一，《公司條例》包含了超過900項條文、11個附表，以及接近700條對現行法例的相應修訂。重寫公司法確實是一項極具挑戰的工作，我很榮幸是重寫工作團隊中的一員，能夠見證新《公司條例》於二零一二年七月十二日在立法會獲得通過。

《公司條例草案》於二零一一年一月提交立法會，是公司條例草案專責小組（小組成員由財經事務及庫務局和本處人員組成）自二零零六

The New Companies Ordinance

With more than 900 sections, 11 schedules and almost 700 consequential amendments to existing law, the new Companies Ordinance is, I believe, one of the longest and most complex piece of legislation ever enacted in Hong Kong. The rewrite of the company law has been an enormously challenging project, and I was honoured to be among the team who witnessed its passage in the Legislative Council (LegCo) Chamber on 12 July 2012.

The Companies Bill, which was introduced into LegCo in January 2011, encapsulated the hard work and efforts of the Companies Bill Team (which comprises officers from the Financial Services and the Treasury Bureau



年年中成立以來努力不懈的成果。鑑於牽涉的課題多而繁複，《公司條例草案》委員會用了超過16個月的時間去審議提出的新猷、相關的政策考慮和草擬細節，以及逐一審議草案條文。法案委員會在整個過程中舉行了44次會議合共超過120個小時，審議多個具爭議性及複雜的課題，其中包括人數驗證、釐清董事的責任、引入「責任人」以制訂較低的檢控門檻、有關董事利益衝突的規則、擴大簡明報告制度的範圍、引入准以罰款代替檢控的新制度，以及使罪行和刑罰達至一致。

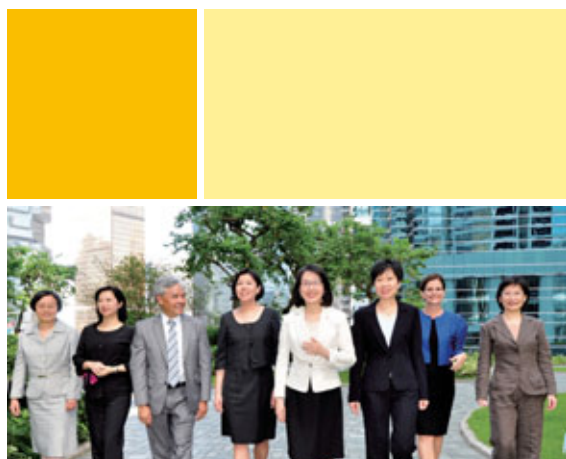
為配合新條例的實施，當局繼二零一二年九月至十二月期間就條文擬稿進行兩個階段的公眾諮詢後，向立法會提交了12項附屬法例，訂明相關的行政、技術和程序事宜。二零一三年二月立法會成立了一個小組委員會，負責審議有關的附屬法例。小組委員會舉行了多次會議，逐一審議條文，立法程序最終於二零一三年七月完成。

重寫《公司條例》的工作現已圓滿完成，確保香港公司法的法律基礎繼續切合香港作為國際商業及金融中心的需要，亦加強了香港作為營商地的競爭力。

and the Registry) since mid-2006. Owing to the multiplicity and complexity of the issues involved, it took the Bills Committee on the Companies Bill more than 16 months to deliberate on the proposed initiatives, relevant policy considerations and drafting technicalities, and to scrutinise the provisions of the Bill clause by clause. The Bills Committee held 44 meetings lasting a total of more than 120 hours during the process, and it deliberated on controversial and difficult issues that included, among others, the headcount test, clarification of directors' duties, introduction of a "responsible person" formulation to lower the prosecution threshold, rules concerning directors' conflict of interest, expansion of the simplified reporting regime, introduction of a new compound offer regime, and alignment of offences and penalties.

To facilitate the implementation of the new legislation, the Administration has introduced 12 pieces of subsidiary legislation into LegCo to provide for the administrative, technical and procedural matters, following two phases of public consultation on the draft provisions between September and December 2012. A subcommittee was set up by LegCo to scrutinise the subsidiary legislation in February 2013. The subcommittee held a series of meetings to examine the provisions clause-by-clause and the legislative process was completed by July 2013.

The successful completion of the rewrite project ensures that the infrastructure of Hong Kong's company law will continue to best serve the needs of Hong Kong as an international business and financial centre. It also reinforces Hong Kong's competitiveness as a place to do business.





20周年紀念

二零一三年是公司註冊處成立二十周年，亦是我擔任公司註冊處處長暨公司註冊處營運基金總經理的第六個年頭，我謹藉此機會回顧一下本處多年來的發展及工作表現。

在過去二十年，公司註冊處在運作上及提供服務方面經歷了重大的轉變。最為矚目的包括推出「公司註冊處綜合資訊系統」；在網上查冊中心提供全日24小時電子查冊服務；推出「註冊易」、電子公司註冊、「監察易」、e提示及電子提交服務；推出公司查冊流動版服務，以及最近制定成為法例的新《公司條例》。以上各項改革了成立和註冊公司的程序，而最重要的是革新了香港的企業監管制度。

在過去二十年，我們由一個以紙張文件為基礎的部門，進而成為一個先進的電子化部門，本處的發展規模從一九九四年公司登記冊上有429,070間註冊公司，到二零一三年三月底有1,067,434間公司便可見一斑。

在一九九三至九四年度，有59,784間新公司註冊成立。去年，有162,277間公司註冊成立；而以電子方式申請成立公司的時間更縮減至一小時內。

The 20th Anniversary

The year 2013 sees the twentieth anniversary of the establishment of the Companies Registry and my sixth year as the Registrar of Companies and General Manager of the Companies Registry Trading Fund. It is high time that I take this opportunity to review the development, and achievements, of the Registry over the years.

In the past two decades, the Registry has undergone substantial changes to its operations and the way it delivers its services. The more remarkable ones include the implementation of the Integrated Companies Registry Information System (ICRIS); provision of round-the-clock e-Search Services at the Cyber Search Centre; the introduction of the e-Registry, e-Incorporation, e-Monitor, e-Reminder and e-Filing services; the launch of the Company Search Mobile Service and, most recently, the enactment of the new Companies Ordinance. These achievements have transformed the company incorporation and registration processes and, more importantly, the corporate regulatory regime in Hong Kong.

During the past 20 years, we have progressed from being a paper-based registry to an advanced electronic one, and the Companies Register has grown in size, from having 429,070 registered companies on the Companies Register in 1994 to 1,067,434 companies by the end of March 2013.

In 1993-94, 59,784 new companies were incorporated. Last year, 162,277 were incorporated; and the incorporation timeframe could be as short as within one hour for electronic applications.

在一九九三至九四年度，所有公司紀錄的查閱都必須在本處的辦事處進行，而查冊結果可即日提供。到了今天，超過99%的公司查冊在網上進行，而公司紀錄更可即時提供。

在過去二十年，提交本處存檔的公司文件數目由一九九三至九四年度的1,252,953份，增至二零一二至一三年度的2,293,355份，處理的時間由超過16日縮減至24小時內。

二零一一年推出的「一站式電子成立公司暨商業登記服務」，更是香港公司註冊歷史上一個重要里程碑。這項新服務把紙張文件這一渠道全面轉為電子化，令註冊的時間縮減至一小時內，使香港成為方便公司註冊的其中一個領先司法管轄區。新服務令香港在世界銀行公布的「2011年全球營商環境報告」內，在183個經濟體系中，在「開辦企業」這項企業營運指標上的排名，由第18位躍升至第6位。儘管全球競爭激烈，但香港仍能在「2013年全球營商環境報告」中保持同一席位。

至於本港方面，本處榮獲「2011年公務員優質服務獎勵計劃」的「部門精進服務獎」（小部門組別）銀獎。本處的「電子成立公司及一站式公司成立暨商業登記服務」更榮獲「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。此外，本處連續四年獲香港社會服務聯會頒發「同心展關懷」機構標誌，而香港中小型企業總商會更是連續第五年頒發「中小企業最佳拍檔獎」給本處。

In 1993-94, all searches on company records had to be conducted at the Registry's premises, and search results were provided within the same day. Now, over 99 per cent of company searches are conducted online, and company records are provided instantaneously.

In the past 20 years, the number of company documents filed with the Registry increased from 1,252,953 in 1993-94 to 2,293,355 in 2012-13, with the processing time reduced from more than 16 days to less than 24 hours.

The launch of the one-stop electronic company incorporation and business registration service in 2011 was in particular a major milestone in the history of company incorporation in Hong Kong, as the new service transformed a paper channel into a fully electronic one, reduced incorporation time to less than one hour and made Hong Kong one of the leading jurisdictions in terms of the ease of company registration. The new service helped Hong Kong to leap from the eighteenth to the sixth position out of 183 economies in the "Starting a Business" rankings in the World Bank Doing Business Report 2011. Despite stiff global competition, Hong Kong retained the same position in the Doing Business Report 2013.

Locally, the Registry won the Silver Prize in the Departmental Service Enhancement Award (Small Department Category) under the Civil Service Outstanding Service Award Scheme 2011. Our One-stop Electronic Service for Companies Incorporation and Business Registration was awarded the Best Public Service Application (Transformation) Gold Award in the 2012 Hong Kong ICT Awards. Aside from this, the Hong Kong Council of Social Service honoured us with the title of "Caring Organisation" for the fourth consecutive year; whereas the Hong Kong Chamber of Small and Medium Business presented us with a Best SME's Partner Award for the fifth year running.

此外，為達成我們的使命成為世界級的公司註冊處，我們一直與內地及世界各地的對口單位保持及加強緊密聯繫。本處是一國際組織「公司註冊論壇」的創始成員。「公司註冊論壇」在二零零三年成立，其宗旨是讓世界各地註冊處成員有機會交流經驗及最佳慣例。我們於二零零六年擔任論壇的主席，並由二零零八年起出任司庫。我們亦於二零一零及二零一一年與深圳市市場監督管理局、北京市工商行政管理局及寧波市工商行政管理局簽訂合作協議。

感謝之言

本處多年來一直推出各項新猷，而我要特別多謝本處的同事，他們努力不懈迎向一個又一個的挑戰。我自二零零七年八月到任以來，同事們都給予鼎力支持，我要向他們致以衷心的感謝。多年來他們都本着不斷進取的精神，克服每個遇到的困難，銳意加強我們的基礎設施，為我們的客戶提供最優質的服務，我對此深感驕傲。

我亦要在此向立法會的議員及所有令新《公司條例》得以制定的人士表達衷心的謝意，特別是公司法改革常務委員會、律政司的同事，以及公司條例草案專責小組的成員，包括財經事務及庫務局的同事和本處的律師團隊，感謝他們克盡厥職，竭盡所能地工作。

In order to achieve our mission of being a world-class Registry, we have also been consolidating and fostering our ties with our counterparts in Mainland China and around the world. The Registry is a founding member of the Corporate Registers Forum, an international organisation formed in 2003 to provide its registry members with opportunities to exchange experience and best practices. We served as the Forum's President in 2006, and we have been its Treasurer since 2008. We also signed cooperation agreements with the Market Supervision Administration of Shenzhen Municipality, the Beijing Administration for Industry and Commerce, and the Ningbo Administration for Industry and Commerce in 2010 and 2011.

A word of thanks

Given the numerous initiatives undertaken by the Registry in past years, I would like to pay special tribute to my colleagues, who have unfailingly taken on one challenge after another. I am grateful for the tremendous support they have rendered to me since I took office in August 2007. I am really proud that, over the years, they have continued to demonstrate their determination to surmount every difficulty along the way in order to enhance our infrastructure and deliver quality services to our customers.

I must also record my heartfelt thanks on this occasion to the members of the legislature and all who have contributed to the enactment of the new Companies Ordinance, in particular the Standing Committee on Company Law Reform, colleagues of the Department of Justice and members of the Companies Bill Team, consisting of colleagues from the Financial Services and the Treasury Bureau and the legal officers of the Registry, for all their hard work and great efforts.

籌劃展新章

我們的目標是於二零一四年首季實施新《公司條例》。為此，本處已積極準備肩負起新條例所賦予的新角色及職能。我們現正提升我們的資訊系統、制訂新的政策及程序、編製新的表格，以及準備推出各項宣傳活動，務求令大家對新條例有更深入的认识。儘管前面的工作很艱巨，但我們會不遺餘力地確保所有相關持份者能順利過渡至新制度。

期盼為香港的企業監管開展新的一章。

有你們的支持，我們必定成功在望！



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

Gearing up for the new chapter

We aim to bring the new Companies Ordinance into operation during the first quarter of 2014. To this end, the Registry has been preparing itself to take up the new roles and functions prescribed by the new legislation. We have been overhauling our information system, devising new policies and procedures, designing new forms, and preparing to launch publicity programmes to promote understanding of the new legislation. While the tasks involved are major, we will spare no effort to ensure that the transition to the new regime will be as smooth as possible for all concerned.

We look forward to the new chapter of corporate regulation.

With your support, we will make it a success!

Ms Ada LL Chung, JP

Registrar of Companies and

General Manager, Companies Registry Trading Fund