



*Experience*

累積經驗

03



# 慶祝公司註冊處成立20周年

Celebrating the 20<sup>th</sup> Anniversary

廿載豐富經驗，佳績屢創，大步邁向新紀元

Marching into a new era with 20 years' solid experience and outstanding achievements.

## 一九九三至二零一三年本處的重要里程碑 Our Important Milestones – 1993 to 2013



公司註冊處於一九九三年五月一日成立為政府部門，並於同年八月一日成為營運基金部門

Establishment of the Companies Registry as a Government department on 1 May 1993, and as a trading fund department on 1 August 1993

以電子方式簽署公司註冊證書，以便更快捷地發出證書及更新公司名稱索引  
Use of electronic signatures for certificates of incorporation to speed up the dispatch of certificates and the updating of the index of company names

1993

推出電腦化的上市公司董事索引  
Introduction of the computerised index of directors of listed companies

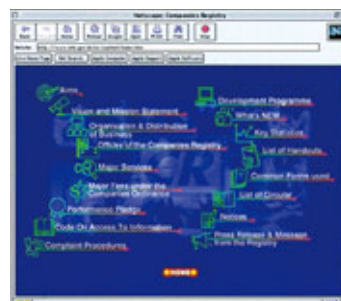
1994

全面電腦化已註冊公司所提交文件的文件索引  
Full computerisation of the document index to keep track of all the documents filed by registered companies

1995

推出雙語查冊服務，客戶可以中文或英文查閱公司名稱、文件索引、董事及取消資格令的資料  
Introduction of bilingual (Chinese and English) search services for company names, document index, directors and disqualification orders

1996



設置公司註冊處網站  
Launch of Companies Registry's website

1997

讓登記客戶以聯線方式查閱公司名稱及文件索引  
Launch of online search service in respect of company names and document indices for subscribers



推出「公司註冊處聯線公眾查冊系統」，讓登記客戶以聯線方式查閱公司的主要資料

Launch of the Companies Registry On-Line Public Search System (CROPS) for online search of key company information by subscribers



批出兩份合約，分別給承辦商推行「公司註冊處綜合資訊系統」第一階段和提供「將縮微膠片及紙張文件轉換為數碼影像」服務，以便開發一個新的綜合系統，提供電子化服務

Award of contracts for the implementation of Phase I of ICRIS and the provision of microfiche and paper document conversion services to develop a new integrated system for the delivery of electronic services

1998

裝設互動電話查詢系統，以提升電話查詢服務

Installation of interactive telephone enquiry system as a service enhancement

1999

為不營運但有償債能力的私人公司推出撤銷註冊服務

Introduction of deregistration for defunct, solvent private companies

2000

增添「公司註冊處聯線公眾查冊系統」提供的服務，包括由專遞人員把縮微膠片送交客戶

Enhancement of the services provided under CROPS, including a new service for delivering microfiches to customers through couriers

2001

完成「公司註冊處綜合資訊系統」的可行性研究，研究的目的是探討系統需求和技術規格，以便落實以電子方式存檔、處理文件和查冊

Completion of a feasibility study for the Integrated Companies Registry Information System (ICRIS) to examine the system requirements and technical specifications for implementing electronic filing, processing and searching

2002



公司註冊處成立10周年  
10<sup>th</sup> Anniversary of the Registry

制定《2003年公司（修訂）條例》，以便引入「一名成員組成的公司」及推行「公司註冊處綜合資訊系統」第一階段等

Enactment of the Companies (Amendment) Ordinance 2003 to introduce one member companies and, among other things, facilitate the implementation of Phase I of ICRIS

完成把大約6,700萬格微型縮影文件轉換成數碼影像的工作

Completion of the conversion of approximately 67 million frames of microfilmed documents into digitised images

2003

2004

制定《2004年公司（修訂）條例》，以改善招股章程制度，便利市場發展；加強小股東的補救方法；把非香港公司的註冊制度現代化；以及精簡法團成立程序

Enactment of the Companies (Amendment) Ordinance 2004 to improve the prospectus regime to facilitate market development, enhance the remedies available to minority shareholders, modernise the registration regime for non-Hong Kong companies and streamline incorporation procedures

推出新的及經修訂的指明表格各25款，以配合新的存檔規定

Introduction of 25 new and 25 revised specified forms to cater for new filing requirements

推行「公司註冊處綜合資訊系統」第一階段，並推出電子查冊服務  
Implementation of Phase I of ICRIS and launch of electronic search services



通過在本處網站提供的訂閱電子資訊服務，與客戶加強溝通，並向客戶提供有關本處的新措施和最新發展的資料

Enhanced communication with customers and dissemination of the Registry's new initiatives and latest developments through the e-News subscription service on the Registry's website

2005

2006

本處電話諮詢熱線處理的一般和常見查詢，部份交由綜合電話查詢中心（現改稱為「1823」查詢熱線）的員工解答，提供更直接迅速的答覆

Partial transfer of the Registry's enquiry hotlines to Integrated Call Centre (now known as "1823") to provide more direct and efficient responses to general and common enquiries by call agents

展開重寫《公司條例》的工作  
Commencement of the rewrite of the Companies Ordinance



主辦公司註冊論壇2006  
Hosted the Corporate Registers Forum 2006





公司註冊處成立15周年  
15<sup>th</sup> Anniversary of the Registry

推出「一站式公司註冊及商業登記服務」  
Introduction of one-stop service for company incorporation and business registration



綜合電話查詢中心為本處提供的電話諮詢熱線服務延長至全日24小時  
Extension of the operator services for the Registry's enquiry hotlines handled by Integrated Call Centre to 24 hours a day

在本處網站提供免費的提交周年申報表電子提示服務及提交周年申報表限期計算器  
Provision of free Annual Return e-Alert service and Annual Return Filing Calculator on the Registry's website

實施有關非香港公司的新條文，把非香港公司的註冊制度現代化，並加強對非香港公司在資料披露方面的規定  
Implementation of new provisions concerning non-Hong Kong companies to modernise the registration regime and enhance the disclosure requirements for non-Hong Kong companies

把本地公司註冊成立所承諾的處理時間由六個工作天縮短至四個工作天  
Shortening of the target time span for incorporation of a local company from six working days to four working days

擴大董事索引的範圍，以包括備任董事的資料  
Expansion of the Index of Directors to include particulars of reserve directors

推出新的法團成立表格，供本地公司使用  
Introduction of new incorporation forms for local companies

向立法會提交《公司條例草案》  
Introduction of the Companies Bill into the  
Legislative Council



與北京市工商行政管理局簽訂合作協議  
Signed a Cooperation Agreement with the Beijing Municipal  
Administration for Industry and Commerce



透過「註冊易」推出新的電子服務  
Launch of new electronic services at the  
e-Registry



與寧波市工商行政管理局  
簽訂合作協議  
Signed a Cooperation  
Agreement with the Ningbo  
Municipal Administration  
for Industry and Commerce

2009

2010

2011



展開「公司註冊處綜合資訊系統」第二階段  
Commencement of Phase II of ICRIS

展開《公司條例草案》擬稿的公眾諮詢  
Launch of Public Consultation on the Draft  
Companies Bill

公布本處企業社會責任政策聲明  
Promulgation of the Companies Registry Corporate  
Social Responsibility Policy Statement

與深圳市市場監督管理局簽訂合作協議  
Signed a Cooperation Agreement with the Market  
Supervision Administration of Shenzhen Municipality

2010年深港合作會議簽約





推出「註冊代理人」登記服務及「監察易」服務  
Launch of the Registration of Agents and e-Monitor services



《公司條例草案》獲立法會通過，並於其後刊憲成為新《公司條例》  
Passage of the Companies Bill by Legislative Council, which was subsequently gazetted as the new Companies Ordinance



推行「公司註冊處綜合資訊系統」第二階段  
Implementation of Phase II of ICRIS



公布公司註冊處企業管治政策聲明  
Promulgation of the Companies Registry Corporate Governance Policy Statement

2012



推出公司查冊流動版服務  
Launch of Company Search Mobile Service

推出「周年申報表 e 提示」服務  
Launch of Annual Return e-Reminder Service



展開「公司註冊處綜合資訊系統」第II B階段  
Commencement of Phase IIB of ICRIS



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。

The Registry wins the Silver Prize in the Departmental Service Enhancement Award (Small Department Category) under the Civil Service Outstanding Service Award Scheme 2011.



公司註冊處的「註冊易 — 電子成立公司及一站式公司成立暨商業登記服務」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

The Registry is awarded the Best Public Service Application (Transformation) Gold Award for its “e-Registry - E-Incorporation and One-stop Service for Company Incorporation and Business Registration” in the Hong Kong ICT Awards 2012.



本處榮獲「2012年中小企業最佳拍檔獎」  
The Registry wins the "2012 Best SME's Partner Award"

本處連續第四年榮獲「同心展關懷」標誌  
The Registry has been awarded the logo of Caring Organisation for 4th year in a row.

2013



本處2010-11年報在香港管理專業協會舉辦的「2012年最佳年報比賽」中，榮獲「優異年報獎」

The Registry's 2010-11 Annual Report is awarded an Honourable Mention in the 2012 Best Annual Reports Awards organised by the Hong Kong Management Association.



公司註冊處處長率領代表團出席在新西蘭奧克蘭舉行的「公司註冊論壇2013」，並發表關於「便利註冊會否讓欺詐乘虛而入？個案研究—香港」的簡報  
A delegation led by the Registrar of Companies attends the Corporate Registers Forum 2013 in Auckland, New Zealand. The Registrar gives a presentation on “Does Registry Ease Provide Opportunity to Defraud? Case Study – Hong Kong”.

根據新《公司條例》分批制訂附屬法例  
Introduction of subsidiary legislation made under the new Companies Ordinance by batches



## 成立20周年 The 20<sup>th</sup> Anniversary



### 香港的公司註冊

香港的公司註冊制度可追溯至一八六五年訂立首條《公司條例》時。在一八六五年之前，香港並沒有本地成立或註冊的公司。當時在香港營運的公司都是外國公司或在外地註冊的其他經營模式。在其他地方註冊成立而在香港設有辦事處的公司，其運作均受英國法律所規管。

一八六五年，公司註冊處根據新訂立的《1865年公司條例》的條文成立，自此香港展開了公司註冊成立及企業監管的制度。公司註冊處由最高法院司法常務官管理。隨着註冊總署署長辦公室於一九四九年根據《註冊總署署長（人事編制）條例》成立，本處的職能便由最高法院轉移至註冊總署。本處於一九九三年五月一日成立為獨立的政府部門，而公司註冊處營運基金亦於同年八月一日成立，成為其中一個最早以營運基金模式運作的政府部門。

本處在香港商貿活動方面所擔當的角色尤其重要，有助提升香港作為主要國際商業和金融中心的競爭力。本處亦充分了解全球經濟的發展，以及為全球客戶提供高效率及優質的公司註冊及查閱公司資料服務所帶來的效益。為此，本處二十年來努力不懈，為公眾擴展服務的性質及範圍，並提升本處服務的水平。

自成立營運基金以來，本處不斷推出發展計劃，令本處的運作模式及所提供的服務起了革命性的轉變。其中一項主要新猷是分階段推出「公司註冊處綜合資訊系統」，把本處帶進一個無紙化運作的新紀元，為商界提供新的電子服務。

### Registration of Companies in Hong Kong

The administration of the registration of companies in Hong Kong dates back to 1865 when the first Companies Ordinance was enacted. Before 1865, there were no companies locally incorporated or registered in Hong Kong. Companies operating in Hong Kong at that time were foreign companies or other forms of business vehicles registered in other places. The operation of those companies incorporated elsewhere and established their offices in Hong Kong were governed by British law.

In 1865, a Companies Registry was established pursuant to the provisions of the newly enacted Companies Ordinance 1865 and its establishment embarked the company incorporation and corporate regulatory regime in Hong Kong. The Registry was then administered by the Registrar of the Supreme Court. With the establishment of the Office of the Registrar General under the Registrar General (Establishment) Ordinance 1949, the function of the Registry was then transferred from the Supreme Court to the Registrar General's Department. The Registry was eventually established as an independent government department on 1 May 1993 with the Companies Registry Trading Fund established on 1 August in the same year. The Registry then became one of the pioneer trading fund government departments.

The Registry is very conscious of the very important role it plays in the business and commercial life of Hong Kong to ensure that the territory reinforces its competitiveness as a major international commercial and financial centre. The Registry is also fully aware of the development of the global economy and the benefits of providing ever more efficient and high quality services for company registration and inspection of company information to customers around the world. To this end, we have made strenuous efforts in the past 20 years to expand the nature and scope and enhance the level of our services to the public.

The implementation of a continuous development programme since the establishment of the trading fund has led to revolutionary changes in the modes of the Registry's operation and delivery of its services. One of the major initiatives was the phased implementation of the Integrated Companies Registry Information System (ICRIS), which brought the Registry into a new era of paperless operation and provision of new electronic services to the business community.



自「公司註冊處綜合資訊系統」第一階段於二零零五年二月推出後，本處把收到的所有文件立即轉換成數碼影像，再經綜合系統把文件影像傳送到有關組別處理，以便本處人員將資料輸入系統以核對資料，並以聯線方式審閱資料。本處是其中一個先驅政府部門，讓員工利用數碼影像紀錄及以電子方式存儲的公司資料處理其核心業務，包括公司註冊、文件登記、公司查冊及執行法規等。二零零五年二月，本處在網上查冊中心推出一項全日24小時的電子查冊服務，並有服務組加以支援。目前，在網上查閱公司資料的比率超過99%。

二零一一年年初，「公司註冊處綜合資訊系統」第二階段推出「註冊易」及電子成立公司服務，是香港公司註冊歷史上首次讓公司可以隨時隨地在網上註冊成立。一站式電子成立公司暨商業登記服務，讓申請人可在網上同時申請成立註冊公司和商業登記，不但利便公司在香港開業，亦加強了香港與相若的司法管轄區在公司註冊方面競爭的優勢。這項服務更進一步提升香港作為開辦企業地點的競爭力，使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。香港在「2013年全球營商環境報告」中保持同一席位。

為促使遵從法規及節省運作成本，本處自二零一一年二月起在「註冊易」分階段推出電子提交文件服務，讓公司申報公司資料的變更，包括私人公司的周年申報表。本處在過去兩年亦推出其他加強服務的措施，包括「監察易」服務、「周年申報表 e 提示」服務及公司查冊流動版服務。

於二零一二年七月通過的新《公司條例》，標誌着本處另一項重大的成就。新條例預計於二零一四年首季實施，屆時本處便會進入企業監管的新紀元，在香港公司註冊的歷史上展開新的一頁。

Since the implementation of Phase I of ICRIS from February 2005, all paper documents received by the Registry have been converted into digitised images which are then routed to the processing sections for data entry, system verification and online scrutiny by its staff. The Registry was one of the pioneer government departments whose core business activities relating to company incorporation, registration of documents, company search and enforcement are performed by its staff vide digitised images and company data as recorded electronically. A 24-hour electronic search services with helpdesk support was also introduced at the Cyber Search Centre in February 2005. Over 99 per cent of company searches are now made online.

The launch of the e-Registry and electronic incorporation service under Phase II of ICRIS in early 2011 made it possible, for the first time, for a company to be incorporated online anywhere anytime in the history of company incorporation in Hong Kong. The one-stop electronic company incorporation and business registration service, which allows applicants to incorporate a company and apply for business registration in one go, not only facilitated the start of business in Hong Kong but also sharpened our competitive edges against comparable jurisdictions in company registration. It further enhanced Hong Kong's competitiveness as a place for starting a business and helped Hong Kong to leap from 18th to 6th position out of 183 economies in the "Starting a Business" indicator in World Bank's Doing Business Report 2011. Hong Kong maintained the same position in the 2013 Report.

To facilitate statutory compliance and save operating cost, electronic services for submission of specified forms reporting changes of company particulars, including annual returns of private companies, were implemented at the e-Registry by stages since February 2011. Other service enhancement initiatives implemented in the past two years by the Registry include the introduction of the e-Monitor service, Annual Return e-Reminder service and the Company Search Mobile Service.

The enactment of the new Companies Ordinance in July 2012 marked another major achievement of the Registry. The new Ordinance, which is expected to come into operation in the first quarter of 2014, will bring the Registry into a new era of corporate regulation and commence a new chapter in the history of company registration in Hong Kong.

除了在運作及提供服務方面的轉變，本處亦見證了本地經濟的增長，從本處過去20年工作不斷增加便可見一斑。與一九九三至九四年度比較，二零一二至一三年度的工作量大幅增加，公司註冊成立的數目由59,784間（一九九三至九四年度）增至162,277間，增幅達171%；提交本處登記的文件數目由1,252,953份增至2,293,355份，增幅達83%；而查閱文件影像紀錄有3,525,723宗（與一九九三至九四年度的縮微膠片個案1,936,701宗相比）。

本處致力提高生產力，以應付不斷發展的業務。公眾對優質服務的期望不斷提升，本處亦竭力為此訂立更高的工作表現指標。

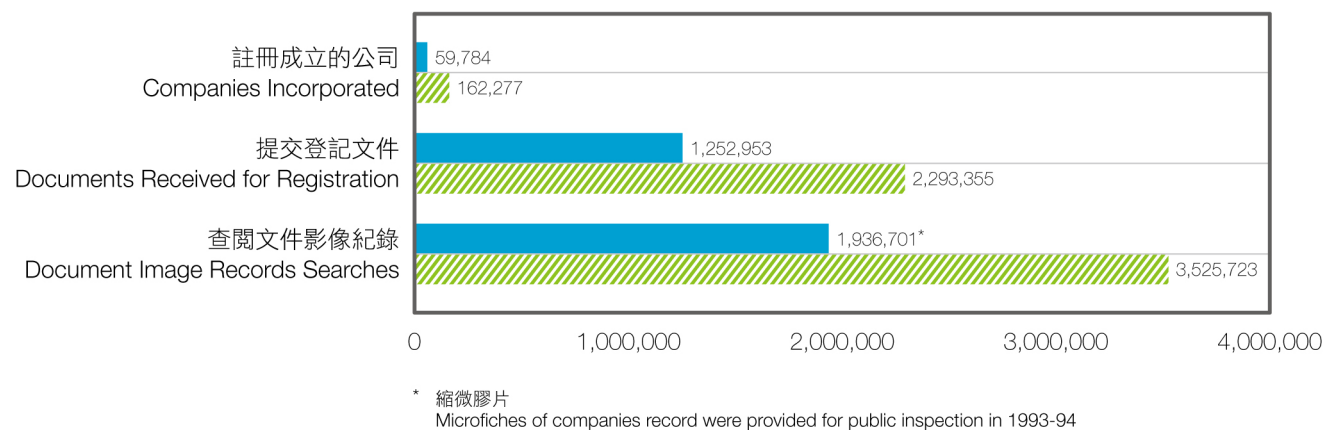
當本處營運基金於一九九三年成立時，本處的人手數目有361人，在公司登記冊上有377,727間公司。當時，註冊成立一間新公司所需的時間為七個工作天。截至二零一三年三月底，本處的員工人數有365人，在公司登記冊上有1,067,434間公司，而新公司可於一小時內在網上註冊成立。登記文件所需的時間，以電子表格而言，由16個工作天縮減至24小時內，而文件影像紀錄更幾乎可即時在網上查冊中心下載。

Apart from the changes to its operation and service delivery, the Registry bore witness to the growth of the local economy as reflected in the increase in its workload during the past 20 years. Compared to 1993-94, the workload in 2012-13 increased substantially, with company incorporations surging from 59,784 (in 1993-94) by 171 per cent to 162,277, number of documents received for registration surging from 1,252,953 by 83 per cent to 2,293,355, and inspection of 3,525,723 image records (compared to 1,936,701 microfiches in 1993-94).

The Registry responded to the ever-growing business volume by striving for higher productivity. It also endeavoured to meet escalating aspiration on quality of services by setting high performance benchmarks.

In 1993, when the Registry was established, the Registry had a staff complement of 361. There were 377,727 companies on the Companies Register and it took 7 working days to incorporate a company. By the end of March 2013, the Registry had 365 staff. There were 1,067,434 companies on the Companies Register and a company can be incorporated online in less than one hour. The time required for registration of documents was reduced from 16 working days to less than 24 hours for electronic forms while image records can be downloaded almost instantly at the Cyber Search Centre.

## 工作量主要統計數字 Key Workload Statistics



1993-94 2012-13

## 慶祝公司註冊處成立20周年

二零一三年標誌着本處成立20周年。為慶祝二十年來的發展及成績，本處成立了籌備委員會，負責籌劃一連串的慶祝活動。二零一二年十二月舉行的20周年標誌設計比賽，為各項慶祝活動揭開了序幕。

除了舉辦其他慶祝活動之外，本處於二零一三年七月出版了「香港公司註冊的歷史」研究報告。本處委託了香港大學亞洲國際金融法研究院主任吳世學教授進行有關研究。研究報告記錄了香港自一八六五年訂立首條《公司條例》以來公司註冊的歷史，以及本處多年來的发展。

## Celebrating the 20th Anniversary

The year 2013 marks the 20th anniversary of the establishment of the Registry. To celebrate two decades of growth and achievements, an Organising Committee has been set up to plan and organise a host of celebration activities. The 20th Anniversary Logo Design Competition held in December 2012 kicked-start our celebration activities.

Among other activities, a study report on the “History of Company Incorporation in Hong Kong” was published in July 2013. Professor Goo Say-hak, Director of the Asian Institute of International Financial Law, University of Hong Kong, was commissioned by the Registry to conduct the study. The report records the history of company incorporation in Hong Kong since the enactment of the first Companies Ordinance in 1865 and the development of the Registry over the years.



本處一連串慶祝活動的高潮是二零一三年九月六日舉行的周年晚宴。本處員工及出席嘉賓聚首一堂慶祝這項盛事。晚宴由公司註冊處處長致辭揭開序幕，之後由本處管理委員會成員舉杯祝酒慶祝。晚宴瀰漫着很多歡樂的回憶，包括照片重溫、本處同事特別演出，以及遊戲和頒獎等節目。

The series of celebration activities culminated in the Registry’s annual dinner held on 6 September 2013. Registry’s staff and honourable guests gathered together to celebrate this spectacular event. Kicked off by an opening speech delivered by the Registrar of Companies and followed by a toast of celebration proposed by Management Board members, the dinner was filled with many happy memories including slide-shows of memorable photos, special performances by fellow colleagues of the Registry, games and prizes presentation.