

01

總經理報告
General Manager's
Statement

羣策羣力，新條例的實施為香港的持續成功和繁榮，奠定重要的基石。
Together, we have laid an important foundation for
Hong Kong's continuous success and prosperity.



我很高興向大家介紹二零一三至一四年度公司註冊處的工作。建基於過往的努力，年內我們成功地實施了香港新的《公司條例》，創新里程。

It's my great pleasure to introduce the work of the Companies Registry in 2013-14. Building on our previous successes, this has been an excellent year when we successfully implemented the new Companies Ordinance in Hong Kong.

本年度大事概要

我欣然在此報告，12項為實施新條例而需制訂的附屬法例，已在本年度內完成立法程序。新條例亦已於二零一四年三月三日生效。我相信新法例為香港公司的註冊及運作提供了現代化的法律框架，大大提升香港作為主要國際商業和金融中心的地位。

令人鼓舞的是，本處在二零一三至一四年度錄得強勁的財務表現：本處的除稅後盈利較二零一二至一三年度增加約15%，這主要是由於商業登記費的豁免於二零一四年四月一日屆滿，導致二零一四年二月及三月間湧現大批成立公司的申請。

在二零一三至一四年度，成立的新公司總數目為191,713間，較前一年高出約18.1%。同期，本處收到2,547,563份文件提交本處登記，較二零一二至一三年度增加11.1%。查閱文件影像紀錄的個案數目達3,557,627宗，與前一年比較頗為穩定。

年內，本處贏得兩個重要獎項。在二零一三年九月，本處榮獲「2013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。在二零一四年二月，本處獲頒發超越5年「同心展關懷」標誌，以表揚本處互助互勉的機構文化及社區外展服務。

Highlights of the Year

I am very pleased to report that the year under review saw the enactment of 12 pieces of subsidiary legislation that were necessary for the implementation of the new Ordinance, which came into effect on 3 March 2014. I believe that the new law provides a modernised legal framework for the incorporation and operation of companies in Hong Kong, and greatly strengthens Hong Kong's status as a major international business and financial centre.

It is also heartening to report that the Registry recorded a strong financial performance in 2013-14: our profits after tax increased by about 15 per cent compared to 2012-13. This was mainly due to the expiry of the business registration fee waiver on 1 April 2014, which led to an influx of new company incorporation applications in February and March 2014.

The total number of companies incorporated in 2013-14 was 191,713, which was an 18.1 per cent increase on the previous year. In the same period, the Registry received 2,547,563 documents for registration, an 11.1 per cent increase on 2012-13. The number of document image record searches was 3,557,627, which remained rather steady when compared to that of 2012-13.

The year also saw the Registry earn two important awards. In September 2013, we won the Silver Prize, Departmental Service Enhancement Award (Small Department Category), in the Civil Service Outstanding Service Award Scheme 2013. In February 2014, we also received the '5 Years Plus Caring Organisation' Logo in recognition of our supportive organisation culture and community outreach.

創新里程

新條例的實施不僅是本處，亦是全港的一個重要里程碑。

成功推行新條例，有賴各有關方面長期的努力。在二零一三年二月至七月期間，立法會在公司條例草案專責小組的協助下，審議了12項附屬法例的詳細條文。在去年十月及十一月，政府頒布《2013年公司條例（生效日期）公告》、《2013年公司條例（修訂附表7）公告》及《2013年公司條例（修訂附表10）公告》，並完成重寫《公司條例》的整個立法程序。為實施新條例作好準備，我們指明了一套共83款在新條例下使用的表格，以及9款在《公司（清盤及雜項條文）條例》（第32章）下使用的表格。我們亦重建「公司註冊處綜合資訊系統」，以包含新條例所引入的修訂。

為介紹這具劃時代意義的新條例，我們進行了全面的推廣和宣傳計劃。自二零一二年七

Breaking New Ground

The implementation of the new Ordinance signifies a major milestone, not only for the Registry, but also for Hong Kong.

A great deal of hard work culminated in the successful implementation of the new law. Between February and July 2013, the Companies Bill Team supported the Legislative Council in scrutinising the detailed provisions of 12 pieces of subsidiary legislation. In October and November 2013, the Government promulgated the Companies Ordinance (Commencement) Notice 2013, the Companies Ordinance (Amendment of Schedule 7) Notice 2013 and the Companies Ordinance (Amendment of Schedule 10) Notice 2013 and completed the entire legislative process of the rewrite exercise. To prepare for the implementation of the new Ordinance, we specified a set of 83 forms for use under the new Ordinance, as well as 9 forms for the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32). We also revamped the Integrated Companies Registry Information System ("ICRIS") to incorporate the changes introduced by the new Ordinance.

To publicise this landmark new Ordinance, we engaged in a comprehensive promotion and publicity programme. Since the



月通過新條例後，我們舉辦了多場簡介會及講座，協助不同持份者了解新的企業監管架構。我們與商界、專業團體、大學及其他政府部門合辦的簡介會總共超過 70 場，出席人數超過 16 000 人。

此外，我們亦在本處網站 (www.cr.gov.hk) 設立了專題欄目，提供關於新條例的全面資訊，包括其 21 個部分和 12 項附屬法例的簡介資料。這網上資源亦包括 17 個主題的主要修改概要，以及關於新條例的指引和常見問題的答案。

在二零一四年一月至六月，由本處設立供公眾使用的一條查詢專線及本處同事共接獲超過 47 000 宗關於新條例的電話查詢。此外，我們亦已向本處員工提供培訓及進行講解，使他們有充足準備，能肩負起新條例所賦予本處的新角色和職能。

除此以外，本處的推廣工作亦包括公布 16 份對外通告和四份指引，闡釋新條例帶來的主要改變。我們向公司登記冊（下稱「登記冊」）上逾一百萬間公司發出通函和資料小冊子，告知推出條例及概述所有主要改變。

passing of the new Ordinance in July 2012, we made numerous briefings and presentations to help different stakeholders better understand the new corporate regulatory framework. In total, we have held over 70 briefings in collaboration with business and professional bodies, universities and other government departments, reaching an audience of more than 16,000.

We have also established a dedicated thematic section on the Registry's website (www.cr.gov.hk) to provide comprehensive information on the new Ordinance, including briefing materials on each of its 21 parts and the 12 pieces of subsidiary legislation. This online resource also features highlights of the key changes in 17 major topics, as well as guidelines and answers to Frequently Asked Questions relating to the new Ordinance.

From January to June 2014, a dedicated hotline for public enquiries and colleagues of the Registry received over 47,000 enquiries relating to the new Ordinance. We have also provided training and briefings to Registry staff so that they are fully geared to take up the new roles and functions assumed by the Registry under the new law.

Much more than this, our publicity campaign has included the publication of sixteen External Circulars and four Guidelines on the major changes introduced by the new Ordinance. We sent circular letters and information pamphlets to over one million companies on the Companies Register ("the Register") to announce the



此外，本處通過多元化的傳播媒體，包括電視及電台廣告、報章和期刊的專題文章、海報、橫額等等，向公眾宣傳新條例。我們亦借助香港在海外和內地的經濟貿易辦事處，推廣新條例所帶來的好處，藉以吸引海外企業在香港設立公司。

我欣然報告，這項前所未有的艱巨工作，已取得成果。新條例自二零一四年三月三日得以順利推行，確實是公司法改革常務委員會、各有關專業團體、商界、所有自二零零六年中參與重寫公司法的人士，以及政府共同努力的心血結晶。經重建的「公司註冊處綜合資訊系統」運作持續順暢，能全面支援本處在新條例下須肩負的新角色和職能。由於本處已進行一系列教育及推廣工作，因此商界過渡至新的制度的情況亦很順利。新指明表格的高使用率，可說是有關的教育及推廣工作見效的明證。我們早期訂定新條例生效後起計的三個月期間為提交新表格的過渡期，但至二零一四年五月，本處收到的法定表格中已經有超過八成採用新表格。

implementation of the Ordinance and highlight all major changes. In addition, the new Ordinance was publicised through a broad variety of media channels, including TV and radio advertisements, topical articles in newspapers and journals, posters, banners and more to reach out to the general public. We also leveraged on Hong Kong's network of economic and trade offices overseas and in the Mainland to promote the benefits brought by new Ordinance with a view to attracting overseas businesses to set up companies in Hong Kong.

I am very happy to report that this unprecedented exercise has already reaped fruits. The successful implementation of the new Ordinance on 3 March 2014 crystallised the efforts of the Government, members of the Standing Committee on Company Law Reform, professional bodies and the business sector, as well as all those who have contributed to the process since mid-2006. The revamped ICRIS continues to run smoothly, fully supporting the Registry's new roles and functions under the new Ordinance. Migration to the new regime by the business community was also smooth as a result of the wide-ranging educational and publicity activities undertaken by the Registry. This is perhaps best exemplified by the high usage rates of the newly specified forms. We had initially provided for a three-month transitional period from the commencement of the new Ordinance for the filing of new forms, but by May 2014 over 80 per cent of the statutory forms received by the Registry were in the new format.



香港企業監管制度新篇章

新條例共有 21 個部分，合共 921 項條文及 11 個附表。在新條例下亦總共制定了 12 項附屬法例，以訂明有關技術和程序事宜的規定。新條例的主要新猷，旨在達至四個主要目的，就是要加強企業管治、方便營商、確保規管更為妥善及使公司法例現代化，有關新猷的簡介如下：

加強企業管治

- 限制委任法人團體為董事，規定每間私人公司最少須有一名董事為自然人；
- 釐清董事須以謹慎、技巧及努力行事的責任，為董事提供清晰的指引；
- 提高股東在公司的決策過程中的參與程度，及改善公司資料的披露；及
- 擴大不公平損害補救的範圍，以涵蓋「擬作出或不作出的作為」，讓股東即使在有關作為仍未損害股東的權益時，也可提出不公平損害的訴訟。

New Corporate Regulatory Regime in Hong Kong

The new Ordinance is divided into 21 Parts, comprising 921 sections and 11 schedules. A total of 12 pieces of subsidiary legislation were also made under the new Ordinance to provide for technical and procedural matters. The major initiatives introduced by this new Ordinance seek to achieve four key objectives, namely enhancing corporate governance, facilitating business, ensuring better regulation and modernising the law, a highlight of which is as follows:-

Enhancing corporate governance

- restricts the appointment of corporate directors by requiring every private company to have at least one natural person acting as director;
- clarifies directors' duty of care, skill and diligence, with a view to providing clear guidance to directors;
- enhances shareholders' engagement in the company's decision-making process and improves the disclosure of company information; and
- extends the scope of the unfair prejudice remedy to cover proposed acts and omissions, so that a member may bring an action for unfair prejudice even if the act or omission that would be prejudicial to the interests of members is not yet effected.



方便營商

- 簡化多方面的程序，例如容許公司在取得股東一致同意的情况下無須舉行周年成員大會；
- 就減少股本引入以償付能力測試作為依據的不經法院程序，作為另一可以選擇方法；
- 為同一集團內的全資附屬公司的合併訂立新的不經法院的法定合併程序；
- 擴大匯報方面的豁免，便利中小企選擇擬備簡明報告；
- 讓公司自行選擇是否使用法團印章；及
- 准許公司使用電子科技在多於一個地點舉行成員大會。

確保規管更為妥善

- 釐清公司註冊處處長（下稱「處長」）在文件登記和備存登記冊方面的權力，增強登記冊內資料的準確性；

Facilitating business

- streamlines procedures in various aspects, such as allowing companies to dispense with Annual General Meetings by unanimous shareholders' consent;
- introduces an alternative court-free procedure for reducing capital based on a solvency test;
- introduces a new court-free statutory amalgamation procedure for wholly owned intra-group companies;
- expands the reporting exemptions to make it easier for SMEs to opt for simplified reporting;
- makes the use of a common seal optional; and
- permits a general meeting to be held at more than one location using electronic technology.

Ensuring better regulation

- clarifies the powers of the Registrar of Companies ("the Registrar") in relation to the registration of documents and keeping of the Register to improve accuracy of information on the Register;



- 賦權處長取得文件或資料，以確定曾否發生向處長提供虛假或具誤導性陳述的罪行；
 - 透過訂定「責任人」的新定義以降低檢控違反規定的門檻，並把其涵蓋範圍擴及至包括魯莽的作為，藉此加強公司高級人員承擔的法律責任；及
 - 賦權處長可就簡單、輕微的規範罪行准以繳款代替檢控，以善用司法資源。
- empowers the Registrar to obtain documents or information to ascertain whether any conduct that would constitute an offence in relation to the provision of false or misleading statements to the Registrar has taken place;
 - places greater responsibility on officers of companies by lowering the threshold for prosecuting a breach and extends it to cover reckless acts through a new definition of “responsible person”; and
 - empowers the Registrar to compound straightforward, minor regulatory offences to optimise the use of judicial resources.

使法例現代化

- 廢除股份面值，並強制所有股本公司採用無面值制度，以利便公司籌集新資本和簡化會計記項；
 - 廢除公司須設有組織章程大綱的規定，改為只須設有組織章程細則；及
 - 簡化可成立的公司類別為五類，並把擔保有限公司歸類為獨立的公司類別。
- abolishes par value for shares and adopts a mandatory system of no-par for all companies with a share capital, with a view to facilitating the raising of new capital and simplifying accounting entries;
 - abolishes the requirement for companies to have a memorandum of association, instead of which only articles of association are now required; and
 - streamlines the types of companies that can be formed to five types, with companies limited by guarantee categorised as a separate type of companies.

Modernising the law



總結

新條例於二零一四年三月實施，標誌着香港的公司法揭開新的一頁。我相信，新條例所帶來的改變令香港所有的公司（包括其股東及董事）都能受惠，大大加強了香港作為營商地的競爭力。

二零一三至一四年度對本處所有員工來說，實是意義重大的一年。在此，我要向全體同事致以衷心的感謝，多謝他們不畏艱辛、謹守崗位，為本處工作竭盡所能。

羣策羣力，新條例的實施為香港的持續成功和繁榮，奠定重要的基石。



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

In Closing

The implementation of the new Ordinance in March 2014 marks the beginning of a new chapter in the development of company law in Hong Kong. I believe that the changes brought about by the new Ordinance benefit all companies in Hong Kong, including their shareholders and directors, and greatly reinforce Hong Kong's competitiveness as a place to do business.

It has been a momentous year for everyone in the Registry, and I would like to offer my sincere and heartfelt thanks to all for their great contribution, perseverance and tireless efforts.

Together, we have laid an important foundation for Hong Kong's continuous success and prosperity.

Ms Ada LL Chung, JP
Registrar of Companies and
General Manager, Companies Registry Trading Fund

