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04

實施新《公司條例》 Implementing the new Companies Ordinance



CR 公司註冊處
COMPANIES REGISTRY

2014年3月開始實施新《公司條例》
Commencement of New Companies Ordinance in March 2014

www.cr.gov.hk

立法工作歷程

在立法會財經事務委員會的支持下，重寫《公司條例》的工作在二零零六年年中全面展開。全面重寫《公司條例》的工作，由財經事務及庫務局的財經事務科和公司註冊處人員組成的公司條例草案專責小組負責。此外，公司法改革常務委員會（下稱「常委會」）連同四個專責諮詢小組及一個由政府 and 香港會計師公會組成的聯合作小組，在整個過程中給予大大的協助。常委會和諮詢及工作小組就公司法的不同範疇，提交修訂建議並推薦方案予政府考慮。常委會二零一三至一四年度成員名單載於附錄 D。

多年來經過五輪公眾諮詢，以及與相關持份者不斷交流意見，包括舉行一系列公眾論壇和研討會，《公司條例草案》終於在二零一一年一月二十六日提交立法會。鑑於牽涉的課題多而繁複，《公司條例草案》委員會（下稱「法案委員會」）舉行了 44 個會議，去審議條例草案及就提出的新猷、政策考慮和草擬細節進行商議。在整個過程中，法案委員會審議超過 850 項委員會審議階段修正案，以及接近 700 條對香港其他法例的相應修訂。

在有關各方同心協力下，新《公司條例》（下稱「新條例」）於二零一二年七月十二日在立法會獲得通過。

為配合新條例的實施，我們由二零一三年年初開始，分批向立法會提交了 12 項有關技術和程序事宜的附屬法例。在二零一三年二月，立法會成立了一個小組委員會，負責審議有關的附屬法例，立法程序最終於二零一三年七月完成。

Legislative History

With the support of the Panel on Financial Affairs of the Legislative Council ("LegCo"), the comprehensive rewrite of the Companies Ordinance began in mid-2006. The rewrite of the Ordinance was undertaken by a dedicated Companies Bill Team ("CBT") consisting of officers from the Financial Services Branch of the Financial Services and the Treasury Bureau and the Companies Registry. The Standing Committee on Company Law Reform ("SCCLR"), together with four dedicated advisory groups and a joint Working Group formed by the Government and the Hong Kong Institute of Certified Public Accountants contributed significantly throughout the process. The SCCLR and the advisory/working groups put forward proposals and recommendations concerning amendments to different areas of the law to the Government for consideration. A list of SCCLR members for 2013-14 is shown in Appendix D.

Following five rounds of public consultations and continuous exchanges with relevant stakeholders over the years, including the holding of a series of public forums and seminars, the Companies Bill was introduced into LegCo on 26 January 2011. Owing to the multiplicity and complexity of the issues involved, the Bills Committee on the Companies Bill ("the Bills Committee") conducted 44 meetings to scrutinise the Bill and deliberate on the new initiatives, policy considerations and drafting technicalities involved. In the process, the Bills Committee considered over 850 Committee Stage Amendments, as well as near 700 consequential amendments that were required for other laws of Hong Kong.

With the concerted efforts of all involved, the new Companies Ordinance ("the new Ordinance") was passed by LegCo on 12 July 2012.

To facilitate the implementation of the new Ordinance, 12 pieces of subsidiary legislation on technical and procedural matters had been introduced into LegCo by batches since early 2013. A Subcommittee was set up by the LegCo to scrutinise the subsidiary legislation in February 2013, with the legislative process completed in July 2013.

隨著政府頒布《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》，實施新條例的整個立法程序於二零一三年十月二十五日完成。後兩份公告分別用以更新可不予起訴罪行的列表；以及更新對其他法例所作的相應修訂。從而新條例在二零一四年三月三日開始實施¹。

新條例為香港公司的成立及營運提供了一個達至現代化國際標準的法律框架，並確保香港公司法的法律基礎能繼續最切合香港作為國際商業及金融中心的需要。

The entire legislative process for the implementation of the new Ordinance was completed on 25 October 2013 with the gazettal of 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. The latter two updated the list of compoundable offences and the list of consequential amendments made to other ordinances respectively. The new Ordinance came into operation on 3 March 2014 accordingly¹.

The new Ordinance brings the legal framework for the incorporation and operation of companies in Hong Kong in line with modern international standards and ensures the infrastructure of Hong Kong's company law continues to best serve the needs of Hong Kong as an international commercial and financial centre.



¹ 有部分條文載於《2013年公司條例（生效日期）公告》除外。

With the exception of some provisions as set out in the Companies Ordinance (Commencement) Notice 2013.

新《公司條例》— 立法工作歷程

The new Companies Ordinance - Legislative History

二零零六年年中
展開重寫《公司條例》
的工作

2006

Mid - 2006
Commencement of the comprehensive rewrite of the Companies Ordinance

二零零七年三月至
二零零八年九月

就專題事項舉行三輪公眾諮詢

- 有關會計及審計的條文（二零零七年三月至六月）
- 有關公司名稱、董事職責、法團出任董事及押記的登記的條文（二零零八年四月至六月）
- 有關股本、資本保存制度及法定合併程序的條文（二零零八年六月至九月）

2007

March 2007 to September 2008
Three public consultations on topical issues

- Accounting and Auditing Provisions (March to June 2007)
- Company Names, Directors' Duties, Corporate Directorship and Registration of Charges (April to June 2008)
- Share Capital, the Capital Maintenance Regime and Statutory Amalgamation Procedure (June to September 2008)

二零零九年十二月
至二零一零年八月
就《公司條例草案》
擬稿舉行兩個階段的
公眾諮詢

2009

December 2009 to August 2010
Public consultation on the draft Companies Bill in two phases

二零一一年一月
二十六日
向立法會提交《公司
條例草案》

2011

二零一一年十二月至
二零一二年一月
就私人公司可擬備
簡明報告進行公眾
諮詢

26 January 2011
Introduction of the Companies Bill into the LegCo

December 2011 to January 2012
Public consultation on simplified reporting for private companies

二零一二年六月

《公司條例草案》委員會完成逐一審議草案條文的工作

二零一二年七月十二日

新《公司條例》獲立法會通過

二零一二年九月至十二月

就新《公司條例》的附屬法例舉行兩個階段的公眾諮詢

2012

June 2012

Completion of clause-by-clause scrutiny of the Companies Bill by the Bills Committee on the Companies Bill

12 July 2012

Passage of the new Companies Ordinance by the LegCo

September to December 2012

Public consultation on subsidiary legislation to be made under the new Companies Ordinance in two phases

二零一三年一月至五月

向立法會分批提交 12 項附屬法例

二零一三年七月

完成附屬法例的立法程序

二零一三年十月二十五日

《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》刊憲

2013

January to May 2013

Introduction of 12 pieces of subsidiary legislation into the LegCo by batches

July 2013

Completion of the legislative process for the 12 pieces of subsidiary legislation

25 October 2013

Gazettal of 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

二零一四年三月三日

新《公司條例》開始實施

2014

3 March 2014

Commencement of the new Companies Ordinance

準備工作

為使各有關方面能順利過渡至新制度，在籌備實施新條例的期間，本處進行多方面的準備工作，詳情如下：

Preparatory Work

With a view to achieving a smooth transition for all concerned, the Registry has undertaken preparatory work on various fronts in the run-up to the commencement of the new Ordinance, the details of which are as follow:

提升我們的資訊系統以納入新的數據庫及工作流程，以配合新程序、新角色和職能及公司登記冊（下稱「登記冊」）上的新公司類別；

Overhauled the information system of the Registry to incorporate new database and workflows designed to accommodate new procedures, new roles and functions and new categories of companies on the Companies Register ("the Register");

公布 16 份對外通告，闡釋新條例帶來的主要修改；
Issued 16 External Circulars to elaborate on specific aspects of the new Companies Ordinance;

指明 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；

Specified 83 forms for use under the new Ordinance and 9 forms for use under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32);

修訂所有資料小冊子及有關申請程序的指引，以反映新的法律規定；

Revised all information pamphlets and guidance notes on application procedures to reflect the new statutory requirements;

全面檢討本處的政策、組織架構、工作指引及運作程序，以協助本處員工工作好準備過渡至新制度；及

Carried out a comprehensive review of the Registry's policies, organisation structure, work guidelines and operational procedures to prepare Registry staff for the transition to the new regime; and

舉辦內部簡介會及編製內部指引及程序，確保本處所有員工能有效地執行其在新條例下的職務及處理查詢。

Organised internal briefings and compiled internal guidelines and procedural notes to ensure that all Registry staff are fully equipped to carry out their duties and handle enquiries under the new Ordinance.



推廣及宣傳工作

本處進行全面的宣傳工作，以協助公眾知悉新條例的實施和新條例所帶來的主要改變。

自新條例通過成為法例後，我們在本處網站(www.cr.gov.hk)設立了專題欄目，提供關於新條例 21 個部分和 12 項附屬法例的簡介資料。本處不斷更新該欄目以提供有用資料，包括主要修改概要、常見問題的答案、條文對照表、過渡安排和新表格。處長已公布 16 份對外通告和四份指引，載述新條例帶來的主要修改。所有對外通告和指引已上載本處網頁。

宣傳工作還包括在新條例實施前向登記冊上逾一百萬間註冊公司發出通函和資料小冊子。本處亦向專業團體、各大商會及訂閱本處電子資訊的客戶發出電郵，告知有關各方新條例實施的最新發展情況。

Promotion and Publicity Work

A comprehensive publicity campaign was launched to enhance public awareness of the implementation of the new Ordinance and the major changes brought about by the new law.

Since the enactment of the new Ordinance, a dedicated thematic section has been set up on the Registry's website (www.cr.gov.hk) to provide briefing materials on all 21 parts of the new Ordinance and 12 pieces of subsidiary legislation made thereunder. The thematic section has been continuously updated to provide useful information which covers highlights of key changes, answers to Frequently Asked Questions, reference tables, transitional arrangements and new forms. The Registrar has issued 16 external circulars and four guidelines to provide information on the major changes introduced. Copies of all external circulars and guidelines are also available on the Registry's website.

As part of the publicity campaign, circular letters and information pamphlets have been sent to over one million registered companies on the Register before commencement of the new Ordinance. The Registry also issued circular emails to professional bodies, major chambers of commerce and subscribers of its e-News service to update all the parties concerned with the latest development in the implementation of the new Ordinance.



實施新《公司條例》

由二零一四年一月起，本處設立一條查詢專線，解答市民關於新條例事宜的電話查詢。在二零一四年一月至六月，該專線及本處同事一共處理了關於新條例規定或實施的電話查詢數目超過 47 000 宗。

From January 2014, a dedicated hotline has been set up to answer public enquiries on matters relating to the new Ordinance. Between January and June 2014, the hotline and colleagues of the Registry handled over 47,000 enquiries concerning the requirements or implementation of the new Ordinance.



與香港董事學會合辦「從董事角度認識新《公司條例》」研討會
Forum on the new Companies Ordinance: "What Directors need to know?" organised jointly with the Hong Kong Institute of Directors



與香港律師會合辦「新《公司條例》簡介會」
Briefing on the new Companies Ordinance jointly organised with the Law Society of Hong Kong



與香港會計師公會合辦「新《公司條例》簡介會」
Briefing on the new Companies Ordinance jointly organised with the Hong Kong Institute of Certified Public Accountants

自新條例通過以來，本處已舉辦及參與超過 70 場簡介會，向超過 16 000 名出席人士介紹主要修改，他們包括來自專業團體、商業機構、大專院校和其他政府部門的人士及市民大眾。其中，本處在二零一四年一月舉辦的八場簡介會專題講解新條例下的新表格及程序，出席人數超過 4 300 人。

The Registry has organised and participated in over 70 briefing sessions since the passing of the new Ordinance to brief over 16,000 attendees on the major changes. These include members of professional bodies, business organisations, tertiary institutions, other government departments and the general public. Among them, eight were held by the Registry specifically on the new forms and procedures under the new Ordinance to over 4,300 attendees.



公司註冊處舉辦「新《公司條例》- 表格及程序簡介會」
Briefing sessions on the new Companies Ordinance - Forms and Procedures held by the Companies Registry

實施新《公司條例》

在籌備實施新條例的期間，本處加強宣傳工作，包括在電視、電台和社會媒體播放廣告，在報章和專業期刊登載專題文章，以及在商業區的當眼位置展示橫額、海報等等。為吸引海外企業在香港設立公司及鞏固香港作為主要國際商業和金融中心的地位，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。

In the run-up to the implementation of the new law, publicity efforts intensified in the form of advertisements on television, radio and social media, feature articles in newspapers and professional journals and the display of promotional banners and posters at prominent locations in business districts. With a view to attracting overseas businesses to set up companies in Hong Kong and consolidating our status as an international business and financial centre, we also leveraged on Hong Kong's network of economic and trade offices overseas and in the Mainland to reach out to business communities outside Hong Kong to promote the benefits brought about by the new Ordinance.





實施情況

我們已經為實施新條例完成了上述的準備工作。在二零一四年三月三日，新條例準備就緒和過渡至新制度。在實施後的首周，有超過 99% 公司提交新的成立公司表格。至於其他有三個月過渡期的表格，新表格的使用率已超越舊表格並持續增加。而在六月初過渡期屆滿後，以每日收到超過 10 000 份文件的總數計算，新表格的使用率接近 100%。

新條例亦載有詳細的過渡性及推定條文，確保原有公司可順暢地過渡至新制度。

自二零一四年三月，經重建後的資訊系統運作順暢，給本處提供一個強大的基礎設施，以肩負新角色和職能。

Implementation

With the completion of aforesaid preparatory work, the Companies Registry was fully geared up for the commencement of the new Ordinance on 3 March 2014 and transition to the new regime. In the first week after implementation, over 99 per cent of companies used new forms for submitting incorporation applications. For other forms with a 3-month transitional period for change, the usage rate of new forms has surpassed that of the old forms soon after commencement and continued to increase during the transitional period. Upon the expiry of the transitional period in early June, the usage rate of new forms, out of a pool of over 10,000 documents received daily, was close to 100 per cent.

The new Ordinance also contains detailed transitional and deeming provisions to enable existing companies to migrate to the new regime smoothly.

Since March 2014, the revamped information system of the Registry has been running smoothly, providing a strong infrastructure for the Registry to take up its new roles and functions.