

# 07

## 企業管治 Corporate Governance





## 企業管治政策

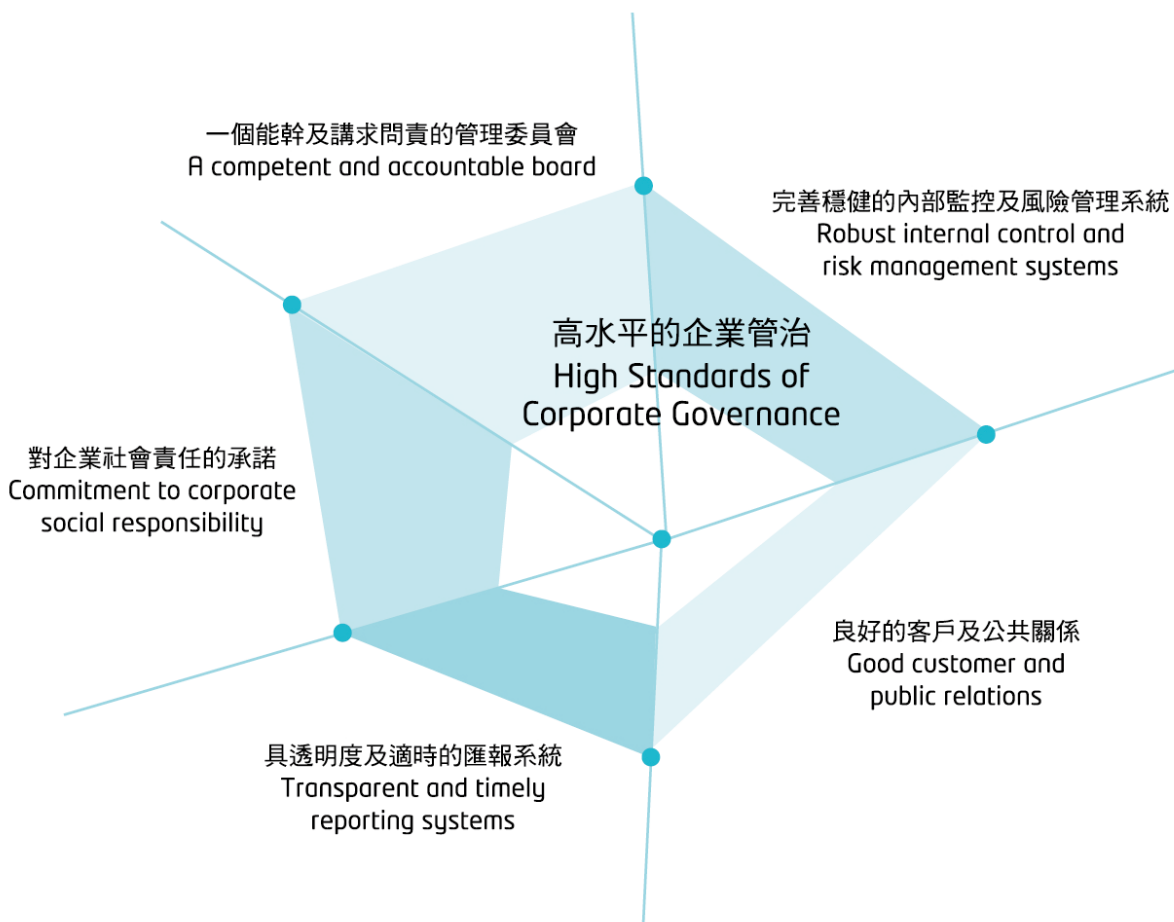
本處致力維持高水平的企業管治，以確保本處運作的效率及效能。妥善的管治不但可以提升公眾對本處企業管治能力及誠信的信心和信任，還能提升員工對部門的滿意度。為培養良好的管治文化，本處於二零一二年五月發表了公司註冊處企業管治政策聲明。該聲明概述了本處的企業管治綱領，並就如何在本處應用管治原則提供指引，以維持最高的企業管治標準。企業管治政策聲明的內容載於附錄 E。

## Corporate Governance Policy

The Registry strives to maintain high standards of corporate governance in ensuring the efficiency and effectiveness of the Registry's operations. Proper governance underpins the public's confidence and trust in the Registry's capability and integrity, as well as the level of satisfaction of its employees. To foster a culture of good governance, the Registry promulgated its Corporate Governance Policy Statement in May 2012. The Statement outlines the Corporate Governance Framework of the Registry and provides guidance on the application of the governance principles in the Registry in order to uphold the highest standards in this respect. The text of the Corporate Governance Policy Statement is provided at Appendix E.

## 公司註冊處企業管治綱領

### Companies Registry Corporate Governance Framework



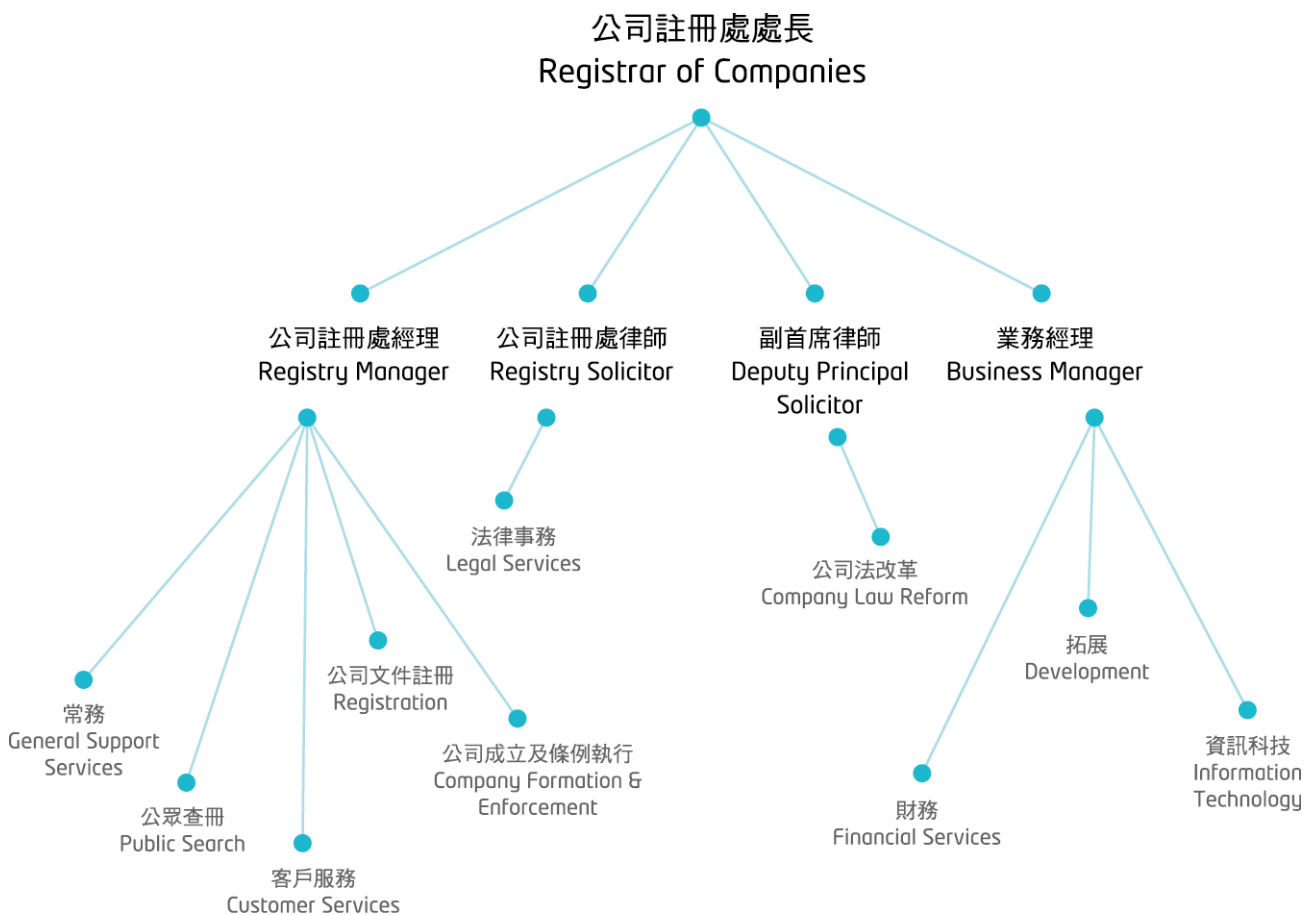
## 組織架構

本處已設立一個明確的組織架構，確保本處具問責性並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。設立有關架構的用意是維持有效的內部監控系統，確保權責分明及職責分工恰當。架構的高層組織載於下圖：

## Organisation and Structure

The Registry has established a clear organisational structure to ensure that the Registry's statutory roles, functions and services to the public are accounted for and delivered properly. It serves to maintain an effective internal control system with well-defined levels of authority and proper segregation of duties. A high level structure is shown in the diagram below.

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



截至二零一四年三月底，本處共有 372 名員工，包括 308 名公務員及 64 名合約員工。為應付工作量的增加，本處的人手較去年稍微增加。每名員工的職能及職責均清楚界定，並傳達予有關員工。

As at the end of March 2014, the total headcount of the Registry was 372, of which 308 are civil servants and 64 are contract staff. To cope with the increased workload, the headcount slightly increased compared to that in preceding year. The roles and responsibilities of each staff member are well defined and conveyed to the staff.



公眾查冊部的管理人員  
Managers of the Public  
Search Division

總部的高級管理人員  
Senior officers of Headquarters





公司文件註冊部的管理人員  
Managers of the Registration  
Division



公司成立及條例執行部的管理人員  
Managers of the Company Formation and  
Enforcement Division

## 管理委員會及 轄下專責委員會

本處管理委員會是本處企業管治綱領的核心所在。委員會確保維持高水平的企業管治，並設有有效的內部監控。

委員會由公司註冊處處長擔任主席，成員包括本處全體首長級人員。委員會負責訂定策略和政策，發出指示及管理本處的業務。委員會每月（或因應需要更頻密地）召開會議，以監督本處的運作和表現。在會上，委員會討論、檢討並監察本處的主要措施及工作，以確保策劃妥善、運作有效，以及遵從有關規例和既定程序。

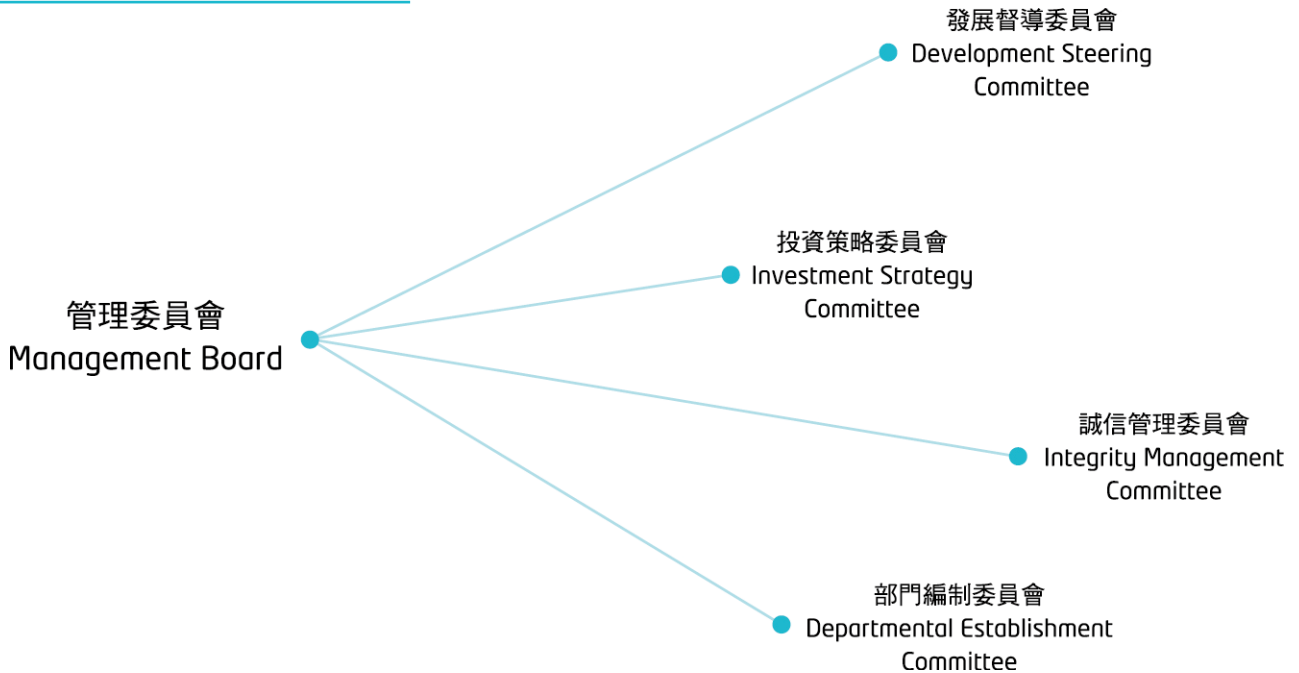
## Management Board and Committees

The Companies Registry's Management Board is the core of the Registry's corporate governance framework. The Board ensures that a high standard of corporate governance is maintained and an effective internal control is in place.

The Board is chaired by the Registrar of Companies and composed of all directorate officers of the Registry. It formulates strategies and policies, gives directions and manages the business affairs of the Registry. Board meetings are conducted on a monthly basis, or more frequently if necessary, to oversee the operations and performance of the Registry. In the meetings, major initiatives and activities of the Registry are discussed, reviewed and monitored to ensure that they are being effectively planned and executed and comply with relevant regulations and established procedures.



## 管理委員會及轄下專責委員會 Board and Committee



在委員會之下設立了四個專責委員會，各有清晰及特定的職權範圍，負責監察誠信、投資策略、發展及部門編制等重要範疇。專責委員會就這些特定範疇提供有效和專注的監督和領導工作，以提高效率，務求穩妥地管理本處的表現。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。

Four dedicated committees with clear and specific terms of reference have been set up to oversee the crucial areas of integrity, investment strategies, development and departmental establishment. They provide effective and focused oversight and leadership to those specific areas to ensure efficiency and proper management. They also make recommendations to the Board for continual monitoring and enhancement of good corporate governance practices.



## 規管及問責性

### 規則與規例

本處員工如要向公眾提供專業的服務，清晰而詳盡的規則和規例是不可或缺的。本處雖然根據《營運基金條例》（第 430 章）以營運基金部門運作，但在處理採購及其他事宜時仍須依從相關的政府規則及規例行事。此外，本處亦制定內部指引和通告，以配合本處的特殊運作需要。有關規則和規例如有任何更改，會從速向員工發布；並會定期重新傳閱各指引和通告，以加深員工對有關規定的認識。

## Regulation and Accountability

### Rules and Regulations

Clear and comprehensive rules and regulations are essential for the Registry's staff to deliver professional services to the public. Whilst operating as a trading fund department under the Trading Funds Ordinance (Cap. 430), the Registry is still required to comply with relevant Government rules and regulations when dealing with procurement and other matters. Internal guidelines and circulars are also in place to cater for the specific operational needs of the Registry. Any changes in rules and regulations are promulgated to staff members promptly and their awareness will be reinforced by regular re-circulation of guidelines and circulars.



## 整體工作及業務計劃

為達至業務及政策目標，本處每年均會在整體工作及業務計劃內載列短期及長遠策略。計劃須提交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，並作為本處發展的指引。

## 誠信管理

擁有廉潔守正、誠實可信的隊伍，對實行有效的企業管治系統至為重要。誠信管理委員會成立的目的，是推廣誠信管理並監察本處在這方面的措施。委員會致力促進員工保持崇高的操守標準，每年制訂誠信管理工作計劃。工作計劃提供清晰的指引，讓本處人員了解本處推行誠信管理的工作及決心。公司註冊處經理獲委任為本處的誠信事務主任，負責監察每年誠信管理工作計劃的策劃及執行。二零一三至一四年度誠信管理工作計劃所列出的所有工作項目已圓滿完成。

## Corporate and Business Plan

Every year, the Registry sets out in its Corporate and Business Plan both short- and long-term strategies for achieving its business and policy objectives. The annual plan is submitted to the Secretary for the Financial Services and the Treasury for approval, and once approved, it serves as the benchmarks for evaluating the Registry's performance and its guidepost for its development.

## Integrity Management

An ethical, clean and honest workforce is vital to an effective corporate governance system. The Integrity Management Committee was established to promote and monitor integrity management and initiatives in the Registry. The Committee strives to promote high ethical standards among staff members and draws up an annual Integrity Management Programme Action Plan every year which provides clear guidance on the Registry's commitment to and efforts in integrity management. The Registry Manager is appointed as the Registry's Ethical Officer to oversee the planning and execution of the annual action plan. All the initiatives set out in the action plan for 2013-14 were implemented successfully during the year.



本處員工須遵守及遵從《公務員守則》。有關守則列出對公務員隊伍保持廉潔守正、誠信不阿至關重要的核心價值，這些核心價值包括：

- 堅守法治；
- 誠實可信、廉潔守正；
- 對所作決定和行動負責；
- 政治中立；
- 行事客觀、不偏不倚；及
- 盡忠職守、專業勤奮。

年內，本處在處內放映影片和舉行講座，提醒員工誠信的重要性，向他們提供如何防止貪污的指引及良好做法。本處亦鼓勵他們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。

The Registry's staff members are required to abide by and comply with the Civil Service Code. The Code sets out the core values which are fundamental to the integrity and probity of the civil service. These values include:-

- Commitment to the rule of law;
- Honesty and integrity;
- Accountability for decisions and actions;
- Political neutrality;
- Objectivity and impartiality; and
- Dedication, professionalism and diligence.

During the year, in-house video shows and talks were organised to alert staff members to the importance of integrity and provide guidelines and good practices on how to prevent corruption. Staff members are also encouraged to attend conferences, seminars and workshops organised by the Civil Service Bureau on this subject.



觀看誠信管理影片「辦公室的影子」  
Watching an integrity management video entitled "the Mirror"

## 報告及審計

財經事務及庫務局常任秘書長（財經事務）、財經事務及庫務局的財經事務科的代表與本處的管理團隊定期舉行會議，以檢討本處的表現，並討論政策、運作及立法方面的事宜。此外，財經事務及庫務局的庫務科的代表亦會每半年與本處舉行會議，以評估及監察本處的財務表現。

每年，本處都在周年財務報表及年報內匯報工作表現及成績。周年財務報表是按照公認會計原則製備，並經由審計署署長審核。經審核的財務報表連同年報會一併提交立法會省覽。經提交後，便會上載本處網頁，供公眾閱覽。

## Report and Audit

Regular meetings between the Permanent Secretary for Financial Services and the Treasury (Financial Services), representatives of the Financial Services Branch of the Financial Services and the Treasury Bureau and the Registry's management team are held to review the Registry's performance and discuss any policy, operational and legislative issues. Meetings with representatives of the Treasury Branch of the Financial Services and the Treasury Bureau are also held to evaluate and monitor the Registry's financial performance biannually.

Annually, the Registry reports its performance and achievements for the year in its annual financial statements and annual report. The annual financial statements are prepared in accordance with generally accepted accounting principles and audited by the Director of Audit. The audited financial statements and the annual report are tabled in the Legislative Council and uploaded onto the Registry's website for public information.



## 風險管理

### 資訊科技保安

本處全日 24 小時提供的網上公司查冊及公司註冊服務，需要一個安全、穩定、可靠的電腦平台作為支援。由公司註冊處處長擔任主席而成員包括本處高層管理人員的發展督導委員會，負責監督本處的資訊科技功能。發展督導委員會亦就本處的資訊科技策略和新措施的制訂及執行作出決策，以確保這些策略和新措施配合本處的計劃、政策及目標。

面對日增的保安威脅、瞬息萬變的資訊科技保安及流動技術，本處不斷檢討資訊科技策略及功能，以確保配備高度保安措施。特別是會根據政府資訊科技總監辦公室所提供的指引，定期檢討和更新資訊保安事故應變機制，以加強保安事故的管理。另外，本處亦每年聘請獨立的審核員進行審核，確保本處在資訊科技保安方面採取有效及足夠的保護措施。

在確保資訊科技系統的保安獲得有效保護方面，員工對資訊保安政策和指示的認知及遵從亦同樣重要。為此，本處定期及在有需要時會檢討和更新資訊科技保安政策、資訊保安事故處理指引及部門的終端用戶資訊科技保安指示，以配合科技的發展。本處亦設有資訊科技保安認知計劃，透過各種渠道，讓員工獲得最新資料。

## Risk Management

### IT Security

The provision of the Registry's round-the-clock online companies search and incorporation services requires a secure, stable and reliable IT platform. The IT functions of the Registry are overseen by the Development Steering Committee which is chaired by the Registrar of Companies and comprises the senior officers of the Registry. The Committee also makes decisions on the formulation and execution of the Registry's IT strategies and initiatives to ensure their alignment with the mission, policies and objectives of the Registry.

With increasing security threats and rapid changes in IT security and mobile technologies, the Registry constantly reviews its IT strategies and functions to ensure that a high-level security measure is in place. In particular, the Information Security Incident Response mechanism is regularly reviewed and updated in accordance with guidelines provided by the Office of the Government Chief Information Officer for strengthening the management of security incidents. Independent auditors are also engaged annually to ensure that the Registry's IT security protection measures are effective and adequate.

To ensure effective security protection of IT systems, staff awareness of and compliance with security policies and instructions are of equal importance. To this end, the Registry reviews and updates its IT Security Policy, Guidelines on Information Security Incident Handling, and End Users' Instructions on IT Security of the Registry regularly and whenever necessary to keep in pace with the advancement of technology. An IT security awareness program is in place to keep the Registry's staff members updated through various means.



## 業務持續運作計劃

業務風險和系統威脅可能以不同形式出現，從而影響本處的運作。為確保一旦發生事故時，本處重要的運作仍能繼續，本處制訂了業務持續運作計劃，勾劃出緊急情況突然出現時本處如何繼續運作。該計劃向員工提供發出號令的安排、關注點、指引及程序，以應付令整個服務受到影響的突發事件。該計劃亦包括一個運作復原系統，以確保本處能繼續提供重要的服務及盡量減少資料流失的可能。此外，本處會進行運作復原演習，以測試復原程序及定期檢討復原系統是否操作正常。

## Business Continuity Plan

Business and system risks and threats may take a variety of forms and affect the Registry's operations adversely. To ensure the continuity of the Registry's critical operations during any unexpected disruptions, the Registry has developed a business continuity plan to map out how it will continue to operate once an unexpected contingency occurs. The plan provides the line of command, focus, guidance and procedures to staff members when there is any unforeseeable event that would disrupt the entire operation. A disaster recovery system is covered in the plan to ensure the continuity of critical services and minimise data loss. The reliability and proper functioning of the disaster recovery procedures are tested and reviewed periodically through disaster recovery drills.

## 溝通及透明度

本處明白，客戶的意見和建議，對持續改善服務至關重要。為此，本處已設立多個有效的溝通渠道，讓客戶得知本處的服務和工作表現，並讓客戶向本處提供意見。

## 服務承諾

本處自一九九三年成立以來已制定清晰的服務承諾及有關服務標準，讓公眾可評估本處各項主要服務的表現。我們嚴密監察服務承諾及服務標準，並考慮客戶的期望和意見每年進行檢討。為使客戶得知本處的服務承諾及服務標準，本處每年都公布服務指標和成績。政府的諮詢服務中心和本處的查詢櫃檯會提供公司註冊處所公布的服務承諾，供市民索閱。市民亦可於本處網站瀏覽或下載這些資料。在二零一三至一四年度，本處超越了所有服務指標。

## Communication and Transparency

The Registry recognises that comments and feedbacks from customers are crucial for the continuous improvement of its services to customers. A number of effective communication channels have been established for the Registry to inform customers of its services and performance and for the customers to provide their views and opinions to the Registry.

## Performance Pledge

The Registry has well defined performance pledges and their respective service standards for the public to evaluate the performance of its major services since its establishment in 1993. The pledges and standards are closely monitored and reviewed every year taking into account customers' expectations and comments. To keep customers updated about the performance pledges and service standards, the Registry publishes its performance targets and results annually. The published Companies Registry Performance Pledge is available for public access at Government's Public Services Enquiry Centres and the Registry's Information Counter. It can also be accessed or downloaded from the Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)). In 2013-14, the Registry successfully exceeded all its performance targets.



服務承諾 2014  
Performance Pledge 2014

## 公司註冊處客戶聯絡小組

本處自成立以來，便一直邀請主要客戶及相關持份者的代表擔任公司註冊處客戶聯絡小組成員，包括香港律師會、香港會計師公會、香港特許秘書公會和香港銀行公會的代表。客戶聯絡小組提供了良好及有效的平台，讓小組成員就本處各項服務及新措施交流意見。透過定期舉行客戶聯絡小組會議，本處的高層人員向客戶介紹本處的政策和工作程序，並藉此機會蒐集客戶的意見及了解他們的需要和期望。

## Companies Registry Customer Liaison Group

Since the establishment of the Companies Registry, the Registry has invited representatives of its major customers and relevant stakeholders including representatives of the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Hong Kong Association of Banks to be members of the Companies Registry Customer Liaison Group ("CRCLG"). The CRCLG provides a useful and effective forum for exchanging views and ideas on the Registry's services and initiatives. Through regular CRCLG meetings, senior officers of the Registry brief customers on the Registry's policies and procedures. It also provides the opportunities for the Registry to gather customers' views and better understand their needs and expectations.



公司註冊處客戶聯絡小組  
The Companies Registry Customer Liaison Group



### 與市民的溝通

本處一直遵從政府的《公開資料守則》，處理所有由本處保存的、與本處運作相關的資料的查詢。

透過本處網站 ([www.cr.gov.hk](http://www.cr.gov.hk))，市民可獲得關於本處核心業務、法例修訂、提交文件規定及拓展計劃的最新詳盡資料。網站備有繁體中文、簡體中文及英文版。我們定期檢討和更新網站的內容，使客戶了解有關本處最新的法例和程序規定。有需要時，我們會在本地網站設立主題性的專設欄目以廣周知，例如「新《公司條例》」的專設欄目，讓市民充分掌握最新的發展。

本處設立的電話諮詢熱線 ((852) 2234 9933)，每周七天、全日 24 小時解答有關本處服務的查詢；在二零一三至一四年度內，接獲的電話查詢數目有 58 000 宗。此外，本處亦於二零一四年一月至八月期間設立一條專線 ((852) 3142 2822) 解答有關新《公司條例》的查詢。為配合本處全日 24 小時提供的電子查冊、公司註冊及提交文件服務，本處服務組 ((852) 8201 8273) 全日 24 小時運作，解答有關使用電子服務的技術問題。客戶亦可在本處的辦事處或透過其他方式索取資料小冊子。

### Communication with Public

All along the Registry follows the Government's Code on Access to Information promulgated by the Government in handling requests for information kept by the Registry relating to its operations.

Through the Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)), the public can also gain access to comprehensive and up-to-date information on the Registry's core business activities, changes in legislation, filing requirements and our development programme. The website is available in traditional and simplified Chinese and English versions. The contents of the website are regularly reviewed and updated so that customers are kept aware of the latest statutory and procedural requirements. When necessary, dedicated thematic sections for topics which require public attention such as the new Companies Ordinance ("the new Ordinance") are set up on the website to keep the public abreast of the latest development.

An enquiry hotline ((852) 2234 9933) is set up for answering enquiries about the Registry's services on a 24x7 basis and received over 58,000 calls in 2013-14. A dedicated hotline ((852) 3142 2822) has also been set up to answer enquiries on the new Ordinance between January and August 2014. To complement the Registry's round-the-clock electronic search, incorporation and filing services, the Registry's Help Desk ((852) 8201 8273) operates on a 24-hour basis to provide technical advice for using the electronic services. Customers can also obtain information pamphlets from the Registry on site or by other means.

我們深信，了解客戶的需要和期望對制訂及提供服務項目至為重要，而定期聯絡客戶並與他們保持緊密聯繫，是蒐集客戶意見的最有效方法。為此，本處進行客戶服務調查。此外，本處不時派代表拜訪主要客戶蒐集意見，以優化我們的服務。本處亦藉機會獲取客戶對立法及程序上的轉變的意見及宣傳新服務。為推廣新《公司條例》，本處於超過70場簡介會上，講解和介紹新條例。

The Registry believes that understanding customers' needs and expectations is indispensable for the design and delivery of its services. Regular and close contacts with customers is the best way to gather feedbacks from customers. To achieve this, the Registry also conducts customer service surveys. In addition, representatives of the Registry pay courtesy visits to major customers to gather feedbacks in order to refine its services. The Registry also takes such opportunity to obtain views on legislative and procedural changes and promote the Registry's new services. In an effort to promote the new Ordinance, the Registry makes presentations or briefings in over 70 seminars.

公司註冊處舉辦的新《公司條例》表格及程序簡介會 Briefings on forms and procedures under the new Companies Ordinance organised by the Registry



公司註冊處參加香港貿發局舉辦的國際中小企博覽  
The Registry joined the World SME Expo organised by the Hong Kong Trade Development Council

## 與其他司法管轄區的聯繫

本處不斷建立和增進與內地及其他司法管轄區的對口單位的聯繫。這讓本處能充分掌握世界各地的公司規管及註冊制度的最新發展情況，並與其他公司註冊機關交流意見及經驗。

年內，本處代表團在二零一三年六月出席於馬來西亞吉隆坡舉行的「企業管治圓桌會議」；在二零一四年三月出席於巴西里約熱內盧舉行的「公司註冊論壇 2014」。本處亦接待了來自新加坡對口單位及內地多個省級局及機構的訪客和官員。

## Liaison with Other Jurisdictions

The Registry continuously establishes and fosters links with its counterparts in Mainland China and other jurisdictions. This enables the Registry to keep abreast of the latest developments in company regulatory and registration regimes worldwide and exchange ideas and experience with other registries.

During the year, delegations from the Registry attended the Asian Roundtable on Corporate Governance in Kuala Lumpur, Malaysia in June 2013 and the Corporate Registers Forum 2014 in Rio de Janeiro, Brazil in March 2014. The Registry also received visitors and officials from our Singapore counterpart and a number of Mainland provincial departments and institutions.



公司註冊處代表團在二零一四年三月出席於巴西舉行的「公司註冊論壇 2014」  
The delegation of the Companies Registry attended the Corporate Registers Forum 2014 in Brazil



新加坡會計與企業管理局總裁葉耀祖先生到訪公司註冊處  
Mr. Kenneth Yap, the Chief Executive of the Accounting and Corporate Regulatory Authority of Singapore, visited the Companies Registry

「全國工商行政管理系統省局領導幹部赴港交流考察團」的代表團到訪公司註冊處  
Delegation of All-China Leaders and Cadres of Provincial Administrations for Industry and Commerce to Hong Kong for Exchanges visited the Companies Registry

