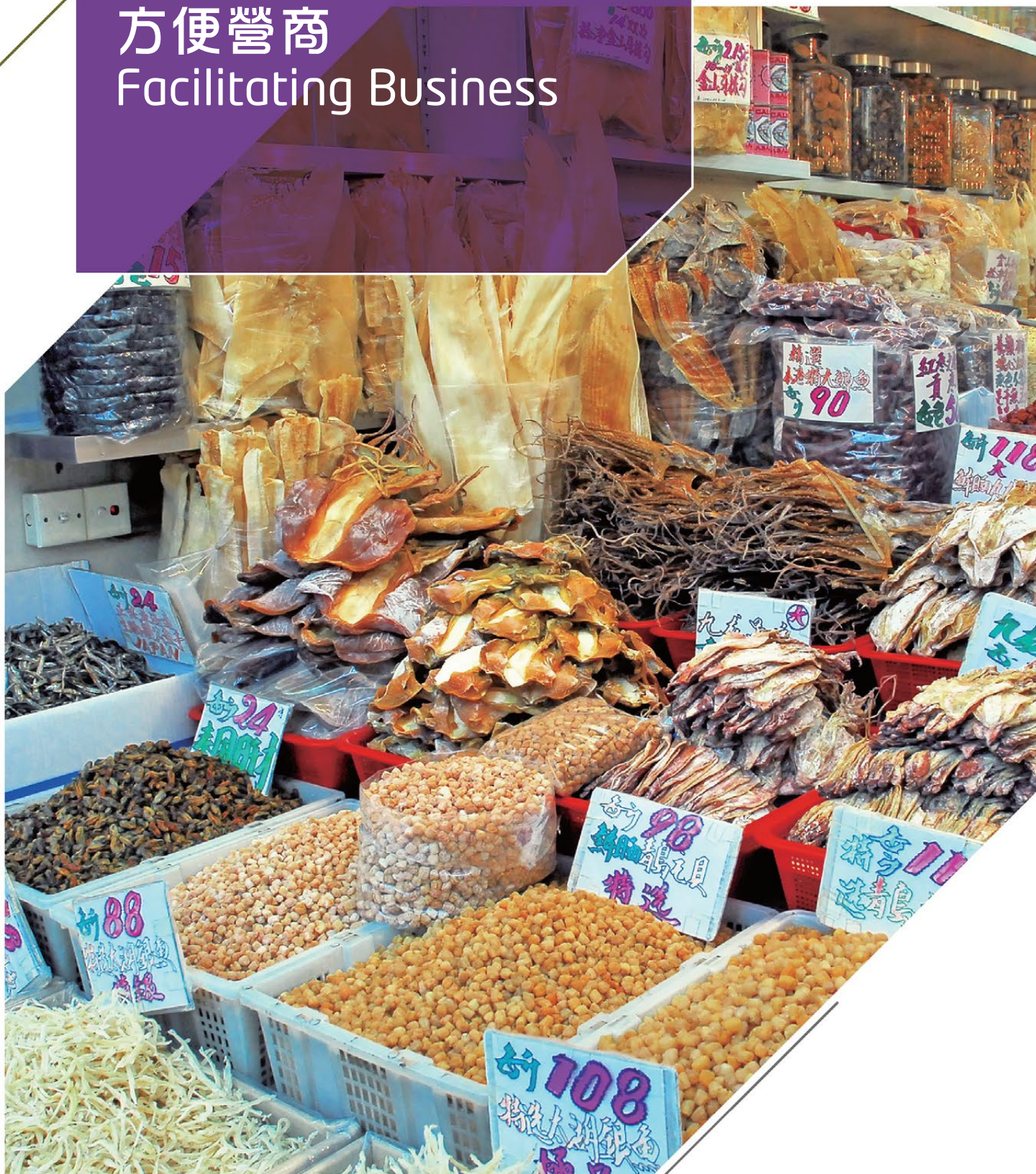


# 方便營商 Facilitating Business





## 服務商界 Serving the Business Community

### 年度摘要 Summary of the year

143,349

143,349間新公司註冊成立  
143,349 new companies incorporated

2,593,581

交付本處登記的文件有2,593,581份—平均每個工  
作日10,500份  
2,593,581 documents received for registration -  
a daily average of 10,500

3,752,638

查閱文件影像紀錄有3,752,638宗  
3,752,638 searches of document image records

335,951

查閱董事索引有335,951宗  
335,951 searches of the Directors' Index

234,334

查閱公司資料有234,334宗  
234,334 searches of company particulars

21,026

交付本處登記的押記文件有21,026份  
21,026 charges documents received  
for registration

24,276

24,276間公司的名稱從公司登記冊剔除  
24,276 companies struck off the Companies  
Register

42,338

42,338間公司被撤銷註冊  
42,338 companies deregistered

1,114

1,114間公司以清盤方式解散  
1,114 companies dissolved by liquidation



**1,281,182**

截至二零一五年三月三十一日，共有1,281,182間公司在公司登記冊上  
1,281,182 companies on the Companies Register as at 31 March 2015

**3,466,891**

共有3,466,891人次瀏覽本處網頁—平均每月288,908人次  
3,466,891 visits to our website - a monthly average of 288,908

**99%**

在網上進行公司查冊的比率為99%  
99% company searches made online

**9,851**

截至二零一五年三月三十一日，訂閱電子資訊的客戶有9,851人  
9,851 users subscribed to electronic news as at 31 March 2015

**1,390,245**

使用流動裝置進行公司查冊有1,390,245宗  
1,390,245 company searches conducted through mobile devices

**62,364**

本處電話諮詢熱線接獲的電話查詢數目有62,364宗  
62,364 calls received by the Registry's Enquiry Hotline

**99,808**

「1823」接獲的電話查詢數目有99,808宗  
99,808 enquiry calls received by 1823

二零一四至一五年度工作量主要統計數字載於附錄 A。  
The key workload statistics for 2014-15 are set out in Appendix A.

## 公司註冊成立及解散

根據世界銀行發表的《2015年營商環境報告》，在189個經濟體系中，香港在便利營商的排名仍居於全球第三位，而開辦企業方面則排名第八。

在二零一四至一五年度，共有143,349間新公司註冊成立—即平均每月有11,946間新公司註冊成立，當中由一名成員組成的公司約為81%。

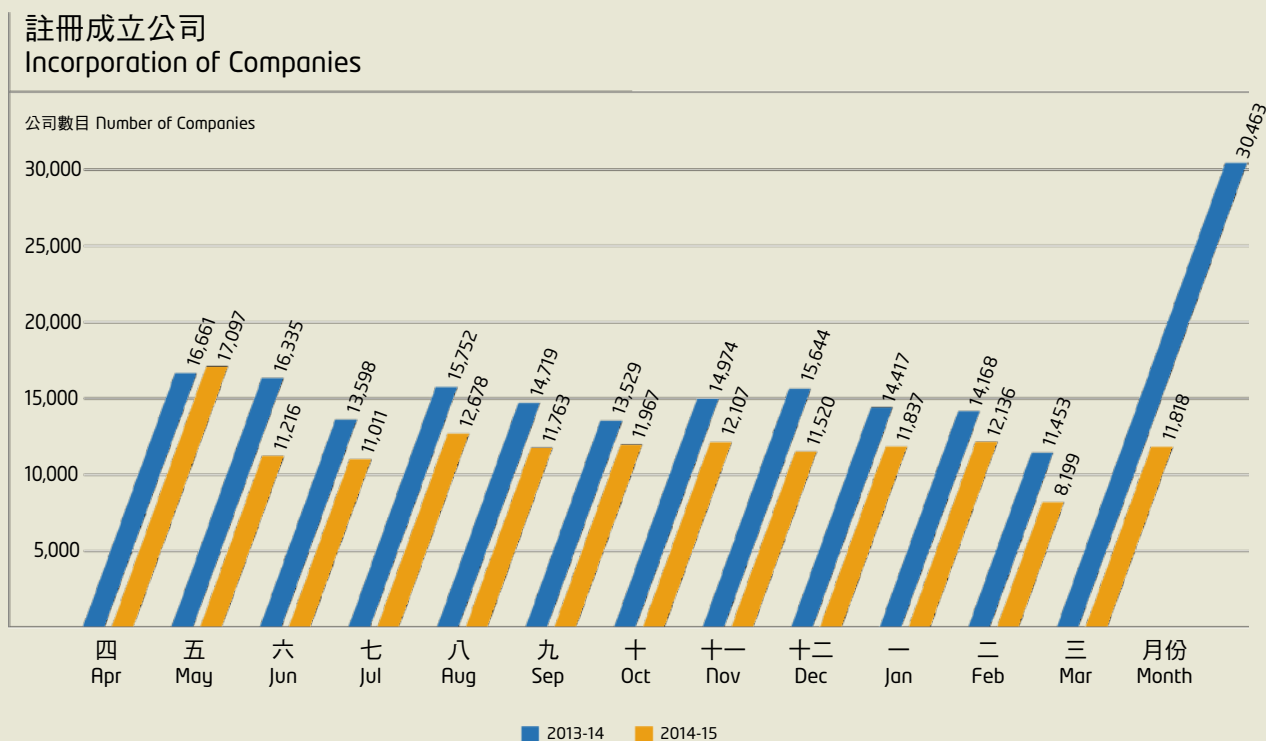
在同一個財政年度，共有67,728間公司解散—其中有42,338間公司被撤銷註冊；有24,276間公司的名稱從公司登記冊剔除，以及有1,114間公司以清盤的方式解散。

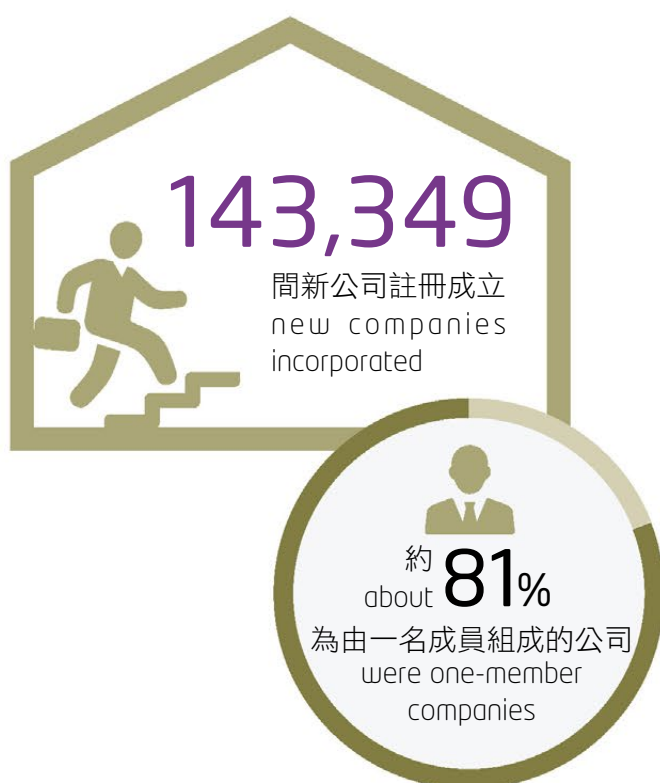
## Incorporation and Dissolution of Companies

According to the World Bank's report on Doing Business 2015, Hong Kong remains as the third easiest place to do business in the world and ranks eighth in starting a business out of 189 economies.

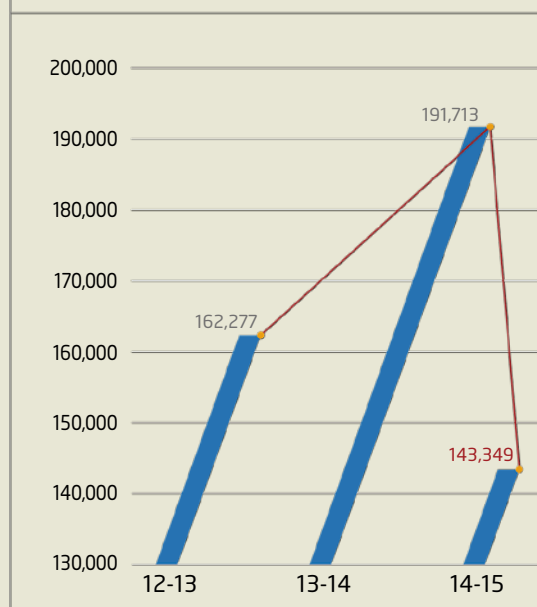
143,349 new companies were incorporated in 2014-15 - an average of 11,946 per month. About 81 per cent were one-member companies.

67,728 companies were dissolved in the same financial year - 42,338 companies were deregistered; 24,276 companies were struck off the Companies Register and 1,114 companies were dissolved by liquidation.





註冊成立公司的總數  
Number of Companies Incorporated



## 文件登記

在二零一四至一五年度，交付本處登記的文件數目增至 2,593,581 份，平均每個工作日 10,500 份，較前一年增加 1.8%。

登記文件提供了公司在不同範疇的營運資料，而該等文件包括公司組織章程細則、公司秘書及董事的委任、辭職及其有關詳情更改的通知書、註冊辦事處地址更改通知書、股份配發申報書和周年申報表等。

## Registration of Documents

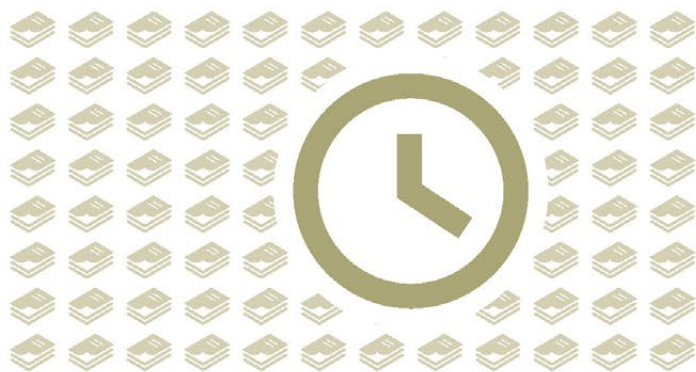
In 2014-15, the Registry received an average of 10,500 documents for registration every working day. The total number increased 1.8 per cent from the previous year to 2,593,581.

These documents provide information on different aspects of a company's operations, covering the articles of association, notifications of appointments, resignations and changes in particulars of company secretaries and directors, changes of registered office addresses, returns on allotments and annual returns.

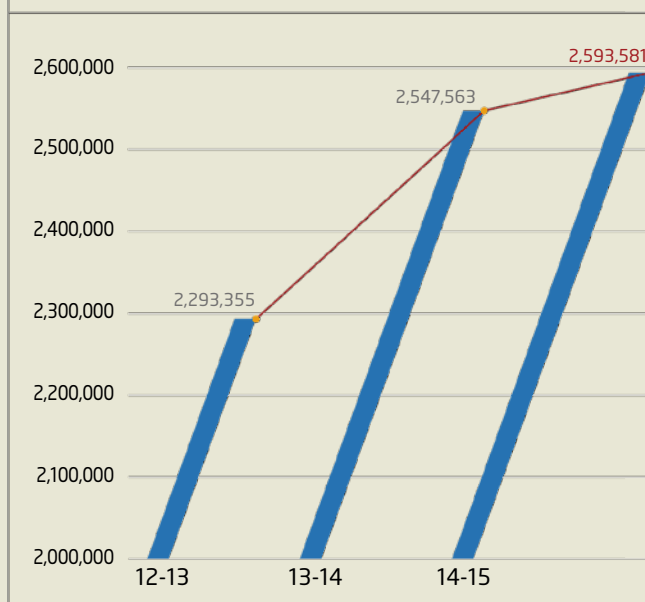


# 10,500

平均每個工作日  
交付本處登記的文件數目  
Average number of documents received  
each working day



交付本處登記的文件數目  
Documents Received for Registration



### 公眾查冊

使用電子查冊服務查閱文件影像紀錄共有 3,752,638 宗，較前一年增加約 5.5%。查閱董事索引的數目共有 335,951 宗，增幅約為 1.7%。而查閱公司資料的數目則為 234,334 宗，輕微下跌 1%。

公眾透過全日 24 小時運作的網上查冊中心 ([www.icris.cr.gov.hk](http://www.icris.cr.gov.hk)) 查閱公司資料的比率超過 99%。客戶繳付一小筆查冊費後，即可連線閱覽或下載公司資料及已登記文件的數碼影像紀錄。透過「註冊易」註冊成立的新公司，其資料在公司註冊成立後便可隨即讓公眾查閱。網上查冊中心設有信用卡或繳費靈網上服務等常用的付款方法，方便客戶以電子方式繳交查冊費用。此外，客戶亦可訂購文件或紀錄的經核證副本，並選擇以郵遞或速遞方式收取，或親自到本處的公眾查冊中

### Public Searches

The number of electronic searches of document image records increased about 5.5 per cent to 3,752,638 compared to that for the previous year. Searches of the Directors' Index rose about 1.7 per cent to 335,951, whereas searches of company particulars edged down 1 per cent to 234,334.

Over 99 per cent of company searches were made through the Registry's Cyber Search Centre ("CSC") ([www.icris.cr.gov.hk](http://www.icris.cr.gov.hk)) on a round-the-clock basis. Particulars of companies and digitised images of documents registered with the Registry can be viewed or downloaded for a small fee. Particulars of new companies incorporated through the e-Registry are available for public inspection immediately upon incorporation. Popular channels such as credit card payment or PPS by Internet have been in place to facilitate electronic payment of search fees. Certified true copies of documents or records can be ordered and delivered to customers by post or courier or collected in person at the Registry's Public

心領取。客戶只須繳交年費，便可以登記成為網上查冊中心的登記聯線用戶，除可以較低的費用查閱公司資料外，並可享有從預付款帳戶扣除查冊費的方便，以及定期收取其查冊紀錄的報告。年內，登記聯線用戶約有 2,500 名。

Search Centre. By payment of an annual fee, customers can register as CSC registered online users who are entitled to lower rates for searching company information. They can also enjoy the convenience of having the search fees deducted from their prepayment accounts and receiving periodical reports on their search activities. There were about 2,500 registered online users during the year.

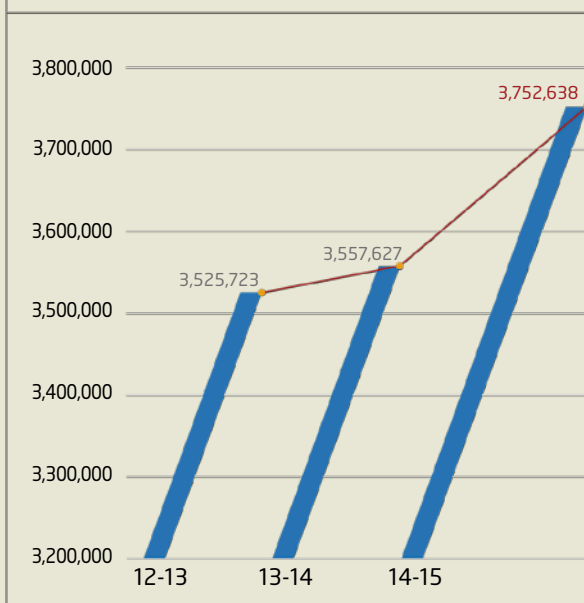


# 3,752,638

在二零一四至一五年度查閱文件影像紀錄的數目

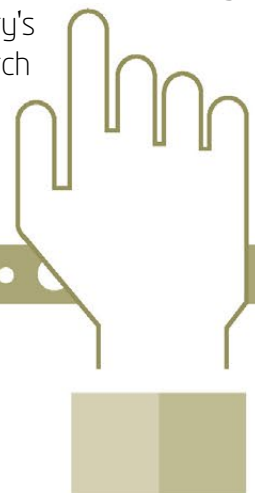
Number of searches of document image records during 2014-15

查閱文件影像紀錄的數目  
Document Image Records Searches



# 99%

透過網上查冊中心查閱公司資料的比率超過 99%  
Over 99 per cent of company searches were made through the Registry's Cyber Search Centre



## 方便營商

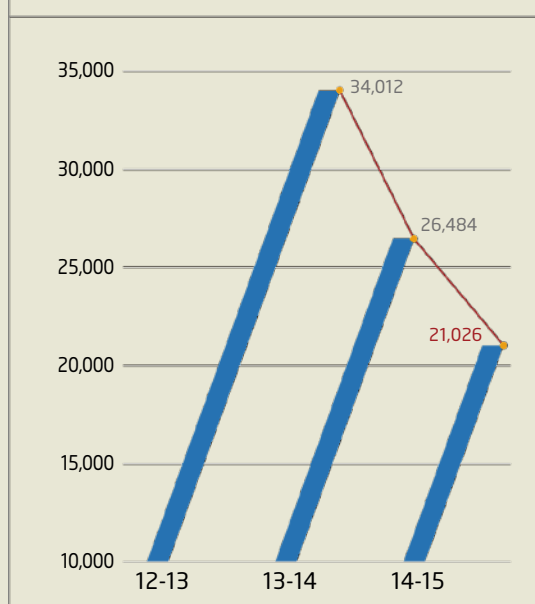
### 押記登記

在二零一四至一五年度，交付本處登記的公司押記總數為 21,026 份，平均每個工作日 85 份，較前一個財政年度下跌 20.6%。在交付本處登記的押記中，約有三分之二與房地產有關。

### Registration of Charges

A total of 21,026 company charges, or an average of 85 per working day, were received for registration during 2014-15. The figure represents a 20.6 per cent drop from the previous financial year. About two-thirds of the charges related to landed property.

交付本處登記的押記數目  
Charges Received for Registration



# 85



平均每個工作日交付本處登記的押記數目

Average number of charges received each working day

### 公司註冊處客戶聯絡小組

公司註冊處客戶聯絡小組（下稱「客戶聯絡小組」）是本處聯繫客戶最重要的渠道之一。成員除了本處的高層人員外，還包括香港律師會、香港會計師公會、香港特許秘書公會、香港銀行公會、中小型企業（下稱「中小企」）和一些主要客戶的代表。客戶聯絡小組定期舉行會議，讓成員就本處各項服務及最新措施交流意見。客戶聯絡小組亦提供了良好及有效的平台，讓我們向客戶介紹本處的政策和工作程序。

### Companies Registry Customer Liaison Group

One of the important channels employed by the Registry to communicate with the public is the Companies Registry Customer Liaison Group ("CRCLG"). Apart from senior Registry officers, it comprises representatives from the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Hong Kong Association of Banks, small and medium enterprises ("SMEs") and some major customers. The CRCLG meets regularly to exchange ideas about the Registry's services and latest initiatives. It is also a useful and effective forum to brief customers on the Registry's policies and procedures.





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

## 盡心竭誠服務客戶

本處致力提供能切合客戶需要及期望的服務，並透過不同渠道與客戶溝通和蒐集客戶對本處服務的意見。

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、交付文件規定、拓展計劃及法例修訂的最新詳盡資料。網站備有繁體中文、簡體中文及英文版。我們定期檢視和更新網站的內容，使客戶了解有關本處的法例和程序上的最新規定。

本處設立的電話諮詢熱線 ((852) 2234 9933)，每周七日、全日 24 小時解答有關本處服務的查詢。來電者亦可利用傳真索取資料小冊子。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。

## Dedicated Customer Services

The Registry is committed to providing services that meet customers' needs and expectations. It uses various channels to communicate with customers and gather feedback on its services.

Through the Registry's website ([www.cr.gov.hk](http://www.cr.gov.hk)), members of the public can gain access to comprehensive and up-to-date information on the Registry's core business activities, filing requirements, development programme and changes in legislation. The website is available in traditional and simplified Chinese and English versions, with its content regularly reviewed and updated so that customers are kept aware of the latest statutory and procedural requirements.

A hotline ((852) 2234 9933) is set up for answering enquiries about the Registry's services on a 24x7 basis. Callers can also obtain information pamphlets from the Registry by fax. The Registry's Help Desk ((852) 8201 8273) operates round the clock to provide technical advice on the use of electronic services.

## 方便營商

本處深信，在設計及提供服務時，了解客戶的需要和期望是不可或缺；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，並派代表拜訪主要客戶以蒐集意見。

The Registry believes that understanding customers' needs and expectations is indispensable to the design and delivery of services. Regular and close contact with customers is the best way to gather feedback. To achieve this, the Registry conducts customer surveys and sends representatives to visit major customers to collect feedback.



## 過渡至新法律框架

### 主要措施

新《公司條例》（香港法例第 622 章）（下稱「新條例」）已於二零一四年三月三日開始實施。新條例的主要目標除了是加強企業管治、確保規管更為妥善，以及使香港的公司法例現代化外，方便營商和照顧中小企的需要亦是一大目標。新條例下的主要措施包括以下各項：

(a) 公司註冊成立：新條例簡化了在香港開辦企業的程序，已廢除公司的組織章程大綱和公司須備有法團印章的強制規定。公司須備有供在外地使用的正式印章的規定亦已放寬。此外，在新條例下，股份面值及股份溢價的概念亦已廢除；

## Transition to New Legal Framework

### Major Initiatives

The new Companies Ordinance, Chapter 622 of the Laws of Hong Kong ("the new Ordinance"), came into operation on 3 March 2014. Other than enhancing corporate governance, ensuring better regulation and modernising the law, a major objective of the new Ordinance is to facilitate business and cater for the needs of SMEs. Major initiatives under the new Ordinance include -

(a) Company incorporation: the new Ordinance simplifies the procedures for starting a business in Hong Kong by removing the memorandum of association and the mandatory requirement of having a common seal. The requirements for a company to have an official seal for use abroad have also been relaxed. Moreover, the par value of shares and the concept of share premium have been abolished under the new Ordinance;

- (b) 內部行政：新條例容許公司在取得成員一致同意的情况下無須舉行周年成員大會，並准許公司使用電子科技在多於一個地點舉行成員大會。新條例亦載明批准或規定向公司作出或由公司作出的通訊的規則；
- (b) Internal administration: a company may dispense with the holding of annual general meetings by obtaining unanimous members' consent under the new Ordinance. A general meeting may be held at more than one location using electronic technology. The new Ordinance also sets out the rules governing communications that are authorised or required to be made to or by companies;
- (c) 資本結構重組：我們就減少股本引入了以償付能力測試作為依據的不經法院替代程序；同時准許所有公司從資本中撥款購買本身股份，但必須通過償付能力測試。我們亦制訂了條文，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；
- (c) Capital restructuring: we have introduced an alternative court-free procedure for reducing capital based on a solvency test while allowing all companies to purchase their own shares out of capital, subject to a solvency test. There are also provisions for a new court-free statutory amalgamation procedure for wholly owned intra-group companies;
- (d) 合規成本：由於新條例准許符合指定規模準則的中小企擬備簡明財務報表及簡明董事報告，而屬於指明資格限額內規模較大的公司亦可選擇擬備簡明報告，因此合規成本得以減輕。新條例使有關財務摘要報告的條文更便於使用，並把條文的適用範圍擴至所有公司；及
- (d) Compliance cost: compliance costs will be reduced as the new Ordinance allows SMEs that meet specified size criteria to prepare simplified financial statements and directors' reports, and larger companies within the specified eligibility limits may also opt for simplified reporting. The summary financial report provisions are made more user-friendly and their application has been extended to all companies; and
- (e) 公司恢復註冊：新條例為簡單個案訂立了以行政方式把已被處長解散的公司恢復註冊的新程序，而無須使用法院程序。此外，新條例簡化了已解散公司藉法院命令而恢復註冊的程序。
- (e) Restoration of company: a new administrative procedure for a company dissolved by the Registrar has been introduced for straightforward cases without the need for recourse to the court. The procedures for the restoration of dissolved companies by court order have also been streamlined.

新條例加強了香港作為營商地的競爭力，並提升了香港作為國際金融和商業中心的地位。世界銀行在其發表的《2015年營商環境報告》中，讚揚香港在新條例下，要求董事更詳細披露利益衝突的規定，是加強了對小股東投資者的保障。香港在保障小股東投資者方面的全球排名，由第三位上升至二零一五年的第二位。

The new Ordinance enhances Hong Kong's competitiveness as a place to do business and strengthens the territory's position as an international financial and commercial centre. In its "Doing Business 2015" report, the World Bank recognised that Hong Kong had strengthened minority investor protection by requiring directors to provide more detailed disclosure of conflict of interest under the new Ordinance. Hong Kong's global ranking in minority investor protection has advanced from third to second for 2015.



## 過渡情況

新條例的過渡情況十分順利。為了加強公眾對新條例的認識，自新條例獲通過後，本處舉辦了超過 70 場簡介會（出席人數超過 16,000 人）。此外，本處亦在網頁上為不同課題設立專設欄目，提供更詳細的資料。方便營商及有助節省成本的新法律框架受到商界的歡迎，從下列的統計數字可見一斑：

## Transition

The transition to the new Ordinance has been very smooth. In an effort to enhance public understanding of the new Ordinance, the Registry has held over 70 briefings (attended by more than 16,000 participants) since the passing of the new Ordinance. Dedicated thematic sections on various topics were also put up on the Registry's website to provide more detailed information. The business community welcomed the new framework which facilitates their businesses and helps save costs, as shown by the following statistics:

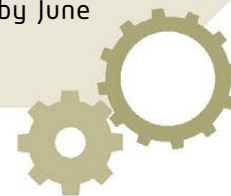
在新條例實施的首個星期，新的法團成立表格的使用率已超過 99%；

Over 99 per cent of companies used new forms for company incorporation in the first week of implementation;



截至二零一四年五月，本處收到的法定表格中已經有八成採用新表格，而截至二零一四年六月，即提交新表格的過渡期屆滿後，新表格的使用率接近 100%；

80 per cent of statutory forms received were in new format by May 2014 and the usage rate of new forms was close to 100 per cent by June 2014, after the transitional period;



約有 55% 以電子方式註冊成立的公司，採納了「註冊易」（[www.eregistry.gov.hk](http://www.eregistry.gov.hk)）提供的組織章程細則範本；

Around 55 per cent of the electronically incorporated companies adopted the new sample articles of association provided at the e-Registry ([www.eregistry.gov.hk](http://www.eregistry.gov.hk));

141 間公司中有 133 間採納了不經法院的替代程序減少股本，該數字為二零一三至一四年度（16 間）的八倍；

133 out of 141 companies adopted an alternative court-free procedure for reducing capital. The figure is eight times the total number of 16 in 2013-14;

17 個公司集團透過不經法院的新程序進行了合併；

17 groups of companies underwent amalgamation through the new court-free procedure;



本處接獲 168 宗採用新程序以行政方式把公司恢復列入公司登記冊的申請，該數目約佔恢復公司註冊申請總數的 46.8%。

168 applications for restoration to the Companies Register using the new administrative procedure were received, which represent about 46.8 per cent of the total number of applications for company restoration.