

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，我們相信這對確保本處運作的效率及效能、保障相關持份者的權益，以及保持公眾對我們的管治能力及誠信的信心和信任，是至為重要。為了維持最高的企業管治標準，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。

Corporate Governance Policy

The Registry is committed to maintaining a high standard of corporate governance which we believe is essential for ensuring the efficiency and effectiveness of the Registry's operations, safeguarding the interests of our stakeholders and sustaining the public's confidence and trust in the Registry's capability and integrity. To uphold the highest standards in this respect, the Registry promulgated its Corporate Governance Policy Statement in May 2012.

公司註冊處企業管治綱領

Companies Registry Corporate Governance Framework



內部監控及問責性

組織架構

截至二零一五年三月底，本處共有 387 名員工，包括 308 名公務員及 79 名合約員工。

Internal Control and Accountability

Organisation Structure

As at the end of March 2015, the total headcount of the Registry was 387, of which 308 were civil servants and 79 were contract staff.

公司註冊處組織圖

Companies Registry's Organisation Chart



管理委員會及轄下專責委員會

管理委員會是本處企業管治綱領的核心。委員會負責訂定策略方向，制訂政策及管理本處的業務，目的是要實踐本處的理想和使命。

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。委員會每月（或因應需要更頻密地）召開會議，討論、檢討並監察本處的主要措施及業務運作，以確保管理妥善及遵從所有有關規例和既定程序。

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，負責發展、部門編制、誠信管理及投資策略等重要範疇。

Management Board and Committees

The Management Board is the core of the Registry's corporate governance framework. The Board is responsible for setting strategic directions, formulating policies and managing the Registry's business affairs with the aim of achieving its vision and mission.

The Board is chaired by the Registrar of Companies and composed of all directorate officers of the Registry. Board Meetings are conducted on a monthly basis, or more frequently if necessary, to discuss, review and monitor the Registry's major initiatives and business operation to ensure proper management and compliance with all relevant regulations and established procedures.

The Board is supported by four dedicated committees which have been set up with clear and specific terms of reference to cover the crucial areas of development, departmental establishment, integrity management and investment strategies.

管理委員會及轄下專責委員會 Board and Committee





報告及審計

本處按照公認會計原則製備周年財務報表，這些帳目並由審計署署長審計。經審計的財務報表，連同匯報本處工作表現及成績的年報，會一併提交立法會省覽，以及上載本處網頁供公眾閱覽。

整體工作及業務計劃

本處每年擬備整體工作及業務計劃，載列短期及長遠策略，以達至業務及政策目標。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，並用以制訂本處的發展計劃及措施。

規則與規例

雖然本處是根據《營運基金條例》（第430章）以營運基金部門運作，但在進行採購及其他工作時仍須遵從適用的政府規則及規例行事。

Report and Audit

The Registry prepares annual financial statements in accordance with generally accepted accounting principles and the accounts are audited by the Director of Audit. The audited financial statements together with an annual report on the Registry's performance and achievements are tabled in the Legislative Council and uploaded onto the Registry's website for public access.

Corporate and Business Plan

The Registry prepares annual Corporate and Business Plan setting out its 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. Once approved, the plan serves as the benchmarks for evaluating the Registry's performance and for formulating its development plan and initiatives.

Rules and Regulations

Whilst operating as a trading fund department under the Trading Funds Ordinance (Cap. 430), the Registry is still required to comply with applicable government rules and regulations when conducting procurement and other activities.



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



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 the Headquarters

企業管治

誠信管理

本處致力維持員工的誠信及崇高的操守標準，定期檢討內部程序及系統，尤其是當運作程序有變時，以找出容易產生貪污問題的地方。本處設有誠信管理委員會，負責統籌和監察本處在誠信管理方面的措施。委員會每年均會制訂誠信管理工作計劃。

本處員工須遵守及遵從《公務員守則》。本處亦鼓勵員工參加由公務員事務局舉辦有關誠信管理的會議、研討會和工作坊。

Integrity Management

The Registry is committed to upholding the integrity and high standards of conduct of its staff. Reviews of internal procedures and systems are conducted regularly to identify any area which is prone to corruption risk particularly when there are changes in operational procedures. The Integrity Management Committee is responsible for coordinating and monitoring integrity management initiatives of the Registry. It also draws up an annual Integrity Management Programme Action Plan.

The Registry's staff members are required to abide by and comply with the Civil Service Code. Staff members are encouraged to attend conferences, seminars and workshops organised by the Civil Service Bureau on integrity management.

廉政公署獲邀為員工舉辦講座
The Independent Commission Against Corruption
was invited to provide talks to staff members



觀看誠信管理影片「《防止賄賂條例》第3條」
Watching an integrity management video entitled
"Section 3 Prevention of Bribery Ordinance"

風險評估及管理

本處為客戶提供全日 24 小時的查冊、公司註冊及文件登記服務。為維持卓越及優質的服務，本處設有健全而有效的風險評估及管理制度，在財務、採購和行政事宜方面提供完備的政策及規例。本處會定期檢討這些政策及規例，以配合不斷轉變的營商環境，遇有重大修訂，會適時知會員工。

Risk Assessment and Management

The Registry provides round-the-clock company search, incorporation and document registration services to its customers. To maintain excellent and high quality services, the Registry has a sound and effective risk assessment and management system with well-established policies and regulations on financial, procurement and administrative matters. These policies and regulations are reviewed regularly to suit the ever-changing business environment and any major updates are brought to the attention of staff members on a timely basis.

本處亦明白，為確保本處服務能運作暢順，一個穩定可靠、配備嚴密保安措施的資訊科技系統至為重要。為此，本處不斷檢討資訊科技策略及功能，以確保配合本處的政策及目標。本處設有資訊科技保安政策及相關指引和指示，藉此為資訊科技的保安建立穩定基礎和向所有員工提供有關處理資訊保安事故的指引。

我們致力迅速回應各種危機，務求維持有效益及有效率的公共服務。本處設有部門應變計劃，載列緊急事故管理及危機處理指引，應付火災、煙薰、水浸、傳染病爆發等情況，或可能導致本處在金鐘道政府合署的辦事處臨時關閉的其他情況。

The Registry also recognises that a stable and reliable information technology ("IT") system equipped with high-level security measures is vital to ensure the smooth operation of its services. To this end, the Registry constantly reviews its IT strategies and functions to ensure alignment with the corporate policies and objectives. An IT Security Policy and related guidelines and instructions are in place to establish a stable foundation for IT security and provide guidance to all staff members on handling security incidents.

We are committed to providing a prompt response to various crises with a view to maintaining the effective and efficient delivery of public services. The departmental Contingency Plan sets out the emergency management and guidelines on handling crisis situations such as fire, smoke damage, flooding, the outbreak of infectious diseases or other circumstances that may cause temporary closure of the Registry's premises in the Queensway Government Offices.



溝通及透明度

服務承諾

本處讓客戶得知各項核心服務的服務承諾及有關服務標準，嚴密監察各項服務的工作表現，每年檢討服務標準並考慮客戶的意見。本處每年都公布服務指標和成績。在二零一四至一五年度，本處超越了所有服務指標，詳情載於附錄 C。

Communication and Transparency

Performance Pledge

The Registry keeps customers informed of its performance pledges and related service standards on the core services it provides. It also closely monitors the performance of its services and reviews service standards every year taking into account customers' feedback. Performance targets and results are published on an annual basis. In 2014-15, the Registry has exceeded all its performance targets, details of which are set out in Appendix C.

與市民的溝通

本處的其中一項核心價值，是關懷和尊重客戶，按照他們的需要和期望制訂服務。本處重視客戶的意見及建議，定期拜訪主要客戶蒐集意見，並進行客戶服務調查。本處不時參與由外間持份者舉辦的研討會和活動，以便向商界介紹本處最新的服務和講解法例及程序上的轉變。

與其他司法管轄區的聯繫

本處繼續增進和建立與內地及其他司法管轄區的對口單位的聯繫。透過這些聯繫，本處得以與其他公司註冊機關就公司規管及註冊事宜交流意見及經驗，並充分掌握其他司法管轄區在企業管治方面的最新發展。

年內，本處代表團出席於南寧舉行的「中國—東盟工商論壇 2014」及於阿拉伯聯合酋長國阿布扎比舉行的「公司註冊論壇 2015」。本處亦接待了來自內地多個政府部門及機構的訪客和官員。

Communication with the Public

One of the core values of the Registry is to care for and respect customers by listening to them and taking into account their needs and expectations when shaping the services we deliver. The Registry values customers' feedback and suggestions and pays regular visits to major customers. It also conducts customer service surveys. To introduce its latest services and explain legislative and procedural changes to the business community, the Registry participates in seminars and activities organised by external stakeholders from time to time.

Liaison with Other Jurisdictions

The Registry continues to foster and develop contacts with its counterparts in the Mainland and other jurisdictions. These contacts enable us to exchange ideas and share experience with other registries on company regulatory and registration issues and keep abreast of the latest development in corporate governance in other jurisdictions.

During the year, delegations from the Registry attended the China Asean Industry and Commerce Forum 2014 in Nanning, and the Corporate Registers Forum 2015 in Abu Dhabi, United Arab Emirates. The Registry also received visitors and officials from a number of Mainland authorities and institutions.



公司註冊處代表團出席於阿拉伯聯合酋長國阿布扎比舉行的「公司註冊論壇 2015」
The delegation of the Companies Registry attended the Corporate Registers Forum 2015 in Abu Dhabi, United Arab Emirates