可持續發展創新猷

Innovate for Sustainable Development

新《公司條例》的實施情況

新《公司條例》（香港法例第 622 章）（下稱「新條例」）為在香港註冊成立和營運的公司訂立了新的企業監管制度，藉此達致四大目的，就是加強企業管治、方便營商、確保規管更為妥善，以及使香港的公司法例現代化。新條例已訂立多項措施，藉以簡化法定程序、減輕公司的合規成本，以及照顧中小企的需要。

二零一五至一六年度是實施新條例的第二年。新條例的實施情況十分順利，商界廣泛採用了其中方便營商及有助節省成本的新措施。達標情況從下列的統計數字可見一斑：

* 以電子方式成立的新公司約有 59% 採納了本處在「註冊易」(www.eregistry.gov.hk) 提供的組織章程細則範本；

* 在 182 間減少股本的公司中，有 180 間採用不經法院的替代程序；

* 在本處接獲把公司恢復列入公司登記冊的申請中，有 358 份申請使用以行政方式恢復公司註冊的程序，約佔了恢復公司註冊申請總數的 56%；及

* 有 29 個公司集團透過不經法院的新程序進行了合併。

開放式基金型公司

目前，新條例對公司減少股本設有種種規限，因此，開放式投資基金只可在香港法例下以單位信託的形式成立，而不得以公司形式成立。為了提供法律框架以便把開放式基

Implementation of the New Companies Ordinance

The new Companies Ordinance ("CO"), Chapter 622 of the Laws of Hong Kong, introduced a new corporate regulatory regime for the incorporation and operation of companies in Hong Kong to achieve four main objectives - enhance corporate governance, facilitate business, ensure better regulation and modernise Hong Kong's company law. A number of measures have been introduced under the new CO to simplify statutory procedures, reduce the compliance costs of companies and cater for the needs of small and medium-sized enterprises.

2015-16 marked the second year of the implementation of the new CO. Operation under the new regime has been very smooth, with the business community widely adopting the new initiatives which aim to facilitate business and save costs. The following are some statistics for the year which exemplify the achievement of the objectives:

* around 59% of the new companies incorporated electronically adopted the sample articles of association provided at the e-Registry (www.eregistry.gov.hk);

* 180 out of 182 companies which reduced their capital made use of the alternative court-free procedure;

* 358 applications for restoration of companies to the Companies Register using the administrative restoration procedures were received, which represented about 56% of the total number of applications for company restoration; and

* 29 groups of companies amalgamated through the new court-free procedure.

Open-ended Fund Companies

Currently, an open-ended investment fund may be established under the laws of Hong Kong in the form of a unit trust, but not in corporate form owing to various restrictions on capital reduction under the CO. To provide for a legal framework to introduce a new

金型公司的新結構引入香港，政府當局於二零一六年一月把《2016年證券及期貨（修訂）條例草案》提交立法會審議。該條例草案已於二零一六年六月二日經立法會通過，而當《證券及期貨條例》所需制訂的附屬法例獲通過成為法例後，新制度便會開始實施。

由於開放式基金型公司會以投資基金工具的形式成立，因此證券及期貨事務監察委員會將擔任開放式基金型公司的主要監管機構，而公司註冊處將會負責執行開放式基金型公司成立為法團的登記工作，以及相關法定企業文件的存檔工作。運作細則及各項程序事宜會在證券及期貨事務監察委員會根據《證券及期貨條例》制訂的新附屬法例中訂明。

善用創新科技提升服務

為達致「受世界認同為卓越的公司註冊處，為社會提供優質服務」的理想，本處一向領先應用創意和科技來拓展電子服務，藉以方便營商和提高工作效率。此舉有助鞏固香港作為主要國際商業和金融中心的地位。

公司註冊處綜合資訊系統

「公司註冊處綜合資訊系統」（下稱「綜合系統」）最初於二零零五年推出，用以取代以前零散的操作系統。自此，該系統成為本處核心的資訊科技系統，為客戶提供便捷及優質的電子服務。多年來，本處不斷為綜合系統進行提升工程，藉以落實法例和程序上的改變，以及配合一日千里的科技發展。綜合系統現時透過網上查冊中心、公司查冊流動版服務及「註冊易」入門網站，提供多項電子服務。

open-ended fund company ("OFC") structure in Hong Kong, the Government introduced the Securities and Futures (Amendment) Bill 2016 into the Legislative Council in January 2016. The Bill was passed by the Legislative Council on 2 June 2016 and the new regime will come into operation after the enactment of the necessary subsidiary legislation under the Securities and Futures Ordinance.
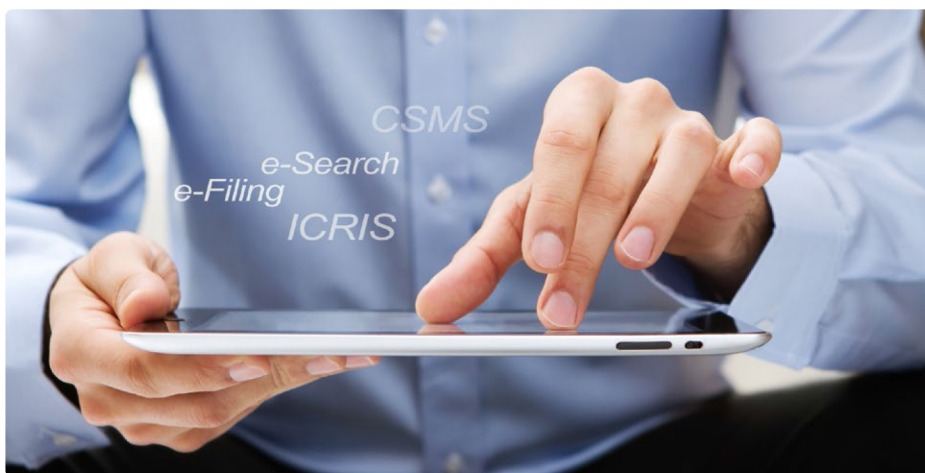
Given that OFCs will be set up as an investment fund vehicle, the Securities and Futures Commission will be the primary regulator of OFCs and the Companies Registry will be responsible for the administration and registration of the incorporation documents and the statutory corporate filings of OFCs. The detailed operational and procedural matters will be set out in new subsidiary legislation to be made by the Securities and Futures Commission under the Securities and Futures Ordinance.

Riding with Technology to Enhance Services

To achieve our vision of world-wide recognition as an excellent Companies Registry giving the community a quality service, we have been at the forefront to apply innovative ideas and technology to expand our electronic services to facilitate the conduct of business and enhance work efficiency. This has helped strengthen Hong Kong's status as a major international commercial and financial centre.

Integrated Companies Registry Information System

The Integrated Companies Registry Information System ("ICRIS") was first launched in 2005 to replace its former fragmented operating systems. Since then it has been the core information technology ("IT") system in the Registry to provide efficient, convenient and high quality electronic services to its customers. Over the years, ICRIS has undergone continuous enhancements to implement legislative and procedural changes and to keep pace with the accelerated technological advancement. It now provides a wide range of electronic services through the Cyber Search Centre, the Company Search Mobile Service and the e-Registry portal.

- 電子查冊

  本處的網上查冊中心（www.icris.cr.gov.hk）全日 24 小時提供的網上查冊服務，方便易用。現時在網上查閱公司資料的比率超過 99%。公眾人士可隨時查閱登記冊內所載的資料，包括公司資料及文件數碼影像紀錄。透過「註冊易」在網上註冊成立的新公司的資料，可在公司註冊成立後隨即讓公眾查閱。

- 公司查冊流動版服務

  隨着使用智能手機和流動裝置日益普及，本處積極提升電子查冊服務，於二零一二年推出「公司查冊流動版服務」（下稱「流動版服務」），讓客戶可隨時隨地使用智能手機及流動裝置，在本處的流動網頁（www.mobile-cr.gov.hk）查閱公司的基本資料。由於服務深受公眾歡迎，本處於二零一四年年底為該項服務新增更多查冊功能。在二零一五至一六年度，使用流動版服務進行查冊的數目每日超過 9,000 宗。流動版服務不但方便營商，公眾人士更可即時取得最新的公司資料。為了進一步提升電子查冊服務，本處已於二零一六年五月推出全面的流動版服務，藉以涵蓋所有電子查冊服務及功能。

- e-Search

  The Registry's Cyber Search Centre ("CSC") (www.icris.cr.gov.hk) which provides user friendly and convenient company search services via the internet operates round-the-clock throughout the year. Over 99 per cent of company searches are now made online through the CSC. Members of the public can readily access information on the Register which includes particulars of companies and digitised image records of documents. Particulars of new companies incorporated online through the e-Registry are available for public inspection immediately upon incorporation.

- Company Search Mobile Service

  In recognition of the increasing popularity of smart phones and mobile devices, the Registry took the initiative to enhance its e-Search service. The Company Search Mobile Service ("CSMS") was introduced in 2012 to enable our customers to conduct searches on basic company information anytime and anywhere using their smart phones and mobile devices at our mobile website (www.mobile-cr.gov.hk). The service has been well received and more search functions were added in late 2014. In 2015-16, more than 9,000 company searches are conducted daily at the CSMS. This not only facilitates the conduct of business in Hong Kong but also enables our customers to obtain the most up-to-date company information at their fingertips. To further enhance the e-Search service, the Registry launched a revamped CSMS in May 2016 to cover a full range of search services and functions.

- 電子提交文件服務

  自二零一一年起，本處已透過「註冊易」入門網站（www.eregistry.gov.hk）提供一站式公司註冊及商業登記服務。「註冊易」是一個綜合電子平台，讓客戶可在網上提交公司註冊成立的申請書及法定文件。「註冊易」多年來陸續推出了多項服務，現時客戶可透過該網站享用全面的電子提交文件服務，包括提交 84 款新《公司條例》及《公司（清盤及雜項條文）條例》所指明的表格。這不單利便公司資料的申報及披露，更能提高公司提交法定文件的效率。為了向公司提供更便捷及可隨時隨地使用的電子提交文件服務，本處現正研發流動版電子表格提交服務，讓客戶可透過其流動裝置填寫並提交較常提交的表格，此項新服務預計將於二零一七年推出。

- 其他增值服務

  為了便利公司及其高級人員履行交付周年申報表的責任，本處在「註冊易」為所有本地公司及註冊非香港公司免費提供「周年申報表 e 提示」服務。公司如已在「註冊易」登記成為公司用戶，便會自動收到提示公司提交周年申報表的電子通知書。客戶亦可訂用「監察易」服務，以監察其公司的文件存檔情況，或當其關注的公司的資料有任何變更時，接收電子通知。

資訊系統發展策略

綜合系統已運作超過十年。為配合不斷轉變的業務需要，本處多年來進行了多項重大的系統提升工程。為善用發展一日千里的資訊科技以應付本處的業務需要，本處於二零一五年年初委託顧問公司進行「部門資訊科技規劃」研究，全面檢討本處的資訊科技系統及相關的基礎設施，協助本處制訂

- e-Filing

  Since 2011, the Registry has been providing a one-stop electronic service for company incorporation and business registration at the e-Registry portal (www.eregistry.gov.hk), which is an integrated electronic platform for online submission of applications for company incorporation and statutory documents. More services have been added over the years and customers can now access a full range of electronic filing service through the e-Registry covering a total of 84 forms specified under the new CO and the Companies (Winding Up and Miscellaneous Provisions) Ordinance. This not only facilitates the reporting and disclosure of company information but also delivers efficiencies for statutory filing. To provide the companies with more convenient e-filing services anywhere anytime, the Registry is developing a Mobile e-Form Filing service by which users can complete and submit the commonly filed forms through their mobile devices. This new service is expected to be rolled out in 2017.

- Other Value-added Services

  To facilitate companies and their officers to comply with their obligations in delivering annual returns, an Annual Return e-Reminder Service is available at the e-Registry free of charge for all local companies and registered non-Hong Kong companies. Companies which have registered Company User Accounts with the e-Registry will automatically receive electronic notifications for filing annual returns. Customers may also subscribe to the e-Monitor service to monitor the filing position of their own companies or receive electronic notifications about changes of information concerning companies in which they are interested.

Information System Development Strategy

ICRIS has been in operation for more than a decade with a host of major system enhancements implemented over the years to cater for the continuous changes in our business needs. To leverage the rapid advancements in IT for meeting the business needs of the Registry, the Registry commissioned a consultant in early 2015 to conduct a Departmental Information Technology Planning ("DITP") study encompassing a comprehensive review of the Registry's IT

未來五年的資訊科技策略，並建議應推行的資訊科技項目。該項研究已於二零一六年年初完成，顧問公司已向本處建議研發一個全新的一站式電子平台，用以提供優質及個人化的文件登記及查冊服務，新平台將由完善穩健、安全及可擴充的資訊科技基礎設施加以支援。系統提升工程可包括一些個人化服務，例如顯示公司主要詳情的儀錶板、個人化的電子硬碟及新的查冊功能和特點，以方便營商。

前瞻

隨着「部門資訊科技規劃」研究於二零一六年年初完成，本處已着手計劃落實研究報告的建議，包括在未來五年全面翻新綜合系統及設立新一代資訊科技基礎設施。在綜合系統的翻新工作未完成之前，本處會繼續進行其他系統提升工程，以落實推出流動版電子表格提交服務及開放式基金型公司制度等新措施。

systems and the related infrastructure. The study aimed to help formulate the Registry's IT strategy and recommend IT projects for the next five years. It was completed in early 2016 and the consultant has recommended the Registry to develop a brand new one-stop e-Platform for delivering quality and personalised document registration and searching services, supported by a robust, secure and scalable IT infrastructure. The enhancements may include some personalised services, such as dashboards showing key company information and personal e-Drives and new search functions and features to facilitate businesses.

Looking Ahead

With the completion of the DITP study in early 2016, the Registry has started to plan for the implementation of the proposals recommended in the study, which include a complete revamp of ICRIS and the establishment of a new generation IT infrastructure in the next five years. Before the completion of the ICRIS revamp, we will continue with other system enhancements to implement new initiatives, including the implementation of the Mobile e-Form Filing Service and the OFC regime.