



企業管治 Corporate Governance

企業管治政策

作為企業監管機構，本處十分重視良好的企業管治。優良的企業管治不但能提高本處的效率及效能，還能提升公眾對我們的管治能力及誠信的信心和信任。本處相信，透過一個能幹及講求問責的管理委員會、具透明度及適時的匯報系統、完善穩健的內部監控系統、有效的風險管理措施、對企業社會責任的承諾，加上建基於本處員工及客戶的需要和公眾的整體利益的管治方針，可有助達致最高的企業管治標準。為此，本處於二零一二年五月發出了全面的公司註冊處企業管治政策聲明。

Corporate Governance Policy

As a corporate regulator, the Registry acknowledges and attaches great importance to good governance as it affects not only the efficiency and effectiveness of the Registry but also the public's confidence and trust in its capability and integrity. We believe that the highest standards of corporate governance are best fulfilled through a competent and accountable management board, transparent and timely reporting systems, robust internal control systems, effective risk management and commitment to corporate social responsibility, while taking into account the needs of our staff and customers and the public interest as a whole. To this end, the Registry issued a comprehensive Corporate Governance Policy Statement in May 2012.

公司註冊處企業管治綱領

Companies Registry Corporate Governance Framework



組織架構

截至二零一六年三月底，本處共有 386 名員工，包括 316 名公務員及 70 名合約員工。

管理委員會及轄下專責委員會

本處已設立管理委員會，作為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，目的是實踐本處的理想和使命。

管理委員會由公司註冊處處長領導，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，監督本處的運作和表現。各委員亦討論、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。

管理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，為管理委員會提供穩固和專業的支援。這些專責委員會亦會向管理委員會作出建議，以加強本處的企業管治。

規管及問責性

整體工作及業務計劃

本處每年均提交整體工作及業務計劃予財經事務及庫務局局長批核。有關計劃包括年度及中期策略，以達致本處的業務及政策目標。經批核的計劃便會成為衡量本處表現的準則，並據此制訂本處的發展計劃及策略。

Organisation Structure

As at the end of March 2016, the Registry had 386 employees, of whom 316 were civil servants and 70 were contract staff.

Management Board and Committees

At the core of its corporate governance framework, the Registry has set up a Management Board which is responsible for setting strategic directions, formulating policies and managing the Registry's business affairs with a view to achieving its vision and mission.

The Board is headed by the Registrar of Companies and composed of all directorate officers of the Registry. The Board meets every month, and more frequently if necessary, to oversee the operations and performance of the Registry. Members will also discuss, review and monitor the Registry's major initiatives and business operation to ensure proper management of the same and compliance with all relevant regulations and established procedures.

Four dedicated committees covering the crucial areas of development, departmental establishment, integrity management and investment strategies have been set up with clear and specific terms of reference to provide solid and professional support to the Management Board. They also make recommendations to the Board for enhancing the governance of the Registry.

Regulation and Accountability

Corporate and Business Plan

Every year, the Registry submits a Corporate and Business Plan to the Secretary for the Financial Services and the Treasury for approval. It covers both the annual and medium range plans for achieving the Registry's business and policy objectives. The approved plan serves as the benchmark against which the Registry's performance is measured. It also forms the basis for devising the Registry's development plan and strategies.

管理委員會及轄下專責委員會 Board and Committees



報告及審計

本處按照公認會計原則編製周年帳目報表，並由審計署署長審計。按照《營運基金條例》的規定，經審計的帳目報表，連同匯報本處工作表現及成績的年報，每年均須提交立法會省覽。為堅守透明度原則，本處亦會把報告上載至本處網頁供公眾閱覽。

Report and Audit

The Registry compiles annual accounts in accordance with generally accepted accounting principles and the accounts are audited by the Director of Audit. Pursuant to the provisions of the Trading Funds Ordinance, the audited accounts together with an annual report on the Registry's performance and achievements are tabled in the Legislative Council each year. To uphold the principle of transparency, the Registry will also post the reports onto its website for public access.

規則與規例

雖然本處是根據《營運基金條例》以營運基金部門運作，但在進行採購及其他財務工作時仍須遵從適用的政府規則及規例行事。為此，本處發出內部運作指引和通告，藉此向員工提供遵從規定方面的指導。

Rules and Regulations

Although the Registry operates as a trading fund department under the Trading Funds Ordinance, it is still required to follow applicable government rules and regulations when conducting procurement and other financial activities. Internal operational guidelines and circulars are issued to provide guidance to staff members on compliance with these requirements.

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



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



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

誠信管理

本處全力支持政府在香港提倡廉潔風氣及維持廉潔守正的公務員隊伍的工作。本處重視誠信管理，這方面的工作大致涵蓋培育價值信念、制訂和維持員工崇高的廉潔操守、檢討程序及系統、進行培訓、為員工提供指引及執行法定規例和準則。本處頒布了誠信管理計劃，闡述本處的誠信管理行政架構，以及現時為促進員工廉潔奉公、誠信不阿的操守而採取的措施。

誠信管理委員會負責監管誠信管理計劃的實施進度，並統籌本處在誠信管理方面的措施。委員會亦就改善誠信管理的措施提出建議，供公司註冊處處長考慮。

Integrity Management

The Registry is dedicated to supporting the Government's sustained efforts to entrench an ethical culture and maintain a clean and honest civil service in Hong Kong. The Registry attaches importance to integrity management, which broadly covers the cultivation of values, setting and maintaining a high standard of probity amongst staff, procedure and system review, conducting training and providing guidance for staff and undertaking enforcement of the requirements/standards set. The Registry has promulgated an Integrity Management Plan which sets out the integrity management administration structure and measures currently in place in the Registry to promote integrity and probity amongst staff.

The Integrity Management Committee is responsible for monitoring the progress of implementation of the Integrity Management Plan and coordinating integrity management initiatives of the Registry. It also makes recommendations for improvement measures in relation to integrity management for consideration by the Registrar of Companies.



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"



危機管理

資訊科技保安

本處明白資訊科技保安對全日 24 小時為客戶提供優質服務的重要性。鑑於網絡保安威脅有上升的趨勢，本處檢討了資訊科技保安政策，以確保相關政策及程序能配合科技進步、國際發展和業界標準。本處亦十分注重加強員工的資訊科技保安意識，以便在員工同心協力下，本處可以在一個安全、穩定及可靠的平台包括網上查冊中心、「註冊易」及流動版服務提供電子服務。

在二零一五至一六年度，本處參與了由政府資訊科技總監辦公室在全政府進行的資訊保安審計工作。本處亦參加了由香港警務處網絡安全及科技罪案調查科主辦的網絡安全演習。

業務持續運作計劃

危機事件會影響本處向公眾提供正常服務，因此為了讓本處在處理危機事件時能夠作出迅速決定，本處針對不同的危機（例如發生火警、停電、綜合系統出現故障或爆發流感大流行）制訂了部門應變計劃，當中載列了相應的緊急應變管理措施和指引。該計劃旨

Risk Management

IT Security

The Registry recognises the importance of IT Security in the provision of round-the-clock high quality services to its customers. In view of the rising trend of cyber security threats, we have reviewed the IT security policies to ensure that the policies and procedures are in pace with technological advancements, international developments and industry standards. We also put great emphasis on reinforcing staff awareness on IT security so that with their concerted efforts, our electronic services, including the CSC, e-Registry and CSMS, could be provided on secure, stable and reliable platforms.

In 2015-16, the Registry participated in a government-wide security information audit exercise conducted by the Office of the Government Chief Information Officer. The Registry also joined the Cyber Security Drill carried out by the Cyber Security and Technology Crime Bureau of the Hong Kong Police Force.

Business Continuity Plan

To enable the Registry to make speedy decisions in handling crisis situations which affect the normal delivery of public services, a departmental contingency plan setting out the emergency management and guidelines on emergency response to various crises such as fire, power failure, breakdown of ICRIS, or influenza pandemic has been formulated. The plan aims to enhance the

在提高員工的意識，讓員工明白如何以最佳效能和效率，在提供公眾服務或使服務恢復正常運作中，肩負起各自的角色並採取必要的行動。

持份者的參與

服務承諾

我們致力為公眾提供高效率、具成本效益和優良的服務，為此，我們自一九九三年公司註冊處營運基金成立以來，一直採用服務承諾。本處每年會公布服務指標和成績，嚴密監察工作表現及工作量的增減，並且考慮客戶的期望和意見，每年檢討服務標準。在二零一五至一六年度，本處的表現超出服務指標，詳情載於附錄 C。

與市民的溝通

本處很重視客戶的需要和期望，設有完善的溝通渠道以蒐集不同層面客戶的意見。我們透過本處網站 (www.cr.gov.hk)，告知市民關於本處核心業務、法例修訂、提交文件規定及拓展計劃的最新詳盡資料。市民只須登記使用本處的電子資訊服務，便可取得有關本處各項服務及新措施方面的最新資訊。本處設立的電話諮詢熱線 ((852) 2234 9933)，全日 24 小時解答有關本處服務的查詢。本處服務組 ((852) 8201 8273) 亦全日 24 小時運作，解答有關使用電子服務的技術問題。

本處不時拜訪主要客戶，藉此宣傳服務及蒐集意見以優化我們的服務。為了向商界介紹本處最新的服務，本處經常參與由專業團體舉辦的研討會和活動。

staff's understanding of their roles and the necessary actions that they have to take in providing public services or resuming normal operations in the most effective and efficient manner.

Engagement with Stakeholders

Performance Pledge

As part of our commitment to providing efficient, cost-effective and quality services to the public, we have introduced performance pledges since the establishment of the Companies Registry Trading Fund in 1993. The Registry publishes its performance targets and results annually and closely monitors the performance and fluctuations in workload. Service standards are reviewed annually, taking into account customers' expectations and comments. In 2015-16, we have more than achieved our performance targets, details of which are set out in Appendix C.

Communication with the Public

The Registry values the needs and expectations of our customers. We have well-established communication channels to collect the views and opinions of different customer groups. Through the Registry's website (www.cr.gov.hk), we inform and update the public on the Registry's core business, changes in legislation, filing requirements and our development programmes. The public can subscribe to the Registry's electronic news service ("e-News service") to receive updates on the Registry's services and new initiatives. An enquiry hotline ((852) 2234 9933) is set up for answering enquiries about the Registry's services round-the-clock. A help desk ((852) 8201 8273) to provide technical advice for using the electronic services of the Registry also operates on a 24-hour basis.

The Registry pays courtesy visits to major customers to promote our services and gather comments to refine our services. To showcase its latest services to the business community, the Registry frequently participates in seminars and activities organised by professional bodies.

公司註冊處客戶聯絡小組

公司註冊處客戶聯絡小組是供主要持份者就本處各項服務及新措施交流意見的最重要平台之一。成員包括本處的高層人員，以及香港律師會、香港會計師公會、香港特許秘書公會、香港銀行公會、中小型企業和一些主要客戶的代表。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，並藉此蒐集客戶的意見以了解他們的需要和期望。

Companies Registry Customer Liaison Group

The Companies Registry Customer Liaison Group ("CRCLG") is one of the most important forums for key stakeholders to exchange views and ideas on the Registry's services and initiatives. The CRCLG comprises senior Registry officers and 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 and some of our major customers. Through regular meetings, senior officers of the Registry brief members on the Registry's policies and procedures and gather customers' views with a view to understanding their needs and expectations.



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

與其他公司註冊機構的聯繫

本處已建立與內地對口單位的聯繫，並不斷加強與其他司法管轄區的公司註冊機構的聯繫。這些聯繫有助我們就公司註冊服務的提供及其他司法管轄區在企業管治方面的發展，與其他公司註冊機構交流意見和經驗，此舉亦有助本處制訂新的措施和策略，以提升服務質素。

年內，本處代表團出席在上海舉行的滬港外資註冊合作交流 10 周年的慶祝紀念活動；前赴新加坡參加商業電子登記技術工作坊，並到新加坡會計與企業管理局進行考察訪問。在二零一五至一六年度，本處接待了來自內地及海外多個機構的訪客和官員。

Liaison with Other Registries

The Registry has established links with its counterparts in the Mainland and continuously fosters links with registries in other jurisdictions. These contacts enable us to exchange ideas and share experience with other registries regarding the provision of company registration services and the development of corporate governance in other jurisdictions, which in turn help us formulate new initiatives and strategies in enhancing the quality of our services.

During the year, delegations from the Registry attended Commemorative Activities in Shanghai to celebrate the 10th Anniversary of the Shanghai/Hong Kong Co-operation and Exchange on Foreign Investment Enterprise Registration, a Technical Workshop on Business e-Registrations and a study visit to the Accounting and Corporate Regulatory Authority in Singapore. In 2015-16, the Registry received visitors and officials from a number of Mainland and overseas authorities.



「公司註冊論壇技術工作坊2016」
Corporate Registers Forum Technical Workshop 2016



為慶祝香港特別行政區成立二十周年，「公司註冊論壇 2017」將於香港舉行，本處會擔任這次會議的主辦單位。「公司註冊論壇 2017」將提供寶貴的機會，讓來自世界各地的公司註冊機構人員會面，互相分享公司註冊管理的最新發展。我們亦可藉此良機，向全球展示新《公司條例》在香港的成功實施。

The Registry will organise and host the Corporate Registers Forum in Hong Kong in 2017 in celebration of the 20th Anniversary of the establishment of the Hong Kong Special Administrative Region. The forum will provide a valuable opportunity for corporate registrars from all over the world to meet and share the latest developments in corporate registry management. We could also take the chance to showcase the successful implementation of the new Companies Ordinance in Hong Kong to the world.