



邁向新里程





過去二十五年來，本處取得重大的發展及成績。藉著善用創意和先進科技，本處由一個以紙本模式運作的部門，演變成一個先進的電子化部門。截至二零一八年三月底，在公司登記冊上的本地公司數目增至 140 萬間，與一九九三年比較，增加三倍。

二零一四年三月三日新《公司條例》的成功實施，是本處歷史的一個重要里程碑。新條例旨在加強企業管治、方便營商、確保規管得宜，以及使香港的公司法例現代化，從而提升香港的競爭力，並鞏固香港作為國際金融和商業中心的地位。

邁向新里程，本處已準備就緒，以肩負起新角色和職能。

The Registry has seen considerable growth and achievements over the past 25 years. Riding on innovative ideas and new technology, the Registry has transformed itself from a paper-based registry to a highly electronic one. From 1993 to the end of March 2018, the number of local companies on the Companies Register has increased threefold to 1.4 million.

The successful implementation of the new Companies Ordinance ("CO") on 3 March 2014 signified a major milestone in the history of the Registry. Through enhancing corporate governance, facilitating business, ensuring better regulation and modernising Hong Kong's company law, the new CO strengthens Hong Kong's competitiveness and position as an international financial and commercial centre.

Marching into the new era, the Registry has equipped itself to take up new roles and functions.



NEW MILESTONES



信託或公司服務提供者發牌制度

為加強香港打擊洗錢及恐怖分子資金籌集的監管制度以遵從財務行動特別組織制訂的標準，本處自二零一八年三月一日起，已根據《打擊洗錢及恐怖分子資金籌集條例》(第615章)(下稱「《打擊洗錢條例》」) 肩負作為信託或公司服務提供者的發牌當局的新使命。在新的發牌制度下，信託或公司服務提供者須按照規定向公司註冊處處長(下稱「處長」)申請牌照，並須符合「適當人選」準則，方可在香港經營提供信託或公司服務的業務。處長亦獲賦權批給、拒絕批給、續批、暫時吊銷或撤銷牌照，及施加或更改牌照條件。

本處在九龍灣設立新辦事處，即「信託及公司服務提供者註冊辦事處」，以實施及執行發牌制度。本處亦已推出新網站(www.tcsp.cr.gov.hk)，就新發牌制度提供詳細資料。信託或公司服務提供者牌照申請人可在該網站以電子方式提交申請。該網站亦免費提供查閱「信託或公司服務持牌人登記冊」的服務。

Licensing of Trust or Company Service Providers

In an effort to enhance Hong Kong's regulatory regime for combating money laundering and terrorist financing to comply with standards set by the Financial Action Task Force, the Registry has taken up a new role as the licensing authority for trust or company service providers ("TCSPs") under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) ("AMLO") since 1 March 2018. Under the new licensing regime, TCSPs are required to apply for a licence from the Registrar of Companies ("the Registrar") and satisfy a "fit-and-proper" test before they can provide trust or company services as a business in Hong Kong. The Registrar is also empowered to grant, refuse to grant, renew, suspend or revoke a licence, and impose or vary any conditions in relation to a licence.

A new office, the Registry for Trust and Company Service Providers, has been set up in Kowloon Bay to administer and enforce the licensing regime. A new website (www.tcsp.cr.gov.hk) has also been launched to provide detailed information relating to the new licensing regime. Applicants for TCSP licences may submit applications electronically at the website. Free searches of the Register of TCSP Licensees are also provided on the website.





公司備存重要控制人登記冊

為履行香港作為財務行動特別組織的成員司法管轄區的國際責任，立法會於二零一八年一月二十四日通過《2018 年公司（修訂）條例》，藉此提升法團擁有權的透明度。在新制度下，所有在香港成立為法團的公司均須取得和保存實益擁有權的最新資料，以備存重要控制人登記冊，供執法人員查閱。新規定已於二零一八年三月一日實施。

為了協助公司遵從新規定，本處向公司登記冊上的所有本地公司發出共 139 萬封信，向他們解釋新法例規定。此外，本處亦在網頁 (www.cr.gov.hk) 設立一個專設欄目，就新規定提供有用資料。截至二零一八年三月三十一日，本處已就新規定回覆了超過 18,000 宗口頭查詢及 1,600 宗電郵查詢。

加大執法力度

本處為了有效履行新的角色及職能，已展開對公司和信託或公司服務提供者進行有力的實地巡查計劃，確保他們遵從相關的《公司條例》及《打擊洗錢條例》下的法例規定。在實地巡查信託或公司服務提供者時，本處亦會查核有關遵從打擊洗錢及恐怖分子資金籌集規定的紀錄，以確保他們已制訂適當的政策、制度及措施以執行客戶盡職審查及備存相關的紀錄。而相若的實地巡查及合規審查亦擴展至適用於持牌放債人，以實施及執行《放債人條例》(第 163 章)。

Keeping of Significant Controllers Registers by Companies

In order to fulfil Hong Kong's international obligations as a member jurisdiction of the Financial Action Task Force, the Companies (Amendment) Ordinance 2018 was enacted by the Legislative Council on 24 January 2018 to enhance the transparency of corporate ownership. Under the new regime, all companies incorporated in Hong Kong are required to obtain and maintain up-to-date beneficial ownership information, by way of keeping a Significant Controllers Register, for inspection by law enforcement officers on demand. The new requirements have come into operation on 1 March 2018.

To facilitate compliance, the Registry has sent a total of 1.39 million letters to all local companies on the Companies Register to explain the new statutory requirements. Moreover, a dedicated thematic section has been set up on the Registry's website (www.cr.gov.hk) to provide useful information on the new requirements. Up to 31 March 2018, over 18,000 verbal enquiries and 1,600 email enquiries on the new requirements have been answered.

Strengthening our Enforcement Efforts

To carry out its new roles and functions effectively, the Registry has embarked on vigorous site inspection programmes on companies and TCSPs to ensure their compliance with the statutory requirements under the CO and the AMLO respectively. Checks on anti-money laundering and counter-terrorist financing compliance records have also been carried out during the site inspections on TCSPs to ensure that they have put in place proper policies, systems and measures on the conduct of customer due diligence and related record-keeping. Similar site inspections and compliance checks have been extended to licensed money lenders in the administration and enforcement of the Money Lenders Ordinance (Cap. 163).



年內，本處亦加大力度，對未有根據新《公司條例》提交周年申報表及帳目的擔保公司，採取更適時和有效的執法行動。為確保公司登記冊載有最新的資料，本處加強行動，把不再營運的公司剔除。

During the year, the Registry also strengthened its efforts to take more timely and effective enforcement actions against guarantee companies which defaulted in the filing of annual returns and accounts under the new CO. To ensure that information on the Companies Register is up-to-date, the Registry stepped up its actions to strike off companies which are no longer in operation.

引入「開放式基金型公司」

當局於二零一八年七月引入名為「開放式基金型公司」的新公司形式。根據《證券及期貨條例》(第 571 章)，本處主要負責開放式基金型公司成立為法團及法定法團文件存檔的事宜。引入新的開放式基金型公司結構，將拓展香港的基金類型及銷售網絡，並推廣香港作為基金產品的源頭，以深化並擴闊香港資產管理業的規模。這些發展能帶動對專業服務的需求，亦有助鞏固香港的國際金融中心地位。

Introduction of Open-ended Fund Companies

A new type of companies, the open-ended fund companies ("OFC"), was introduced in July 2018 with the Registry being primarily responsible for the incorporation and statutory corporate filings of OFC under the Securities and Futures Ordinance (Cap.571). The new OFC structure diversifies Hong Kong's fund types, expands the fund distribution network and promotes fund origination in Hong Kong to deepen and broaden Hong Kong's asset management industry. These in turn drive demand for professional services and help strengthen Hong Kong's position as an international financial centre.

全面翻新「公司註冊處綜合資訊系統」

我們已於二零一六年完成一項「部門資訊科技規劃」研究，該項研究包括全面檢討本處的資訊科技系統及相關基礎設施。隨後，本處已展開全面翻新資訊系統的招標工作，藉以推行「新一代公司註冊處綜合資訊系統」(下稱「全面翻新的資訊系統」)的項目。在未來五年，全面翻新的資訊系統最終會成為本處資訊科技的關鍵性基礎設施，取代現時支援本處核心業務運作的所有資訊系統，包括收取文件及款項、文件掃描、文件登記及公眾查冊服務。

Revamp of the Integrated Companies Registry Information System

With the completion of the Departmental Information Technology Planning study in 2016, encompassing a comprehensive review of the Registry's IT systems and the related infrastructure, the Registry embarked on a tendering exercise to implement a project entitled "the Next Generation of Integrated Companies Registry Information System for the Companies Registry" ("Revamped ICRIS") to revamp its information systems. In the next five years, the Revamped ICRIS will eventually replace all existing information systems as a mission-critical IT cornerstone of the Registry supporting its core business operations, including the receipt of documents and payments, document scanning, registration and public search services.

全面翻新的資訊系統將由完善穩健、安全及可擴充的資訊科技基礎設施支援。這資訊系統將透過一站式網站 - 一個集合所有相關資訊、應用程式及本處與持份者進行互動的單一平台，提供所有電子服務，給客戶帶來優化及一致性的體驗。透過連接公司查冊、提交文件及其他電子服務的統一的接入點，客戶將可在單一平台更有效率地將業務資料提交本處登記。全面翻新的資訊系統提供優質及個人化的文件登記服務及具備新功能和特點的查冊服務，以方便營商。

網站轉型

本處現時的網站 (www.cr.gov.hk) 於一九九七年首次推出。在二零一七年，本處完成了對全面翻新現時網站的研究工作。全面翻新工程現已按照研究的建議展開，預計於二零一九年年初完成。

翻新工程旨在優化網站設計，藉以提供一個更有效率和成效的渠道讓本處與不同界別的持份者溝通。此外，無論是在提供電子服務還是發布資訊方面，翻新工程將會為本處的所有網站構築一個全新及一致性的面貌。

The Revamped ICRIS will be supported by a robust, secure and scalable IT infrastructure. The enhancements will also bring about improvement and consistency in customers' experience through the provision of a one-stop website for all electronic services - a single platform for all relevant information, applications and the Registry's interaction with stakeholders. Through a unified access to business applications such as company searches, filing of documents and other electronic services, customers will be able to submit business information for registration more efficiently using a single platform. Quality and personalised document registration and searching services with new search functions and features will be available to facilitate businesses.

Website Transformation

The Registry completed a study in 2017 on revamping the Registry's current website (www.cr.gov.hk), which was first launched in 1997. Based on the recommendations of the study, the revamp has begun with a target for completion in early 2019.

The revamp aims to improve the website design to provide a more effective and efficient channel for communicating with different stakeholder segments. In addition, the revamp will establish a consistent branding across all websites of the Registry in terms of the provision of electronic services as well as information dissemination.

