

# 促進信譽優良的營商環境

## Promoting a Trusted Business Environment



面對瞬息萬變的營商環境，令香港繼續成為廉潔而具吸引力的營商之都至為重要。為此，本處致力促進可信賴的監管環境，使投資者和各行業有信心在香港取得成功。過去一年，我們實施了多項監管措施，旨在保持市場透明及增強香港打擊洗錢及恐怖分子資金籌集的能力。

With an ever-changing business environment, it is essential that Hong Kong continues to be a clean and attractive place for business. The Registry strives to promote a trusted regulatory environment so that investors and businesses are confident in their pursuits of success in Hong Kong. Over the past year, we have implemented several regulatory initiatives in an effort to keep the market transparent and enhance Hong Kong's anti-money laundering and counter-terrorist financing ("AML/CTF") capabilities.

## 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，信託或公司服務提供者新發牌制度於二零一八年三月一日實施。新制度的實施為信託或公司服務提供者的監管展開新的一頁，也是香港首次對信託或公司服務提供者行業實施法定發牌制度，並以本處為監管當局。

在新制度下，信託或公司服務提供者必須符合「適當人選」準則，方可獲批牌照在香港經營提供信託或公司服務業務。信託或公司服務持牌人須遵從所有相關的法例規定，包括法定的客戶盡職審查及備存紀錄的規定。本處人員會進行實地巡查或會見，以確保信託或公司服務提供者牌照申請人及持牌人遵從所有相關規定。

新制度可有效淘汰不良及有問題的信託或公司服務提供者，並確保持牌人遵從有關規定，有助鞏固香港作為主要國際金融和商業中心的地位。由於香港絕大部分的行業都有使用信託或公司服務持牌人的服務，新制度亦可加強商界以信託或公司服務提供者作為可信賴的合作夥伴的信心。

截至二零一九年三月三十一日，本處共收到 7,258 份牌照申請，本處批出了 6,419 個信託或公司服務提供者牌照，另有 411 宗申請不獲批准或被撤回。

## Trust or Company Service Provider Licensing Regime

To strengthen Hong Kong's regulatory regime to combat money laundering and terrorist financing, a new licensing regime for trust or company service providers ("TCSPs") has been implemented since 1 March 2018. The introduction of the new regime turned a new page in the regulation of TCSPs in Hong Kong. For the first time, Hong Kong's TCSP sector is subject to a statutory licensing regime administered by a regulatory authority, namely, the Registry.

Under the new regime, TCSPs must pass a "fit-and-proper" test before a licence is granted for carrying on a trust or company service business in Hong Kong. TCSP licensees must comply with all relevant statutory requirements, including the statutory customer due diligence and record-keeping requirements. Officers of the Registry conduct site inspections or interviews to ensure that applicants for TCSP licences and licensees are compliant with all relevant requirements.

The new regime effectively screens out unscrupulous and problematic TCSPs. It ensures licensees' compliance with the relevant requirements and helps strengthen Hong Kong's position as a major international financial and business centre. As the vast majority of businesses in Hong Kong are using the services provided by TCSP licensees, the new regime also reinforces the confidence of the business community in the TCSP sector as trusted partners.

Up to 31 March 2019, 7,258 applications were received for the grant of a TCSP licence. 6,419 licences were granted with 411 applications rejected or withdrawn.

## 重要控制人登記冊制度

為了提升法團擁有權的透明度，二零一八年三月一日實施的《2018 年公司（修訂）條例》訂定公司須備存重要控制人登記冊的新規定。所有在香港成立為法團的公司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。為協助公司按照新規定編製重要控制人登記冊，本處自二零一八年一月底已設立專設熱線。截至二零一九年三月三十一日，本處共接獲超過 27,000 宗口頭查詢及近 2,000 宗電郵查詢，而共有超過 949,000 人次瀏覽本處網站「重要控制人登記冊」專欄。為確保公司妥善備存重要控制人登記冊，本處會定期進行實地巡查，巡查結果顯示大部分公司均符合規定，情況令人滿意。

## 加強執法

為履行香港作為「財務行動特別組織」成員司法管轄區的責任，本處亦已把打擊洗錢及恐怖分子資金籌集的工作定為重點工作，在年內加強本處的執法能力。為確保公司遵從《公司條例》下的法例規定，本處已擴大法規執行組轄下的巡查小組，以強化對公司進行的實地巡查。巡查小組就《公司條例》下有關展示公司名稱、備存各項紀錄（包括但不限於成員登記冊、董事登記冊、公司秘書登記冊及重要控制人登記冊）的規定，進行合規審查。本處亦在「信託及公司服務提供者註冊辦事處」之下設立新的巡查小組和法規執行小組，確保信託或公司服務提供者牌照的申請人及持牌人遵從新的打擊洗錢及恐怖分子資金籌集的法例規定。就涉及違規的個案，本處會視乎情況發出傳票以提出檢控。本處亦主動把並非正在營運或經營業務的公司的名稱從公司登記冊中剔除，使公司登記冊反映最新的情況。

## Significant Controllers Register Regime

To enhance the transparency of corporate ownership, new requirements for the keeping of Significant Controllers Registers (“SCRs”) by companies were introduced under the Companies (Amendment) Ordinance 2018 on 1 March 2018. Companies incorporated in Hong Kong are required to obtain and maintain up-to-date beneficial ownership information by way of keeping a SCR. The SCR should be open for inspection by law enforcement officers upon demand. To assist companies in their preparation of the SCR according to the new requirements, a dedicated hotline has been made available since late January 2018. Up to 31 March 2019, over 27,000 verbal enquiries and nearly 2,000 email enquiries were received. There were over 949,000 visits to the dedicated section on SCRs on the website of the Registry. To ensure the proper keeping of SCRs, the Registry conducted site inspections regularly. The results of the inspections were satisfactory and show that most of the companies complied with the requirements.

## Enhanced Enforcement

To fulfil Hong Kong's obligation as a member jurisdiction of the Financial Action Task Force, we have also prioritised the Registry's work on AML/CTF by strengthening our enforcement capacity during the year. To ensure that companies comply with the statutory requirements under the Companies Ordinance, the Registry has expanded the Inspection Unit of the Enforcement Section to enhance the site inspection programme on companies. The Inspection Unit conducts compliance checks with regard to the requirements on the display of company names and the keeping of various records under the Companies Ordinance, including but not limited to the Register of Members, Register of Directors, Register of Company Secretary and the Significant Controllers Register. New inspection and enforcement teams were also set up in the Registry for TCSPs to ensure that the new statutory AML/CTF requirements are complied with by applicants and holders of TCSP licences. Prosecution summonses will be issued where appropriate in cases of default. The Registry also takes proactive action to strike off companies which are not in operation or carrying on business in order to maintain an up-to-date Companies Register.

與此同時，本處的放債人註冊辦事處亦進行實地巡查及合規審查，以施行《放債人條例》（第163條）並進行執法，同時確保持牌放債人妥善遵從打擊洗錢及恐怖分子資金籌集的規定。持牌放債人須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程序及備存相關的紀錄。牌照法庭已對放債人牌照施加更嚴格的牌照條件。

## 打擊洗錢新指引

為配合政府持續打擊洗錢及恐怖分子資金籌集的工作，本處在年內就信託或公司服務持牌人及持牌放債人分別實施了兩份新的打擊洗錢及恐怖分子資金籌集指引。

## 向放債人施加額外牌照條件

自二零一八年十月起，政府向持牌放債人再施加兩項更嚴格的牌照條件。根據新的牌照條件，放債人必須遵從上段所述指引內所載列的打擊洗錢及恐怖分子資金籌集的規定。如貸款申請涉及諮詢人，放債人亦須在批出貸款之前，向該等諮詢人取得書面同意。

In parallel, the Money Lenders Section of the Companies Registry also conducts site inspections and compliance checks in the administration and enforcement of the Money Lenders Ordinance (Cap. 163) and to ensure that AML/CTF requirements are properly complied with by licensed money lenders. Licensed money lenders have to ensure that they put in place proper policies, systems and measures to conduct customer due diligence procedures and keep related records. More stringent licensing conditions have been imposed by the Licensing Court on money lenders.

## New Anti-Money Laundering Guidelines

To foster the Government's ongoing efforts in combating money laundering and terrorist financing, the Registry implemented two new AML/CTF Guidelines for holders of TCSP licences and Licensed Money Lenders in the year.

## Additional Licensing Conditions for Money Lenders

Since October 2018, two more stringent licensing conditions have been imposed on licensed money lenders. Under these new conditions, a money lender is required to comply with specific AML/CTF requirements as set out in the AML/CTF Guideline. A money lender is also required, if a referee is involved in a loan application, to obtain such referee's written consent before granting the loan.

