

# 跨越挑戰共成長

## Growing through Challenges



儘管經濟情況充滿挑戰及難以預測，年內新公司註冊成立的數目，以及截至二零二二年三月底公司登記冊上本地公司的數目與前一年相若，反映出投資者對在港營商的信心。為協助企業應對**2019**冠狀病毒病疫情的打擊，本處已實施紓困措施以減輕企業的負擔，並在推行各項規管制度及措施時盡量採取便利營商的立場。

除了發展一個單一的網上綜合平台以優化電子服務和提升客戶使用服務的體驗外，本處繼續在創意和新科技等方面投放資源，以便採用嶄新方法提供服務。我們深信，憑藉本處的堅實穩固基礎，本處定能克服**2019**冠狀病毒病疫情所帶來的挑戰。

Despite the challenging and unpredictable economic conditions, the number of new companies incorporated during the year and the number of local companies on the Register at the end of March 2022 were comparable to the previous year, reflecting investors' confidence in doing business in Hong Kong. To help enterprises cope with the impact of the COVID-19 pandemic, the Registry has implemented measures to provide relief to enterprises and strived to take a facilitative stance when implementing its regulatory regimes and initiatives.

We continue to invest in innovative ideas and new technology to embrace new ways of offering services, in addition to the development of a single integrated online platform to improve delivery of electronic services and enhance customer experience. We are confident that, with a strong foundation, we will be able to overcome the COVID-19 pandemic.

## 支援企業的紓困措施

由於**2019**冠狀病毒病疫情為企業帶來前所未有的衝擊，政府在二零二零至二一年度財政預算案中宣布推出多項「撐企業、保就業」的紓困措施。本處根據《2020年公司（費用）（修訂）規例》（下稱《修訂規例》），寬免在二零二零年十月一日至二零二二年九月三十日（下稱「寬免期」）交付本處的所有周年申報表的登記費用（逾期交付的周年申報表除外），為期兩年。

## Relief Measures to Support Enterprises

Given the unprecedented impact of the COVID-19 pandemic on businesses, the Government announced various relief measures in the 2020-21 Budget to support enterprises and safeguard jobs. Under the Companies (Fees) (Amendment) Regulation 2020 ("the Amendment Regulation"), the registration fees for all annual returns (except for those delivered late) are waived for two years from 1 October 2020 to 30 September 2022 ("the concession period").

在寬免期內，公司如依時交付周年申報表，便可受惠於登記費寬免措施。依時交付的周年申報表包括有股本的私人公司、有股本的公眾公司，及擔保有限公司在公司的申報表日期後的42日內交付的周年申報表；以及註冊非香港公司在註冊周年日後的42日內交付的周年申報表。

自《修訂規例》實施後，在二零二零至二一年度及二零二一至二二年度分別有515,193間公司及1,042,634間公司，向本處交付周年申報表時受惠於這項寬免措施。

## 為在大灣區營商提供便利

大灣區建設是內地城市、香港和澳門發展藍圖中的重大發展戰略。香港可善用其優越的地理位置，以及作為國際金融中心的卓越國際地位，藉此加速大灣區的金融及經濟發展，並促進區內整體經濟的持續增長。為了維持香港有利的營商環境，本處會透過便利在香港開辦企業、促進高水平的企業管治、維持高效率的公司註冊制度、加強執法及推行新措施，繼續致力發展信譽優良的營商環境。

Companies would benefit from the waiver of registration fees if they deliver annual returns to the Registry during the concession period on time within 42 days after the company's return date for private companies having share capital, public companies having share capital and companies limited by guarantee; and within 42 days after the anniversary of registration for registered non-Hong Kong companies.

Since the implementation of the Amendment Regulation, 515,193 and 1,042,634 companies have benefited from the waiver of registration fees for their annual returns in 2020-21 and 2021-22 respectively.

## Facilitating Businesses in the Greater Bay Area

The development of the Greater Bay Area is accorded the status of key strategic planning in the development blueprint of the Mainland cities, Hong Kong and Macao. Hong Kong can leverage its superior location and remarkable international status as an international financial centre to accelerate the financial and economic development of the Greater Bay Area and pursue continued growth for the overall economy. To maintain a favourable business environment in Hong Kong, the Registry will continue to contribute to the development of a trustworthy business environment by facilitating startup of businesses, promoting a high standard of corporate governance, maintaining a highly efficient company registration system, reinforcing enforcement and implementing new initiatives.

## 公司登記冊查冊安排

為了在確保公眾可繼續查閱公司登記冊的同時，加強對敏感個人資料的保障，年內本處已完成立法工作，以施行《公司條例》下尚未實施的新查冊安排。新查冊安排現正分三個階段實施，以配合預計將於二零二三年年底完成的綜合資訊系統全面翻新計劃。

第一階段已於二零二一年八月二十三日實施，容許公司在其登記冊上以董事的通訊地址代替通常住址，及董事和公司秘書的部分身分識別號碼代替完整號碼予公眾查閱。

第二階段將於二零二二年十月二十四日實施，容許公司登記冊中董事索引所載的通常住址及完整的身分識別號碼（下稱「受保護資料」），以通訊地址及部分身分識別號碼代替，讓公眾查閱。新安排將適用於在這階段開始實施後提交本處登記的文件。「指明人士」（包括執法機構、律師、會計師、金融機構等）可為履行訂明職能而向本處申請要求取覽董事等人的受保護資料。

最後階段將於二零二三年十二月二十七日實施，容許資料當事人以其通訊地址及部分身分識別號碼，取代已獲本處登記的文件所載的受保護資料，讓公眾查閱。

## Inspection Regime of the Companies Register

To enhance protection of sensitive personal information while keeping up the transparency of the Register, a legislative exercise to effect the yet-to-commence new inspection regime provided under the Companies Ordinance was completed during the year. The new inspection regime is being implemented in three phases to align with the revamp project of the ICRIS, which is targeted to be completed by end-2023.

The first phase, which has been in effect since 23 August 2021, allows companies to replace the usual residential addresses of directors with their correspondence addresses and replace the full identification numbers (“IDNs”) of directors and company secretaries with the partial IDNs on their own registers for public inspection.

The second phase will be implemented on 24 October 2022, allowing the usual residential addresses and full IDNs (“the Protected Information”) on the Index of Directors on the Register to be replaced with correspondence addresses and partial IDNs for public inspection. The arrangement will apply to documents filed for registration after the commencement of this phase. “Specified persons”, including law enforcement agencies, solicitors, accountants, financial institutions, etc, could request access to Protected Information of directors and other persons for stipulated functions.

The last phase, which will be implemented on 27 December 2023, will allow data subjects to request for replacing their Protected Information contained in documents registered with the Registry with their correspondence addresses and partial IDNs for public inspection.

## 新一代公司註冊處綜合資訊系統的發展

2019冠狀病毒病疫情令世界變得不一樣，至少加速了社會及工作場所的數碼發展。由於實施社交距離措施和減少面對面接觸，電子化公共服務變得更加重要。為了持續改善服務以應對業界不斷變化的發展需要，以及符合公眾對更穩定、更安全和更高效服務的希望，年內本處繼續推展「新一代公司註冊處綜合資訊系統」的發展項目（下稱「全面翻新的資訊系統」）。

該發展項目預計將於二零二三年年底完成，旨在全面翻新現時各資訊系統，以建立一個單一的網上綜合平台，支援本處主要業務的運作及日後各項的電子服務。全面翻新的資訊系統擁有的可擴展性可應對本處或政府未來推行的新措施。系統將具備高度的穩健性，以加強的系統保安和可靠性能，支援本處在公司註冊及企業管治監管的職能。

## 有限合夥基金的唯一業務識別碼

許多司法管轄區的政府已實施唯一業務識別碼，以便在各種業務交易及規管互動中以獨有的方式識別法律實體，令公營及私營機構一同受益。實施唯一業務識別碼，可幫助政府提升公共服務水平及更有效監管法律實體，同時亦可減輕實體的行政及合規負擔。

為了維持香港作為國際金融中心的領導地位，本處已分階段向在處長規管下的實體實施唯一業務識別碼。本處與稅務局共同協力實施新措施，八位數字的商業登記號碼將被採用為唯一業務識別碼。在第一階段，有限合夥基金已率先於二零二一年十一月一日實施唯一業務識別碼，而第二階段將會涵蓋其他類型的實體（例如根據《公司條例》成立或註冊的公司及開放式基金型公司），待二零二三年年底推出全面翻新的資訊系統後，實施唯一業務識別碼。

## Development of the Next Generation of the Integrated Companies Registry Information System

The COVID-19 pandemic has reshaped the world or, at the very least, has accelerated the digital development in the community and workplace. With social distancing and decreasing reliance on face-to-face interactions, electronic service delivery becomes more important. In order to remain responsive to evolving business needs and meet public expectations for more stable, secured and efficient services, the Registry continued to press ahead the development project – “The Next Generation of ICRIS for the Companies Registry” (“the Revamped ICRIS”) during the year.

This project, which is targeted to be completed by end-2023, aims to revamp the existing information systems in order to develop a single integrated online platform that supports the Registry’s main business operations and future electronic services. The Revamped ICRIS will also be scalable in supporting any new initiatives of the Registry or the Government. It will be built with a high level of availability and robustness in order to support company registration and company governance regulatory functions with enhanced security and reliability.

## Unique Business Identifier for Limited Partnership Funds

Governments in numerous jurisdictions have introduced the Unique Business Identifier (“UBI”) to uniquely identify legal entities in various business transactions and regulatory interactions, benefiting both the public and private sectors. The implementation of UBI assists governments in enhancing public service delivery and regulating entities more effectively, while decreasing administrative and compliance burdens on entities.

To maintain Hong Kong’s leading position as an international financial centre, the Registry initiated a phased implementation of UBI for entities under the administration of the Registrar. With the concerted effort of the Inland Revenue Department, the 8-digit Business Registration Number will be adopted as the UBI. As the first phase of implementation, UBI for LPFs came into effect on 1 November 2021. Other types of entities, such as companies incorporated or registered under the Companies Ordinance and OFCs, will be covered in the second phase upon the launch of the Revamped ICRIS by end-2023.



## 開放式基金型公司制度和有限合夥基金制度下的基金遷冊機制

開放式基金型公司制度和有限合夥基金制度分別於二零一八年七月和二零二零年八月引入香港，投資基金現時除了可以沿用已久的單位信託的形式，亦可以公司或有限責任合夥的形式在香港成立。本處就此擔當管理角色，負責處理開放式基金型公司成立為法團的工作，並為有限合夥基金註冊。本處與有關金融監管機構緊密合作，以確保開放式基金型公司的法定文件存檔工作和有限合夥基金制度得以順利執行。實施該兩個制度，旨在透過引入新的基金結構和優化現有基金結構，鼓勵基金在香港落戶和營運。

為了進一步增加該兩個制度的吸引力，並鼓勵資產和財富管理業務在香港發展，政府根據《2021年證券及期貨（修訂）條例》及《2021年有限合夥基金及商業登記法例（修訂）條例》，於二零二一年十一月一日在該兩個制度下引入新的基金遷冊機制，以吸引現有的非香港投資基金落戶香港。在新的基金遷冊機制下，根據香港以外司法管轄區的法律以公司或有限責任合夥形式成立的基金，如符合本港有關新基金註冊為開放式基金型公司或有限合夥基金的相同資格規定，可申請在香港分別註冊為開放式基金型公司或有限合夥基金。遷冊來港後，基金會如本港其他新成立的開放式基金型公司或有限合夥基金般，享有相同的權利和承擔相同的責任。現時，本處在遷冊方面的角色，與本處在開放式基金型公司和有限合夥基金的成立或註冊方面所擔當的角色相若。

## Re-domiciliation Mechanisms under the Open-ended Fund Company and Limited Partnership Fund Regimes

With the introduction of the OFC and LPF regimes in July 2018 and August 2020 respectively, in addition to the long-established form of a unit trust, an investment fund may also be established in Hong Kong in the form of a company or a limited partnership. The Registry takes the role in managing the incorporation of OFCs and the registration of LPFs. It collaborates closely with the relevant financial regulators to ensure the smooth corporate filings of OFCs and administration of the LPF regime. The implementation of the two regimes aims at encouraging fund formation and operation in Hong Kong through diversifying and enhancing fund structures.

To further enhance the attractiveness of the OFC and LPF regimes and spur the development of the asset and wealth management business in Hong Kong, new fund re-domiciliation mechanisms under the OFC and LPF regimes were introduced on 1 November 2021 under the Securities and Futures (Amendment) Ordinance 2021 and the Limited Partnership Fund and Business Registration Legislation (Amendment) Ordinance 2021 to attract existing non-Hong Kong investment funds to re-locate to Hong Kong. Under the new fund re-domiciliation mechanisms, a fund set up in the form of a company or a limited partnership under the law of a jurisdiction outside Hong Kong may apply for registration as an OFC or a LPF in Hong Kong respectively if it meets the same set of eligibility requirements for a new fund to be registered as an OFC or a LPF. Upon re-domiciliation, the fund will have the same rights and obligations as any other newly established OFCs or LPFs in Hong Kong. Currently, the role of the Registry in re-domiciliation is comparable to that of the Registry in the incorporation or registration of new OFCs and LPFs.

## 信託及公司服務提供者註冊辦事處

作為信託或公司服務提供者的監管當局，本處致力加強香港打擊洗錢及恐怖分子資金籌集的能力。任何人擬在香港經營信託或公司服務業務，須向處長申請牌照，並須通過「適當人選」評定，方會獲批給牌照。信託或公司服務持牌人須遵從《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》)所載的法例規定，並須承擔法例上的責任，例如客戶盡職審查和備存紀錄等規定。本處透過制訂一套更穩健的風險為本方案去監管信託或公司服務提供者，從而繼續加強執法，以確保業界遵從《打擊洗錢條例》所載的反洗錢及恐怖分子集資規定、本處發出的牌照條件及指引。

本處人員會進行實地巡查、會見及非現場監察，以確保牌照申請人及持牌人遵從相關規定。本處會視乎違規個案的情況，發出勸喻信或警告信、提出檢控或採取紀律行動(包括公開譴責、罰款及勒令作出糾正)。本處會繼續提升能力及接觸信託或公司服務提供者業界，務求讓業界加深認識洗錢及恐怖分子集資的風險並減低有關風險。

## 加強對放債人的規管

放債人註冊處處長的職責由處長兼任。處長繼續致力加強及優化施加於持牌放債人的規管措施。

## The Registry for Trust and Company Service Providers

As the regulator of trust or company service providers (“TCSPs”), the Registry is committed to reinforcing Hong Kong’s capabilities in combating money laundering and terrorist financing. Any person seeking to carry on a trust or company service business in Hong Kong is required to apply for a licence from the Registrar and must satisfy a “fit-and-proper” test before a licence is granted. TCSP licensees must comply with statutory requirements under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) (“AMLO”) and adhere to legislative obligations such as customer due diligence and record-keeping. By developing a more robust risk-based approach in the supervision of TCSPs, the Registry continues to step up efforts to enforce sectoral compliance of the anti-money laundering and counter-terrorist financing requirements set out in the AMLO, the licensing conditions and the guidelines of the Registry.

The Registry conducts onsite inspections, interviews and offsite monitoring to ensure that the applicants for TCSP licences and licensees are in compliance with the relevant requirements. For non-compliant cases, the Registry may, where appropriate, issue advisory or warning letters, or take prosecution or disciplinary actions (including public reprimands, pecuniary penalties and remedial orders). The Registry will continue to enhance its capacity and reach out to the TCSP sector in order to improve their understanding and mitigation of the risks of money laundering and terrorist financing.

## Enhancing the Regulation of Money Lenders

The Registrar of Money Lenders, whose role is performed by the Registrar, continues to work towards enhancing and refining the regulatory measures on licensed money lenders.

繼《放債人牌照適當人選準則的指引》於二零二一年一月二十九日發布後，放債人註冊處處長於二零二一年四月一日引入了額外補充資料頁（下稱「補充資料頁」）。申請放債人牌照或放債人牌照續期的人士，在提交申請書及其他所需文件時，須一併交付補充資料頁，以協助放債人註冊處處長考慮申請人及有關人士是否經營放債業務的適當人選。

由二零二一年四月一日起，申請新的放債人牌照的人士，必須連同其申請書遞交其放債業務的業務計劃，以顯示申請人對放債業務全面了解，並就經營放債業務準備就緒。申請人須提供是否具備所需資源執行業務計劃的全面資料，且了解並願意遵從《放債人條例》（第163章）條文及其他規定。本處已發布《放債人牌照申請人遞交業務計劃的指引》，載述業務計劃所應包括的主要資料項目，以供申請人參考。

放債人註冊處處長致力確保持牌放債人遵從牌照條件。牌照法庭由二零二一年三月開始在放債人牌照上施加一項額外的牌照條件及兩項修訂的牌照條件，《有關放債人牌照的牌照條件指引》亦已作出相應修訂，為持牌人就更新了的牌照條件的各項規定提供指引。而在進行實地巡查及非現場監察時，會一併進行相關的合規審查。

放債人註冊處處長亦透過進行定期調查，監察放債業的發展，並在檢討《放債人條例》（第163章）條文上提供支援，包括政府最近建議調整借貸活動的法定貸款利率上限。

Following the publication of the Guideline on Fit and Proper Criteria for Licensing of Money Lenders on 29 January 2021, the Registrar of Money Lenders introduced additional Supplementary Information Sheets (“SISs”) with effect from 1 April 2021. Applicants for the grant or renewal of money lenders licences are required to deliver the additional SISs with their applications and other required documents to facilitate the Registrar of Money Lenders to consider whether the applicants and the related persons are fit and proper for carrying on the money lending business.

With effect from 1 April 2021, applicants for new money lenders licences are required to submit a business plan for their money lending business with their applications to demonstrate that they have a comprehensive understanding of the business and are ready to carry on the business. The applicants have to provide comprehensive information on the availability of necessary resources to execute the business plan and the knowledge of and readiness to comply with the provisions of the Money Lenders Ordinance (Cap. 163) and other requirements. A Guideline on Submission of Business Plan by Applicant of a Money Lenders Licence setting out the key items of information that should be included in the business plan was promulgated for applicants’ reference.

The Registrar of Money Lenders will make every effort to ensure compliance of licensing conditions by licensed money lenders. With the imposition of an additional and two revised conditions on money lenders licences starting from March 2021, the Guidelines on Licensing Conditions of Money Lenders Licence have been revised to provide guidance to licensees on the requirements of the updated licensing conditions. Relevant compliance checking is covered in the onsite inspections and offsite monitoring.

The Registrar of Money Lenders also monitors development of the sector through regular surveys, and provides support to the review of the provisions of the Money Lenders Ordinance (Cap. 163), including Government’s latest proposal to adjust the statutory ceilings on interest rates for lending activities.