

THIRTY YEARS  
OF

PEER



CHART A NEW CHAPTER

同行三十載 共譜新篇章



三十年的發展歷程，成就今日的公司註冊處。本處與各同儕一同成長，砥礪前行。在方便營商和為客戶提供優質服務的工作上，本處一直力臻完善，竭誠盡職。

我們通過應用創新科技和拓展電子服務，迅速回應瞬息萬變的業務環境，致力提升客戶使用服務的體驗。開發單一網上綜合平台，目的是探求為公眾提供電子服務的新方式。我們推行各項規管制度和措施，積極把握每個機會，提升香港作為理想營商之都的競爭力。

The journey we started 30 years ago has led us to where we are today. The Registry has grown and evolved together with the peers and has always targeted to do the best to fulfil its commitment to facilitate businesses and provide quality services to customers.

Through innovation and expansion of our electronic services, we remain responsive to the dynamic business environment and are committed to enhancing customer experience. The development of a single integrated online platform explores a new way of offering electronic services to the public. With a view to enhancing the competitiveness of Hong Kong as an ideal place to do business, we strive to seize every opportunity by implementing various regulatory regimes and initiatives.



## 《2023年公司(修訂)條例》

成員大會的舉行方式受《公司條例》(第622章)和《公司(章程細則範本)公告》(第622H章)(下稱《章程細則範本公告》)的條文，以及公司本身的組織章程細則條文規限。於二零二三年四月二十八日起實施的《2023年修訂條例》旨在使《公司條例》和《章程細則範本公告》更切合時宜，以明確容許公司以全虛擬模式或混合模式舉行成員大會。此舉可為公司提供便利，讓其因應本身的情況和需要，暢順而有效地處理公司事務。

為確保因應《2023年修訂條例》而作出的新安排能順利落實，本處已發出《公司舉行虛擬或混合式成員大會的良好作業模式指引》，並舉辦網上講座，參加者超過4,000人。

## Companies (Amendment) Ordinance 2023

The manner of holding a general meeting is governed by the provisions in the Companies Ordinance (Cap. 622), the Companies (Model Articles) Notice (Cap. 622H) ("Model Articles"), as well as the company's own articles of association. The Amendment Ordinance 2023 which came into operation on 28 April 2023 seeks to modernise the Companies Ordinance and the Model Articles to expressly cater for the scenario of companies holding fully virtual or hybrid general meetings. This will facilitate companies in conducting corporate affairs smoothly and effectively having regard to their own circumstances and needs.

To ensure smooth implementation of the new arrangements arising from the Amendment Ordinance 2023, the Registry has issued the "Guidance Note – Good Practice on Holding Virtual or Hybrid General Meetings" and organised webinars with over 4,000 attendees.

## 新一代公司註冊處綜合資訊系統的發展

回顧上世紀九十年代初，一如當時其他的機構及企業，本處以紙本模式系統已足以應付日常運作和提供服務。隨着香港經濟迅速發展及公司數目急速增長，為了照顧客戶的需要，本處於九十年代後期使用縮微膠卷和電腦系統，以提供更具效率的資料查閱和本處其他現場服務。二零零五年和二零一一年推出的網上查冊中心和「註冊易」，兩個獨立入門網站分別提供全日24小時，便捷的網上查冊及電子交付文件服務。

公司登記冊上的公司數目已大幅增至逾140萬間。為了迅速回應不斷轉變的業務需要，迎合市民對更穩定、安全及高效服務的期望，本處繼續進行「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」）。該發展項目預計於二零二三年年底完成，本處的資訊系統屆時將譜寫新的篇章。現有的系統會全面翻新，由一個單一的網上綜合平台取代，以支援本處主要業務運作及日後各項電子服務。全面翻新的資訊系統將具擴展性，可應對本處或政府未來推行的新措施。系統的安全及可靠程度均會有所提高，並具備可用性高和穩健性高的特點，以支援本處在公司註冊及企業管治監管方面的職能。

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

Dating back to the early 90s, like other organisations and businesses, a paper-based system had sufficed for the Registry's daily operations and delivery of services. With the rapid development of Hong Kong's economy and growth in the number of companies, a microfilm system and computer-based system were used in the late 90s to provide more efficient access to data and onsite services to address the needs of customers. The Cyber Search Centre and e-Registry were introduced in 2005 and 2011 to provide round-the-clock convenient online search and document submission services respectively under separate portals.

The number of companies currently on the Register has increased significantly to over 1.4 million. In order to remain responsive to evolving business needs and meet public expectations for more stable, secured and efficient services, the Registry has continued to proceed with the development project – “The Next Generation of ICRIS for the Companies Registry” (“the Revamped ICRIS”). This project, which is targeted to be completed by end-2023, will chart a new chapter of the Registry's information systems. The existing systems will be revamped and replaced by 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 new initiatives of the Registry or the Government. It will be built with a high level of availability and robustness to support company registration and company governance regulatory functions with enhanced security and reliability.

## 唯一業務識別碼

唯一業務識別碼在全球許多經濟體已被採用，讓政府及企業可在各種交易和規管互動中以單一識別碼識別法律實體。唯一業務識別碼減少在識別同一實體時因使用不同識別碼而可能引致的錯誤，從而有助不同部門及企業相互間進行溝通和數據交換。實施唯一業務識別碼，一方面方便實體以單一識別號碼與持份者互動，另一方面亦有助政府改善提供予市民的服務，以及對實體作出更有效的規管。

為了保持香港作為國際金融中心的領導地位，本處會分階段向在處長規管下的實體實施唯一業務識別碼。在本處與稅務局共同協力下，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，唯一業務識別碼已率先於二零二一年十一月一日在有限合夥基金實施。第二階段會在二零二三年年底推出全面翻新的資訊系統時實施，並會涵蓋其他類型的實體（例如根據《公司條例》（第622章）成立或註冊的公司及開放式基金型公司）。採用商業登記號碼作為唯一業務識別碼後，在使用本處的服務時，商業登記號碼將會用作為本處服務中搜尋及識別公司或實體的關鍵編號。

## Unique Business Identifier

UBI has been adopted in many other economies over the world, enabling governments and businesses to uniquely identify legal entities in various transactions and regulatory interactions. UBI reduces possible errors caused by the use of different identifiers in identifying the same entity and in turn, helps communication and exchange of data across departments and businesses. While entities will enjoy the convenience of having a single identification number for interaction with the stakeholders, the implementation of UBI also helps governments to enhance public service delivery and regulate entities more effectively.

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 ("BRN") will be adopted as the UBI. UBI for LPFs came into effect on 1 November 2021 as the first phase of implementation. Other types of entities, such as companies incorporated or registered under the Companies Ordinance (Cap. 622) and OFCs, will be covered in the second phase upon the launch of the Revamped ICRIS by end-2023. BRN, being the UBI, will be the key number used in the services of the Registry for searching and identifying a company or entity.

## 公司登記冊查冊安排

實施公司登記冊新查冊安排，旨在加強保護敏感個人資料的同時，維持公司登記冊的透明度及效用性。分階段實施的新查冊安排按計劃如期推行。

二零二一年八月二十三日實施的第一階段，是有關保護公司在其登記冊上的董事及公司秘書的敏感個人資料。其後，第二階段於二零二二年十月二十四日實施。在第二階段下，由處長備存的公司登記冊中董事索引所載的通常住址及完整身分識別號碼(下稱「受保護資料」)，均由通訊地址及部分身分識別號碼代替，以供公眾查閱。新安排適用於在這階段開始實施後交付本處登記的文件。「指明人士」(包括執法機構、律師、會計師、金融機構、指定非金融業人士等)可為履行訂明職能而向本處申請要求取覽受保護資料。

最後階段將於二零二三年十二月二十七日實施，屆時資料當事人可要求以其通訊地址及部分身分識別號碼，取代已在本處登記的文件所載的受保護資料，以供公眾查閱。本處現正提升資訊系統以實施新安排。

## Inspection Regime of the Companies Register

The phased implementation of the new inspection regime to enhance protection of sensitive personal information while maintaining the transparency and effectiveness of the Register is on schedule.

Following the implementation of the first phase on 23 August 2021 relating to the protection of sensitive personal information of directors and company secretaries on companies' own registers, the second phase commenced on 24 October 2022. Under the second phase, the usual residential addresses and full identification numbers ("Protected Information") on the Index of Directors on the Register maintained by the Registrar are replaced with correspondence addresses and partial identification numbers for public inspection. The arrangement applies to documents filed for registration after the commencement of this phase. "Specified persons", including law enforcement agencies, solicitors, accountants, financial institutions, designated non-financial businesses and professions, etc., could request access to Protected Information for stipulated functions.

The last phase to 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 identification numbers for public inspection. The Registry is now enhancing the information system for the implementation.

## 開放式基金型公司制度和有限合夥基金制度的優化機制

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設立，以鼓勵基金在香港落戶和營運。為吸引現有的非香港投資基金落戶香港，基金遷冊機制已於二零二一年十一月一日實施。

本處現與稅務局共同開發一項有關有限合夥基金的服務，對於申請把基金註冊為有限合夥基金的人士，會當作已同步就該有限合夥基金提出商業登記申請。基金獲註冊為有限合夥基金後，本處會同一時間發出註冊證明書及商業登記證，情況就如開放式基金型公司成立為法團，或非香港基金通過遷冊而註冊為開放式基金型公司一樣。這一站式服務預計在二零二三年十二月推出全面翻新的資訊系統後開展。

## 為在大灣區營商提供便利

大灣區建設是重大的長期舉措，旨在通過充分發揮內地城市、香港和澳門的獨特優勢，推動區內經濟發展。為提升本港經濟體的角色和功能，香港可善用其作為國際金融中心的地位和享譽全球的專業服務，以協助大灣區發展。本處會繼續通過促進高水平的企業管治、維持高效穩健的公司註冊制度，以及便利在香港開辦企業及推行新措施，確保香港的營商環境信譽優良，藉此增強企業來港營商的信心。

## Enhanced Mechanisms for the Open-ended Fund Company and Limited Partnership Fund Regimes

The OFC and LPF regimes were introduced in July 2018 and August 2020 respectively to encourage fund formation and operation in Hong Kong. Fund re-domiciliation mechanisms to attract existing non-Hong Kong investment funds to re-locate to Hong Kong came into effect on 1 November 2021.

The Registry is now working with the Inland Revenue Department to develop a service for LPFs whereby an applicant for registration of a fund as an LPF will be deemed to have made a simultaneous application for business registration of the LPF. Upon registration of the LPF, the Registry will issue the certificate of registration and the business registration certificate simultaneously, similar to the incorporation of OFCs or registration of non-Hong Kong funds as OFC companies by way of re-domiciliation. The one-stop service is expected to be introduced in December 2023 upon the launch of the Revamped ICRIS.

## Facilitating Businesses in the Greater Bay Area

The development of the Greater Bay Area is a major long-term initiative that is designed to promote economic development by fully leveraging the unique advantages of the Mainland cities, Hong Kong and Macao. With a view to enhancing the role and functions of our economy, Hong Kong can utilise its status as an international financial centre and its renowned professional services to facilitate the development of the Greater Bay Area. The Registry will continue to ensure a trusted business environment by promoting a high standard of corporate governance, maintaining a robust and efficient company registration system, facilitating startup of business in Hong Kong and implementing new initiatives with a view to boosting confidence to do business in Hong Kong.



## 信託及公司服務提供者註冊辦事處

在信託或公司服務提供者發牌制度下，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，並須承擔法定責任，例如進行客戶盡職審查和備存記錄。本處採用風險為本方案監管信託或公司服務提供者。本處人員會進行實地巡查、會見及非現場監察，確保牌照申請人及持牌人遵從《打擊洗錢條例》的相關規定，以及處長施加的牌照條件和發出的指引。

作為信託或公司服務提供者的監管當局，本處繼續加強執法，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。倘本處發現任何違反《打擊洗錢條例》、牌照條件或《信託或公司服務提供者遵從打擊洗錢及恐怖分子資金籌集規定的指引》的規定，會視乎情況採取跟進行動，例如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，務求加深業界對洗錢及恐怖分子集資風險的認識，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。處長一直致力加強及優化施加於持牌放債人的規管措施，並推動業界採用良好營商手法。

## The Registry for Trust and Company Service Providers

Under the licensing regime for TCSPs, any person who wishes 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 the statutory requirements under the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) (“the AMLO”) and adhere to legislative obligations such as customer due diligence and record-keeping. By adopting a risk-based approach in the supervision of TCSPs, 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 under the AMLO, the licensing conditions imposed and the guidelines issued by the Registrar.

As the regulator 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. If any non-compliance with the requirements under the AMLO, licensing conditions of the TCSP licence or the Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Trust or Company Service Providers is identified, follow-up actions will be taken as appropriate such as issuing advisory or warning letters, taking 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 to improve their understanding and mitigate 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, keeps on working towards enhancing and refining the regulatory measures on licensed money lenders and upholding good practices in the trade.

由二零二二年十二月三十日起，《放債人條例》(第163章)第24條訂明的法定貸款利率上限，由年息60%下調至48%，而《放債人條例》第25條訂明的敲詐性利率(即法庭在顧及相關情況後，可重新商議該宗交易)的門檻，亦由年息48%下調至36%。任何人以超過法定利率上限的利率貸出款項或要約貸出款項，即屬犯罪。市民如有懷疑，可使用本處在網站提供的利率計算機，計算按照《放債人條例》所計算出的實際貸款利率。

為了加強香港打擊洗錢及恐怖分子資金籌集的監管制度，於二零二二年十二月七日制定的《2022年打擊洗錢及恐怖分子資金籌集(修訂)條例》(下稱《打擊洗錢修訂條例》)，已於二零二三年第二季分階段實施。《打擊洗錢修訂條例》處理多項事宜，包括財務行動特別組織在相互評估報告和其他場合就《打擊洗錢條例》提出的雜項及技術事宜。本處相應地檢視現行的《持牌放債人遵從打擊洗錢及恐怖分子資金籌集規定的指引》，並作出相關修訂。經修訂的指引已於二零二三年六月一日生效。

於二零二二年十一月二十八日開始運作的「多家個人信貸資料服務機構模式」(下稱「MCRA模式」)，透過信貸資料平台引入多於一家個人信貸資料服務機構。我們極力鼓勵持牌放債人參與信貸資料平台，因為此舉不但有助放債人按照由二零二一年三月起施加的牌照條件評估借款人的還款能力，亦能進一步改善營商手法。本處已協助有關當局向持牌放債人發布各種有關MCRA模式的資料，以便他們參與。

過去數年，放債人註冊處處長定期進行持牌放債人財務資料收集及主題性問卷調查的工作，藉此加深對放債行業的了解，以期更有效及更嚴格地規管放債行業。

Since 30 December 2022, the statutory interest rate cap for lending stipulated in section 24 of the Money Lenders Ordinance (Cap. 163) ("the MLO") has been revised downward from 60 per cent to 48 per cent per annum, and the threshold of extortionate rate (which may trigger reopening of the transaction by the court, having regard to the relevant circumstances) stipulated in section 25 of the MLO has also been revised from 48 per cent to 36 per cent per annum. Any person who lends or offers to lend money at a rate beyond the statutory interest rate cap commits an offence. The Registry also provides an interest rate calculator on its website for members of the public to calculate the effective rate of interest of a loan in accordance with the MLO in case of doubt.

To enhance the regulatory regime for combating money laundering and terrorist financing in Hong Kong, the Anti-Money Laundering and Counter-Terrorist Financing (Amendment) Ordinance 2022 ("the AMLO Amendment Ordinance"), which was enacted on 7 December 2022, has come into effect in phases in the second quarter of 2023. The AMLO Amendment Ordinance addresses, among other things, a number of miscellaneous and technical issues under the AMLO which have been identified in the Mutual Evaluation and other Financial Action Task Force contexts. Accordingly, the Registry had reviewed and revised the existing Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Licensed Money Lenders which took effect on 1 June 2023.

Upon the launch of the Multiple Credit Reference Agency Model ("MCRA Model") on 28 November 2022, more than one consumer credit reference agency in Hong Kong are introduced through the Credit Reference Platform ("CRP"). Licensed money lenders are strongly encouraged to participate in the CRP as their participation not only facilitates them to make affordability assessment under the Licensing Condition introduced in March 2021, but also presents an additional step forward in enhancing trade practices. The Registry has assisted in disseminating various kinds of information in relation to the MCRA Model to money lenders to facilitate their participation.

In the past few years, the Registrar of Money Lenders conducted regular exercise for collection of financial information and thematic survey on licensed money lenders to gain a better understanding of the money lending sector with a view to facilitating and enhancing the regulation of the sector.