

踏上活力

→ EMBARKING ON A **新征程**

VIBRANT JOURNEY





踏上這活力新征程，須要我們繼續維持高水平的企業管治，採用能夠迅速回應市場轉變的規管架構，鼓勵創新，善用新科技並推行新措施。

本處於二零二三年十二月推出全面翻新的資訊系統，並繼續致力為社會提供優質服務。前行路上，我們將繼續探索應用先進科技推展新舉措，確保能以可用性高、穩健性高和更為安全的方式，支援本處在公司註冊和管治方面的職能。

This vibrant journey which we have embarked on requires us to continue to maintain a high standard of corporate governance, adopt a responsive regulatory framework, nurture innovation and embrace new technology and initiatives.

The Registry launched the Revamped ICRIS in December 2023 alongside our continued commitment to provide quality service to the community. Moving forward, we will continue to explore the application of advanced technology for new initiatives, ensuring high availability, robustness and enhanced security for company registration and governance functions.

全面翻新的「公司註冊處綜合資訊系統」

本處多年來持續為資訊系統進行提升工程，以配合法例和程序上的改變，並提供各項電子服務，包括網上查冊中心、公司查冊流動版服務、「註冊易」及「CR交表易」流動應用程式。為了迅速回應不斷轉變的業務需要，及迎合市民對更穩定、安全及高效服務的期望，全面翻新的資訊系統如期於二零二三年十二月二十七日順利推出。這系統支援本處的主要業務運作，並通過新的單一網上綜合平台(即「電子服務網站」)，為客戶提供24小時運作且便捷的電子查冊及文件提交服務。

客戶現時以新的統一帳戶經一次登錄，即可通過全新的「電子服務網站」使用本處所有電子服務。「電子服務網站」採用適應性網頁設計，讓客戶可通過不同屏幕尺寸的桌上電腦和流動手提裝置，使用各項電子服務。

公司遷冊制度

為鞏固香港作為國際商業及金融中心的地位，並讓非香港公司善用香港的優良營商條件和專業服務，政府建議引入公司遷冊機制，便利非香港公司把註冊地遷至香港。通過遷冊機制遷冊來港的公司，可保留公司在法律上的法人團體身分，讓公司業務得以持續運作，同時減省複雜的司法程序。至於現時在香港已有經濟活動的非香港公司如遷冊來港，不僅更能依循香港高水平的企業管治標準，也可使其業務活動的地域覆蓋範圍與公司註冊地更為一致。政府於二零二三年進行公眾諮詢，並於二零二四年七月發表諮詢總結。政府現正擬備修訂條例草案，以提交立法會審議。

Revamped Integrated Companies Registry Information System

The Registry's information system has been enhanced over the years to cater for legislative and procedural changes and the provision of a wide range of electronic services, including the Cyber Search Centre, the Company Search Mobile Service, the e-Registry and the CR e-Filing mobile application. To remain responsive to evolving business needs and meet public expectations for more stable, secured and efficient services, the Revamped ICRIS was successfully rolled out on 27 December 2023 as scheduled. The Revamped ICRIS supports the Registry's main business operations and provides convenient round-the-clock electronic search and document submission services to customers through a new single integrated online platform, namely the e-Services Portal.

All electronic services of the Registry are now accessible through the new e-Services Portal by a single log-on with the new unified user account. The responsive design of the e-Services Portal allows users using desktop and mobile hand-held devices with different screen sizes to access various e-Services.

Companies Re-domiciliation Regime

To strengthen Hong Kong's status as a global business and financial hub and to facilitate non-Hong Kong companies to utilise Hong Kong's favourable business environment and professional services, a re-domiciliation mechanism is proposed to facilitate non-Hong Kong companies to redomicile to Hong Kong. Companies re-domiciling to Hong Kong through the mechanism can maintain their legal identities as body corporates, thereby ensuring their business continuity and reducing the need to go through complicated judicial procedures. For non-Hong Kong companies that are already economically active in Hong Kong, re-domiciliation to Hong Kong will facilitate their compliance with our high corporate governance standards and better alignment of the geographical coverage of their business activities with their domicile. The Government conducted a public consultation in 2023 and issued the consultation conclusion in July 2024. The Government is preparing an amendment bill to be introduced into the Legislative Council.

以電子形式交付招股章程文件以作登記

聯交所為擴大其無紙化上市機制，發出了指引信，就根據《上市規則》及《公司(清盤及雜項條文)條例》(第32章)為取得登記批准而向聯交所提交的招股章程文件，作出須以電子形式提交的規定。新規定(取代以印本形式提交的規定)已於二零二四年一月一日生效，設過渡期至二零二四年七月一日。由二零二四年七月一日起，上市申請人及上市發行人必須以電子形式向聯交所提交招股章程文件，以取得登記批准。聯交所已訂明獲批准登記的招股章程文件之後應以電郵方式送交本處登記。

有見於聯交所的新措施，並為配合其實施無紙化上市機制，本處已作出相應安排，由二零二四年一月一日起，上市申請人或上市發行人可在招股章程文件獲聯交所根據《上市規則》及《公司(清盤及雜項條文)條例》(第32章)批准登記後，以電子形式交付本處，以便根據《公司(清盤及雜項條文)條例》(第32章)第38D或342C條登記。本處會以電子形式通過電郵向上市申請人或上市發行人發出確認信。

Submission of Prospectus Documents in Electronic Form for Registration

To expand its paperless listing regime, the Exchange published a guidance letter to require the electronic submission of prospectus documents to the Exchange for authorisation of prospectus registration under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) ("C(WUMP)O"). The new requirement replacing the hard copy submission requirement became effective from 1 January 2024 with a transitional period until 1 July 2024. With effect from 1 July 2024, listing applicants and listed issuers must submit the prospectus documents to the Exchange electronically for authorisation of prospectus registration. The Exchange has prescribed that the prospectus documents authorised for registration should then be forwarded to the Registry for registration by email.

In view of the Exchange's new measures and in order to support the implementation of its paperless listing regime, the Registry has put in place arrangements under which a listing applicant or listed issuer may submit the prospectus documents which have been authorised by the Exchange for registration under the Listing Rules and the C(WUMP)O to be delivered in electronic form to the Registry for registration under section 38D or 342C of the C(WUMP)O with effect from 1 January 2024. The Registry will issue to the listing applicant or listed issuer a confirmation letter in electronic form by email.

推動本地公司以無紙化方式通訊

為推動上市公司以無紙化方式通訊，《上市規則》已作修訂，移除了上市公司必須通過現行的明確或視作同意機制以電子方式(包括通過網站)發布公司通訊的規定。為與經修訂的《上市規則》一致，並進一步推動本地上市及非上市公司通過網站以無紙化方式通訊，政府建議修訂《公司條例》，為上市及非上市公司提供更大彈性，讓其可在現行的明確及視作同意機制以外，選擇採用默示同意機制通過網站發布公司通訊。有關建議可提升公司的效率和成本效益，並有助香港建立環保的營商環境。

開放式基金型公司制度和有限合夥基金制度的簡化程序

繼政府分別於二零一八年和二零二零年設立開放式基金型公司制度和有限合夥基金制度，以及於二零二一年在該兩個制度下引入基金遷冊機制後，本處聯同稅務局於二零二三年十二月實施有限合夥基金註冊的同步商業登記申請。有限合夥基金申請人根據《有限合夥基金條例》(第637章)申請註冊有限合夥基金，即會視作已同時提出商業登記的申請。有限合夥基金註冊的申請一經批准，處長會一併發出註冊證明書和商業登記證。有限合夥基金註冊的同步商業登記申請機制，與已為開放式基金型公司實施的「一站式」安排相若。

處長會繼續履行其在開放式基金型公司制度和有限合夥基金制度下的職責，包括監督開放式基金型公司的成立及法定法團文件存檔事宜，和管理有限合夥基金的註冊。

Promoting Paperless Corporate Communication for Hong Kong Companies

To promote paperless corporate communication for listed companies, the Listing Rules have been revised to remove the mandatory requirements for listed companies to use the existing express and deemed consent mechanisms for disseminating corporate communication electronically including through publication on websites. To align with the revised Listing Rules and to further promote paperless corporate communication through websites for both listed and non-listed companies incorporated in Hong Kong, amendments to the Companies Ordinance are proposed to allow listed and non-listed companies, in addition to the existing express and deemed consent mechanisms, to have flexibility in adopting an implied consent mechanism for disseminating corporate communication by means of website. The proposal can improve the efficiency and cost effectiveness of companies and help establish an environmentally-friendly business environment in Hong Kong.

Streamlined Process for the Open-ended Fund Company and Limited Partnership Fund Regimes

Following the introduction of the OFC and LPF Regimes in 2018 and 2020 respectively and the fund re-domiciliation mechanisms for the two regimes in 2021, the Registry and the IRD jointly implemented the simultaneous business registration applications arrangement on registration of LPFs in December 2023. An LPF applicant who applies for registration of an LPF under the Limited Partnership Fund Ordinance (Cap. 637) will be deemed to have made a simultaneous application for business registration. Upon approval of an application for registration as an LPF, the Registrar will issue a Certificate of Registration and a Business Registration Certificate in one go. The mechanism of the simultaneous business registration applications on registration of LPFs is similar to the already implemented “one-stop” approach for OFCs.

The Registrar will continue to perform the role of overseeing the incorporation and statutory corporate filings of OFCs and administering the registration of LPFs under the OFC and LPF Regimes.

公司登記冊查冊安排

在新查冊安排下，公司登記冊以董事的通訊地址代替通常住址，並以董事、公司秘書及其他相關人士的部分身分識別號碼代替完整號碼，讓公眾查閱。只有「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）才可經申請取覽該等通常住址和完整身分識別號碼（下稱「受保護資料」）。同樣，公司可在其備存的登記冊上不提供受保護資料讓公眾查閱。

本處於二零二三年十二月二十七日實施新查冊安排的最後階段（即第三階段）。最後階段實施後，對於根據《公司條例》、《公司（清盤及雜項條文）條例》（第32章）或前身《公司條例》交付處長登記的文件，處長可應資料當事人提出的申請，不提供文件內所載申請人的通常住址（如適用）或完整身分識別號碼（下稱「不提供的資料」）讓公眾查閱。只有「指明人士」才可通過申請取覽不提供的資料。

新查冊安排全面實施，大大加強了對公司登記冊上敏感個人資料的保護，同時亦能維持公司登記冊的透明度和效用，因為公眾可繼續根據《公司條例》下的目的查閱公司登記冊。

Inspection Regime of the Companies Register

Under the new inspection regime, correspondence addresses instead of usual residential addresses of directors and partial identification numbers instead of full identification numbers of directors, company secretaries and other relevant persons are made available on the Register for public inspection. The usual residential addresses and full identification numbers (“Protected Information”) would only be accessible by “specified persons” including law enforcement agencies, solicitors, accountants, financial institutions, designated non-financial businesses and professionals, etc., upon application. Similarly, companies may withhold from public inspection the Protected Information on the registers they have kept.

On 27 December 2023, the Registry implemented the last phase (i.e. Phase 3) of the new inspection regime. After the implementation, the Registrar may, on application by a data subject, withhold from public inspection the usual residential address (if applicable) or the full identification number of the applicant (“Withheld Information”) contained in a document delivered to the Registrar for registration under the Companies Ordinance, the C(WUMP)O or the predecessor Companies Ordinance. The Withheld Information would only be accessible by “specified persons” upon application.

The full implementation of the new inspection regime greatly enhances the protection of sensitive personal information in the Register while maintaining the transparency and usefulness of the Register as the public can continue to inspect the Register for the purposes under the Companies Ordinance.

唯一業務識別碼

本處分階段向在處長規管下的公司和實體實施唯一業務識別碼。我們採用由稅務局商業登記署編配的商业登記號碼(即商業登記證號碼的首八位數字)，作為公司和實體的唯一業務識別碼。唯一業務識別碼首階段已由二零二一年十一月起在有限合伙基金實施。第二階段於二零二三年十二月二十七日推出全面翻新的資訊系統時同步實施，涵蓋根據《公司條例》成立或註冊的公司和開放式基金型公司等有限公司和實體。

實施唯一業務識別碼有助提升本處公共服務的水平，以及更有效地監管法律實體。唯一業務識別碼在各種交易及規管互動中以獨有方式識別法律實體，能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，從而有助不同政府部門和企業相互間進行溝通和數據交換。

《2023年公司(修訂)條例》

《2023年公司(修訂)條例》(下稱《修訂條例》)於二零二三年四月二十八日實施。為給予公司彈性以不同方式舉行成員大會，《修訂條例》明確容許公司在實體場地以外，以全虛擬模式或混合模式舉行成員大會。此舉可讓公司因應自身情況和需要，暢順而有效地處理公司事務。

Unique Business Identifier

The Registry initiated a phased implementation of UBI for companies and entities under the administration of the Registrar. Business Registration Number (i.e. the first eight digits of the Business Registration Certificate number) assigned by the Business Registration Office of the IRD is adopted as the UBI of companies and entities. The first phase was implemented for LPFs with effect from November 2021. The second phase of UBI was implemented simultaneously with the launch of the Revamped ICRIS on 27 December 2023, covering limited companies and entities such as companies incorporated or registered under the Companies Ordinance and OFCs.

The implementation of UBI helps the Registry to enhance public service delivery and regulate entities more effectively. UBI distinctly identifies legal entities in various transactions and regulatory interactions, which reduces possible errors caused by the use of different identifiers in identifying the same entity, and in turn, facilitates communication and exchange of data across government departments and businesses.

Companies (Amendment) Ordinance 2023

The Companies (Amendment) Ordinance 2023 (“the Amendment Ordinance”) came into operation on 28 April 2023. To provide flexibility for companies to hold general meetings in various manners, the Amendment Ordinance expressly enables companies to hold fully virtual or hybrid general meetings, in lieu of physical locations. This facilitates companies to conduct corporate affairs smoothly and effectively having regard to their own circumstances and needs.

為在大灣區營商提供便利

大灣區建設是旨在推動區內經濟發展的策略計劃，對落實創新驅動發展和堅持改革開放具有重要意義。香港可以利用其優越的地理位置和國際聯繫，為大灣區的經濟增長和發展作出貢獻。我們致力確保以開放、信譽優良和具競爭力的營商環境，鞏固香港作為國際金融中心的聲譽。本處在協助開辦企業、促進高水平企業管治、加強執法和推行新措施方面一直不遺餘力。

信託及公司服務提供者註冊辦事處

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》)第5A部，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，方會獲批牌照。信託或公司服務持牌人須遵從法例規定，並須承擔法定責任，例如進行客戶盡職審查和備存記錄。

香港要打擊洗錢及恐怖分子資金籌集，本處和持牌人必須持續作出努力。為協助持牌人更了解其面對的洗錢及恐怖分子資金籌集風險，以及他們須承擔的法定責任，《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》(下稱《信託或公司服務提供者指引》)已於二零二三年六月修訂，以配合《打擊洗錢條例》最新修訂所帶來的改變。為涵蓋最新的國際規定，包括與信託或公司服務持牌人有關的財務行動特別組織(下稱「特別組織」)的建議(例如優化在機構層面上緩減風險的措施)，本處現正對《信託或公司服務提供者指引》進行全面檢討。經修訂的《信託或公司服務提供者指引》預計在二零二五年實施。

Enabling Ease of Doing Businesses in the Greater Bay Area

Having great significance in the implementation of innovation-driven development and commitment to reform and opening-up, the development of the Greater Bay Area is a strategic plan that is designed to promote economic development. Hong Kong can leverage its strategic location and international connectivity to contribute to the economic growth and development of the Greater Bay Area. We strive to ensure that our reputation as an international financial centre is reinforced by an open, trusted and competitive business environment. The Registry has continued its relentless efforts in facilitating the startup of businesses, promoting a high standard of corporate governance, reinforcing enforcement and implementing new initiatives.

The Registry for Trust and Company Service Providers

Under Part 5A of the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) (“the AMLO”), 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. Trust and Company Service Provider (“TCSP”) licensees must comply with the statutory requirements and adhere to legislative obligations such as customer due diligence and record-keeping.

Continuous effort of the Registry and the licensees is indispensable for combating money laundering and terrorist financing (“ML/TF”) in Hong Kong. To help licensees to have a better understanding of their ML/TF risks and legislative obligations, the Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Trust or Company Service Providers (“TCSPs Guideline”) was revised in June 2023 to cater for the changes brought about by the latest amendments to the AMLO. An overall review of the TCSPs Guideline is being conducted to accommodate the updates of the international requirements, including, among others, the Recommendations of the Financial Action Task Force (“FATF”) relevant to the TCSP licensees, such as improvements in mitigating measures at the institutional level. The revised TCSPs Guideline is scheduled for implementation in 2025.

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，確保信託或公司服務持牌人遵從《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。倘本處發現有信託或公司服務持牌人不遵從任何規定，會視乎情況採取跟進行動，例如發出勸喻信或警告信、採取檢控或紀律行動（包括公開譴責、罰款及勒令作出糾正）。本處會繼續提升能力並與其他主管當局合作，以便更有效監管信託或公司服務提供者業界。本處亦會與業內人士保持溝通，務求加深他們對洗錢及恐怖分子資金籌集風險及相關減低風險措施的認識和了解。

加強對放債人的規管

本處一直與財經事務及庫務局（財經事務科）緊密合作，監察放債行業的市場情況，持續檢視及優化現行規管措施，以促使放債人更負責任地作出貸款，更好地保障市民的利益。

這些年來，政府實施了多項措施以加強對放債人的規管。牌照條件於二零二一年三月收緊，規定放債人在訂立任何無抵押個人貸款協議前，必須對借款人的還款能力進行負擔能力評估，牌照條件亦加強規管放債人廣告和保障貸款諮詢人。此外，由二零二二年十二月起，《放債人條例》（第163章）訂明的法定貸款利率上限和敲詐性利率（即法庭在顧及相關情況後，可重新商議該宗交易）的門檻均作出下調，利率上限由年息60%下調至48%，門檻則由年息48%下調至36%，以期減低對借款人的利息負擔。本處會繼續與財經事務科合作，密切留意市場的最新發展，在有需要時推出新措施，以維持制度穩健。

The Registry adopts a risk-based approach in the supervision of TCSPs. Onsite inspections, interviews and offsite monitoring are conducted to ensure that the TCSP licensees are in compliance with the relevant requirements under the AMLO, the licensing conditions imposed and the guidelines issued by the Registrar. If any non-compliance with the requirements is found, follow-up actions, such as issuing advisory or warning letters or taking prosecution or disciplinary actions (including public reprimands, pecuniary penalties and remedial orders), will be taken as appropriate. The Registry will continue to enhance its capacity and collaborate with other authorities for better supervision of the TCSP sector and reach out to the licensees to improve their knowledge and understanding of the ML/TF risks and related mitigating measures.

Enhancing the Regulation of Money Lenders

The Registry has been working closely with the Financial Services and the Treasury Bureau (Financial Services Branch) (“FSB”) to monitor the market situation in the money lending sector to continuously review and enhance the prevailing regulatory measures, with a view to inducing more responsible lending behaviour among money lenders and better protecting public interest.

Over the years, various measures have been implemented to enhance regulation of money lenders. Since March 2021, licensing conditions have been tightened to require money lenders to undertake an affordability assessment of borrower’s repaying ability before entering into a loan agreement for an unsecured personal loan, as well as to enhance regulation of advertisements of money lenders and protection of loan referees. In addition, since December 2022, the statutory interest rate cap for lending and threshold of extortionate rate (which may trigger reopening of the transaction by the court, having regard to the relevant circumstances) stipulated in the Money Lenders Ordinance (Cap. 163) have been revised downward from 60 per cent to 48 per cent per annum and from 48 per cent to 36 per cent per annum respectively, with a view to alleviating the interest burden on borrowers. The Registry will continue to work with FSB to keep in view latest market developments with a view to introducing new measures where necessary to maintain the robustness of the regime.

為確保業界遵從打擊洗錢及恐怖分子資金籌集規定，《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》於二零一八年起實施，當局並於同年新增一項相關牌照條件。本處已根據最新國際規定和標準開展了全面檢討指引的工作，目標是在二零二五年內完成。處長會繼續採用風險為本方案通過實地巡查執行該指引。

「多家個人信貸資料服務機構模式」已由二零二三年十一月十七日起正式命名為「信資通」。信資通旨在通過信貸資料平台在香港引入多於一家個人信貸資料服務機構。這有助持牌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負擔能力，從而進一步改善營商手法。本處繼續協助鼓勵持牌放債人參與信資通。

放債人註冊處處長每年均向持牌放債人進行年度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，以便對這行業實施和加強規管。為了適時收集須密切監察的特定類別貸款的統計數據，處長已於二零二四年五月展開持牌放債人季度調查。由二零二四年七月起，持牌放債人必須提供所需資料。

A Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Licensed Money Lenders and a corresponding licensing condition have also been introduced in 2018 to ensure compliance with anti-money laundering and counter-terrorist financing requirements by the sector. The Registry has embarked on an overall review of the guideline in view of latest international requirements and standards, with a target to complete within 2025. The Registrar will continue to enforce the guideline through on-site inspection on a risk-based approach.

The Multiple Credit Reference Agency Model, which has officially been named as “Credit Data Smart” with effect from 17 November 2023, aims at introducing more than one consumer credit reference agency in Hong Kong through the Credit Reference Platform. It would facilitate licensed money lenders’ affordability assessment under the Licensing Condition introduced in March 2021, which would in turn further enhance trade practices. The Registry continues to assist in encouraging licensed money lenders to participate in the Credit Data Smart.

The Registrar of Money Lenders has been conducting annual exercise for collecting financial information and thematic survey on licensed money lenders to better understand the money lending sector for implementing and enhancing the regulation of the sector. In order to collect high level statistics on specific types of loans that call for close monitoring on a timely basis, the Registrar has started quarterly surveys on licensed money lenders in May 2024. Licensed money lenders are required to provide the required information starting from July 2024.