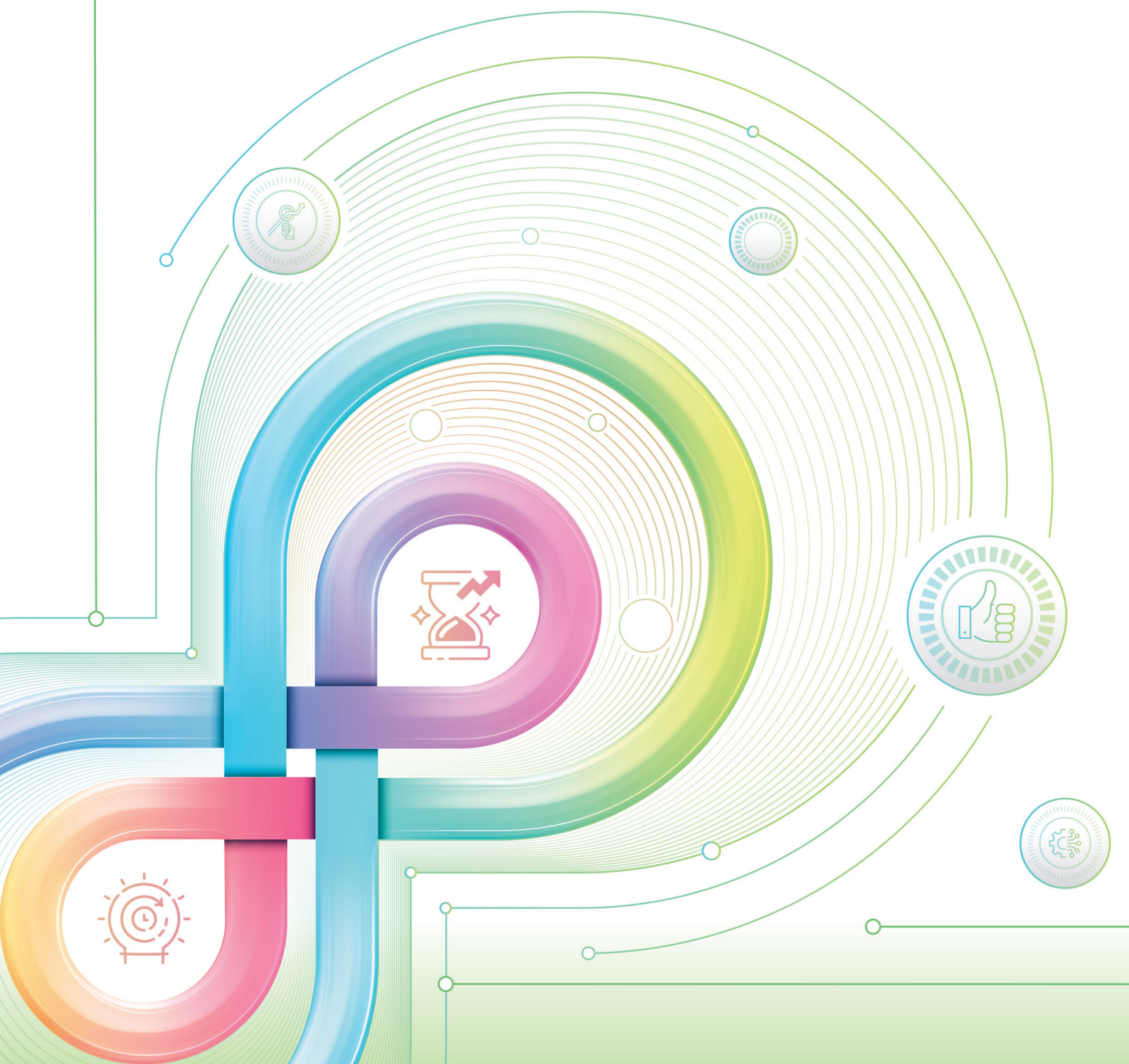


攜手 TOGETHER WE
建未來
SHAPE OUR FUTURE



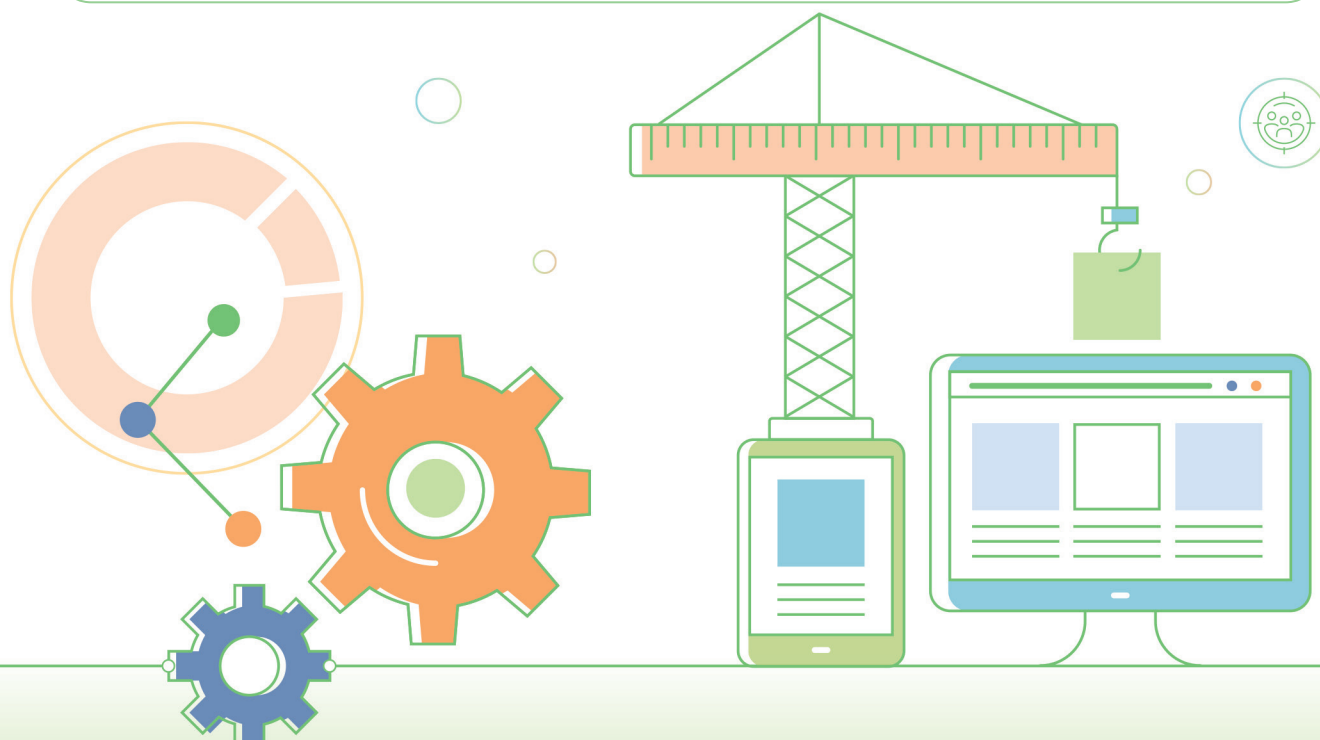


本處視創新及新科技為優先投資項目，持續致力檢視和優化我們的政策、規管制度及工作流程，從而為客戶提供具效率及成本效益的優質服務。為此，我們採取循序漸進的策略迎接挑戰和抓緊機遇，遵從既定原則，審慎推動創新發展的同時亦可靈活變通，從而取得顯著成果。

本處一直協助財經事務及庫務局（下稱「財庫局」）推展加強《公司條例》的法例修訂工作。推行有關新措施可引領我們實現大家共同構建的願景。

The Registry prioritises investments in innovations and new technology. We have extended consistent effort in reviewing our policies, regulations and processes with a view to providing our customers with efficient, cost-effective and quality services. To this end, we embrace challenges and opportunities with a measured approach, whereby established principles, the drive for innovation and a ready appreciation for flexibility are carefully aligned to achieve notable outcomes.

The Registry has assisted the Financial Services and the Treasury Bureau ("FSTB") in taking forward legislative amendments for enhancing the Companies Ordinance. The new initiatives are the lens through which we envision the future that we are shaping together.



公司遷冊制度

公司遷冊制度旨在提供簡單並具成本效益的途徑，讓非香港成立的公司遷冊來港。引入公司遷冊制度的《2025年公司(修訂)(第2號)條例》於二零二五年五月二十三日生效。

隨着公司遷冊制度推出，預期非香港成立的公司(特別是業務以亞太區為核心的公司)會考慮遷冊來港，以便受惠於香港優良的營商環境和專業服務。

遷冊不具有產生新的法律實體的效力，而且不會對公司的業務延續，或對其任何財產、權利、義務、法律責任，以至相關合約和法律程序造成影響。除非另有規定，否則一經遷冊，相關公司會被視為等同在香港成立為法團的公司，並須遵從《公司條例》所有相關規定，遵從方式與根據該條例組成及註冊的公司無異。

庫存股份制度

於二零二四年六月，經修訂的《上市規則》刪除了上市公司須註銷回購股份的規定，讓上市公司可根據其成立所在地的法律及其章程文件，以庫存方式持有該等股份。有關修訂也對此類股份的註銷、出售和轉讓制訂了規管框架。因應有關修訂，於二零二五年四月十七日生效的《2025年公司(修訂)條例》旨在使《公司條例》更切合時宜，為上市公司提供法律框架，使其可以庫存股份方式持有和處置回購股份。在新的庫存股份制度下，上市公司可透過持有、出售和轉讓回購股份，為特定目的更靈活有效地調整股本。此項措施預期有助吸引優質企業在香港成立控股公司並申請在香港上市，從而提升香港作為國際金融中心的競爭力。

Company Re-domiciliation Regime

The Company Re-domiciliation Regime aims to provide a simple and cost-effective route for non-Hong Kong incorporated companies to re-domicile to Hong Kong. The Companies (Amendment) (No.2) Ordinance 2025, which introduces the Company Re-domiciliation Regime, came into operation on 23 May 2025.

With the introduction of the Company Re-domiciliation Regime, it is expected that non-Hong Kong incorporated companies, particularly those with a business focus in the Asia-Pacific region, will consider re-domiciling to Hong Kong in order to take advantage of Hong Kong's favourable business environment and professional services.

Re-domiciliation does not have the effect of creating a new legal entity and will not affect the business continuity of the company, or any property, rights, obligations, liabilities, as well as the contractual and legal processes of the company. Once re-domiciled, the company will be regarded as a company incorporated in Hong Kong and will be required to comply with all the relevant requirements under the Companies Ordinance in the same manner as a company formed and registered under the Companies Ordinance unless otherwise specified.

Treasury Share Regime

In June 2024, the Listing Rules were amended to remove the requirement for listed companies to cancel shares bought back, allowing such shares to be held in treasury in accordance with the laws of their place of incorporation and their constitutional documents. The amendments also delineate a framework governing the cancellation, resale and transfer of such shares. In light of these changes, the Companies (Amendment) Ordinance 2025, which came into operation on 17 April 2025, seeks to modernise the Companies Ordinance by providing a legal framework for listed companies to hold shares bought back as treasury shares and to dispose of them. The new treasury share regime offers greater flexibility and efficiency for listed companies to adjust their share capital through holding, selling and transferring shares bought back for specific purposes. It is expected that this measure will help attract quality companies to incorporate their holding entities and apply for listing in Hong Kong, thereby enhancing Hong Kong's competitiveness as an international financial centre.

便利本地公司以無紙化方式作出公司通訊

為提升公司效率和成本效益，以及鼓勵香港採用環保的營商模式，二零二五年四月十七日生效的《2025年公司(修訂)條例》，為公司通過網站發布公司通訊引入了新的默示同意機制。

新的默示同意機制讓公司在現行的明確及視作同意機制以外，可選擇以默示同意機制通過網站發布公司通訊。公司可自行選擇最適合其需要的同意機制以作通訊。儘管默示同意機制的通知要求已予簡化，政府已引入適當的保障措施，以保障公司成員或債權證持有人的權益。

支持以電子形式交付招股章程及隨附文件以作登記

經過六個月的過渡期，由二零二四年七月一日起，招股章程及隨附文件必須根據《上市規則》及《公司(清盤及雜項條文)條例》(第32章)以電子形式交付聯交所，以取得批准。自此，上市申請人和上市發行人於取得聯交所的批准後，必須以電子方式把招股章程及隨附文件送交處長登記。有關安排已由紙本順利過渡至電子登記。新規定提升了招股章程登記工作的效率。

聯交所由二零二四年九月二十三日起實施新安排，容許香港證券及衍生工具市場在惡劣天氣下(下稱「惡劣天氣交易日」)維持交易，上市申請人和上市發行人可於惡劣天氣交易日向聯交所交付招股章程及隨附文件以取得批准。為進一步配合聯交所的新安排，本處亦把以電子方式交付招股章程及隨附文件登記的安排，推展至涵蓋在惡劣天氣交易日以電子方式交付處長登記的招股章程及隨附文件。

Facilitating Paperless Corporate Communication for Hong Kong Companies

To improve the efficiency and cost effectiveness of companies and to encourage eco-friendly business practices in Hong Kong, the Companies (Amendment) Ordinance 2025, which came into operation on 17 April 2025, has introduced a new implied consent mechanism for the dissemination of corporate communication by means of website.

The new implied consent mechanism is an addition to the existing express and deemed consent mechanisms for disseminating corporate communication by means of website. Companies are allowed to choose the consent mechanism for such communications which best suits their needs. The notification requirements under the implied consent mechanism are streamlined, whilst appropriate safeguard measures are introduced to protect the interests of members or debenture holders.

Supporting the Electronic Submission of Prospectus Documents for Registration

Electronic submission of prospectuses and accompanying documents to the Exchange for authorisation under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) became mandatory with effect from 1 July 2024 following a six-month transitional period. Since then, listing applicants and listed issuers, after obtaining the Exchange's authorisation, must submit prospectuses and accompanying documents to the Registrar for registration electronically. There had been a smooth transition from paper-based to electronic registration. The new requirement has enhanced the efficiency of the prospectus registration process.

With the implementation of the Exchange's new arrangement to enable Hong Kong securities and derivatives markets to remain open for trading during severe weather conditions ("SWT days") from 23 September 2024 onwards, listing applicants and listed issuers are able to submit their prospectuses and accompanying documents to the Exchange for authorisation on SWT days. In furtherance of the Exchange's new arrangement, the Registry has also extended its arrangement for the electronic submission of prospectuses and accompanying documents for registration on SWT days.

全面翻新的「公司註冊處綜合資訊系統」

本處努力不懈，務求時刻提供優質服務，並繼續精益求精，為客戶提供各項電子服務。透過了解客戶的需求、與其他部門的協作和善用尖端科技，本處制訂全方位策略以迎合時代需求。本處亦與其他部門或相關機構建立合作關係，有利履行服務承諾。

在眾多政府部門中，本處更是率先成為香港金融管理局「商業數據通」的資料提供者，透過一站式平台，讓獲授權機構可運用「應用程式介面」進入與本處連接的「商業數據通」，以查閱公司資料。

為了回應不斷轉變的客戶需求，我們亦已推出新服務，運用「應用程式介面」向使用監察易(其他公司)服務的用戶發出通知，以提升監察目標公司交付文件情況的效率。

Revamped Integrated Companies Registry Information System

The Registry endeavours to provide quality services at all times and continues to strive for excellence in delivering electronic services to customers. By understanding customers' needs, collaborating with other departments and leveraging cutting-edge technologies, the Registry develops a holistic approach to meet the demand of our times. Where relationships are conducive to the performance of its service pledge, the Registry collaborates with other departments or agents.

The Registry is the first information provider, amongst all government departments, for the Commercial Data Interchange ("CDI") of the Hong Kong Monetary Authority, which offers a one-stop platform for authorised institutions to access company information through the CR@CDI by Application Programming Interface ("API").

To meet the evolving customer needs, we have also launched a new service of sending notifications by API to subscribers of e-Monitor (Other Companies) Service to bring forth efficiency in monitoring the filing of documents of target companies.

為大灣區締造便利營商的環境

大灣區在推動區內的優質發展起着示範作用，有望協助區內的其他城市釋放地域合作潛能和發揮協同效應。香港是大灣區城市的超級聯繫人，可促使其他大灣區城市之間優勢互補。香港採取多項措施促進互聯互通和推動地區發展，從而共享大灣區整體發展的成果。

為此，在維護香港開放且可靠的營商環境方面，本處一直不遺餘力，包括提倡高水平的企業管治標準、維持高效的公司登記系統、協助開辦企業，以及適時推行各項新措施。

信託及公司服務提供者註冊辦事處

信託及公司服務提供者註冊辦事處（下稱「該辦事處」）的成立標誌着香港公司規管架構的一大里程碑。該辦事處的工作，旨在打擊洗錢及恐怖分子資金籌集活動。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部的條文，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。這個程序確保所有信託及公司服務提供者均符合嚴謹標準和通過「適當人選」評定，方可獲批牌照。信託或公司服務持牌人須遵從法例規定，並須承擔法定責任及符合監管要求，包括根據《打擊洗錢條例》的規定進行客戶盡職審查和妥為備存紀錄，並符合處長施加的發牌條件。若處長不再信納該持牌人或其最終擁有人／合夥人／董事適合從事或與信託或公司服務業務有關聯，可撤銷或暫持吊銷已發出的牌照。

Enabling the Ease of Doing Businesses in the Greater Bay Area

As a demonstration zone of high-quality development, the GBA is envisioned to unleash the potential of regional and synergistic collaboration. Hong Kong assumes the critical role of complementing the strengths of other GBA cities. As the “super-connector” in the GBA, Hong Kong adopts measures that promote mutual connectivity and facilitate regional development, thereby benefiting from the overall progress made in the GBA.

To this end, the Registry commits itself to the maintenance of an open and reliable business environment by promoting a high standard of corporate governance, maintaining a highly efficient company registration system, facilitating the business startup process and implementing timely initiatives in Hong Kong.

The Registry for Trust and Company Service Providers

The establishment of the Registry for Trust and Company Service Providers (“TCSPs”) marks a significant advancement in Hong Kong’s regulatory framework. The TCSP aims at combating money laundering and terrorist financing. Pursuant to the provisions of Part 5A of the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) (“AMLO”), 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. This process ensures that all TCSPs meet stringent standards and undergo a “fit-and-proper” test prior to obtaining their licences. TCSP licensees are required to comply with the statutory requirements as well as legal and regulatory obligations. Such obligations include conducting customer due diligence and proper record-keeping under the AMLO and meeting the licensing conditions imposed by the Registrar. A given licence may be revoked or suspended if the Registrar is no longer satisfied that the TCSP licensee or its ultimate owner/partner/director is fit and proper for carrying on or, to be associated with, a trust or company service business.

為協助持牌人遵從相關規定，本處已完成對《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》)的全面檢討工作。該指引已予修訂，並更名為《打擊洗錢及恐怖分子資金籌集指引(信託或公司服務提供者適用)》。經修訂的《信託或公司服務提供者指引》已於二零二五年三月三日生效，反映相關國際規定及標準的最新發展，包括財務行動特別組織(下稱「特別組織」)的建議。此外，本處亦修訂該指引的格式及內容，使其與其他監管機構的相關指引一致。具體而言，此舉整體上優化了在機構層面上緩減風險的措施，提高該指引的可讀性，並就打擊洗錢及恐怖分子資金籌集事宜讓持牌人更易於參考。

加強對放債人的規管

由處長出任的放債人註冊處處長與財庫局緊密合作，加強對持牌放債人的規管，以保障市民的利益。

財庫局與本處一直密切留意放債人行業的市場情況，持續檢視和優化現行的規管措施，以促使放債人更負責任地批出貸款，並加強保障市民的利益。在二零二五年六月二十三日至八月二十二日，財庫局進行了公眾諮詢工作，以收集公眾和持份者對加強處理過度借貸問題的建議措施所提出的意見。政府正在考慮諮詢期間收到的意見，以敲定具體措施，並制訂相關的立法建議。

To facilitate compliance, the Registry completed an overall review of the “Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Trust or Company Service Providers” (“TCSP Guideline”). Thereafter, the TCSP Guideline was further revised and renamed as the “Guideline on Anti-Money Laundering and Counter-Financing of Terrorism (For Trust or Company Service Provider Licensees)”. The revised TCSP Guideline became effective on 3 March 2025, and reflects the latest developments in the relevant international requirements and standards including the Recommendations of the Financial Action Task Force (“FATF”). Amongst others, the Registry aligned the format and contents of the TCSP Guideline with those of other regulatory authorities. More specifically, this effort has resulted in general enhancements of mitigating measures at the institutional level, the readability of the TCSP Guideline, and the referencing for TCSP Licensees to combat money laundering and terrorist financing.

Enhancing the Regulation of Money Lenders

The Registrar of Money Lenders, whose role is performed by the Registrar, works closely with the FSTB in enhancing the regulation of licensed money lenders to safeguard public interest.

The FSTB and the Registry have been closely monitoring the market situation in the money lending sector to continuously review and enhance the prevailing regulatory measures, inducing money lenders to grant loans more responsibly and better safeguarding public interest. From 23 June to 22 August 2025, a public consultation was conducted to collect views from the public and stakeholders on the proposed measures to address the issue of excessive borrowing. The Government is considering the views received during the consultation period, with a view to finalising the measures and formulating relevant legislative proposals.

年內，放債人註冊處處長繼續向持牌放債人進行年度調查及專題調查，通過這些定期工作監察業界的市場情況，以便更有效規管持牌放債人。為此，放債人註冊處處長會審慎檢視每項調查涵蓋的範疇才展開調查工作。此外，放債人註冊處處長已於二零二四年引入新規定，要求持牌放債人為批出的特定類別貸款提交季度報表，務求可適時收集更多有關無抵押個人貸款和以物業作抵押的個人貸款的資料。

至於打擊洗錢及恐怖分子資金籌集方面，隨著《2022年打擊洗錢及恐怖分子資金籌集(修訂)條例》的實施，放債人註冊處處長在二零二三年六月修訂了《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》(下稱《持牌放債人指引》)，之後再全面檢討該指引，納入多項國際規定的最新發展及標準，包括與持牌放債人有關的特別組織的建議，例如優化在機構層面緩減風險的措施。該項檢討亦提高《持牌放債人指引》的可讀性，使該指引在格式及內容上與其他監管機構的相關指引一致，讓持牌放債人於打擊洗錢及恐怖分子資金籌集活動時更易於參考。修訂已如期完成，經修訂指引更名為《打擊洗錢及恐怖分子資金籌集指引(持牌放債人適用)》，在二零二四年十二月六日在本處網站公布，並於二零二五年三月三日推行。

During the year, the Registrar of Money Lenders continues to conduct the annual exercise and thematic survey on licensed money lenders. It is through these regular exercises that the Registrar of Money Lenders monitors the market situation of the sector, thereby enabling better regulation of licensed money lenders. To this end, the Registrar of Money Lenders reviews the scope of the surveys carefully before the conduct of each exercise. In addition, the Registrar of Money Lenders introduced a new requirement in 2024 for licensed money lenders to submit quarterly returns on specific types of loans granted in order to obtain more timely information on the situation of unsecured personal loans and personal loans secured by property.

On the Anti-Money Laundering and Counter-Terrorist Financing front, following the implementation of the Anti-Money Laundering and Counter-Terrorist Financing (Amendment) Ordinance 2022, the Registrar of Money Lenders revised the “Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Licensed Money Lenders” (“ML Guideline”) in June 2023. An overall review of the ML Guideline was then undertaken, taking into account the updates of the latest developments in international requirements and standards including, among others, the recommendations of the FATF relevant to licensed money lenders, such as improvements in mitigating measures at an institutional level. The review also enhanced the readability of the ML Guideline and easy referencing for licensed money lenders to combat money laundering and terrorist financing by aligning its format and contents with the guidelines of the other regulatory authorities. The revision has been completed on schedule, and the revised ML Guideline, which was further renamed “Guideline on Anti-Money Laundering and Counter-Financing of Terrorism (For Licensed Money Lenders)” was publicised on the website of the Registry on 6 December 2024 for implementation from 3 March 2025.