

Role and Functions of the Companies Registry



Ms Ada Chung
Registrar of Companies
16 April 2018

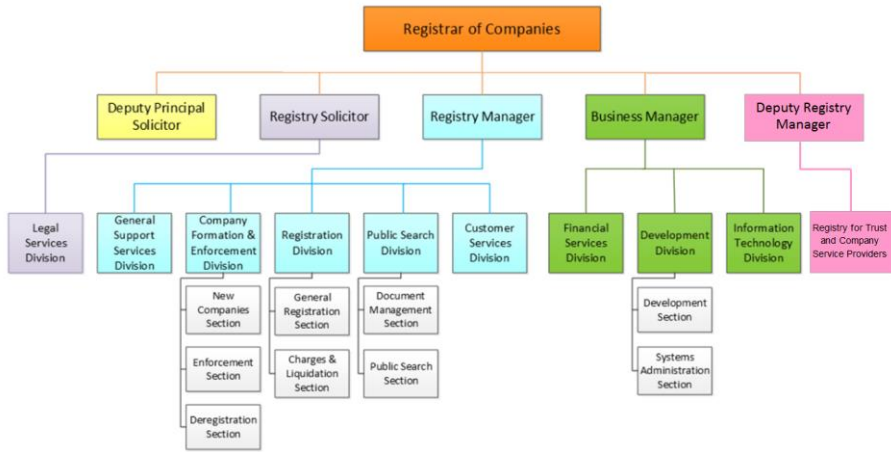


Companies Registry

- An independent government department since **1 May 1993**
- Companies Registry (CR) Trading fund established on **1 August 1993**
- Operating on a self-financing basis and on commercial principles
- Registrar of Companies is the General Manager of the CR Trading Fund
- CR Trading Fund's annual report tabled in the Legislative Council each year



Organisational Structure



As at 31 March 2018 : 442 staff



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Major Services

Incorporating and registering new companies

Enforcing the Companies Ordinance and other Ordinances

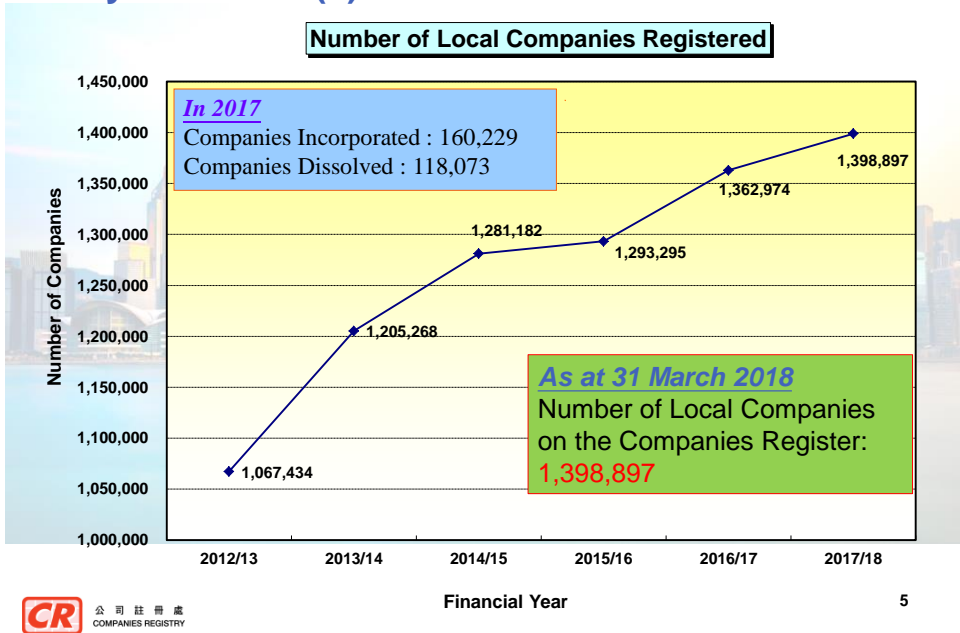
Providing public search services

Registering documents delivered under various Ordinances

Advising the Government on policy, regulatory and legislative issues regarding company law and related legislation

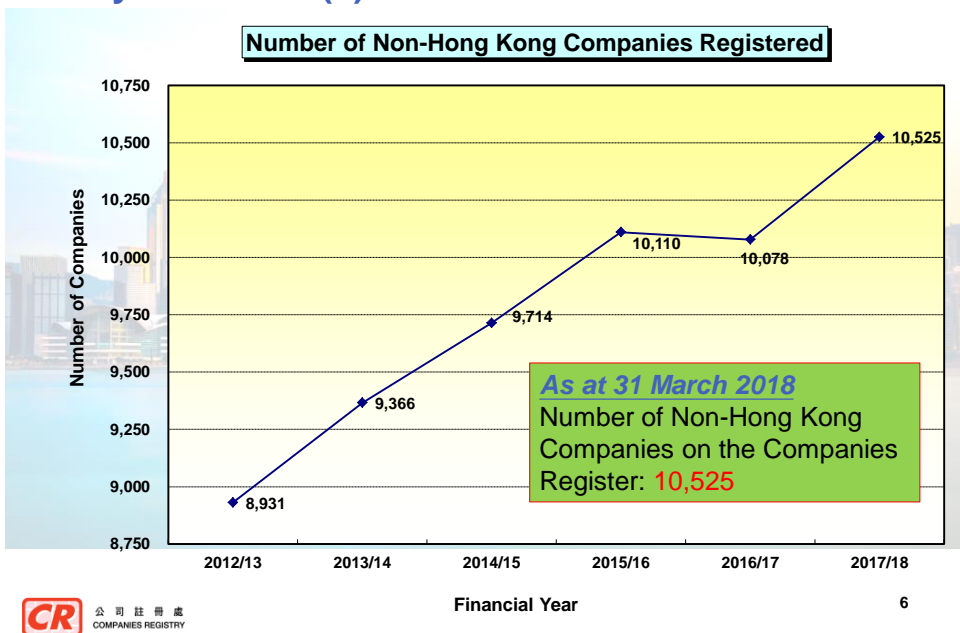
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Key Statistics (1)



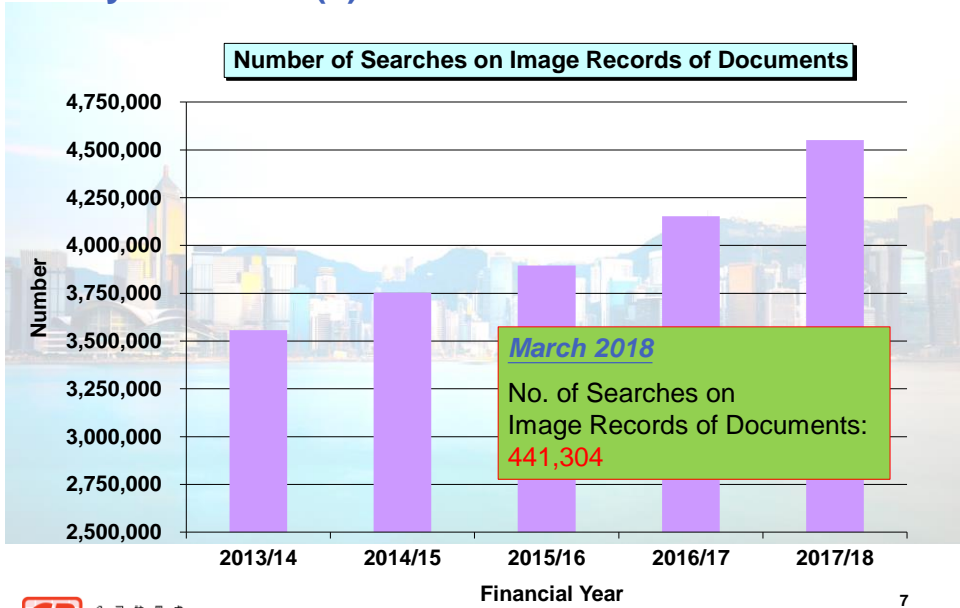
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Key Statistics (2)



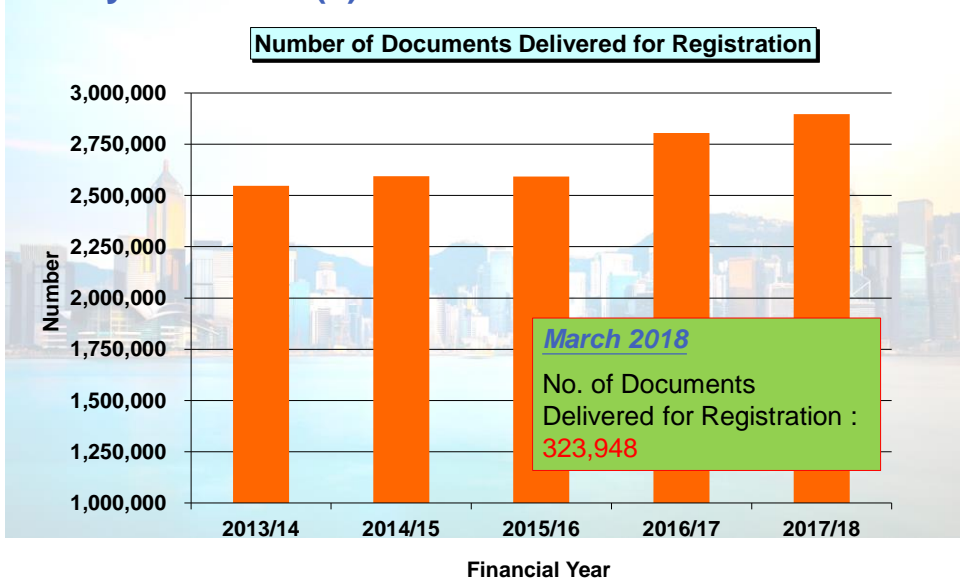
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Key Statistics (3)



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Key Statistics (4)



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Ordinances Administered

- **Companies Ordinance (Cap. 622)**
- Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32)
- Limited Partnerships Ordinance (Cap. 37)
- Trustee Ordinance (with respect to trust companies) (Cap. 29)
- Registered Trustees Incorporation Ordinance (Cap. 306)
- Money Lenders Ordinance (Cap. 163)
- Miscellaneous incorporation ordinances



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The new Companies Ordinance (Cap. 622 of the Laws of Hong Kong)

- The comprehensive rewrite of the old Companies Ordinance began in mid-2006.
- Following five rounds of public consultations and continuous exchanges with relevant stakeholders over the years, the Companies Bill was introduced into the Legislative Council (LegCo) on 26 January 2011.
- The new Companies Ordinance was passed by LegCo on 12 July 2012 and came into operation on **3 March 2014**.



ICRIS (1)

Companies Registry's Electronic Services include :

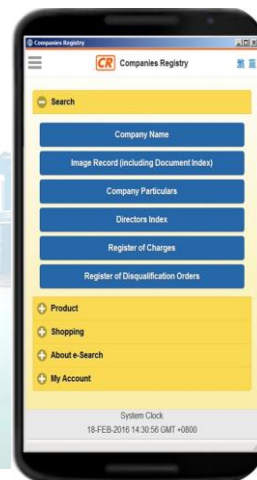
- Electronic Search Services
 - 📱 **Cyber Search Centre** (www.icris.cr.gov.hk)
 - 📱 **Company Search Mobile Service** (www.mobile-cr.gov.hk)
- Electronic Incorporation and Document Submission Services
 - 📱 **e-Registry** (www.eregistry.gov.hk)
- Mobile e-Filing Service
 - 📱 **“CR eFiling” Mobile Application**

ICRIS (2)

Electronic Search Services

Company Search Mobile Service
(www.mobile-cr.gov.hk)

- Obtain company information at finger tip :-
 - Company name
 - Image Record (including Document Index)
 - Company particulars
 - Index of directors
 - Register of Charges
 - Register of Disqualification Orders



ICRIS (3)

e-Registry (www.eregistry.gov.hk)

- Internet portal for electronic submission of :
 - applications for **company incorporation / registration and business registration** of local and non-Hong Kong companies;
 - **84 specified forms** including the annual return

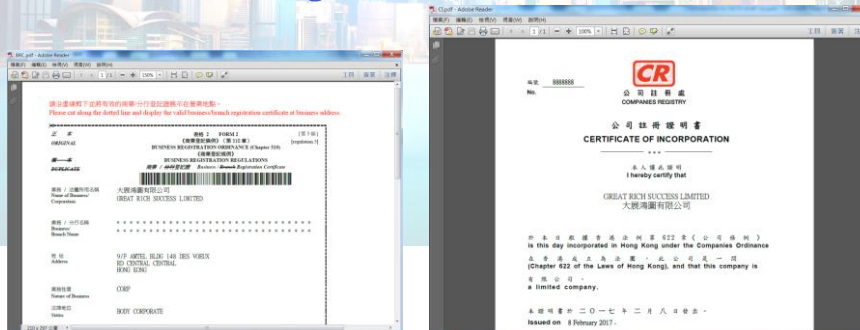


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ICRIS (4)

Electronic Incorporation Service

- One-stop electronic company incorporation and business registration
- Time required – **less than 1 hour**
- Electronic certificates and Hard copy certificates have same legal effect



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ICRIS (5)

Electronic Submission Service

- Full scale electronic filing service covering 84 specified forms, including annual returns
- Time required for processing and registration of e-forms by system – **less than 1 hour**



ICRIS (6)

Mobile e-Filing Service

“CR eFiling” Mobile Application

- facilitate companies to deliver specified forms electronically for registration using mobile devices
- covered 13 commonly filed forms including
 - applications for **company incorporation**
 - forms for reporting **changes of particulars** of companies
 - **Annual Returns**



ICRIS (7)

Other Electronic Services @ e-Registry:

■ Annual Return e-Reminder Service



- Receive electronic notifications for delivering annual returns
- E-submission of Annual Returns with data populated

■ e-Monitor



Instant notice of changes of information on the Companies Register

ICRIS (8)

 Direct interface with users

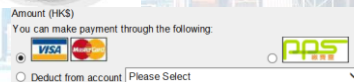
 24 x 7 electronic services

 Helpdesk support service

 Multiple payment methods

 User interface in 3 languages

 Online tutorial or demonstration



Where We Are

We implemented the new Companies Ordinance (CO) in March 2014

According to the World Bank's Doing Business Report 2018:

- Hong Kong ranks third in starting a business
- Hong Kong ranks fourth in the ease of doing business

(I) Enhancing Transparency of Beneficial Ownership of Hong Kong Companies

Companies (Amendment) Ordinance 2018

Companies shall : -

- maintain a Significant Controllers Register (“SCR”), containing required particulars of registrable persons and registrable legal entities, for inspection by law enforcement officers upon demand; and
- take reasonable steps to ascertain the persons who have significant control over a company.

(II) Regulation of Trust or Company Service Providers in Hong Kong

Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) (Amendment) Ordinance 2018

- (i) To extend statutory CDD and record-keeping requirements to solicitors, accountants, estate agents, and trust or company service providers (“TCSPs”); and**
- (ii) To introduce a licensing regime for TCSPs to require them to apply for a licence from the Registrar of Companies.**

“Fit and Proper” Test (1)



- Applicants, and their directors / partners / ultimate owners (where applicable), will be subject to a “fit and proper” test.
- In determining whether a person is fit and proper to carry on, or be associated with, a TCSP business, the Registrar will have regard to any matter that the Registrar considers relevant.

“Fit and Proper” Test (2)

Other matters to be taken into account include :-

- whether the person has any criminal conviction, in particular, those relating to money laundering or terrorist financing or involving fraud or dishonesty
- whether the person is an undischarged bankrupt/ in liquidation or receivership (AMLO sections 53H and 53I)



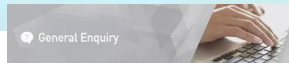
Power of Inspection and Discipline

- Site inspections are carried out to ensure compliance with the CDD and record-keeping requirements.
- Licensees are liable to disciplinary sanctions to be imposed by the Registrar as follows:-
 - Public reprimand;
 - Remedial order to remedy the contravention;
 - Payment of a pecuniary penalty not exceeding \$500,000. (AMLO section 53Z)



Applications for TCSP licences

- Up to 31 March 2018
 - Number of applications > 1,700
 - Number of enquiries > 6,000
 - Number of visits on TCSP website > 78,000



Guidelines and Reference Materials

- The following guidelines have been published:-
 - Guideline on Licensing of Trust or Company Service Providers;
 - Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Trust or Company Service Providers;
 - Guideline for Imposition of Pecuniary Penalty.
- External circulars, pamphlets, videos, hotline, FAQs, etc.



