



THE REVIEW PERIOD 財政期

1 公眾服務

(a) 新公司 本處開始以營運基金運作當日，適逢各項服務費於同日調整，而對上一次調整是在兩三年前。

由於有關調整收費的建議，須於生效前二十八日呈交立法局審議，公眾人士可於一個月前得知有關的加費建議。正因如此，在一九九三年七月的最後一個星期內，本處接到大量註冊成立新公司的申請，以迴避由一九九三年八月一日起增收的300元公司註冊費用。

當時通常每月約有6,000宗新公司註冊申請，但一九九三年七月卻達14,100宗申請，因此營運基金損失了來自約8,000間公司的註冊費收入（約達1000萬元），因為這筆款項在營運基金未正式設立之前，全部撥歸政府的一般收入帳項。

在隨後的幾個月內，新公司註冊成立的數目相應減少，最少時每月僅約3000間。在年內最後數月，數目才逐漸回升。在財政期內，總共有34,135間新公司註冊成立。

(b) 公司文件登記 在財政期內，本處所處理的文件總數量較預期為少，且更比一九九二／九三年度同期為少。本處在一九九四年一月及二月期間採取行動，針對過往某些公司在遞交年報表時未完全遵照規定，將年報表妥為填報及簽署。這行動甚為成功，並加強外界對本處決意提供高水平公司資料的觀念。

(c) 抵押文件 在財政期內，本處共登記23,173份抵押文件，價值約達450億元，較一九九二／九三年度同期高出約10%，與預算的水平相若。

(d) 查冊 在財政期內，查冊申請數目較預期略高。本處共辦理127萬宗查冊申請及發出同等數目的縮微拷貝。期內，公眾查冊數目相當平均。

1 PUBLIC SERVICES

(a) New Companies The commencement date of the Registry as a Trading Fund coincided with the date of an increase in the Registry's fees which had been last reviewed two or three years before.

The principal fee proposals affecting the Registry are subject to the negative procedure in the Legislative Council and are required to be tabled in the Council for 28 days. As a result of the decision not to implement the new fees until after the 28 day period, the public was in effect given a month's notice of the proposed increases and a large number of applications to incorporate new companies were received in the last week of July 1993 to avoid the increase in the incorporation fee of \$300 per company which became effective on 1 August 1993.

At that time, normal activity was in the order of 6,000 incorporations per month. 14,100 applications were received in July 1993 and as a consequence the Registry lost the fees of an estimated 8,000 incorporations (about \$10 million) as this was credited to the General Revenue prior to the creation of the Trading Fund.

Activity in new company incorporations inevitably fell away for a few months thereafter, reaching a monthly low of about 3,000 companies, but picked up again in the last few months of the year. 34,135 new companies were incorporated during the review period.

(b) General Registration The total volume of documents processed during the review period was less than anticipated and in fact showed an overall reduction compared with the same period in 1992/93. A major initiative was undertaken in January and February 1994 to combat abuses in previous years of the requirements for companies to file Annual Returns in a complete and properly authenticated manner. The exercise was very successful and served to reinforce the view that the Registry was determined to maintain a high standard of information available to the public.

(c) Charges A total of 23,173 charges with a value of approximately \$45 billion were registered during the review period, about 10% higher than during the same period in 1992/93 and in line with the budgeted level.

(d) Searches The number of company searches was a little higher than anticipated during the review period. A total of 1.27 million successful searches were made and copies of microfiches issued. Activity was quite constant throughout the period.

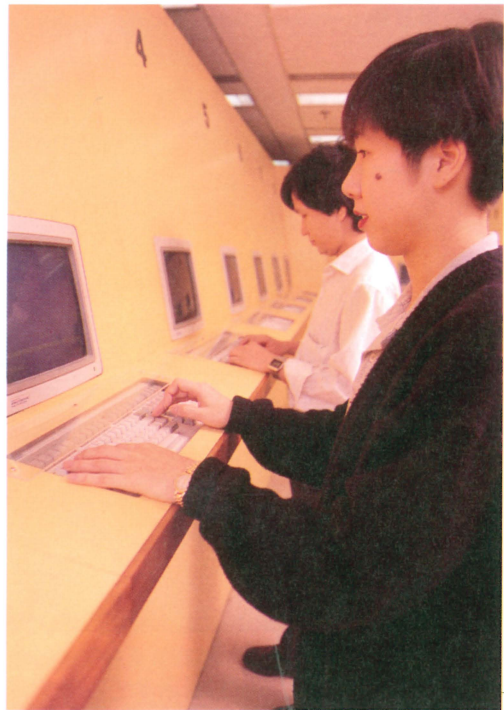
2 CUSTOMER RELATIONS

The Registry recognises that one of the most important elements determining its success as a Trading Fund, is its relations with its customers. To address that issue, a Customer Services Division was formed. During the review period, its staff visited major customers on a regular basis; handled customer queries and coordinated responses to complaints; and introduced the first two pamphlets in a series explaining, in easy to read format, the Registry's services and prices.

In 1991, a Joint Standing Committee was formed to provide a forum for the Registry to exchange views with representatives of its major customers. The Committee has met twice during the review period and has worked well as a channel for the Registry to test legislative and procedural changes prior to implementation and also for the customer representatives to seek clarification of and solutions to problems arising from their dealings with the Registry. During the review period, the Committee was retitled as the Customer Liaison Group and has been expanded to include ad personam members representing those categories of customers who are not represented by the various professional organisations.



Documents being filmed in the Registry's camera room.
在公司註冊處攝影室內，文件正被攝製成縮微菲林



Customers can check company names through the computer terminals in the Registry's Queensway Office.
客戶可使用本處設在金鐘道的辦事處內的電腦終端機查閱公司名稱

2 客戶關係

本處深切了解營運基金能否成功運作，其中一個重要因素在於與客戶所保持的關係，因此本處成立客戶服務部。在財政期內，該部人員曾定期探訪主要客戶；處理客戶的查詢，並負責統籌答覆投訴；及印備首兩份小冊子，淺易解說本處的服務及有關收費。其他一系列的服務說明書，會陸續推出。

在一九九一年成立的聯席常務委員會，令本處有機會與主要客戶的代表交換意見，該委員會在財政期內共開會兩次，通過常務委員會，本處實行更改法例或程序之前，可諮詢客戶及各專業組織代表的意見，及容許客戶代表澄清及尋求方法解決他們與本處在工作往來上所遇到的疑難。在財政期內，委員會改組，並易名為客戶聯絡小組。除專業組織代表外，小組現已加入數位額外成員，以個人身份代表一些不屬於專業組織的客戶。

3 員工組織及編制

本處成為一個獨立部門，以營運基金運作之同時，在部門組織結構方面，亦作出適當修訂。除加設首長級人員，負責統籌管理整體運作、財政事務及發展計劃外，亦開設非首長級的新職位，以加強高層運作管理，及提供財政及人力資源管理、客戶服務及拓展服務。

繼本處成功招聘公司註冊主任後，在財政期內，多個職位空缺僅於一九九四年三月三十一日後陸續填補，公司註冊主任一職，是本處人事架構主要的一環，負責督導及處理多項公司註冊事務。

為彌補年內員工短缺，本處已按情況加聘臨時職員。



Companies Registry participants in the Civil Service walk for charity in aid of the Community Chest.

公司註冊處員工踴躍參加公務員百萬行為公益金籌款

聘用臨時職員，有助本處因應工作情況的變化，作出適當回應。目前，全部臨時職員均以按日僱用條件聘任；除假期外，他們並無其他福利。不過，本處已向政府提交建議，指出以固定合約方式聘用臨時職員優點甚多，但必須訂明該等合約可因經濟或其他情況而終止。在實際運作上，以固定合約方式聘用臨時職員，並不能全面解決本處的人手需求，因為有部分工作仍須倚靠按日僱用的臨時職員。

公司註冊處經理透過座談會方式，定期會見處內各單位的員工。這種不拘謹及非官式的諮詢安排，可補一般溝通渠道之不足，試行後証實頗受歡迎，來年座談會將陸續舉辦。

3 STAFF ORGANISATION AND ESTABLISHMENT

The organisation of the Registry was altered when it became an independent department in anticipation of its role as a Trading Fund. Additional directorate officers were appointed to manage the Registry's overall operation, financial services and development programme. New non-directorate posts were created to strengthen the senior operational management of the Registry, and to provide financial and human resource administration and customer services and development support.

The Registry experienced a considerable number of vacancies during the review period which were filled only after 31 March 1994 as the result of a successful recruitment campaign for Companies Registration Officers, who form the backbone of the Registry's supervisory and operational staff.

To compensate for the shortfall in staff during the year, additional temporary staff were taken on as and when the workload warranted it.

Temporary staff are an important part of the Registry's organisation, allowing it to respond more readily to changes in activity levels. At present, all temporary staff are employed on day-to-day terms with no benefits except leave. A proposal has been put to the Government, however, that there may be advantages in employing temporary staff on a fixed contract basis, provided always that such a contract may be resolved if economic or other conditions so dictate. In any event, it is not envisaged that all the Registry's needs can be met by such an arrangement as there will still be a case for day-to-day terms of employment for some aspects of the business.

A new, informal consultation forum has been established whereby the Registry Manager meets, on a regular basis, the staff in each working unit of the Registry, to supplement the regular channels of communication. It has proved most successful so far and will be extended in future years.

Consultation with Registry staff has taken place on a proposal to introduce an incentive scheme to relate, at least in part, salaries with performance. There are many issues to be considered both by the staff and the management of the Registry, and no specific agreement has been reached as yet. The proposal is currently being assessed by the Government.

4 LEGAL SERVICES

(a) Enforcement and Prosecutions During the review period, a significant enforcement initiative commenced under the provisions of the new section 290A of the Companies Ordinance which came into effect on 1 July 1993. This section allows the Registrar to initiate action to strike-off companies which have not filed their annual returns for two or more consecutive years. Enforcement teams are being created for a period of two to three years to tackle the problem, and the first staff were in post by the end of the review period.

The prosecution unit continued to pursue with considerable success cases of public companies failing to comply with their filing obligations under the Companies Ordinance.

The relevant statistics regarding striking-off and prosecution action during the review period are as follows -

(i) No. of striking-off actions initiated	2774
(ii) No. of cases successfully prosecuted	60
(iii) Total amount of fines/penalties levied	\$2 million



The Registry's library is used extensively, particularly by Legal Services Division lawyers
本處設有圖書館。本處人員尤其是法律事務部的律師，經常需要使用圖書館協助日常工作。

本處已就建議推行一獎勵性計劃與職員磋商，該計劃建議把員工的薪酬或部分薪酬與服務表現掛鉤。由於計劃內多項細則，仍待詳細研究，至今尚未達成任何具體協議。至於政府方面，則正在評估是項計劃大綱及可行性。

4 法律事務

(a) 執行及檢控 在財政期內，本處於一九九三年七月一日實施在公司條例下新訂第290A條的條款。該條款容許公司註冊處處長撤消那些連續兩年或以上未有遞交年報表的公司註冊。本處已成立特別執行組，預期在兩三年內，完成檢舉所有違例的公司。首批工作人員已於財政期末展開工作。

檢控組繼續起訴未有按公司條例規定遞交文件的公眾公司，成效卓越。

財政期內，有關撤消公司註冊及檢控行動的統計數字如下：

(i) 採取撤消公司註冊個案數目	2774
(ii) 成功檢控個案數目	60
(iii) 判處罰款總額	200萬元

(b) 新訂法例 1993年公司(修訂)(第2號)條例於一九九三年十一月四日獲得通過，隨於一九九四年四月二十九日實施，私人公司須按其註冊成立的周年日期遞交年報表，並填報各董事在其他公司所擔任的董事職位，俾便本處編製上市公司董事索引。修訂法案生效後，私人公司遞交年報表的時間，將會平均分佈於全年，這措施對客戶及本處均有好處。

在財政期內，本處亦就以下範疇提供意見：

(i) 立例以便採取更有效行動，對付曾犯欺詐行為或違反規例的公司董事或有關人士，確保



3 long service Registry staff received their retirement souvenirs from Mr. Gordon Jones, Registrar of Companies. From left to right, Mr. Fung Sau-kong, Clerical Officer I, Mr. Jones, Mr. Wong Chok-Kin, Clerical Officer I, and Mr. Che Kwong-ngah, Clerical Officer I.
公司註冊處處長鍾悟思先生致送紀念品予三位榮休人員，由左至右，順序為一級文員馮守剛先生，鍾悟思先生，一級文員黃作堅先生及一級文員池廣雅先生

執行法庭發出的取消資格令，在有效期內，此等人士喪失資格擔任公司董事職位；

- (i) 提出建議，容許合資格及在香港正式註冊的公眾會計師註冊成立有限公司，並對核數師給予法定保障，免他們承擔因向有關指定機構舉報欺詐事件而引起的責任問題。

5 公司法改革常務委員會

(a) 定期會議 在財政期內，公司法改革常務委員會曾召開三次會議，考慮對公司條例作出多項修訂。本處負責提供資源，履行該會的秘書職務。有關公司法改革常務委員會的職責及工作詳情，可參閱該會向總督會同行政局所提交的第十號報告書。

(b) 全面檢討公司條例 財政司於一九九四年三月二日發表預算案演詞時，宣佈政府將全面檢討公司條例。考慮到本港不斷改變的環境及其他有類似法制的地區在公司法例方面的重大發展，有系統地全面整體檢討公司條例相較於經常就個別項目修訂該條例，益感需要。當局現正著手物色合適人選，負責進行檢討、決定檢討的方法，尤其是該檢討與公司法改革常務委員會的關係。當局將會申請撥款，以便進行此項全面檢討。

(b) New Legislation The Companies (Amendment) (No.2) Ordinance 1993 was enacted on 4 November 1993. Those sections which were implemented on 29 April 1994 require private companies to file their annual returns by reference to the anniversary dates of their incorporations and enable the setting up of the Index of Directors of listed companies showing all their directorships. The revision of the time-table for submitting annual returns should result in a much more even flow of such documents to the Registry throughout the year, resulting in benefits to both customers and staff.

During the review period, the Registry also provided views and advice in relation to :

- (i) legislation enabling more effective action to be taken against fraudulent, unfit or defaulting directors and persons with a view to disqualifying them from acting as directors of companies during periods specified by Courts in the disqualification orders;
- (ii) proposals to allow for the incorporation of qualified and properly registered public accountants in Hong Kong and to afford auditors statutory protection from liability arising through the reporting by them of fraud to the relevant specified authorities.

5 STANDING COMMITTEE ON COMPANY LAW REFORM

(a) Regular Meetings During the review period, the Standing Committee on Company Law Reform (SCCLR) met on three occasions to consider a wide variety of amendments to the Companies Ordinance. The Registry provides the secretariat to the SCCLR. Full details of the SCCLR's work may be found in the Committee's Tenth Report to the Governor in Council.

(b) Overall Review of the Companies Ordinance In his budget speech on 2 March 1994, the Financial Secretary announced that there would be an overall review of the Companies Ordinance. A more structured overall review, as opposed to continued and ad hoc amendments of the Ordinance, is considered necessary having regard to Hong Kong's changing circumstances and major developments in company law in other comparable jurisdictions. The Registry is contributing to work currently underway to identify a suitable candidate to

undertake the review; resolve the review's modus operandi, including its relationship with the SCCLR; and obtain the necessary funding.

6 FINANCE

The surplus for the Registry's first period as a Trading Fund was \$15.6 million, well in excess of the budget of \$4.3 million.

Although there was a considerable shortfall in revenue during the period [see Section III (1) (a)], expenditure was also lower than expected, due to a number of factors, notably: the staff vacancies described in Section III (3); lower than expected oncost rates charged by the Government in respect of civil servants; and lower than expected interest rates.

A notional sum of \$3.3 million has been charged by the Government in lieu of taxation, to simulate the conditions under which a commercial organisation would operate.

No dividend is proposed as it is predicted there will be a negative cash flow in 1994/95 due to the high level of capital expenditure anticipated.

The Accounts together with the notes on the Accounts are at Appendix A. The report of the Director of Audit on the Accounts is at Appendix B.

Statistics showing the Registry's activities are at Appendix C.

7 DEVELOPMENT

The development work in the review period has concentrated on three main areas. Firstly, the implementation of the proposals by the Government's Efficiency Unit for changes in working practices which have been accepted by the Registry; secondly, the implementation of the first phase of upgrading the Registry's computer; and thirdly, the identification of the priorities to be set for future development plans and their time frame.

A series of working groups has implemented the accepted recommendations for working practices for the Registry and altogether 51 changes have been made since the Efficiency Unit's Report was received in 1993.

6 財務

本處以營運基金運作的首個財政期內有盈餘1560萬元，遠較預算的430萬元為多。

雖然期內基金的收入減少（見第III部(1)(a)段），但開支亦較預期為少，主要原因是已於第III部第3段所提及的職位空缺問題、利率及政府就公務員借調予營運基金所收取的附加費用較預期為低。



Customers lodging documents with the Registry.
客戶遞交文件

仿效一般商業機構的營運，本處須向政府繳交約330萬元名義上的稅款。

由於預計一九九四／九五年度，本處因為預期資本開支增加，流入的現金將較流出的現金少，因此建議不派發股息。

期內的帳目連同註釋，載錄於附錄A，而核數署署長就有關帳目發出的報告書則載於附錄B。

本處各項工作的統計數字載於附錄C。

7 發展

財政期內，本處的發展工作集中於三方面。第一是實行政府效率促進組提出改善部分工作程序的各項建議；第二是推行第一期加強電腦系統計劃，第三是為日後發展計劃定立優先次序及訂出時間表。

本處已成立多個工作小組，實施各項合適的改善工作程序建議，而一九九三年接獲效率促進組的報告後，本處共改變51項工作程序。

本處現進行加強電腦系統，預期於一九九四年末完成。有關工作曾因遲遲未能獲得增撥額外辦公室而延誤。政府同意本處有需要擴充辦公室，但至今仍未提供全部所需的額外地方。為解決燃眉之急，本處現考慮租用私人物業。

本處加強電腦系統後，當可推出一個董事索引，列出上市公司董事所擔任的全部董事職位，以及任何被取消資格出任公司董事的人士。此外，亦可提供一個文件索引，詳列本處的存檔文件。因此，本處向客戶所提供的資料，將會更為詳盡，而且減少部分人力密集的工序。

本處的管理階層不斷考慮發展設施的未來路向，深切了解在收存資料數據方面，仍需多加改善。在提供電腦化直接輸送資料方面，亦需加強服務。為識別具體需求，本處已進行研究，以分析市場對本處所提供服務的種類、有關的時間範圍及收費等方面的期望。

A major enhancement of the Registry's computer system is underway and should be effective in late 1994. Work has been hampered by delays in obtaining additional accommodation and although the Government has agreed the Registry's needs, it has been unable to provide the additional space required. Moves are underway to seek assistance from the private sector in the short term.

The enhancement of the Registry's computer system will introduce an index of all the directorships held by directors of listed companies and of any persons who are disqualified from holding directorships of companies and will, in addition, provide a detailed index of all documents filed with the Registry. The information available to the public will, as a consequence, be much improved and at the same time, the extent of labour intensive activities in the Registry will be reduced.

The Registry's management has been considering the direction to take in developing its facilities. In general, the Registry is aware that there is considerable scope for improvement in the way data is captured and held, and that there should be an increase in the number of services available on-line. To identify the specific requirements, the Registry has commissioned a study to analyse the market's perception of what services it wishes to obtain from the Registry, in what time frame, and at what price.



A Companies Registration officer in the Registry's Computer Room testing the new document indexing system.
公司註冊主任在電腦室測試新的文件索引系統