

Annual Report 1995/96

OUR AIMS

- ◆ To provide facilities to allow the promoters of companies, limited partnerships and trust companies to incorporate their enterprises easily and to register all documentation required by the various Ordinances governing those enterprises.
- ◆ To provide the public with facilities to search for the information held by the Registry.
- ◆ To ensure compliance by enterprises and their officers with their obligations under relevant Ordinances.



- ◆ To advise the Government on policy and legislative issues regarding company law and related legislation.
- ◆ To achieve all the aims described above in an efficient and effective manner and to provide services within time frames and at prices which are acceptable to our customers.

OUR STAFF

Organization

At 31 March 1996, the Registry had a total of 445 staff of whom 365 were full time civil servants and 80 were temporary or short term contract staff.

一九九五／九六年度年報

本處目標

- ◆ 提供設施，讓公司、有限責任合夥公司及信託公司的發起人，可順利為其公司辦理註冊成立手續，並登記公司按照各有關條例規定所遞交的文件。
- ◆ 提供設施，讓公眾人士查閱本處所保存的資料。
- ◆ 確保公司及其人員遵照有關條例，並履行責任。
- ◆ 就與公司法及相關法例有關的政策及立法問題，向政府提供意見。
- ◆ 快捷及有效地達至上述各項目標，並在客戶可接受的收費水平及時間範圍提供服務。

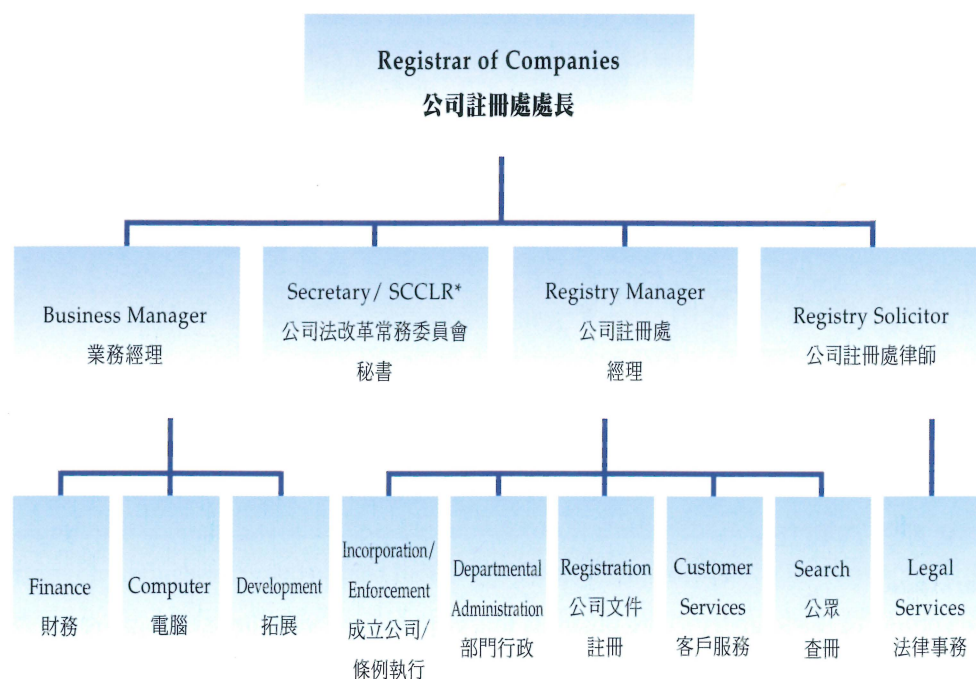
本處員工

組織

截至一九九六年三月三十一日止，本處共有四百四十五名職員，其中三百六十五名為全職公務員，其餘八十名則為臨時或短期合約員工。

The Registry's organization is shown below:

本處的組織表如下：-



* Standing Committee on Company Law Reform

Training and Development

During the year, there has been a concentrated training programme for Registry staff, particularly in the use of Chinese to prepare for the expected increase in documents filed in Chinese and communication in Putonghua. All Companies Registration Officers attended courses on Chinese writing while twenty of them received Putonghua training. In addition, 180 self-learning packages on Putonghua and on the use of Chinese official correspondence were provided to frontline and junior staff. In addition one Deputy Registry Manager was seconded to the Government Secretariat for six months and an Assistant Registry Manager attended the Government's Senior Staff Course for a period of three months.



員工培訓及發展

年內，本處員工參加了多項內容密集的培訓課程，特別是使用中文方面，以應付日後更多客戶遞交中文文件及以普通話與本處聯絡溝通。所有公司註冊主任參加了中文寫作課程，其中二十人並參加普通話培訓。此外，共有一百八十份普通話及公函寫作自學課程分發給前線員工及初級員工，以供學習。另外，一名副公司註冊處經理曾借調往布政司署六個月，一名助理公司註冊處經理則參加了為期三個月的高級公務員訓練課程。

Social Activities

A full calendar of social events was organised by and for staff during the year. There was an average attendance of over 100 at each of 8 events which were very beneficial in building working relationships.



OUR ACTIVITIES

Workload

The volume of the Registry's core business this year showed very little change from 1994/95. Fewer local and overseas companies were registered, but slightly more documents were filed, while the number of searches for company information was very similar to last year. The detailed statistics are at Appendix A.

Service Development

The final renovation work to the public areas of the Registry's Queensway Government Offices premises was completed during the year and, as a result, customers have a much more comfortable and welcoming atmosphere in which to conduct their business.

聯誼活動

年內，本處為員工籌辦多項聯誼活動。所舉辦的八項活動，平均每項有超過一百名員工參加，對建立良好工作關係，甚有裨益。



本處工作情況

工作量

本年度本處主要的工作量與一九九四／九五年度大致相同。本地公司註冊個案及海外公司登記個案均告減少，但遞交本處的文件卻略為增加。查閱公司資料的次數則與去年相若。詳細的統計數字載於附錄A。

拓展服務

本處為設於金鐘道政府合署的辦事處公眾地方進行的最後一期翻新工程，已於年內完成。客戶現在可以在更舒適的環境下辦理事務。

The Registry's indices of company names and documents filed have been fully computerised. In addition to being able to access the information through terminals in the Registry, customers can now also subscribe to these indices on CD-ROM which allows them to examine them in their own offices and fax requests for company searches to the Registry. This is the first time that customers have been able to deal with the Registry remotely and, although this is a very small step, it puts the Registry on the road to a full remote-access service.

During the year, preparatory work was undertaken regarding the filing of documents in Chinese with the Registry. It is hoped that, as from late 1996, presentors will be able to file documents in either English or Chinese and, to assist this development, work started on revising all the forms used by presentors. After consultation with customers and professional bodies, 11 new forms have been designed which are bilingual and in an easier to use format. The use of these 11 forms represents the bulk of documents filed with the Registry each year.

A significant change in working practices undertaken during the year eliminated the use of certain files which occupied almost half of one floor of the Queensway Government Offices premises. As a result, some Registry activities were streamlined, giving a better service to customers, and the lease of a half floor was given up to the Government, resulting in considerable savings in recurrent rentals.

The Registry's fee structure was altered slightly during the year. Some minor filing fees were combined with the fee for filing a company's annual return and fees were set at levels which reflected better the work done by the Registry for the type of company or the type of transaction involved. The new fees came into operation on 1 March 1996, the previous revision having been on 1 August 1994.

本處提供的公司名稱及文件索引已全面電腦化。客戶現時除可透過設於本處的終端機查閱資料外，亦可訂購唯讀光碟 (CD-ROM)，俾能在自己的辦事處查閱這些索引，他們亦可以圖文傳真方式向本處訂閱公司紀錄。這是客戶首次可以用遙距方式使用本處提供的服務。儘管此項服務是邁向全面提供遙距服務的一個小步伐，本處已在通往此服務的路上務實前進。

年內，本處積極進行容許客戶提交中文本文件的籌備工作，希望在一九九六年年底，文件提交人可提交英文或中文本文件。為配合推動這項發展，本處已展開工作，修訂所有表格。經諮詢過客戶及專業團體的意見後，本處設計了十一款新表格。新表格中英對照，方便客戶使用。客戶每年遞交的大部分表格，會被這十一款新表格取代。

年內，本處改變工作程序，現已毋須使用某些檔案。這些檔案過往幾乎佔用了金鐘道政府合署半層樓宇。由於工序的精簡化，客戶獲得更佳服務。此外，本處亦已終止向政府租用上述半層樓宇，大幅度節省租金方面的經常開支。

年內，本處的收費結構略有更改，部分次要的存檔費與遞交公司周年申報表的存檔費合併，而所訂定的收費水平更能確實地反映本處為某類公司或所涉及的某種事務所提供的服務。新收費在一九九六年三月一日生效，上次調整收費的日期是一九九四年八月一日。



Legislation and Enforcement

Enforcement activity was very extensive during the year, both in terms of striking off defunct companies and also prosecuting companies and officers in default of their obligations under the Companies Ordinance.

Action to strike off under section 290A of the Companies Ordinance, companies which had not filed annual returns for two or more consecutive years, was undertaken by a full complement of four teams of staff. Nearly three quarters of the database of companies has been examined and almost 54,000 companies identified for striking off. By 31 March 1996, 12,868 companies had been struck off the Register.



Prosecution action in respect of companies and their office bearers for failure to comply with their obligations under the Companies Ordinance showed an increase this year. During the year, a total of 298 prosecutions were instituted.

During the year, the Legal Services Division provided advice on proposed amendments to the Companies Ordinance as contained in three major bills. The more important issues included in this legislation were the introduction of bilingual filing; incorporation of Certified Public Accountant practices; the de-regulation of statutory forms and the abolition of the ultra-vires rule, by which a company is obliged to undertake only activities which are specified in the objects clause of its Memorandum of Association.

制訂法規、實施執行

本處年內積極採取執法行動剔除停業的公司，並檢控違反公司條例的公司及人員。

根據公司條例第290A條規定，連續兩年或以上欠交周年申報表的公司可被剔除，本處屬下四隊人員負責剔除行動。本處已查核過公司資料庫接近四分之三的紀錄，並已確定約 54,000 間公司為採取剔除行動的對象。截至一九九六年三月三十一日為止，共有 12,868 間公司已從登記冊除名。

本處在本年內向不履行公司條例規定責任的公司及其人員採取檢控行動的次數有所增加，檢控個案數目為 298。

年內，法律事務部就三條條例草案內有關修訂公司條例的建議，提出意見。在各項修訂建議中，較重要的包括使用英文或中文撰寫文件遞交本處、執業會計師事務所成立為有限公司、法定表格撤銷格式規限以及廢除越權行為規則（根據此項規則，公司只可進行其組織章程大綱的宗旨條款所指定的活動）。

Customer Relations

Customer service remains one of the Registry's very high priorities. Regular contact is made with our customers, both informally through visits by Registry staff to customers' offices and also through the forum of the Companies Registry Customer Liaison Group. The Group met four times during the year and provided a useful vehicle for exchanging ideas on the Registry's existing and planned activities. The contributions of the customer representatives on the Group are very valuable and are much appreciated.



The Customer Services Division employed the services of the City University of Hong Kong to devise and conduct a customer service study during the latter part of the year. The results will be reported to the Customer Liaison Group and will be taken into account when setting the next performance pledges for the Registry.

To help new customers locate the services they wish to use in the Registry's premises in Queensway Government Offices, a touch screen information system was installed during the year, and has proved to be a useful aid.



客戶關係

本處着重客戶服務，經常與客戶保持聯絡，除了定時派員造訪客戶外，亦透過公司註冊處客戶聯絡小組與客戶保持聯繫。該小組在年內共開會四次。會議極為有用，小組成員可就本處現時及計劃中的活動交換意見。本處對該小組的客戶代表所提出的寶貴意見，深表謝意。

客戶服務部得到香港城市大學相助，在本年度較後時間進行了一項有關客戶服務的調查。調查結果會向客戶聯絡小組報告，本處下次制訂服務承諾時亦會緊記客戶透過調查給予我們的訊息。

為協助新客戶了解本處設於金鐘道政府合署的辦事處所提供的服務，本處在年內安裝了按觸屏幕查冊設施，該設施頗受客戶歡迎。

Overseas Visitors

Contact with other jurisdictions has always been considered an important means for the Registry to objectively assess its own standards and targets. During the year, the Registry received seven groups of visitors from outside Hong Kong, including representatives from Companies House



Officers from the Department
of Company Affairs in India
印度公司事務署訪客

in the United Kingdom, two delegations from mainland Chinese institutions and others from the British Virgin Islands, Botswana, India and Anguilla. Visits were made by Registry staff to companies registries or their equivalents in China, the United Kingdom, Australia and New Zealand.

Standing Committee On Company Law Reform

The Registry provides the secretariat services for the Standing Committee on Company Law Reform (SCCLR) which met

seven times during the year to consider a wide range of amendments to the Companies Ordinance. Full details of the SCCLR's work can be found in the Committee's Twelfth Annual Report which was published in July 1996. The Registrar of Companies participates as a Working Group member in the overall review of the Companies Ordinance which was initiated by the Government's Financial Services Branch and is being undertaken by a consultant. The consultant is due to complete his work and report to the Government by early 1997.

海外訪客

本處一向認為與各司法管轄區保持聯繫，至為重要，可讓本處客觀地評估本身所訂的標準及目標。年內，本處共接待七批海外訪客。他們包括英國公司註冊處的代表，兩個來自中國大陸機構的代表團以及其餘來自英屬維爾京群島、博茨瓦納、印度和安圭拉島的代表。此外，本處亦派員訪問中國、英國、澳洲及新西蘭的公司註冊處或對口機構。

公司法改革常務委員會

公司法改革常務委員會由本處提供秘書處服務，年內共召開七次會議，考慮公司條例的各項修訂。有



Officers from Ministry of
Foreign Trade and Economic
Cooperation in China
中華人民共和國對外貿易經濟
合作部訪客

關公司法改革常務委員會的工作詳情，可參閱該會在一九九六年七月出版的第十二號年報。公司註冊處處長已加入一個工作小組為成員，參與全面檢討公司條例；是項檢討由政府財經事務科提出，現正由一名顧問負責跟進，預期他會在一九九七年年年初前完成檢討工作，屆時並會向政府提交報告。

OUR RESULTS

The Registry has a number of targets based on the main measurements of performance, namely service levels and the rate of return on fixed assets employed by the Trading Fund.

During the year, service level targets were in almost all cases, exceeded and customers enjoyed a better standard of service as a result. The detailed statistics are shown below:-

本處成績

本處根據主要工作的成績，此即服務水平及以營運基金固定資產計算的回報率，定出一系列服務指標。

年內，本處各項服務的水平幾乎全部超越指標，為客戶提供更佳的服務。詳盡的統計數字表列如下：

	1994/95 年度 Actual 實際表現	1995/96 年度 Target 目標	Actual 實際表現
Incorporation/Registration 註冊成立／登記的公司			
- Local company 本地公司	7	7	6
- Overseas company 海外公司	35	36	32
Change of company name 更改公司名稱	N. A. 不適用	17	13
Registration of general documents 登記公司文件			
- Local companies 本地公司	29	25	16
- Overseas companies 海外公司	39	34	20
Registration of charges 登記抵押	11	12	11
Searches 查冊			
- Express counter 特快櫃枱	22 minutes 22 分鐘	20 minutes 20 分鐘	21 minutes 21 分鐘
- Normal counter 普通櫃枱	1	1	1
- Multi-transactions 申請多份拷貝櫃枱	1-2	1-2	1-2

The financial results are shown in the annual accounts at Appendix B. In summary, revenue was about 7% higher than 1994/95 with lower revenue from incorporations being offset by higher revenue from filing documents. Expenditure was higher than 1994/95, largely due to increased staff costs, caused by the annual pay award and additional staff being employed for enforcement work. A dividend of \$3 million or 30% of the profit after taxation of \$9.9 million for the year will be payable to the Government.

本處的財政狀況載於附錄B的周年帳目中。簡言之，收入較一九九四／九五年度增加大約7%。雖然公司註冊成立所帶來的收入較低，但差額被較高的文件存檔費收入抵銷。開支較一九九四／九五年度為高，主要因為員工費用因每年薪俸調整及聘請更多員工負責執法工作而增加。本處會支付三百萬元股息給政府，該筆股息相等於九百九十萬元除稅後盈利的30%。

Performance targets and actual results (expressed in working days)
服務目標及實際表現(以工作日數計算)

OUR PLANS

The Registry's overall planning target is to make the lodging of documents and searching for corporate information increasingly simple and convenient for its customers. It is hoped that the legislative changes making possible filing in either English or Chinese and de-regulating the statutory forms will be implemented during 1996. At the same time, the first of the 'new-look' bilingual forms will be introduced. During the coming year or two, work will continue to revise all the old style forms on the same basis so that our customers find them easier to understand and complete.

The Document and Names Indices on CD-ROM combined with a facility to order searches by fax which was introduced this year was the first step towards allowing customers to have remote access to the Registry. This development has been followed up with a major programme to create a full database of company information.

Over the next year or so, a team of staff or contractors will input key company information, such as registered office, directors, secretaries, share capital and charges, to a computer database. Customers will be able to access the database to either obtain the information they require directly, or, if not, to order microfiche copies automatically. At the same time the Registry will move towards a credit-based relationship with its customers rather than the present cash-based system.

Consultation with experts is underway to decide whether the Registry will embark on a project to change the medium of data storage from microfiche to optical disk. Although the cost of changing to the new medium would be considerable, it is likely that there could be savings in Registry manpower and benefits to customers if the change were effected. If it is agreed that imaging should be introduced, implementation will be after the expanded database has been made available to customers.

本處未來計劃

本處的最終目標是希望盡量簡化提交文件及查閱公司資料的程序，以方便客戶。隨着法例修改，本處亦希望，在一九九六年內，客戶可向本處遞交英文或中文本文件，法定表格亦撤銷格式規限。與此同時，本處會推出第一批“新式樣”的中英對照表格給客戶使用。在未來一兩年內，本處會在此基礎上修訂所有舊式表格，務求客戶更易明白表格內容及填報事項。

年內，本處透過唯讀光碟(CD-ROM)提供文件名稱索引及公司名稱索引，並讓客戶以傳真方式要求查閱公司資料。這是邁向為客戶提供用遙距方式取得本處資料的第一步。緊接此項發展，現有計劃以電腦資料庫方式，全面提供公司資料。

在來年，本處職員或承辦商會將公司主要資料輸入電腦資料庫。這些資料包括公司的註冊辦事處、董事、秘書、股本及押記。客戶可以從資料庫直接取得所需要的資料或自動訂閱縮微拷貝。此外，本處除了提供現有的收取現金服務外，亦會考慮提供記帳服務給客戶。

本處正在諮詢專家，以決定會否展開一項計劃，將資料儲存媒體由縮微拷貝改為光碟。雖然改用新儲存媒體耗費不菲，但如改用，相信本處可節省人力，客戶亦可受益。如考慮採用文件影像處理系統，該計劃將待至已擴充的資料庫可供客戶使用之時，才予實行。