



COMPANIES REGISTRY

公 司 註 冊 處



ANNUAL REPORT 1996-97 年報



# COMPANIES REGISTRY

ANNUAL REPORT

1 April 1996 to 31 March 1997

公司註冊處

年報

一九九六年四月一日至一九九七年三月三十一日

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## GENERAL MANAGER'S STATEMENT 總經理報告

The past year has been one of considerable challenge and change for the Companies Registry. A steady growth in the number of company incorporations reached a historical peak of over 9,000 new incorporations in January 1997, causing a significant increase in demand for the Registry's services. However, the substantial increase in workload saw no deterioration in service levels and, in most areas of the Registry's work, these have continued to improve. The increased workload also meant more revenue and this, coupled with careful control of expenditure, has ensured that the Registry has been able, for the first time, to meet the target return of ten percent on assets employed. We will continue to manage our finances prudently to ensure that the Registry's major development programme to improve its services and facilities is not adversely affected by fluctuations in revenue.

Over the past four years, the Registry has changed from being a department with manual systems and old style service attitudes to one increasingly using computer systems and having a customer-driven service culture. The development projects being either implemented or planned are, however, more complex and costly than those already undertaken. Of these, the most important is the expansion of our database to include key data of over 480,000 registered companies with a view to making relevant information available for on-line search by our customers through terminals in their offices. The database expansion is well underway and a feasibility study on the on-line service has started. This project, scheduled for completion in the course of 1998, will mark a major revolution in the way in which the Registry conducts its business: for the first time, customers will be able to obtain information without having to physically visit the department's premises. In the interim, a smaller-scale on-line service regarding the company name and document indices has been tested and launched through the Internet in July 1997.

In the course of the year, major amendments were made to the Companies Ordinance regarding the filing of information with the Registry. The Companies (Amendment) Ordinance 1997, which was implemented on 10 February 1997, de-regulated the statutory forms under the Companies Ordinance and, at the same time, the most commonly used forms were replaced with new bilingual specified forms. On the same date, the new Chinese language provisions in the Companies (Amendment) Ordinance 1995 were also implemented, and information may now be filed with the Registry in Chinese as well as English. The Consultant's Report on the overall review of the Companies Ordinance was launched for public consultation at a press conference on 1 May 1997, and members



過去一年，公司註冊處面對不少挑戰及轉變。註冊成立的新公司不斷增加，在一九九七年一月，數字更高達 9,000 間，創下歷史性高峰，對本處的服務需求相應大增。工作量雖然大幅度增加，服務水平卻未有下降，而在大多方面的工作，服務水平反而繼續提高。工作量增加亦令收入有所增長，加上開支控制得宜，本處的業績首次達到目標回報率，即資產的百分之十。本處會繼續審慎管理財政，確保本處在改善服務及設施方面的主要發展計劃不致因收入不穩定而大受影響。

在過去四年，本處由一個依靠人手作業及以舊式服務態度提供服務的部門轉變為一個日漸多用電腦設備及服務宗旨堅持以客為尊的部門。目前實施中或策劃中的發展計劃，均較那些已實行的計劃複雜，所耗費用亦較多。這些計劃當中，最重要的是擴充資料庫，把超過 480,000 間註冊公司的主要資料儲入資料庫內，從而為客戶提供聯綫查冊服務，讓他們透過其辦公室內的電腦終端機查閱有關資料。擴充資料庫的工作已開始了一段時間，有關聯綫服務的可行性研究亦已展開。這個預期於一九九八年內完成的計劃，將會標誌著本處在提供服務方面一項重大的改革：客戶首次毋須親自前來本處便可取得所需資料。在現階段，一項規模較少而有關查閱公司名稱索引及文件索引的聯綫服務經過測試後，已於一九九七年七月開始透過國際電腦網絡面世。

公司條例內有關向本處遞交公司資料的規定在年中有些重要的修訂。1997 年公司（修訂）條例由一九九七年二月十日起實施，撤銷了公司條例內各款法定表格的格式規限，而最常



用的表格亦被新的中英對照指明表格所取代。在同一天，1995年公司（修訂）條例內有關使用中文的新規定亦告實施，除了以英文撰寫的文件外，文件提交人現時亦可提交以中文撰寫的文件給本處。此外，一份全面檢討公司條例的顧問研究報告已於一九九七年五月一日在記者招待會上發布，向公眾徵詢意見，公眾人士可在本年年底之前遞交其意見。

公司註冊處是其中一個率先設立客戶聯絡小組的政府部門。該小組自一九九一年成立以來，一直就本處的服務與設施提供意見，是本處重要的意見來源。該小組的成員包括各主要專業團體及客戶的代表，在過去數年，他們均對本處貢獻良多。謹此感謝他們的參與。此外，本處每年都進行客戶調查，並定期訪問主要客戶，從而取得所需資料，以改善服務。本處的網頁已在一九九七年七月起放上國際電腦網絡。另外，本處正在考慮採用互動音頻回答系統處理一般的電話查詢。此兩項計劃均有助於進一步加強本處與客戶間的聯繫。

一九九七年五月一日是本處成立為一個政府部門的第四個周年日。本處當天正式發表了理想及使命宣言——理想就是「受世界認同為卓越的公司註冊處，為社會提供優質服務」。能達致此理想，本處員工的熱忱、積極支持及努力將功不可沒。本人謹此衷心感謝他們。本處正在考慮擬訂一個人力資源管理計劃，定出招聘、管理、培訓及激勵員工士氣的策略及安排，以確保員工有充分能力去應付本處正要面對的重要的轉變期。

在未來一年，本處的服務將充滿新挑戰及新要求，但本人有信心本處會一如以往，以堅定的態度去應付。不論現在或將來，本處均竭力承擔所負責任，以期香港作為主要國際金融商業中心的地位得以百尺竿頭，更進一步。



鍾悟思太平紳士  
公司註冊處處長  
暨公司註冊處營運基金總經理

of the public have until the end of the year to submit their comments.

The Companies Registry was one of the first Government departments to establish a Customer Liaison Group and, since its establishment in 1991, this Group has been an essential source in providing feedback on the Registry's services and facilities. Members of this Group, representing major professional bodies and customers, have made a significant contribution over the past few years, and I would like to thank them for their involvement. In addition, the annual customer survey and the regular visits paid to major customers provide us with the information necessary to enhance our services. The Registry has launched its Home Page on the Internet in July 1997, and is considering the introduction of an Interactive Voice Response System to handle routine telephone enquiries. Both projects will help to enhance the department's already strong links with its customers.

On 1 May 1997 - the fourth anniversary of the Registry's establishment as a separate Government department - the Registry officially launched its Vision and Mission Statement in which the vision is 'to achieve world-wide recognition as an excellent Companies Registry giving the community a quality service'. This would not be possible without the enthusiasm, support and hard work of my staff to whom, as always, I extend my heartfelt thanks. Consideration is being given to drawing up a Human Resources Management Plan for the department which will map out our strategy and programmes for recruiting, managing, training and motivating staff to ensure that our staff are fully equipped to handle the significant period of change which the Registry is facing.

The coming year will be full of new challenges and demands for the Registry, but I have no doubt that we will continue to meet them confidently and robustly. Both now and in the future, the Companies Registry is committed to contributing to Hong Kong's continued growth and success as a leading international financial and business centre.

G W E Jones, JP  
Registrar of Companies and General Manager  
Companies Registry Trading Fund

## ANNUAL REPORT 1996-97 一九九六至九七年度年報

### OBJECTIVES

#### Our *vision is...*

To achieve world-wide recognition as an excellent Companies Registry giving the community a quality service.

#### Our *mission is...*

- To provide our customers with efficient, cost-effective and quality services and facilities to incorporate companies and to register and examine company documents.
- To continuously review and improve our services and facilities, taking account of the needs and expectations of our customers and the best modern technology available.
- To motivate our staff to achieve organizational objectives by adopting appropriate human resource management strategies.

#### Our *values are...*

- To care for and respect our customers by listening to them and taking into account their needs and expectations when shaping the type and quality of service which we deliver.
- To care for and respect our colleagues as a quality service can be delivered only through dedicated people of high calibre working together as a team.
- To change for the better by remaining receptive to new ideas, technologies and work practices so as to improve the level and quality of our services and facilities.

Our Aims  
我們的目標

### 目標

#### 我們的理想是...

受世界認同為卓越的公司註冊處，為社會提供優質服務。

#### 我們的使命是...

- 為客戶提供高效率、具成本效益和優良的服務與設施，以辦理有限公司註冊及登記和查閱公司文件。
- 因應客戶的需要和期望，引進現代科技，不斷檢討和改善本處所提供的各項服務和設施。
- 採用適當的人力資源管理策略，激勵員工，達成本處的目標。

#### 我們的信念是...

- 以客為尊：重視客戶的意見。按照他們的需要和期望，發展服務項目和釐定質素水平。
- 群策群力：關懷和尊重我們的員工。透過全體熱誠能幹的工作人員，同心協力，推行優質服務。
- 精益求精：採納嶄新的意念、科技和工作模式，不斷改良本處的設施和服務質素。







Microfiche Reading Room  
縮微膠片閱讀室

## 職能

### 本處的主要職能是 ...

- 提供設施，讓公司、有限責任合夥公司、信託公司及註冊受託人的發起人，可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。

### 本處執行的條例包括 ...

- 公司條例（第 32 章）
- 有限責任合夥條例（第 37 章）
- 受託人條例（第 29 章）
- 註冊受託人法團條例（第 306 章）
- 放債人條例（第 163 章）
- 其他的法團條例



Our staff explaining the microfilming process to the Financial Secretary,  
The Hon Donald Tsang, JP

本處人員向財政司司長曾蔭權太平紳士解釋以微型縮影方式攝製公司文件的程序

## FUNCTIONS

### The Registry's *primary functions* are...

- To provide facilities to allow the promoters of companies, limited partnerships, trust companies and registered trustees to incorporate their enterprises, 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.



Over 50 terminals to serve public search customers  
超過五十部終端機供客戶查冊

### *Ordinances* administered by the Registry *include...*

- Companies Ordinance (Chapter 32)
- Limited Partnerships Ordinance (Chapter 37)
- Trustee Ordinance (Chapter 29)
- Registered Trustees Incorporation Ordinance (Chapter 306)
- Money Lenders Ordinance (Chapter 163)
- Miscellaneous incorporation ordinances

## HUMAN RESOURCES

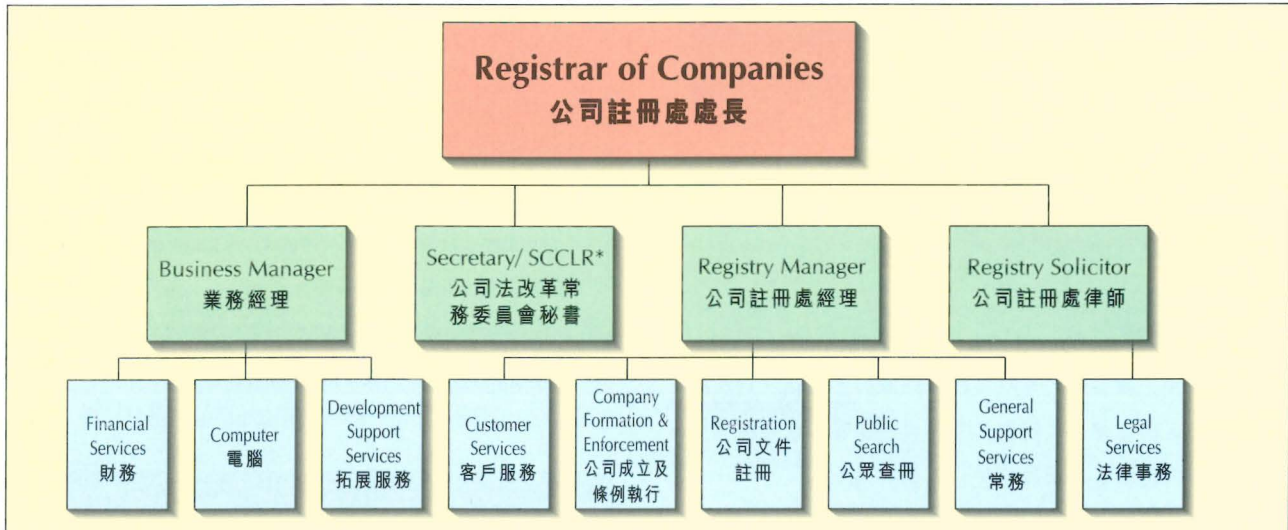
## 人 力 資 源

### Organization

The Registry's functions are supported by the organization shown below :

### 組織

本處以下列的組織架構，執行所負責的職能：



\* Standing Committee on Company Law Reform

As the market conditions which determine the Registry's workload change from time to time, the Registry adopts a flexible staff structure. In view of this, as far as practicable, temporary and short term contract staff are employed or released in response to fluctuations in activity levels. The value of this flexible approach was demonstrated clearly in 1996-97 when the Registry was faced with significant increases and monthly fluctuations in workload.

At 31 March 1997, the Registry had a total of 462 staff, of whom 370 were full time civil servants and 92 were temporary or short term contract staff. The increase over the year was mainly to provide a team of staff to work on the Registry's project to expand its database.

本處的工作量取決於市場情況，但市場情況不時變動，故本處一向採用靈活的員工結構來應付。為此，我們盡可能按照工作量的變動情況來聘請或停用臨時員工及短期合約員工。本處在一九九六至九七年度內的工作量顯著增加，但每月的變動不定，上述靈活的安排，正好在年內清楚展示其實際效用。

截至一九九七年三月三十一日止，本處共有四百六十二名員



The senior staff of the Companies Registry  
本處的高級職員

工，其中三百七十名為全職公務員，其餘九十二名則為臨時或短期合約員工。員工人數較上一年度為多，所增聘的員工主要是擔任與本處的資料庫擴充計劃有關的工作。



## 員工培訓及發展

要確保提供優質服務，員工必須獲得適當的培訓及發展。在一九九六至九七年度，培訓工作整體上有所增加，而本處亦繼續善加利用公務員培訓處提供的培訓資源。一般職系人員可獲提供入職培訓，資深文書人員則參加員



Staff attending a training class  
員工參加培訓班

工管理方面的培訓。此外，本處持續地為所有公司註冊主任提供中文寫作培訓課程，正好配合由本處推動採用中英對照表格及容許文件提交人遞交以中文撰寫的文件的安排。這安排於一九九七年二月十日起生效。此外，有了內容更廣泛的中國研究課程，使更多人員獲得機會了解中國及其制度；員工也經常參加各項管理及英語課程。至於電腦操作培訓的課程亦大有增加，包括電腦入門課程及各項有關電腦軟件用途以至系統管理的課程。總體來說，員工共用了七百九十六個訓練日參加各項培訓。再者，本處亦有一名人員參予為公務員而設的訪問團，前往天津及唐山考察。

## 獎勵與生產力

服務市民是本處的主要任務。雖然數年來本處員工在改善服務質素方面已發揮重要作用，但本處認為獎勵措施應要加強，以激勵員工士氣。本處研究了若干項有關激勵員工士氣的建議，並將於一九九七至九八年內付諸實行。

除注意給予員工獎勵外，本處亦同時看重運作方面的生產力。為進一步提高生產力，本處現正研究沿用中的定期檢討生產力的制度。



Staff at work  
工作中的員工

## Training and Development

Suitable training and development of staff are essential in order to ensure the delivery of a quality service. In 1996-97 there was an overall increase in training activities and the Registry continued to make good use of the training resources offered by the Civil Service Training and Development Institute.

Induction training was provided for General Grades Officers. Senior clerical staff attended supervisory management training. The continuing departmental programme to train all Companies Registration Officers to communicate in writing in Chinese synchronized with the Registry's initiatives to introduce bilingual forms and to accept documents in Chinese as from 10 February 1997. With the wider range of China studies courses available, more officers benefited from opportunities to understand China and its systems. Management and English training courses were also well-attended. As regards computer training, there was an upsurge of training provision from an introductory level to various courses on software usage and systems management. Overall, staff undertook a total of 796 training days. In addition, one officer joined a civil service familiarization visit to Tianjin and Tangshan.

## Incentives and Productivity

Serving the public is the Registry's main role. Although staff have played a key role in improving the quality of services over the past few years, we believe that more incentives should be used to motivate staff in



Our Registry Manager, Mrs. Teresa Hui receiving her promotion letter  
公司註冊處經理許羅美女士領取升職信

this area. Several suggestions on staff motivation activities have been considered for implementation in 1997-98.

In parallel with incentives, equal attention is being paid to operational productivity. The system for regularly reviewing productivity levels is being examined to bring about further improvements.



## Leisure Gatherings

A wide variety of social and recreational events were organized during the year for staff and their family members. These included the annual dinner, a Christmas celebration and dinner, and outings to interesting places. All these activities were well received by the staff and helped to build harmonious personal and working relationships.



Visiting the Tsing Ma Bridge during construction  
參觀建造中的青馬大橋



An enjoyable trip  
一次愉快的遊覽

## 齊齊輕鬆

這一年內，本處為員工及其家人舉辦過多類聯誼及康樂活動，包括周年晚宴、聖誕聯歡會和遊覽名勝。這些活動深受員工歡迎，亦有助於建立和諧的人際及工作關係。

## OPERATIONS

### Workload was ...

- Heavy for the incorporation of private companies which increased by 73% over the past year, the highest level after 1993-94.
- High for the registration of documents, such as notice of situation of registered office, return of first directors and secretary, etc, which increased by about 30% over the past year and was the highest for the past five years.
- Steady for the public search services, which provide copies of microfilmed company documents/forms filed at the Registry, with a moderate growth of 4% over the past year.
- Significant for the striking-off of companies which had not filed their annual returns for two or more consecutive years and were therefore in breach of the requirement under the Companies Ordinance to file annual returns.



Registered documents being microfilmed  
for public search  
用微縮影片攝製已登記的文件，以供公眾查閱

## 運作情況

### 工作量是 ...

- 繁重：就私人公司的註冊成立工作而言，註冊量較去年增加 73%，是一九九三至九四年度以來最高的數量。
- 高企：就文件登記工作而言，登記數目較去年增加約 30%，是過去五年來最高的工作量。這些文件包括註冊辦事處座落地點通知書及有關首任董事或秘書的申報表等。
- 穩定：就公眾查冊服務工作而言，查冊量只較去年略增 4%。此項服務提供已登記的公司文件或表格的縮微膠片副本。
- 特殊：就自登記冊中剔除公司名稱的工作而言，數量頗多。這些公司均連續兩年或以上沒有遞交周年申報表，因而違反了公司條例中有關遞交申報表的規定。

詳細的統計數字載於附錄 A。



Customers... busy with their searches  
客戶們——忙於查冊

The detailed statistics are at Appendix A.



## 工作表現與服務指標對比

本處為下列各項主要服務訂有服務承諾：

- 按照公司條例，辦理公司註冊成立或登記事宜；
- 為公司所需遞交的文件登記；
- 提供查閱公司紀錄的設施。



Customers submitting documents in a comfortable and pleasant environment  
客戶在舒適的環境下遞交文件

年內，雖然工作量大大幅度增加，但服務水平仍達致目標，在某些方面更超越所訂的標準。詳細統計數字載於下表：

Service 服務	1993-94*	1995-96	1996-97			
	年度	年度	Target 目標	Actual 實際表現	Improvement 改善	
	Actual 實際表現	Actual 實際表現			Over 1993-94 與 1993-94 年度比較	Over 1995-96 與 1995-96 年度比較
<i>(expressed in working days unless otherwise stated)</i> <i>(以工作天計算，另外說明者除外)</i>						
Incorporation/Registration 註冊成立／登記公司 - local company 本地公司 - overseas company 海外公司	7 38	6 32	7 33	6 31	14% 18%	N.A. 不適用 3%
Change of company name 更改公司名稱	N.A. 不適用	13	16	13	N.A. 不適用	N.A. 不適用
Registration of general documents (including microfilming) 公司文件登記 (包括微型縮影) - local company 本地公司 - overseas company 海外公司	33 47	16 20	19 25	15.5 19.5	53% 59%	3% 3%
Registration of charges 登記押記	12	11	11	11	8%	N.A. 不適用
Searches 查冊 - express service counter 特快服務櫃枱 - ordinary service counter 普通服務櫃枱	22 min. 分鐘 1	21 min. 分鐘 1	20 min. 分鐘 1	19 min. 分鐘 1	14% N.A. 不適用	10% N.A. 不適用
Submission of documents at the shroff office (queuing time only) 在收款處遞交文件 (僅指排隊輪候時間) - peak hours 繁忙時間 - non-peak hours 非繁忙時間	N.A. 不適用 N.A. 不適用	N.A. 不適用 N.A. 不適用	20 min. 分鐘 10 min. 分鐘	20 min. 分鐘 10 min. 分鐘	N.A. 不適用 N.A. 不適用	N.A. 不適用 N.A. 不適用

\* The Companies Registry Trading Fund was set up on 1 August 1993.  
公司註冊處營運基金於一九九三年八月一日設立。



Regular review of performance  
定期檢討工作表現

## Performance against Service Targets

The Registry has a number of pledges covering the following core services:-

- the incorporation/registration of companies under the Companies Ordinance;
- the registration of documents required to be lodged by companies;
- the provision of facilities for the search of company records.

During the year, despite of the large increase in the volume of activities, the service level targets were achieved, and were even exceeded in some cases. The detailed statistics are shown below:



### Service Enhancement

Following the satisfactory completion in 1995-96 of the programme to renovate and refurbish the public areas and office accommodation at the Registry's Queensway Government Offices premises, both our customers and staff benefited from a pleasant and comfortable environment throughout the whole of 1996-97. Over the past year, the emphasis on service improvements has therefore shifted from the physical facilities to enhancing the quality of services delivered.

The use of electronic signatures to sign certificates of incorporation commenced in October 1996 enabling certificates to be delivered to the counter for despatch one day earlier than before and the company names index to be updated two days earlier.

The Registry's public search service was improved during the year by merging the ordinary search and the bulk search services to achieve a more effective and satisfactory service. The target of providing company information on microfilm within one working day was maintained, but there was no more restriction on the number of companies whose records could be searched on each occasion. In addition, several multi-purpose counters were set up to provide a one-stop shop for customers applying for and collecting microfiches.

With the implementation of the relevant provisions in the Companies (Amendment) Ordinance 1995 and the Companies (Amendment) Ordinance 1997 on 10 February 1997, companies may file documents with the Registry in either English or Chinese using forms specified by the Registrar of Companies in place of the previously prescribed statutory forms which have now been de-regulated. To facilitate the filing of forms in either language and to reduce the number of forms by combining the appropriate ones, the Registry has introduced 13 new forms which are bilingual and more user-friendly. The public were notified of such changes by the Registry's External Circulars; publicity on television, radio, press releases, press notices, the Government

### 服務的改進

經過本處在一九九五至九六年度內完成為設置在金鐘道政府合署的公眾地方及辦公室的翻修工程後，在整個一九九六至九七年度，客戶及員工均可在舒適的環境下辦事。因此，在過去的一年來，改善服務的重點自提供設備方面轉移至提高服務質素方面。



*The Certificates of Incorporation with electronic signature are printed here*

以電子簽署方式簽署的公司註冊證書在此印製

一九九六年十月，本處開始以電子簽署方式簽署公司註冊證書，使到這些證書可以較過往提早一天交予櫃檯發給客戶，而公司名稱索引則可提早兩天更新。

年內，本處改善了公眾查冊服務。普通查冊服務與申請大量拷貝服務合併，務求服務更有效率和更理想。有了這改變，本處的服務指標仍可維持在一個工作天內提供以微型

縮影處理的公司資料，但不再規限每次查冊時可以查閱多少間公司的紀錄。此外，本處設立了數個多項服務櫃檯，為申請縮微膠片並有縮微膠片待領的客戶一次過提供所需的服務。

1995年公司（修訂）條例及1997年公司（修訂）條例的有關規定已於一九九七年二月十日實施，各公司可使用公司註冊處處長指明的表格向本處遞交以英文或中文撰寫的文件，這些表格取代過往的法定表格，因為後者的格式規限已告撤銷。為了方便遞交以英文或中文撰寫的表格，以及將有關表格組合，以減少表格種類的數目，本處已為客戶推出十三款易於使用的中英對照新表格。上述轉變業經本處發出對外通



*The new bilingual forms are born*  
中英對照新表格面世



告通知公眾；此外，亦透過電視、電台、新聞稿、報章公告、國際電腦網絡上的政府新聞處網頁，以及金鐘道政府合署當眼處的海報及傳單作出宣傳；本處亦曾提供內有各款指明表格樣本的合訂本，以及載有各款中英對照新表格樣本的磁碟，予有關人士購買。本處為了幫助文件提交人認識新表格及鼓勵他們使用，免費派發這些表格，為期數月，直至一九九七年八月可以使用舊表格的寬限期屆滿前停止。其後，新表格會在政府刊物銷售處有售。本處現正檢討其餘用以填報公司資料的表格，目的是使大部分表格均可在一九九七至九八年度內被易於使用的中英對照表格所取代。

在文件提交人可以開始提交以中文撰寫的表格的同時，本處的電腦查冊服務系統亦作相應的修改，使其具有中文的查閱功能。市民可選擇以英文或中文查閱公司名稱索引、文件索引、上市公司董事索引及取消資格令索引。

本處的代理商現時所提供的唯讀光碟查冊服務可讓客戶在其辦公室內查看公司名稱索引及文件索引。唯讀光碟提供的資料是每兩星期才更新一次，對經常需要最新資料的客戶



Testing of the agent's new on-line service on company name and document indices

測試代理商的公司名稱及文件索引新聯綫服務

來說，可能感到此項服務不夠理想。不過，本處在本年度卻有機會改善唯讀光碟查冊服務，因為本處的代理商獲准把供給唯讀光碟的資料經國際電腦網絡提供新的聯綫查冊服務，讓客戶查閱上述兩種索引。一旦有了這項聯綫服務，客戶享有的查冊服務將較唯讀光碟查冊服務為佳，因為他們可以在有需要之時隨時取得每天更新的索引。在一九九六至九七年度終結時，本處的代理商已差不多完成有關工作，可讓已訂購唯讀光碟的客戶免費試用這項新聯綫查冊服務。客戶可在一九九七至九八年度訂購這項新服務，此後他們可以在其辦公室查看每天更新的公司名稱及文件索引。

Information Centre's home page on the Internet, and posters and flyers available at prominent spots in the Queensway Government Offices premises; and provision of samples of all specified forms in a booklet and samples of new bilingual forms in a diskette for sale to interested parties. Presentors were helped to get familiar with, and encouraged to adopt, the new forms through their free distribution for several months before the grace period for using the old forms expired in August 1997. Thereafter, the new forms are available for public sale at the Government Publications Centre. The Registry is now reviewing all the remaining forms which are used to file information with a view to replacing most of them with bilingual and user-friendly forms in 1997-98.

In parallel with the commencement of the submission of forms in Chinese, the Registry's computer system for search services was also modified during the year in order to provide search functions in Chinese. Members of the public may choose either English or Chinese to conduct their searches on the company names and document indices, the listed companies directors index, and the register of disqualification orders.

The existing CD-ROM service provided by the Registry's agent on the company names and document indices allows customers to view the two indices in their own offices but, as the CD-ROM updates are available only every two-weeks, this may not be satisfactory for customers requiring up-to-date information all the time.

However, an opportunity to improve the CD-ROM service arose during the year. The agent was allowed to work on the transfer of the data for the CD-ROM service to facilitate the provision of an on-line search service on these two indices through the Internet. With the proposed on-line service, the customers will have a better service than the CD-ROM service as they will be able to obtain the daily updated indices as and when required. By the end of 1996-97, the agent was nearly ready for the free trial of the new on-line service by existing CD-ROM customers. In 1997-98, customers are able to subscribe to this new on-line service and start viewing the daily updated company names and document indices in their offices.



## Customer Care

Since the Registry became a trading fund department, various facilities have been set up to improve the Registry's relations with its customers and the latter's understanding of the Registry's services. Today, customer service remains one of the Registry's highest priorities. With the experience gained over the years, our Customer Services Division has become more and more thorough in taking care of customers' needs. Its staff organize regular visits to major customers to collect their opinions; keep up-to-date the various pamphlets explaining the Registry's services to customers, in easy to read format; and organize visits by local and overseas delegations to the Registry. Regular contact with our customers is also achieved through the forum of the Companies Registry Customer Liaison Group which includes representatives of the Hong Kong Society of Accountants, the Hong Kong Association of Banks, the Hong Kong Institute of Company Secretaries and the Law Society of Hong Kong. The Group met four times during the year and has continued to provide an useful vehicle for exchanging ideas and opinions on the Registry's existing and proposed activities. The contributions of the customer representatives on the Group, both past and current, are valuable and always appreciated.

The services of the City University of Hong Kong have been employed to devise and analyse the Registry's annual customer service study in the second quarter of 1997. The results will be compared to those of last year's survey and reported to the Customer Liaison Group. Any useful findings will be taken into account in formulating plans to improve the Registry's services.



We enjoy serving the public  
我們樂意為市民服務



Pamphlets for our customers  
為客戶而備的小冊子

## 客戶備受關注

本處自從成為一個以營運基金運作的部門後，便添置各項設施，俾能改善本處與客戶間的關係，並讓客戶加深瞭解本處的服務。客戶服務現時仍是本處最優先處理的一類事項。本處的客戶服務部積聚了多年的服務經驗，在照顧客戶需求方面愈來愈全面。客戶服務部職員除了安排定時造訪主要客戶，以收集他們的意見，亦按時更新各款小冊子的內容，以淺白易明的形式向客戶闡釋本處所提供的服務。此外，客戶服務部也負責接待訪問本處的本地及海外代表團。本處亦透過客戶聯絡小組與客戶保持聯繫。客戶聯絡小組的成員包括香港會計師公會、香港銀行公會、香港公司秘書公會及香港律師會的代表。該小組在年內共開會四次，繼續作為就本處現時及計劃中的活動交換意見的有效途徑。不論今昔，本處對該小組的客戶代表所提出的寶貴意見，深表謝意。

本處聘得香港城市大學在一九九七年第二季為本處進行一年一度的客戶服務調查，並加以分析。本處會將調查結果與去年的調查結果互相比較，並向客戶聯絡小組報告。任何有用的調查結果均會在制訂改善服務的計劃時加以考慮。



除了藉著各款小冊子闡釋本處的服務外，本處尚尋求其他方法以改善與客戶的溝通。在一九九七年七月內，本處已在國際電腦網絡上設置網頁，以提供更多資料方便公眾覽閱。此外，由於愈來愈多客戶致電本處查詢資料，本處亦正在考慮設立互動音頻回答系統，以便提供一個有效率及方便的方法去應付客戶這方面的需求。

為了發揚服務市民的精神，本處亦有參與一九九六年十二月在花墟公園舉行的服務市民嘉年華會。該嘉年華會吸引了很多市民參加。同時，本處內部亦舉行了標語創作及聖誕卡設計比賽，以服務市民為主題，鼓勵員工思考怎樣可以做得最好，為社會提供更佳的服務。



The winning slogan  
得獎的標語



Well done. Winners of the 'Serving the Community' departmental Slogan and Christmas Card Design competitions receiving the prizes from the Registrar of Companies  
幹得好！本處的「服務市民」標語創作及聖誕卡設計比賽得獎者從公司註冊處處長手中領取獎品

Apart from using pamphlets to explain the Registry's services, the Registry is looking for other means to improve communications with its customers. A home page on the Internet which has been launched in July 1997 will provide more information for easy retrieval by the public. An Interactive Voice Response System is also being considered in order to provide an efficient and convenient means of serving the increasing number of customers who make telephone enquiries.

In order to promote the spirit of serving the community, the Registry participated in the Serving the Community Carnival at Fa Hui Park in December 1996 which attracted a lot of public interest. Within the Registry, competitions in the form of a slogan and Christmas card design on the theme of serving the community were organized to stimulate the Registry's staff to think of the best ways to serve the community better.



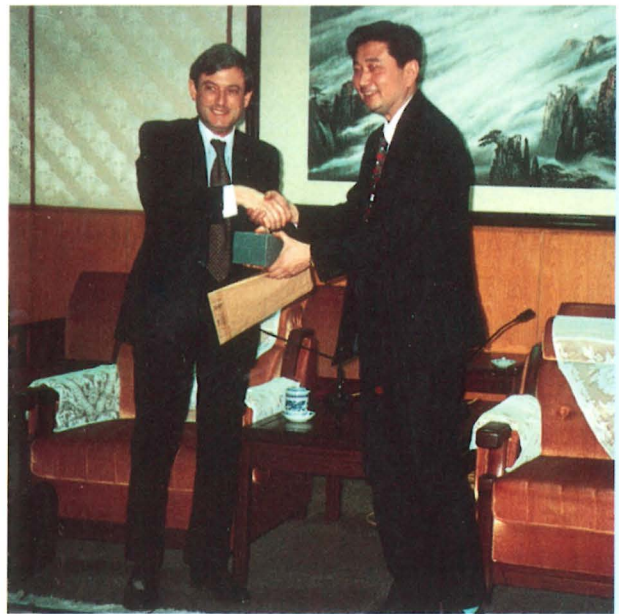
The Registrar of Companies meeting Mr. Gong Pei Lian, Chief of the Shenzhen Administrative Bureau for Industry and Commerce  
公司註冊處處長會見深圳市工商行政管理局局長龔培連先生

### Overseas and Mainland Contacts

The Registry always regards contacts with other jurisdictions as an important means for the department to objectively assess its standards and performance, and to share experiences regarding the provision and development of services. During the year, the Registry received six groups of visitors from outside Hong Kong, including four delegations from Chinese government departments and a professional institution, and two from the British Virgin Islands and Australia. The Registrar of Companies visited Companies House in the United Kingdom in August 1996, and led a delegation of the Registry's directorate officers to Beijing from 3 to 6 March 1997 where they visited a number of government departments and organizations including the Legislative Commission of the National People's Congress, the State Administration for Industry and Commerce, and the State Economic and Trade Commission. On 16 and 17 September 1996, the Registrar of Companies attended an international conference on corporate governance in Kuala Lumpur, organized by the Malaysian Association of the Institute of Company Secretaries and Administrators, where he delivered a paper.

### 海外及內地聯繫

本處一向認為與其他司法管轄區保持聯繫，至為重要，因藉此可讓本處客觀地評估本身所訂的服務標準及工作表現，並在提供及發展服務方面，與這些司法管轄區分享經驗。年內，本處共接待了六批內地及海外訪客。他們包括四個來自中國政府部門及專業機構的代表團，以及兩個來自英屬維爾京群島及澳洲的代表團。此外，公司註冊處處長亦於一九九六年八月訪問了英國公司註冊處，又於一九九七年三月三日至六日率領本處首長級人員訪問北京，參觀了一些政府部門及機構，包括全國人大法制工作委員會、國家工商行政管理局以及國家經濟貿易委員會。一九九六年九月十六及十七日，公司註冊處處長出席了在吉隆坡舉行的有關公司管治的國際會議。該會議由馬來西亞公司秘書及行政人員協會主辦，公司註冊處處長在會議席上發表了一份演辭。



The Registrar of Companies giving a souvenir to thank the Deputy Director of the Hongkong and Macao Affairs Office under the State Council, Mr. Lü Ping  
公司註冊處處長致送紀念品給國務院港澳事務辦公室副司長呂平先生



## 制定及執行政規

1997年公司（修訂）條例在一九九七年一月八日制定，並於一九九七年二月十日開始實施。公司條例所訂明的大部分法定表格已根據該修訂條例撤銷格式規限，改為公司註冊處處長指明的表格。由此，倘若表格日後有任何更改，均毋須通過法律程序。此外，該修訂條例亦廢除了越權規則，公司因而毋須在其章程大綱內述明冗長的宗旨條款。

法律事務部在年中除了就本處負責執行的各條條例的修訂提出意見外，亦檢討了司法機構所發出的傳票的格式。中英對照的傳票將會被採用，並會納入司法機構的電腦化案件及傳票管理系统。本處的電腦系統與該案件及傳票管理系统互相聯繫之後，本處便可以將全部所需資料直接輸入電腦。資料一經核實，司法機構便可立即發出傳票。這個系統已在一九九七年八月內啟用。

根據公司條例第290A條規定，連續兩年或以上未有遞交周年申報表的公司可被除名。本處在年內繼續採取這個剔除公司名稱的行動。數年來本處已查核過公司資料庫超過四分之三的紀錄，並已確定了大約89,000間公司為採取剔除行動的對象。截至一九九七年三月三十一日為止，共47,618間公司已從公司登記冊中被除名。

年內，本處向沒有遵從公司條例下的規定責任的公司及其人員採取了共173次檢控行動。



Legal officers contributing their professional knowledge  
本處律師以專業知識，提供意見

## Legislation and Enforcement

The Companies (Amendment) Ordinance 1997 was enacted on 8 January 1997 and came into operation on 10 February 1997. This ordinance de-regulated most of the statutory forms prescribed under the Companies Ordinance which became forms specified by the Registrar of Companies and, as such, any subsequent changes do not need to go through the legal process. In addition, the ordinance also abolished the ultra vires rule thereby relieving companies of the need to state lengthy objects clauses in their memoranda.

Apart from giving advice on amendments to the various ordinances administered by the Companies Registry, during the year, the Legal Services

Division also reviewed the format of all summonses issued by the Judiciary. Bilingual summons forms are to be introduced and will be incorporated into the computerized Case and Summons Management System (Caseman) of the Judiciary. After interfacing the Registry's computerized system with the Caseman system, the department will be able to input all required data directly and, upon verification, the Judiciary will be able to issue summonses immediately. This system has been implemented in August 1997.

Striking off action under section 290A of the Companies Ordinance in respect of those companies which had not filed annual returns for two or more consecutive years, continued throughout the year. Over three quarters of the companies database has now been examined and almost 89,000 companies have been identified for striking off. By 31 March 1997, 47,618 companies had been struck off the Register.

During the year, a total of 173 prosecutions were instituted against companies and their office bearers for failure to comply with their obligations under the Companies Ordinance.



13 new bilingual forms for use  
可供使用的十三款中英對照新表格

### **Standing Committee on Company Law Reform**

The Registry provides the secretariat services for the Standing Committee on Company Law Reform (SCCLR) which met 8 times during the year to consider a wide range of proposals to amend the Companies Ordinance. Full details of the SCCLR's work can be found in the Committee's 13th Annual Report.

The Registrar of Companies participated as a Working Group member in the overall review of the Companies Ordinance which was initiated by the Government and undertaken by a consultant from 1995 to 1997. Working parties, comprising representatives of the business community, law and accountancy firms, academics and the relevant Government departments, were set up to advise the consultant on various aspects of Hong Kong company law. In addition, the consultant drew on the considerable experience regarding company law reform in other jurisdictions such as Australia, Canada, the United Kingdom, New Zealand, Singapore and South Africa. At the end of March 1997, the consultant completed the review and submitted a Consultancy Report to the Government. The Report was launched for public consultation at a press conference on 1 May, and copies of the Report and an Executive Summary in both English and Chinese are available from the Registry. The SCCLR is now considering the recommendations of the Report. The period of public consultation will last until 31 December 1997.

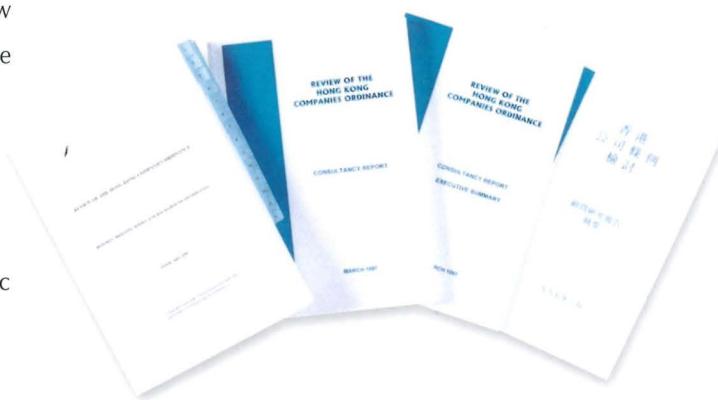
### **Finance**

This was the first year that the Registry was able to meet its target rate of return which was set at 10%. The surplus for the financial year 1996-97 reached a record high of \$67 million, largely due to the significant increase in the number of company incorporations. Revenue from the Registry's core business such as incorporations, registration of documents and searches was 40% higher than the past year. The Registry also kept expenditure under tight control, and the slight increase in expenditure reflected the effect of general inflation with no significant increase in resources. About \$20 million, representing 30% of profit after taxation, will be payable to

### **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，年內共召開八次會議，商討修訂公司條例的各項建議。有關公司法改革常務委員會的工作詳情，可參閱該會的第十三號年報。

應政府提出全面檢討公司條例而受聘的顧問在一九九五年至一九九七年間負責這項工作。公司註冊處處長是工作小組的成員。商界、律師行、會計師行、學術界及有關政府部門的代表組成各工作小組，就香港公司法的內容，向該顧問提出意見。此外，該顧問亦充分汲取了其他司法管轄區在改革公司法方面的經驗，這些地區包括澳洲、加拿大、英國、紐西蘭、新加坡及南非等。該名顧問在一九九七年三月尾完成檢討工作，並已向政府提交顧問研究報告。該報告已於五月一日在記者招待會上發布，向公眾徵詢意見。該報告以及報告摘要的中文及英文文本可向本處索取。公司法改革常務委員會現正審議該份報告所提出的建議。諮詢期會延續至一九九七年十二月三十一日為止。



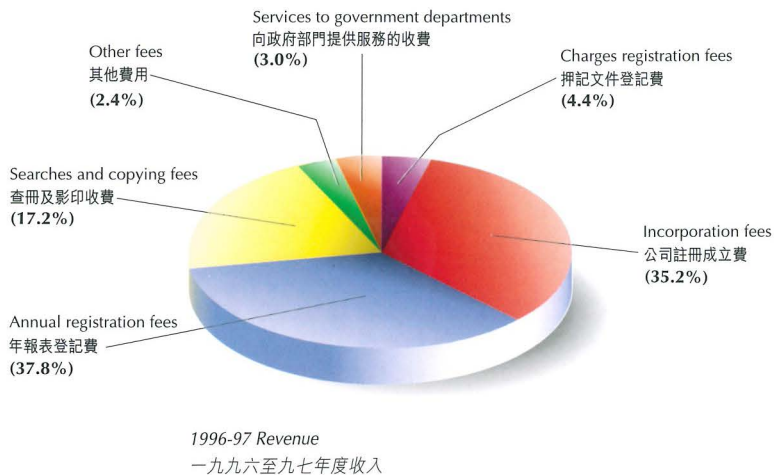
*Reports available for public consultation on the overall review of the Companies Ordinance*

有關全面檢討公司條例的報告現已發表，正向公眾徵詢意見

### **財政狀況**

在本年度，本處首次能夠達到 10% 回報率的目標。一九九六至九七年度的盈餘高達六千七百萬元，主要因為註冊成立的公司數目顯著增加。本處的主要業務，例如公司註冊成立、文件登記及查冊等所帶來的收入較去年增加 40%。本處亦謹慎控制開支，結果開支只因一般通貨膨脹所造成的影響而較去年略為高，但資源用度並沒有大增加。本處會支付大約二千萬元股息給政府，該筆股息相等於除稅後盈利的 30%。本





年度的周年帳目表及審計署署長的報告分別載於附錄B及附錄C。

本年度在預算之外的盈餘正好用作支持本處未來數年在大型電腦化計劃方面的大增幅開支。況且，由於本處來自某些業務的收入並不穩定，例如公司註冊成立方面的收入，故不能排除有可能在需要投資於大型電腦化計劃方面時，收入卻在下跌中。有見及此，在未來數年內，審慎管理本處的財政將會十分重要。此外，本處亦須要考慮推出新產品及發展新服務，以期增加收入來源。

## 展望

本年報在上文提述了若干項改善計劃已於一九九六至九七年度展開或被考慮中，並會在一九九七至九八年度完成或跟進。為了繼續為客戶提高服務的水平及質素，本處亦已計劃引進現代科技去進行數項較為大規模及複雜的發展計劃。

擴充資料庫是本處目前優先處理中的事項。客戶將來可從擴充的資料庫取得註冊公司的主要資料，毋須向本處訂購縮微膠片或複印本。這些增加的資料包括公司的註冊辦事處地址、股本結構、董事及秘書資料，以及公司有否設定押記。而為海外公司亦有附加資料如主要營業地點及授權代表。本處職員及承辦商員工已展開工作，以便把這些公司資料輸入本處的電腦系統。由於涉及超過480,000間公司，而公司資料的更改亦多不勝數，並且持續不斷，因此這項工作甚為繁複費時。擴充的資料庫預期在一九九八年內可供使用。

Government as a dividend. The Annual Accounts for the year, together with the Report of the Director of Audit, are shown at Appendices B and C respectively.

The unexpected surplus was very timely as the Registry's expenditure on major computerization projects is expected to increase substantially over the next few years. Furthermore, given the volatility of revenue from certain parts of the Registry's core business, such as company incorporations, it is also possible that this expenditure may take place against a background of decreased revenue. In view of this, the prudent management of the Registry's finances over the next few years will be particularly critical, and it will also be necessary to consider developing new products and services to generate additional sources of revenue.

## LOOKING AHEAD

Various improvement items already started or being considered within 1996-97 and to be completed or pursued further in 1997-98 have been mentioned earlier in this report. In order to continuously improve the level and quality of facilities and services to be provided to customers, the Registry has also planned a number of larger and more complicated development projects making use of modern technology.

Our current priority is to provide customers with an expanded database of company information which will enable them to obtain key information on registered companies without having to obtain documents in either microfiche or hard copy. The expanded information will include registered office address, share capital structure, particulars of directors and secretary, and a charges indicator; and additional information such as principal place of business and authorised representatives for overseas companies. Teams of departmental and a private contractor's staff have started to work on inputting this company information into the Registry's computer system. As there are more than 480,000 companies involved and changes to

company information are numerous and continuous, this work is complex and time consuming. The expanded database is scheduled for use within 1998.

In connection with the introduction of the expanded company database, a feasibility study on the Companies Registry On-line Public Search System (CROPS) has also been commissioned which aims at bringing our database to our customers' premises. It is hoped that, with the successful implementation of the CROPS in 1998, many customers will be able to obtain information from the Registry through their own computers. The services to be provided through CROPS are expected to include company name searches, document index searches, company particulars searches, directors/secretary particulars searches, disqualification order searches, and the remote ordering of microfiches.

Looking further ahead, the Registry will be considering changing the medium of document storage from microfiche to optical disk. The introduction of a document imaging system will also probably necessitate the re-engineering of the document processing system within the Registry which would become fully computerized. A feasibility study is scheduled to commence in 1997-98.



Updates, updates, database expansion is on the way  
資料不斷更新！擴充資料庫的工作正在積極地進行

為了配合使用擴充公司資料庫，本處亦已展開了公司註冊處聯綫公眾查冊系統的可行性研究，以期讓客戶在其辦事處取得資料庫的資料。本處希望該查冊系統在一九九八年內成功推行後，許多客戶便可以透過本身的電腦向本處取得資料。預計該查冊系統提供的服務會包括查閱公司名稱、文件索引、公司資料、董事或秘書資料及取消資格令，以及以遙距方式訂購縮微膠片。

展望將來，本處會考慮把文件儲存媒體由縮微膠片改為光碟。推出文件影像處理系統亦可能需要把本處內部處理文件的程

序重新設計，並加以全面電腦化。這項文件處理系統的可行性研究預期於一九九七至九八年度展開。



The Computer Room ... our increasingly important backbone  
電腦室——本處日益重要的幕後功臣





**APPENDIX 附錄 A**

**WORKLOAD STATISTICS**

工作量統計數字

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**APPENDIX 附錄 B**

**ANNUAL ACCOUNTS**

周年帳目表

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**APPENDIX 附錄 C**

**REPORT OF THE DIRECTOR OF AUDIT**

審計署署長報告

## APPENDIX 附錄 A

### WORKLOAD STATISTICS 工作量統計數字

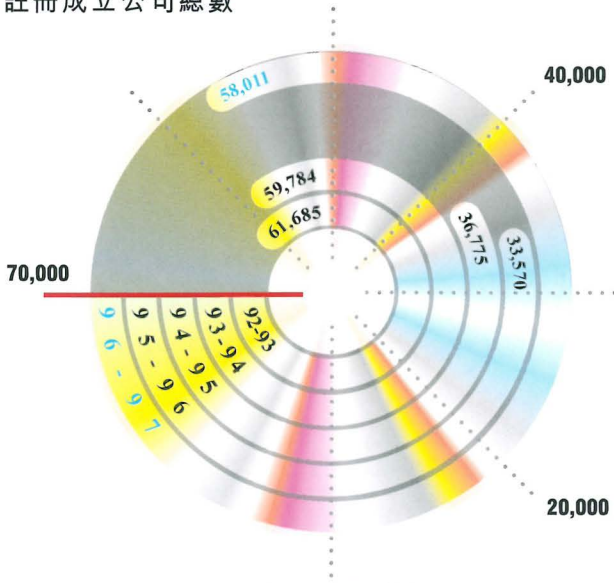
Year to 31 March 截至 3 月 31 日止年度

		1997	1996	% Change 增/減百分比 %
<b>New Companies</b>	<b>新公司</b>			
Incorporations	註冊成立			
- public	- 公眾公司	305	280	8.9
- private	- 私人公司	57,706	33,290	73.3
Overseas companies registered	登記的海外公司	655	583	12.3
<b>General Registration of Documents</b>	<b>公司文件登記</b>			
Charges registered	登記的押記			
- number	- 數目	37,881	28,938	30.9
- amount secured (\$m)	- 所保證的款額 (以百萬元計)	103,383	73,989	39.7
Documents received	所收到的文件	1,659,625	1,291,232	28.5
Change of name applications	更改名稱申請書	9,586	10,163	(5.7)
Voluntary liquidation notices	自動清盤通知書	3,143	3,578	(12.2)
<b>Search Facilities</b>	<b>查冊設施</b>			
Searches made	查冊個案	1,925,906	1,851,177	4.0
<b>Prosecution</b>	<b>檢控</b>			
Summonses issued	發出傳票	173	298	(41.9)
Conviction rate	定罪率	97%	95%	2.1
<b>Striking Off Action</b>	<b>剔除行動</b>			
Action commenced	已展開行動	35,614	27,308	30.4
Companies struck off	被剔除的公司	34,749	7,795	345.8



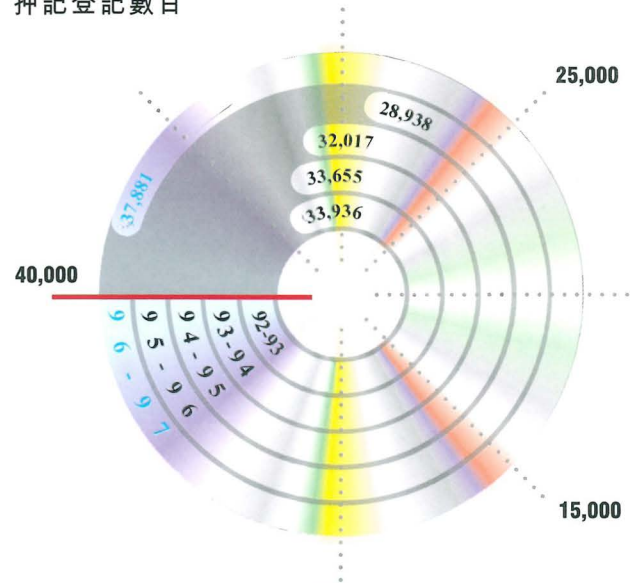
NUMBER OF COMPANIES INCORPORATED

註冊成立公司總數



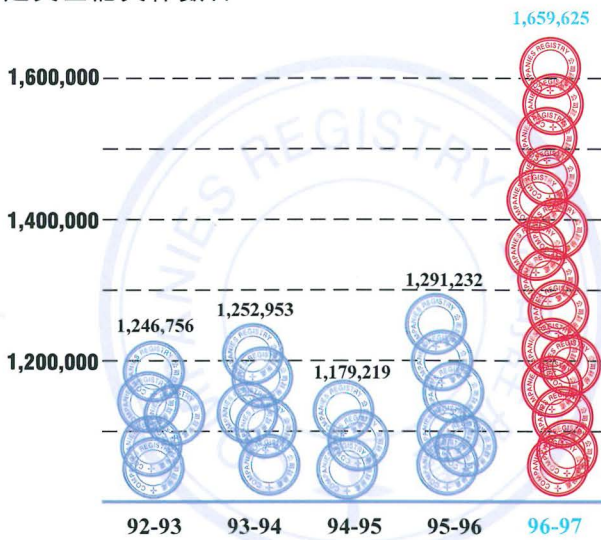
NUMBER OF CHARGES REGISTERED

押記登記數目



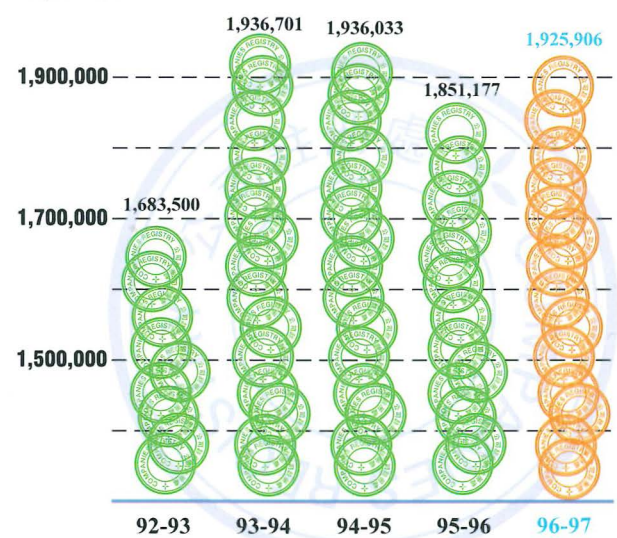
DOCUMENTS RECEIVED FOR FILING

遞交登記文件數目



NUMBER OF SEARCHES MADE

查冊數目





## APPENDIX 附錄 B

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### ANNUAL ACCOUNTS

### 周年帳目表

*Annual Accounts of the Companies Registry Trading Fund*

*for the Year Ended 31 March 1997*

公司註冊處營運基金在截至 1997 年 3 月 31 日止的周年帳目表

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**Prepared and submitted pursuant to section 7(4) of the Trading Funds Ordinance**

按照營運基金條例第 7 (4) 條製備及提交



## COMPANIES REGISTRY TRADING FUND PROFIT AND LOSS ACCOUNT

### 公司註冊處營運基金損益表

for the Year Ended 31 March 1997 截至 1997 年 3 月 31 日止年度

		Note	1997	1996
		註釋	\$'000	\$'000
Turnover	營業額	(3)	262,743	188,150
Operating costs	運作成本	(4)	(168,683)	(159,752)
<b>Operating profit</b>	<b>運作盈利</b>		94,060	28,398
Other income	其他收入	(5)	3,567	4,034
Interest expenses	利息支出		(17,220)	(20,566)
<b>Profit before taxation</b>	<b>除稅前盈利</b>		80,407	11,866
Taxation	稅款	(6)	(13,267)	(1,958)
<b>Profit after taxation</b>	<b>除稅後盈利</b>		67,140	9,908
Dividend	股息	(7)	(20,142)	(2,972)
<b>Profit retained</b>	<b>保留盈利</b>		<u>46,998</u>	<u>6,936</u>
<b>Rate of return on fixed assets</b>	<b>固定資產回報率</b>	(8)	<u>19.8%</u>	<u>6.5%</u>

The notes on pages 28 to 33 form part of these accounts.

第 28 至 33 頁的註釋亦為此帳目的一部分



**G W E Jones**

Registrar of Companies and

General Manager

Companies Registry Trading Fund

29 August 1997



鍾悟思

公司註冊處處長暨

公司註冊處營運基金總經理

一九九七年八月二十九日



## COMPANIES REGISTRY TRADING FUND BALANCE SHEET

### 公司註冊處營運基金資產負債表

as at 31 March 1997 在 1997 年 3 月 31 日的結算

		Note	1997	1996
		註釋	\$'000	\$'000
<b>ASSETS EMPLOYED:</b>	<b>可動用資產：</b>			
<b>Fixed assets</b>	<b>固定資產</b>	(9)	<u>411,144</u>	<u>411,891</u>
<b>Current assets</b>	<b>流動資產</b>			
Debtors	應收帳款		2,613	1,519
Bank deposits	銀行存款		136,300	37,000
Cash and bank balances	現金及銀行結餘		<u>3,152</u>	<u>1,060</u>
			<u>142,065</u>	<u>39,579</u>
<b>Less : Current liabilities</b>	<b>減去：流動負債</b>			
Short term borrowing	短期借款	(10)	(27,670)	(27,670)
Creditors	應付帳款		(107,843)	(53,491)
Tax payable	應付稅款		(11,638)	(407)
Proposed dividend	擬發股息	(7)	<u>(20,142)</u>	<u>(2,972)</u>
			<u>(167,293)</u>	<u>(84,540)</u>
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<u>(25,228)</u>	<u>(44,961)</u>
			385,916	366,930
<b>Less: Deferred liabilities</b>	<b>減去：遞延負債</b>			
Deferred taxation	遞延稅款	(11)	<u>(341)</u>	<u>(683)</u>
<b>Total net assets employed</b>	<b>總資產淨值</b>		<u>385,575</u>	<u>366,247</u>
<b>FINANCED BY :</b>	<b>財政來源：</b>			
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Trading fund capital	營運基金資本	(12)	138,460	138,460
Retained earnings	保留盈利	(13)	<u>81,095</u>	<u>34,097</u>
			219,555	172,557
<b>Government loan</b>	<b>政府貸款</b>	(14)	<u>166,020</u>	<u>193,690</u>
			<u>385,575</u>	<u>366,247</u>

The notes on pages 28 to 33 form part of these accounts.

第 28 至 33 頁的註釋亦為此帳目的一部分





## COMPANIES REGISTRY TRADING FUND CASH FLOW STATEMENT

### 公司註冊處營運基金現金流量表

for the Year Ended 31 March 1997 截至 1997 年 3 月 31 日止年度

		Note 註釋	1997 \$'000	1996 \$'000
<b>Operating activities</b>	<b>營運項目</b>			
Operating profit	運作盈利		94,060	28,398
Depreciation and amortisation	折舊及攤銷		12,150	11,257
Increase/(Decrease) in creditors	應付帳款的增加／(減少)		54,800	(10,015)
Increase in debtors	應收帳款的增加		(679)	(515)
<b>Net cash inflow</b>	<b>現金流入淨額</b>		<u>160,331</u>	<u>29,125</u>
<b>Returns on investments and servicing of finance</b>	<b>投資收入及財務支出</b>			
Interest received	利息收入		3,152	4,149
Interest paid	利息支出		(19,346)	(21,124)
Taxation paid	稅款支出		(2,379)	(4,014)
Dividend paid	股息支出		(2,972)	(4,954)
<b>Net cash outflow</b>	<b>現金流出淨額</b>		<u>(21,545)</u>	<u>(25,943)</u>
<b>Capital expenditure</b>	<b>資本開支</b>			
Acquisition of fixed assets	購入固定資產		(9,724)	(11,676)
Loan repayments	償還貸款		(27,670)	(27,670)
<b>Net cash outflow</b>	<b>現金流出淨額</b>		<u>(37,394)</u>	<u>(39,346)</u>
<b>Total net cash inflow/ (outflow) for year</b>	<b>年度內現金流入/ (流出) 總淨額</b>		101,392	(36,164)
Cash and cash equivalents at beginning of year	現金及等同現金年初結存		<u>38,060</u>	<u>74,224</u>
<b>Cash and cash equivalents at end of year</b>	<b>現金及等同現金年終結存</b>	(15)	<u>139,452</u>	<u>38,060</u>

The notes on pages 28 to 33 form part of these accounts.

第 28 至 33 頁的註釋亦為此帳目的一部分

## NOTES TO THE ACCOUNTS

### 1. Status of the Companies Registry Trading Fund

The Companies Registry Trading Fund was established on 1 August 1993 under the Legislative Council Resolution passed on 30 June 1993 pursuant to Sections 3, 4 and 6 of the Trading Funds Ordinance.

### 2. Accounting policies

#### (a) Basis of accounting

The accounts have been prepared in accordance with generally accepted accounting principles.

#### (b) Fixed assets

Fixed assets appropriated to the Companies Registry Trading Fund on 1 August 1993 are stated at the value contained in the Resolution of the Legislative Council for setting up the Companies Registry Trading Fund. Fixed assets acquired since 1 August 1993 are capitalised at the actual direct expenditure of acquisition and installation.

#### (c) Depreciation and amortisation

i. Depreciation is provided on a straight-line basis calculated to write off the cost of assets less residual value over their estimated useful lives. The annual rates of depreciation used are:-

Building	3.3% - 3.6%
Computer system	20%
Furniture and fittings	20%
Office and specialist equipment	20%
Office car	20%

ii. No depreciation is provided in respect of land and capital projects in progress.

iii. System development and data conversion costs for computer systems are amortised over a period of five years from the month they are commissioned into service.

#### (d) Deferred taxation

Deferred taxation is provided on timing differences, using the liability method, between the accounting and tax treatment of income and expenditure. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise in the foreseeable future.

#### (e) Revenue recognition

Fees income is recognised when the services are provided. Interest income is recognised on an accrual basis.



## 帳目註釋

### 1. 公司註冊處營運基金的地位

立法局在 1993 年 6 月 30 日根據營運基金條例第 3、4 及 6 條通過決議，在 1993 年 8 月 1 日設立公司註冊處營運基金。

### 2. 會計政策

#### (a) 會計基準

本帳目是根據公認會計原則製備。

#### (b) 固定資產

1993 年 8 月 1 日由政府撥歸公司註冊處營運基金的固定資產是按立法局所通過的設立營運基金決議中所列的估值入帳。  
從 1993 年 8 月 1 日起新購的固定資產則按當時用於購買及裝置設備的實際直接開支入帳。

#### (c) 折舊及攤銷

i. 折舊是依直線折舊法按資產原值減去其在最終使用期末的剩餘值，在預計資產可使用年期內逐年分期定額註銷。折舊年率為：

建築物	3.3% - 3.6%
電腦系統	20%
傢具及裝置	20%
辦公室及特殊器材	20%
部門自用車輛	20%

ii. 土地及正在進行中的資本性設備，則並無折舊。

iii. 電腦系統的發展及數據轉換成本是從使用月開始分 5 年攤銷。

#### (d) 遞延稅款

遞延稅款乃採用負債法基於在會計上和稅務評估上對於處理收入和開支上所有的時差而計算。此款額僅包括在可見將來會實現的真實負債。

#### (e) 收入的確認

費用收入是在服務提供之時確認入帳。利息收入則按應計的利息確認入帳。

### 3. Turnover 營業額

		1997	1996
		\$'000	\$'000
Charges registration fees	押記文件登記費	11,573	8,146
Incorporation fees	公司註冊成立費	92,415	46,992
Annual registration fees	年報表登記費	99,214	78,712
Searches and copying fees	查冊及影印收費	45,316	40,957
Other fees	其他費用	6,335	6,465
Services to government departments	向政府部門提供服務的收費	7,890	6,878
		<u>262,743</u>	<u>188,150</u>

### 4. Operating costs 運作成本

		1997	1996
		\$'000	\$'000
Staff costs	員工費用	131,095	120,014
General operating expenses	一般運作開支	20,131	19,926
Computer expenses	電腦開支	4,359	2,785
Central administration overheads	中央行政間接費用	658	5,433
Depreciation and amortisation	折舊及攤銷	12,150	11,257
Auditor's remuneration	審計師酬勞	290	337
		<u>168,683</u>	<u>159,752</u>

### 5. Other income 其他收入

		1997	1996
		\$'000	\$'000
Interest from bank deposits	銀行存款利息	<u>3,567</u>	<u>4,034</u>

### 6. Taxation 稅款

Taxation includes the total of 稅款包括：

(a) the notional profits tax liability of the trading fund ascertained based on the prevailing provisions in the Inland Revenue Ordinance in respect of the year payable to the Government; and

按現行稅務條例計算營運基金在該年度內應付給政府的名義利得稅款負債及

(b) an amount representing deferred taxation 遞延稅款

		1997	1996
		\$'000	\$'000
Notional profits tax	名義利得稅	13,609	2,629
Deferred taxation	遞延稅款	<u>(342)</u>	<u>(671)</u>
		<u>13,267</u>	<u>1,958</u>



## 7. Dividend 股息

Dividend of \$20,142,000 being 30% of the profit after taxation is proposed for the year ended 31 March 1997 (1996: \$2,972,000).  
本處擬把百分之三十的稅後盈利 2,014.2 萬元作股息派發 (1996 年 : 297.2 萬元) 。

## 8. Rate of return on fixed assets 固定資產回報率

This is calculated as the percentage of operating profit and interest income after taxation to Average Net Fixed Assets (ANFA). The Companies Registry Trading Fund is expected to meet in due course a target return of 10% per annum on ANFA as determined by the Financial Secretary.

這是運作盈利加上利息收入並扣除稅款後相對於固定資產平均淨值的百分率。預期公司註冊處營運基金每年目標回報率最終可達固定資產平均淨值的百分之十，此數字由財政司司長所決定。

## 9. Fixed assets 固定資產

		Land & building 土地及 建築物 \$'000	Computer system 電腦 系統 \$'000	Furniture & fittings 傢具及 裝置 \$'000	Office & specialist equipment 辦公室及 特殊器材 \$'000	Office car 部門 自用車輛 \$'000	Total 總值 \$'000
<b>Cost or valuation</b>							
<b>成本或估價</b>							
At 1 April 1996	在 1996 年 4 月 1 日	398,511	23,872	11,623	971	130	435,107
Additions	增加	-	7,996	3,407	-	-	11,403
At 31 March 1997	在 1997 年 3 月 31 日	<u>398,511</u>	<u>31,868</u>	<u>15,030</u>	<u>971</u>	<u>130</u>	<u>446,510</u>
<b>Aggregate depreciation / amortisation</b>							
<b>累計折舊 / 攤銷</b>							
At 1 April 1996	在 1996 年 4 月 1 日	10,363	9,021	3,076	687	69	23,216
Charge for the year	年內費用	4,444	5,042	2,536	102	26	12,150
At 31 March 1997	在 1997 年 3 月 31 日	<u>14,807</u>	<u>14,063</u>	<u>5,612</u>	<u>789</u>	<u>95</u>	<u>35,366</u>
<b>Net Book Value</b>							
<b>帳面淨值</b>							
At 1 April 1996	在 1996 年 4 月 1 日	<u>388,148</u>	<u>14,851</u>	<u>8,547</u>	<u>284</u>	<u>61</u>	<u>411,891</u>
At 31 March 1997	在 1997 年 3 月 31 日	<u>383,704</u>	<u>17,805</u>	<u>9,418</u>	<u>182</u>	<u>35</u>	<u>411,144</u>

**10. Short term borrowing 短期借款**

		1997	1996
		\$'000	\$'000
Government loan repayable within one year at 31 March (see also note 14)	截至 3 月 31 日一年內 應付政府貸款 (請亦參閱註釋 14)	<u>27,670</u>	<u>27,670</u>

**11. Deferred taxation 遞延稅款**

		1997	1996
		\$'000	\$'000
Balance at beginning of year	年初結餘	683	1,354
Deferred taxation for the year	年內遞延稅款	<u>(342)</u>	<u>(671)</u>
Balance at end of year	年終結餘	<u>341</u>	<u>683</u>

**12. Trading fund capital 營運基金資本**

This represents Government's investment in the Companies Registry Trading Fund.

此為政府對公司註冊處營運基金的投資。

**13. Retained earnings 保留盈利**

		1997	1996
		\$'000	\$'000
Balance at beginning of year	年初結餘	34,097	27,161
Profit for the year	年內盈利	67,140	9,908
Less : Proposed dividend	減去：擬發股息	<u>(20,142)</u>	<u>(2,972)</u>
Balance at end of year	年終結餘	<u>81,095</u>	<u>34,097</u>



#### 14. Government loan 政府貸款

The loan of \$276,700,000 from the Capital Investment Fund was made in accordance with the resolution passed by the Legislative Council on 30 June 1993 to finance part of the net assets valued at \$415,160,000 appropriated to the Companies Registry Trading Fund with effect from 1 August 1993. The loan is repayable in ten equal annual instalments of \$27,670,000 starting from 1 August 1994. The instalment due and payable on 1 August 1997 is shown as short term borrowing. The balance of \$166,020,000 shown under Government loan represents the balance of the loan after repayment of the fourth instalment. The loan bears interest at a rate equal to the average of the best lending rate quoted by the continuing members of the Committee of The Hong Kong Association of Banks.

根據立法局 1993 年 6 月 30 日所通過的決議，在撥歸營運基金的資產淨值 4.1516 億元中，2.767 億元為資本投資基金向營運基金的貸款。貸款由 1994 年 8 月 1 日起分十期按年等額攤還，每年還款 2,767 萬元，而應於 1997 年 8 月 1 日繳交的還款，已在帳目列作短期借款，故本項目下所示的結餘 1.6602 億元為在繳付第四期還款後的貸款餘額。至於貸款利息，息率為香港銀行公會委員會的當然會員所公布的最優惠貸款利率的平均息率。

#### 15. Analysis of the balances of cash and cash equivalents at end of year 年終現金及等同現金結餘分析

		1997 \$'000	1996 \$'000
Cash and bank balances	現金及銀行結餘	3,152	1,060
Bank deposits	銀行存款	<u>136,300</u>	<u>37,000</u>
		<u>139,452</u>	<u>38,060</u>

#### 16. Capital commitments 資本承擔

At 31 March, the Companies Registry Trading Fund had capital commitments, as stated below:

在 3 月 31 日，公司註冊處營運基金有下列資本承擔：

		1997 \$'000	1996 \$'000
Contracted for	已簽約	7,804	4,090
Not contracted for	未簽約	<u>-</u>	<u>-</u>
		<u>7,804</u>	<u>4,090</u>



## APPENDIX C

### REPORT OF THE DIRECTOR OF AUDIT TO THE PROVISIONAL LEGISLATIVE COUNCIL

I have audited the financial statements in Appendix B which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

#### **Respective responsibilities of the General Manager, Companies Registry Trading Fund and the Director of Audit**

Under section 7(4) of the Trading Funds Ordinance (Cap.430), the General Manager, Companies Registry Trading Fund is responsible for the submission of financial statements prepared in accordance with generally accepted accounting principles and signed by him to me. In preparing the financial statements, the General Manager, Companies Registry Trading Fund has to select appropriate accounting policies and to apply them consistently.

It is my responsibility to form an independent opinion, based on my audit, on those statements and to report my opinion to you.

#### **Basis of opinion**

I certify that I have examined and audited the financial statements referred to above in accordance with section 7(5) of the Trading Funds Ordinance and the Audit Commission auditing standards. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the General Manager, Companies Registry Trading Fund in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Companies Registry Trading Fund's circumstances, consistently applied and adequately disclosed.

I planned and performed my audit so as to obtain all the information and explanations which I considered necessary in order to provide me with sufficient evidence to give reasonable assurance as to whether the financial statements are free from material misstatement. In forming my opinion I also evaluated the overall adequacy of the presentation of information in the financial statements. I believe that my audit provides a reasonable basis for my opinion.

#### **Opinion**

In my opinion the financial statements give a true and fair view, in all material respects, of the state of affairs of the Companies Registry Trading Fund as at 31 March 1997 and of the results of its operations and cash flows for the year then ended and have been properly prepared in accordance with the manner provided in section 7(4) of the Trading Funds Ordinance.

*Audit Commission  
Hong Kong  
1 September 1997*

**Dominic Y T Chan**  
Director of Audit



## 附錄 C

### 審計署署長提交臨時立法會的報告

我已審計刊於附錄 B 根據香港公認會計原則製備的財務報告。

#### 公司註冊處營運基金總經理及審計署署長的責任

根據《營運基金條例》(第 430 章) 第 7 (4) 條，公司註冊處營運基金總經理須把按照公認會計原則製備，並經他簽署的財務報表呈交本人。公司註冊處營運基金總經理在製備財務報表時，須貫徹採用合適的會計政策。

我的責任是根據審計工作的結果，就該等報表提出獨立的意見，並把意見提交貴會。

#### 意見的基礎

茲證明我已根據《營運基金條例》第 7 (5) 條的規定及審計署的審計標準，審核及審計上文提及的財務報表。審計過程包括以抽查方式審核與財務報表內的數額及披露資料有關的憑證；亦包括評估公司註冊處營運基金總經理在製備財務報表時所作的主要估計及判斷；以及釐定的會計政策是否適合公司註冊處營運基金的具體情況，獲貫徹使用並足夠地披露。

我在策劃和進行審計工作時，均以取得一切我認為必要的資料及解釋為目標，使我能獲得充份的憑證；就該等財務報表是否存在重要錯誤陳述，作合理的確定。我在製定意見時，亦已衡量該等報表內所載資料在整體上是否足夠。我相信是項審計工作已為下列意見提供合理的基礎。

#### 意見

我認為上述的財務報表在各主要方面均足以真實而中肯地反映公司註冊處營運基金在一九九七年三月三十一日的財務狀況，及截至該日止之年度的運作成果及現金流量，並已按照《營運基金條例》第 7 (4) 條所規定的方式妥為製備。

審計署

香港

一九九七年九月一日

陳彥達

審計署署長