



公 司 註 冊 處
COMPANIES REGISTRY



ANNUAL REPORT 1997-98 年 報



公 司 註 冊 處

年 報

一九九七年四月一日至一九九八年三月三十一日

COMPANIES REGISTRY

Annual Report

1 April 1997 to 31 March 1998

按照營運基金條例第8條呈交

Submitted in accordance with section 8 of the Trading Funds Ordinance

目錄 INDEX

總經理報告	GENERAL MANAGER'S STATEMENT	5
一九九七至九八年度年報	ANNUAL REPORT 1997-98	
職能	FUNCTIONS	8
理想	VISION	9
行動	ACTION	10
應付挑戰	Meeting Challenges	10
工作量	Workload	10
工作表現與生產力	Performance and Productivity	13
財政狀況	Finance	15
服務客戶	Serving Customers	16
精益求精	Change for the Better	16
客戶需要	Customers' Needs	18
建造將來	Building for the Future	20
服務動向	Future Services	20
國際聯繫	International Contacts	21
公司法改革常務委員會	Standing Committee on Company Law Reform	22
確保遵從條例	Ensuring Compliance	22
剔除公司名稱行動	Striking-Off Action	22
檢控	Prosecutions	23
制定法規	Legislation	24
群策群力	Working Together	24
組織	Organization	24
培訓及發展	Training and Development	25
員工獎勵及嘉許	Staff Motivation and Recognition	26
員工關係	Staff Relations	27
附錄	APPENDICES	
A — 工作量統計數字	Workload Statistics	30
B — 周年帳目表	Annual Accounts	32
C — 審計署署長報告	Report of the Director of Audit	42

總經理報告 GENERAL MANAGER'S STATEMENT



公司註冊處渡過了以營運基金形式運作的第五年，其間香港在一九九七年末季開始經濟不景。此經濟狀況無可避免地影響了公眾對本處的服務需求，從而亦影響了本處的收入。本處最受此次不景氣影響的主要服務是公司的註冊成立。與一九九六至九七年度比較，在一九九七至九八年度註冊成立的本地公司減少了百分之三十三，以致本處在公司註冊方面的收入大幅下降。不過，有關業務雖然是減少了，但也未見完全停頓。在一九九七至九八年度的最後六個月內，成立的新公司平均每月超逾二千五百間。由於基本上有公眾人士為營商而仍需成立公司，本處又極力控制開支，兼且周年申報表的收入亦因本處廣泛宣傳有關遞交此表格的法例規定而有所增加，本處在一九九七至九八年度因而獲得五千六百萬港元盈餘，較上個財政年度僅減少百分之十六。

本處的工作量在很大程度上取決於商業市況，本處因此必須依照市場需求的變動情況而靈活地分配資源。在一九九七至九八年度，本處既要因應需求下降而削減人手，亦要顧及維持服務水平。在兩者平衡之下，本處實現了服務承諾的大多數目標。為了更有效地監察服務水平，本處在年內定出以可達致服務目標的百分比作為新的服務指標。本處亦重新定出了關鍵成績範圍及關鍵表現指標，以改善管理匯報制度。經改善後

The Companies Registry completed its fifth year as a trading fund against the background of the economic downturn which has been affecting Hong Kong increasingly since the last quarter of 1997. Inevitably, this has had an impact on the demand for the Registry's services and, consequently, its revenue. The core service most affected by the downturn has been company incorporations where the number of local companies incorporated in 1997-98 dropped by 33% from the level in 1996-97 causing a significant loss in revenue from incorporation fees. However, while there has been a drop in activity, there has not been a complete stoppage, and people are still forming companies, with the monthly average being over 2,500 companies per month in the last six months of 1997-98. As a result of the basic commercial need for people to form companies, stringent efforts by the Registry to control expenditure, and increased revenue from annual returns, consequent to the extensive publicity regarding the statutory requirement to file such documents, the Registry achieved a surplus of \$56 million for 1997-98 which was only 16% lower than that of the previous financial year.

As the Registry's workload is determined to a considerable degree by the business market, it is imperative that the department has the flexibility to allocate resources according to fluctuations in demand. Throughout 1997-98, the Registry succeeded in maintaining a proper balance between reductions in manpower to reflect a downturn in demand and the maintenance of service delivery levels and was able to meet its performance pledge targets in most areas. In order to better monitor performance standards, new targets showing the percentages achieved against target response times were introduced during the year. We have also redefined key results areas and key performance indicators to improve our management reporting system. The data obtained from this improved system, which was implemented in January 1998, has provided informative and meaningful records for the Registry's management to monitor the department's performance and productivity. In this respect, I am pleased to report that the Registry recorded an overall productivity gain of 8% in 1997-98.

的報告制度於一九九八年一月實施，提供具資料性和有意義的紀錄予本處的管理階層，以便他們監察本處的服務表現及生產力。在這方面，本人很高興地作出報告，本處的整體生產力在一九九七至九八年度提高了百分之八。

一如過往數年，一九九七至九八年度提供予客戶的服務續見改善。有關檢討及重新設計用以申報法例規定的資料給本處的指明表格，本處已於一九九八年四月初完成工作。因此，繼一九九七年二月推出十三款表格後，本處再在一九九八年五月一日推出了二十六款新表格。自一九九八年五月一日開始，整套三十九款表格可以以合訂本、磁碟或表格單張形式在本處購買。年內，其他改善服務包括延長部份服務時間及由一九九七年七月起，透過國際電腦網絡推出聯線查閱公司名稱索引及文件索引的查冊服務。擴充本處電腦化資料庫的主要工作現仍繼續進行，在一九九八年年底可完成。至於設立範圍包括擴充資料庫的新聯線查冊服務方面，本處已公開招標，預計於一九九八年下半年內可委聘有關承辦商進行籌備工作。

自從本處成立為營運基金以來，本處視為最優先的事項就是為客戶大大改善設施的質素及服務的水平。現今服務改善方面已上了軌道，本處因此在一九九七至九八年度開始更加着眼於執行法規方面的任務。一如世界上其他公司註冊處，本處在執行法規方面有兩個不同但相輔相成的任務。其一是促進業務經營，提供一個機制辦理公司註冊成立及文件登記事宜，並讓公眾查閱有關文件。另一項任務則是執行公司條例的規定，尤其是有關遞交文件的法例。本處於一九九七年十二月一日展開了主要的宣傳活動，公佈本處由一九九八年四月一日起加強檢控政策。根據此政策，凡公司及其董事未有在指明法定期限內遞交周年申報表，均可能遭受檢控。本人很高興指出，展開該宣傳活動及發出催辦函給失責公司及其董事後所取得的初步反應令人鼓舞，因為不少失責公司均補遞回欠交的周年

Like previous years, 1997-98 has seen a continuous enhancement of the services offered to our customers. The programme to review and redesign the specified forms used to file statutorily required information with the Registry was completed in early April 1998. As a result, a total of 26 new forms were introduced with effect from 1 May 1998 to supplement the 13 forms already introduced in February 1997. All 39 forms have been available for sale in the form of booklet, diskette or individual copies at the Registry's offices since 1 May 1998. Other service level improvements which took place during the year include the introduction of an on-line search service of the company names and document indices through the Internet, which was implemented in July 1997, and the extension of office hours. The major task of expanding the Registry's computerized database is continuing and work on this should be completed before the end of 1998. Tenders have been invited for the implementation of an enhanced on-line search service covering the expanded database, and a contractor to provide this service will be appointed in the second half of 1998.

Since the establishment of the Registry as a trading fund, the department's first priority has been - as it must - to improve substantially the level of facilities and services offered to our customers. However, now that service enhancement is well under way, the Registry started to focus more on its enforcement role in the course of 1997-98. In this respect, the Registry, like any Companies Registry in the world, has two different, but complementary, roles. One is to facilitate business through providing a mechanism for the incorporation of companies, the registration of documents, and making these documents available for public search. However, the other is to enforce the regulatory provisions of the Companies Ordinance, in particular the statutory requirements regarding the filing of documents. On 1 December 1997, the Registry launched a major publicity campaign regarding the expansion of its prosecution policy with effect from 1 April 1998 under which companies and their directors which failed to file annual returns within the specified statutory period were liable to be prosecuted. I am pleased to say that the initial results of this publicity campaign and individual reminder letters

申報表。不遵從遞交周年申報表規定的主要原因似乎是公司及其董事不懂法律而非藐視有關法律條文。本處會竭盡所能，確保設立公司的人士知悉其法定責任。更多人士遵從法例規定亦有助客戶及商界取得準確及最新的公司資料。

對於一個服務宗旨以客為尊的部門來說，定期接觸客戶繼續是本處極重視的事項。公司註冊處客戶聯絡小組提供了一個正式溝通的渠道，讓本處與各主要專業機構的代表及各主要客戶磋商。另外，訪問客戶、定期與有關小組會談及每年進行客戶調查均可確保雙方可以不斷地交換意見。本人感謝客戶聯絡小組全體成員在年內的服務及作出的貢獻。

公司註冊處的員工來自不同的專業背景。本處的成績實有賴他們對工作熱誠，盡忠職守和群策群力。過去一年，他們的優良工作表現拉近了本處要實現的理想——成為卓越的公司註冊處，為社會提供優質服務。本人在此衷心讚賞及感謝他們，並深信此一理想會持續驅動我們在來年取得更佳的成绩。



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

to defaulting companies and their directors have proved encouraging with a significant percentage of defaulters filing outstanding returns. Ignorance of the law rather than wilful flouting of the relevant statutory provisions seems to be one of the main reasons for non-compliance, and the Registry will do its best to ensure that those people who form companies are aware of their statutory obligations. Improved compliance will also assist our customers and the business community who need to obtain accurate and up-to-date information on companies.

Regular contact with our customers continues to be a high priority for a department which has a customer-driven service culture. The Companies Registry Customer Liaison Group provides a formal forum for discussion with the representatives of key professional organizations and major customers, while customer visits, regular meetings with subject groups, and the annual customer survey ensure that ideas and views are exchanged throughout the year. In this respect, I would like to record my gratitude to all members of the Customer Liaison Group for their service and contributions throughout 1997-98.

The Registry's achievements would not be possible without the dedication, loyalty and team-work of all my staff who come from a variety of professional backgrounds. To them, as always, I extend my deep appreciation and gratitude for all their fine work over the past year which has gone much to realizing the Companies Registry's vision of being an excellent Companies Registry giving the community a quality service. I am confident that this vision will sustain us and drive us to greater achievements in the year ahead.

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

一九九七至九八年度年報 ANNUAL REPORT 1997-98

職能

FUNCTIONS

公司註冊處根據營運基金條例，自一九九三年八月一日開始以營運基金形式運作。本處負責實施及執行以下的條例——

- 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

本處根據上述的法例體制，執行下述的主要職能——

註冊及登記

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。

公眾查冊

提供設施，讓公眾人士查閱本處所保存的資料。

執行條例

確保公司及其人員遵照有關條例，並履行責任。

提供意見

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。

The Companies Registry, which has operated as a trading fund since 1 August 1993 under the Trading Funds Ordinance, is responsible for administering and enforcing the following ordinances -

- 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

Within the framework of the above legislation, the Registry performs the following major functions -

Incorporation and Registration

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.



每份收到的文件是以條碼識別
Bar-code is used to identify the individual documents received



雙語公眾查冊系統
The bilingual public search system

Public Search

To provide the public with facilities to search for the information held by the Registry.



客戶在本處作出法定聲明
Customers making statutory declarations at the Registry

Enforcement

To ensure compliance by enterprises and their officers with their obligations under relevant ordinances.

Advisory Support

To advise the Government on policy and legislative issues regarding company law and related legislation.

理想

在執行這些職能之時，本處 —

抱有理想 —

受世界認同為卓越的公司註冊處，為社會提供優質服務。

肩負使命 —

- 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。

堅持信念 —

- 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。

VISION

In the course of carrying out these functions, the Registry has -

A Vision -

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

A Mission -

- 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.

Values -

- 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.

行動

ACTION

應付挑戰

工作量

在一九九七至九八年度，本處要面對的挑戰與在一九九六至九七年度由於工作量增加而承受的重大挑戰因情況相反而極之不同。

經濟不景無可避免地影響到本處收費服務方面的工作量。此影響為本處帶來一個挑戰，就是以最少的資源維持優質的服務，務求收支相抵。

• 公司註冊成立

一九九七至九八年度註冊成立的本地公司共有 39,016 間，相等於每一工作天平均有 145 間公司成立。每月的工作量則變動不定。

MEETING CHALLENGES

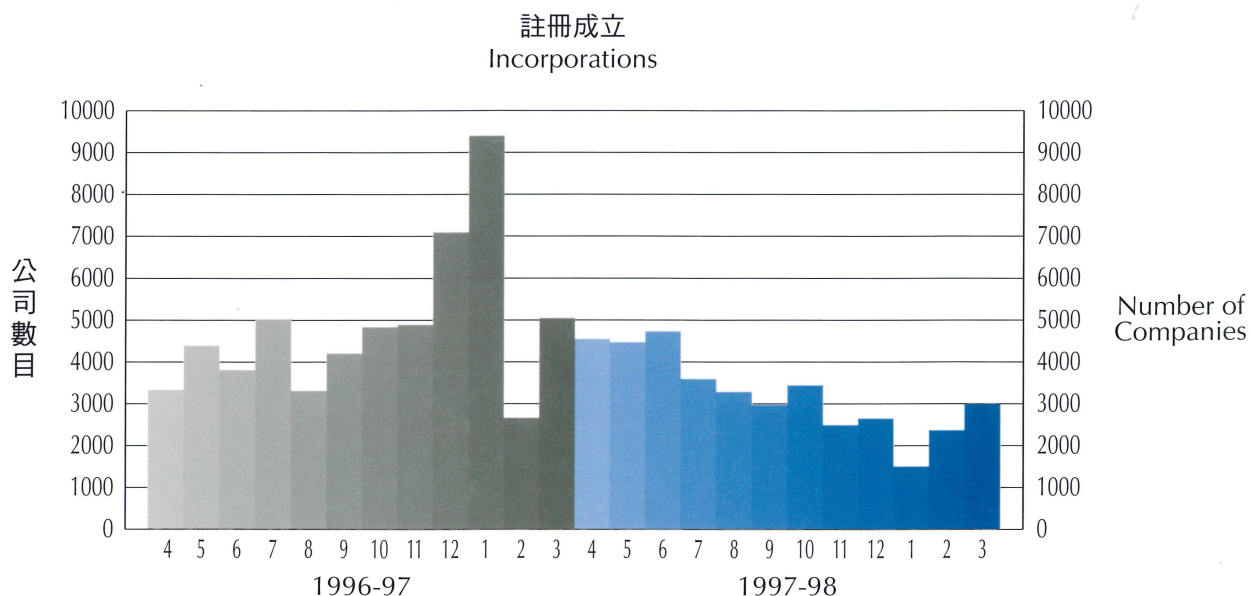
Workload

Whilst the Registry had to meet considerable challenges in 1996-97 due to an increase in workload, it faced other demands in 1997-98 but in the other direction.

The economic downturn has inevitably had some impact on the Registry's volume of chargeable services. However, this created a challenge for the department to maintain quality services with the lowest level of resources in order to make ends meet.

• Incorporation of Companies

The number of local companies incorporated in 1997-98 was 39,016, representing an average of 145 companies getting incorporated on each working day. Workload fluctuated from month to month.



截至一九九八年三月三十一日止，公司登記冊內共有 469,176 間本地公司。

As at 31 March 1998, there were a total of 469,176 local companies on the register of companies.

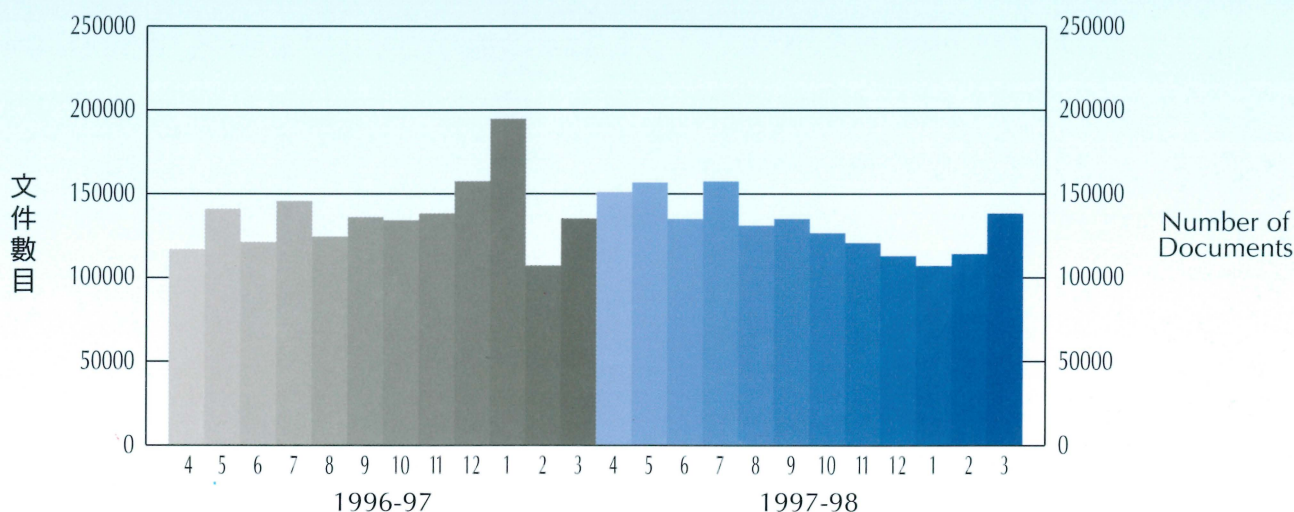
• 文件登記

一九九七至九八年度遞交文件登記的總數為1,586,334份，相等於每一工作天平均有5,900份文件遞交本處。

• Registration of Documents

The number of documents received for registration in 1997-98 was 1,586,334, representing an average of 5,900 documents being received on each working day.

遞交文件登記
Documents Received for Filing



須向本處登記的文件涵蓋每間公司各方面的資料，例如組織章程大綱及章程細則、秘書及董事委任及資料更改通知書、註冊辦事處座落地點通知書、股份分配申報表及周年申報表等。在一九九七至九八年度，已登記及被記錄入本處電腦化的文件索引以供公眾查閱的文件中，有百分之三十為申報公司董事及秘書的資料。



14樓的文件投遞箱是排隊以外的另一遞交文件的途徑
The drop in collection box at the 14th Floor is an alternative to queuing

Documents required to be registered with the Registry cover many different aspects of a company, such as the memorandum and articles of association, notification of appointment and changes of secretary and directors, notification of situation of registered office, return of allotments, and annual return. In 1997-98, 30% of the documents registered and captured in the Registry's computerized document index for public search reported information regarding company directors and secretaries.

• 公眾查冊

一九九七至九八年度公眾查冊個案的總數為 1,950,171 宗，相等於每一工作天平均有 7,200 宗查冊個案。這些數字不包括公眾在本處的公眾電腦終端機室所作的免費查冊。

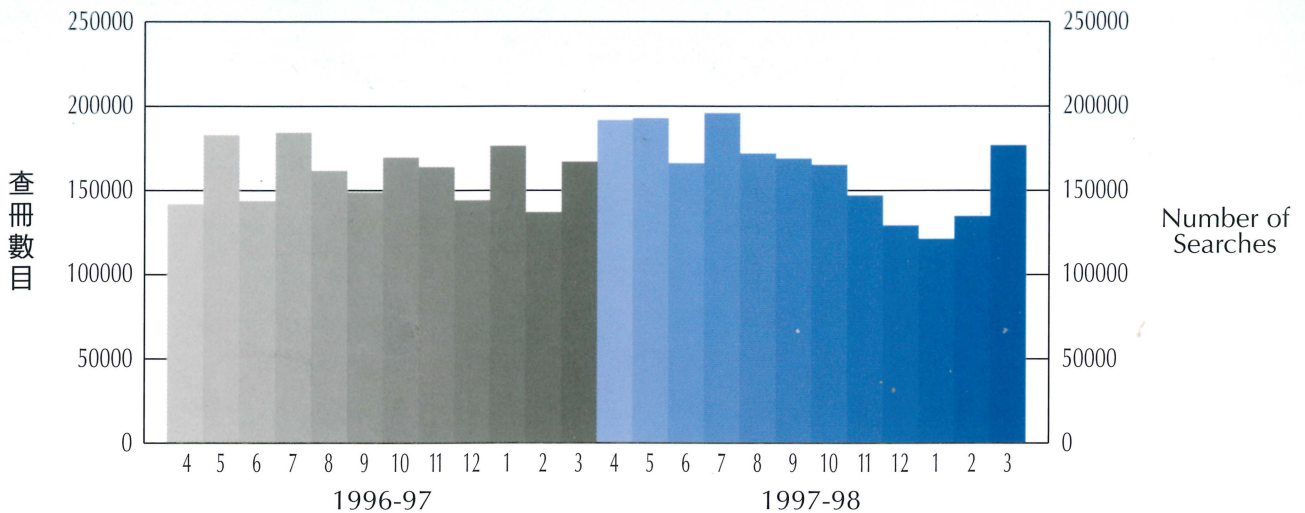


員工忙於找出客戶需要的縮微膠片
Staff busy with retrieving microfiches requested by customers

• Public Search

The number of public searches made in 1997-98 was 1,950,171, representing an average of 7,200 public searches being made on each working day. These figures do not include the number of searches conducted by the public at the Registry's Public Computer Terminal Room free of charge.

公眾查冊個案
Searches Made by Public



公眾查冊服務的其中一項主要功能是为客戶提供已登記的公司文件或表格的縮微膠片副本。客戶可在本處免費提供的縮微膠片閱讀室或在其辦公室內閱讀縮微膠片的內容。

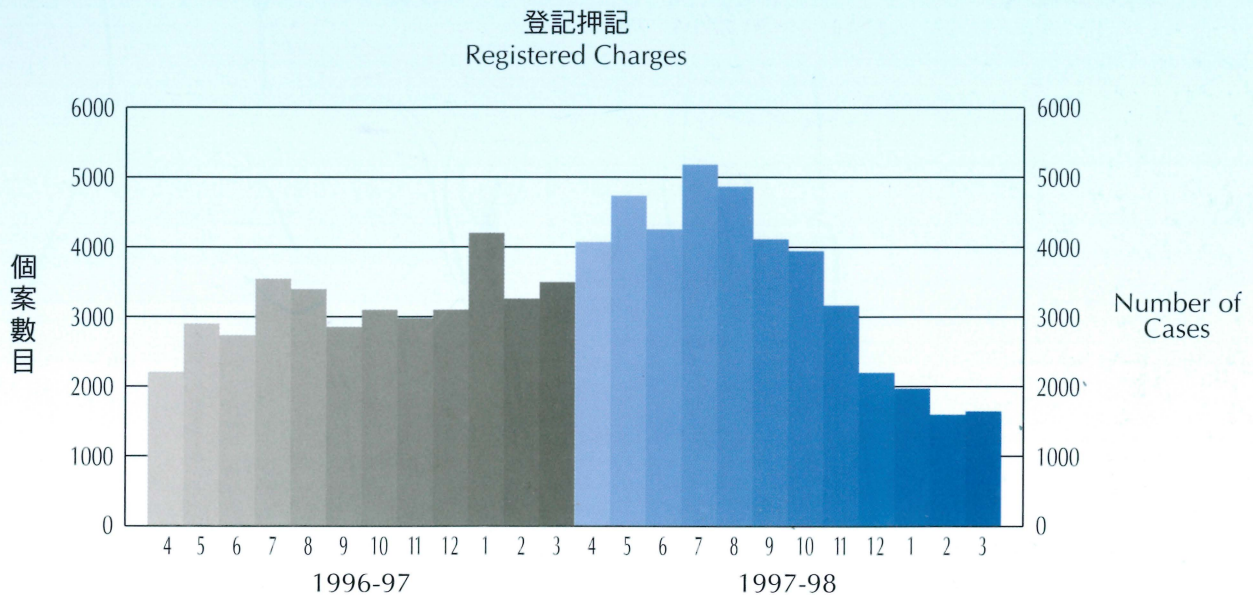
One of the key functions of the public search service is to produce copies of microfilmed company documents/forms filed at the Registry for customers who may read the content of the microfiches in the Registry's Microfiche Reading Room free of charge or in their own offices.

• 登記押記

一九九七至九八年度押記登記的總數為41,911宗，相等於每一工作天平均有155宗登記。

• Registration of Charges

The number of charges registered within 1997-98 stood at 41,911, representing an average of 155 charges being registered on each working day.



詳細的統計數字載於附錄 A。

The detailed statistics are at Appendix A.

工作表現與生產力

本處竭力為所有來自私營及公營機構的客戶提供高效率、以禮待人及專業的服務，務求在服務改善及表現標準方面達到佳績。本處自一九九三年設立營運基金以來，便定出服務承諾，所承諾的範圍包括以下的主要服務 —

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

本處定期檢討有關服務承諾，對於客戶的意見和建議定必會詳加考慮。經過數年來的目標訂定和實踐，本處已大幅度提高了服務標準。因此，在投下巨資裝置更先進的系統或設備之前，現階段未能再進一步大幅度縮短處理個案所需的時間。

Performance and Productivity

The Registry is committed to provide an efficient, courteous and professional service to all its customers from both the private and public sectors and do its best to meet performance standards and improve services. Since the establishment of the trading fund in 1993, a performance pledge has been developed 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.

The performance pledge is regularly reviewed, taking account of customers' comments and suggestions. As considerably

在一九九七至九八年度，本處服務獲得良好成績，服務水平能達致所定目標。詳細的統計數字載於下表 —

improved standards have been set and achieved over the last few years, the Registry has now reached a stage where further major shortening of response time is not possible without substantial investment in more technologically advanced systems or equipment.

In 1997-98, the Registry obtained good results in meeting the service level targets. The detailed statistics are shown in the following table -

服務 Service	1993-94*	1996-97	1997-98 年度			
	實際表現 Actual	實際表現 Actual	目標 Target	實際表現 Actual	改善 Improvement	
					與 1993-94 年度比較 over 1993-94	與 1996-97 年度比較 over 1996-97
(以工作天計算，另外述明者除外) (expressed in working days unless otherwise stated)						
註冊成立 / 登記公司 Incorporation/Registration						
- 本地公司 local company	7	6	6	6	14%	不適用 N.A.
- 海外公司 oversea company	38	31	30	27	29%	13%
更改公司名稱 Change of company name	不適用 N.A.	13	13	12	不適用 N.A.	8%
公司文件登記 (包括微型縮影) Registration of general documents (including microfilming)						
- 本地公司 local company	33	15.5	15	14.5	56%	6%
- 海外公司 oversea company	47	19.5	18	15	68%	23%
登記押記 Registration of charges	12	11	10.5	10.5	13%	5%
查冊 Searches						
- 特快服務櫃枱 express service counter	22 分鐘 min.	19 分鐘 min.	20 分鐘 min.	18.5 分鐘 min.	16%	3%
- 普通服務櫃枱 ordinary service counter	1	1	1	1	不適用 N.A.	不適用 N.A.
影印服務 Photocopying services						
- 需要認證 certification required	1	1	1	1	不適用 N.A.	不適用 N.A.
- 無需認證 certification not required	10 分鐘 min.	10 分鐘 min.	10 分鐘 min.	10 分鐘 min.	不適用 N.A.	不適用 N.A.
在收款處遞交文件 (僅指排隊輪候時間) Submission of documents at the shroff office (queuing time only)						
- 繁忙時間 peak hours	不適用 N.A.	20 分鐘 min.	20 分鐘 min.	18 分鐘 min.	不適用 N.A.	10%
- 非繁忙時間 non-peak hours	不適用 N.A.	10 分鐘 min.	10 分鐘 min.	8 分鐘 min.	不適用 N.A.	20%

* 公司註冊處營運基金於一九九三年八月一日設立。

The Companies Registry Trading Fund was set up on 1 August 1993.

一九九七年十月，本處為監察變動不定的工作量對服務水平的影響，增加了服務水平目標項目，就是計算出實際能達致服務時間目標的百分率。以本年度實施了新項目的下半年而言，如與目標水平比較，實際工作表現十分理想。在提供服務所需目

In order to improve the monitoring of performance standards in relation to workload fluctuations, additional service level targets in terms of percentages achieved against target response time have been implemented since October 1997. The actual

標時間及達致此等目標的水平方面，本處亦預算在來年作進一步改善。

本處一貫的目標是改善客戶服務及員工生產力。在一九九七年下半年，經顧問公司進行了一個工作表現衡量試點研究後，本處已制定新的管理報告，使經理級人員察看出現問題之處及採取補救和預防措施。

運作方面的生產力亦是本處須定期監察的事項之一。本處的理想是提高每年的生產力。在一九九七至九八年度，雖然工作量的變動不能控制，但多數組別的員工的生產力仍有提高。以每人每工作日的加權生產量計算，整體生產力平均較去年提高百分之八。

財政狀況

把政府服務轉為以營運基金運作的準則之一，便是該項服務要有能力在合理時間內使其收益足以應付因提供該項服務而招致的開支和債務。本處在過往的財政年度皆能夠堅持該準則。該準則亦會繼續作為本處日後財政政策的指引。

儘管本處不斷盡力維持健全的財政狀況，然而公眾對本處服務的需求主要是視乎本地經濟的狀況而定，是本處無法控制的。辦理公司註冊成立是本處主要收入來源之一，而一九九七至九八年度下半年中本地的經濟不景氣嚴重影響了公司註冊成立的數目，導致來自公司註冊成立的收入較預算的減少了百分之二十。不過，由於多種因素結合，本處仍能克服這個潛在的經濟困難。這些因素包括本年度上半年的業務狀況較佳、嚴格控制開支以節省成本、以及在一九九八年三月因應本處的宣傳運

performance as compared with the target applied from the second half of the year was very satisfactory. Further improvements in service delivery times and the levels of achievement have been proposed for the coming year.

It has always been the Registry's aim to improve customer service and staff productivity. As a result of a performance measurement pilot study conducted by a consultant in the second half of 1997, new management reports have been implemented to make managers look at problem areas and take remedial as well as preventive measures.

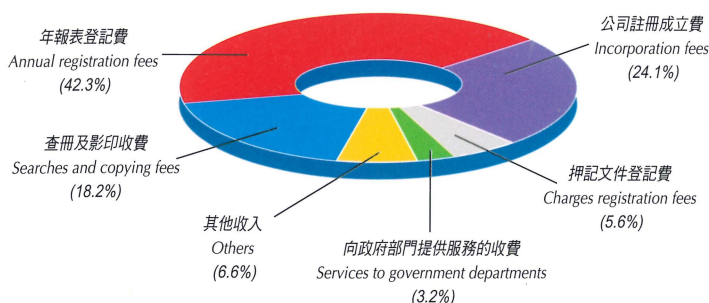
Operational productivity is one of the aspects regularly monitored. The Registry's objective is to achieve some productivity gains every year. In 1997-98, despite the uncontrollable fluctuations in workload, the staff productivity levels for most sections have been improved. On average, there was an overall productivity gain of 8% in terms of weighted output per man-day over the past year.

Finance

One of the criteria for converting a government service to a trading fund is the service's capacity, within a reasonable time, to meet the expenses incurred in providing the service and finance liabilities out of its income. The Registry has been able to adhere to this principle in previous financial years and it will continue to guide the department's future financial policy.

Despite the Registry's constant efforts to maintain healthy finances, the demand for its services is not controllable but is largely dictated by the state of the local economy. The downturn of the local economy in the second half of 1997-98 adversely affected the number of incorporations which are a key revenue source for the department resulting in revenue from incorporations of 20% below budget. However, the Registry was able to overcome this potential financial difficulty through the combination of a number of factors, including the better levels of business in the first half of the year, cost savings resulting from tight control on expenditure, and increased filing of annual

一九九七至九八年度收入
1997-98 Revenue



動，提醒公司及其人員遵從公司條例有關披露資料的規定，而令致遞交本處的周年申報表有所增加。最終，本年度的盈利達五千六百萬元。以回報率而言，本年度為固定資產平均淨值的百分之十七，以過去五年計則平均為每年百分之十二，這表示本處再次達到所訂目標。

本年度的周年帳目表和審計署署長的報告分別載於附錄 B 及附錄 C。

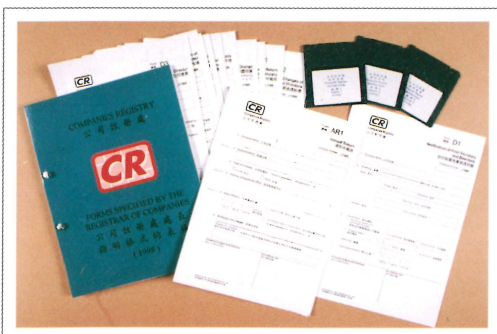
鑑於經濟不景，本處延遲原訂於一九九八至九九年度內增加收費的行動，以期紓緩商界的負擔。然而，有關改善服務質素的發展工作，本處仍會繼續審議。

服務客戶

精益求精

自一九九七年二月推出十三款中英對照新指明表格後，本處在一九九七至九八年度繼續檢討其餘的指明表格。這項檢討工作在一九九八年四月初完成，其後有二十六款新指明表格在一九九八年五月一日推出。這些表格的格式除了更為統一及方便填寫外，更在可能範圍內設計成中英對照。

本處透過廣泛的宣傳活動，包括發出對外通告、刊登憲報公告和報章公告、張貼海報及派發傳單等，通知市民本處推出這些



可供使用的三十九款指明表格
39 specified forms available for use



客戶可在本處的櫃檯購買表格
Customers can purchase forms at our counter

returns in March 1998 as a result of the Registry's publicity campaign to remind companies and their officers to comply with the statutory disclosure provisions of the Companies Ordinance. Consequently, the surplus for the year was \$56 million. The rate of return on average net fixed assets for 1997-98 was 17% giving an average rate of return over the past five years of 12% meaning that the Registry has again met the target set.

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

In view of the economic downturn, the Registry wishes to ease the burden on the business community by deferring its fee increases for 1998-99. However, despite this, development work on projects which will improve the quality of services will continue to be considered.

SERVING CUSTOMERS

Change for the Better

Following the introduction of 13 new bilingual specified forms in February 1997, the Registry continued to review the remaining specified forms during 1997-98. This review was completed by early April 1998 and a total of 26 new specified forms, which are more standardized, user-friendly and, as far as appropriate, bilingual, were introduced for use with effect from 1 May 1998.

The public was notified of these new forms through an extensive publicity programme including the Registry's external circular, gazette and press notices, posters and flyers. For the convenience of customers, the full set of 39 specified forms has been made available for purchase at the Registry in the form of booklet, diskette or individual copies. Free downloading of

新表格。為方便客戶起見，整套三十九款指明表格可分別以合訂本、磁碟或個別表格的形式在本處購買，亦可從國際電腦網絡的公司註冊處網頁免費下載。



電子顯示板指示客戶前往適當的櫃枱
Electronic display directing customers to the appropriate counter

為了改善櫃枱服務，本處於一九九七年四月在

金鐘道政府合署13樓的公眾查冊大堂裝設了電子顯示板，向客戶顯示下一個可提供服務的櫃枱的號碼。這項新設施備受市民和員工歡迎。

年內，本處亦改善了公眾查冊服務，把公眾查冊大堂收款處的周日辦公時間由下午四時延長至下午四時三十分。

由一九九七年七月開始，客戶可利用聯線服務在國際電腦網絡上查閱本處的公司名稱索引及文件索引的資料。由於聯線服務為客戶提供每天更新的資料，其受歡迎程度遠勝現正逐步備受淘汰的唯讀光碟查冊服務。

另一項為符合查冊人士的需要而進行的主要工作乃致力於使公司遵從公司條例規定遞交文件的比率有所增長。在一九九七年十二月，本處展開了一個大規模的宣傳行動，提醒所有公司遵從公司條例內有關披露及遞交資料的法定條文。未有履行這些法定條文的失責公司及其董事可能會被檢控。

自一九九七年七月起，本處在國際電腦網絡上設置網頁，增進與客戶的溝通。有關的資料載於網頁上，方便客戶查閱及檢索，從而確保本處的公布能夠更迅速地傳達給客戶。在

歡迎瀏覽本處的網頁
Welcome to our home page



網址 Website : <http://www.info.gov.hk/cr/>

the forms from the Registry's home page on the Internet is also provided.

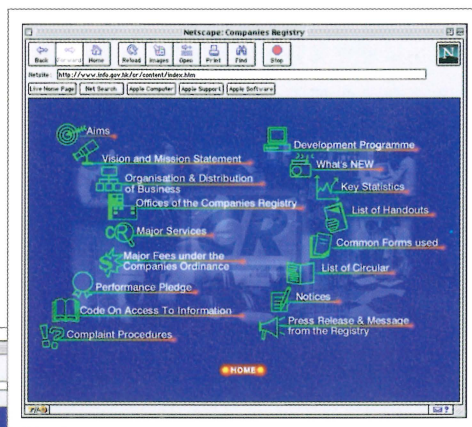
In order to improve the counter service, an electronic display unit indicating the number of the next counter available was installed at the Public Search Hall on the 13th Floor of the Queensway Government Offices in April 1997. The introduction of this new device was welcomed by the members of the public and staff.

The Registry's public search service was also improved during the year by extending the office hours of the Shroff Office in the Public Search Hall from 4:00 p.m. to 4:30 p.m. on weekdays.

An on-line service on the Internet for searching data from the Registry's company names and document indices was introduced in July 1997. As the on-line service provides daily updated data to customers, its popularity has far outstripped the CD-ROM service which is being phased out.

Another major effort to meet the requirements of searchers has been directed towards improving the compliance rate of filing of documents as required by the Companies Ordinance. In

December 1997, the Registry launched a large scale publicity programme to remind all companies to comply with the statutory provisions of the Companies Ordinance regarding the disclosure and filing of information. Failure to do so will render defaulting companies and their directors liable to prosecution.



電子郵件 E-mail : crenq@cr.gov.hk

Since July 1997, the Registry has improved its communications with its customers through the establishment of its home page on the Internet. Relevant information is placed there for easy

不足一年之內，瀏覽本處網頁的人數由每月大約一千人次增至每月二千人次以上，可見本處的網頁受到客戶重用。繼英文網頁後，本處於一九九八年七月推出中文網頁。

客戶需要

本處通過不同的途徑去了解客戶的需要。本處會定期造訪各主要客戶，收集他們對本處服務的意見，並且就現有服務、活動建議及新政策與公司註冊處客戶聯絡小組的成員交換意見，互相闡明有關情況。客戶聯絡小組的成員包括香港公司秘書公會、香港銀行公會、香港律師會及香港會計師公會的代表，以及一些主要的客戶。該聯絡小組在一九九七至九八年度共開會四次。

此外，本處每年進行獨立的客戶服務調查，以找出須要改善的服務。在一九九七年六月進行客戶服務調查後，本處的公眾查冊組對查冊服務作出了一些積極的改動，包括 —

- 嚴格評估護衛員的服務表現；
- 延長公眾查冊大堂收款處的辦公時間；
- 增添人手維持公眾地方的秩序及協調客戶從特快服務櫃檯領取縮微膠片。

本處現正裝置互動音頻電話查詢系統，以便更有效地處理客戶的查詢；預期該系統在一九九八年十一月可供使用。



本處客戶聯絡小組的主席及成員
The Chairman and members of our Customer Liaison Group



客戶服務調查包括實地訪問客戶
Field interview of the customer service survey

viewing and retrieval by the public thereby ensuring that the department's announcements can reach customers more quickly. The home page is used frequently by customers, as can be seen from the growth from about 1,000 viewers per month to over 2,000 viewers per month in less than a year. Subsequent to the English version, a Chinese version was introduced in July 1998.

Customers' Needs

The needs of the Registry's customers are ascertained through various means. Regular visits are paid to the department's major customers to collect opinions about our services. Comments on and clarification of existing services, proposed activities and new policies are exchanged with members of the Companies Registry Customer Liaison Group (CRCLG) which comprises representatives of the Hong Kong Institute of Company Secretaries, the Hong Kong Association of Banks, the Law Society of Hong Kong and the Hong Kong Society of Accountants, and some principal customers. Four meetings of the CRCLG were held in 1997-98.

In addition, the annual independent customer survey identifies areas that need improvement. Subsequent to the customer survey conducted in June 1997, the Registry's Public Search Section made positive changes to improve the search service, including -

- critical assessment of the security guards' performance;
- extension of the shroff hours in the Public Search Hall;
- provision of extra staff to monitor order in the public area and the collection of microfiches at the express service counter.

The installation of an Interactive Voice Telephone Enquiry System to improve the handling of customers' enquiries is in progress and the system is expected to be ready for use by November 1998.

本處印製的各款小冊子實有助客戶明瞭本處所提供的服務。自一九九七年八月起，本處進一步改善資料小冊子的內容：或將現有的小冊子修訂，或新增一些小冊子。這些小冊子現包括下列事項 —

- ① 組織結構及職務分配情況
- ② 可否為你效勞
- ③ 主要服務收費表
- ④ 成立新公司
- ⑤ 本地公司在成立為法團後一般須向公司註冊處遞交的表格簡介
- ⑥ 有限公司更改名稱
- ⑦ 向公司註冊處遞交文件須知
- ⑧ 本地有限公司提交周年申報表
- ⑨ 登記押記
- ⑩ 怎樣查冊
- ⑪ 查閱上市公司董事索引
- ⑫ 查閱取消資格令紀錄冊
- ⑬ 怎樣購買指明表格

The Registry's pamphlets are regarded as a useful means of helping our customers understand the services that are available to them. Further improvements were made since August 1997 by revising existing and adding new information pamphlets which now include the following topics -

- ① Organization & distribution of business
- ② Can we help you
- ③ Price guide to main services
- ④ Formation of new companies
- ⑤ General information on filing requirements for a local company after incorporation
- ⑥ Change of name of a limited company
- ⑦ How to present documents to the Companies Registry
- ⑧ Filing of annual return by a local limited company
- ⑨ Registration of charges
- ⑩ How to conduct a company search
- ⑪ Search on the index of directors of listed companies
- ⑫ Search on the register of disqualification orders
- ⑬ How to purchase specified forms



各款資料小冊子
Information pamphlets

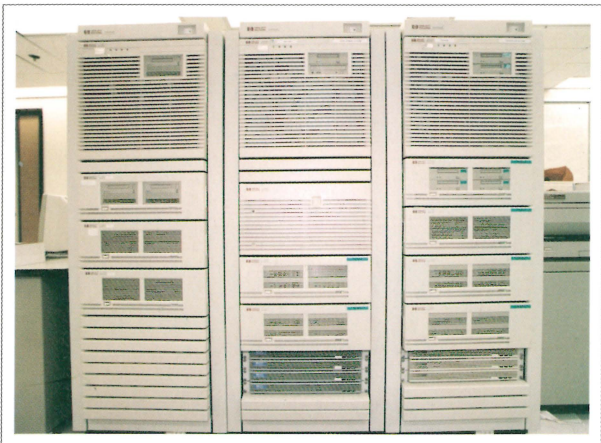
建造將來

服務動向

本處的主要目標之一是讓客戶和員工能快速查閱遞交本處的公司資料。為此而進行的擴充資料庫工作大部分已經完成。已加入的資料包括有四十四萬七千間公司的註冊辦事處、大約一百二十萬個董事資料紀錄，以及大約四十五萬個秘書資料紀錄。加入資料的工作預期在一九九八年末季完成。

擴充資料庫計劃的主要目的是促成本處提供聯線查冊服務。公司註冊處聯線公眾查冊系統的可行性研究在一九九七年內完成。本處會挑選一個承辦商負責提供該系統。一俟設置完成，訂用該系統的客戶可以很方便地在其辦公室內查閱本處的資料庫。預期推出這項聯線查冊服務一方面可為客戶節省時間，另一方面則可紓緩公眾查冊大堂的擁擠情況。該聯線查冊系統將可在一九九九年上半年內啟用。

本處亦於一九九七至九八年度內初步探索過文件影像處理系統的運作，以便利用光學或電子媒介去儲存及製造影像。不過，本處現已決定在制定日後的發展計劃時，必須以本處的整體發展來考慮而非零星地引進個別現代科技。本處將於一九九八年十月設立一個專責小組，草擬一項策略性改革計劃，內容特別針對重新設計工序，以及引進現代科技去儲存、處理及查閱文件。該改革計劃的最終目的是為客戶提供快捷、廉宜、易用及優質的服務。



儲存本處擴充中的資料庫的硬件
Hardware which stores our expanding database

BUILDING FOR THE FUTURE

Future Services

One of the Registry's principal aims is to allow customers and staff to have quick access to the company information filed with the Registry. In this respect, a considerable part of the exercise to expand the database has been completed, converted data including the registered offices of 447,000 companies, about 1.2 million records of directors' particulars and about 450,000 records of secretaries' particulars. It is estimated that the conversion exercise will be completed by the last quarter of 1998.

The major purpose of the database expansion project is to facilitate the provision of an on-line search service. The feasibility study on the Companies Registry On-line Public Search System (CROPS) was completed during 1997. A contractor will be selected to provide the CROPS and, upon implementation, subscribers to CROPS will be able to access the Registry's database conveniently in their office premises. The advent of this on-line service is expected to save time for customers on the one hand and alleviate the crowded conditions in the Public Search Hall on the other. It is anticipated that the system will be operational within the first half of 1999.

In 1997-98, the Registry initiated a preliminary study on the operational aspects of a document imaging system to store and produce images in optical or electronic media. However, it has now been decided that the Registry's future development has to be considered as an integrated whole rather than through the piecemeal implementation of modern technology. A dedicated team will be established in October 1998 to draft a Strategic Change Plan for the Registry with particular reference to process re-engineering and the introduction of modern technology for filing, processing and searching documents. The ultimate objective is to provide fast, inexpensive, user-friendly and high quality services to our customers.

關於公元二千年電腦千年蟲問題，本處已於一九九七年七月開始就最重要的電腦系統，即綜合公司註冊系統和公司來件紀錄冊及文件索引系統，採取行動。一俟屬中型的操作系統在一九九八年八月底之前完成提升，該綜合系統應可解決千年蟲的問題，繼續為客戶提供服務。此外，本處亦已作出安排，密切監察本處其他系統及設施，以確保它們均能過渡公元二千年。

國際聯繫

在擬定將來的改善及發展計劃方面，本處認為與外界交換意見及分享經驗，至為重要。除了經常接待到訪的本地機構及主要客戶外，本處亦與其他司法管轄區保持聯繫。此舉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。



本處代表團會晤上海市人民政府外事辦公室的人員
The Registry's delegation meeting the officers of the Foreign Affairs Office,
Shanghai Municipal People's Government

年內，十二批內地及海外訪客訪問本處。他們包括六個來自內地政府部門的代表團、四個來自專業機構的代表團，以及兩個來自毛里求斯和中國台北的代表團。此外，公司註冊處處長亦於一九九七年八月訪問了英國公司註冊處，又於一九九八年三月率領本處首長級人員訪問上海，參觀了一些政府部門及機構，包括上海市工商行政管理局、上海市人民政府經濟委員會及上海市浦東新區經濟貿易局。一九九七年十月，公司註冊處處長出席了由新加坡特許秘書及行政人員協會主辦，在新



本處人員向深圳市工商行政管理局的代表團講解公眾查冊服務
Officers explaining the public search activities
to the delegation from the Shenzhen Industrial &
Commercial Administration Bureau

As regards the Year 2000 problem, the Registry started action in July 1997 on its most mission-critical systems, the integrated Companies Registration System (CRS) and Control Book and Document Index System (CBDIS). Once the mid-range operating system has been upgraded by the end of August 1998, the CRS/CBDIS system should be able to provide a Year 2000 compliant service. In addition, a closely monitored programme has been implemented to ensure that all the Registry's other systems and facilities are also Year 2000 compliant.

International Contacts

In planning for future improvement and development, the Registry considers that it is very important to exchange ideas and experiences with the outside world. Apart from receiving frequent visits from local institutions and major customers, regular contacts with other jurisdictions are also maintained. This enables the department to objectively assess its standards and performance, and share experiences regarding the provision and development of services.

During the year, the Registry was visited by 12 groups of visitors from outside Hong Kong, including six delegations from Mainland government departments and four professional institutions, and two from the Mauritius and Chinese Taipei. The Registrar of Companies visited Companies House in the United Kingdom in August 1997, and led a delegation of the Registry's directorate officers to Shanghai in March 1998 where they visited a number of government departments and organizations including the Shanghai Administrative Bureau for Industry and Commerce, the Economic Commission of Shanghai Municipal People's Government and the Economic and Trade Bureau of Shanghai Pudong New Area. In October 1997, the Registrar of Companies attended an international conference on corporate governance in Singapore, organized by

加坡舉行的有關公司管治的國際會議。

公司法改革常務委員會

公司法改革常務委員會負責定期修訂公司條例，以確保該條例符合商界及監管機構的需要。該委員會由本處提供秘書處服務，年內共召開十一次會議，商討多項修訂公司條例的建議。有關公司法改革常務委員會的工作詳情，可參閱該委員會第十四號年報。

有關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發布，並向公眾諮詢意見。諮詢期原定於一九九七年十二月三十一日截止，但隨後應公眾的要求順延至一九九八年三月三十一日，讓公眾有更多時間詳細審議該份研究報告。截至諮詢期屆滿日為止，本處總共免費派發了大約一千四百本研究報告。一百本由本處編製的英文參考冊：「檢討香港公司條例 - 報告、簡介及背景資料」亦售出給有關人士使用。截至一九九八年三月三十一日為止，本處共收到二十四份有關該研究報告的意見書。公司法改革常務委員會現正考慮該研究報告的建議及所收到的公眾意見。



顧問研究報告在諮詢期內免費派發
Consultancy reports for free distribution during the consultation period

the Singapore Association of the Institute of Chartered Secretaries and Administrators.

Standing Committee on Company Law Reform

The Standing Committee on Company Law Reform (SCCLR) is responsible for ensuring that regular amendments are made to the Companies Ordinance to meet the needs of the business community and regulators. The Registry provides the secretariat services for the SCCLR which met 11 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 14th Annual Report.

The Consultancy Report on the overall review of the Companies Ordinance was released for public consultation on 1 May 1997. The period of public consultation was scheduled to last until 31 December 1997 but was subsequently extended to 31 March 1998 in order to meet requests for a longer period to consider the Report in detail. Up to the end of the extended consultation period, nearly 1,400 copies of the Report were distributed free of charge. 100 copies of the reference book 'Review of Hong Kong Companies Ordinance - Reports, Briefing Books & Background Memoranda' produced by the Registry were also sold to interested parties for their use. As at 31 March 1998, a total of 24 submissions on the Report had been received. The SCCLR is considering the recommendations of the Report as well as the public comments received.

ENSURING COMPLIANCE

Striking-Off Action

In return for the significant privilege of limited liability, all companies under the Companies Ordinance are required by various sections of the Companies Ordinance to disclose certain information about themselves which is open to search by the public. One of the principal disclosure requirements is in section

確保遵從條例

剔除公司名稱行動

凡根據公司條例規定而註冊成立的公司，在享有有限法律責任的權利的同時，均須遵從公司條例內各條條文的規定，向本處

披露與公司有關的若干資料，讓公眾查閱。其中一項主要的資料披露規定載於公司條例第 107 條。該條條文規定本地公司必須擬備及遞交周年申報表，以申報公司的主要資料，如註冊辦事處地址、董事及秘書詳情、股本結構，以及所有按揭及押記的未償還總額。自一九九四年三月開始，本處根據公司條例第 290A 條的規定，把連續兩年或以上欠交周年申報表的公司的名稱自登記冊中剔除。這項工作在一九九七年十一月已完成了大部份。當時本處已審查了大約四十三萬二千間公司的紀錄，把大約七萬七千間公司自登記冊中除名。截至一九九八年三月三十一日為止，共有九萬一千零八十六間公司是在此項政策實施以來被本處除名的，其中四萬三千四百六十八間是在一九九七至九八年度內被除名。



公布被除名的公司的憲報公告
Gazette notifications announcing companies that would be struck off

檢控

公司登記冊是供給公眾查閱的。隨着上文概述專責剔除名稱的行動完成，本處決意繼續保持完整及健全的公司登記冊，故此要採取行動去確保公司及其董事履行遞交周年申報表的法定責任。

為此，本處決定根據公司條例第 109(4) 條加緊採取檢控行動。按照該條條文的規定，如公司未有遵從第 107 條的規定，公司及其每名失責高級人員均可處以罰款，如持續失責，則可處以按日計算的失責罰款。由一九九七年十二月一日開始，本處藉着對外通告、國際電腦網絡上本處的網頁、報章廣告、張貼於本處辦事處的通告、派發給文件提交人的傳單，以及投刊於各專業團體的期刊內的文章，展開有關實行此項新政策的宣傳活

107 of the Companies Ordinance which requires local companies to prepare and file annual returns containing essential company information such as registered office address, details of directors and secretary, share capital structure and the total amount outstanding on all mortgages and charges. The major exercise which started in March 1994 to strike off companies that had failed to file annual returns for two consecutive years or more from the register of companies under the provisions of section 290A of the Companies Ordinance was largely completed in November 1997. By then, the records of nearly 432,000 companies had been examined and about 77,000 companies had been struck off the register. As at 31 March 1998, a total of 91,086 companies had been struck off since the implementation of this policy in March 1994, of which 43,468 were struck off in 1997-98.

Prosecutions

With the completion of the concentrated striking-off action outlined above, the Registry is determined to maintain the integrity of the register of companies which is subject to public search by ensuring that companies and their directors comply with their statutory duties to file annual returns.

In this respect, the Registry decided to step up prosecution under section 109(4) of the Companies Ordinance which provides that, if a company fails to comply with section 107, the company and every officer who is in default shall be liable to a fine and, for continued default, to a daily default fine. Publicity regarding the implementation of this new policy started on 1 December 1997 using the Registry's external circulars and home page on the Internet, newspaper advertisements, notices and flyers posted at the Registry's premises and issued to presentors, and articles published in various professional bodies' journals. The effectiveness of this publicity was illustrated by the fact that the number of annual returns filed in March 1998 increased by 26% over the monthly average before the announcement. It is therefore hoped that the compliance rate for filing annual returns should be much improved from 1998-99 onwards.

動。事實證明此等宣傳活動有其效用，在一九九八年三月遞交的周年申報表數目，較宣布加強檢控政策之前平均每月遞交的周年申報表數目，增加百分之二十六。因此，本處希望由一九九八至九九九年度開始，公司遵從遞交周年申報表規定的比率會大為提高。

在一九九七至九八年度，本處向沒有遵從公司條例的規定責任的公司及其高級人員採取了共二百二十五次檢控行動。

制定法規

本處的法律事務部除了就檢控事宜提供意見外，亦就本處負責執行的各條條例的修訂建議提供意見。目前，正在草擬的修訂法例主要是有關企業拯救正式程序的建議以及公司法改革常務委員會就公司條例提出的若干項技術修訂。此外，本處現正積極考慮制定一套法定程序，提供廉宜、簡單及方便的方法，把倒閉但有償債能力的私人公司撤銷註冊。待有關方面批准後，擬定該立法建議的工作將會進行。

群策群力

組織

截至一九九八年三月三十一日為止，本處共有四百四十九名員工，其中三百八十五名為全職公務員，其餘六十四名則為臨時員工。在配合工作量的波動和一些例外的工作安排後，本處的員工總數較去年減少。

年內，隨着大部份的剔除公司名稱的行動完結，分配給這項工作的資源大幅度減少。本處新設的檢控組在一九九八年四月一日成立，共有十四個職位。此外，為符合政府更嚴格的臨時員工工作分類，

During 1997-98, a total of 225 prosecutions were instituted against companies and their officers for failure to comply with their obligations under the Companies Ordinance.

Legislation

Apart from prosecution matters, the Legal Services Division gave advice on proposed amendments to the various ordinances administered by the Registry. At present, drafting work in progress is principally concerned with proposals regarding a formal procedure for corporate rescue and a number of technical amendments to the Companies Ordinance recommended by the SCCLR. In addition, active consideration is being given to formulating a statutory procedure to provide a cheap, simple and convenient way of deregistering defunct, solvent, private companies. Legislative proposals will be prepared subject to the necessary approvals.

WORKING TOGETHER

Organization

As at 31 March 1998, the Registry had a total of 449 staff, of whom 385 were full time civil servants and 64 were temporary staff. There was a net decrease in the total number as against that of previous year due to the staff changes resulting from workload fluctuations and a number of special exercises.

During the year, the resources for striking-off work were reduced substantially with the completion of the major striking-off exercise. A new Prosecution Section was established with



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

本處已經檢討並依需要而修訂了不同組別要設立的常額職位。

本處的基本組織架構如下 —

effect from 1 April 1998 with a total of 14 posts. Furthermore, in order to comply with the Government's tightened classification of activities to be performed by temporary staff, the permanent need for the posts in various sections of the Registry has been reviewed and rationalised as necessary.

The Registry's basic organization is as follows -



培訓及發展

在一九九七至九八年度，本處繼續為所有職系的員工提供培訓，以迎合本處的運作需要及加強員工發展。所籌辦的課程包括本地及海外培訓。一如往年，本處優先提供管理方面的培



參加普通話研習班的員工
Officers attending Putonghua Workshop

Training and Development

In 1997-98, the Registry continued to provide training to staff of all grades to meet the department's operational requirements and promote staff development. The courses organized included both local and overseas training. As in the previous year, training covering various management aspects was accorded high priority. In addition, emphasis was given to computer and language training such as Putonghua and Chinese writing skills and, for the first time, two in-house courses were organized on Hanyu Pinyin. During the year, a total of 647 training days were undertaken by staff locally. In addition, two solicitors were sent to attend a short course on Chinese Law conducted by the Fudan University in Shanghai and one Chief Companies Registration Officer attended the Senior Staff Development Programme for a period of seven weeks.

訓。此外，本處亦着重給予電腦及語言方面的培訓，例如普通話及中文寫作技巧，另外更首次為員工開辦兩個有關漢語拼音的內部課程。年內，員工共用了六百四十七個訓練日參加各項本地培訓課程。此外，本處兩名律師被派往參加上海復旦大學開辦的中國法律短期講習班，一名總公司註冊主任則參加了一個為期七周的高級公務員管理課程。

員工獎勵及嘉許

為加強員工對部門服務承諾的認識和承擔及激勵員工不斷改善服務，本處在一九九七年八月推行了一個新的增進公務員表現計劃。在一九九七至九八年度，本處舉辦了四項活動，即工作表現獎、最佳工作改善獎、最佳服務獎和模範櫃檯職員獎。這些活動旨在達致下列四個不同目標——

- 獎勵每名員工，嘉許他們整體的工作表現；
- 獎勵個別的組別或工作隊伍，嘉許他們改善工作效率及生產力；
- 獎勵個別的部或組，嘉許他們在特定服務上的工作表現；及
- 獎勵個別員工，嘉許他們為客戶提供優質服務。

這些活動深受員工歡迎並已圓滿結束。首兩個獎項是由本處內部的評審小組負責評審，而後兩個獎項則分別由得到最多客戶投票的服務組別及櫃檯員工奪得。



客戶參加「模範櫃檯職員獎」的投票
Customer voting for the Best Counter Staff Award

冠軍為：
Champions for the Award are:
- 歐榮光先生
Mr Au Wing-kong
- 楊榮芳小姐
Miss Yeung Wing-fong

Staff Motivation and Recognition

To promote staff awareness of and commitment to the department's performance pledges and to motivate staff towards continuous improvement of service, the Registry launched a new departmental Staff Motivation Scheme in August 1997. In 1997-98, four activities were organized, namely the Registry Performance Award, the Best Work Improvement Award, the Best Service Award and the Best Counter Staff Award. These activities were targeted at four different levels as follows -

- to acknowledge overall performance in the organization by awarding every member of staff;
- to acknowledge improvements in work efficiency and productivity by awarding specific sections/work-related teams;
- to acknowledge specific service performance by awarding specific divisions/sections; and
- to acknowledge the provision of quality customer services by awarding individual staff.

The activities proved to be very popular among staff and were successfully completed. While the first two awards were assessed internally by an adjudication panel, the last two awards were won by the service section and the counter staff respectively that obtained the highest votes given by the Registry's customers.

Incorporation of local companies, a service provided by the New Companies Section, was chosen by the Registry's major customers as the deserving winner of the Best Service Award for 1997-98. This is clear recognition by customers that a company incorporation within six working days represents a first class service.

Seven winners were selected by the Registry's counter customers who submitted nearly 2,000 voting tickets. This award will help to promote the courtesy and efficiency of the Registry's counter staff.

Other civil service wide staff recognition schemes, such as the Long Service Travel Award and Long and Meritorious Certificates Schemes, recognize loyal and meritorious service. In the past year, one Companies Registration Officer I and One Senior

本處的新公司註冊組所負責的註冊成立本地公司的服務獲得本處主要客戶挑選為一九九七至九八年度最佳服務獎的得主。由此可見客戶認為能夠在六個工作天內註冊成立一間公司的服務是優越的服務。

使用本處櫃檯服務的客戶投了接近二千張選票選出七個模範櫃檯職員獎的得主。這個獎項旨在鼓勵本處的櫃檯員工以禮待客和提高工作效率。

其他嘉許公務員表現的計劃，例如長期服務公費旅行獎勵計劃及長期優良服務獎勵計劃，均旨在褒獎盡忠職守及表現優良的員工。去年，一名一級公司註冊主任及一名高級中文主任獲得長期服務公費旅行獎。另外，三名在政府服務了二十年或以上而職級不同的人員獲頒長期優良服務獎狀。

Chinese Language Officer received the travel award and three officers in various ranks who had served 20 years or more in the Government were given the certificates.



「最佳工作改善獎」由押記註冊組奪得
Best Work Improvement Award
was won by the Charges Section



新公司註冊組的公司註冊服務獲客戶投票選出，得到「最佳服務獎」
Best Service Award was voted for the incorporation service of the New Companies Section

員工關係

良好的員工關係是群體工作不可或缺的部分。年內，本處為員工及其家人舉辦了不同的聯誼及康樂活動，包括周年晚宴、體育活動、旅行、聖誕聯歡會及遊覽香港和內地的名勝。這些正式和非正式的活動有助建立員工關係。



在北潭涌宿營
Camping at Pak Tam Chung

Staff Relations

Good staff relationships are an essential part of team work. During the year, the Registry organized different social and recreational events for staff and their family members. These included the annual dinner, sports activities, picnics, the Christmas party and outings to various interesting places both in Hong Kong and the Mainland. These formal and informal gatherings aimed to help build staff relationships.



暢遊廣東省
Visit to Guangdong Province

附錄 A

Appendix A

工作量統計數字

WORKLOAD STATISTICS

附錄 B

Appendix B

周年帳目表

ANNUAL ACCOUNTS

附錄 C

Appendix C

審計署署長報告

REPORT OF THE DIRECTOR OF AUDIT

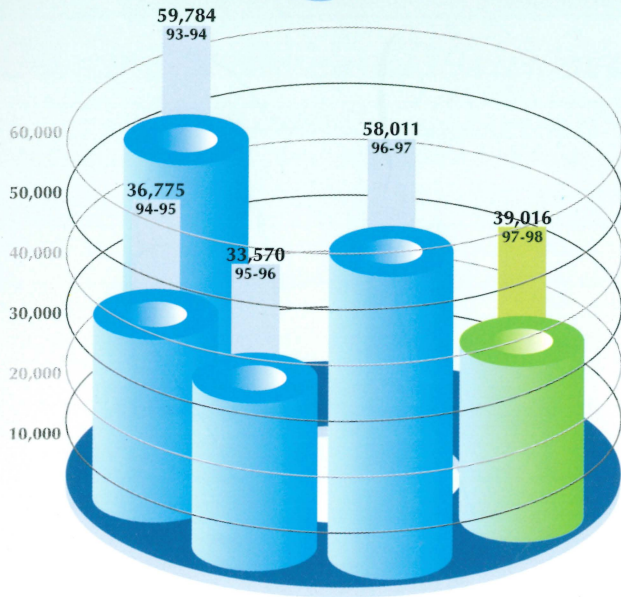
附錄 Appendix A

工作量統計數字 WORKLOAD STATISTICS

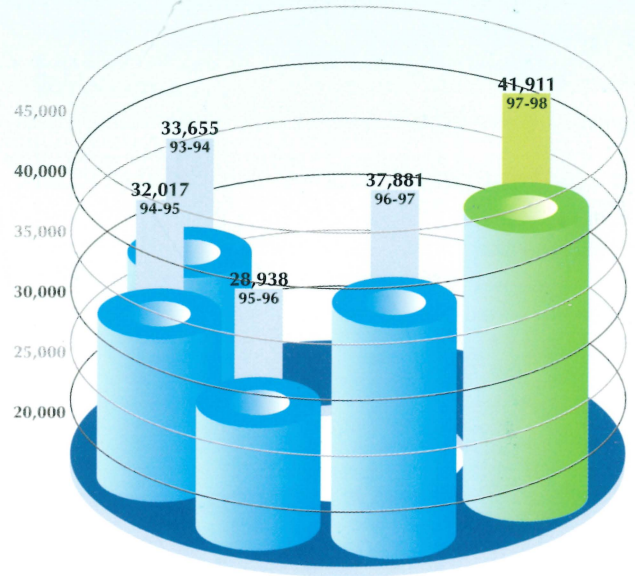
截至3月31日止年度 Year to 31 March

		1998	1997	增/減百分比 % Change %
新公司	New Companies			
註冊成立	Incorporations			
- 公眾公司	- public	331	305	8.5
- 私人公司	- private	38,685	57,706	(33.0)
登記的海外公司	Oversea companies registered	711	655	8.5
公司文件登記	General Registration of Documents			
登記的押記	Charges registered			
- 數目	- number	41,911	37,881	10.6
- 所保證的款額 (以百萬元計)	- amount secured (\$m)	255,506	103,383	147.1
所收到的文件	Documents received	1,586,334	1,659,625	(4.4)
更改名稱申請書	Change of name applications	9,650	9,586	0.7
自動清盤通知書	Voluntary liquidation notices	2,655	3,143	(15.5)
查冊設施	Search Facilities			
查冊個案	Searches made	1,950,171	1,925,906	1.3
檢控	Prosecution			
發出傳票	Summonses issued	225	173	30.1
定罪率	Conviction rate	93%	94%	(1.1)
剔除行動	Striking Off Action			
已展開行動	Action commenced	14,606	35,614	(59.0)
被剔除的公司	Companies struck off	43,468	34,749	25.1

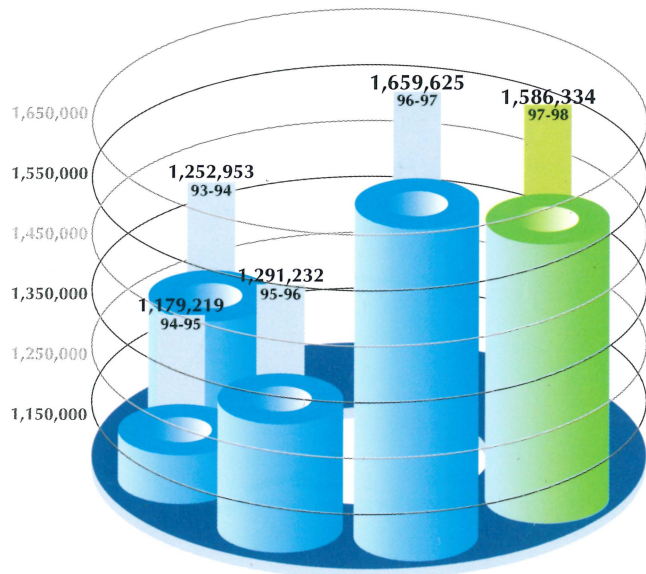
註冊成立公司總數
NUMBER OF COMPANIES INCORPORATED



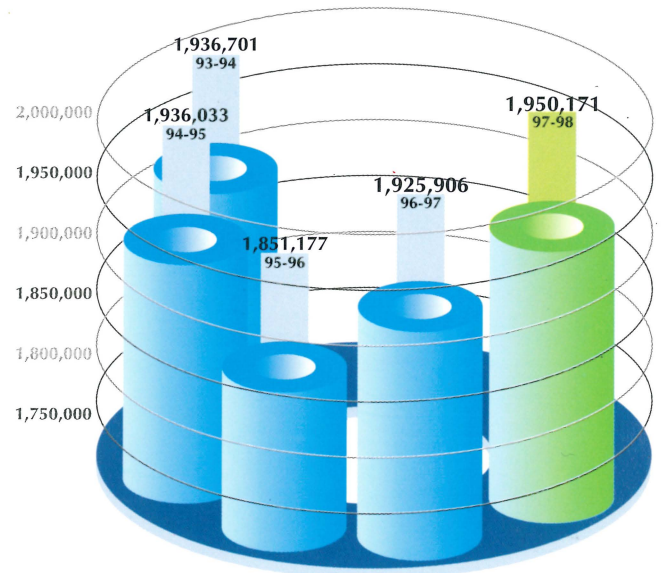
押記登記數目
NUMBER OF CHARGES REGISTERED



遞交登記文件數目
DOCUMENTS RECEIVED FOR FILING



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附 錄 Appendix B

周 年 帳 目 表 ANNUAL ACCOUNTS

公司註冊處營運基金在截至 1998 年 3 月 31 日止的周年帳目表

***Annual Accounts of the Companies Registry Trading Fund
for the Year Ended 31 March 1998***

按照營運基金條例第 7(4) 條製備及提交

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

公司註冊處營運基金損益表
COMPANIES REGISTRY TRADING FUND PROFIT AND LOSS ACCOUNT

截至 1998 年 3 月 31 日止年度 for the Year Ended 31 March 1998

		註釋 Note	1998 \$'000	1997 \$'000
營業額	Turnover	(3)	248,435	262,743
運作成本	Operating costs	(4)	<u>(174,932)</u>	<u>(168,683)</u>
運作盈利	Operating profit		73,503	94,060
其他收入	Other income	(5)	10,202	3,567
利息支出	Interest expenses		<u>(16,148)</u>	<u>(17,220)</u>
除稅前盈利	Profit before taxation		67,557	80,407
稅款	Taxation	(6)	<u>(11,147)</u>	<u>(13,267)</u>
除稅後盈利	Profit after taxation		56,410	67,140
股息	Dividend	(7)	<u>(16,923)</u>	<u>(20,142)</u>
保留盈利	Profit retained		<u>39,487</u>	<u>46,998</u>
固定資產回報率	Rate of return on fixed assets	(8)	<u>16.9%</u>	<u>19.8%</u>

隨附註釋 1 至 16 亦為此帳目的一部分

The accompanying notes 1 to 16 form part of these accounts.



鍾悟思
公司註冊處處長暨
公司註冊處營運基金總經理
一九九八年九月十八日

G W E Jones
Registrar of Companies and General Manager
Companies Registry Trading Fund
18 September, 1998

公司註冊處營運基金資產負債表 COMPANIES REGISTRY TRADING FUND BALANCE SHEET

在 1998 年 3 月 31 日的結算 as at 31 March 1998

		註釋 Note	1998 \$'000	1997 \$'000
可動用資產:	ASSETS EMPLOYED:			
固定資產	Fixed assets	(9)	<u>414,929</u>	<u>411,144</u>
流動資產	Current assets			
應收帳款	Debtors		3,784	2,613
銀行存款	Bank deposits		348,300	136,300
現金及銀行結餘	Cash and bank balances		<u>6,150</u>	<u>3,152</u>
			<u>358,234</u>	<u>142,065</u>
減去: 流動負債	Less : Current liabilities			
短期借款	Short term borrowing	(10)	(27,670)	(27,670)
應付帳款	Creditors		(326,508)	(107,843)
應付稅款	Tax payable		(4,321)	(11,638)
擬發股息	Proposed dividend	(7)	<u>(16,923)</u>	<u>(20,142)</u>
			<u>(375,422)</u>	<u>(167,293)</u>
流動負債淨額	Net current liabilities		<u>(17,188)</u>	<u>(25,228)</u>
			397,741	385,916
減去: 遞延負債	Less: Deferred liabilities			
遞延稅款	Deferred taxation	(11)	<u>(349)</u>	<u>(341)</u>
總資產淨值	Total net assets employed		<u>397,392</u>	<u>385,575</u>
財政來源:	FINANCED BY:			
資本及儲備	Capital and reserves			
營運基金資本	Trading fund capital	(12)	138,460	138,460
保留盈利	Retained earnings	(13)	<u>120,582</u>	<u>81,095</u>
			259,042	219,555
政府貸款	Government loan	(14)	<u>138,350</u>	<u>166,020</u>
			<u>397,392</u>	<u>385,575</u>

隨附註釋 1 至 16 亦為此帳目的一部分

The accompanying notes 1 to 16 form part of these accounts.

公司註冊處營運基金現金流量表 COMPANIES REGISTRY TRADING FUND CASH FLOW STATEMENT

截至1998年3月31日止年度 for the Year Ended 31 March 1998

	註釋 Note	1998 \$'000	1997 \$'000
營運項目	Operating activities		
運作盈利	Operating profit	73,503	94,060
折舊及攤銷	Depreciation and amortisation	11,511	12,150
售賣固定資產的利潤	Profit on disposal of fixed assets	(74)	—
應付帳款的增加	Increase in creditors	219,363	54,800
應收帳款的減少/(增加)	Decrease / (Increase) in debtors	77	(679)
現金流入淨額	Net cash inflow	<u>304,380</u>	<u>160,331</u>
投資收入及財務支出	Returns on investments and servicing of finance		
利息收入	Interest received	8,952	3,152
利息支出	Interest paid	(16,614)	(19,346)
稅款支出	Taxation paid	(18,455)	(2,379)
股息支出	Dividend paid	<u>(20,142)</u>	<u>(2,972)</u>
現金流出淨額	Net cash outflow	<u>(46,259)</u>	<u>(21,545)</u>
資本開支	Capital expenditure		
購入固定資產	Acquisition of fixed assets	(15,545)	(9,724)
償還貸款	Loan repayments	<u>(27,670)</u>	<u>(27,670)</u>
現金流出淨額	Net cash outflow	<u>(43,215)</u>	<u>(37,394)</u>
資本收入	Capital receipt		
售賣固定資產	Disposal of fixed assets	92	—
現金流入淨額	Net cash inflow	<u>92</u>	<u>—</u>
年度內現金流入總淨額	Total net cash inflow for year	214,998	101,392
現金及等同現金年初結存	Cash and cash equivalents at beginning of year	<u>139,452</u>	<u>38,060</u>
現金及等同現金年終結存	Cash and cash equivalents at end of year (15)	<u>354,450</u>	<u>139,452</u>

隨附註釋 1 至 16 亦為此帳目的一部分

The accompanying notes 1 to 16 form part of these accounts.

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。

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.

3. 營業額 Turnover

		1998 \$'000	1997 \$'000
押記文件登記費	Charges registration fees	14,390	11,573
公司註冊成立費	Incorporation fees	62,459	92,415
年報表登記費	Annual registration fees	109,399	99,214
查冊及影印收費	Searches and copying fees	46,964	45,316
其他費用	Other fees	6,923	6,335
售賣固定資產的利潤	Profit on disposal of fixed assets	74	—
向政府部門提供服務的收費	Services to government departments	8,226	7,890
		<u>248,435</u>	<u>262,743</u>

4. 運作成本 Operating costs

		1998 \$'000	1997 \$'000
員工費用	Staff costs	137,523	131,095
一般運作開支	General operating expenses	20,492	20,131
電腦開支	Computer expenses	4,119	4,359
中央行政間接費用	Central administration overheads	935	658
折舊及攤銷	Depreciation and amortisation	11,511	12,150
審計師酬勞	Auditor's remuneration	352	290
		<u>174,932</u>	<u>168,683</u>

5. 其他收入 Other income

		1998 \$'000	1997 \$'000
銀行存款利息	Interest from bank deposits	10,202	3,567

6. 稅款 Taxation

稅款包括 Taxation includes the total of :

- 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 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
- 遞延稅款 an amount representing deferred taxation

		1998 \$'000	1997 \$'000
名義利得稅	Notional profits tax	11,139	13,609
遞延稅款	Deferred taxation	8	(342)
		<u>11,147</u>	<u>13,267</u>

7. 股息 Dividend

本處擬把百分之三十的稅後盈利 1,692.3 萬元作股息派發（1997 年：2,014.2 萬元）。

Dividend of \$16,923,000 being 30% of the profit after taxation is proposed for the year ended 31 March 1998 (1997: \$20,142,000).

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

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。

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.

9. 固定資產 Fixed assets

		土地及 建築物	電腦 系統	傢具 及裝置	辦公室及 特殊器材	部門 自用車輛	總值
		Land & building	Computer system	Furniture & fittings	Office & specialist equipment	Office car	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
成本或估價	Cost or valuation						
在 1997 年 4 月 1 日	At 1 April 1997	398,511	31,868	15,030	971	130	446,510
增加	Additions	—	13,420	1,226	668	—	15,314
售賣	Disposals	—	—	—	(225)	—	(225)
在 1998 年 3 月 31 日	At 31 March 1998	<u>398,511</u>	<u>45,288</u>	<u>16,256</u>	<u>1,414</u>	<u>130</u>	<u>461,599</u>
累計折舊／攤銷	Aggregate depreciation / amortisation						
在 1997 年 4 月 1 日	At 1 April 1997	14,807	14,063	5,612	789	95	35,366
年內費用	Charge for the year	4,445	3,793	3,141	106	26	11,511
售賣後撥回	Written back on disposals	—	—	—	(207)	—	(207)
在 1998 年 3 月 31 日	At 31 March 1998	<u>19,252</u>	<u>17,856</u>	<u>8,753</u>	<u>688</u>	<u>121</u>	<u>46,670</u>
帳面淨值	Net Book Value						
在 1997 年 4 月 1 日	At 1 April 1997	<u>383,704</u>	<u>17,805</u>	<u>9,418</u>	<u>182</u>	<u>35</u>	<u>411,144</u>
在 1998 年 3 月 31 日	At 31 March 1998	<u>379,259</u>	<u>27,432</u>	<u>7,503</u>	<u>726</u>	<u>9</u>	<u>414,929</u>

10. 短期借款 Short term borrowing

		1998 \$'000	1997 \$'000
截至 3 月 31 日一年內 應付政府貸款 (請亦參閱註釋 14)	Government loan repayable within one year at 31 March (see also note 14)	<u>27,670</u>	<u>27,670</u>

11. 遞延稅款 Deferred taxation

		1998 \$'000	1997 \$'000
年初結餘	Balance at beginning of year	341	683
年內遞延稅款	Deferred taxation for the year	<u>8</u>	<u>(342)</u>
年終結餘	Balance at end of year	<u>349</u>	<u>341</u>

12. 營運基金資本 Trading fund capital

此為政府對公司註冊處營運基金的投資。

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

13. 保留盈利 Retained earnings

		1998 \$'000	1997 \$'000
年初結餘	Balance at beginning of year	81,095	34,097
年內盈利	Profit for the year	56,410	67,140
減去：擬發股息	Less : Proposed dividend	<u>(16,923)</u>	<u>(20,142)</u>
年終結餘	Balance at end of year	<u>120,582</u>	<u>81,095</u>

14. 政府貸款 Government loan

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 1998 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 1.3835 億元為在繳付第五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。

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 1998 is shown as short term borrowing. The balance of \$138,350,000 shown under Government loan represents the balance of the loan after repayment of the fifth 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.

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

		1998 \$'000	1997 \$'000
現金及銀行結餘	Cash and bank balances	6,150	3,152
銀行存款	Bank deposits	348,300	136,300
		<u>354,450</u>	<u>139,452</u>

16. 資本承擔 Capital commitments

在 3 月 31 日，公司註冊處營運基金有下列資本承擔：

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

		1998 \$'000	1997 \$'000
已簽約	Contracted for	3,066	7,804
未簽約	Not contracted for	—	—
		<u>3,066</u>	<u>7,804</u>

附錄 C

審計署署長提交立法會的報告書

我已完成審計刊於附錄 B 按照香港公認會計原則編製的財務報表。

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)條的規定，公司註冊處營運基金總經理負責把按照公認會計原則編製，並經他簽署的財務報表呈交本人。在編製財務報表時，公司註冊處營運基金總經理必須貫徹採用合適的會計政策。

我的責任是根據我的審計工作的結果，對該等財務報表作出獨立意見，並向立法會報告。

意見的基礎

茲證明我已按照《營運基金條例》第 7(5)條的規定及審計署的審計準則，審核及審計上述的財務報表。審計範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估公司註冊處營運基金總經理於編製該等財務報表時所作的重大估計和判斷、所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、及有否貫徹運用並足夠披露該等會計政策。

我在策劃和進行審計工作時，均以取得一切我認為必需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有重要錯誤陳述，作合理的確定。在作出意見時，我亦已衡量該等財務報表所載資料在整體上是否足夠。我相信，我的審計工作已為下列意見建立合理的基礎。

意見

我認為上述的財務報表在各重要方面均真實與公平地反映公司註冊處營運基金在一九九八年三月三十一日的財政狀況及截至該日止年度的運作成果和現金流量，並已按照《營運基金條例》第 7(4)條的規定適當編製。

審計署署長 陳彥達

香港審計署

一九九八年九月二十八日

Appendix C

REPORT OF THE DIRECTOR OF AUDIT TO THE 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 1998 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
28 September 1998*

Dominic Y T Chan
Director of Audit