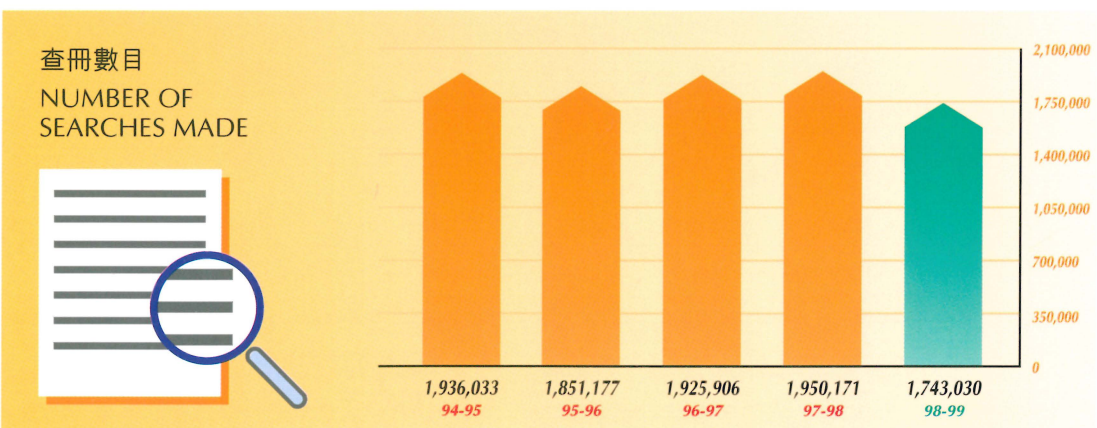
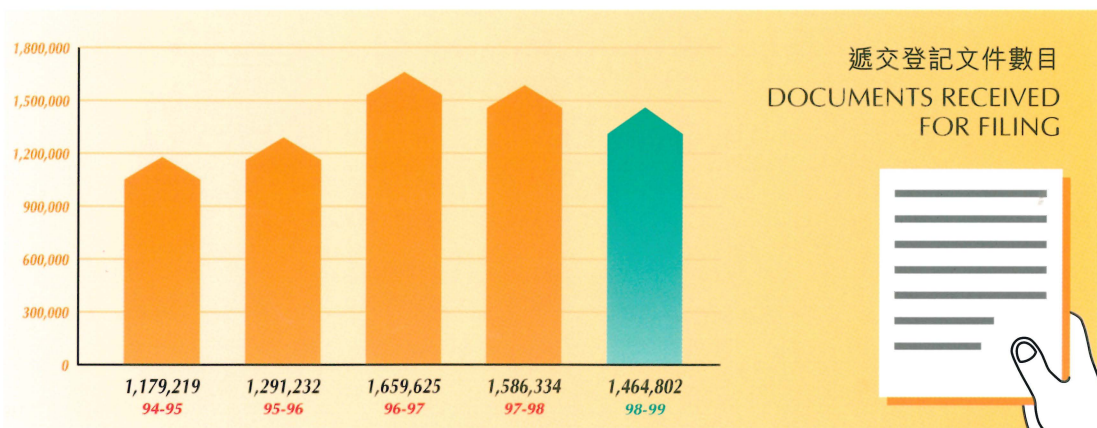
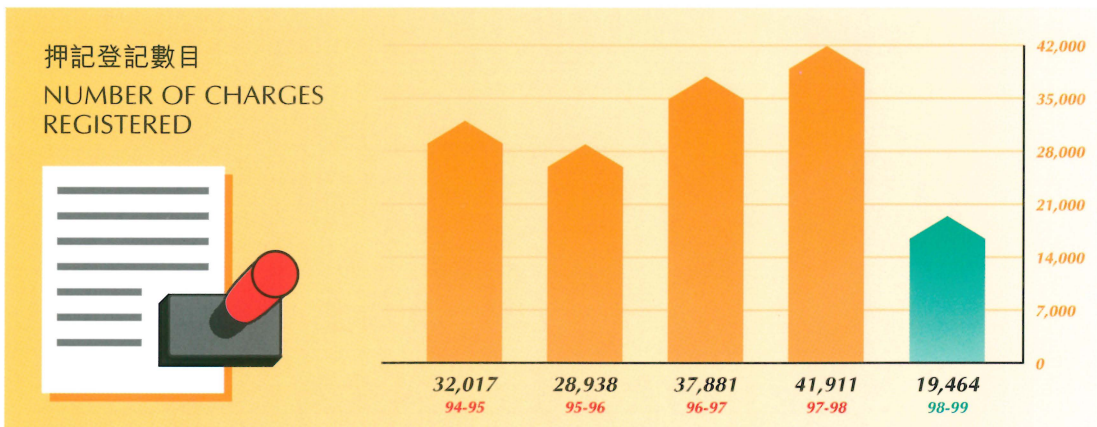
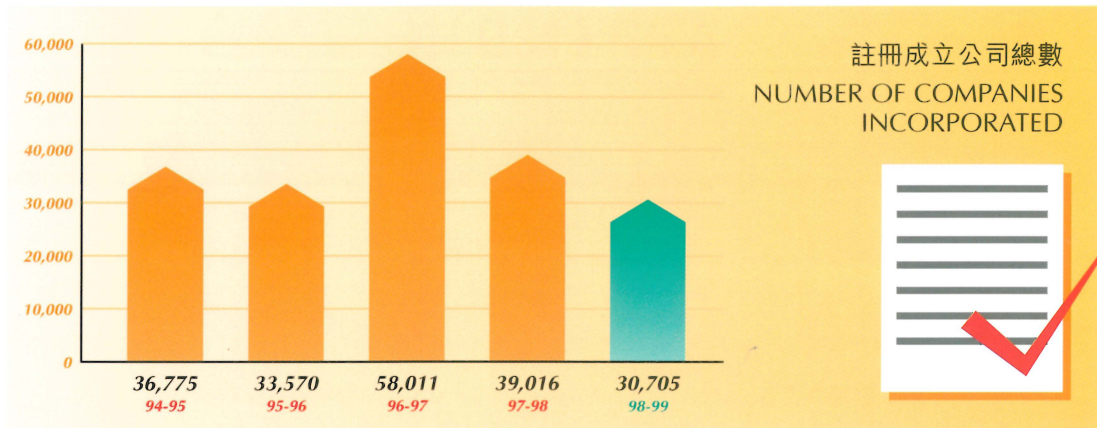


工作量統計數字 WORKLOAD STATISTICS

截至 3 月 31 日止年度 Year to 31 March

		1999	1998	增 / 減百分比 % Change %
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public	306	331	(7.6)
— 私人公司	— private	30,399	38,685	(21.4)
登記的海外公司	Oversea companies registered	586	711	(17.6)
公司文件登記	General Registration of Documents			
登記的押記	Charges registered	19,464	41,911	(53.6)
所收到的文件	Documents received	1,464,802	1,586,334	(7.7)
更改名稱申請書	Change of name applications	8,480	9,650	(12.1)
自動清盤通知書	Voluntary liquidation notices	3,561	2,655	34.1
查冊設施	Search Facilities			
查冊個案	Searches made	1,743,030	1,950,171	(10.6)
檢控	Prosecution			
發出傳票	Summonses issued	301	225	33.8
定罪率	Conviction rate	63%	93%	(32.3)
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off			
— 因未有遞交 周年申報表	— for failure to forward annual returns	5,405	43,468	(87.6)
— 因不經營業務	— for not carrying on business	16,459	9,921	65.9



周年帳目表 ANNUAL ACCOUNTS

公司註冊處營運基金
在截至 1999 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 1999

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 1999 年 3 月 31 日止年度 for the Year Ended 31 March 1999

		註釋 Note	1999 \$'000	1998 \$'000
營業額	Turnover	(3)	276,413	248,361
運作成本	Operating costs	(4)	<u>(184,711)</u>	<u>(174,932)</u>
運作盈利	Operating profit		91,702	73,429
其他收入	Other income	(5)	6,642	10,276
利息支出	Interest expenses	(6)	<u>(14,202)</u>	<u>(16,148)</u>
除稅前盈利	Profit before taxation		84,142	67,557
稅款	Taxation	(7)	<u>(11,522)</u>	<u>(11,147)</u>
除稅後盈利	Profit after taxation		72,620	56,410
股息	Dividend	(8)	<u>(21,786)</u>	<u>(16,923)</u>
保留盈利	Profit retained		<u>50,834</u>	<u>39,487</u>
固定資產回報率	Rate of return on fixed assets	(9)	<u>20.0%</u>	<u>16.9%</u>

隨附註釋 1 至 21 亦為此帳目的一部分

The accompanying notes 1 to 21 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

一九九九年九月十五日

G W E Jones

Registrar of Companies and General Manager

Companies Registry Trading Fund

15 September 1999

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

在 1999 年 3 月 31 日的結算 as at 31 March 1999

	註釋 Note	1999 \$'000	1998 \$'000
可動用資產			
固定資產	(10)	<u>418,142</u>	<u>414,929</u>
流動資產			
應收帳款	(11)	2,511	3,784
銀行存款		91,400	348,300
現金及銀行結餘		2,511	6,150
		<u>96,422</u>	<u>358,234</u>
減去: 流動負債			
短期借款	(12)	(27,670)	(27,670)
應付帳款	(13)	(39,569)	(326,508)
應付稅款		(1,634)	(4,321)
擬發股息	(8)	(21,786)	(16,923)
		<u>(90,659)</u>	<u>(375,422)</u>
流動資產/(負債)淨額		<u>5,763</u>	<u>(17,188)</u>
		423,905	397,741
減去: 遞延負債			
遞延稅款	(14)	(3,349)	(349)
總資產淨值		<u>420,556</u>	<u>397,392</u>
財政來源			
資本及儲備			
營運基金資本	(15)	138,460	138,460
保留盈利	(16)	171,416	120,582
		<u>309,876</u>	<u>259,042</u>
政府貸款	(17)	110,680	138,350
		<u>420,556</u>	<u>397,392</u>

隨附註釋 1 至 21 亦為此帳目的一部分

The accompanying notes 1 to 21 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 1999 年 3 月 31 日止年度 for the Year Ended 31 March 1999

	註釋 Note	1999 \$'000	1998 \$'000
營運項目			
運作盈利		91,702	73,429
折舊及攤銷		12,279	11,511
應付帳款的(減少)/增加		(285,081)	219,363
應收帳款的(增加)/減少		(11)	77
現金(流出)/ 流入淨額		<u>(181,111)</u>	<u>304,380</u>
投資收入及財務支出			
利息收入		7,836	8,952
利息支出		(16,031)	(16,614)
稅款回扣		1,098	—
稅款支出		(12,307)	(18,455)
股息支出		(16,923)	(20,142)
現金流出淨額		<u>(36,327)</u>	<u>(46,259)</u>
資本開支			
購入固定資產		(15,521)	(15,545)
償還貸款		(27,670)	(27,670)
現金流出淨額		<u>(43,191)</u>	<u>(43,215)</u>
資本收入			
售賣固定資產		90	92
現金流入淨額		<u>90</u>	<u>92</u>
年度內現金(流出)/ 流入總淨額		<u>(260,539)</u>	<u>214,998</u>
現金及等同現金年初結存		354,450	139,452
現金及等同現金 年終結存	(18)	<u>93,911</u>	<u>354,450</u>

隨附註釋 1 至 21 亦為此帳目的一部分

The accompanying notes 1 to 21 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 430 章)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。

(f) 有關連機構

根據《營運基金條例》設立的公司註冊處營運基金是屬於香港特別行政區政府轄下的一個獨立會計單位。年內，公司註冊處營運基金在日常業務中曾與各有關連機構進行交易。這等機構包括各政策局及政府部門，營運基金，以及受政府所控制或政府對其有重大影響力的財政自主組織。

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 (Cap. 430).

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.

(f) Related parties

The Companies Registry Trading Fund is a separate accounting entity within the Government of the Hong Kong Special Administrative Region established under the Trading Funds Ordinance. During the year, the Companies Registry Trading Fund had transactions with various related parties, including Government bureaux and departments, trading funds and financially autonomous bodies controlled or significantly influenced by the Government, in the ordinary course of its business.

3. 營業額 Turnover

押記文件登記費	Charges registration fees
公司註冊成立費	Incorporation fees
年報表登記費	Annual registration fees
查冊及影印收費	Searches and copying fees
管理及代收服務費用	Fees for administration and collection services
其他費用	Other fees

1999 \$'000	1998 \$'000
10,048	14,390
52,505	62,459
150,347	109,399
47,270	46,964
8,053	8,226
8,190	6,923
<u>276,413</u>	<u>248,361</u>

4. 運作成本 Operating costs

員工費用	Staff costs
一般運作開支	General operating expenses
電腦開支	Computer expenses
中央行政間接費用	Central administration overheads
折舊及攤銷	Depreciation and amortisation
審計師酬勞	Auditor's remuneration

1999 \$'000	1998 \$'000
147,622	137,523
19,689	20,492
3,954	4,119
844	935
12,279	11,511
323	352
<u>184,711</u>	<u>174,932</u>

5. 其他收入 Other income

銀行存款利息	Interest from bank deposits
售賣固定資產的利潤	Profit on disposal of fixed assets

1999 \$'000	1998 \$'000
6,552	10,202
90	74
<u>6,642</u>	<u>10,276</u>

6. 利息支出 Interest expenses

	1999 \$'000	1998 \$'000
政府貸款的利息支出 Interest expenses on Government loan (請亦參閱註釋 17) (see also note 17)	14,202	16,147
其他利息支出 Other interest expenses	—	1
	<u>14,202</u>	<u>16,148</u>

7. 稅款 Taxation

稅款包括 Taxation includes the total of:

- (a) 按《稅務條例》(第 112 章)的現行規定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 (Cap. 112) in respect of the year payable to the Government; and
- (b) 遞延稅款 an amount representing deferred taxation.

	1999 \$'000	1998 \$'000
名義利得稅 Notional profits tax	9,620	11,139
遞延稅款 Deferred taxation	3,000	8
減去：稅款回扣 Less: Tax rebate	(1,098)	—
	<u>11,522</u>	<u>11,147</u>

8. 股息 Dividend

本處擬把百分之三十的稅後盈利 2,178.6 萬元作股息派發給政府 (1998 年：1,692.3 萬元)。

Dividend of \$21,786,000 being 30% of the profit after taxation payable to the Government is proposed for the year ended 31 March 1999 (1998: \$16,923,000).

9. 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.

10. 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 1998 年 4 月 1 日	At 1 April 1998	398,511	45,288	16,256	1,414	130	461,599
增加	Additions	—	14,176	395	921	—	15,492
售賣	Disposals	—	—	—	(129)	—	(129)
在 1999 年 3 月 31 日	At 31 March 1999	<u>398,511</u>	<u>59,464</u>	<u>16,651</u>	<u>2,206</u>	<u>130</u>	<u>476,962</u>
累計折舊／攤銷	Aggregate depreciation / amortisation						
在 1998 年 4 月 1 日	At 1 April 1998	19,252	17,856	8,753	688	121	46,670
年內費用	Charge for the year	4,444	4,482	3,040	304	9	12,279
售賣後撥回	Written back on disposals	—	—	—	(129)	—	(129)
在 1999 年 3 月 31 日	At 31 March 1999	<u>23,696</u>	<u>22,338</u>	<u>11,793</u>	<u>863</u>	<u>130</u>	<u>58,820</u>
帳面淨值	Net Book Value						
在 1998 年 4 月 1 日	At 1 April 1998	<u>379,259</u>	<u>27,432</u>	<u>7,503</u>	<u>726</u>	<u>9</u>	<u>414,929</u>
在 1999 年 3 月 31 日	At 31 March 1999	<u>374,815</u>	<u>37,126</u>	<u>4,858</u>	<u>1,343</u>	<u>—</u>	<u>418,142</u>

11. 應收帳款 Debtors

		1999 \$'000	1998 \$'000
應收有關連機構帳款	Amount due from related parties	1,005	1,300
其他應收帳款	Other debtors	<u>1,506</u>	<u>2,484</u>
		<u>2,511</u>	<u>3,784</u>

12. 短期借款 Short term borrowing

		1999 \$'000	1998 \$'000
截至 3 月 31 日一年內 應付政府貸款 (請亦參閱註釋 17)	Government loan repayable within one year at 31 March (see also note 17)	27,670	27,670
		<u>27,670</u>	<u>27,670</u>

13. 應付帳款 Creditors

	1999 \$'000	1998 \$'000
應付有關連機構帳款 Amount due to related parties	33,217	320,776
其他應付帳款 Other creditors	6,352	5,732
	<u>39,569</u>	<u>326,508</u>

14. 遞延稅款 Deferred taxation

	1999 \$'000	1998 \$'000
年初結餘 Balance at beginning of year	349	341
年內遞延稅款 Deferred taxation for the year		
因時間差異所作準備 Provision for the timing differences	3,010	8
因利得稅率改變 Adjustment due to a change of 所作調整 profits tax rate (1999: 16% ; 1998: 16.5%)	(10)	—
	<u>3,000</u>	<u>8</u>
年終結餘 Balance at end of year	<u>3,349</u>	<u>349</u>

15. 營運基金資本 Trading fund capital

此為政府運用資本投資基金對公司註冊處營運基金的投資。

This represents Government's investment, by the Capital Investment Fund, in the Companies Registry Trading Fund.

16. 保留盈利 Retained earnings

	1999 \$'000	1998 \$'000
年初結餘 Balance at beginning of year	120,582	81,095
年內盈利 Profit for the year	72,620	56,410
減去：擬發股息 Less : Proposed dividend	<u>(21,786)</u>	<u>(16,923)</u>
年終結餘 Balance at end of year	<u>171,416</u>	<u>120,582</u>

17. 政府貸款 Government loan

根據立法局 1993 年 6 月 30 日所通過的決議，在 1993 年 8 月 1 日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 1999 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 1.1068 億元為在繳付第六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 1999 is shown as short term borrowing. The balance of \$110,680,000 shown under Government loan represents the balance of the loan after repayment of the sixth 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.

18. 現金及等同現金年終結餘分析

Analysis of the balances of cash and cash equivalents at end of year

		1999 \$'000	1998 \$'000
現金及銀行結餘	Cash and bank balances	2,511	6,150
銀行存款	Bank deposits	91,400	348,300
		<u>93,911</u>	<u>354,450</u>

19. 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:

		1999 \$'000	1998 \$'000
已簽約	Contracted for	1,346	3,066
未簽約	Not contracted for	—	—
		<u>1,346</u>	<u>3,066</u>

20. 有關連機構的交易 Related party transactions

除了那些在帳目表內獨立披露的交易外，年內與有關連機構的其他重要交易包括以下各項：

- (a) 本處提供予有關連機構的服務包括查冊及影印服務，代收某部分稅項及無主財物，和代表政府管理放債人註冊處。來自這些服務的收益計有 1,446.6 萬元；
- (b) 有關連機構提供予本處的服務包括購置物料、郵政、印刷、培訓、資訊科技、大廈管理、辦公地方租賃、中央管理及審計。這等服務的支出共達 1,694 萬元；及
- (c) 由有關連機構提供的資訊科技及翻修設備方面的資本開支，款額達到 330.8 萬元。

上述分析屬首年披露，不提供比較數字。

與有關連機構的交易如亦同時提供予公眾，收費會依隨公眾所須繳付的費用；如該等服務祇提供予有關連機構，收費則按全部成本徵收。

Apart from those separately disclosed in the accounts, the other material related party transactions for the year include the following:

- (a) Services provided to related parties included search and copying services, collection of certain tax-loaded fees and bona vacantia, and the administration of the Money Lenders Registry on behalf of the Government. Income arising from such services amounted to \$14,466,000;
- (b) Services provided by related parties included services on acquisition of stores, mail, printing, training, information technology, building management, rental of accommodation, central administration and auditing. A total of \$16,940,000 was incurred for these services; and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to \$3,308,000.

The comparative figures for above analyses are not provided for first year disclosure.

Services provided by or to related parties were charged at the rates payable by the general public where such services were also available to members of the public, or on a full cost recovery basis where such services were only available to related parties.

21. 比較數字 Comparative figures

若干比較數字已重新分類，以符合本年度之帳項編排。

Certain comparative figures have been reclassified to conform to the current year's presentation.

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製備的財務報表。

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製備，並經他簽署的財務報表呈交本人。在製備財務報表時，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製備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。

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 judgements 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.

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而中肯地反映公司註冊處營運基金在一九九九年三月三十一日的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)條所規定的方式妥為製備。

審計署署長 **陳彥達**

香港審計署

一九九九年九月十七日

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 1999 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.

Dominic Y T Chan

Director of Audit

Audit Commission

Hong Kong

17 September 1999