



公司註冊處
COMPANIES REGISTRY



1998-99 年報
ANNUAL REPORT



公 司 註 冊 處

年 報

一九九八年四月一日至一九九九年三月三十一日

COMPANIES REGISTRY

Annual Report

1 April 1998 to 31 March 1999

按照營運基金條例第 8 條呈交

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理想 VISION

受世界認同為卓越的公司註冊處，
為社會提供優質服務。

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

使命 MISSION

- 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。

To provide our customers with efficient, cost-effective and quality services and facilities to incorporate companies and to register and examine company documents.

- 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。

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.

- 採用適當的人力資源管理策略，激勵員工，達成本處的目標。

To motivate our staff to achieve organizational objectives by adopting appropriate human resource management strategies.

信念 VALUES

- 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。

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.

- 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。

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.

- 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。

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.

總經理報告

GENERAL MANAGER'S STATEMENT



公司註冊處在去年經歷了困難的一年。經濟持續不景，致令本處的業務情況不明朗，而對本處收費服務的需求亦出現縮減。在一九九八至九九年度，本處各項主要服務的需求量進一步下降，舉例說，公司註冊成立減少百分之二十一，押記登記減少百分之五十四，海外公司註冊則減少百分之十八。雖然營商環境欠佳，本處仍可維持健全的財政狀況。出現這特殊現象主要是因為自本處在一九九八年四月一日起加強了檢控政策後，本處來自公司遞交周年申報表方面的收入，包括為遲交的周年申報表而須繳付的遲交註冊費，大為增加。同時，本處亦不斷致力削減營運成本。結果，本處在得到這額外收入及極力控制開支的情況下，在一九九八至九九年度獲得七千三百萬元盈餘，較上個財政年度超出百分之二十九。此外，本處亦顧及到客戶受到經濟不景的不利影響，因此在一九九八至九九年度並未有調整服務收費。

一如其他政府部門，本處亦對涵蓋整體公共服務的資源增值計劃有所承擔。作為一個半商業性質運作的營運基金部門，本處自有一套激勵機制來增加生產力和提高服務水平。為了減輕成本，本處在年內不斷進行有關檢討，務求精簡運作，以及適當調配

The past year has been a difficult one for the Companies Registry with the continued economic downturn creating uncertainties in our business and depressing the levels of our revenue generating activities. In 1998-99, the demand for our core services dropped further with company incorporations down by 21%, charges registrations by 54%, and oversea company registrations by 18%, to name just a few. However, despite the unsatisfactory business environment, the Registry managed to maintain a healthy financial position. The most important factor contributing to this somewhat paradoxical result was the very substantial revenue generated by the filing of annual returns, attracting late filing fees, consequent to the expansion of the department's prosecution policy with effect from 1 April 1998. In addition, the Registry made continuous efforts throughout the year to reduce operating costs. As a result of the additional revenue and stringent efforts to control expenditure, the department achieved a surplus of \$73 million for 1998-99 which was 29% higher than that of the previous financial year. Furthermore, in recognition of the adverse impact of the economic downturn on our customers, there was no fee revision in 1998-99.

Like all other Government departments, the Registry is committed to the civil service-wide Enhanced Productivity Programme (EPP). As a trading fund department, operating on a quasi-commercial basis, it has a built-in incentive to realize productivity gains as well as improving service levels. In order to reduce costs, the Registry undertook many continuous reviews during the year to streamline operating practices and procedures and tailor resources to the reduction in workload. However, while some services were able to achieve specified productivity targets, others could not meet these targets due to the need to maintain core teams at a certain level to ensure the delivery of services according to the service level targets specified in the department's Performance Pledge. As a result, overall productivity in terms of average weighted output per man-day over the past year saw a reduction of 4% from that in 1997-98. In view of this, every effort is being made to achieve productivity gains in all of the Registry's activities and, given the strong commitment by all the department's staff to EPP, I am confident that improvements can and will be made in overall productivity in the coming year.

資源以切合下降的工作量。本處有些服務雖然能達到訂定的生產力指標，有某些服務卻由於需要維繫一定的基本隊伍以確保可以按照服務承諾的目標提供服務，引致生產力未能達到訂定指標。結果，與一九九七至九八年度比較，按每人每一工作日的平均加權生產力計算，過去一年的整體生產力下降百分之四。有鑑於此，本處會致力提升各項業務的生產力。眼見各位員工對資源增值計劃竭力承擔，本人深信來年的整體生產力定會有所增長。

誠如往年，本處在一九九八至九九年度亦不斷改善提供予客戶的服務。雖然在年內各項主要服務因收入減少而需要控制開支，但本處的服務仍可達到服務承諾訂定的服務水平，並且在某些方面更超越這水平。本處已於一九九八年七月設置互聯網中文版網頁，亦於同年十一月裝設了互動音頻電話查詢系統。另一主要項目，即擴充本處的電腦化資料庫亦於十二月完成，本處現正內部測試該系統，作出改善。與此同時，本處正繼續進行有關發展工作，讓公眾可透過公司註冊處的聯線公眾查冊系統，查閱該資料庫。這項聯線服務的投標建議書已於五月六日獲中央投標委員會批准。預料該服務會分兩期推行：第一階段在二零零零年一月中，而第二階段則於二零零零年三月中開始。在日後發展方面，本處已在一九九八年十月展開一個策略性改革計劃研究，目的是於二零零五年之前在本處設立一個全面電腦化系統，用以遞交、處理、登記及查閱資料。策略性改革計劃研究組的最後報告預計於二零零零年五月完成。如該報告獲得通過，電子存檔服務可望於二零零四至零五年開始分期推出。

在一九九八至九九年度，本處的另一項十分重要的服務擴展，就是引入法定程序，將不營運但有償債能力的已註冊私人公司註銷。該程序已納入於一九九九年六月三十日制定的《1999年公司(修訂)條例》。多年以來，有關公司的東主可首次以簡單、迅速、廉宜的方法將其已註冊公司註銷，毋須再以極為耗費的公司成員自動清盤辦法將公司清盤，亦毋須濫用《公司條例》第291條所載的剔除公司名稱規定

As in previous years, 1998-99 has seen a continuous enhancement of the services offered to our customers. Notwithstanding the reduction in revenue in various core services and the consequential need to control expenditure during the year, the Registry was able to achieve and, in some cases, to exceed all the service level targets specified in the Performance Pledge. The Chinese version of the Registry's home page was launched in July 1998 and an interactive telephone enquiry hotline (IVRS) in November 1998. The major task of expanding the department's computerized database was also completed in December 1998 and the system is currently being refined and improved through internal checking and use. In parallel with this, work has continued on making this database available for on-line public search through the development of the Companies Registry On-line Public Search System (CROPS). The tender recommendation regarding the provision of this service was approved by the Central Tender Board on 6 May. It is anticipated that Phase I of CROPS will be launched in mid-January 2000 with Phase II following in mid-March 2000. Looking further into the future, a Strategic Change Plan (SCP) Study commenced in October 1998 with the object of establishing by, 2005, a fully computerized system in the Registry to file, process and register, and search information. Subject to endorsement of the SCP Team's Final Report, which is scheduled for completion in May 2000, it is hoped that electronic filing can be introduced in phases beginning in 2004-05.

Another very important service enhancement which was formulated in the course of 1998-99 was the statutory procedure to deregister defunct solvent private companies contained in the Companies (Amendment) Ordinance 1999 which was enacted on 30 June 1999. For the first time ever, the owners of such companies will have a simple, fast and inexpensive means of deregistering these companies without having recourse to the very expensive option of a members' voluntary winding-up on the one hand or abusing the striking-off provisions under section 291 of the Companies Ordinance on the other. The same ordinance also contains a number of other major improvements which will make company law more business and user-friendly such as the introduction of merger relief and abolishing a number of the more onerous

將公司名稱剔除。該條例亦一併載有其他重要的公司法改革建議，更為方便營商及服務使用者，例如引入合併寬免措施，以及廢除某些對董事，尤其是上市公司董事，較為嚴苛的申報規定。

商界一向極為關注本處各項服務的質素。將於一九九至二零零零年度內推出的公司註冊處聯線公眾查冊系統及註銷已註冊公司的法定程序，是本處為服務商界所作的重大改善。在服務質素方面，本處透過全年定期舉行會議的客戶聯絡小組，獲得各專業團體及主要客戶定期提供意見。此外，本處的周年客戶調查、客戶訪問以及與有關小組的定期會議，均為極寶貴的意見來源。一如過往數年，本人在此感謝客戶聯絡小組全體成員整年內的服務及貢獻。

最後，本人要對本處最重要的資源，即本部門的員工，作出稱許。他們的忠誠、熱忱和專業精神令本處服務的質素得以在一個業務不穩之年維持高水平，而各種主要新服務措施亦可以在來年付諸實行。不論任何職級，他們均對部門的運作起着重要作用。最近完成的人力資源管理研究會顧及將來新推出的主要服務計劃，在策劃員工招聘、培訓及職業前途發展方面，提供一個健全的體制。本人謹此感謝部門各員工在過去六年來給予的貢獻，令本處成為一個以客戶和高效率為本的部門。本人明白，本人可依賴員工的鼎力協助及支持，應付未來的挑戰。



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

reporting requirements for directors, particularly the directors of listed companies.

The introduction of CROPS and the statutory deregistration procedure in the course of 1999-2000 will be very important enhancements of the Registry's services to the business community which takes a close interest in the quality of these services. In this respect, the department obtains regular advice from professional bodies and major customers through the Customer Liaison Group which meets at regular intervals throughout the year. In addition, the annual customer survey, customer visits and regular meetings with subject groups provide a very valuable source of ideas and views from many other sources. As in previous years, I would like to record my gratitude to all members of the Customer Liaison Group for their service and contributions in the course of the year.

Finally, I must pay tribute to the Registry's most important resource, namely the department's staff. Their dedication, enthusiasm and professionalism have made possible the maintenance of high service standards during a very uncertain year and will make possible the realization of the major new service initiatives in the coming year. All of them, irrespective of rank, play a vital role in the department's operation and the recently finalized Human Resources Management Study will provide a sound framework to plan staff recruitment, training and career development, taking account of the major new future initiatives. I would like to thank all of them for helping to make the Registry such a customer-friendly and efficient department over the past six years, and know that I can count on their total help and support in meeting future challenges.

G W E Jones, J.P.

Registrar of Companies and General Manager

Companies Registry Trading Fund

業務與工作表現

職能

一九九九年三月三十一日，公司註冊處度過了根據《營運基金條例》以營運基金形式運作的第六年。本處負責實施及執行的條例如下 —

- 《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各類法定登記冊、縮微膠片或電腦索引所儲存的資料。

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。



職員正在核證提交本處的公司資料
Officer verifying company information submitted

ACTIVITIES & PERFORMANCE

FUNCTIONS

On 31 March 1999, the Companies Registry completed its sixth year of operation as a trading fund under the Trading Funds Ordinance. The Registry 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 undertakes 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.

PUBLIC SEARCH

To provide the public with facilities to search for the information held by the Registry on the various statutory registers, microfilm or computerized indices.

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.

工作量

由於一九九七年底經濟開始下滑，客戶在整個一九九八至九九年度對本處收費服務的需求持續下降。鑑於業務縮減，本處需要作出調節，以最少的資源來維持優質服務，務求收支相抵。

公司註冊成立

與過往五年相比，在一九九八至九九年度內註冊成立的本地公司數目較少，僅有 30,705 間，相等於每一工作天平均有 113 間公司成立。

雖然公司註冊成立的整體數量下降，但是全年的數目分布卻頗為平均，由此顯示公眾人士基本上一直需要本處提供服務，以便他們成立公司，經營業務。

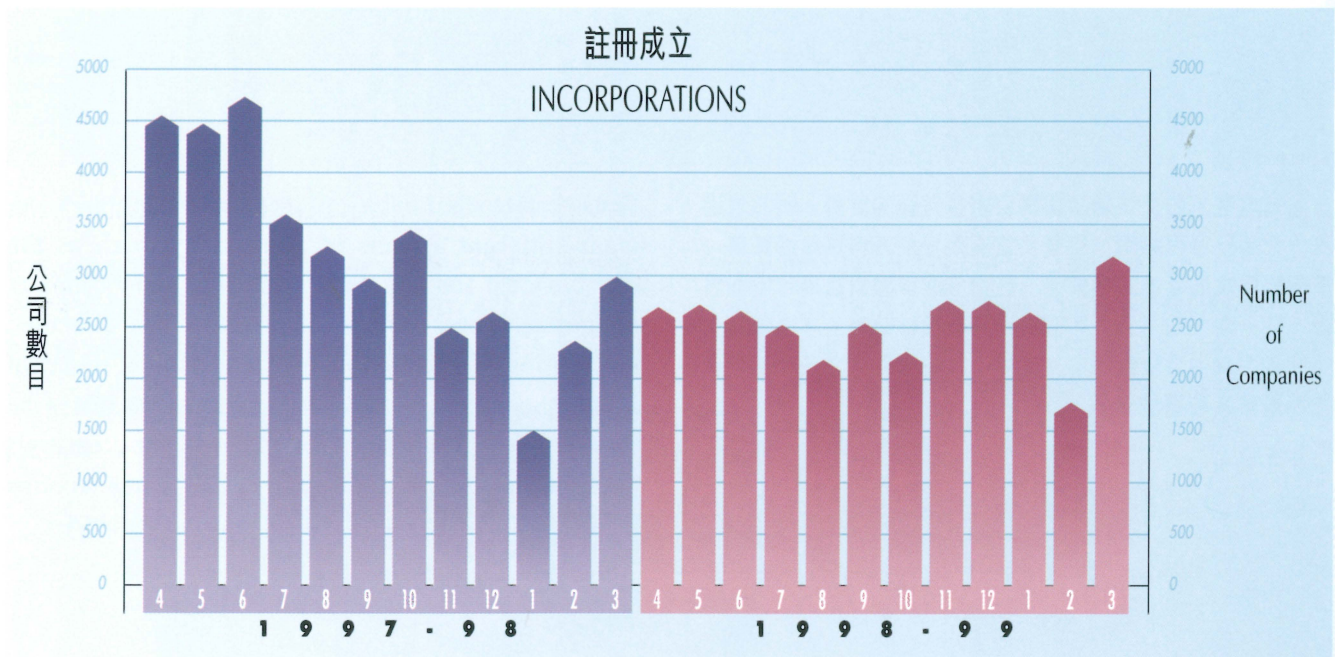
WORKLOAD

Throughout 1998-99, there was a continuing drop in demand for the Registry's chargeable services as a result of the economic downturn which started in late 1997. With a shrinking business, the department was required to maintain quality services with the minimum level of resources in order to make ends meet.

INCORPORATION OF COMPANIES

Compared with the previous five years, there was a reduction in the number of local companies incorporated in 1998-99. Only 30,705 local companies were incorporated, representing an average of 113 companies per working day.

However, while the overall level of incorporation had dropped, the fairly even distribution of the number of companies incorporated throughout the year indicates that the Registry's services are required all the time to meet the community's basic need to establish companies for conducting business.



截至一九九九年三月三十一日止，公司登記冊內共有 474,761 間本地公司。平均而言，每 14 名香港市民便有一間公司。

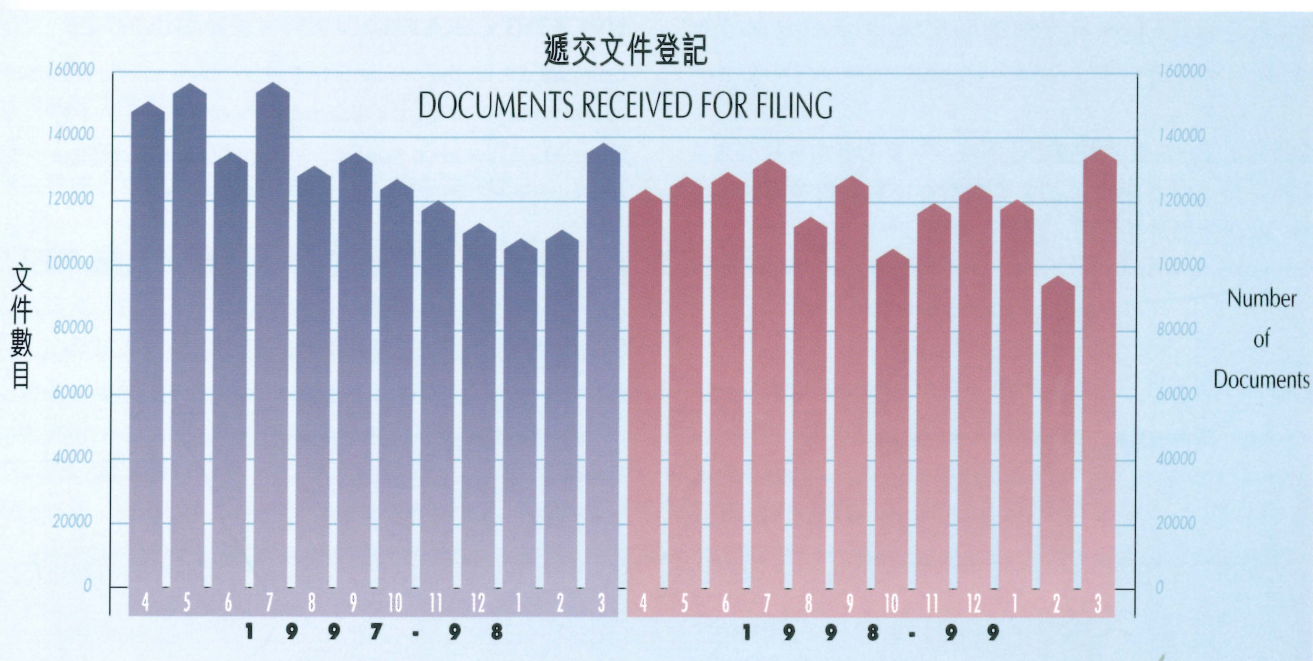
As at 31 March 1999, there were 474,761 local companies on the public register. On average, there is one company per 14 citizens in Hong Kong.

文件登記

一九九八至九九年度遞交文件登記的總數為 1,464,802 份，相等於每一工作天平均有 5,400 份文件遞交本處。雖然本處收到的文件總數亦有減少，但每月的數量似較過往數年穩定。

REGISTRATION OF DOCUMENTS

The number of documents received for registration in 1998-99 was 1,464,802, representing an average of 5,400 documents received on each working day. Although there was also a decrease in the volume of documents received, the monthly level of activity seemed to be more stable than in previous years.



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。在一九九八至九九年度，已登記及被記錄入本處電腦化文件索引以供公眾查閱的文件中，大約有百分之三十為申報公司董事及秘書的資料。

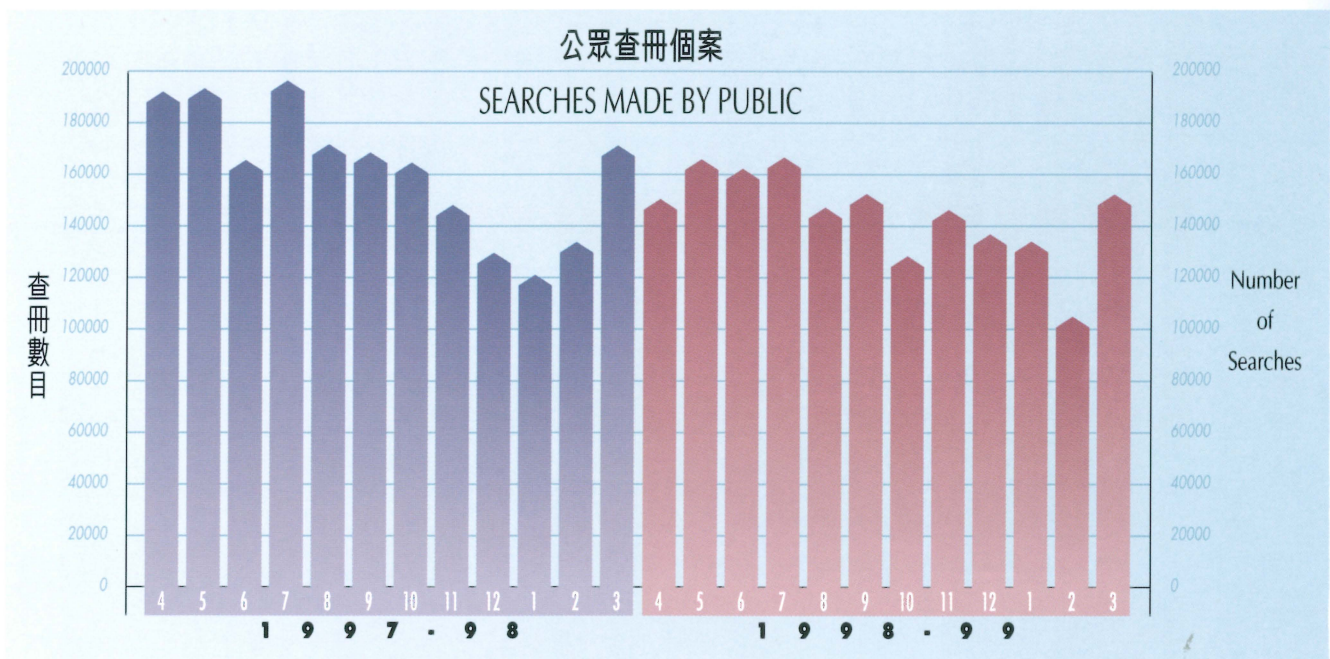
Documents required to be registered with the Registry cover many different aspects of a company, such as the memorandum and articles of association, notification of appointment and changes of secretary and directors, notification of situation of registered office, return of allotments, and annual return. In 1998-99, about 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

一九九八至九九年度公眾查冊個案的總數為 1,743,030 宗，相等於每一工作天平均有 6,450 宗查冊個案。此項紀錄顯示查冊宗數減少百分之十一。這些數字並不包括公眾在本處的公眾電腦終端機室免費查閱公司名稱索引及文件索引。

PUBLIC SEARCH

A total of 1,743,030 public searches was made in 1998-99, representing an average of 6,450 public searches made on each working day. However, a decrease of 11% in search volume was recorded. These figures do not include searches conducted by the public on the company name and document indices at the Registry's Public Computer Terminal Room free of charge.



公眾查冊服務的其中一項主要功能，是為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.



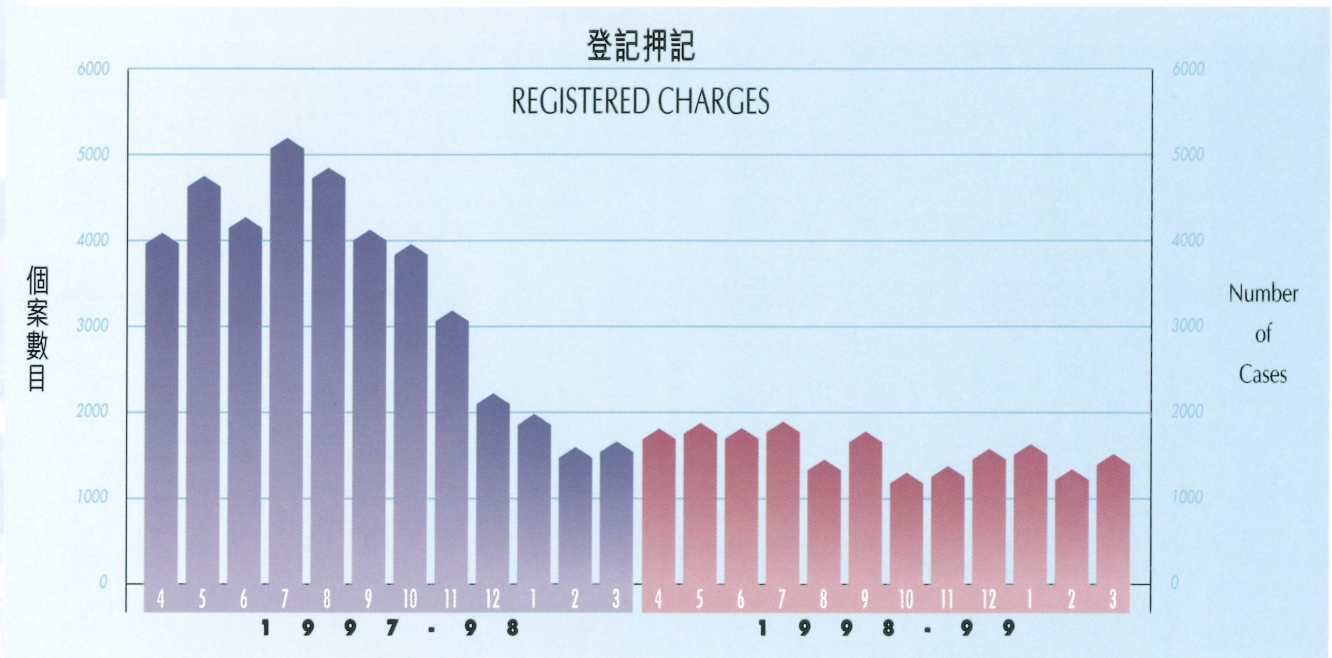
為客戶提供公司縮微文件複印本
Producing a hard copy of a microfilmed company document for our customers

押記登記

最受經濟不景氣影響的業務是押記登記。與一九九七至九八年度比較，該項業務的需求下降百分之五十四。一九九八至九九年度押記登記的總數為 19,464 宗，相等於每一工作天平均有 72 宗登記。

REGISTRATION OF CHARGES

The activity which has been most affected by the economic downturn was the registration of charges and, compared with 1997-98, demand decreased by 54%. The number of charges registered in 1998-99 was just 19,464, representing an average of 72 charges registered on each working day.



詳細的統計數字載於附錄 A。

The detailed statistics are at Appendix A.

服務承諾與生產力

本處現時的服務承諾制度是自一九九三年設立營運基金起，經多年的改進而成。該制度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。

為確保服務得以不斷改善，本處每年均會檢討有關服務承諾，對客戶的意見和建議亦會詳加考慮。為加強監察變動不定的工作量對服務水平的影響，本處於一九九七年十月起增設了服務水平標準，定出各項服務能在目標處理時間內完成的百分比。

PLEDGES & PRODUCTIVITY

The present performance pledge system has been developed over the years after the establishment of the trading fund in 1993. The following core services are covered in the system —

- 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.

In order to ensure continuous improvement, the performance pledge is reviewed annually, taking account of customers' comments and suggestions. For the purpose of improving the monitoring of performance standards in relation to workload fluctuations, additional service level standards showing the percentages achieved against target response time have been implemented since October 1997.

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，務求表現達到標準而服務得以提升。有見本處在新增服務承諾實施後首六個月的成績良好，本處在一九九八至九九年度再作進一步改善：提高絕大部份的服務水平目標，以及縮短更改公司名稱的目標處理時間。本處在新制度下的服務表現載於下表 —

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. In the light of the good performance during the first six months after the implementation of the new pledges, the Registry aimed to improve performance in 1998-99 and raised almost all the targets as well as shortening the target response time for change of company name. The department's performance under the new system are shown in the following table —

服務 Service	1993-94* 年度 實際處理 時間 Actual Response Time	1997-98 & 1998-99 年度 目標處理 時間 Target Response Time	1997-98 年度 工作表現 Achievement			1998-99 年度 工作表現 Achievement		
			10/97-3/98		高於/(低於) 目標	高於/(低於) 目標		高於/(低於) 目標
			目標 Target	實際表現 # Actual#	Over/(Under) Achieved	目標 Target	實際表現 Actual	Over/(Under) Achieved
			百分比 %	百分比 %	百分比 %	百分比 %	百分比 %	百分比 %
新公司註冊成立 / 登記 Incorporation/Registration of new companies		(以工作天計算， 另外述明者除外 expressed in working days unless otherwise stated)						
• 本地公司 local company	7	6	90	97	8	95	99	4
• 海外公司 overseas company	38	30	75	85	13	80	95	19
更改公司名稱 Change of company name	不適用 N.A.	13 12	90 —	98 —	9 —	— 90	— 98	— 9
公司文件登記 Registration of general documents								
• 登記 registration)	33	7	75	96	28	80	96	20
— 本地公司 local company)	(本地 local)	10	75	84	12	80	94	18
— 海外公司 overseas company)	47	8	—	—	—	85	99	16
• 微縮影片攝製文件 microfilming)	(海外 Oversea)							
押記登記 Registration of charges	12	10.5	75	91	21	80	99	24
查冊 Searches								
• 特快服務櫃檯 express service counter	22 分鐘 min.	20 分鐘 min.	90	100	11	95	100	5
• 普通服務櫃檯 ordinary service counter	1	1	90	100	11	95	100	5
影印服務 Photocopying services								
• 需要認證 certification required	1	1	90	100	11	95	100	5
• 無需認證 certification not required	10 分鐘 min.	10 分鐘 min.	90	100	11	95	100	5
在收款處遞交文件(僅指排隊等候時間) 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.	90	100	11	95	100	5
• 非繁忙時間 non-peak hours	不適用 N.A.	10 分鐘 min.	90	100	11	95	100	5

* 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.

由於本處在一九九七年十月一日開始以達到各項服務目標處理時間的百分比設立表現目標，故該年度只有下半年的實際工作表現數據可供比較。
As the targets expressed in terms of percentages achieved against the target response time were implemented with effect from 1 October 1997, only the actual performance during the second half of the year are available for comparison purpose.

從前表可見，本處能達到全部所定的服務承諾，而且在某些方面更超逾指標百分之十以上。

除提供優質服務外，本處的另一持續不斷的目標是提升每年的生產力。在一九九八至九九年度，業務不幸地進一步縮減，擾亂了一向安排妥善的均衡工作隊伍架構。此外，服務需求每天變動不定，無法預測，令致本處更難一方面以最少工作人數維持服務以求將生產力提升至最高，另一方面又要超逾服務承諾所定的指標。在這種情況下，儘管本處管理人員努力作出改善，本處在一九九八至九九年度的生產力，以每人每一工作日的加權生產量計算，平均仍較前一年下跌百分之四。

It can be seen that the Registry was able to achieve all its performance pledges with some services even exceeding the target by over 10%.

Apart from providing quality services, the Registry has another on-going objective which is to achieve some productivity gains every year. Unfortunately, in 1998-99, the further deterioration in business disrupted the previously well-balanced team structure and the unpredictable daily fluctuations in the demand for services caused additional difficulties to the Registry in maintaining a minimum size of working team to optimize operational productivity on the one hand and exceeding the performance pledge on the other. As a result, despite managers' efforts, the department's productivity showed an average fall of 4% in 1998-99 in terms of weighted output per man-day as compared to 1997-98.



提供優質服務是我們的承諾
We pledge to provide quality services

財政狀況

過往數年，本處始終堅持一個準則，就是以營運基金運作的部門應有能力在合理的時間內，使其收益足以應付因提供服務而招致的開支和債務。該項適用於所有營運基金部門的準則會繼續作為本處日後財政政策的指引。

在一九九八至九九年度，經濟下調嚴重影響商業活動，本處的收入亦因而受到影響。此外，本處為了紓緩商界的負擔，延遲調整收費，這使本處的財政狀況進一步受到壓力。

儘管如此，由於本處自一九九八年四月起加強檢控政策，該年度從公司逾期繳交周年申報表所得的收入有所增加。公司因遲交周年申報表而須繳付的費用一般是按延遲的時間折

FINANCE

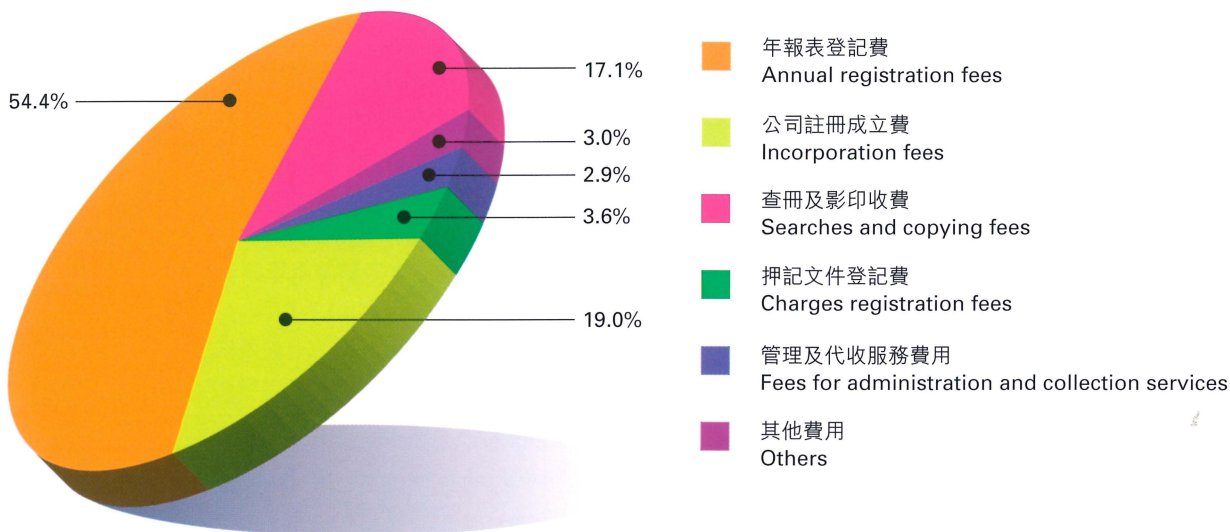
Over the years, the Registry has adhered to the principle that a trading fund should have the capacity, within a reasonable time, to meet the expenses incurred in providing the service and finance liabilities out of its income. This principle, which is applicable to all trading funds, will continue to guide the department's future financial policy.

In 1998-99, the economic downturn adversely affected commercial activities which, in turn, affected the Registry's revenue. The department's financial position was put under further strains as it was necessary to defer fee increases in order to ease the burden on the business community.

算，即超出期限越久，所須繳付的費用便愈高；因此本處獲得的額外收入頗大，足以抵消其他服務收入的減少。此外，由於業務情況不穩定，本處着力加強預算控制，節省開支。結果，一九九八至九九年度的盈利達七千三百萬元，而回報率則為固定資產平均淨值的百分之二十。以過去六年計算，回報率平均為每年百分之十四。

上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。

一九九八至九九年度營業額 1998-99 TURNOVER



本處預期，當公司因更明瞭自己應遵從《公司條例》而履行遞交文件的法定責任，則本處在一九九八至九九年度的惡劣經濟環境下而仍然出現的高回報率不會在將來重現。由於目前的業務處於低潮，兼且因去年延遲調整各項收費而導致個別服務不能收回成本，本處須要密切監察來年的業務情況，以確保維持一個健全的財政基礎，應付日常的運作所需及支持有關改善服務質素及效率的發展計劃。

Despite this, additional income was received during the year from the late filing of annual returns by companies subsequent to the expansion of the Registry's prosecution policy since April 1998. As the late filing fees are charged on a sliding scale basis so that the longer the delay in filing, the higher the fee, the additional revenue generated was quite substantial and more than offset the decrease in revenue from other services. On the other hand, given the uncertainties regarding business volume, the department placed much emphasis on tighter budgetary control and considerable savings were achieved in expenditure. As a result, the surplus for the year was \$73 million and the rate of return on average net fixed assets for 1998-99 was 20% giving an average rate of return of 14% over the past six years.

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

The relatively high rate of return in 1998-99 despite the poor economic climate is not expected to be repeated in future years once companies become more aware of their statutory obligations and comply with the filing requirements of the Companies Ordinance. With the current low level of business and the under-recovery of cost of individual services due to deferred fee revision last year, the Registry needs to closely monitor the business situation in the coming year so that the department will have a healthy financial foundation to provide for its daily operations and future development projects to improve service quality and efficiency.

相互理解

客戶需要

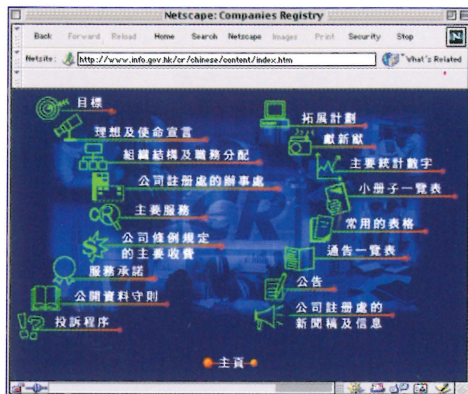
本處十分重視客戶對本處服務的意見，並通過不同的途徑，瞭解客戶的需要。本處定期造訪各主要客戶，收集他們的意見。就現有服務、建議措施及新政策的安排，本處亦會與公司註冊處客戶聯絡小組的成員闡明有關情況，交換意見。客戶聯絡小組的成員包括香港公司秘書公會、香港銀行公會、香港律師會及香港會計師公會的代表，以及一些主要的客戶。該聯絡小組在一九九八至九九年度共開會四次。

一九九八年五月進行的一年一度獨立的客戶服務調查，亦有助本處找出須要改善的地方。就調查結果和員工提出的其他建議，本處於年內實行的改善措施包括以下各項 —

- 引進電腦終端機屏幕打印服務，編印就客戶查閱公司名稱索引及文件索引時所列出的資料；
- 根據《公司條例》第 21 條規定所提出的申請的處理程序已予簡化，辦理申請所需時間大為縮短；
- 為確保本處電腦系統內有一套完整的公司名稱紀錄，本處完成了一項特別工作，追溯那些在數年前設置現有電腦系統時，未有輸入該系統內大約六萬個屬於一九八八年前舊有及已解散的公司的名稱。超過百分之九十五的個案資料已在一九九八至九九年度被輸入該系統，供公眾使用；及
- 計劃進一步擴充資料庫，加入清盤公司的清盤人詳情。

互通途徑

為了增進與客戶的溝通，本處於一九九八年七月在互聯網上加設中文版網頁。客戶經常利用本處的網頁取得最新資料及下載指明表格。平均來說，瀏覽本處網頁的人數現已增至每月大約三千五百人次。



本處已設置中文網頁
Our Chinese home page is available also
<http://www.info.gov.hk/cr/>

MUTUAL UNDERSTANDING

CUSTOMERS' NEEDS

The Registry always values the comments received about its services and tries to ascertain the needs of the customers through various means. Regular visits are paid to the Registry's major customers to collect opinions. 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 1998-99.

The annual independent customer survey, which was conducted in May 1998, also helped to identify some areas that needed improvement. Together with staff's other initiatives, the following improvements have been implemented during the year —

- a computer terminal screen-print service has been introduced for information retrieved during company name and document index search;
- the procedures for processing applications under section 21 of the Companies Ordinance have been streamlined and simplified so that the processing time required for such applications has been much shortened;
- in order to maintain a complete record of company names in the Registry's computer system, a special exercise was conducted to trace the pre - 1988 old and dissolved company names (about 60,000) which were not included in the current computer system when it was implemented several years ago. Over 95% of the cases have already been converted and released for use during 1998-99; and
- a plan to expand the database further to include liquidators' particulars in respect of companies in liquidation.

COMMUNICATION CHANNELS

With a view to improving communications with its customers, the Registry launched the Chinese version of its home page on the Internet in July 1998. The Registry's home page is used frequently by customers to obtain updated information

為提供更佳的電話查詢服務，本處在一九九八年十一月裝設了互動電話查詢熱線。這是一個自動電話查詢系統，為公眾提供全日二十四小時服務。致電查詢的人士可選擇以不同語言，即廣東話、英語或普通話收聽預錄的傳言，瞭解本處所提供的各項服務、申請程序及一般資料。他們亦可以傳真方式索取某些資料，或在辦公時間內選擇與本處職員通話。自該查詢熱線推出後，平均每月有二千五百人次使用該熱線及三百八十次以傳真索取資料。本處會不時把一些特別訊息加進系統內，提醒客戶有關本處所定的新程序及政策。

本處現有十四款資料小冊子，內容涵蓋各項服務，例如成立公司、遞交文件規定及公司查冊設施等等。其中兩款內容有關購買指明表格及新推出的

電話查詢熱線的小冊子是在一九九八至九九年度新增的。此外，本處亦會視乎情況而進一步修改現有小冊子的內容。該等小冊子能有效地幫助客戶明瞭本處所提供的服務。

一九九八年十月，本處製作了一輯十分鐘的宣傳影帶，介紹本處的組織架構、運作情況、所提供的服務及發展計劃。本處會播放該影帶予客戶及訪客收看，讓他們可在短時間內對本部門作一整體認識。

本處在一九九九年二月參加了中小型企業展覽會。該展覽會旨在推廣各政府部門、支援機構、高等教育機構及工貿組織為這些企業提供的支援服務及設施。除了設立櫃檯，答覆市民對本處服務的查詢，並示範如何查閱互聯網上的公司名稱索引和文件索引，以及本處網址上的運作資料外，本處亦派發了逾一千八百份資料小冊子及表格給訪客。



在中小型企業展覽會內解答查詢
Answering enquiries in the Small & Medium Enterprises Exhibition

本處在去年亦經常安排接待訪問本處的本地機構。在造訪期間的意見及經驗交流對改善本處的服務及增進彼此間的瞭解，非常有用。

and download the specified forms. The number of viewers has now grown to an average of about 3,500 per month.

In order to provide a better telephone enquiry service, the Registry installed an interactive Companies Registry Enquiry Hotline in November 1998. This is an automated telephone enquiry system which provides a 24 hours service to the public. Callers may choose to listen to the pre-recorded messages concerning various kinds of services, application procedures and general information about the Registry in three different languages, namely Cantonese, English and Putonghua. They may also request certain information by fax or choose to speak to the operators during office hours. Since implementation, a monthly average of 2,500 calls and 380 fax requests have been received. Special messages will be added by the Registry to draw

the attention of customers to new arrangements and policies.

The Registry now has 14 information pamphlets covering various services such as company formation, filing requirements, company search facilities, etc. Two of these pamphlets regarding the purchase of specified forms and the new enquiry hotline were added during 1998-99. In addition, the Registry has also further

improved the contents of existing pamphlets wherever appropriate. The pamphlets are regarded as a useful means of helping our customers understand the services that are available to them.

In October 1998, the Registry produced a 10-minute promotional video introducing the department's organizational structure, operations, services provided and development plan. Those customers and visitors to the Registry who need to have an overall understanding of the department within a short period of time will be shown the video.

The Registry participated in the Small and Medium Enterprises Exhibition in February 1999. The exhibition aimed to promote the services and facilities provided to those enterprises by various government departments, support organizations, higher education institutions, and industrial and trade



本處新設的電話諮詢熱線 2234 9933
The new enquiry hotline



客戶在使用本處的資料小冊子
Customer making use of our information pamphlets

國際聯繫

本處除了接待到訪的本地機構外，亦定期與其他司法管轄區保持聯繫。此舉可讓本處客觀地評核自己訂定的服務標準及表現，及與其他國家分享他們提供及發展服務方面的經驗。

年內共有十一批港外訪客訪問本處，計有來自內地的一個政府部門及四個專業機構，以及來自美國、新西蘭、泰國、日本、薩摩亞和南非的六個政府部門。

一九九九年二月，本處的策略性改革計劃研究組造訪英國的公司註冊處，以求更瞭解其運作及在電子存檔方面的最新發展情況，從而有助該組草擬本處的策略性改革計劃。



出席國際公司秘書會議研討公司管治問題的部分海外講者和與會人士參觀本處
Visit by some of the overseas speakers and participants in the International Company Secretaries Conference on Corporate Governance

一九九八年十一月，香港公司秘書公會經本處及特許秘書與行政人員公會共同協力下，在香港舉辦了一個有關公司管治的國際公司秘書會議。主旨發言的講者及其他在全體會議上的演講者都是來自世界各地公司管治方面的權威人士，包括有學者、商人、執業人士及監管人等。整體而言，該會議在籌辦、專業內容及公共關係方面均十分成功。本處設置的專櫃亦引起與會人士對本處服務的興趣。



經中華人民共和國國務院港澳事務辦公室港澳研究所主辦的培訓計劃的學員訪問本處
Visit by participants in a training programme organized by the PRC State Council's Office of Hong Kong and Macao Affairs Research Institute

organizations. Apart from replying to counter enquiries about the Registry's services and giving demonstrations regarding the search of company names and document indices on the Internet and the search of operational information in the Registry's website, over 1,800 information pamphlets and forms were distributed to visitors.

Frequent visits from local institutions were also organized by the Registry throughout the past year. The ideas and experiences exchanged during these visits are very useful in improving our services and enhancing mutual understanding.

INTERNATIONAL LIAISON

Apart from receiving local visits, regular contacts with other jurisdictions are also maintained. This enables the Registry to objectively assess its standards and performance, and share experiences regarding the provision and development of services in other countries.

During the year, the Registry was visited by 11 groups of visitors from outside Hong Kong, including one government department and four professional institutions from the Mainland, and six government departments from foreign countries, namely the USA, New Zealand, Thailand, Japan, Samoa and South Africa.

In February 1999, the Registry's Strategic Change Plan Study Team visited Companies House in the United Kingdom in order to obtain a better understanding of its operations and the latest developments in electronic filing to assist in the drafting of the department's Strategic Change Plan.

In November 1998, in cooperation with the Companies Registry and the Institute of Chartered Secretaries & Administrators, the Hong Kong Institute of Company Secretaries organized the International Company Secretaries Conference on Corporate Governance in Hong Kong. The key note and plenary session speakers came from all round the world and are leading figures in the field of corporate governance in their capacities as academics, businessmen, practitioners and regulators. Overall, the Conference was a notable success in terms of organization, professional content and public relations. The stall managed by the Registry aroused a general interest in our services.

規 管 任 務

REGULATORY OPERATIONS

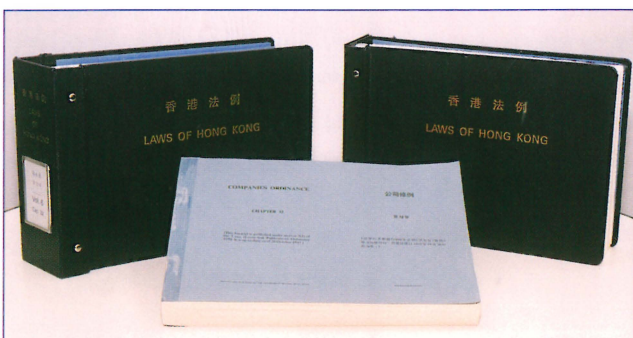
剔除公司名稱行動

《公司條例》第290A條自一九九三年七月制定後，本處已採取有系統的行動，將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。雖然這項剔除工作已於一九九七年十一月前完成了大部分，但一些較為複雜的個案則要延至一九九八至九九年度才可處理。在此項政策自一九九四年三月實施以來，截至一九九九年三月三十一日止，共有九萬六千四百九十一間公司被本處除名。此項剔除公司名稱行動已於一九九九年六月底完成。

根據《公司條例》第291條的規定，公司註冊處處長如有合理理由相信某公司並非是在營業或運作中，可酌情決定將該不營運公司的名稱自登記冊中剔除。不過，多年以來，成立及經營公司的人士均借用此條規定，「申請」將公司名稱剔除，而根據該規定的剔除公司名稱行動毋須收取費用。這個情況所造成的結果是，政府為私營機構免費提供公司撤銷註冊的服務，而實際上香港納稅人則津貼這些公司撤銷註冊，原先成立公司的人士卻毋須繳付分文。無論以何種標準來看，這都顯示此條條文正被普遍濫用。另外，此條條文所載述的公司註冊處處長權力是酌情性而非強制性的。由於剔除行動不會帶來收入，加上作為一個以營運基金形式運作的部門，本處必須優先向市民提供各種有時間性及收費的公共服務，因此，本處實無法優先處理這些要求剔除公司名稱的「申請」。

在一九九八至九九年度，本處收到大量由公司董事或成員提交的「申請」，要求本處將公司的名稱自登記冊中剔除，數目高達二萬六千五百一十八宗。截至一九九九年三月三十一日止，大約有五萬宗公司已遞交申請的個案仍未處理。

為了補救這個被濫用的情況，以及提供一個廉宜、有效率而簡單的解決辦法來替代清盤程序，本處在一九九八至九九年度着手草擬一套法定的撤銷註冊程序，容許不營運但有償債能力的私人公司向本處申請撤銷註冊。建議的法例修改已納入於一九九九年六月三十日制定的《1999年公司(修訂)條例》內。



《公司條例》— 本處運作上的重要法律依據
The statutory backbone of our operations —
the Companies Ordinance

STRIKING-OFF ACTION

Since the enactment of section 290A of the Companies Ordinance in July 1993, the Registry has taken systematic action to strike off companies for failing to submit annual returns for two or more consecutive years. Although the exercise to strike off such companies was largely completed by November 1997, some more complicated cases were dealt with only in 1998-99. Up to 31 March 1999, a total of 96,491 companies had been struck off since the commencement of the exercise in March 1994. This striking off action was completed at the end of June 1999.

Section 291 of the Companies Ordinance gives the Registrar of Companies a discretionary power to strike off a defunct company if he has reasonable cause to believe that it is not carrying on business or in operation. However, for very many years, the persons involved in the formation and running of companies have construed the provisions of this section to permit 'applications' for companies to be struck off. Furthermore, no fee is payable for a company to be struck off under section 291. The net effect of this situation is that the Government is providing a free corporate deregistration service to the private sector, and Hong Kong tax payers are effectively subsidizing the cost of deregistering these companies at no cost to the people who set up the companies in the first place. This is, by any standard, a gross abuse of these provisions. Furthermore, the power of the Registrar of Companies under this section is discretionary not mandatory. As striking off action does not generate any revenue and the Registry, given its status as a trading fund department, must give priority to the bulk of its public services which are time-sensitive and revenue generating, it is not possible for the Registry to give any priority to processing these 'applications' for striking-off action.

During 1998-99, the Registry received a massive influx of 26,518 'applications' from directors/members of companies to strike their companies off the register. As at 31 March 1999, there were about 50,000 outstanding cases of companies which had applied for striking-off.

In order to remedy this undesirable situation, and provide a cheap, efficient and simple alternative to winding-up, work commenced in 1998-99 to draft a statutory deregistration procedure which would allow defunct solvent private companies to apply to the Registry for deregistration. The proposed legislative changes have been included in the Companies (Amendment) Ordinance 1999 which was enacted on 30 June 1999.

檢控

一九九八年四月，本處加強檢控政策，以增加公司遵從《公司條例》第 109 條規定遞交周年申報表的比率。

自檢控行動開展至一九九九年三月底，本處向沒有履行這項法定責任的公司及董事發出約共十六萬三千封警告信。這個計劃推行後，遞交周年申報表的公司數目有顯著的增加。在一九九七至九八年度的上半年內，即本處還未有宣布加強檢控政策前，大約有百分之七十二的公司於法定期限內遞交周年申報表，而在一九九八至九九九年度，此比率則上升至百分之七十八。



此小冊子有助公司董事瞭解《公司條例》內關於遞交表格的一般規定
A pamphlet to assist company directors understand the basic filing requirements under the Companies Ordinance

在一九九八至九九九年度，本處向沒有履行《公司條例》規定的法定責任的公司及董事發出總共三百零一張傳票。

制定法例

於一九九九年六月三十日制定的《1999 年公司(修訂)條例》包括以下一些就《公司條例》作出的重要修訂 —

- 引入法定程序，將不營運但有償債能力的私人公司撤銷註冊；
- 引入有關條文，讓屬於集團重整或正與其他公司合併的公司，在某特定範圍下以正常合併形式製備帳目。被收購公司或集團的資產及負債會以其先前的帳面價值列載於綜合財務報表內，而合併前後的所有利潤亦會繼續以綜合計算的方式處理；及
- 廢除《公司條例》第 158 及 333 條內有關上市公司申報其董事擔任其他董事職務的規定。隨着本處擴充資料庫的工作完成，加上公司註冊處聯線公眾查冊系統即將推出，這項資料能以較現行的申報程序更快捷及方便的方式被檢索出來。

PROSECUTIONS

In April 1998, the Registry expanded its prosecution policy in order to improve the compliance rate for companies filing their annual returns under section 109 of the Companies Ordinance.

Since the commencement of prosecution action, by the end of March 1999, a total of about 163,000 warning letters had been issued to companies and directors in default of their statutory filing obligations. As a consequence of this programme, there has been a significant increase in the number of companies filing their annual returns. In the first half of 1997-98 before the expanded prosecution policy was announced, about 72% of companies filed their annual returns within the statutory time limit whereas in 1998-99, this rose to 78%.

During the year 1998-99, a total of 301 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance.

LEGISLATION

The Companies (Amendment) Ordinance 1999, which was enacted on 30 June 1999, contains a number of important amendments to the Companies Ordinance, including the following —

- The introduction of a statutory procedure to deregister defunct solvent private companies;
- The introduction of provisions to enable companies, which are part of a group reorganisation or which are in the process of merging with other companies, subject to certain criteria, to prepare their accounts as though they had always been combined. The consolidated financial statements will continue to carry the assets and liabilities of the acquired company or group at their previous book values and all profits before and after the merger will continue to be consolidated; and
- The repeal of provisions in sections 158 and 333 of the Companies Ordinance requiring listed companies to report the other directorships of their directors. With the completion of the expansion of the Registry's database and the forthcoming implementation of the Companies Registry On-line Public Search System, this information can be made available in a more efficient and convenient way than through the current reporting procedure.

未來動向

FUTURE DIRECTION

電腦化計劃

本處的主要目標之一，是讓客戶及員工可快速查閱登記在本處的公司資料。為此而進行的擴充註冊公司資料庫的工作，已於一九九八年底完成。所加入的主要資料包括有註冊辦事處地址、股本結構及董事與秘書資料等。已擴充的資料庫現正不斷更新及改善，預期在二零零零年初公司註冊處聯線公眾查冊系統正式推出後，供市民使用。與此同時，本處員工現正試用該資料庫，作內部查閱之用。截至一九九九年四月止，資料庫內有大約四十六萬七千項公司註冊辦事處紀錄、一百二十六萬七千項董事資料紀錄，以及四十七萬五千項秘書資料紀錄等。

公司註冊處聯線公眾查冊系統計劃的招標評估及商討過程遠較預期的為長，延誤了該系統的推出日期。不過，招標建議已在一九九九年五月六日經中央投標委員會批准，中標者亦隨即展開設計工作。預期該聯線服務可在二零零零年初分兩期推出。

現今與電腦計劃及設備有關的世界性問題，就是電腦公元二千年數位問題。本處早於一九九七年七月便已就這問題進行修改及測試工作。於一九九九年四月底，本處已完成有關工作，使部門電腦系統及設備完全符合這數位標準。此外，就電腦公元二千年數位問題可能引致服務意外中斷的情況，本處亦會擬訂適當的應變措施，務求將服務中斷所造成的影響減至最少。

策略性改革計劃

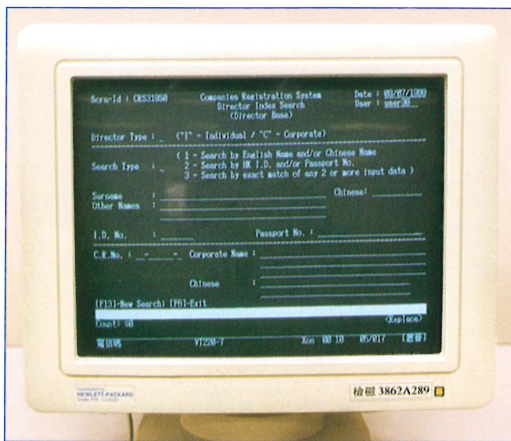
有感於本處部分工序過於倚賴人手及在收發資料方面有欠靈活，本處計劃設置全面電腦化的註冊及查冊系統，向世界各地的客戶提供快捷、廉宜、易用及優質的服務，以達致本處不斷改善服務這個目標。為實現這個理想，本處於一九九八年十月成立一個研究小組，全面檢討現時的運作及工作程序，以及評估以電子存檔、電子處理及電子查閱資料的三個主要推動改革方法所造成的影響。該研究小組亦會對設置文件影像處理系統的可行性及影響作出研究，並會草擬一份公司註冊處策略性改

COMPUTERIZATION PROJECTS

One of the Registry's principal aims is to allow customers and staff to have quick access to company information filed with the Registry. In this respect, the exercise to expand the database of registered companies to include key basic particulars like registered office address, share capital structure and details of directors and secretaries was completed by the end of 1998. The expanded database, which is being continuously updated and refined, is expected to be released for public use by early 2000 when the Companies Registry On-line Public Search System (CROPS) is officially launched.

Meanwhile, the Registry's staff are using the expanded database for internal search functions on a trial basis. As at April 1999, the database contained about 467,000 records of registered offices, 1,267,000 records of directors' particulars and 475,000 records of secretaries' particulars.

The tender evaluation and negotiation process regarding the CROPS project took much longer than expected with consequent delays to the implementation of the project. However, the tender recommendation was approved by the Central Tender Board on 6 May 1999 and the successful tenderer has started project development work. The on-line service is expected to be operational by two phases in early 2000.



為了更方便客戶而修改了的董事索引查冊功能
Director index search function — modified to enhance customers' convenience

The current world-wide issue associated with computerized projects and equipment is the Year 2000 (Y2K) problem. The Registry started Y2K rectification and assurance work as early as July 1997 and, by the end of April 1999, action had been completed to make the department's computer systems and equipment fully Y2K compliant. In addition, the Registry will also plan appropriate contingency measures regarding unexpected disruption of services caused by the Y2K problem with a view to minimizing the impact of any such disruption.

STRATEGIC CHANGE PLAN

The Registry considers that some of its practices and procedures are very labour intensive and lack flexibility regarding the receipt and dissemination of information. In pursuing its objective of continuous improvement to service delivery, the department aims to establish a fully computerized

革計劃書，以重新設計工序，就存檔、處理及查閱文件方面實行較快捷的服務。該計劃書會載列各項有關改換新系統所須設立的主要改革措施及資訊科技計劃的建議。

在策劃未來動向時，汲取海外註冊處的經驗及取得其運作及發展方面的最新資料，均至為重要。本處曾於一九九九年二月造訪英國的公司註冊處，取得其文件處理運作及電子存檔的最新發展兩方面的資料。此外，本處亦會參考其他國家的相關經驗，繼續尋求及研究適合的運作模式。



本處的策略性改革計劃研究組造訪英國公司註冊處
Visit by our Strategic Change Plan Study Team to Companies House, United Kingdom

公司法改革

公司法改革常務委員會負責定期修訂《公司條例》，確保該等條例符合商界及監管機構的需要。本處則提供秘書處服務予該委員會。該委員會年內共召開八次會議，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，可參閱該委員會第十五號年報。

全面檢討《公司條例》的顧問研究報告在一九九七年五月一日發表，向公眾諮詢意見。公司法改革常務委員會於年內用了大部分時間審議該報告所載的建議。本處共收到二十八份有關該報告的意見書。公司法改革常務委員會現正進一步研究該報告的建議，並會依據研究結果及意見書內所提出的觀點，就建議發表意見。

registration and search system that will offer fast, inexpensive, user-friendly and high quality services to its customers throughout the world. To achieve this vision, a study team was set up in October 1998 to undertake a comprehensive and overall review of the Registry's current operation and procedures and assess the impact of electronic filing, electronic processing and electronic searching as the three key change drivers. The study team will also examine the feasibility and impact of document imaging and draft a strategic change plan for the Registry to re-engineer the business process and implementing a more speedy service for filing, processing and searching documents. The strategic change plan will contain recommendations for developing the key change initiatives and information technology projects that are essential for changing over to the new system.

In planning the way forward, it is important to draw on the experience of overseas registries and obtain up-to-date information on their operations and developments. In addition to the visit to Companies House in the United Kingdom in February 1999 to obtain information about their document processing operations and the latest developments in electronic filing, the Registry will continue to explore and study suitable operational modes with reference to relevant experience in other countries.

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 for the SCCLR which met eight 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 15th Annual Report.

An examination of the recommendations set out in the Consultancy Report on the overall review of the Companies Ordinance, which was released for public consultation on 1 May 1997, has taken up most of the SCCLR's time during the year. A total of 28 submissions on the Report was received. The SCCLR is conducting further research into the recommendations of the Report with a view to expressing its opinion on these recommendations in the light of its research and the views expressed in the submissions.

人 力 資 源

HUMAN RESOURCES

組織

截至一九九九年三月三十一日止，本處共有四百三十一名員工，其中三百九十五名為全職公務員，其餘三十六名為臨時及合約員工。為配合波動的工作量，本處的員工總數自去年繼續減少。

ORGANIZATION

As at 31 March 1999, the Registry had a total of 431 staff, of whom 395 were full time civil servants and 36 were temporary and contract staff. In response to workload fluctuations there was a continual net decrease in the total number of staff as against that of the previous year.



本處的首長級及高層管理人員
The directorate and senior management of the Companies Registry

本處的基本組織架構如下 —

The Registry's basic organization is as follows —



* Standing Committee on Company Law Reform

培訓及發展

在一九九八至九九年度，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。無論是本地或海外的培訓，本處均有安排。一如往年，本處會優先提供管理方面的培訓。此外，本處亦注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等。繼去年提供內部課程後，本處於一九九八至九九年度籌辦另一個有關初級普通話



要協助員工有所發展，培訓固然重要
Staff development — training is important

的內部課程。員工在一九九八至九九年度參加培訓課程的總日數較上年度為多，共達七百九十九天。本處一名律師亦獲提名參加了由上海復旦大學開辦的中國法律短期講習班。

在一九九八至九九年度，本處各部門檢討及修訂了多套內部運作指引，並設立若干新指引，給員工提供清晰的指導。視乎需要，本處亦會列出「常問問題」予員工採用，例如櫃檯員工，以便他們既可以迅速地解答查詢，亦可保持一致的答覆。

在發展策略性改革計劃的同時，本處亦於一九九八至九九年度展開一個人力資源管理的研究，其目的在於研究部門內現有及日後的人力資源問題，以便擬訂一套人力資源管理計劃，讓部門日後可以就招聘及培訓員工方面，迎接當前及未來的挑戰。此項研究工作已告完成。在一九九九至二零零零年度，本處會繼續制訂一系列管理方面的工作計劃，例如人手招聘、工作表現管理、培訓、員工關係及內部溝通等。

TRAINING & DEVELOPMENT

In 1998-99, the Registry continued to provide training for staff of all grades to meet the department's operational requirements and promote staff development. Both local and overseas training were organized. As in the previous year, training covering various management aspects was accorded with high priority. Apart from this, emphasis was also placed on computer and language training such as Putonghua and Chinese writing skills. Following the provision of in-house courses in the previous year, another in-house course was organized in 1998-99 on Elementary Putonghua. The total number of training days undertaken by staff locally was higher in 1998-99, reaching 799 days. A solicitor was nominated to attend the short course on Chinese Law conducted by the Fudan University in Shanghai.

A large number of internal operational guidelines have been reviewed and revised, and some new ones introduced, during 1998-99 to provide clear guidance to staff. Where appropriate, "Frequently-asked Questions" are developed and provided for staff (e.g. counter staff) to deal with enquiries efficiently and on a consistent basis.

In parallel with the Strategic Change Plan, the Registry also initiated a human resources management study during 1998-99. The objective is to examine the existing and future human resources issues of the department with a view to drawing up a human resources management plan which will enable the department to recruit, train and develop staff to meet present and future challenges. The study has been completed. Work will continue in 1999-2000 to formulate a series of management programmes covering aspects such as recruitment, performance management, training and development, staff relations and communications.



本處職員收取升職信
Officers receiving promotion letters

員工獎勵及嘉許

在一九九八至九九年度，本處繼續推行員工激勵計劃，以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。該計劃共有五項活動，即工作表現獎、最佳工作改善獎、好人好事獎、最佳服務獎及模範櫃檯職員獎。這些活動旨在達致下列五個不同目標 —

- 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；
- 獎勵個別員工，嘉許他們的模範操守及卓越處事表現；
- 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。

在一九九八至九九年度，本處的服務承諾所訂的目標全部實現，員工因而獲得工作表現獎。至於最佳工作改善獎及好人好事獎，年內並無收到任何提名。有一點要強調的是，雖然沒有人被提名參選最佳工作改善獎，實際上大部分組別均有在年內檢討及簡化有關工作程序。

最佳服務獎及模範櫃檯職員獎分別由得到最多客戶投票的服務組別及櫃檯員工奪得。本地公司註冊成立服務再次在第二年獲得主要客戶垂青，被挑選為一九九八至九九年度最佳服務獎得主。雖然在一九九八至九九年度，本處提升了承諾在六個工作天內辦妥公司註冊成立個案的百分比至百分之九十五，新公司註冊組仍能超越此目標，故其員工得獎乃實至名歸。



新公司註冊組的公司註冊服務再次奪得「最佳服務獎」
The company incorporation service of New Companies Section won the Best Service Award again

STAFF MOTIVATION & RECOGNITION

In 1998-99, the Registry continued to organize the Staff Motivation Scheme for the purpose of promoting staff awareness of and commitment to the department's performance pledges and motivating staff towards continuous improvement of service. The scheme consists of five activities, namely the Registry Performance Award, the Best Work Improvement Award, the Good People Good Deeds Award, the Best Service Award and the Best Counter Staff Award. These activities were targeted at five 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 exemplary conduct and superlative efforts of individual staff;
- to acknowledge specific service performance by awarding specific divisions/sections; and
- to acknowledge the provision of quality customer services by awarding individual staff.

The Registry Performance Award was given out as all the targets of the Registry's performance pledges were met during 1998-99. As regards the Best Work Improvement Award and the Good People Good Deeds Award, there were no nominations received for the year. In respect of the former, it should be stressed that, although no nominations were received, many sections reviewed and streamlined their operating procedures in the course of the year.

The Best Service Award and the Best Counter Staff Award were won by the service section and the counter staff respectively that obtained the highest votes given by the Registry's customers. For the second year, incorporation of local companies was chosen by the Registry's major customers as the deserving winner of the Best

本處的櫃檯客戶選出的一九九八至九九年度模範櫃檯職員獎得主，新舊得獎者皆有，顯示出更多員工明白到有需要提供有禮貌兼高效率的服務，從而贏得客戶的嘉許。



「模範櫃檯職員獎」選舉
Best Counter Staff Election



Service Award for 1998-99. As the pledge for processing company incorporation cases within six working days had been raised in 1998-99 to 95% of cases and the New Companies Section was able to exceed this target, the award was well justified for the staff concerned.

The fact that the winners selected for the 1998-99 Best Counter Staff Award by the Registry's counter customers included a combination of new and old winners showed that more staff were conscious of the need to provide a courteous and efficient service and succeeded in getting customers' recognition.

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

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獲得長期服務公費旅行獎。此外，十一名在政府服務了二十年或以上不同職級的人員獲頒長期優良服務獎狀。

員工關係

年內，本處舉辦各種聯誼及康樂活動，既能促進員工關係，又對員工的健康有裨益。這些活動包括聖誕及周年晚宴、體育活動、參觀節目、興趣班及內地旅遊等，均廣受員工歡迎，有助培養部門的團結精神。



廣州之旅
A trip to Guangzhou

STAFF RELATIONS

During the year, the Registry organized various kinds of social and recreational activities in order to enhance staff relations and physical well-being. The activities included the Christmas and annual dinner, sports activities, visits, interest classes, and a trip to the Mainland. All these activities were well supported by staff and helped to build up a good esprit de corps in the department.



遊覽香港科技大學
A tour of the Hong Kong University of Science

社會責任

在環境保護方面，本處竭力改善辦公室環境狀況。綠色工作管理措施自一九九七年開始引入，讓員工按照實際情況盡可能實施。不少典型的廢物消滅措施已被廣泛採用，例如利用使用過的紙張的空白一面作為草擬、影印、存檔或傳閱副本文件之用。作為一個小型部門而所負責的事務又不屬於對環境有重大影響的活動，本處各員工可以致力節省能源及紙張，並採取一般適用於辦公室的其他綠色措施，為保護環境付出一分力量。

本處在一九九八年六月舉行捐血運動，獲百分之十二的員工參與捐血。



捐血日
Blood donation day

SOCIAL RESPONSIBILITY

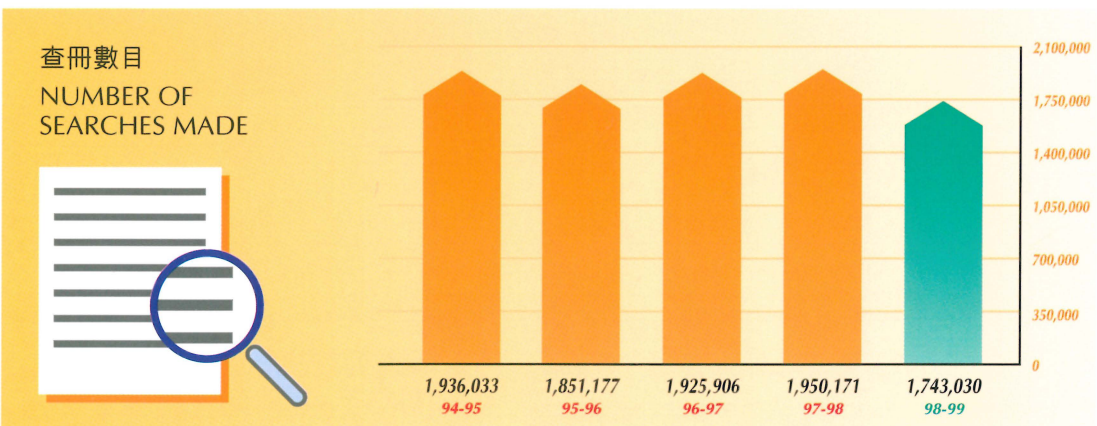
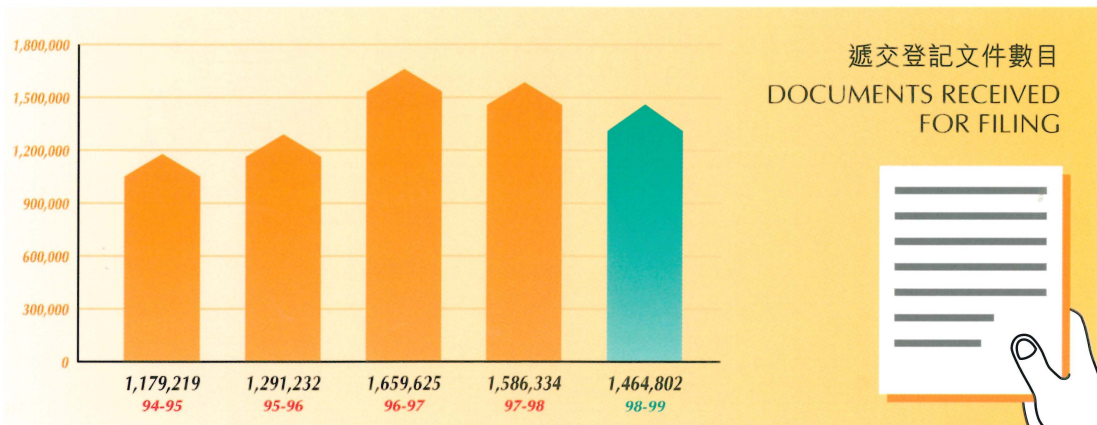
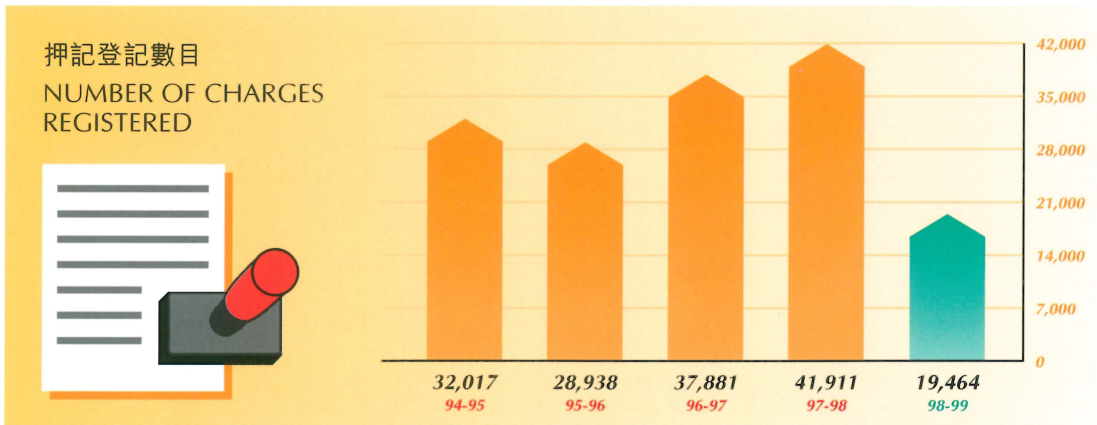
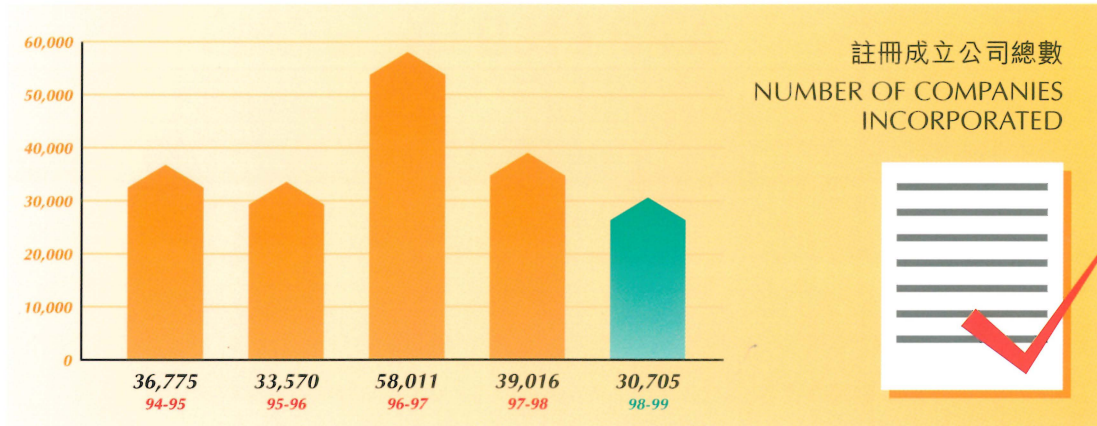
On the environmental protection side, the Registry is committed to improving office environment performance. Green housekeeping measures have been introduced to staff since 1997 for implementation as far as practicable. Many typical waste minimization measures, such as using the blank side of used paper for drafting, photocopying, filing and flimsy circulation have been widely adopted. As a small department not undertaking activities which have a major environmental impact, every member of staff can contribute to protecting our environment by conserving energy and paper, and adopting other green measures applicable to offices in general.

A blood donation day was arranged in June 1998 and 12% of the Registry's staff participated in the event.

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)	418,142	414,929
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	Operating activities			
運作盈利	Operating profit		91,702	73,429
折舊及攤銷	Depreciation and amortisation		12,279	11,511
應付帳款的(減少)/增加	(Decrease)/Increase in creditors		(285,081)	219,363
應收帳款的(增加)/減少	(Increase)/Decrease in debtors		(11)	77
現金(流出)/流入淨額	Net cash (outflow)/inflow		<u>(181,111)</u>	<u>304,380</u>
投資收入及財務支出	Returns on investments and servicing of finance			
利息收入	Interest received		7,836	8,952
利息支出	Interest paid		(16,031)	(16,614)
稅款回扣	Tax rebate		1,098	—
稅款支出	Taxation paid		(12,307)	(18,455)
股息支出	Dividend paid		(16,923)	(20,142)
現金流出淨額	Net cash outflow		<u>(36,327)</u>	<u>(46,259)</u>
資本開支	Capital expenditure			
購入固定資產	Acquisition of fixed assets		(15,521)	(15,545)
償還貸款	Loan repayments		(27,670)	(27,670)
現金流出淨額	Net cash outflow		<u>(43,191)</u>	<u>(43,215)</u>
資本收入	Capital receipt			
售賣固定資產	Disposal of fixed assets		90	92
現金流入淨額	Net cash inflow		<u>90</u>	<u>92</u>
年度內現金(流出)/ 流入總淨額	Total net cash (outflow)/ inflow for year		(260,539)	214,998
現金及等同現金年初結存	Cash and cash equivalents at beginning of year		354,450	139,452
現金及等同現金 年終結存	Cash and cash equivalents at end of year	(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 Office & specialist equipment	部門 自用車輛 Office car	總值
		Land & building \$'000	Computer system \$'000	Furniture & fittings \$'000	\$'000	Office car \$'000	Total \$'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)	<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