

總經理報告

GENERAL MANAGER'S STATEMENT

Overview

After two years (1997-98 and 1998-99) in which the Companies Registry's business volumes and financial results were adversely affected by the economic downturn, the past year has seen clear evidence of an improvement in these areas reflecting the gradual economic recovery. In addition, it has seen the further development of major initiatives such as the Companies Registry On-line Public Search System (CROPS) and the Strategic Change Plan (SCP). These will completely revolutionize the Registry's operations and service delivery leading to further growth of business volumes and diversification of the department's revenue base.



概要

公司註冊處的業務和業績經過一九九七至九八及一九九八至九九這兩個年度經濟不景的不利影響，在本年度已有明確的改善迹象，反映出經濟逐漸復蘇。此外，本處各項重大工作年內亦有進一步進展，當中包括公司註冊處聯線公眾查冊系統及策略性改革計劃。這些措施將會令本處的運作及服務出現徹底革新，業務得以進一步增長，而收入來源亦會多元化。

業務情況

香港經濟已逐漸復蘇，較樂觀的營商環境令我們各項主要服務的需求普遍增加。在一九九九至二零零零年度，註冊成立的公司數目較上個年度增加29%，押記登記數目則上升11%。在本年四月，登記冊上的本地公司總數跨越50萬。

Business Volumes

Hong Kong has recovered gradually from the economic downturn and the more buoyant commercial environment has resulted in an increased demand for our core services. In 1999-2000, the number of company incorporations increased by 29% over last year and charges registration was up by 11%. The total number of local companies on our register passed the half million mark in April 2000.

Financial Results

The Registry achieved a surplus of \$49.6 million in 1999-2000, representing a return of 14% on the net fixed assets employed. However, this surplus is 32% less than the surplus of \$72.6 million achieved in 1998-99. As explained in my last year's statement, the remarkable surplus of 1998-99 was mainly due

財務業績

在一九九九至二零零零年度，本處獲得**4,960**萬元盈餘，回報率為固定資產淨值的**14%**。然而，這盈餘較一九九八至九九九年度獲得的**7,260**萬元盈餘，減少**32%**。正如本人在上一年的總經理報告所解釋，一九九八至九九九年度獲得的異常盈餘，主要是因為本處自一九九八年四月一日加強檢控政策後，來自因遲交周年申報表而須繳付的遲交註冊費，大為增加。由於愈來愈多公司準時遞交申報表，這種特殊收入逐漸下降。結果，一九九九至二零零零年度來自遲交周年申報表方面的收入，較一九九八至九九九年度減少**34%**。本處會繼續密切監察這個情況，並研究推出新服務增加收入，致力擴闊本處的收入來源。由於本處採取審慎財政管理原則，加上歷年所累積的充裕財政儲備，我們深信本處定能維持足夠財政資源，以維持經常開支及支付未來的投資及發展計劃所需的費用。

提高工作效率與生產力

本處透過促進生產力及控制成本，不斷努力提高工作效率。政府推出的資源增值計劃規定，到二零零二至零三年度，每個部門(包括營運基金部門)藉資源增值而節省的累積開支，不能少於經常開支的**5%**。在一九九九至二零零零年度，本處在資源增值計劃下節省的開支達到**620**萬元。預算在二零零零至零一年度，會再節省**590**萬元。藉該計劃節省的累積開支，應可在二零零一年三月三十一日之前，即目標日期兩年之前，達到所規定的**5%**水平。在一九九九至二零零零年度，本處的生產力，按每人每一工作天的加權生產量計算，較一九九八至九九九年度上升**6%**。

to the very substantial revenue generated by the late filing fees for annual returns, consequent to the expansion of the Registry's prosecution policy since 1 April 1998. With improved levels of compliance, this exceptional income has gradually reduced as more and more companies file their annual returns on time. Consequently, the late filing income in 1999-2000 was 34% less than that in 1998-99. We will continue to monitor the situation closely and explore new revenue – generating services to ensure that the Registry's revenue sources are as broadly-based as possible. However, thanks to our prudent financial management principles and the healthy financial reserves built up over the past years, we are confident that the Registry will maintain sufficient sources of funding to meet recurrent expenditure and support future investment and development projects.

Efficiency and Productivity Improvement

We always strive to improve operating efficiency through productivity gains and cost control. The Government's enhanced productivity programme (EPP) requires all government departments including the trading funds to achieve, by the financial year 2002-03, a cumulative enhanced productivity equivalent to no less than 5% of savings in recurrent expenditure. In 1999-2000, the Registry achieved an EPP saving of \$6.2 million. With a further estimated saving of \$5.9 million to be achieved in 2000-01, our cumulative EPP savings should already meet the 5% required level by 31 March 2001, two years earlier than the target date. The department's productivity in 1999-2000, measured in terms of weighted output per manday, rose by 6% as compared with 1998-99.

以客為尊

本處致力為客戶提供高效率、合乎經濟效益及優質的服務和設施。我們透過客戶聯絡小組，週年客戶調查，及客戶訪問，定期收集有關資料，以改善服務。在整個一九九九至二零零零年度，本處均達到服務承諾的預定目標。在過去七年，本處所提供的服務均有顯著改善。處理本地公司註冊成立、海外公司註冊及押記登記現所需的標準時間分別為6、29及10.5個工作天，而在本處開始以營運基金運作的一九九三至九四年度，標準處理時間則分別為7、38及12個工作天。此外，為減輕商界的負擔，本處自一九九七年十二月以來並沒有調整任何收費。本處會繼續嚴格控制成本，盡量維持最低收費，確保客戶以合理的價格獲得可靠的優質服務。一如過往數年，本人再次感謝客戶聯絡小組全體成員在一九九九至二零零零年度的服務及貢獻。

擴充資料庫及推出 聯線公眾查冊系統

本年三月三十一日，本處推出利用已擴充的資料庫的新查冊服務——該服務可讓客戶在公眾電腦終端機室更有效率地取得所需資料。這些資料包括公司的註冊辦事處地址、股本結構、董事及秘書資料、接管人及清盤人資料(如適用的話)，以及公司有否設定押記。本處最近設置公司註冊處聯線公眾查冊系統，用戶可利用本身的電腦直接查閱已擴充資料庫內公司的主要資料，以及訂購載有公司文件的縮微膠片。透過該系統，客戶可毋須離開辦公室便可快捷及舒適地取得最新的公司資料。此外，客戶亦可選擇以中文或英文查冊，及瀏覽或印出查冊結果。

Caring for Customers

We are committed to providing our customers with efficient, cost-effective and quality services and facilities. Through our Customer Liaison Group, the annual customer survey and visits paid to customers, we gather the information necessary to enhance our services regularly. Throughout 1999-2000, the Registry met its performance pledge targets in all areas. Over the past seven years, the department has achieved significant improvements in service delivery. Our standard times for processing the incorporation of local companies, the registration of overseas companies and the registration of charges are now 6, 29 and 10.5 working days respectively compared with the 7, 38 and 12 working days respectively required in 1993-94 when we started operating as a trading fund. Furthermore, to alleviate the burden on the general business community, we have not revised our fees since December 1997. We will continue to exercise tight control over costs and keep our fees as low as possible. Customers can be assured that they will receive reliable and high quality service at a very reasonable price. As in previous years, I would like to record my gratitude to all members of the Customer Liaison Group for their service and contributions throughout 1999-2000.

Database Expansion & On-line Public Search System

On 31 March 2000, we introduced a new search service on an expanded database system providing additional information such as a company's registered office address, share capital structure, particulars of directors and secretaries, details of receivers and liquidators (where applicable) and a charges indicator for all registered companies providing more efficient searches by customers at our Public Computer Terminal Room. We have recently launched CROPS which will give subscribers direct on-line access to key company information in our expanded database and enable them to place orders for microfiches containing microfilmed company documents. Through CROPS, customers can obtain considerable current company information quickly and conveniently without leaving their offices, with options to search in either Chinese or English, and to view or print the search results.

策略性改革計劃

電子通訊及電子商貿現時已是我們生活上不可或缺的一部分。本處十分明白，為了提高服務質素，實有迫切需要，將本處的運作全面電腦化。有感於此，本處已擬訂了策略性改革計劃，以便就電子存檔、電子處理及電子查閱公司資料這三方面的主要推動改革方法，全面重新設計本處的運作。本處的目標是於二零零一年進行全面的可行性研究，並於二零零二年完成招標工作，務求新系統可於二零零三及二零零四年分階段推出。

制定法例

《1999年公司(修訂)條例》於一九九九年十一月十一日開始實施。該條例引入新的法定程序，將不營運但有償債能力的私人公司撤銷註冊；簡化報告董事詳情的規定；以及為合併寬免訂定條文。《2000年公司(修訂)條例》則於二零零零年七月一日開始實施。該條例亦載有一些有利營商的條文，並進一步簡化法例規定。舉例而言，如某公司全體成員簽署一份一致通過的書面決議，該公司可無須舉行周年大會。另外，公司可透過一致通過的書面決議以代替舉行大會來作出某項事情。為配合策略性改革計劃的推行，本處已開始準備修訂有關法例，以便推行電子存檔、電子處理及電子查閱公司資料。

其他法律、政策及規管問題

本處雖然具有公司註冊部門的組織架構及資源，但不是一個「純粹的」公司註冊處，因為本處過去七年(以及之前)的職責已涵蓋與本處的主要職能，即公司註冊成立、公司文件登記、以及提供公眾查冊設施，並無直接關係的事務。多年來，本處一直是推動公司法改革的主

Strategic Change Plan

Electronic communications and electronic commerce are now an integral part of our lives, and we are fully aware of the pressing need to fully computerize the Registry's operations in order to enhance service quality and delivery. With this in mind, we have formulated the SCP to fully re-engineer the Registry's operations on the basis of the three key change drivers of electronic filing, electronic processing and electronic searching of company data. We aim to conduct a full feasibility study in 2001 and complete the tendering exercise in 2002 so that the new system can be implemented in phases in 2003 and 2004.

Legislation

The Companies (Amendment) Ordinance 1999, which came into operation on 11 November 1999, introduced a new statutory procedure to deregister defunct solvent private companies, streamlined the reporting of directors' particulars and provided for merger relief. The Companies (Amendment) Ordinance 2000, which came into operation on 1 July 2000, also contains a number of business friendly provisions and further simplifies statutory requirements. For example, a company will be able to dispense with holding an Annual General Meeting if all members sign a unanimous written resolution and a company can use a unanimous written resolution to transact company business instead of holding a general meeting. In parallel with the implementation of our SCP, the preparation of the necessary legislative amendments to facilitate electronic filing, electronic processing and electronic searching of company data has commenced.

Other Legal, Policy and Regulatory Issues

Although the department is organized and resourced as a companies registry, it is not a 'pure' companies registry because its duties and responsibilities as they have developed over the past seven years (and before) embrace issues far removed from the department's core functions of company incorporations, registration of documents and provision of public search facilities.

要政府機構，在全面檢討《公司條例》方面扮演重要角色。本處最近處理有關公司管治的工作亦不斷增加。公司法改革常務委員會現正全面檢討香港公司管治問題，本處會因此成為提高公司管治水平的中樞部門。這兩項工作的詳情見於本年報的正文。此外，本人是財政司司長在香港會計師公會理事會的代表，受到政府關注的有關公眾利益的問題，本人會向該公會反映。該公會是一個根據《專業會計師條例》設立的自我監管專業團體。

環 保 管 理

作為一個對社會負責的部門，本處會致力保護環境。所採取的環保措施包括減少廢物、廢物回收再循環、以及節省能源。本處現有一名環保經理及四名助理環保經理，負責環保管理及將環保訊息傳達予員工。有關環保工作措施的指引文件每年會向員工傳閱兩次，鼓勵他們繼續為保護環境作出貢獻。一如其他政府部門，本處須在年報撥出篇幅，報道本處在保護環境這件重要事情所採取的措施。一如本年報在有關篇幅所述，本處已經採用了許多環保措施。本處最終會於二零零四年底改用電子方式存檔，確保大大改善了的申報及披露公司資料程序不需要使用紙張。

For many years, the department has been the Government's principal authority on company law reform and is playing a key role in the overall review of the Companies Ordinance. More recently, the Registry has become increasingly involved in corporate governance issues. Now that the Standing Committee on Company Law Reform has been charged with the responsibility for undertaking an overall review of corporate governance in Hong Kong, the department will be at the centre of developing appropriate corporate governance standards for Hong Kong. Further details of these two major initiatives may be found in the body of this Report. In addition, I represent the Financial Secretary on the Hong Kong Society of Accountant's (HKSA) Council and, as such, reflect the Government's concerns on matters of public interest to the HKSA which is a self-regulatory professional body under the Professional Accountants Ordinance.

Green Management

As a socially-responsible department, the Registry is committed to contributing to environmental protection. The green measures adopted by the Registry include waste minimization, waste recovery for recycling and energy conservation. We have one green manager and four assistant green managers responsible for green management and conveying environmental protection messages to staff. Guidance on green housekeeping measures is circulated to staff twice a year to encourage them to maintain their efforts to contribute to environmental protection. Like all government departments, the Registry is required to include a section in its annual report on what it is doing in this very important area. As can be seen from the relevant section in this report a lot has been and is being done. Ultimately, the change to e-filing in late 2004 will do a considerable amount to ensure that greatly improved corporate reporting and disclosure does not necessitate the use of paper.

員工

截至本年三月三十一日止，本處僱用 408 名常額編制及合約員工。我們的目標是建立一個能吸引、挽留、及培養員工的工作地方。我們會繼續實行人力資源管理措施，在員工招聘、培訓、個人發展方面，提供一個健全的體制，以迎合轉變中的業務需要。本處的員工一直是本處最有價值的資產。過去一年，他們工作勤奮熱誠，鼎力支持本處，本人謹此致以謝忱。他們年內所作出的貢獻令本處得以進一步擴展設施與服務，為日後發展奠下鞏固基礎，他們實可引以自豪。

展望未來

本處帶著一個明確理想進入新千禧年，此即本處可在二零零四年底之前根據策略性改革計劃設立一個全面電腦化系統，用以儲存、處理及收發公司資料。這可大大縮短處理文件的時間及減低所需成本，使本處的服務、生產力及財務整體上得以進一步改進。展望未來四年，我們會努力實現這個理想，而多方面的工作將會非常繁重。然而，本處在充裕財政儲備、強大員工支持及廣闊客戶網絡的形勢下面對這個挑戰。雖然日後的任務複雜及有多種需求，本人深信本處可以應付自如，亦明白到本處定會實現這理想，成為受世界認同為卓越的公司註冊處，為社會提供優質服務。



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

Staff

As at 31 March 2000, the Registry employed 408 staff on permanent pensionable or contract terms. We aim at building a workplace that attracts, retains, and develops our staff. We pursue "Human Resource Management" initiatives which provide a sound framework for staff recruitment, training and personal development to meet the changing business requirements. Our staff have always been the department's most valuable asset and I would like to take this opportunity to thank them for their hard work, support and dedication over the past year. They can take pride in their achievements during the past year in further developing the Registry's range of facilities and services as well as laying firm foundations for future developments.

The Future

The Companies Registry has entered the new millennium with a clear vision embodied in the SCP to establish by late 2004 a fully computerized system to file, process and disseminate corporate data. This will lead to significant reductions in the time taken to process documents and costs, resulting in further overall improvements to service and productivity levels and financial results. The coming four years will see an enormous amount of work on many different fronts as we strive to implement this vision. However, the Registry faces this challenge with healthy financial reserves, strong staff support and a broad customer network. Despite the complexity of and demands imposed by the task ahead, I am confident of success and know that the department will realize its vision of achieving worldwide recognition as an excellent Companies Registry giving the community a quality service.

G W E Jones, J.P.

Registrar of Companies and General Manager

Companies Registry Trading Fund

改善客戶服務的重要里程碑 Important milestones in improving our services to customers

| | | |
|--|-------------------|---|
| 將記錄了公司遞交的所有文件的文件索引全面電腦化 | 十月 1995 October | Computerize fully the document index which keeps track of all the documents filed by a company |
| 推出唯讀光碟 (CD-ROM) 服務，以提供一個更為方便的方法去查閱本處的公司名稱索引及文件索引 | 一月 1996 January | Introduce a CD-ROM service to provide a more convenient mode of search on the Registry's company name and document indices |
| 以電子簽署方式簽署公司註冊證書，以便可以更快地發出證書及更新索引 | 十月 1996 October | Use electronic signatures to sign certificates of incorporation to enable certificates to be despatched and index updated earlier |
| 讓客戶可以選擇以英文或中文查閱公司名稱索引、文件索引、董事索引及取消資格令紀錄冊 | 二月 1997 February | Give customers a choice to use either English or Chinese to conduct their searches on the company names and document indices, the directors' index, and the register of disqualification orders |
| 撤銷法定表格的格式規限，並推出13款易於填寫的中英對照新表格，以取代常用的表格 | 四月 1997 April | De-regulate statutory forms and introduce 13 new bilingual user-friendly specified forms to replace the more commonly used forms |
| 在互聯網上設置網頁，讓客戶更容易地取得更多資料檢索，及下載各款指明表格 | 七月 1997 July | Launch a home page on the Internet to provide more information for easy retrieval and specified forms for downloading |
| 讓客戶以聯線方式在互聯網上查閱公司名稱索引及文件索引 | | Launch an on-line search through the internet on the company names and document indices |
| 推出26款易於填寫的中英對照新表格，並完成修訂表格的工作 | 五月 1998 May | Introduce 26 new bilingual user-friendly specified forms thereby completing the forms revision exercise |
| 裝設互動音頻電話查詢系統，以改善電話查詢服務 | 十一月 1998 November | Install an interactive voice telephone enquiry system to enhance the telephone enquiry service |
| 推出發出確認書服務，確定某間指定名稱的公司的不存在 | 九月 1999 September | Introduce a service on issuing letters of confirmation on the non-existence of a named company |
| 推出撤銷註冊服務，提供一個快捷、簡單及廉宜的方法，將不營運但有償債能力的私人公司自公司登記冊中刪除 | 十一月 1999 November | Introduce the deregistration service to provide a quicker, simpler and cheaper method to remove defunct, solvent private companies from the Register of Companies |
| 供應已擴充的公司資料庫，讓客戶在本處的辦事處查閱公司的主要資料，例如註冊辦事處地址、股本結構以及董事和秘書的資料 | 三月 2000 March | Introduce an expanded database providing key company information such as registered office address, share capital structure, and particulars of directors and secretaries for searching at the Registry's Offices |
| 推出公司註冊處聯線公眾查冊系統，讓客戶在其辦公室內以聯線方式查閱公司的主要資料 | 九月 2000 September | Launch the Companies Registry On-line Public Search System (CROPS) for on-line searching of key company information by customers at their offices |