

業務與工作表現

ACTIVITIES & PERFORMANCE

職能

公司註冊處於一九九三年五月一日成為獨立的政府部門，亦是根據《營運基金條例》率先以營運基金形式運作的部門之一。在二零零零年八月一日，本處度過了以營運基金形式運作的第七年。本處負責實施及執行下述條例：——

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

本處根據上述法例，執行下述主要職能：——

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從有關條例，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，以及與商界有關的政策及規管問題，向政府提供意見。

Functions

The Companies Registry was established as an independent government department on 1 May 1993 and, on 1 August 2000, marked its seventh year of operation as one of the first trading funds under the Trading Funds Ordinance. The department 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 as well as other policy and regulatory issues affecting the commercial sector.

服務與業務情況

公司註冊成立

自一九九九年第二季起，經濟開始復蘇，註冊成立的公司數目因而增加。在一九九九至二零零零年度，共有 **39,506** 間公司註冊成立，相等於每一工作天平均有 **145** 間公司註冊成立，較一九九八至九九年度增加 **29%**。

年內頭九個月，每月平均大約有 **3,000** 間公司註冊成立，於二零零零年首季，每月平均則有 **3,850** 間公司註冊成立，較一九九九年同期增加 **52%**。截至二零零零年三月三十一日為止，共有 **499,031** 間本地公司已登記於公司登記冊內。



公司註冊證書正在印製中
Printing of Certificate of Incorporation

Services & Business Volumes

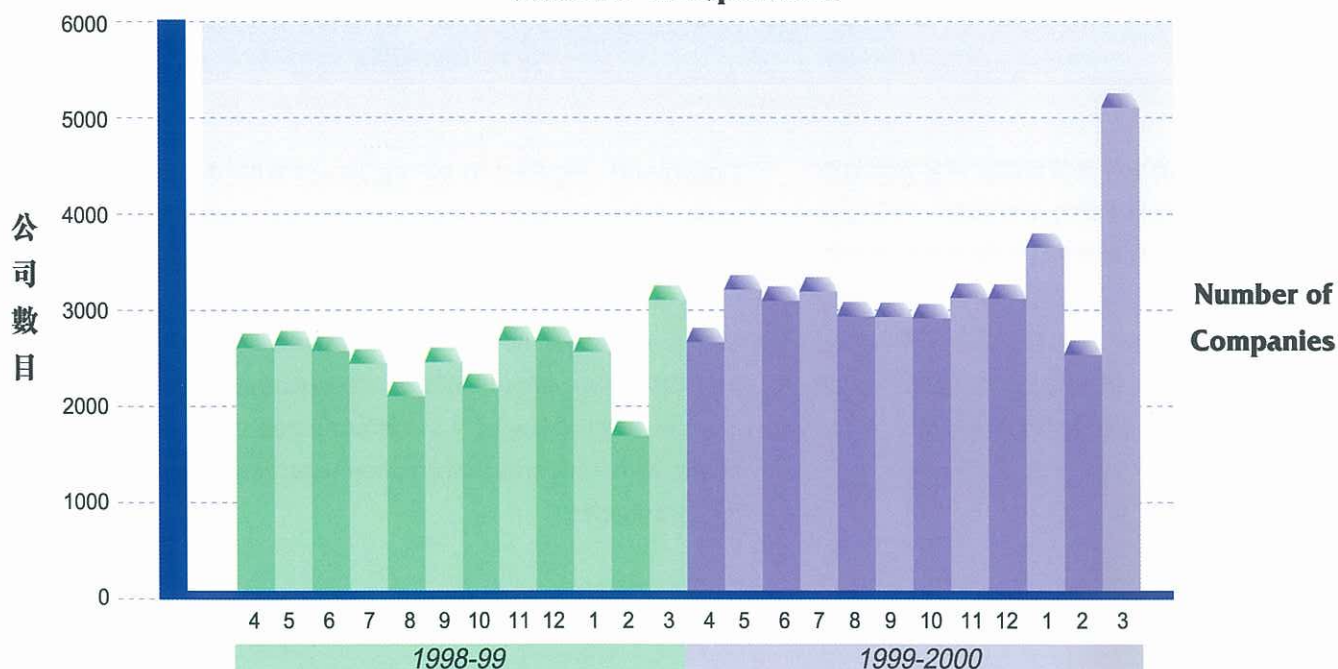
Incorporation of Companies

The economic recovery since the second quarter of 1999 has contributed to a rise in the number of incorporations. In 1999-2000, a total of 39,506 companies were incorporated. This represents an average of 145 companies incorporated per working day, an increase of 29% as compared with 1998-99.

There was a monthly average of about 3,000 incorporations with the exception of the first quarter of 2000 which saw a monthly average of 3,850 companies incorporated, 52% over the same period in 1999. As at 31 March 2000, the

number of local companies on the public register was 499,031.

註冊成立 Incorporations

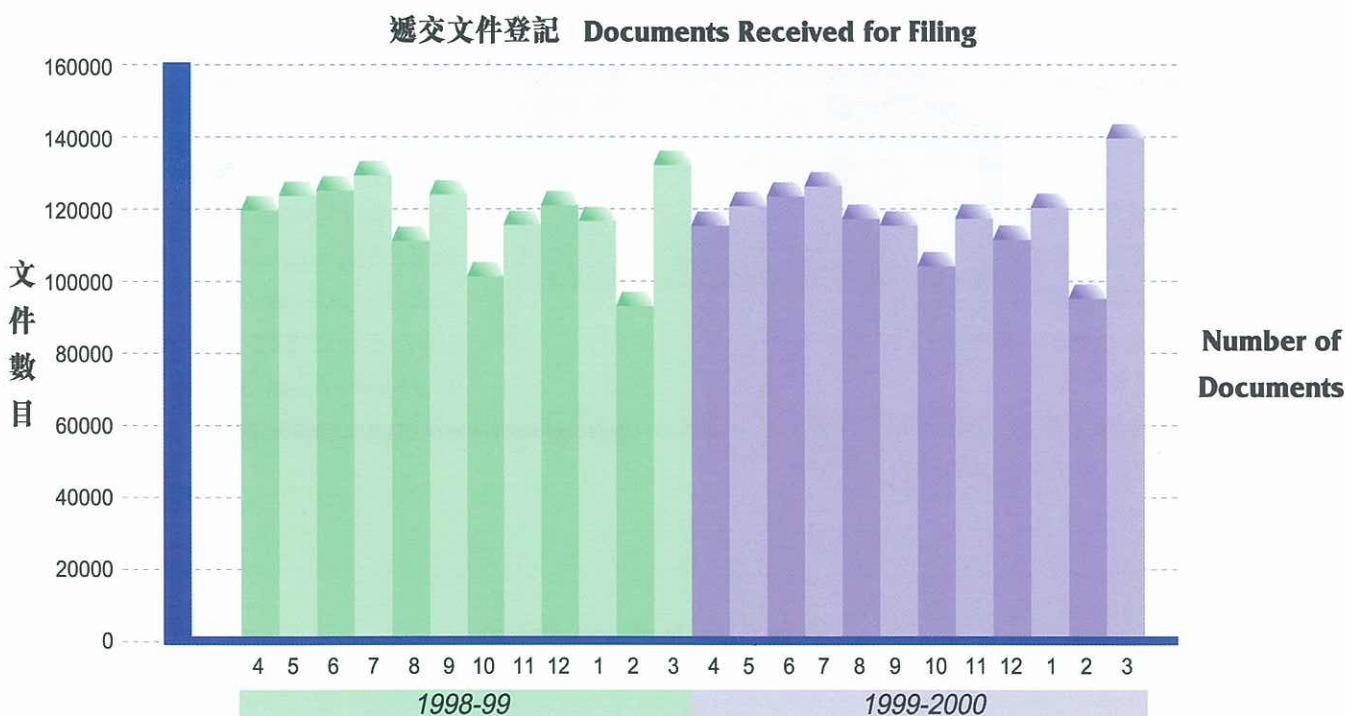


文件登記

於一九九九至二零零零年度內遞交本處登記的文件的總數為**1,458,851**份，相等於每一工作天平均有**5,370**份文件遞交本處，較一九九八至九九年度略為減少**0.4%**。年內，遞交本處登記的文件數量，其每月分布情況基本上與去年的相同。

Registration of Documents

The total number of documents received for registration in 1999-2000 decreased slightly by 0.4% against 1998-99 to 1,458,851, representing an average of 5,370 documents received on each working day. The distribution of the monthly level of activity during the year followed basically the same pattern as last year.



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、註冊辦事處地址通知書、股份分配申報表及周年申報表等。在一九九九至二零零零年度，已登記及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**30%**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, the notification of appointment and changes of secretary and directors, the notification of situation of registered office, the return of allotments and the annual return. In 1999-2000, 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.

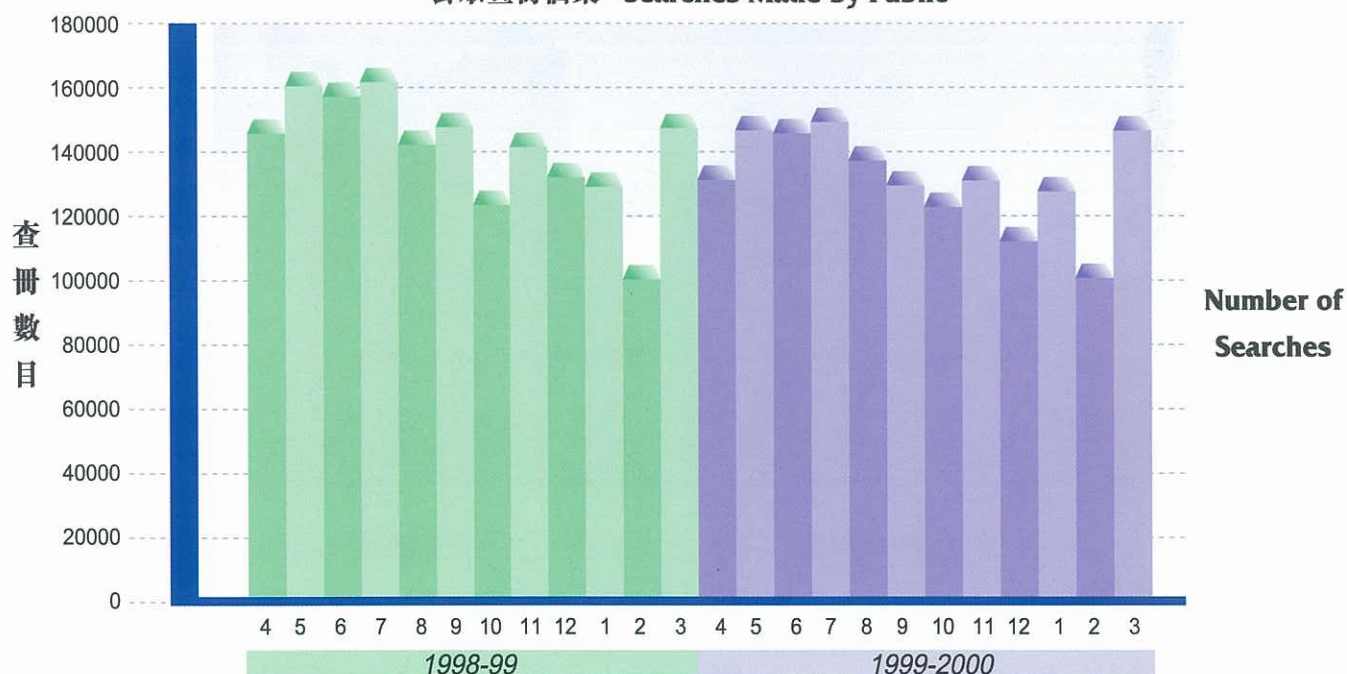
公眾查冊

一九九九至二零零零年度公眾查冊個案的總數為 **1,634,010** 宗，相等於每一工作天平均有 **6,020** 宗，較一九九八至九九年度減少 6%。這些數字不包括公眾人士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的個案。

Public Search

A total of 1,634,010 public searches were made in 1999-2000, representing an average of 6,020 public searches made on each working day, a decrease of 6% as compared with 1998-99. These figures do not include the number of searches conducted by the public on the company name and document indices at the Registry's Public Computer Terminal Room free of charge.

公眾查冊個案 Searches Made by Public



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。客戶可免費在本處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.

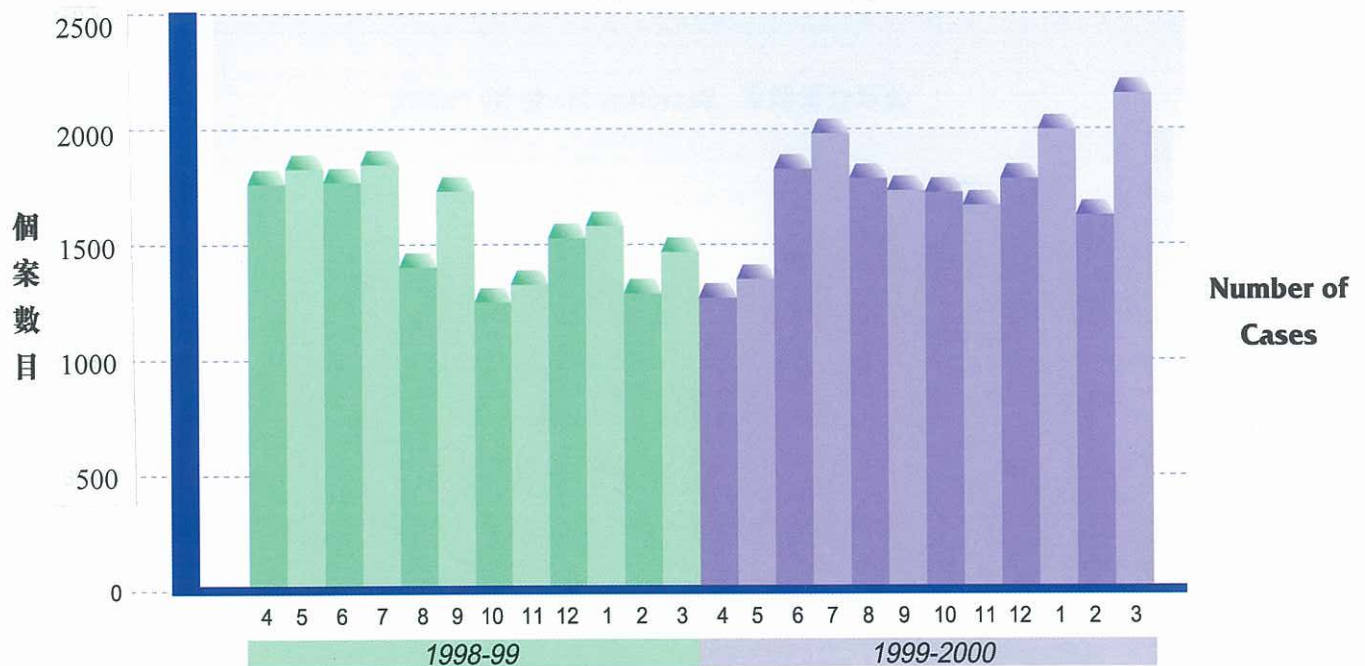
押記登記

一九九九至二零零零年度遞交本處登記的押記的總數為 21,570 宗，相等於每一工作天平均有 80 宗押記遞交本處，較一九九八至九九年度增加 11%。大約有三分之二遞交登記的押記與物業有關。

Registration of Charges

A total of 21,570 charges were received for registration in 1999-2000, representing an average of 80 charges received on each working day, an increase of 11% over 1998-99. About two-thirds of the charges received were related to property.

登記押記 Charges Received for Registration



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

為確保本處向客戶提供高效率及優質的服務，本處自從轉為營運基金後，便實行服務承諾制度。該制度的範圍包括以下主要服務：—

- 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；及
- 提供查閱公司紀錄的設施。

自一九九七年十月開始，服務水平標準以各項服務能在目標處理時間內完成的百分比計算。

Pledges & Productivity

To ensure that the Registry provides an efficient and quality service to customers, the department has maintained a performance pledge system since the establishment of the trading fund. 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; and
- the provision of facilities for the search of company records.

Since October 1997, the service level standards have been measured in terms of percentages achieved against target response time. We closely monitor the performance standards

本處會密切監察工作量的變動對服務水平的影響，並會參考客戶的意見和建議，檢討有關服務水平。

在一九九九至二零零零年度，本處不但能全部達到服務水平目標，並能縮短某些服務的目標處理時間，或達至比標準更高的服務水平。把更改公司名稱的目標處理時間由12個工作天縮短為10個工作天，便是本處其中一項改善措施。本處的服務表現詳載於下表：——

in relation to fluctuations in workload and review the standards annually, taking account of customers' comments and suggestions.

In 1999-2000, we met all the performance targets and made improvements by either shortening the response time or achieving a higher performance rate than pledged. A key improvement was to shorten the service delivery target time for change of company name from 12 to 10 working days. The detailed performances of the Registry are set out in the following table: ——

服務 Service	1993-94* 年度 實際處理 時間 Actual Response Time	1998-99 & 1999-2000 年度 目標處理 時間 Target Response Time	1998-99 年度 工作表現 Achievement			1999-2000 年度 工作表現 Achievement		
			目標 Target	實際表現 Actual	高於/低於 目標 Over/(Under) Achieved	目標 Target	實際表現 Actual	高於/低於 目標 Over/(Under) Achieved
新公司註冊成立 / 登記 Incorporation/Registration of new companies • 本地公司 local company • 海外公司 oversea company	(以工作天計算， 另外述明者除外 expressed in working days unless otherwise stated)		百分比 %	百分比 %	高於/低於 目標 Over/(Under) Achieved %	百分比 %	百分比 %	高於/低於 目標 Over/(Under) Achieved %
	7	6	95	99	4	95	99	4
	38	30 29	80 —	95 —	19 —	80 90	97 99	— 21 10
更改公司名稱 Change of company name	不適用 N.A.	12 10	90 —	98 —	9 —	90	99	— 10
公司文件登記 Registration of general documents • 登記 registration) — 本地公司 local company) — 海外公司 oversea company) • 用微縮影片攝製文件 microfilming)	33 (本地 local)	7	80	96	20	85	97	14
	47 (海外 oversea)	10 9 8	80 — 85	94 — 99	18 — 16	80 90	98 100	23 11
押記登記 Registration of charges	12	10.5	80	99	24	85	99	16
查冊 Searches • 特快服務櫃檯 express service counter • 普通服務櫃檯 ordinary service counter	22 分鐘 min.	20 分鐘 min.	95	100	5	95	100	5
	1	1	95	100	5	95	100	5
影印服務 Photocopying services • 需要認證 certification required • 無需認證 certification not required	1 10 分鐘 min.	1 10 分鐘 min.	95 95	100 100	5 5	95 95	100 100	5 5
在收款處遞交文件 (僅指排隊輪候時間) Submission of documents at the shroff office (queuing time only) • 繁忙時間 peak hours • 非繁忙時間 non-peak hours	不適用 N.A.	20 分鐘 min.	95	100	5	98	100	2
	不適用 N.A.	10 分鐘 min.	95	100	5	98	100	2
撤銷公司註冊# Deregistration of companies# • 發出批准撤銷註冊函件 issue of approval letter	不適用 N.A.	7	—	—	—	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.

一九九九年十一月開始提供撤銷註冊服務。 The deregistration service was introduced in November 1999.

雖然客戶對本處主要服務的需求普遍增加，兼且成本削減措施令致可動用的資源減少，但本處仍然能夠達到所有服務水平目標。在一九九九至二零零零年度，本處的整體生產力，以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增加6%。本處會繼續向客戶提供高效率及具成本效益的服務，並盡量在可行的情況下提高本處的生產力。

財政狀況

作為一個以營運基金形式運作的部門，本處的目標是以高效率及有效的方式運作，使有關服務符合標準，而另一目標是本處收益足以應付因提供服務和投資項目所需的開支。

在一九九九至二零零零年度，由於本處加強檢控工作使依例遞交周年申報表的比率大增，來自逾期遞交周年申報表方面的收入則大幅度減少。可幸的是，由於客戶對本處主要服務(例如公司註冊成立、押記登記及撤銷註冊新服務)的需求有所

增長，使本處的收入也相應增加，此一情況大大抵消來自逾期遞交周年申報表收入的減少。本處各項提高生產力及效率的措施亦節省了大量開支。結果，本年度的盈利仍可達4,960萬元，而回報率則為固定資產平均淨值的14%。

Despite the general increase in demand for our core services, and the reduction in available resources as a result of cost-cutting measures, the Registry has managed to meet all performance targets. In terms of weighted output per man-day, the Registry's overall productivity for 1999-2000 increased by 6% as compared with 1998-99. We will continue to provide efficient and cost-effective services to our customers and enhance our productivity as far as practicable.

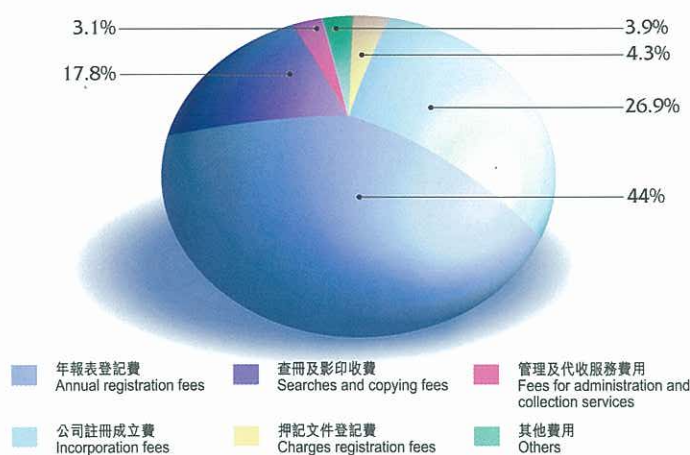
Finance

As a trading fund, the Registry aims to provide an efficient and effective operation that meets an appropriate standard of service but, at the same time, maintains the capacity to meet the expenses incurred in providing the service and finance capital projects out of its income.

There was a substantial reduction in income from late filing fees on annual returns in 1999-2000 due to greatly improved compliance as a result of the Registry's expanded prosecution programme. Fortunately, this was compensated to a considerable extent by an increase in revenue due to the growth in demand for core businesses such as

incorporation of companies and registration of charges as well as the introduction of the new deregistration service. Our various productivity and efficiency improvement measures have also resulted in significant cost savings. Consequently, the surplus for the year was \$49.6 million and the rate of return on average net fixed assets was 14%.

一九九九至二零零零年營業額
1999-2000 TURNOVER



雖然本處財政狀況健全，但我們不會自滿。本處會繼續加強控制開支，並研究各種帶來收入的機會。本處會堅守審慎的財務管理政策，並會維持足夠資金去應付經常開支及未來各項大規模發展計劃的資本投資。

本年度的周年帳目表和審計署署長報告分別載於附錄 B 及附錄 C。

電腦化計劃

電腦公元二千年數位問題

本處於一九九八年六月成立了「符合電腦公元二千年數位標準督導委員會」，監察符合電腦公元二千年數位標準行動計劃的進度。為電腦系統符合電腦公元二千年數位標準而進行的各項修改及測試工作均告圓滿完成，本處得以順利過渡至千禧年，並沒有遇到什麼問題。本處亦制訂詳細的電腦公元二千年數位問題應變計劃，以應付任何突發事故。



職員正在監察電腦系統的操作
Officers monitoring operations of the Registry's computer system

擴充資料庫

擴充電腦化資料庫的工作已經完成。而資料庫已於二零零零年三月三十一日起供客戶在本處的辦事處查閱資料。已加入該資料庫的資料包括公司的註冊辦事處地址、董事及秘書的資料、股本結構、接管人及清盤人的詳情(如有的話)，以及公司有否設定押記。本處增設了三類查冊服務：——

- (a) 查閱公司資料報告。該報告提供所選定公司的主要資料；

Despite the healthy financial performance, we cannot afford to be complacent. The Registry will continue to exercise tight control over expenditure and explore revenue-generating opportunities. We will uphold our prudent financial management policy and maintain sufficient funds to meet recurrent expenditure and capital investment in the forthcoming large scale development projects.

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

Computerization

Year 2000 Issues

The Registry formed a Year 2000 Compliance Steering Committee in June 1998 to oversee and monitor the progress of the department's Y2K compliance action plan. Thanks to the satisfactory completion of all modification work and testing of the department's computer systems to ensure that they were Y2K compliant, the Registry's transition into the new millennium was very smooth and no problems were experienced. However, a detailed Y2K contingency plan was prepared to deal with any such eventualities should they have materialized.

Database Expansion

The computerized database was expanded and has been made available for search by customers at the Registry's Offices since 31 March 2000. The expanded database includes additional information such as a company's registered office address, particulars of directors and secretaries, share capital structure, details of liquidators and receivers (if applicable), and a charges indicator. Three types of search have been introduced: ——

- (a) Company Particulars Report providing a summary of the key information of a selected company;

- (b) 查閱新的董事索引。舊索引的資料範圍只涵蓋僅 700 間上市公司，而新的索引已把涵蓋範圍擴大至向本處註冊的所有本地及海外公司。該索引能提供所選定的公司董事的資料、選定董事在所有註冊公司的全部董事職務一覽表或公司的現任董事名單；及
- (c) 查閱經修改的文件索引，有些文件內所載的資料已於本處資料庫更新，但文件本身仍未有縮微膠片可供查閱，查冊人士可從該索引檢視這些文件的清單。

公司註冊處聯線公眾查冊系統

本處於二零零零年九月推出「公司註冊處聯線公眾查冊系統」，讓客戶以聯線方式查閱公司的主要資料。客戶可透過該聯線公眾查冊系統以英文或中文查冊。國際商業機器中國香港有限公司是本處選定的服務供應商，負責為本處發展、維修及操作該聯線公眾查冊系統。該系統提供的查冊服務包括：—

(a) 查閱公司名稱

此項查冊服務提供在本處註冊的現有或已解散公司的現時名稱、舊有名稱或其他名稱。此項服務亦會提供所選定公司的一些基本資料，例如成立/註冊的日期、解散日期、更改名稱日期、公司狀況、特別行動、清盤方式，以及成立地點(祇限於海外公司)；

(b) 查閱文件索引

此項查冊服務提供有關遞交本處存檔的文件的稱號、遞交日期及更新狀況。客戶可選擇以一個存檔年份或一個界定的文件組別查冊；

- (b) New Directors' Index Search, the scope of which has been expanded from the previous index covering only 700 listed companies to all local and oversea companies registered in the Registry. The search will give particulars of a selected director of a company, a list of all the directorships of that director in all registered companies, or names of current directors in a company; and
- (c) Modified Document Index Search allowing searchers to view a list of documents where data have been processed but the documents themselves are not yet available for search on microfiches.

The Companies Registry On-line Public Search System

In September 2000, we launched the Companies Registry On-line Public Search System (CROPS) for searching key company information online. CROPS is an integrated bilingual system through which customers can conduct searches online in English or Chinese. IBM China/Hong Kong Limited is the service provider selected to develop, maintain and operate CROPS for the Registry. The search services to be made available include: —

(a) Company Name Search

This search will give information on the current, former or other names of both existing and dissolved companies registered at the Registry. Some basic information of a selected company will also be provided, such as the date of incorporation/registration, date of dissolution, date of change of name, company status, special action, winding-up mode and place of incorporation (for oversea companies only).

(b) Document Index Search

This search will give information on the description, filing date and processing status of documents filed with the Registry. Customers can conduct such a search by selecting a filing year, or a predefined document group.

(c) 查閱公司資料

此項查冊服務除可提供在查閱公司名稱時所取得的公司的基本資料外，另加有關公司的註冊辦事處地址、股本結構、現任董事的姓名、秘書的詳情、接管人及清盤人的詳情(如有的話)、以及公司有否設定押記等資料；

(d) 查閱董事索引

此項查冊服務提供選定的公司董事的資料、選定董事在所有註冊公司的董事職務的資料或選定公司的現任董事名單；

(e) 查閱取消資格令

此項查冊服務提供取消資格令的詳情。客戶可獲取被法院頒佈取消資格擔任公司董事或其他職位的個人或法人團體的資料；

(f) 訂購縮微膠片

凡遞交本處的文件已由本處用微縮影片攝製，公眾可購買載有這些文件的縮微膠片，查閱文件內的公司資料。聯線公眾查冊系統具有一個功能，讓客戶可以聯線方式訂購縮微膠片。所訂購的縮微膠片通常可於訂購日期的下一個工作天在本處的辦事處領取。

本處建議客戶訂用該聯線公眾查冊服務。透過該服務，客戶可：—

- (a) 無須離開其辦公室便可快捷及方便地取得公司資料；

(c) Company Particulars Search

This search will give a summary of the key information of a selected company. In addition to the basic information available in a company name search, additional information such as a company's registered office address, share capital structure, names of current directors, details of secretary, details of receiver and liquidator (if applicable) and a charges indicator will be available.



(d) Directors' Index Search

This search will give particulars of a selected director of a company, a list of all the directorships of that director

in all registered companies, or names of current directors in a company.

(e) Disqualification Orders Search

This search will give particulars of disqualification orders. Customers can obtain information on individuals or corporate bodies who have been disqualified by the courts to act as directors or office bearers for specified periods.

(f) Ordering Microfiche

Corporate information in documents submitted to and microfilmed by the Registry can be accessed by the public through the purchase of microfiches containing the relevant microfilmed documents. CROPS provides a function whereby customers can place orders online for microfiches. The microfiche ordered will normally be ready at the Registry's Offices for collection by the next working day.

The Registry recommends that its customers should subscribe to CROPS services. Through use of CROPS, customers can: —

- (a) obtain company information quickly and conveniently without leaving their offices;

- (b)** 選擇以中文或英文查閱本處所備存的公眾資料，並可瀏覽或印出查冊結果；
 - (c)** 以聯線方式訂購縮微膠片；
 - (d)** 使用該系統的預設查冊分類功能，從而更快地查閱公司資料；
 - (e)** 查詢帳目結餘及每天交易的摘要，從而更方便地監察查冊活動及有關開支；及
 - (f)** 比親自前來本處辦事處查冊享有更多查冊時間。客戶可在星期一至五上午九時至下午七時 (多三小時) 以及星期六上午九時至下午五時 (最少多五小時) 使用聯線公眾查冊系統查冊。
- (b)** have complete access to the public data kept by the Registry, with options to search in either Chinese or English, and may either view or print the search results;
 - (c)** order microfiches online;
 - (d)** search for company information more quickly by using the sorting function built in by CROPS;
 - (e)** control their searches activities effectively as enquiries can be made on their daily search transaction; and
 - (f)** have longer service hours as compared with attending at the Registry to conduct searches. CROPS is available on Monday to Friday from 9:00 a.m. to 7:00 p.m. (three hours more) and on Saturday up to 5:00 p.m. (at least five hours more).