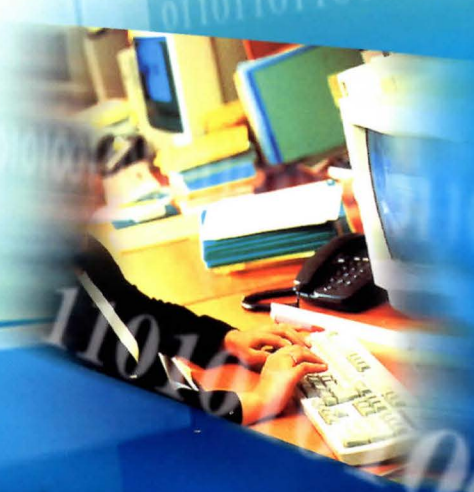




公 司 註 冊 處
COMPANIES REGISTRY



1999 - 2000 年報
Annual Report

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

- 為客戶提供高效率、具成本效益和優良的服務與設施，以辦理有限公司註冊及登記和查閱公司文件。
- 因應客戶的需要和期望，引進現代科技，不斷檢討和改善本處所提供的各項服務和設施。
- 採用適當的人力資源管理策略，激勵員工，達成本處的目標。

信念

- 以客為尊：重視客戶的意見。按照他們的需要和期望，發展服務項目和釐定質素水平。
- 群策群力：關懷和尊重我們的員工。透過全體熱誠能幹的工作人員，同心協力，推行優質服務。
- 精益求精：採納嶄新的意念、科技和工作模式，不斷改良本處的設施和服務質素。

Mission

- To provide our customers with efficient, cost-effective and quality services and facilities to incorporate companies and to register and examine company documents.
- To continuously review and improve our services and facilities, taking account of the needs and expectations of our customers and the best modern technology available.
- To motivate our staff to achieve organizational objectives by adopting appropriate human resource management strategies.

Values

- To care for and respect our customers by listening to them and taking into account their needs and expectations when shaping the type and quality of service which we deliver.
- To care for and respect our colleagues as a quality service can be delivered only through dedicated people of high calibre working together as a team.
- To change for the better by remaining receptive to new ideas, technologies and work practices so as to improve the level and quality of our services and facilities.

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，反影出經濟逐漸復蘇。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 oversea 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

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。



Services & Business Volumes

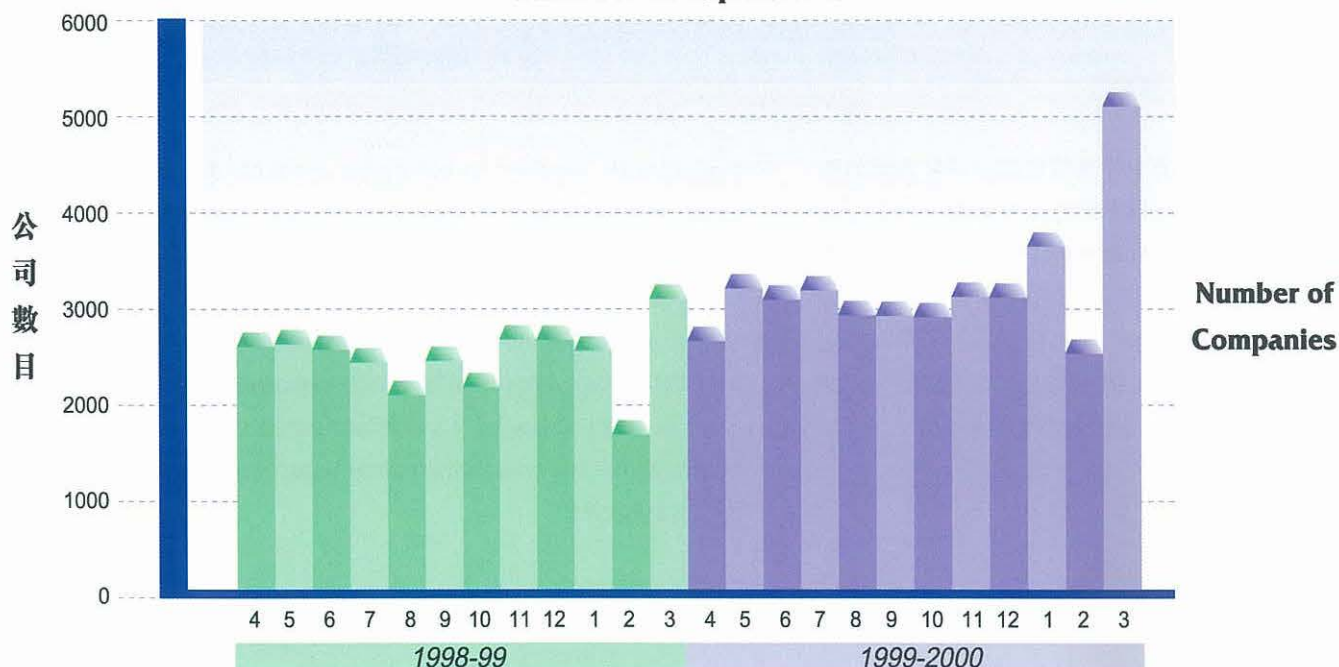
Incorporation of Companies

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.

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

註冊成立 Incorporations

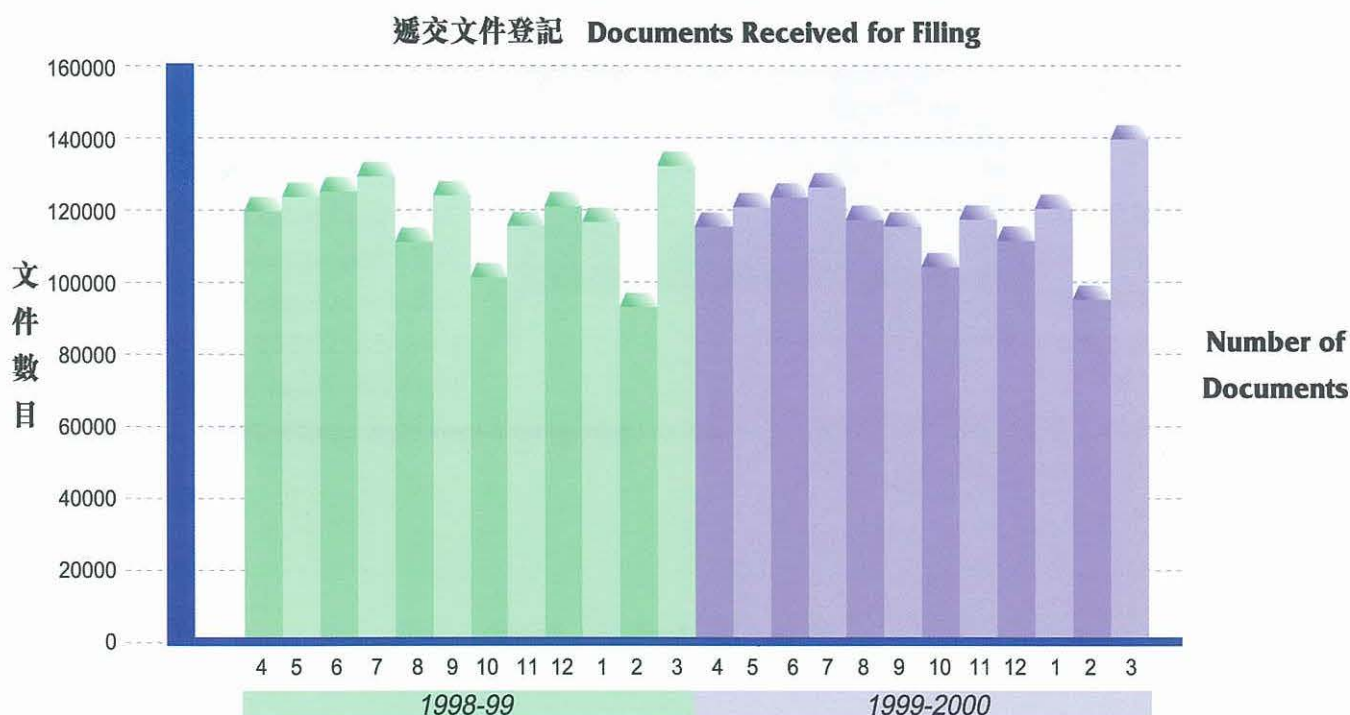


文件登記

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.

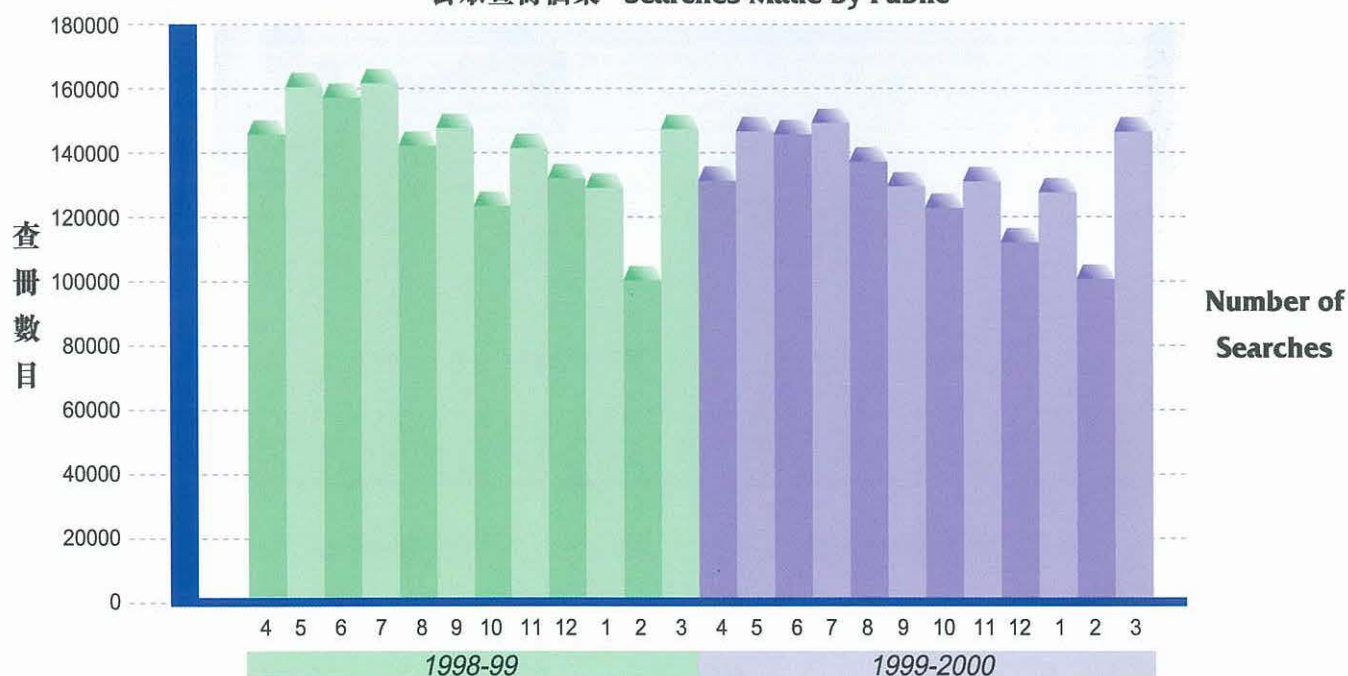
公眾查冊

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.

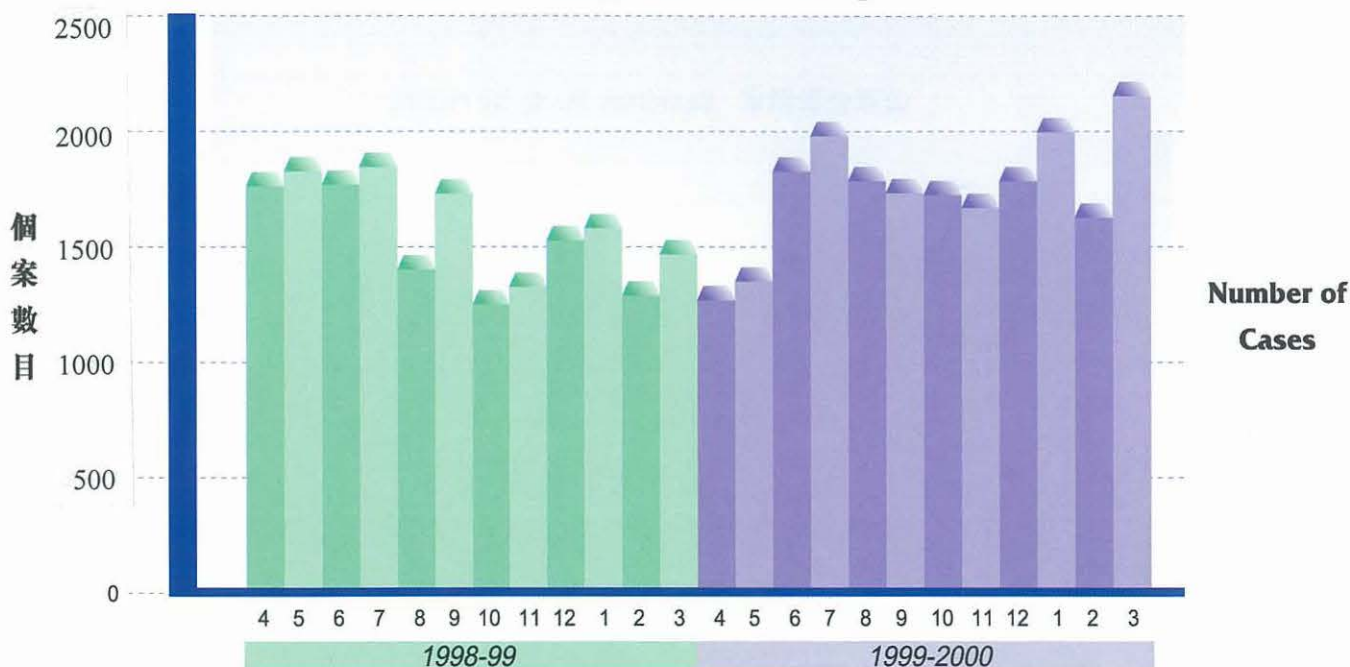
押記登記

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 overseas 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 %	百分比 %	百分比 %	百分比 %	百分比 %
	7	6	95	99	4	95	99	4
更改公司名稱 Change of company name	38	30 29	80 —	95 —	19 —	— 80	— 97	— 21
	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 overseas company) • 用微縮影片攝製文件 microfilming)	33 (本地 local) 47 (海外 overseas)	7	80	96	20	85	97	14
		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	1	95	100	5	95	100	5
	10分鐘 min.	10分鐘 min.	95	100	5	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 • 非繁忙時間 non-peak hours	不適用 N.A. 不適用 N.A.	20分鐘 min.	95	100	5	98	100	2
		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。

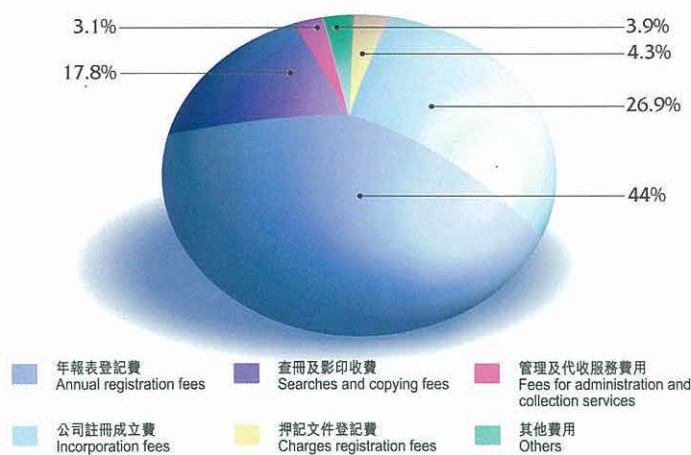
在一九九九至二零零零年度，由於本處加強檢控工作使依例遞交周年申報表的比率大增，來自逾期遞交周年申報表方面的收入則大幅度減少。可幸的是，由於客戶對本處主要服務(例如公司註冊成立、押記登記及撤銷註冊新服務)的需求有所增長，使本處的收入也相應增加，此一情況大大抵消來自逾期遞交周年申報表收入的減少。本處各項提高生產力及效率的措施亦節省了大量開支。結果，本年度的盈利仍可達4,960萬元，而回報率則為固定資產平均淨值的14%。

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.

一九九九至二零零零年營業額
1999-2000 TURNOVER



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%.

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).

對客戶的承擔

客戶需要

我們致力為客戶提供有效率及具成本效益的服務。本處十分重視客戶對本處服務的意見，並通過不同的渠道，了解客戶的需要。本處定期造訪各主要客戶，收集他們的意見，亦透過公司註冊處客戶聯絡小組，定期與客戶接觸。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成員，以及一些主要的客戶。年內，該聯絡小組共開會四次，就本處現有及正考慮提供的服務交換意見。一九九九年五月，本處進行了每年一次的獨立客戶服務調查，藉以找出須要進一步改善的地方。

在一九九九至二零零零年度，本處實行了下列各項改善服務措施：—

- 更改公司名稱的標準處理時間由12個工作天縮短為 10 個工作天。
- 擴充電腦化資料庫，並於二零零零年三月三十一日起讓客戶在本處的辦事處查閱該資料庫的資料。
- 引入法定程序，撤銷不營運但有償債能力的私人公司的註冊。這些公司的擁有人首次可以用簡單、快捷及廉宜的方法撤銷公司註冊，而無須訴諸公司成員自動清盤這個既昂貴又耗時的方法。
- 就《公司條例》作出若干修訂，以簡化或刪除遞交文件的規定，方便公司營商及遵從。
- 提供發出確認書的新服務，確定某間指定名稱的公司的不存在及一些其他公司或文件的登記狀況。

COMMITMENT TO CUSTOMERS

Customers' Needs

We are committed to providing our customers with efficient and cost-effective services. The Registry always values the comments received about its services and tries to ascertain the needs of the department's customers through various means. We pay regular visits to our major customers to collect views and opinions. Regular contact with our customers is also achieved through the Companies Registry Customer Liaison Group 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. The Group met four times during the year and is a useful vehicle for exchanging ideas and views on the Registry's existing and proposed activities. In May 1999, we conducted an annual independent customer survey to identify areas for further improvement.

During 1999-2000, we achieved the following service improvements: —

- The standard time for change of company name was shortened from 12 working days to 10 working days.
- The computerized database was expanded and made available for search by customers at the Registry's Offices with effect from 31 March 2000.
- A statutory procedure to deregister defunct solvent private companies was introduced. For the first time ever, the owners of such companies have a simple, fast and inexpensive means of deregistering these companies without having recourse to the very expensive and time-consuming option of a members' voluntary winding-up.
- A number of amendments were made to the Companies Ordinance to simplify or remove filing requirements in order to make it more business and user-friendly.
- A new service to issue letters of confirmation has been provided to confirm the non-existence of a named company and some other company or document registration status.

- 40款公司註冊處指明表格除可從本處網頁利用 Word 格式下載外，還可以利用 Dynadoc 格式下載。客戶如沒有所需的中文軟件，可利用這項新設施下載指明表格。
- 在新公司的公司註冊證書及公司更改名稱註冊證書上夾附小冊子及標貼，提醒公司履行《公司條例》中有關遞交周年申報表的責任。

溝通渠道

本處在互聯網上設置的網頁，為本處與客戶之間提供了一個非常有效的溝通渠道。平均來說，瀏覽本處網頁的人數現已增至每月大約 7,600 人次。我們定期更新及加強網頁的內容，並不時加進一些特別訊息，讓客戶了解本處的新安排及政策。舉例而言，本處已將自動清盤的統計數字加入本處網頁，並把本處網頁連結到破產管理署及稅務局的網頁，讓客戶直接查閱強制清盤的統計數字、有關商業登記及不反對有限公司申請撤銷註冊通知書的資料。此外，客戶可自本處的網頁下載指明表格。



正在更新本處的網頁
Updating our website — <http://www.info.gov.hk/cr/>

公司註冊處電話諮詢熱線 (電話：2234 9933) 為市民提供全日 24 小時服務。隨着該電話熱線愈來愈受歡迎，年內收到的電話查詢數目上升了 150%，即平均每月有大約 5,600 宗查詢。

- The 40 Companies Registry specified forms have been made available for downloading from the Registry's website in Dynadoc format as an additional option to the Word format. Customers who do not have the required Chinese software can make use of the new facility.
- Pamphlets and stickers have been attached to Certificates of Incorporation of new companies and Certificates of Incorporation on Change of Name to alert companies to their obligations to file annual returns under the Companies Ordinance.

Communication Channels

The Registry's homepage on the Internet has proved to be a very effective communication channel with our customers. The number of viewers has now grown to an average of about 7,600 per month. We regularly update and enhance the contents of the homepage, and add special messages from time to time to draw the attention of customers to new arrangements and policies. For example, additional statistics on voluntary liquidations have been included on the homepage while there are hyperlinks with the homepages of the Official Receiver's Office and the Inland Revenue Department to give visitors direct access to statistics on compulsory liquidations, information on business registration and notices of no objection to applications for the deregistration of limited companies. In addition, customers can download specified forms from our homepage.

The Companies Registry Enquiry Hotline (2234 9933) provides a 24-hour non-stop service to the public. With the increase of its popularity, the number of calls received has grown by about 150% during the year, averaging some 5,600 per month.

本處現有 14 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。在一九九九至二零零零年度還新增了有關不營運但有償債能力的私人公司撤銷註冊的小冊子。本處會繼續更新小冊子的內容。這些小冊子對於幫助客戶了解本處所提供的服務，發揮很大的作用。

年內，本處代表曾就《1999年公司(修訂)條例》提供講座。有關講座由稅務局及各專業團體(包括香港律師會、香港公司秘書公會、香港會計師公會及華人會計師公會)合辦。

二零零零年三月，本處參加了由香港公司秘書公會舉辦的首屆「公司及規管機構滙報周年會議」，由本處代表主講的題目包括遞交文件的一般規定、撤銷註冊、新查冊服務及根據《公司條例》第 21 條申請特許證。

年內，本處亦經常作出有關安排，接待訪問本處的本地機構。這些機構在造訪本處期間交換的意見及經驗，對改善本處的服務及增進彼此間的了解，非常有用。

The Registry now has 14 information pamphlets covering various services such as company formation, filing requirements and company search facilities. A new pamphlet regarding the deregistration of defunct, solvent private companies was added during 1999-2000. We will continue to update the contents of pamphlets wherever appropriate. The pamphlets have proved to be very useful in helping our customers to understand the services that are available to them.

During the year, the Registry's representatives gave talks on the content of the Companies (Amendment) Ordinance 1999. The programme was co-organized by the Inland Revenue Department and various professional bodies including the Law Society of Hong Kong, the Hong Kong Institute of Company Secretaries, the Hong Kong Society of Accountants and the Society of Chinese Accountants and Auditors.

In March 2000, the Registry participated in the first Annual Conference on Corporate and Regulatory Update organized by the Hong Kong Institute of Company Secretaries. The Registry provided contributions to topics including general filing requirements, deregistration, new search services and applications for licences under section 21 of the Companies Ordinance.

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



參加香港公司秘書公會所舉辦的「公司及規管機構滙報周年會議」
Participating at the Annual Conference on Corporate and Regulatory Update organized by the Hong Kong Institute of Company Secretaries

人力資源

HUMAN RESOURCES

組織

截至二零零零年三月三十一日止，本處共有**408**名員工，其中**391**名為公務員，其餘**17**名為合約員工。在一九九九年三月三十一日，本處所聘用的員工則共有**431**名。

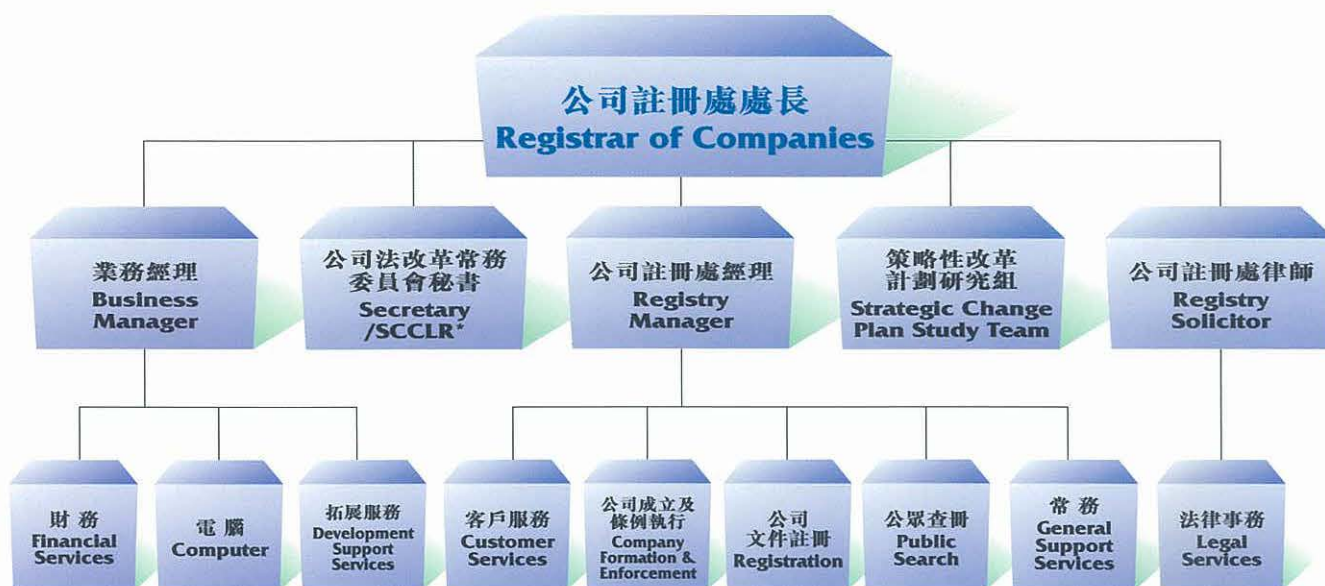
Organization

As at 31 March 2000, the Registry had a total of 408 staff, of whom 391 were civil servants and 17 were contract staff, as compared with the 431 staff employed on 31 March 1999.



截至二零零零年三月三十一日止，本處的組織架構如下：—

The Registry's organization on 31 March 2000 was as follows: —



* Standing Committee on Company Law Reform

培訓及發展

本處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。本處不時播放一些有特定主題 (例如職業安全及客戶服務) 的內部錄影帶，以便建立及加強以安全工作環境及客戶服務為本的工作文化。本處積極提供電腦方面的培訓，以加強員工對資訊科技的認識，使他們具有所需技能去應付日趨電腦化的辦公室工作。此外，本處亦十分注重管理及語文能力方面的培訓。為了善用現有的培訓資源，本處鼓勵網上學習。本處一些員工更已經登記為由公務員培訓處成立的網上學習中心的用戶。整體來說，員工在年內參加本地培訓課程的日數達 753 天，所參加的課程包括由本處籌辦的一個特別為前線及服務客戶的員工而設的普通話課程。

在一九九九至二零零零年度，一名總公司註冊主任獲頒發「公營機構人力資源管理高級證書」。該證書是由公務員培訓處及香港人力資源管理學會共同發出，以確認該人員在這方面所接受的培訓。至於海外培訓方面，一名高級公司註冊主任曾造訪武漢及宜昌的有關機構，以了解其工作情況。

人力資源管理計劃

本處曾就人力資源管理進行研究，藉以找出部門內目前及日後的重要人力資源問題。針對是次研究的結果，本處於一九九九至二零零零年度制訂了一套人力資源管理計劃。該套計劃就

Training & Development

The Registry provides training for staff of all grades to meet the department's operational requirements and promote staff development. In-house video shows on specific topics such as occupational safety and customer service are organized from time to time to help build up and reinforce a working culture based on a safe working environment and a customer-oriented service. Computer training is accorded high priority in order to promote IT awareness among staff and equip them with the necessary skills to cope with the increased use of computerization in office administration. Emphasis is also given to management and language proficiency training. In order to make better use of existing training resources, off-site learning is encouraged and a number of officers in the Registry have been registered as users of the Cyber Learning Centre organized by the Civil Service Training & Development Institute. Overall, 753 training days were undertaken by staff locally during the year including an in-house Putonghua course organized specifically for front line staff and officers responsible for customer service.

In 1999-2000, a Chief Companies Registration Officer was awarded with an Advanced Certificate on Human Resource Management in the Public Sector. The certificate was issued jointly by the Civil Service Training & Development Institute and Hong Kong Institute of Human Resource Management in recognition of the training the officer received in this field. In respect of overseas training, a Senior Companies Registration Officer attended a familiarisation visit to Wuhan and Yichang.

Human Resource Management Plan

The Registry formulated a Human Resource Management (HRM) Plan in 1999-2000 following the completion of a human resource management study which was conducted with the view of identifying on-going and strategic human resources issues. The HRM Plan attempts to address these issues and comprises a series

各項管理問題，提出一連串的改善措施。所涵蓋的範圍包括工作表現管理、員工關係及溝通、培訓和發展，以及招聘和晉升。這些措施當中有部分已獲優先推行。

在一九九九至二零零零年度，本處成立了部門協商委員會，作為管職雙方之間交換意見的正式溝通渠道。此外，本處亦定期舉行員工聯絡會議，讓每名員工每年最少有一個機會出席這類非正式的簡報敘會，與高層管理人員分享經驗。這些聯絡會議的摘要均以單張的形式傳閱，以定期匯報或簡報本處及公務員隊伍所發生的事情。此外，本處亦不時舉行部別有獎問答比賽，讓員工整體上更了解部別間的工作及目標。

直至目前為止，已推行的措施深受員工歡迎，亦是邁向改善服務效率及加強以表現為本的文化的一個步伐。以表現為本的文化建基於一些因素，當中包括管職雙方之間的互相了解。有鑑於此，本處現正擬定一本《表現管理指引》，作為本處人力資源管理措施之一，藉以加強主管人員在這方面的認識和技巧。

員工獎勵及嘉許

本處推行員工獎勵計劃，目的在於加強員工對部門服務承諾的認識和承擔，以及激勵員工不斷改善服務。該計劃共有五項活動，旨在達致下列五個不同目標：—

- **工作表現獎** — 獎勵每名員工，嘉許他們整體的工作表現；
- **最佳工作改善獎** — 獎勵個別的組別或工作隊伍，嘉許他們對改善工作效率及生產力的貢獻；

of management programmes covering aspects such as performance management, staff relations and communication, training and development, and recruitment and promotion. Some of these management programmes have been accorded a higher priority and implementation of these is in progress.

During 1999-2000, a Departmental Consultative Committee was set up to serve as a formal communication channel for the exchange of views between management and staff. In addition, staff liaison sessions are held on a regular basis whereby every staff member in the Registry has an opportunity to attend an informal briefing and experience-sharing session with the senior management at least once a year. Notes of these liaison meetings are circulated in the form of a flyer to serve as a regular update or news brief of what is happening in the Registry and in the service. Furthermore, divisional quizzes are organized from time to time to strengthen staff's overall understanding of the activities and objectives of individual divisions.

So far, the initiatives implemented have been well received by staff. They are a step towards improving service efficiency and reinforcing a performance oriented culture which is built, inter alia, on a number of factors including understanding between management and staff. With this in mind, a guide on performance management is being prepared as one of the Registry's HRM initiatives to enhance supervisors' knowledge of and skills in the subject.

Staff Motivation & Recognition

The Registry has a 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 targeted at five different levels as follows: —

- **The Registry Performance Award** — to acknowledge overall performance in the organization by awarding every member of staff;
- **The Best Work Improvement Award** — to acknowledge improvements in work efficiency and productivity by awarding specific sections/work-related teams;

- **好人好事獎** — 獎勵個別員工的模範操守及卓越處事表現；
- **最佳服務獎** — 獎勵個別的部或組，嘉許他們在特定服務上的工作表現；及
- **模範櫃檯職員獎** — 獎勵個別員工，嘉許他們為客戶提供優質服務。

在一九九九至二零零零年度，本處的服務承諾所訂的目標全部實現，每位員工因此獲得工作表現獎。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。有一點必須強調的是，雖然本處並無收到最佳工作改善獎的提名，但很多組別均已在年內進一步檢討及簡化其工作程序。

「在非繁忙時間遞交文件」這項由行政組提供的服務，獲本處主要客戶挑選為一九九九至二零零零年度最佳服務獎的得獎組別。在一九九九至二零零零年度本處的目標，是把在十分鐘內提供這項服務的個案比率提升至 **98%**，行政組能夠超越這個百分比，其員工得獎乃實至名歸。

模範櫃檯職員獎的 **11** 名得主均由前來本處辦理事務的客戶投票選出，所收到的選票達二千多張。這個獎項有助員工承諾對客戶提供有禮貌兼高效率的服務。

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，一名一般職系人員獲得長期服務公費旅行獎。此外，**12** 名在政府服務了 **20** 年或以上的不同職級的人員獲頒長期優良服務獎狀。

- **The Good People and Good Deeds Award** — to acknowledge exemplary conduct and superlative efforts of individual staff;
- **The Best Service Award** — to acknowledge specific service performance by awarding specific divisions/sections; and
- **The Best Counter Staff Award** — 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 1999-2000. As regards the Best Work Improvement Award and the Good People and 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 had further reviewed and streamlined their operating procedures in the course of the year.

“Submission of documents during non-peak hours”, a service provided by the Administration Section, was

chosen by the Registry's major customers as the deserving winner of the Best Service Award for 1999-2000. As the achievement target for providing this service within 10 minutes had been raised in 1999-2000 to 98% of total cases and the Administration Section was able to exceed the target, the award to the staff concerned was well justified.

Eleven winners of the Best Counter Staff Award were selected by the Registry's walk-in customers who submitted over 2,000 voting tickets. This award has helped to instil a commitment in our staff to provide a courteous and efficient service.

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. During the past year, one general grades officer received the travel award and 12 officers in various ranks who had served 20 years or more in the Government were given the certificates.



行政組的「在非繁忙時間遞交文件」服務奪得「最佳服務獎」
‘Submission of Documents — Non-peak Hours’ service of the
Administration Section won the Best Service Award

員工關係

本處定期舉辦各項聯誼及康樂活動，以加強員工關係，促進身心健康。這些活動深受員工及其家屬歡迎。在一九九九至二零零零年度舉辦的活動包括遊覽名勝、遊船河、聖誕晚宴及聖誕聯歡會。

Staff Relations

We regularly organize social and recreational activities to enhance staff relations and well-being. These activities are well received by staff and their family members. Activities held in 1999-2000 included outings to various interesting places, a launch picnic, and the Christmas dinner and party.



鴨洲、吉澳洲、東坪洲一日遊
A trip to Ah Chow, Kat O Chou and Tung Ping Chou



聖誕聯歡會
Christmas Party

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，本處共將 97,934 間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。此項剔除行動已於一九九九年六月底完成。而第 290A 條於一九九九年十一月十一日在《1999 年公司 (修訂) 條例》生效時被廢除。

根據《公司條例》第 291 條的規定，公司註冊處處長如有理由相信某公司並非在營業或運作中，可酌情決定是否將該不營運公司的名稱自登記冊中剔除。不過，由於根據第 291 條被剔除名稱的公司是無須繳付費用，此條條文便被很多成立及經營公司的人士所濫用，以代替清盤。這個情況所造成的結果是，本處為這些公司免費提供服務，而提供服務的成本則由納稅人所津貼。

為了補救這個被濫用的情況，《公司條例》第 291AA 條於一九九九年十一月十一日生效。新條文讓不營運但有償債能力的私人公司向公司註冊處處長申請撤銷註冊，使這類公司得以簡單、快捷及廉宜地解散。隨着第 291AA 條制定，本處已停止接納公司根據第 291 條提出的剔除名稱申請。該法定撤銷註冊程序深受私營機構歡迎。本處在一九九九年十二月收到 114 宗申請，而在二零零零年三月，申請數目已增加十倍，達到 1,164 宗。



回答有關撤銷公司註冊新服務的查詢
Answering enquiries on the new deregistration service

Striking-Off Action

Since the enactment of section 290A of the Companies Ordinance in July 1993, the Registry has struck off 97,934 companies which failed to submit annual returns for two or more consecutive years. Striking off action was completed at the end of June 1999, and section 290A was repealed when the Companies (Amendment) Ordinance 1999 came into effect on 11 November 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, as no fee is payable for a company to be struck off under section 291, this provision has been abused by many people involved in the formation and running of companies as an alternative to winding-up. The net result was that the Registry was providing a free service to these companies with the cost subsidized by the general taxpayers.

To remedy this undesirable situation, section 291AA of the Companies Ordinance came into effect on 11 November 1999. This new provision allows a defunct, solvent private company to apply to the Registrar of Companies for deregistration and enables such a company to be dissolved in a simple, fast and inexpensive way. With the enactment of section 291AA, the Registry stopped accepting applications for striking off action under section 291. The statutory deregistration procedure has been well received by the private sector. In December 1999, 114 applications were received but, by March 2000, the number of applications had increased by ten times to 1,164.

檢控

在一九九九至二零零零年度，本處對沒有履行遞交文件這項法定責任的公司及董事繼續採取檢控行動。年內，本處共發出了大約 **191,000** 封警告信。雖然須要遞交周年申報表的公司數目在年內增加大約**6%**，本處仍然能維持履行法定責任的比率在去年的水平。在一九九九至二零零零年度，有**78.91%**的公司訂明期限之內遞交周年申報表，而一九九七至九八年度及一九九八至九九年度的比率則分別為 **79.93%** 及 **78.37%**。

本處收到愈來愈多來自市民及其他政府部門涉及違反《公司條例》的投訴。這些投訴大部分是關於未有遞交周年申報表和其他法定申報表，以及這類申報表載有過時或不準確的資料。投訴個案數目由一九九七至九八年度的 **76** 宗及一九九八至九九年度的 **156** 宗，增至一九九九至二零零零年度的 **201** 宗。在檢控組進行調查之後，本處會就個別個案採取檢控行動。

在一九九九至二零零零年度，本處向沒有履行《公司條例》規定的責任的公司及董事總共發出了 **152** 張傳票，在一九九八至九九年度則發出了 **301** 張。這個向下趨勢反映出市民已普遍知道本處的加強檢控政策，以及遲交周年申報表須要繳付較高費用的後果。

Prosecutions

In 1999-2000, the Registry continued its prosecution action against companies and directors who were in default of their statutory filing obligations. A total of about 191,000 warning letters were issued during the year. While the number of companies required to file annual returns had increased by about 6% in the year, the Registry managed to maintain the compliance rate at about the same level as in the previous year. In this respect, 78.91% of companies filed their annual returns within the prescribed time limit in 1999-2000, compared with compliance rates of 79.93% and 78.37% for 1997-1998 and 1998-1999 respectively.

The Registry continued to receive an increasing number of complaints both from members of the public and other government departments concerning alleged breaches of the Companies Ordinance. The majority of these complaints concerned failure to file annual returns and other statutory returns and outdated or inaccurate information contained in such returns. The number of complaints has increased from 76 in the year 1997-1998, 156 in 1998-1999 to 201 in 1999-2000. Prosecution action was instigated in appropriate cases after investigations had been carried out by the Prosecution Section.

During 1999-2000, a total of 152 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance compared with 301 summonses in 1998-1999. This downward trend reflected increased public awareness of the Registry's expanded prosecution policy and the higher fees payable for late filing of annual returns.

制定法例

《1999年公司(修訂)條例》已於一九九九年六月三十日制定，並於一九九九年十一月十一日起實施。該條例的主要目標如下：—

- 允許私人公司在股東一致同意以及在沒有未償還債務的情況下，向公司註冊處處長申請撤銷註冊；
- 簡化申報董事資料的規定；及
- 就公司合併或集團重整訂定合併寬免。

為了配合本處的策略性改革計劃及在二零零四年推行全面電腦化的登記及查冊系統，本處已展開修訂《公司條例》的工作，以便本處能推行電子存檔、電子處理及電子查閱文件等計劃。此外，由本處負責執行的其他條例的有相關條文，本處亦會作出類似的修訂。

《2000年公司(修訂)條例》於二零零零年七月一日起實施。該條例載有一些重要修訂，其主要目的在於簡化提交文件的規定，以及使公司能以一致通過的書面決議作出某項事情，而無須為此舉行會議。

Legislation

The Companies (Amendment) Ordinance 1999 was enacted on 30 June 1999 and came into operation on 11 November 1999. The principal objectives of the Ordinance are as follows: —

- To allow private companies, with the unanimous consent of their shareholders and which have no outstanding liabilities, to apply to the Registrar of Companies to be deregistered;
- To streamline the reporting of directors' particulars; and
- To provide for merger relief when companies combine or where there is a group reconstruction.

In accordance with the Registry's Strategic Change Plan and the intention to establish a fully computerized registration and search system by 2004, preparation of the amendments to the Companies Ordinance which need to be in place to facilitate electronic filing, electronic processing and electronic searching of documents at the Registry has commenced. Similar amendments to other Ordinances under the purview of the Registry will also be required.

The Companies (Amendment) Ordinance 2000, which came into operation on 1 July 2000, contains a number of important amendments, the main purpose of which is to streamline the filing requirements, enable companies to pass unanimous written resolutions and dispense with the holding of meetings.

未來發展

FUTURE DEVELOPMENT

策略性改革計劃

本處的目標是設置一個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。為實現這個理想，本處於一九九八年十月成立了策略性改革計劃研究組，全面檢討本處目前的運作及工作程序，以及評估電子存檔、電子處理和電子查閱資料這三個主要推動改革方法所造成的影響。

該研究組於一九九九年五月提交了一份策略性改革計劃中期報告，概述研究進度及研究結果，並提出法例修訂、工作程序及流程的初步建議，以實施這些主要推動改革方法。本處亦考慮利用文件影像處理技術，將遞交本處的紙張文件轉換為電子影像，以及推行工作流程管理系統。

由於本處業務及運作的策略性改革將來主要有賴資訊科技推動，本處已聘請顧問進行一項「資訊系統策略研究」，向該研究組提供技術支援。該顧問須要評估本處在資訊科技方面的發展機會，並建議一套部門資訊系統策略，載述所需的資源及推行時間表，以應付本處的資訊需要，並配合本處的業務目標，即在二零零四年推行三個主要推動改革方法。資訊系統策略研究於二零零零年一月展開，並於二零零零年五月完成。

資訊系統策略研究顧問已檢討過該策略性改革計劃中期報告，並認同由策略性改革計劃研究組提出的初步建議。資訊系統策略研究報告第 I 部分已於二零零零年三月發表，該部分已檢討及提出 13 個在資訊科技方面的發展機會，以供推行各項與改善基本設施、文件影像處理、電子文件登記及處理公司註冊成立等有關的計劃。

Strategic Change Plan

The Registry aims to establish a fully computerized 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 Strategic Change Plan (SCP) 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 produced a SCP Interim Report in May 1999 summarizing the study progress, findings and preliminary proposals for legislative amendments and the operational procedures and workflow to implement the key change drivers. The application of document imaging to convert documents submitted in paper form into electronic images and workflow management system were also considered.

As the strategic change to the Registry's business and operations will be largely IT-driven, the Registry commissioned a consultant to conduct an Information Systems Strategy Study (ISSS) to provide technical support to the study team. The consultant was required to assess the Registry's IT opportunities and recommend a departmental Information Systems Strategy (ISS) setting out the resources and the implementation timeframe required to meet the Registry's information needs and support its business objectives of implementing the three key change drivers by 2004. The ISSS commenced in January 2000 and was completed in May 2000.

The ISSS consultant has reviewed the SCP Interim Report and endorsed the preliminary proposals made by the SCP Study Team. Part I of the ISSS Report which has reviewed and identified 13 IT opportunities for implementing enhancements to the infrastructure, document imaging, electronic document registration and incorporation processing, etc. was delivered in March 2000.

資訊系統策略研究顧問建議分兩階段發展及推行「公司註冊處綜合資訊系統」。這個資訊系統的第一階段將於二零零三年七月推行，推行項目包括更換現有的電腦系統、改善基本設施、轉換資料、文件影像處理、工作程序自動化及電子查閱資料。而第二階段將於二零零四年八月推行，項目包括以電子方式登記及處理公司註冊成立。一項為期六個月的可行性研究將於二零零零年十月進行，以進一步考慮本處對新資訊系統及推行時間表的要求。

資訊系統策略研究顧問的建議已納入本處在二零零零年六月製備的策略性改革計劃的最後報告。策略性改革計劃載有各項詳細建議，簡化及重新設計工作程序、簡化遞交文件規定的法例修訂，以及順利過渡至全面電腦化運作所需的其他措施及計劃。策略性改革計劃的最後報告已獲財經事務局局長通過。本處現正籌備推行該計劃。

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》，確保該條例符合商界及監管機構的需要。該委員會由本處提供秘書處服務，年內共召開八次會議，商討多項修訂《公司條例》的建議。有關該委員會的工作詳情，可參閱該委員會第 16 號年報。

在本年內，該委員會用了大部分時間進一步研究及審議「公司條例全面檢討顧問研究報告」所載的建議。該委員會的報告則於二零零零年二月二十三日發表及可於本處索取。該報告表達了該委員會對顧問建議的意見，並提出多項獨立建議。法例修訂建議包括法例結構上的改

The ISSS consultant recommended the development and implementation of an Integrated Companies Registry Information System (ICRIS) in two phases. Phase I of the ICRIS which includes the replacement of existing computer systems, infrastructure enhancement, data conversion, document imaging, business process automation and electronic searching will be implemented in July 2003. Phase II which includes the implementation of electronic registration and incorporation processing will be implemented in August 2004. A six-month feasibility study will be carried out in October 2000 to further consider users' requirements for the new information systems and the implementation timetable.

The recommendations of the ISSS consultant have been incorporated in the Registry's SCP Final Report produced in June 2000. The SCP will contain comprehensive proposals for streamlining procedures and re-engineering the business process, legislative amendments to simplify filing requirements and other initiatives and projects that are essential for a smooth transition to a fully computerized operation. The SCP Final Report has been endorsed by the Secretary for Financial Services. We are now taking action to implement the SCP.

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 16th Annual Report.

Further research into and consideration of the recommendations set out in the Consultancy Report on the Overall Review of the Companies Ordinance has taken up most of SCCLR's time during the year. The SCCLR's Report expressing the Committee's opinions on the recommendations of the Consultant and making a large number of independent recommendations, was published

變，以便法律得以簡化及現代化；亦包括加強保障股東及債權人的權利以及更新與公司董事有關的法例規定。這些法例修訂的首個階段的法律草擬指示正在草擬中，有關條例草案可望於二零零一年中提交立法會。

公司管治檢討

二零零零年三月八日，財政司司長宣布公司法改革常務委員會會就香港的公司管治作出檢討。該委員會在二零零零年四月一日的會議席上，同意成立三個與董事、股東以及會計和審計（隨後改名為公司申報）有關的小組委員會，以便進一步檢討公司管治。該三個小組委員會現正制訂其工作計劃及擬定進一步研究的範疇。

on 23 February 2000 and is available on request at the Registry. Recommended legislative amendments cover both structural changes to streamline and modernize the law and recommendations to enhance shareholder and creditor protection and update the requirements regarding directors. Action is now being taken to prepare drafting instructions for the first phase of these amendments, and it is hoped that a Bill can be presented to the Legislative Council in mid-2001.

Corporate Governance Review

On 8 March 2000, the Financial Secretary announced that the SCCLR would be undertaking a major review of corporate governance in Hong Kong. At its meeting on 1 April 2000, the SCCLR agreed to form three sub-committees regarding Directors, Shareholders and Accountancy and Audit (subsequently retitled Corporate Reporting) to take the corporate governance review forward. The three sub-committees are currently formulating their work programmes and identifying areas for further research and study.

公共關係

PUBLIC RELATIONS

國際聯繫

為使本處客觀地評估本處所訂的服務標準及工作表現，並分享其他國家在提供及發展公司註冊服務方面的經驗，本處與其他地區的公司註冊處經常保持聯繫。年內，本處接待了八批訪客，包括來自內地的七個政府部門及香港特別行政區政府在日本委聘的關西區顧問。

International Liaison

To enable the Registry to objectively assess its standards and performance, and share experiences regarding the provision and development of corporate registration services in other countries, contacts with other jurisdictions are maintained. During the year, the Registry played host to eight groups of visitors including seven government departments from the Mainland and a Kansai Region

Consultant engaged by the HKSAR government in Japan.



內地上市公司高級管理人員研討班訪問本處
Visit by the Participants of the Training Programme for Mainland-Listed Companies Officers



廣州市工商行政管理局代表團訪問本處
Visit by Delegation from the Guangzhou Municipal Administration for Industry & Commerce

社會責任

本處曾組成一支有25名員工的隊伍，參加在一九九九年十二月十二日由香港會計師公會舉辦的山頂百萬行，為「母親的抉擇」籌款。「母親的抉擇」是一個本地慈善機構，負責照顧權利受剝奪的嬰孩和兒童以及面臨未婚懷孕危機的母親。該活動由財政司司長曾蔭權先生主持開步儀式。在這次活動中，本處共籌得**11,900**元善款。

Social Responsibility

The Registry formed a team consisting of 25 staff members to join the Hong Kong Society of Accountants Charity Walk at the Peak on 12 December 1999 to raise funds for Mother's Choice, a local charity which cares for underprivileged babies and children and mothers facing crisis pregnancies. The Hon Donald TSANG, the Financial Secretary officiated at the event. As a result, the Registry raised \$11,900 for the charity.



參加香港會計師公會舉辦的慈善步行
Participation in a Charity Walk organized by the Hong Kong Society of Accountants

環境保護

ENVIRONMENTAL PROTECTION

作為一個對社會負責的部門，本處致力為環境保護作出貢獻。為此，本處承擔推行下述環保政策：——

採取良好的環保措施

- 確保能源及物料均妥善使用
- 鼓勵採取三項使用物料原則 — 減少廢物、廢物再用、循環再造
- 購買環保產品

員工參與

- 提高僱員的環保意識，鼓勵他們採取環保措施

遵從有關規定

- 遵從有關環保的法例、規例及標準

廢物管制

- 盡量減少廢物，並確保廢物得到妥善處理

長遠的政策

- 採用現代環保技術，為客戶提供高效率、具成本效益及優質的服務和設施，以完成本處的使命
- 確保現有及新採用的工作程序對環境可能造成的惡劣影響減至最小
- 繼續尋求方法提高本處對環保的貢獻

環境管理

- 安排由獨立專家進行環境審計工作

As a socially-responsible department, the Registry does its best to contribute to environmental protection. In this respect, we are committed to the following environmental policies: ——

Adoption of Good Practices

- Ensure the efficient use of energy and materials
- Encourage the practice of the three R principles — Reduce, Reuse and Recycling of materials
- Practise more green purchasing

Staff Participation

- Maintain a high level of environmental awareness amongst employees and encourage them to practise green environmental measures

Compliance

- Comply with legislation, regulation and standards on environmental protection

Waste Control

- Minimise waste and contaminants and ensure the safe handling of waste produced

On-going Efforts

- Fulfil the Registry's mission to provide customers with efficient, cost-effective and quality services and facilities through the adoption of environmental friendly modern technologies
- Ensure that existing as well as new operational processes have the lowest possible adverse impact on the environment
- Continue to find ways to improve the Registry's environmental performance

Environmental Management

- Ensure an independent and expert check by conducting environmental audits

本處明白，促進環保的主要因素是提高員工的環保意識，以及確保他們通力合作。因此，本處委任一名環保經理及四名助理環保經理，協助本處向員工傳達環保訊息。本處會每半年向員工以通告形式傳達本處的環保措施，並提醒他們須在環保方面作出貢獻。

The Registry recognises that a major factor in promoting environmental protection is raising the awareness of and ensuring the co-operation of staff. In this connection, we have one green manager and four assistant green managers who help to convey environmental protection messages to staff. Green housekeeping measures are re-circulated to staff twice a year so that they are regularly reminded of their role in contributing to environmental protection.

本處採取環保措施包括下文所述各項：—

The green measures adopted by the Registry include the following: —

	本處採取環保措施的程度 Extent of adoption in the Registry	2000 年的目標 Targets for 2000
(a) 減少廢物 Waste Minimization <ul style="list-style-type: none"> • 利用已使用紙張的空白一面草擬文件 Using blank side of used paper for drafting • 使用循環再造紙張 / 無木漿紙張 Using recycled/woodfree paper • 使用舊信封或可多次使用的環保信封 Re-using envelopes or using transit envelopes • 使用可替換筆芯的原子筆 Using refillable ball pens • 使用可循環再用的激光打印機色粉盒 Using recyclable laser printer cartridges • 在再次傳閱文件時，使用舊有的各套文件傳閱 Using old sets of documents for re-circulation 	<p>93%</p> <p>由 1999 年最後一季開始 starting from last quarter of 1999</p> <p>86%</p> <p>94%</p> <p>97%</p> <p>89%</p>	<p>95%</p> <p>100%</p> <p>93%</p> <p>99%</p> <p>97%</p> <p>92%</p>
(b) 回收廢物以便循環使用 / 再次使用 Waste Recovery for Recycling/Reuse <ul style="list-style-type: none"> • 收集廢紙 Collection of waste paper • 收集使用過的打印機色粉盒 Collection of used printer cartridges 	<p>91%</p> <p>100%</p>	<p>93%</p> <p>100%</p>
(c) 節省能源 Energy Conservation <ul style="list-style-type: none"> • 確保在辦公時間外關掉燈光、影印機等 Routine checking to switch off lights, photocopiers etc. outside office hours 	<p>93%</p>	<p>94%</p>
(d) 在節日裏所採取的措施 Measures at Festive Seasons <ul style="list-style-type: none"> • 使用舊有的裝飾物品 Re-using decorative materials 	<p>92%</p>	<p>93%</p>

此外，本處已將環保措施納入工作安排。舉例而言，在整個工序中，盡量只使用一套工作紙張作記錄用途；鼓勵客戶在提交文件時不要寄上附函；當電腦終端機、縮微膠卷沖洗機、縮微膠片複製機及其他設備不在使用時，關掉這些機器和設備。

本處其中一類較特別的工序是複製縮微膠片，供客戶及本處職員使用。在複製過程中會產生化學廢物。依照《廢物處置條例》(第354章)的規定，本處有關的組別已向當局登記為廢物產生者，並已取得登記證。本處亦根據《水污染管制條例》(第358章)向當局取得牌照，容許本處將污水排放入香港水域。為遵從有關規例的規定，縮微膠卷沖洗機已經妥善改裝，以便化學廢物可以排放入特別容器。環境保護署的廢物收集承辦商會定期收集，及適當處置這些廢物。本處的微型縮影組亦正查核其他化學品應否分類為化學廢物，以便採取適當的措施處置這些廢物。至於縮微膠片副本和複印本，本處的員工會密切監察其製造數量，避免浪費資源。

本處過往須要使用縮微膠片來核對遞交本處的文件。隨着本處的資料庫擴充工作完成，本處的員工可利用該資料庫核對文件，從而減少製造縮微膠片的數量。

由二零零零年開始，本處會邀請部門以外的專家對本處進行獨立的環境審計工作，以評估本處在環保方面的表現。

Furthermore, we have incorporated green measures into operational arrangements, for example, keeping the number of worksheets to a minimum of one set for use in all steps in a work cycle; encouraging customers not to send covering letters when filing documents; and switching off computer terminals, rollfilm processors and microfiche duplicators and other equipment whenever they are not in use.

One of the Registry's specific activities is the production of microfiche copies for use by customers and our staff. During this process, chemical waste is produced. In compliance with the Waste Disposal Ordinance (Cap. 354), the section concerned has already registered as a chemical waste producer and obtained a waste disposal licence under the Water Pollution Control Ordinance (Cap. 358). In order to comply with the related regulation, the rollfilm processor has been duly modified to allow the chemical waste to be drained into special containers. The waste is collected regularly by the waste collector, a contractor of the Environmental Protection Department, for proper disposal. The Microfilm Section is also checking whether some other chemicals should be classified as chemical waste so that relevant waste disposal measures can be taken. For the production of microfiche or hard copies of documents, our staff monitor the wastage rate closely so that there is a minimum waste of resources.

In the past, a large number of microfiche copies were required to check documents submitted to the Registry. With the completion of the department's database expansion, our staff can use the database for checking documents thereby reducing the number of microfiche copies which need to be produced.

For the purpose of having an independent assessment of the Registry's environmental performance, environmental audits by outside experts will start in 2000.

附錄 A

Appendix A

工作量統計數字

Workload Statistics

附錄 B

Appendix B

周年帳目表

Annual Accounts

附錄 C

Appendix C

審計署署長報告

Report of the Director of Audit

附錄 A

APPENDIX A

工作量統計數字

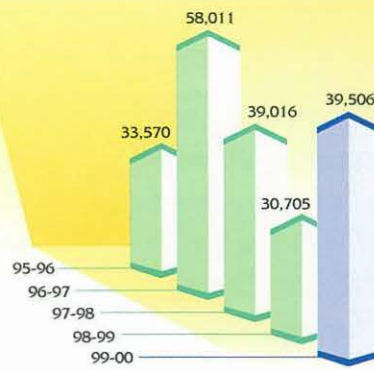
Workload Statistics

截止 3 月 31 日止年度

Year to 31 March

		2000	1999	增 / 減百分比 % Change %
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public	364	306	19.0
— 私人公司	— private	39,142	30,399	28.8
登記的海外公司	Overseas companies registered	683	586	16.6
公司文件登記	General Registration of Documents			
所收到的押記	Charges received	21,570	19,464	10.8
所收到的文件	Documents received	1,458,851	1,464,802	(0.4)
更改名稱申請書	Change of name applications	10,393	8,480	22.6
自動清盤通知書	Voluntary liquidation notices	2,909	3,561	(18.3)
查冊設施	Search Facilities			
查冊個案	Searches made	1,634,010	1,743,030	(6.3)
檢控	Prosecution			
發出傳票	Summonses issued	152	301	(49.5)
定罪率	Conviction rate	52%	63%	(17.5)
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	1,443	5,405	(73.3)
— 因不經營業務	— for not carrying on business	10,129	16,459	(38.5)

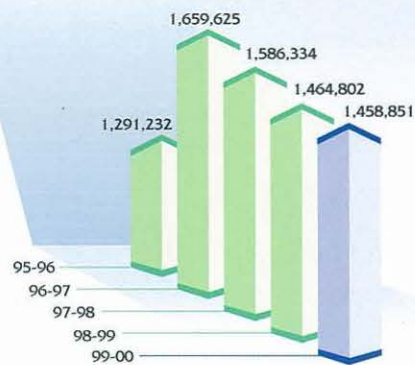
註冊成立公司總數
Number of Companies
Incorporated



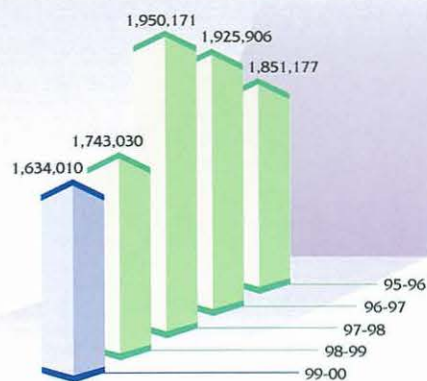
押記登記數目
Charges Received for
Registration



遞交登記文件數目
Documents Received
for Filing



查冊數目
Number of Searches
Made



附錄 B

APPENDIX B

周年帳目表

Annual Accounts

公司註冊處營運基金

截至 2000 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 2000**

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 2000 年 3 月 31 日止年度 for the Year Ended 31 March 2000

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2000	1999
營業額	Turnover	(3)	253,898	276,413
運作成本	Operating costs	(4)	(191,961)	(184,711)
運作盈利	Profit from operations		61,937	91,702
其他收入	Other income	(5)	6,102	6,642
融資成本	Finance cost	(6)	(10,155)	(14,202)
除稅前盈利	Profit before tax		57,884	84,142
稅款	Taxation	(7)	(8,285)	(11,522)
除稅後盈利	Profit after tax		49,599	72,620
股息	Dividend	(8)	(14,880)	(21,786)
保留盈利	Profit retained		34,719	50,834
固定資產回報率	Rate of return on fixed assets	(9)	14.1%	20.0%

除了除稅後盈利外，年內並沒有其他確認損益。

There were no recognised gains or losses other than the profit after tax for the year.

第五十頁至五十六頁之註釋亦為此帳目的一部分。

The notes on pages 50 to 56 form part of these accounts.



貝思義

署理公司註冊處處長暨
 公司註冊處營運基金總經理
 二零零零年九月十一日

J S Bush

Acting Registrar of Companies and
 General Manager
 Companies Registry Trading Fund
 11 September 2000

公司註冊處營運基金資產負債表
Companies Registry Trading Fund Balance Sheet

在 2000 年 3 月 31 日的結算 as at 31 March 2000

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)	註釋 Note	2000	1999
資產			
非流動資產			
固定資產	(10)	407,689	418,142
流動資產			
應收帳款及預付款項		1,584	1,506
應收有關連機構帳款		1,154	1,005
銀行存款		98,300	91,400
現金及銀行結餘		1,594	2,511
		102,632	96,422
流動負債			
短期借款	(11)	(27,670)	(27,670)
應付帳款		(8,038)	(6,352)
應付有關連機構帳款		(27,709)	(33,217)
應付稅款		(1,854)	(1,634)
擬發股息		(14,880)	(21,786)
		(80,151)	(90,659)
流動資產淨額		22,481	5,763
總資產減去流動負債		430,170	423,905
非流動負債			
遞延稅款	(12)	(2,565)	(3,349)
政府貸款	(13)	(83,010)	(110,680)
淨資產		344,595	309,876
資本及儲備			
營運基金資本	(14)	138,460	138,460
保留盈利	(15)	206,135	171,416
		344,595	309,876

第五十頁至五十六頁之註釋亦為此帳目的一部分。

The notes on pages 50 to 56 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 2000 年 3 月 31 日止年度 for the Year Ended 31 March 2000

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)	註釋 Note	2000	1999
營運項目	Operating activities		
運作盈利	Profit from operations	61,937	91,702
折舊及攤銷	Depreciation and amortisation	15,743	12,279
應付帳款的增加	Increase in creditors	1,061	786
應付有關連機構 帳款的減少	Decrease in amounts due to related parties	(3,219)	(285,867)
應收帳款及預付 款項的增加	Increase in debtors and prepayments	(99)	(306)
應收有關連機構 帳款的(增加) / 減少	(Increase)/ Decrease in amounts due from related parties	(149)	295
因營運項目之現金 流入 / (流出) 淨額	Net cash inflow/(outflow) from operating activities	75,274	(181,111)
投資收入及融資成本	Returns on investments and servicing of finance		
利息收入	Interest received	6,123	7,836
利息支出	Interest paid	(12,508)	(16,031)
股息支出	Dividend paid	(21,786)	(16,923)
因投資收入及融資 成本之現金流出淨額	Net cash outflow from returns on investments and servicing of finance	(28,171)	(25,118)
稅款	Taxation		
已付利得稅	Profits tax paid	(8,849)	(12,307)
稅款回扣	Tax rebate	—	1,098
已付稅款	Tax paid	(8,849)	(11,209)

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2000	1999
投資項目	Investing activities			
購買固定資產	Purchase of fixed assets		(4,601)	(15,521)
售賣固定資產	Disposal of fixed assets		—	90
因投資項目之現金 流出淨額	Net cash outflow from investing activities		(4,601)	(15,431)
未計融資前之現金 流入／(流出) 淨額	Net cash inflow /(outflow) before financing		33,653	(232,869)
融資	Financing			
償還貸款	Loan repayments	(16)	(27,670)	(27,670)
因融資之現金流出淨額	Net cash outflow from financing		(27,670)	(27,670)
現金及等同現金的 增加／(減少)	Increase/(Decrease) in cash and cash equivalents		5,983	(260,539)
現金及等同現金在 1999 年 4 月 1 日之結餘	Cash and cash equivalents at 1 April 1999		93,911	354,450
現金及等同現金在 2000 年 3 月 31 日之結餘	Cash and cash equivalents at 31 March 2000	(17)	99,894	93,911

第五十頁至五十六頁之註釋亦為此帳目的一部分。

The notes on pages 50 to 56 form part of these accounts.

帳目註釋

(除特別註明外，以港幣千元位列示)

1. 公司註冊處營運基金的地位

前立法局在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。本處為客戶提供服務與設施以辦理有限公司註冊及登記和查閱公司文件。

2. 會計政策

(a) 會計基準

本帳目是根據香港公認會計原則製備。

(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前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的第一天開始分5年攤銷。

(d) 遞延稅款

對於因固定資產加速折舊免稅額所引致的重大時差會採用遞延稅款計算，在可見將來不會實現的負債則不包括在內。

(e) 收入的確認

服務收費是在提供服務時確認入帳。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》(第430章)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，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 ON THE ACCOUNTS

(Expressed in thousands of Hong Kong dollars unless otherwise stated)

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). The Companies Registry provides our customers with services and facilities to incorporate companies and to register and examine company documents.

2. Accounting policies

(a) Basis of accounting

The accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong.

(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 beginning of the month they are commissioned into service.

(d) Deferred tax

Provision is made for deferred tax in respect of all material timing difference attributable to accelerated depreciation allowances on fixed assets except where it is considered that no liability will crystallize in the foreseeable future.

(e) Revenue recognition

Revenue is recognised as 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 (Cap. 430). During the year, the Trading Fund has entered into 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

		2000	1999
押記文件登記費	Charges registration fees	10,839	10,048
公司註冊成立費	Incorporation fees	68,376	52,505
年報表登記費	Annual registration fees	111,595	150,347
查冊及影印收費	Searches and copying fees	45,307	47,270
管理及代收服務費用	Fees for administration and collection services	7,910	8,053
其他費用	Other fees	9,871	8,190
		253,898	276,413

4. 運作成本 Operating costs

		2000	1999
員工費用	Staff costs	155,683	147,622
一般運作開支	General operating expenses	16,101	19,689
電腦開支	Computer expenses	3,188	3,954
中央行政間接費用	Central administration overheads	899	844
折舊及攤銷	Depreciation and amortisation	15,743	12,279
審計師酬勞	Auditor's remuneration	347	323
		191,961	184,711

5. 其他收入 Other income

		2000	1999
銀行存款利息	Interest from bank deposits	6,102	6,552
售賣固定資產的利潤	Profit on disposal of fixed assets	—	90
		6,102	6,642

6. 融資成本 Finance cost

		2000	1999
利息	Interest on		
已償還及一年內 應償還之政府貸款	Government loan repaid and repayable within one year	3,117	3,580
一年後應償還之 政府貸款	Government loan repayable after one year	7,038	10,622
		10,155	14,202

7. 稅款 Taxation

名義利得稅是按 16% 稅率計算 (1999 年 : 16%)。本處會把一筆款項支付予政府，以代替按照《稅務條例》(第 112 章) 規定計算的利得稅。對於因固定資產加速折舊免稅額所引致的重大時差會採用遞延稅款計算，在可見將來不會實現的負債則不包括在內。

Notional profits tax is provided at the rate of 16% (1999 : 16%). A payment in lieu of profits tax calculated on the basis of the provisions of the Inland Revenue Ordinance (Cap. 112) will be made to the Government. Provision is made for deferred tax in respect of all material timing difference attributable to accelerated depreciation allowances on fixed assets except where it is considered that no liability will crystallize in the foreseeable future.

		2000	1999
名義利得稅	Notional profits tax	9,069	9,620
年內遞延稅款	Deferred tax for the year		
因時間差異所作準備	Provision for the timing differences	(784)	3,010
因利得稅率改變所作調整	Adjustment due to a change of profits tax rate	—	(10)
		(784)	3,000
減去：稅款回扣	Less: Tax rebate	—	(1,098)
年內稅款	Taxation for the year	<u>8,285</u>	<u>11,522</u>

8. 股息 Dividend

應付港幣 1,488.0 萬元作股息給政府 (1999 年 : 港幣 2,178.6 萬元)。

An amount of HK\$14,880,000 (1999 : HK\$21,786,000) is payable as dividend to the Government.

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

固定資產回報率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。公司註冊處營運基金的目標是要達到由財政司司長所釐定的每年百分之十的目標回報率。

The rate of return on fixed assets is calculated as the percentage of operating profit and interest income after taxation to Average Net Fixed Assets (ANFA). The Companies Registry Trading Fund aims to achieve a target return of 10% per annum as determined by the Financial Secretary.

10. 固定資產 Fixed assets

		土地及 建築物	電腦 系統	傢具 及裝置	辦公室及 特殊器材	部門 自用車輛	總值
		Land & building	Computer system	Furniture & fittings	Office & specialist equipment	Office car	Total
成本或估價	Cost or valuation						
在 1999 年 4 月 1 日	At 1 April 1999	398,511	59,464	16,651	2,206	130	476,962
增加	Additions	—	5,262	28	—	—	5,290
售賣	Disposals	—	—	—	—	—	—
在 2000 年 3 月 31 日	At 31 March 2000	<u>398,511</u>	<u>64,726</u>	<u>16,679</u>	<u>2,206</u>	<u>130</u>	<u>482,252</u>
累計折舊／攤銷	Aggregate depreciation/amortisation						
在 1999 年 4 月 1 日	At 1 April 1999	23,696	22,338	11,793	863	130	58,820
年內費用	Charge for the year	4,445	8,500	2,471	327	—	15,743
售賣後撥回	Written back on disposals	—	—	—	—	—	—
在 2000 年 3 月 31 日	At 31 March 2000	<u>28,141</u>	<u>30,838</u>	<u>14,264</u>	<u>1,190</u>	<u>130</u>	<u>74,563</u>
帳面淨值	Net Book Value						
在 2000 年 3 月 31 日	At 31 March 2000	<u>370,370</u>	<u>33,888</u>	<u>2,415</u>	<u>1,016</u>	<u>—</u>	<u>407,689</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. 短期借款 Short term borrowings

		2000	1999
截至 3 月 31 日一年內 應付政府貸款 (請亦參閱註釋 13)	Government loan repayable within one year at 31 March (see also note 13)	<u>27,670</u>	<u>27,670</u>

12. 遞延稅款 Deferred tax

		2000	1999
在 1999 年 4 月 1 日之結餘	Balance at 1 April 1999	<u>3,349</u>	<u>349</u>
年內準備	Provision for the year	<u>(784)</u>	<u>3,000</u>
在 2000 年 3 月 31 日之結餘	Balance at 31 March 2000	<u>2,565</u>	<u>3,349</u>

13. 政府貸款 Government loan

根據前立法局 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港幣 4.1516 億元中，港幣 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，每年還款港幣 2,767 萬元，而應於 2000 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港幣 8,301 萬元為在繳付第七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 HK\$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 HK\$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 HK\$27,670,000 starting from 1 August 1994. The instalment due and payable on 1 August 2000 is shown as short term borrowing. The balance of HK\$83,010,000 shown under Government loan represents the balance of the loan after repayment of the seventh 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.

14. 營運基金資本 Trading fund capital

此為政府對公司註冊處營運基金的投資。

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

15. 保留盈利 Retained earnings

		2000	1999
在 1999 年 4 月 1 日之結餘	Balance at 1 April 1999	171,416	120,582
年內盈利	Profit for the year	49,599	72,620
應付股息	Dividend payable	(14,880)	(21,786)
在 2000 年 3 月 31 日之結餘	Balance at 31 March 2000	<u>206,135</u>	<u>171,416</u>

16. 年內融資變動分析

Analysis of changes in financing during the year

		2000	1999
在 1999 年 4 月 1 日之結餘	Balance at 1 April 1999	138,350	166,020
因融資之現金流出	Cash outflow from financing	(27,670)	(27,670)
在 2000 年 3 月 31 日之結餘	Balance at 31 March 2000	<u>110,680</u>	<u>138,350</u>

政府貸款 (包括短期借款)
Government loan (including short term borrowings)

17. 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

		2000	1999
現金及銀行結餘	Cash and bank balances	1,594	2,511
銀行存款	Placements with banks	98,300	91,400
		<u>99,894</u>	<u>93,911</u>

18. 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概述如下：

- (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港幣 1,479.0 萬元 (1999 年：港幣 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。這等服務的支出共港幣 1,400.5 萬元 (1999 年：港幣 1,694.0 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，款額達到港幣 243.7 萬元 (1999 年：港幣 330.8 萬元)。

Apart from those separately disclosed in the accounts, the other material related party transactions for the year are summarised as follows:

- (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. The total revenue derived from these services amounted to HK\$14,790,000 (1999 : HK\$14,466,000);
- (b) Services received from related parties included services on acquisition of stores, mail, printing, training, information technology, building management, rental of accommodation, central administration and auditing. The total cost incurred on these services amounted to HK\$14,005,000 (1999 : HK\$16,940,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$2,437,000 (1999 : HK\$3,308,000).

與有關連機構的交易亦如同時提供予公眾，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。

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.

19. 資本承擔 Capital commitments

在結算日，營運基金未有在帳目表中作出準備的資本承擔如下：

At the date of balance sheet, the Trading Fund had capital commitments, so far as not provided for in the financial statements, as follows:

		2000	1999
已簽約	Contracted for	7,072	1,346
已核准惟未簽約	Authorised but not contracted for	—	—
		<u>7,072</u>	<u>1,346</u>

20. 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.

附錄 C

審計署署長提交 立法會的報告書

我已完成審計刊於附錄 B 按照香港公認會計原則製備的財務報表。

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。

APPENDIX C

Report of the Director of Audit to the Legislative Council

I have audited the financial statements in Appendix B which have been prepared in accordance with accounting principles generally accepted in Hong Kong.

Respective responsibilities of the General Manager, Companies Registry Trading Fund and the Director of Audit

Under section 7(4) of the Trading Funds Ordinance (Cap. 430), the General Manager, Companies Registry Trading Fund is responsible for the submission of financial statements prepared in accordance with generally accepted accounting principles and signed by him to me. In preparing the financial statements, the General Manager, Companies Registry Trading Fund has to select appropriate accounting policies and to apply them consistently.

It is my responsibility to form an independent opinion, based on my audit, on those statements and to report my opinion to you.

Basis of opinion

I certify that I have examined and audited the financial statements referred to above in accordance with section 7(5) of the Trading Funds Ordinance and the Audit Commission auditing standards. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and 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，使我能獲得充分的憑證，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均真實而中肯地反映公司註冊處營運基金在二零零零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。

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 of the state of affairs of the Companies Registry Trading Fund as at 31 March 2000 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.

審計署署長
(審計署助理署長陳霸強代行)

香港審計署

二零零零年九月十一日

(CHAN Bar-keung)
Assistant Director of Audit
for Director of Audit
Audit Commission
Hong Kong
11 September 2000