



## 概要

回顧過去一年，本處的主要業務出現溫和增長。在二零零零年九月，本處推出「公司註冊處聯線公眾查冊系統」，讓用戶直接聯線查閱在擴充資料庫內公司的主要資料。為了向商界提供更有效率的服務，並加強香港的國際金融中心地位，本處未來數年將實行多項主要措施，包括推出使公共服務電子化的「策略性改革計劃」、以及實施「公司法檢討」與「企業管治檢討」所提出的各項建議。

## 業務情況

過去一年，本處各項主要服務的需求均有增加。與上年度比較，註冊成立的公司數目增加5%，查冊個案數目則增加3.4%。截至二零零一年三月三十一日，公司登記冊上的本地公司與海外公司總數分別達到512,357及6,220間。

## Overview

The past year has seen a moderate growth in business volumes in our core services. In September 2000, we successfully launched the Companies Registry On-line Public Search System (CROPS) which gives subscribers direct on-line access to key company information in our expanded database. To provide more efficient services to the business community and reinforce Hong Kong's status as an international financial centre, the next few years will see the implementation of a number of major initiatives. These include the Strategic Change Plan (SCP) which will bring about the electronic delivery of services and the recommendations arising from the reviews of company law and corporate governance.

## Business Volumes

Over the past year, there has been an increased demand for the Registry's key services. In 2000-01, the number of company incorporations and searches grew by 5% and 3.4% respectively over last year. As at 31 March 2001, the total number of local companies and oversea companies on our register stood at 512,357 and 6,220 respectively.

## Financial Results

The Registry attained a net surplus of \$42 million in 2000-01, representing a return of 12% on the net fixed assets employed. This surplus is 15% lower than the surplus of \$49.6 million achieved in 1999-2000, mainly due to a continued decline in exceptional income from late filing of annual returns as a result of improved levels of compliance. Over the past years, the Registry has built up a healthy level of financial reserves which

## 財務業績

在二零零零至零一年度，本處獲得4,200萬元淨盈餘，回報率為固定資產淨值的12%。這筆盈餘較一九九零至二零零零年度獲得的4,960萬元盈餘，減少15%，主要原因是準時依例遞交周年申報表的比率提高，以致來自遞交申報表的特殊收入繼續下降。過去數年，本處已累積了充裕的財政儲備。這些儲備，有助我們應付各個投資項目，以提高客戶服務的質素和效率。我們會堅守審慎的財政管理政策以進行投資計劃，維持財政健全的資產負債表，以及將收費保持於合理水平。

## 客戶服務

本處致力在舒適的環境下為客戶提供有效率、禮貌及專業的服務。在二零零零至零一年度，我們的服務全部達到或超出標準。為此，本處已提高某些服務的標準。舉例而言，在二零零一至零二年度，海外公司及有關文件登記的標準處理時間分別為25及8個工作天，二零零零至零一年度則分別為29及9個工作天。本處定期監察實際工作表現能否符合所訂標準，並且每年公布成績。我們透過客戶聯絡小組、一年一度的客戶服務調查、以及客戶訪問，定期收集有關資料，以改善服務。一如過往，本人再次感謝客戶聯絡小組全體成員在二零零零至零一年度的服務及貢獻。

will help finance our expenditure on capital projects in order to improve the quality and efficiency of services provided to our customers. We will uphold our prudent financial management policy in investing capital projects, maintaining our strong balance sheet and keeping our fees at a very reasonable level.

## Customer Services

We are committed to providing our customers with an efficient, courteous and professional service in a pleasant environment. We either met or well exceeded our performance targets in 2000-01 and, in view of this, have set improved targets for some services. For example, our standard time for registration of overseas companies and their documents are 25 and 8 working days respectively in 2001-02, compared with the 29 and 9 working days respectively required in 2000-01. The Registry regularly monitors performances against targets and publishes the results annually. Through our Customer Liaison Group, the annual customer survey and visits paid to customers, we gather the information necessary to enhance our services regularly. As always, I would like to record my gratitude to all members of the Customer Liaison Group for their service and contributions throughout 2000-01.



## 工作效率與生產力

政府的資源增值計劃目標是希望到二零零二至零三年度時，所節省的累積開支，達到經常開支的5%。截至二零零一年三月三十一日，本處節省的累積開支達到1,230萬元，相等於經常開支的6.5%。至於二零零一至零二年度，我們希望藉資源增值計劃，節省開支80萬元，相等於經常開支的另一個0.4%。預算在二零零二至零三年度時，所節省的累積開支應可達到大約8%，遠遠超出5%目標。本處的生產力是按每人每一工作天的加權生產量計算。本處在二零零零至零一年度的整體生產力較一九九九至二零零零年度上升8%。我們會繼續致力提高工作效率與生產力。

## 聯線服務

二零零零年九月，本處設置「公司註冊處聯線公眾查冊系統」，讓客戶直接查閱在擴充資料庫內公司的主要資料。該查冊系統亦提供線上訂購縮微膠片服務，以支援傳統的查閱公司資料服務，並用以收取用戶的查冊費用。本處會繼續着重電腦軟件的管理及運用，並且採取積極措施，確保達到政府所訂的知識產權履行標準。

## 策略性改革計劃

「策略性改革計劃」的目標是設立一個全面電腦化的公司註冊處，以提高客戶服務質素，及配合政府的「數碼 21 新紀元」資訊科技策略。該計劃的一個重要組成部分「公司註冊處綜合資訊系統」，將會分兩階段發展。第一階段預計於二零零三年九月完成，發展項目包括更換現有的電腦系統、設置文件影像處理系統、聯線查閱本處資料庫內備存的註冊公司最新資料或電子文件影像。第二階段包括以電子方式辦理文件登記及註冊成立新公司，以及設置客戶服務支援系統。

## Efficiency and Productivity

The target of the Government's Enhanced Productivity Programme (EPP) is to achieve an overall savings of 5% in recurrent expenditure by the year 2002-03. Up to 31 March 2001, we achieved cumulative savings of \$12.3 million, or 6.5% of our recurrent expenditure. For 2001-02, we aim to deliver EPP savings of \$0.8 million, representing another 0.4% savings in recurrent expenditure. By the year 2002-03, our cumulative EPP savings should reach about 8%, well exceeding the 5% target. The department measures productivity of its activities in terms of weighted output per manday. The department's overall productivity in 2000-01 increased by 8% compared to 1999-2000. We will continue to strive for improvements in efficiency and productivity.

## On-line Services

In September 2000, we launched CROPS giving subscribers direct on-line access to key company information in our expanded database. CROPS also provides an on-line microfiche ordering facility that supports conventional search for company information and a means for collecting search fees from the subscribers. We will continue to place high priority on the management and use of computer software and take active measures to ensure that the department adheres to the Government's intellectual property compliance standards.

## Strategic Change Plan

The objective of the SCP is to establish a fully computerised Registry to enhance the delivery of quality service to customers and align with the Government's "Digital 21" information technology strategy. An integral part of the SCP is the Integrated Companies Registry Information System (ICRIS) which will be developed in two phases. Phase I, estimated to be completed by September 2003, will include the replacement of the existing computer systems, document imaging, and online searches on current data or electronic document images of registered companies kept in the Registry's database. Phase II will include



當這階段在二零零四年十月完成後，客戶便可以採用電子方式註冊成立新公司，並能透過聯線向本處遞交文件。在二零零一年二月，本處開設一個級別屬首長級薪級第一點的「拓展經理」職位，並設立「拓展部」及「資訊科技部」，目的是落實「策略性改革計劃」並於拓展本處的業務時推廣資訊科技的使用。我們希望在二零零一年最後一季招標發展「公司註冊處綜合資訊系統」。

## 其他法律、政策及規管問題

本處的角色與職能已超越「傳統」的公司註冊處。本處現時負責處理的各種法律、政策及規管問題，範圍至為廣闊。本處是推動公司法改革的主要政府機構，在全面檢討《公司條例》方面扮演重要角色。再者，由於公司法改革常務委員會正在全面檢討香港的企業管治，而且本處為該委員會提供秘書處服務，本處因此在策劃與統籌檢討方面扮演極重要角色。此外，本人是財政司司長在香港會計師公會理事會的代表。以此身分，本人有責任確保公會適當地顧及公眾利益。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。

the implementation of electronic document registration and incorporation, and a customer service support system. On the completion of this phase in October 2004, companies will be able to incorporate companies electronically and submit documents to the Registry on line. In February 2001, we created a post of Development Manager at the Directorate D1 level and established a Development Division and Information Technology (IT) Division in order to implement the SCP and promote the use of IT in developing the Registry's business. We aim to invite tenders to develop ICRIS in the last quarter of 2001.

## Other Legal, Policy and Regulatory Issues

The Companies Registry's role and functions, however, extend far beyond those of a "traditional" companies registry and it is now responsible for a wide range of legal, policy and regulatory issues. The department is the Government's principal authority on company law reform and is playing a key role in the overall review of the Companies Ordinance. Furthermore, as the Standing Committee on Company Law Reform (SCCLR) is undertaking an overall review of corporate governance in Hong Kong, and the Companies Registry provides the secretariat for the SCCLR, the department has a critically important role in planning and co-ordinating the review. In addition, I represent the Financial Secretary on the Committee of the Hong Kong Society of Accountants (HKSA). In this capacity, I have responsibility for ensuring that due regard is had to the public interest by the HKSA which is a self-regulatory professional body under the Professional Accountants Ordinance.

## 公司條例檢討

二零零零年二月，公司法改革常務委員會發表了有關全面檢討《公司條例》的報告。該報告載有多項建議，其中62項(包括需要進一步研究的各方面建議)會分為四個階段跟進。第一階段的建議項目大多數已經列入正在草擬中的公司(修訂)條例草案，將於二零零二年初提交立法會審議。第二階段涵蓋有關企業管治的項目，已經納入「企業管治檢討」，在下一年度或以後，會成為隨後的公司(修訂)條例草案的主題。第三階段涉及多個需要進一步考慮的主要項目，包括海外公司、資本保值及企業監管。最後，第四階段涵蓋現有《公司條例》的重組架構及重新編寫問題。這是一項艱巨工作，需要一段時間始能完成，原因是條例內容繁複。然而，本處的目標是盡早完成工作。

## 企業管治檢討

財政司司長於二零零零年三月宣布檢討企業管治。公司法改革常務委員會負責這項檢討，進展十分理想，本人至感欣慰。委員會第一階段建議載於一份公眾諮詢文件。該文件在二零零一年七月發表，並在諮詢期內諮詢公眾。委員會會根據收到的意見制訂詳細建議，以便修訂《公司條例》及《上市規則》。委員會正在進行第二階段檢討，所涵蓋的項目包括企業監管及股東主動事宜。

## Review of the Companies Ordinance

Following the publication of the Report of the SCCLR on the Overall Review of the Companies Ordinance in February 2000, 62 of its recommendations, including areas for further study, have been categorised into four phases for follow-up action. Most of the Phase I items have been included in a Companies (Amendment) Bill which is currently being drafted and will be introduced in the Legislative Council in early 2002. Phase II items cover the corporate governance related items which have been subsumed by the Corporate Governance Review and will be the subject of further companies amendment bills in the next year or so. Phase III involves a number of major items requiring further consideration such as oversea companies, capital maintenance and corporate regulation. Finally, Phase IV will cover the re-structuring and rewriting of the existing Companies Ordinance. This is a massive undertaking which will take time given the size and complexity of the Ordinance. However, our objective is to complete it as soon as possible.

## Corporate Governance Review

I am particularly pleased with the excellent progress made by the SCCLR in undertaking the Corporate Governance Review since the review was announced by the Financial Secretary in March 2000. The first phase of the SCCLR's recommendations are contained in a public consultation paper which was issued in July 2001 for a period of public consultation. On the basis of the comments received, detailed proposals will be formulated to amend the Companies Ordinance and Listing Rules. In the meantime, the SCCLR is continuing with the second phase of the review which will cover issues such as corporate regulation and shareholder activism.



## 環境保護

作為一個對社會負責的部門，本處十分重視保護環境，並且已將各種「綠色」措施列為本處運作上的一個環節。在二零零零年十一月，本處聘請外間專家負責獨立環境審核。審核的結論是：本處有承擔環保責任，所採用的環保措施普遍令人滿意。

## 人力資源

截至本年三月三十一日為止，本處僱用403名常額編制及合約員工。我們最近制訂了一套新員工輔導計劃，確保本處能夠為新到任的同事和接任新調派職位的員工提供較正規、全面的培訓及工作簡介。我們的員工具有的創新精神，熱誠的工作態度，是支援本處提供各類優質服務的最重要元素，確保本處繼續取得成功。他們工作勤奮，服務態度熱誠，本處充滿活力生氣，實是他們的貢獻，本人謹此致以謝忱。

## 前瞻

未來四至五年，本處會面臨多方面的重大挑戰，因為本處需要同一時間推行各項重要改革，例如「《公司條例》全面檢討」、「企業管治檢討」以及「策略性改革計劃」。這些改革會大大提高香港的國際金融及商業中心地位，以及本處提供優質服務的能力，務使本處服務的質素與水平符合21世紀的要求。「公司註冊處聯線公眾查冊系統」在二零零零年九月推出後，我們的客戶首次無須親自前來公司註冊處而能夠查閱本處資料庫的資料。在兩年多之後，第一階段「策略性改革計劃」將告落實；在緊接的一年，本處的運作將轉型為全面電子化。與此同時，「公司法檢討」及「企業管治檢討」所建議的各項改革亦告推行或即將推行，屆時香港的企業監管制度亦可能有所改變。這些在法律、規管及運作範疇內的主要

## Environmental Protection

As a socially-responsible department, we are very conscious of environmental protection and have incorporated various "green" measures as an integral part of our operation. In November 2000, we employed an external expert to conduct an independent environmental audit. The audit concluded that the Registry had shown commitment to protect the environment and the green housekeeping measures were found to be generally satisfactory.

## Human Resources

As at 31 March 2001, the department employed 403 staff on permanent pensionable or contract terms. We have recently formulated an orientation programme to ensure that a more formal, comprehensive training and briefing package can be provided for new comers or staff taking up new postings. Our innovative and dedicated staff have been the most important element supporting the varied and high quality services provided to our customers and ensuring the Registry's continuing success. I wish to record my heartfelt thanks to them for their hard work, dedicated service and contribution to the life of the department.

## The Way Ahead

The next four to five years will present the Companies Registry with considerable challenges over a very wide front as the department simultaneously implements very major reforms such as the Overall Review of the Companies Ordinance, the Corporate Governance Review and the SCP. All of these will substantially enhance Hong Kong's status as an international financial and business centre as well as the department's ability to provide services of a quality and level compatible with those expected of a companies registry in the 21st century. With the implementation of CROPS in September 2000, our customers were enabled for the first time ever to be able to access the Registry's database without having to visit the department's offices. In just over two years' time, Phase I of the SCP will have been implemented and, just one year later, the transformation of the Companies Registry into a fully-electronic

改革與發展對香港的企業活力，尤其是本處的運作，所造成的綜合影響及互動作用，至為重要和深遠。不過，本處自從在一九九三年八月開始以營運基金形式運作以來，一直證明有能力應付多種不同挑戰。憑着本處這種處理改革的能力，充裕的財政儲備、良好的技術基礎，以及員工勤奮工作兼有幹勁這個最為重要的因素，本人深信在未來的歲月，本處定有能力為香港提供最優質的服務。

operation will have been completed. At the same time, the reforms recommended in the company law and corporate governance reviews will either have been implemented or be nearing implementation, while there may also be changes to the system of corporate regulation in Hong Kong. The compound impact and interaction of these very major reforms and developments in the legal, regulatory and operational fields on Hong Kong's corporate life in general and the Companies Registry's operations in particular will be very significant and profound. However, since the Registry commenced operating as a trading fund in August 1993, the department has always proved equal to responding to many and varied challenges. Given the Registry's proven ability to manage change coupled with strong financial reserves, a good technological base and, above all, a highly motivated and hard-working staff, I have every confidence in the department's ability to give Hong Kong a first-class service in the year ahead.



**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

**G W E Jones, J.P.**

Registrar of Companies and General Manager

Companies Registry Trading Fund



## 過去五年本處改善客戶服務的重要里程碑 Important milestones over the past five years in improving our services to customers

|   |      |   |
|---|------|---|
| 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          | 1996 | 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                        | 1996 | 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                | 1997 | 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指明表格，以取代常用的表格               | 1997 | 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，讓客戶容易地取得更多資料，及下載各款指明表格                        | 1997 | Launch a homepage 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                              | 1997 | Launch an on-line search through the Internet on the company name and document indices  |
| 推出26款易於填寫的中英對照新指明表格，並完成修訂表格的工作                          | 1998 | 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                                  | 1998 | 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並不存在                               | 1999 | 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       | 1999 | Introduce the deregistration service to provide a quicker, simpler and cheaper method to remove defunct, solvent private companies from the Register of Companies   |
| 已擴充的公司資料庫啟用，客戶可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、股本結構及董事與秘書的資料 | 2000 | 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               | 2000 | Launch the Companies Registry On-line Public Search System (CROPS) for on-line searching of key company information by customers at their offices   |





公司註冊處  
COMPANIES REGISTRY



本處的首長級人員

The Companies Registry's Directorate