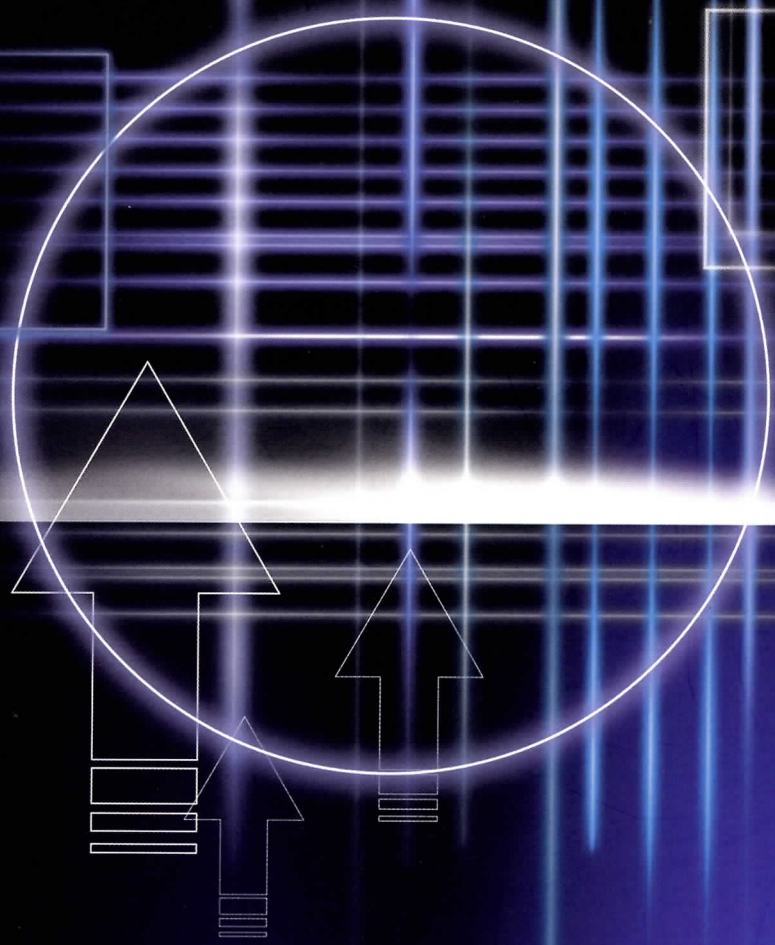




公司註冊處
COMPANIES REGISTRY



2000-01 ANNUAL REPORT 年報

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。

[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.

[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。

[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.



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

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。在二零零一年八月一日，本處度過了以營運基金形式運作的第八年。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、微縮影片或電腦索引所保存的資料。

Functions

The Companies Registry was established as an independent government department on 1 May 1993 and, on 1 August 2001, marked its eighth 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 computerised indices.



客戶透過公眾電腦終端機查閱資料
Customers conducting searches at the public computer terminals



執行條例

確保公司及其人員遵從有關條例，並履行責任。

Enforcement

To ensure compliance by enterprises and their officers with their obligations under relevant ordinances.

政策與立法問題

就與公司法及相關法例和企業管治有關的政策及立法問題，以及影響商界的其他政策及規管問題，向政府提供意見。

Policy and Legislation

To advise the Government on policy and legislative issues regarding company law and related legislation, corporate governance and other policy and regulatory issues affecting the commercial sector.

服務與業務情況

公司註冊成立

在二零零零至零一年度，共有 41,498 間公司註冊成立，相等於每一工作天平均有153間公司註冊成立，較一九九九至二零零零年度增加5%。

Services & Business Volumes

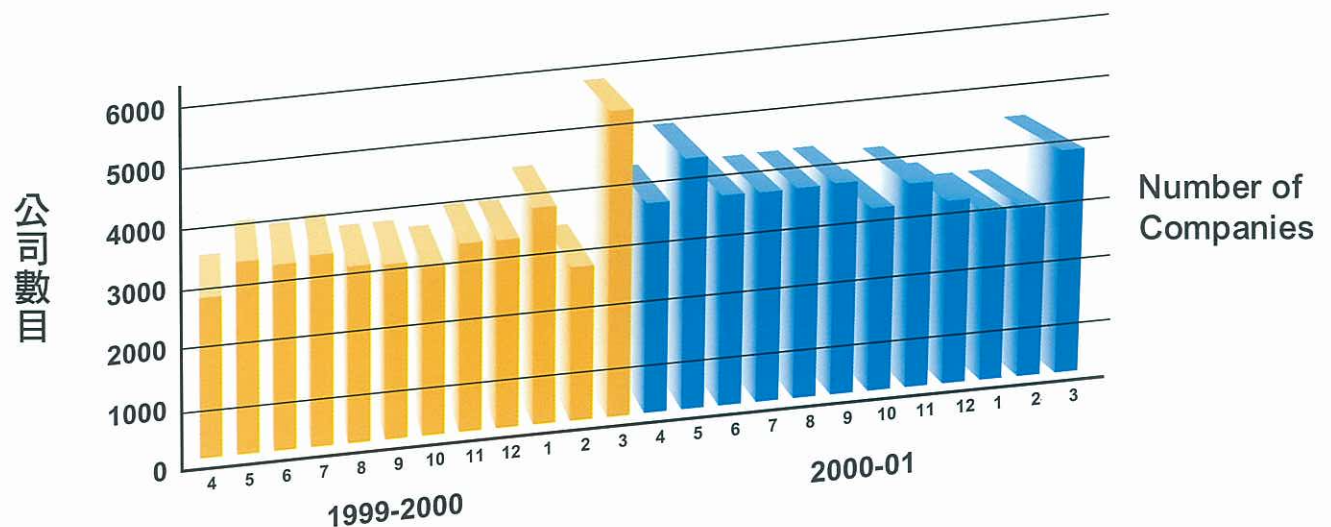
Incorporation of Companies

In 2000-01, a total of 41,498 companies were incorporated. This represents an average of 153 companies incorporated per working day, an increase of 5% over 1999-2000.

本年度最初九個月，每月平均大約有3,500間公司註冊成立，而在二零零一年首季，每月平均大約有3,200間公司註冊成立，較二零零零年同期減少17%。截至二零零一年三月三十一日為止，共有512,357間本地公司登記於公司登記冊內。

There was a monthly average of about 3,500 incorporations with the exception of the first quarter of 2001 which saw a monthly average of about 3,200 companies incorporated, 17% less than the same period in 2000. As at 31 March 2001, the number of local companies on the public register was 512,357.

註冊成立 Incorporations



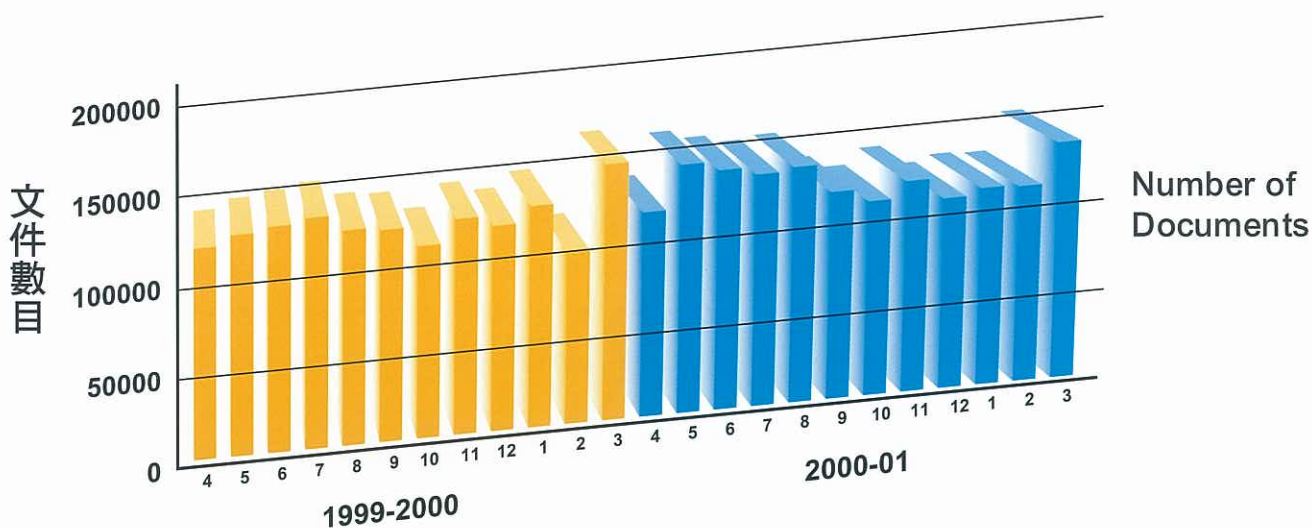
文件登記

二零零零至零一年度內遞交本處登記的文件的總數為1,450,894份，相等於每一工作天平均有5,360份文件遞交本處，較一九九九至二零零零年度略為減少0.5%。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 2000-01 decreased slightly by 0.5% against 1999-2000 to 1,450,894, representing an average of 5,360 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.

遞交文件登記 Documents Received for Registration



須向本處登記的文件涵蓋每間公司各方面的資料，例如組織章程大綱及章程細則、秘書及董事委任及資料更改通知書、註冊辦事處座落地點通知書、股份分配申報表及周年申報表。在二零零零至零一年度，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31%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 2000-01, about 31% of the documents registered and captured in the Registry's computerised document index for public search reported information regarding company directors and secretaries.



公眾查冊

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。客戶可免費在本處的縮微膠片閱讀室或在其辦公室內閱讀縮微膠片的內容。他們亦可在本處的電腦終端機室免費查閱公司名稱索引及文件索引。

二零零零至零一年度公眾查閱縮微膠片紀錄的個案總數為1,689,473宗，相等於每一工作天平均有6,250宗，較一九九九至二零零零年度增加3.4%。

已擴充的資料庫在二零零零年三月三十一日開始供客戶查閱資料。客戶可透過「查閱公司資料」及「查閱董事索引」取得公司的主要資料。在二零零零至零一年度，「查閱公司資料」及「查閱董事索引」個案分別有14,393及25,031宗。

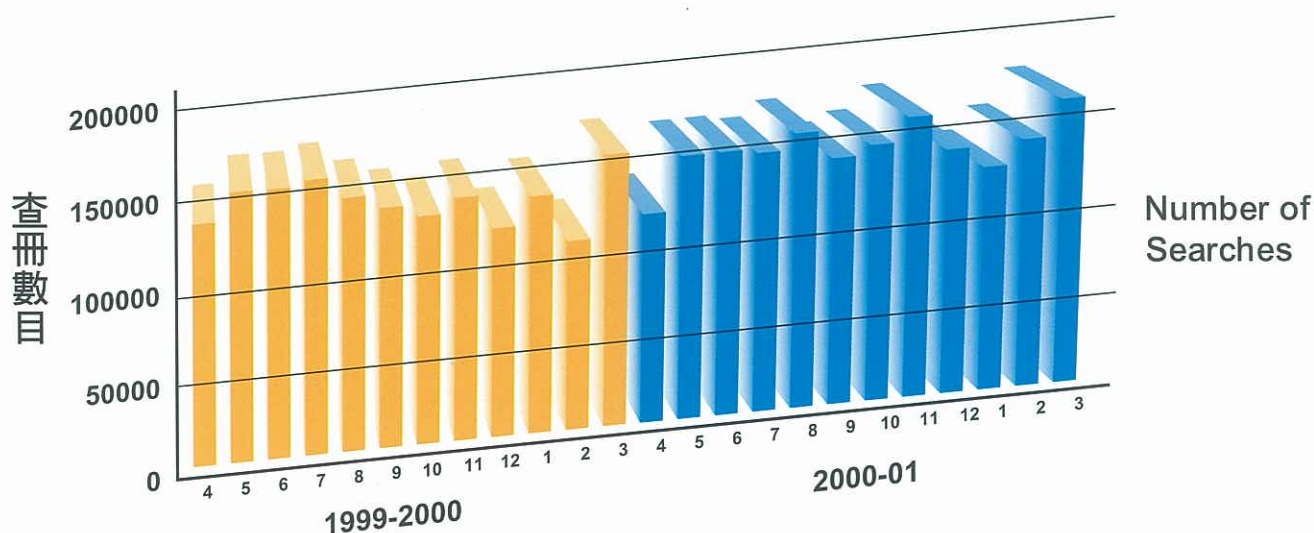
Public Search

One of the key functions of the public search service is to provide copies of microfilmed company documents/forms filed at the Registry for customers who may read the content of the microfiches in either the Registry's Microfiche Reading Room free of charge or their own offices. Customers may also conduct searches on the company name and document indices at the Registry's Public Computer Terminal Room free of charge.

A total of 1,689,473 public searches on microfilmed records were made in 2000-01, representing an average of 6,250 public searches made on each working day, an increase of 3.4% compared to 1999-2000.

After the expanded computerised database became available for search on 31 March 2000, customers can obtain key company information through the Company Particulars Search and Directors' Index Search. A total of 14,393 and 25,031 Company Particulars Searches and Directors' Index Searches were made respectively in 2000-01.

公眾查冊個案 Searches Made by Public



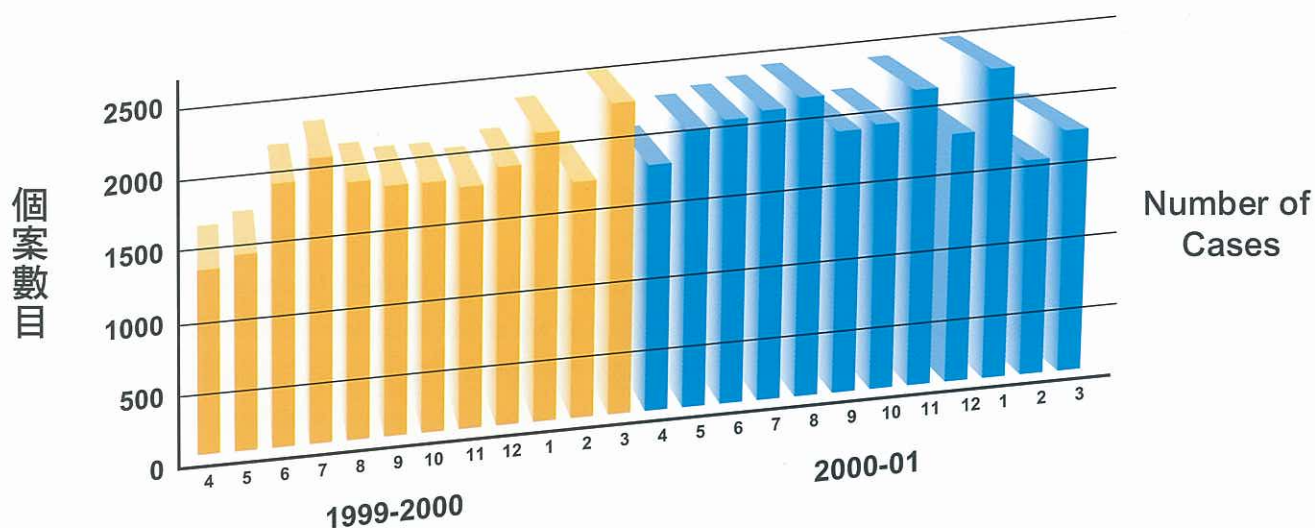
押記登記

二零零零至零一年度遞交本處登記的押記的總數為22,875宗，相等於每一工作天平均有85宗押記遞交本處，較一九九九至二零零零年度增加6.1%。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 22,875 charges were received for registration in 2000-01, representing an average of 85 charges received on each working day, an increase of 6.1% over 1999-2000. 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 workload statistics are set out 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。該制度的承諾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；
- 登記公司所須遞交的文件；及
- 提供查閱公司紀錄的設施。

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。本處密切監察工作量的變動對服務水平的影響，並且參考客戶的意見和建議，每年檢討有關服務水平。

在二零零零至零一年度，本處實現了全部服務水平目標。我們已為二零零一至零二年度定出較高的目標，此即縮短目標處理時間或提高達到目標處理時間的服務的百分比。本處的服務標準及表現詳載於下表：——

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.

Service level standards are measured in terms of percentages achieved against target response time. We closely monitor the performance standards in relation to fluctuations in workload and review the standards annually, taking account of customers' comments and suggestions.

In 2000-01, we met all the performance targets. We have set improved targets for 2001-02 by either shortening the standard response time or introducing a higher performance rate. The detailed targets and performances of the Registry are set out in the following table : ——

運作情況 OPERATIONAL ACTIVITIES

服務 Service	1993-94* 年度 實際處理 時間 Actual Response Time	2000-01 年度 標準處理 時間 Standard Response Time	2000-01 年度 工作表現 Achievement			2001-02 年度 目標 Target	
			(目標) 達到標準 處理時間 的百分比 (Target) %	(實際表現) 達到標準 處理時間 的百分比 (Actual) %	高於/(低於) 目標 Over/ (Under) Achieved 百分比%	標準 處理時間 Standard Response Time	達到標準 處理時間 的百分比 % Meeting Standard
(以工作天計算，另外述明者除外) (expressed in working days unless otherwise stated)							
新公司註冊成立/登記 Incorporation/Registration of new companies							
—— 本地公司 local company	7	6	95	99	4	6	98
—— 海外公司 oversea company	38	29	85	99	16	25	80
更改公司名稱 Change of company name	不適用 N.A.	10	90	99	10	10	95
公司文件登記 Registration of general documents							
—— 登記 registration)							
• 本地公司 local company)	33	9	80	98	23	9	85
(本地 local)							
• 海外公司 oversea company)	47	9	85	98	15	8	80
(海外 oversea)							
—— 用微縮影片攝製文件 microfilming)		8	90	100	11	8	90
押記登記 Registration of charges	12	10	85	99	16	10	85
查冊 Searches							
—— 特快服務櫃檯 express service counter	22 分鐘 min.	20 分鐘 min.	95	100	5	20 分鐘 min.	95
—— 普通服務櫃檯 ordinary service counter	1	1	95	100	5	1	95
影印服務 Photocopying services							
—— 需要認證 certification required	1	1	95	100	5	1	95
—— 無需認證 certification not required	10 分鐘 min.	10 分鐘 min.	95	100	5	10 分鐘 min.	98
在收款處遞交文件 (僅指排隊輪候時間) Submission of documents at the shroff office (queuing time only)							
—— 繁忙時間 peak hours	不適用 N.A.	20 分鐘 min.	98	100	2	20 分鐘 min.	98
—— 非繁忙時間 non-peak hours	不適用 N.A.	10 分鐘 min.	98	100	2	10 分鐘 min.	98
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	99	4	7	95

* 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.



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。在二零零零至零一年度，本處的整體生產力，以每人每一工作天的加權生產量計算，較一九九九至二零零零年度增加8%。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。

電腦化計劃

資訊科技管理

本處現時的運作由兩個應用資訊系統支援，即「公司註冊系統」及「公司來件紀錄冊及公司文件索引系統」。「公司註冊系統」於一九九二年重新設計，用以儲存與公司名稱、董事資料及其擔任其他董事職務、以及取消資格令詳情有關的資料。「公司來件紀錄冊及公司文件索引系統」於一九九四年十二月啟用，記錄有關公司提交文件存檔時的資料，用以編訂文件索引，並協助記下文件的付款紀錄和查核文件的註冊進度。在一九九八年十二月，本處擴充電腦化資料庫，資料涵蓋超過480,000間註冊公司的資料。至二零零零年三月三十一日，本處利用該資料庫推出各項新查冊服務，包括查閱公司資料報告及新的董事索引。本處於二零零一年二月設立「資訊科技部」及「拓展部」。這兩個由系統經理及公司註冊主任職系人員組成的部別，負責提供所需的技術知識與支援，協助推行策略性改革計劃，並於拓展本處的業務時，推廣資訊科技的使用。

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 2000-01 increased by 8% as compared with 1999-2000. We will continue to provide efficient and cost-effective services to our customers and enhance our productivity as far as practicable.

Computerisation

Information Technology (IT) Management

The Registry's existing operation is supported by two information system applications - the Companies Registration System (CRS) and the Control Book and Document Index System (CBDIS). The CRS, which was redeveloped in 1992, maintains information on company names, particulars and other directorships of directors and details of disqualification orders. The CBDIS, which was implemented in December 1994, records information on all documents when they are presented for filing and provides an index of documents lodged. The CBDIS also assists to keep track of payment records and document status during the various stages of processing. In December 1998, the Registry expanded its computerised database covering more than 480,000 registered companies. On 31 March 2000, new search services including company particulars report and new directors' index search on the expanded database were introduced at the Registry's offices in the Queensway Government Offices. In February 2001, an IT Division and a Development Division were set up in the Registry. These two divisions, comprising both Systems Manager and Companies Registration Officer grade of staff, provide the necessary technical expertise and support for implementing the SCP, and promote the use of IT in developing the Registry's business.

公司註冊處聯線公眾查冊系統

為提供有效率和優質的服務與設施給客戶，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」服務。透過該系統，客戶可以英文或中文聯線查冊。所提供的服務包括查閱公司名稱、文件索引、公司資料、董事索引及取消資格令。客戶亦可以聯線方式訂購縮微膠片，其內載有遞交本處、並以微縮影片攝製的公司文件。使用該系統的用戶無須離開其辦公室亦可方便取得公司的主要資料。與親自前來本處辦事處查冊相比，該系統的服務時間較長，即星期一至星期五每天上午九時至下午七時(每天多三小時)，星期六上午九時至下午五時(多五小時)。此外，該系統的服務組在服務時間內可以協助客戶使用該系統，並回答所有類別問題。截至二零零一年三月三十一日，該系統的用戶超過120名。雖然客戶普遍滿意該系統提供的快捷方便服務，我們仍會竭力改善服務。我們已於二零零一年八月為該系統增添服務，包括由專遞人員送交縮微膠片給客戶。

The Companies Registry On-line Public Search System

To provide customers with efficient and quality services and facilities, the Registry launched the CROPS services in September 2000. CROPS is a system through which customers can conduct searches online in English or Chinese. The services provided include company name search, document index search, company particulars search, directors' index search and disqualification orders search. Furthermore, subscribers can place orders online for microfiches containing microfilmed company documents filed at the Registry. Through the use of CROPS, subscribers can obtain key company information conveniently without leaving their offices. The service hours under CROPS are longer than those for conducting physical searches at the Registry's offices, from Monday to Friday from 9:00 a.m. to 7:00 p.m. (three hours more per day) and on Saturday up to 5:00 p.m. (five hours more). In addition, a Help Desk is available during service hours to assist customers in using CROPS and answer all types of enquiries. As at 31 March 2001, there were over 120 CROPS subscribers. Although customers are generally content with the quick and convenient services offered by CROPS, we will endeavour to improve the services provided. In August 2001, we added enhanced features to CROPS including a new service for delivering microfiches to customers through couriers.



進入公司註冊處聯線公眾查冊系統
Online with CROPS



客戶在香港會議展覽中心參觀「公司註冊處聯線公眾查冊系統」的操作示範
Customers attending the CROPS demonstration at the Hong Kong Convention and Exhibition Centre

Companies Registry On-line Public Search System (CROPS) – Overview of Search Functions

Document
Index Search

Company
Name Search

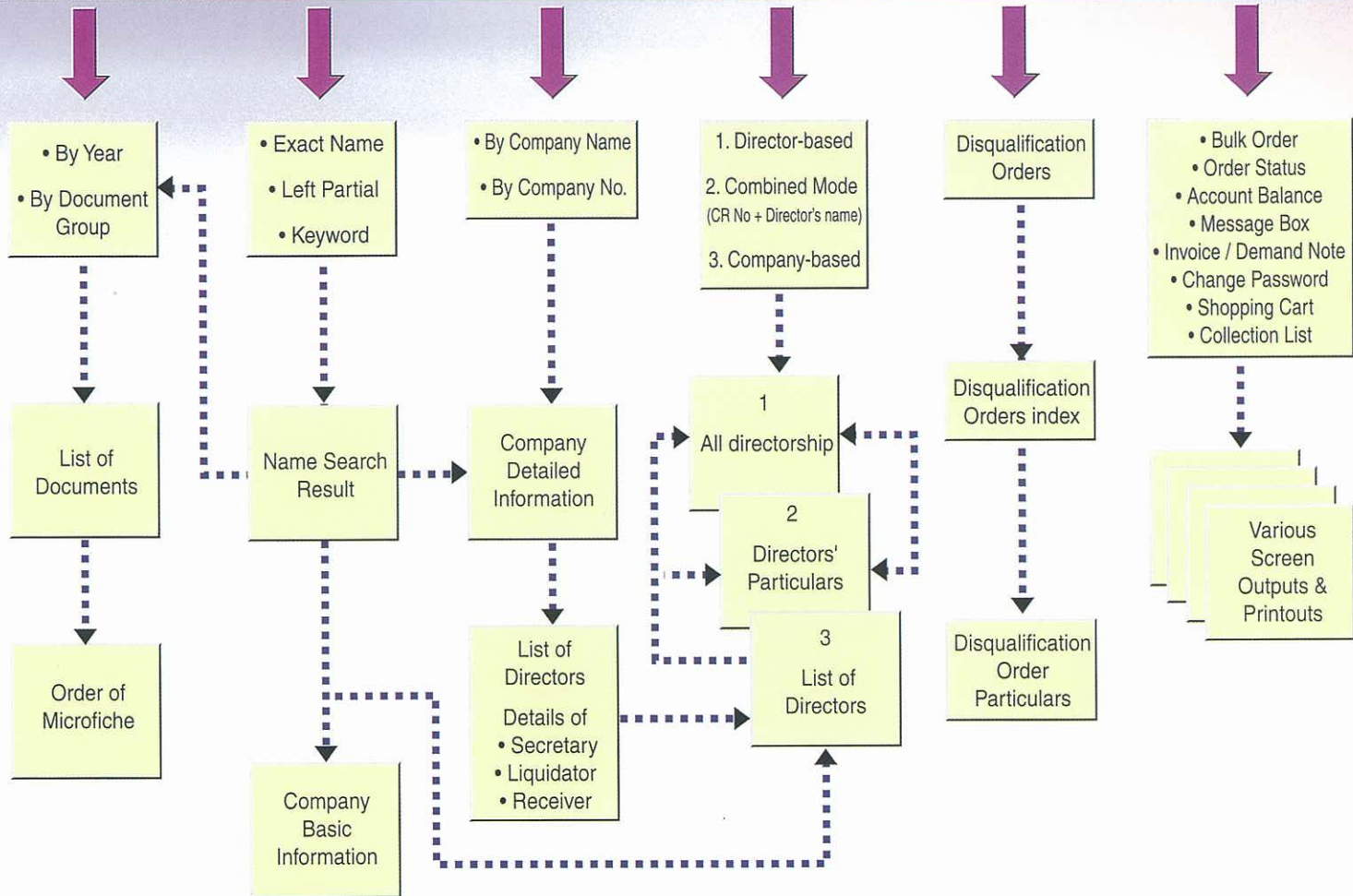
Company
Particulars Search

Directors'
Index Search

Disqualification
Orders Search

Enquiries &
Customer Service

LOG IN & SELECT FUNCTION FROM THE MAIN MENU



LOG OUT

CROPS

公司註冊處聯線公眾查冊系統
COMPANIES REGISTRY ON-LINE PUBLIC SEARCH SYSTEM

軟件資產管理

本處致力履行政府的知識產權保護政策。正確使用和管理電腦軟件是知識產權中最重要的，亦是必須優先處理的一個環節。在二零零零年初，本處發出有關管理與使用電腦軟件的部門指引。為了加強執行有關的政策，本處在二零零一年三月採用自動化「軟件資產管理」工具，以管理本處的軟件資產。本處亦同時進行軟件審計工作，確定了本處所使用的電腦軟件均已正式獲得特許使用權。

Software Asset Management

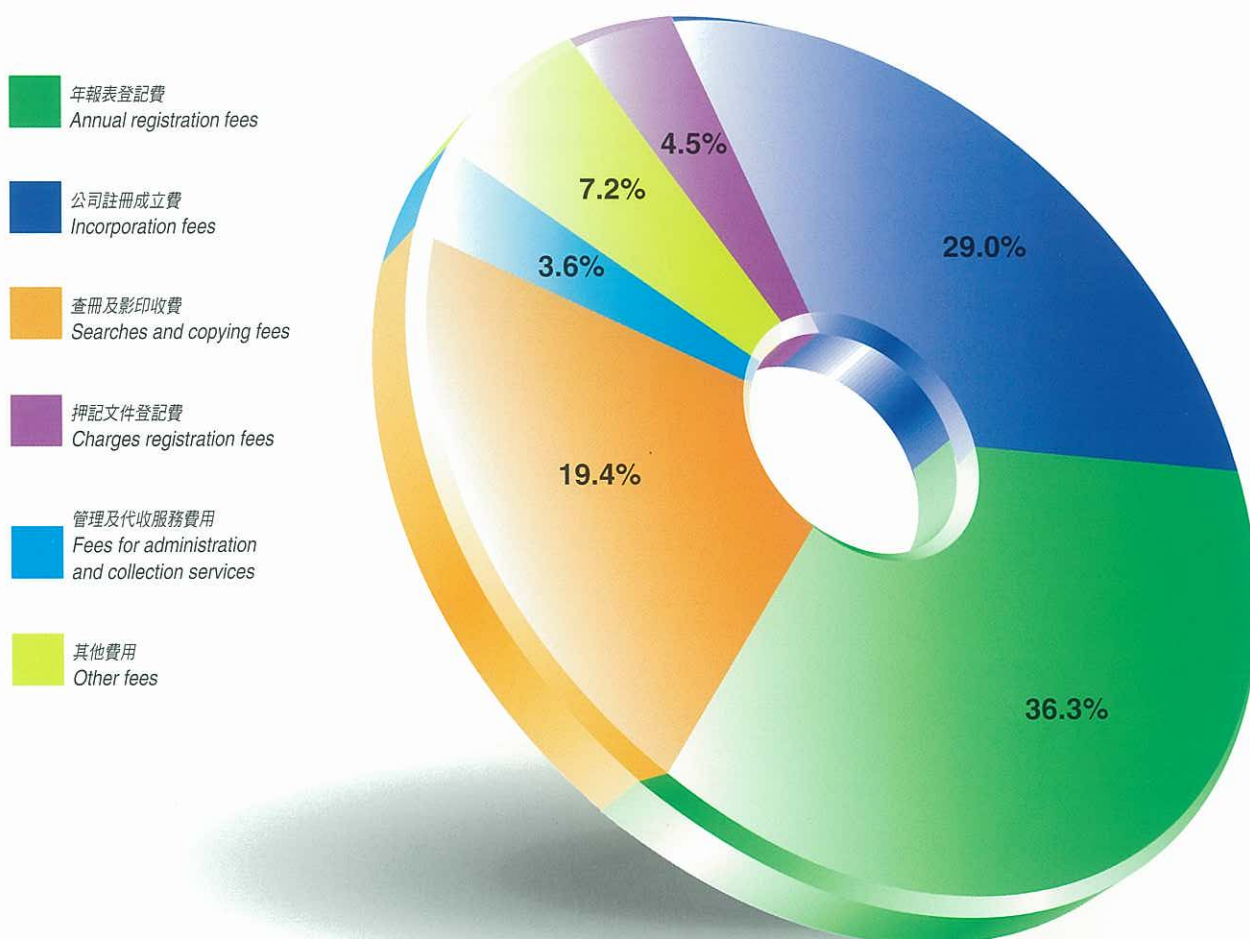
The Registry is committed to upholding the Government's policy on protection of intellectual property rights. Among all aspects of intellectual property rights, the proper use and management of computer software is of utmost importance and has been accorded high priority. In early 2000, the Registry issued departmental guidelines on the management and use of computer software. In March 2001, as a reinforcement of the policy, the Registry successfully implemented an automated Software Asset Management tool to manage the department's software assets. Furthermore, the Registry carried out a software audit in March 2001 which confirmed that all the software applications used in the computers of the Registry had been properly licensed.



按照《營運基金條例》的規定，本處需要在財源自給的基礎上運作，使營運基金的收益足以應付因提供服務和償還貸款所需的開支。此外，「公司註冊處營運基金」所用固定資產平均淨值的回報率，需要達到財政司司長所釐定的合理回報標準。

In accordance with the provisions of the Trading Funds Ordinance, the Registry is required to operate on a self-financing basis so as to meet expenses out of the income of the Trading Fund, and finance liabilities incurred in the provision of the Registry's services. Furthermore, the Companies Registry Trading Fund is required to achieve a reasonable return, as determined by the Financial Secretary, on the average net fixed assets employed.

二零零零至零一年度營業額
2000-01 Turnover



在截至二零零一年三月三十一日的年度，本處的營業總額與盈利分別為2億4,450萬元及4,200萬元。本年度的回報率為固定資產平均淨值的12%，而目標回報率則為10%。本處自一九九七年十二月至今沒有增加任何收費。雖然如此，本處過去多年都能獲得滿意的回報。取得這個良好業績的主要原因，是本處實施有效的措施去提高生產力和削減成本。此外，本處過去多年累積的充裕儲備，使本處免受經濟不景的衝擊，有助於本處累積所需資金，用於各個投資項目，以改善客戶服務質素。

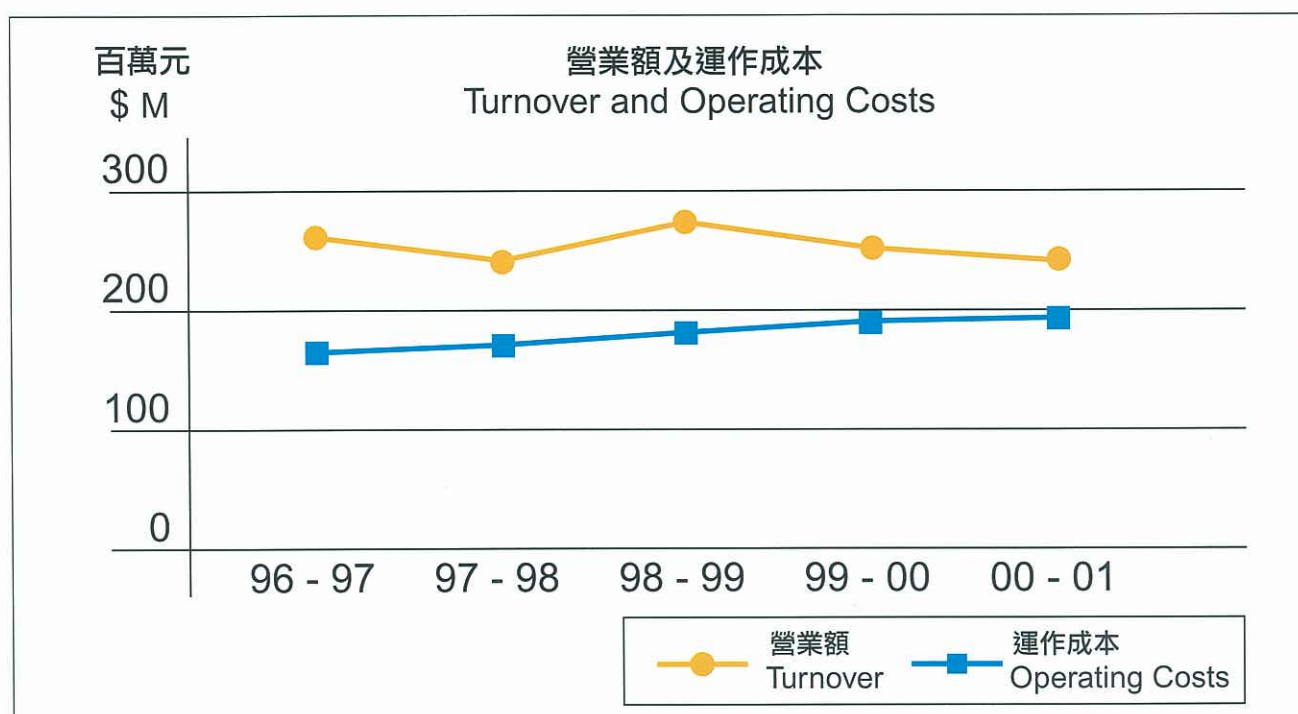
本年度的周年帳目表和審計署署長報告分別載於附錄B及附錄C。

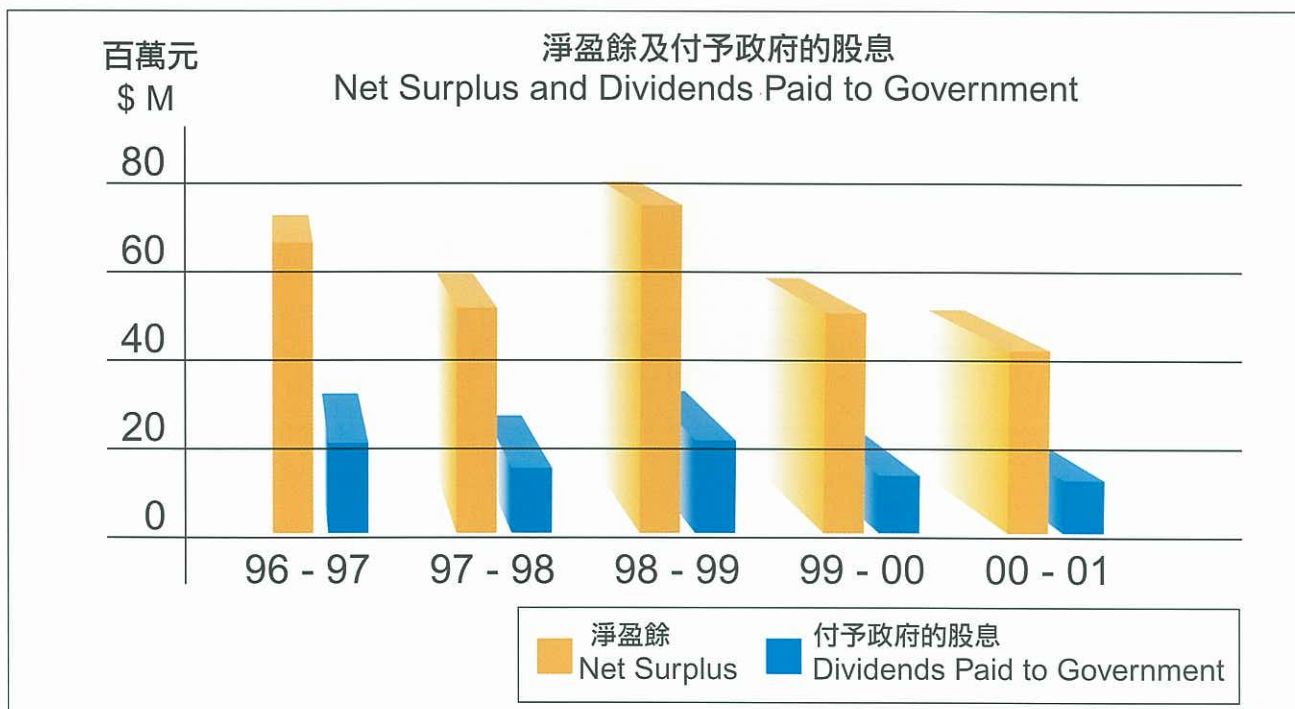
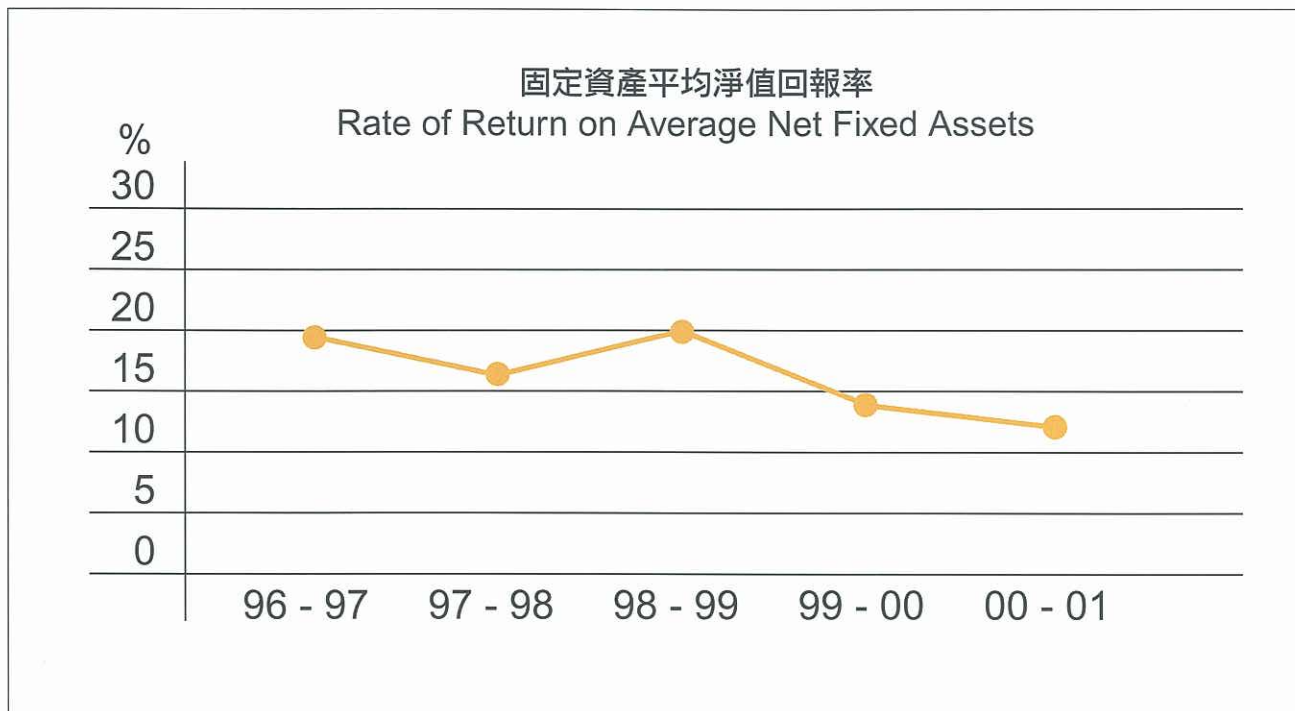
The turnover and the surplus for the year ended 31 March 2001 amounted to \$244.5 million and \$42 million respectively. The annual return on the average net fixed assets employed was 12%, compared with the target of 10%. The Registry has not increased its fees since December 1997. Despite this, we have been able to generate healthy returns over the past few years. This remarkable result was mainly attributable to the effective implementation of productivity gains and cost cutting measures. In addition, the healthy surplus generated over the past years has protected the Registry from the adverse impact of the economic downturn and helped to build up the fundings required for investment in capital projects to enhance the quality of services provided to customers.

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.



五年財務摘要 Five-year Financial Summary	1996 - 97 \$M	1997 - 98 \$M	1998 - 99 \$M	1999 - 2000 \$M	2000 - 01 \$M
營業額 Turnover	262.7	248.4	276.4	253.9	244.5
運作成本 Operating costs	168.7	174.9	184.7	192.0	193.9
除稅後盈利 Profit after tax	67.1	56.4	72.6	49.6	42.0
付予政府的股息 Dividends paid to Government	20.1	16.9	21.8	14.9	12.6
固定資產平均淨值回報率 Rate of return on average net fixed assets	19.8%	16.9%	20.0%	14.1%	12.1%







客戶需要

我們致力為客戶提供有效率和具成本效益的服務。本處十分重視客戶對本處服務的意見，並透過不同的渠道，了解他們的需要。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」，定期接觸客戶。該聯絡小組的成員包括香港公司秘書公會、香港銀行公會、香港律師會與香港會計師公會的代表，以及一些主要客戶。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。二零零零年五月，本處進行了每年一次的獨立客戶服務調查，藉以找出需要進一步改善的地方。

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 2000, we conducted an annual independent customer survey to identify areas for further improvement.



客戶聯絡小組成員
Members of the Customer Liaison Group

在二零零零至零一年度，本處推行下列各項改善服務措施：——

- 二零零零年九月一日，「公司註冊處聯線公眾查冊系統」投入服務。
- 就《公司條例》作出若干修訂，以簡化遞交文件的規定、減少提交文件的數目、及進一步容許公司在某些情況下通過書面決議而無須舉行會議。
- 以微軟中文Word 6.0版本設計的40款公司註冊處指明表格，更新為微軟中文 Word 97 版本，方便客戶從本處的網頁下載。這些表格亦儲存於磁碟，以供出售。

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一個非常有效的溝通渠道。平均來說，瀏覽網頁的人數現已增至每月大約12,600人次。我們定期更新和加強網頁的內容，並不時加進一些特別訊息，讓客戶了解處方的新安排和政策。本處將《公司註冊處年報》、《公司法改革常務委員會第16號年報》、《環保工作報告》及《公司註冊處資源增值計劃報告》等刊物加入網頁。此外，客戶可自本處的網頁下載指明表格，以及二零零零年一月或之後發出的對外通告。

公司註冊處電話諮詢熱線(2234 9933)為市民提供24小時服務。年內收到的查詢增加約18%，即平均每月大約有6,600宗查詢。

本處現有15款資料小冊子，內容涵蓋各項服務，例如成立公司、遞交文件規定與公司查冊設施。在二零零一年三月增加一款標題為「不滿意？如何是好？」的小冊子，協助並建議使用本

During 2000-01, we achieved the following service improvements : ——

- CROPS was introduced on 1 September 2000.
- A number of amendments were made to the Companies Ordinance to streamline the filing requirements; reduce the number of documents to be filed; and to further enable companies to pass written resolutions and dispense with the holding of meetings in certain circumstances.
- The 40 Companies Registry specified forms prepared in MS Chinese Word 6.0 format have been upgraded to MS Chinese Word 97 format to facilitate customers downloading them from the Registry's website. They are also available for sale in diskettes.

Communication Channels

The Registry's homepage on the Internet provides a very effective communication channel with our customers. The number of viewers has now grown to an average of about 12,600 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. Publications such as the Companies Registry Annual Report, the Standing Committee on Company Law Reform's Sixteenth Annual Report, the Environmental Report and the Report on Enhanced Productivity Programme of the Companies Registry have been placed in the homepage. In addition, customers can download specified forms and external circulars which have been issued from January 2000 onwards.

The Companies Registry Enquiry Hotline (2234 9933) provides an around-the-clock service to the public. The number of calls received has increased by about 18% during the year, averaging some 6,600 per month.

The Registry now has 15 information pamphlets covering various topics such as company formation, filing requirements and company search facilities. A new pamphlet entitled "Dissatisfied? What to do?" was added in March 2001 as a guide to help and



處服務的市民遇到問題時怎樣應付。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，發揮很大作用。

本處在二零零一年三月派代表參加香港公司秘書公會舉辦的第二屆「公司及規管機構匯報周年會議」，並於席上發言，講題包括《2000年公司(修訂)條例》、本地與海外公司遞交文件的一般規定、海外公司登記、以及「公司註冊處聯線公眾查冊系統」。

本處在二零零一年七月參加香港貿易發展局主辦，在公共服務展館舉行的「2001年中小企業市場推廣日」。這項活動使本處有機會展示所提供的服務和設施，亦使本地中、小型企業有機會充分利用這些服務與設施的好處，以支援這些企業在新千禧年代的發展。

年內，本處經常作出有關安排，接待到訪本處的本地機構。這些機構在造訪期間與本處交換的意見和經驗，對改善本處服務及增進彼此間的了解，非常有用。

advise members of the public what they can do when problems occur with respect to our services. 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.

In March 2001, the Registry participated in the second Annual Conference on Corporate and Regulatory Update organised by the Hong Kong Institute of Company Secretaries. The Registry representatives gave talks on topics including the Companies (Amendment) Ordinance 2000, general filing requirements for local and overseas companies, registration of overseas companies and the Companies Registry On-line Public Search System.

In July 2001, the Registry participated at the Public Sector pavilion of the SME Market Day 2001 organised by the Hong Kong Trade Development Council. The SME Market Day provided a useful platform for the department to showcase its services and facilities and for the local SMEs to exploit fully the benefits of these services/facilities in support of their development in the new millennium.

Frequent visits from local institutions were also organised 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.



派員參加「二零零一年公司及規管機構匯報周年會議」
Participating in the Annual Conference on Corporate and Regulatory Update in 2001

組織

截至二零零一年三月三十一日，本處共有403名員工，其中369名為公務員，其餘34名為合約員工。在二零零零年三月三十一日，本處聘用的員工則共有408名。

本處在二零零一年二月十三日設立「資訊科技部」和「拓展部」，二零零零至零一年度的組織因此出現重大改變。資訊科技部就所有的資訊科技事宜向部門提供意見，並就發展、推行和管理各電腦系統與資訊科技計劃，給予技術支援。拓展部負責一切與推行策略性改革計劃及發展、實施、維持所有電腦系統與資訊科技計劃有關的行政和統籌工作。這兩部別屬「拓展經理」管轄。拓展經理是一個新開設的「首席公司註冊主任」職級編外職位，屬於首長級薪級第一點，負責策劃和監督「策略性改革計劃」及「資訊系統策略研究」各項改革建議的推行。

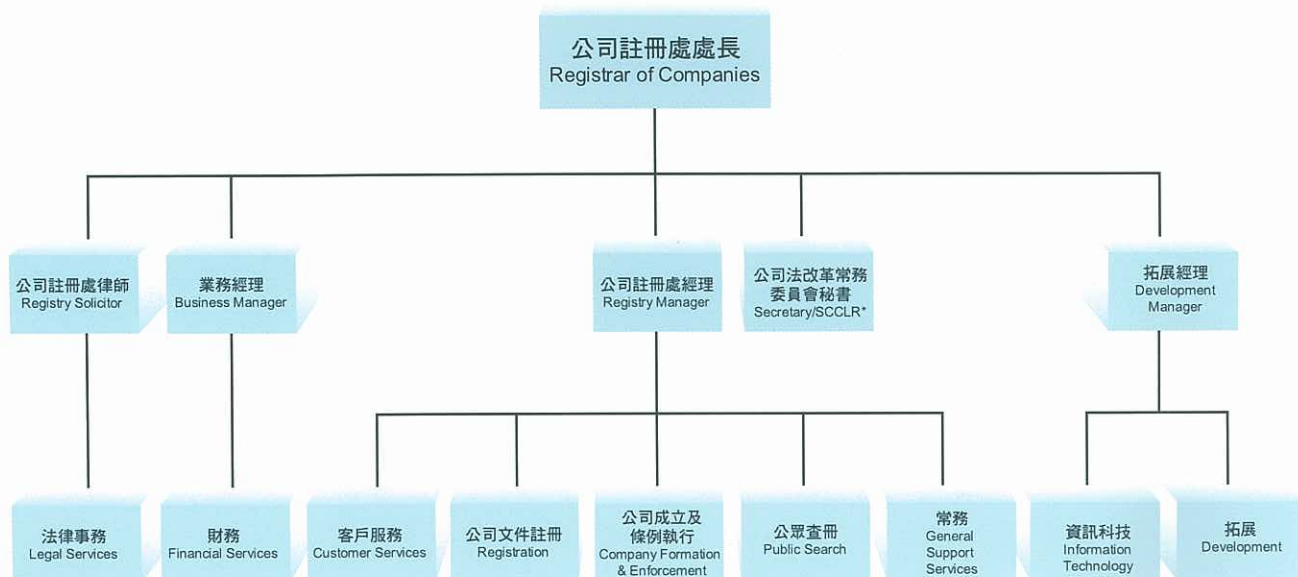
截至二零零一年三月三十一日，本處的組織架構如下：——

Organisation

As at 31 March 2001, the Registry had a total of 403 staff, of whom 369 were civil servants and 34 were contract staff, as compared with the 408 staff employed on 31 March 2000.

There was a major organisational change in 2000-01 with the establishment of the IT Division and Development Division on 13 February 2001. The IT Division advises the department on all IT matters and provides technical support on the development, implementation and management of all computer systems and IT projects. The Development Division undertakes all necessary administrative and coordination work relating to the implementation of the SCP as well as the development, implementation and maintenance of all computer systems and IT projects. The two divisions are placed under the management of the Development Manager which is a supernumerary Principal Companies Registration Officer post, at the rank of Directorate level D1, created to plan and oversee the implementation of the recommendations made in the SCP and Information Systems Strategy Study.

The Registry's organisation on 31 March 2001 was as follows : ——



* Standing Committee on Company Law Reform



總部的高層管理人員
The Headquarters' Senior Management



公司文件註冊部的管理人員
The Registration Division's Managers



公司成立及條例執行部的管理人員
The Company Formation and Enforcement Division's Managers



公眾查冊部的管理人員
The Public Search Division's Managers



員工管理與培訓

培訓與發展繼續是本處其中一項主要的人力資源管理事項。在二零零零至零一年度，本處為所有職系的員工繼續提供培訓，以迎合本處的運作需要及促進員工發展。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，去配合政府為了在香港推廣公共服務電子化及電子商貿而採取的各項措施。本處亦十分注重管理和語文能力方面的培訓。年內，員工參加本地培訓課程的日數達 633 天。

除了課室學習之外，本處亦大力鼓勵自學，員工對此亦甚表歡迎。參加公務員培訓處電子學習計劃的員工不斷增加。一位總公司註冊主任在二零零零至零一年度獲頒自學獎勵計劃勤學獎。這計劃由公務員培訓處主辦，嘉許員工努力在網上學習和學有所成。本處將繼續努力推動員工自學，並支持政府提倡公務員培養持續進修與個人發展的文化。本處正擬訂各項計劃，以便在二零零一至零二年度實行「資助公務員自學計劃」，資助員工自行在外間修讀與工作有關的研習課程或短期課程，切合他們的發展需要。

本處在二零零零至零一年度制訂了培訓計劃，作為其中一項人力資源管理措施，以便在員工培訓和發展方面，採取更主動和策略性的方式。這計劃旨在配合個別員工職系的培訓與發展需要。本處已訂下目標，指明員工每年參加培訓課程的日數，同時編定培訓活動的優先次序，確保使用培訓資源符合成本效益。一些對提高工作才能甚為重要的課程已納入計劃內。該計劃有助培養具備足夠知識的人員，以協助

Staff Management & Training

Training and development has remained one of the key human resources management issues of the Registry. In 2000-01, we continued to provide training for staff of all grades to meet the department's operational requirements and promote staff development. Computer training has been accorded high priority in order to enhance IT awareness among staff and equip them with the necessary skills to cope with the Government's initiatives in promoting electronic service delivery and commerce in Hong Kong. Emphasis is also placed on management and language proficiency training. During the year, 633 training days were undertaken by staff locally.

Apart from classroom training, self-learning has been widely encouraged and is well received by staff. There has been an increasing number of staff participating in the e-learning programme introduced by the Civil Service Training and Development Institute (CSTDI) and a Chief Companies Registration Officer was awarded an Avid Learner Award under the Learning Recognition Scheme in 2000-01. The scheme was organised by the CSTDI to give recognition to staff's efforts and achievements made in e-learning. The Registry will continue with its efforts to promote self-learning among staff and support the civil service's initiative to develop a culture for continuous learning and self development. Plans are in hand to implement a training incentive scheme in 2001-02 to provide financial incentives for staff to pursue self-initiated external study programme or short courses that are employment-related to suit their development needs.

To take a more proactive and strategic approach in staff training and development, a training plan has been formulated in 2000-01 as one of the human resources management initiatives. The plan aims to address the training and development needs of individual grades of staff. Targets are set specifying the number of training days to be undertaken by staff in a year and training activities are prioritised in order to ensure a cost-effective use of training resources. Courses which are essential for building up job competencies are being incorporated in the training

本處面對持續不斷和長遠的挑戰。

本處編訂了《工作表現管理指引》，這是二零零零至零一年度實行的另一項主要人力資源管理措施。該指引以簡單易明的方式編寫，旨在使督導人員更了解工作表現管理的目標。指引並且列載各種可提高工作表現的管理工具。

本處在二零零零至零一年度繼續定期舉行協商會議和聯絡會議，使職管雙方保持溝通，亦方便雙方就彼此關心的事項交換意見。為了推廣職業安全與健康，本處設立由職管雙方代表組成的「職業安全委員會」，目的是提高工作安全，並於處內建立安全管理制度。

programme. The plan will help towards developing a workforce that is well-equipped for meeting the on-going and long-term challenges of the Registry.

Another major human resources management initiative implemented in 2000-01 was the production of a performance management guide. The guide, which was produced in a simple and user-friendly manner, aims at enhancing supervisors' understanding of the objectives of performance management. The guide sets out the various management tools that may be used to enhance performance.

During 2000-01, consultative and liaison meetings continued to be held regularly to maintain communication between management and staff and facilitate an exchange of views on issues of common interest. In order to promote occupational safety and health in the Registry, an Occupational Safety Committee, represented by both management and staff, was formed with a view to enhancing safety at work and set up a safety management system in the department.



公司註冊處處長主持本處與公司註冊主任協會舉行的聯絡會議
The Registrar of Companies chairing a liaison meeting with the Association of Companies Registration Officers

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，以及激勵他們不斷改善服務。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 —— 獎勵每位員工，嘉許他們整體的工作表現；
- 最佳建議獎 —— 獎勵員工，嘉許他們提出有關本處提高效率和改善工作的建議；
- 好人好事獎 —— 獎勵個別員工的模範操守和卓越處事表現；
- 最佳服務獎 —— 獎勵個別的部別或組別，嘉許它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。

在二零零零至零一年度，本處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。提供「在非繁忙時間遞交文件」服務的行政組，第二年獲本處主要客戶挑選為最佳服務獎的得獎組別。本處訂下的目標，是在十分鐘內提供這項服務的個案比率須達98%。由於行政組以100%的比率超標完成，該組人員得獎乃實至名歸。模範櫃檯職員獎的十名得主，均由前來本處辦理事務的客戶選出，所收到的選票約有



客戶投票選出模範櫃檯職員
Customer casting his vote for the best counter staff

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 organisation by awarding every member of staff;
- The Best Suggestions Award —— to acknowledge staff effort in making efficiency and improvement suggestions on the Registry;
- 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 2000-01. "Submission of documents during non-peak hours", a service provided by the Administration Section, was for the

second year chosen by the Registry's major customers as the deserving winner of the Best Service Award. The achievement target for providing this service was within 10 minutes in 98% of total cases. As the Administration Section was able to exceed the target by providing the service within 10

1,000張。這個獎項有助員工承諾為客戶提供有禮貌和高效率的服務。

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與長期優良服務獎勵計劃，均旨在褒獎盡忠職守和表現優良的員工。去年有一名人員獲得長期服務公費旅行獎，另有11名為政府服務了20年或以上的人員獲頒長期優良服務獎狀。

minutes in 100% of the cases, the award to the staff concerned was well justified. Ten winners of the Best Counter Staff Award were selected by the Registry's walk-in customers who submitted about 1,000 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, recognise loyal and meritorious service. During the past year, one officer received the travel award and 11 other officers who had served 20 years or more in the government were given the certificates.

員工關係

本處定期舉辦各項聯誼及康樂活動，促進員工關係和福祉。這些活動深受員工及家屬歡迎。在二零零零至零一年度舉辦的活動包括遊覽名勝、黃昏營、瑜珈班、聖誕晚宴和聖誕聯歡會。

Staff Relations

We regularly organise 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 2000-01 included outings to various interesting places, an evening camp, a yoga class and the Christmas dinner and party.



參觀志蓮淨苑
A visit to Chi Lin Nunnery



員工的戶外康樂活動
Outdoor recreational activities for staff



麥理浩夫人渡假村黃昏營
Evening camp at Lady Macle hose Holiday Village



員工享用聖誕晚宴
Staff enjoying the Christmas dinner

檢控

在二零零零至零一年度，本處向沒有遵照《公司條例》規定遞交文件履行有關法定責任的公司和董事發出約 182,800 封警告信。結果，共有 81.2% 的公司在訂明期限之內遞交周年申報表。如與一九九八至九九、一九九九至二零零零年度的 78.4% 和 78.9% 比較，依例遞交文件的比率穩步上升。

本處年內收到 206 宗來自市民與其他政府部門有關涉及違反《公司條例》的投訴。一九九八至九九、一九九九至二零零零年度則分別接獲 156 和 201 宗投訴。年內收到的投訴大多數是有關公司未有申報註冊辦事處座落地點、尚未遞交周年申報表及其他法定申報表、以及申報表載有過時或不準確的資料。

在二零零零至零一年度，本處向沒有履行《公司條例》規定責任的公司和董事總共發出 261 張傳票。一九九八至九九、一九九九至二零零零年度則分別發出 301 和 152 張傳票。在二零零零至零一年度發出的傳票中，共有 18 張針對屬慈善機構的擔保有限公司不履行遞交周年申報表和帳目的責任。

Prosecutions

In 2000-01, the Registry issued about 182,800 warning letters to companies and directors who were in default of their statutory filing obligations under the Companies Ordinance. As a result, 81.2% of companies filed their annual returns within the prescribed time limit, which represented a steady improvement compared with compliance rates of 78.4% and 78.9% for 1998-99 and 1999-2000 respectively.

During the year, the Registry received 206 complaints from members of the public and other government departments on alleged breaches of the Companies Ordinance, compared with 156 and 201 complaints received in the years 1998-99 and 1999-2000 respectively. Most of the complaints received this year concerned failure to report the registered office of a company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns.

In 2000-01, a total of 261 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance, compared with 301 and 152 summonses issued in 1998-99 and 1999-2000 respectively. The summonses issued in 2000-01 included 18 summonses issued against guarantee companies having a charitable status which had failed to file annual returns and accounts in accordance with their filing obligations.



制定法例

《2001 年公司(修訂)條例草案》在六月六日提交立法會。該條例草案容許在香港註冊成立的上市公司應成員要求，向成員派發名為《財務摘要報告》的周年帳目。此文件的好處是除了篇幅大為縮短外，亦可節省印製詳細公司財務文件所用的紙張。

此外，現時是在後期草擬階段的公司(修訂)條例草案會大大改變《公司條例》。該條例草案首先建議實行二零零零年二月《公司法改革常務委員會報告——全面檢討公司條例》所載第一階段建議，包括引入一成員和一董事公司、廢除法團身分董事、容許以普通決議罷免董事、給予股東個人起訴權以執行公司章程大綱及章程細則、降低傳閱公司成員建議所需的成員持股量或人數下限、以及無須經法庭便可在某些法例指明情況下減少公司的資本。條例草案其次建議修訂有關本處全面電腦化運作的法例，配合策略性改革計劃施行。預料這條例草案亦可於二零零二年初提交立法會。

Legislation

The Companies (Amendment) Bill 2001, which was introduced into the Legislative Council on 6 June, will enable listed companies incorporated in Hong Kong to distribute a considerably shorter form of their annual accounts, to be known as summary financial report, to their members if the members so wish. Summary financial report will have an additional advantage of reducing the amount of paper involved in the production of a full set of company's financial documents.

In addition, a Companies (Amendment) Bill, which is at an advanced state of preparation, will make significant changes to the Companies Ordinance. First, it will implement Phase I of the recommendations contained in the Standing Committee on Company Law Reform's Report on the Overall Review of the Companies Ordinance issued in February 2000. These include the introduction of one member and one director companies, the abolition of corporate directorships, enabling directors to be removed by ordinary resolution, giving shareholders a personal right to sue to enforce the provisions of a company's memorandum and articles, lowering the threshold for circulating members' proposals, and enabling a company's capital to be reduced in certain statutory-specified circumstances without recourse to the court. Secondly, it will implement those legislative amendments required in connection with the full computerisation of the Registry under the SCP. It is anticipated that this Bill will also be introduced into the Legislative Council in early 2002.

策略性改革計劃

本處的整體規劃目標，一向致力為客戶提供更容易和方便的方法遞交文件和查閱公司資料。隨著本處全面檢討了目前的運作及評估了電子存檔、電子處理、電子查閱資料這三個主要的推動改革方法所會造成的影響，處內一個研究小組於二零零零年六月發表《策略性改革計劃研究最後報告》，財經事務局局長並於同年九月通過這份報告。本處現正推行該改革計劃，目的是在二零零五年之前建立一個電子公司註冊處，將接收、處理、儲存與發布資料的工作電子化，為世界各地客戶提供快捷、廉宜、易用及優質的服務。

Strategic Change Plan

It has always been the Registry's overall planning target to make the lodging of documents and searching of corporate information increasingly simple and convenient for the department's customers. Following completion of an overall review of the Registry's current operations and an assessment of the impact of electronic filing, electronic processing and electronic searching as the three key change drivers, a SCP Final Report was produced by the department's in-house study team in June 2000. The Report was endorsed by the Secretary for Financial Services in September 2000. The Registry is now implementing the SCP which aims to establish by 2005 an electronic Companies Registry for receiving, processing, storing and disseminating information electronically, providing fast, inexpensive, user-friendly and high quality services to its customers throughout the world.



二零零一年二月一日向新聞界介紹策略性改革計劃
Presenting the Strategic Change Plan to the news media on 1 February 2001

策略性改革計劃訂下三個策略目標——發展電子化服務和更廣泛使用資訊科技；提高申報資料質素與加強公司遵守法規意識；以及達到並持續提供卓越的服務。本處擬訂了各項主要措施和建議，一旦實施後，便會將以紙張文件和人手密集為主的公司註冊處，轉型為電子化和全面自動的

The SCP set out three strategic goals —— **Developing Electronic Services and Wider Use of Information Technology; Enhancing Quality of Information and Corporate Compliance; and Achieving and Sustaining Excellence in Service Delivery.** Key initiatives and recommendations have been developed which, upon



操作。本處在二零零一年一月向立法會財經事務委員會提交策略性改革計劃，並於同年二月向新聞界公布該項計劃。

推行策略性改革計劃將會對本處的組織架構、業務工序、工作流程及資訊系統造成重大改變。然而，我們可藉此重整本處的運作程序，從而大大提高服務的質素，為商界帶來莫大好處。本處會將運作程序簡化和自動化，縮短辦理註冊成立公司與登記文件所需的時間，因而可以更快地更新和披露公司資料、改善資料質素、加強資料的保安與完整性，提高生產力並降低運作成本。同時，公司亦可因用於遵守法例規定的開支與運作成本的下降而受惠。

策略性改革計劃是一項重大兼且高度複雜的任務，對本處的發展至為重要。本處因此在二零零一年三月設立由處長領導的「發展督導委員會」，監督計劃的實施。該委員會亦會考慮並訂立本處長遠業務發展的目標。

公司註冊處綜合資訊系統

資訊系統策略是策略性改革計劃的一個重要組成部分。本處根據顧問公司於二零零零年五月完成的「資訊系統策略研究」所提出的建議，分兩階段發展「公司註冊處綜合資訊系統」，以支援本處的核心業務和提供電子化公共服務。第一階段需時 15 個月，包括更換現有的電腦系統、改善系統基建設施、加強資料庫管理、將微型縮影紀錄轉換為數碼影像、設置文件影像處理系統、工序自動化和推行以電子方式查冊。當二零零三年

implementation, will transform the Registry from a paper-based and labour-intensive system to an electronic and fully automated operation. The SCP was presented to the Legislative Council Panel on Financial Affairs in January 2001 and the news media in February 2001.

The implementation of the SCP will bring substantial changes to the Registry's organisational structure, business processes and workflows, and the information systems. However, the consequential overall re-engineering of the Registry's operation will bring significant improvements in service delivery and substantial benefits to the business community. Operational procedures will be streamlined and automated to shorten the processing time of company incorporations and document registration. As a result, there will be more timely updating and disclosure of company information, improved quality of information, enhanced data security and integrity, and higher productivity at reduced operating costs. Companies will also enjoy reduced compliance costs and lower operating costs.

As the SCP is a major and highly complex undertaking of considerable importance to the development of the Registry, a Development Steering Committee led by the Registrar of Companies was established in March 2001 to oversee the implementation of the SCP. The Development Steering Committee will also consider and set objectives for the Registry's long-term business development.

Integrated Companies Registry Information System

An integral part of the SCP is an information systems strategy. Following the recommendations made by the consultant of the Information Systems Strategy Study (ISSS), which was completed in May 2000, the Registry will develop an **Integrated Companies Registry Information System (ICRIS)** in two phases to support the core business activities of the Registry and enable electronic service delivery. It will take 15 months to implement **Phase I** which includes the replacement of the existing computer systems, infrastructure enhancement,



規格，將會納入招標文件內。本處將於二零零一年第四季發出有關的招標文件，並預期在二零零二年中開始發展和施行這系統。

修訂法例

「策略性改革計劃」提出若干項修訂法例的建議，以簡化申報規定及方便以電子方式登記文件和查閱公司資料。這些建議大部分納入在二零零二年初提交立法會的公司(修訂)條例草案。

檢討指明表格

本處在二零零零年九月成立「表格檢討工作小組」，負責檢討與設計各款指明表格，以助提高申報資料的質素和更快地提供最新的公司資料，以供公眾查閱，同時方便以電子方式提交和處理資料。本處將推出約70款經修訂或新的指明表格。檢討工作將於二零零三年初完成。

公司法改革

公司法改革常務委員會是一個非法定的委員會，在一九八四年成立，現由上訴法庭副庭長出任主席，成員包括有關政府部門、監管機構、學術界、會計師、商人、公司秘書和律師的代表。委員會的主要職能是定期檢討和修訂《公司條例》，確保該條例符合商界和監管機構不斷轉變的需要。該委員會由本處提供秘書處服務，年內共召開七次會議，商討多項修訂《公司條例》的建議。在本年內，該委員會用了很多時間於「企業管治檢討」。然而，除此之外，委員會亦通過修訂《公司條例》，內容是有關「附屬公司」及集團公司帳目問題，以及在香港註冊成立的上市

timetable. The feasibility study was completed in May 2001. The recommendations and detailed project specifications proposed in the feasibility study will form part of the tender specifications. The ICRIS tender document will be issued in the last quarter of 2001. It is expected that the development and implementation of the ICRIS will commence in mid-2002.

Legislative Amendments

The SCP recommended a number of legislative amendments for simplifying filing requirements and facilitating electronic document registration and searching of corporate information. The majority of these proposed amendments have been included in a Companies (Amendment) Bill to be introduced in the Legislative Council in early 2002.

Review of Specified Forms

The Registry established a Forms Review Working Group in September 2000 to undertake the review and development of specified forms with a view to enhancing the quality and timeliness of information maintained for public inspection and facilitating electronic filing and processing. About 70 revised or new specified forms will be introduced. The Forms Review exercise will be completed in early 2003.

Company Law Reform

The Standing Committee on Company Law Reform (SCCLR) is a non-statutory committee established in 1984. It is chaired by a Vice President of the Court of Appeal and its membership comprises representatives of relevant Government departments, regulators, academics, accountants, businessmen, company secretaries and lawyers. The principal function of the SCCLR is to ensure that the Companies Ordinance is reviewed and amended regularly to meet the changing needs of the business community and regulators. The Registry provides the secretariat for the SCCLR which met seven times during the year to consider a wide range of proposals to amend the Companies Ordinance. In the course of the year, much of the SCCLR's time has been

公司可提交財務摘要報告，以代替詳細的財務文件。委員會亦曾討論選擇性引入無帳面值股份，以及可否改革有關公司提供財務協助以購回其本身股份的法例。有關該委員會的工作詳情，可參閱《公司法改革常務委員會第17號年報》。

taken up with the Corporate Governance Review. However, in addition, it has endorsed amendments to the Companies Ordinance in respect of "subsidiaries" in relation to group company accounts and the introduction of summary financial statements by listed companies incorporated in Hong Kong in place of their full financial statements. The SCCLR has also discussed the optional introduction of no par value shares and possible reforms to the law regarding financial assistance by companies to purchase their own shares. Full details of the SCCLR's work can be found in the Committee's 17th Annual Report.

企業管治檢討

二零零零年三月八日，當時的財政司司長在財政預算案演詞宣布「公司法改革常務委員會」將全面檢討香港的企業管治架構。該委員會在二零零零年四月一日的會議席上決定設立有關「董事」、「股東」與「會計及審計」（其後改稱「企業報告」）的三個小組委員會，着手檢討企業管治。在二零零零年五月至二零零一年四月之間，董事小組委員會舉行了八次會議，股東小組委員會舉行了五次，企業報告小組委員會亦舉行了五次。這些會議所提出的建議載於一份諮詢文

Corporate Governance Review

In his budget speech on 8 March 2000, the then Financial Secretary announced that the SCCLR would conduct a comprehensive review of the corporate governance regime in Hong Kong. At the SCCLR's meeting on 1 April 2000, the SCCLR decided to form three sub-committees regarding Directors, Shareholders and Accountancy and Audit (subsequently retitled Corporate Reporting) to take the corporate governance review forward. Between May 2000 and April 2001, the Directors Sub-committee has held eight meetings, the Shareholders Sub-committee has held five meetings and



公司註冊處處長於二零零一年四月在吉隆坡舉行的國際企業管治會議介紹一份有關改革香港企業管治的文件

The Registrar of Companies presenting a paper on corporate governance reform in Hong Kong at the International Conference on Corporate Governance held in Kuala Lumpur in April 2001



件，內容涵蓋第一檢討階段的建議。該份文件於二零零一年七月發表，徵詢公眾意見。為配合此項工作，該三個小組委員會已經委託或將會委託數間大學負責下述研究計劃：——

the Corporate Reporting Sub-committee has held five meetings.

The proposals made as a result of these meetings, which

comprise Phase I of the review,

are contained in a report which

was launched for public

consultation in July 2001. In

parallel with this work, the

sub-committees have either

commissioned or will be

commissioning the universities

to undertake the following

research projects : ——



二零零一年七月發表的《企業管治檢討》諮詢文件
Consultation paper on Corporate Governance Review issued in July 2001

- 以比較方式調查和分析其他適合比較的司法管轄區的企業管治水平發展情況；
- 調查國際機構投資者對香港企業管治水平所持的態度；
- 審核、提名、薪酬三個委員會的角色和功能；
- 公司資料流程，以及股東取用這些資料的權利；及
- 進行經濟分析，比對上市公司的表現與股東的概況。
- A comparative survey and analysis of the development of corporate governance standards in other comparable jurisdictions;
- A survey on the attitudes of international institutional investors towards corporate governance standards in Hong Kong;
- The roles and functions of audit, nomination and remuneration committees;
- Company information flow and shareholders' rights of access to such information; and
- An economic analysis co-relating the performance of listed companies with their shareholders' profile.



公司註冊處處長在二零零零年十一月香港公司秘書公會舉辦的國際企業管治會議中接受紀念品

The Registrar of Companies receiving a souvenir at the International Conference on Corporate Governance organised by the Hong Kong Institute of Company Secretaries in November 2000

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與處理企業管治問題方面的經驗，本處與其他司法管轄區保持定期聯繫。在這方面，我們與英國的公司註冊處、新加坡的公司及商業註冊處有密切聯繫，並與馬來西亞、南非和紐西蘭的公司註冊處保持某程度的聯繫。年內，本處接待了十批訪客，包括馬恩島的財經處 (Financial Services Commission) 的行政總裁、內地四個政府部門及四個專業團體、以及一名來自美國的高級經濟學家。

To enable the Registry to objectively assess its standards and performance, and share experiences regarding the provision and development of corporate registration services and corporate governance issues in other countries, the department maintains regular contact with other jurisdictions. In this respect, we have strong links with Companies House in the United Kingdom and the Registry of Companies and Business in Singapore, while we have had some contact with the Companies Registries in Malaysia and South Africa and the Companies Office in New Zealand. During the year, the Registry played host to ten groups of visitors including the Chief Executive of the Financial Services Commission of the Isle of Man, four government departments and four professional bodies from the Mainland, and a senior economist from the USA.



公司註冊處處長參加二零零一年四月在吉隆坡舉行的「二零零一年國際企業管治會議」
Registrar of Companies attending the International Conference on Corporate Governance 2001 held in Kuala Lumpur in April 2001



二零零零年十月四日及五日，公司註冊處處長出席在加的夫舉行的第三屆歐洲商業登記冊會議。該次會議討論的主題範圍廣闊，包括歐洲註冊制度的比較，以及電子存檔的發展。此外，他以香港代表團成員身分，出席在二零零一年四月四日及五日於新加坡舉行的第三屆亞洲經濟合作及發展組織企業管治圓桌會議。最近，他參加在二零零一年四月二十三日及二十四日於吉隆坡舉行的2001年國際企業管治會議，並發表了一份主題為「企業管治改革：香港經驗」的文件，簡述香港的「企業管治檢討」發展情況。該會議由馬來西亞的特許秘書及行政人員協會主辦。

The Registrar of Companies attended the 3rd Conference of the Commerce Registers of Europe in Cardiff on 4 and 5 October 2000 which discussed a wide range of subjects including a comparison of the registration systems in Europe and developments in electronic filing. As part of the Hong Kong delegation, he attended the Third OECD Asian Roundtable on Corporate Governance held in Singapore on 4 and 5 April 2001. Most recently, the Registrar of Companies participated at the International Conference on Corporate Governance 2001 in Kuala Lumpur on 23 and 24 April 2001 organised by the Malaysian Association of the Institute of Chartered Secretaries and Administrators where he delivered a paper on "Corporate Governance Reform: Hong Kong's Experience", outlining what was happening regarding Hong Kong's Corporate Governance Review.



深圳市工商行政管理局代表團到訪
Visit by a delegation from Shenzhen
Municipal Administration Bureau of
Industry and Commerce



天津市律師協會代表團訪問本處
Visit by the delegation from the Tianjin Lawyers Association

本處了解保護環境的重要性，並承擔以負責任的環保方式，拓展本處各方面的服務和運作。

環保政策

我們採取下述政策和原則去改善環境：——

- (a) 採取良好環保措施，確保妥善使用能源和物料。為此，本處鼓勵採取三項物料使用原則——減少廢物、廢物再用、循環再用，並購買環保產品。
- (b) 提高員工的環保意識，鼓勵他們採取環保措施。
- (c) 遵從有關環保法例、規例及標準。
- (d) 盡量減少廢物及污染物，確保廢物妥善處理。
- (e) 採用現代環保技術、盡量減少可能出現的惡劣環境影響、以及繼續尋求方法提高本處對環保的貢獻，作為長遠的環保措施。
- (f) 安排由獨立專家進行環境審核。

The Registry is very conscious of the importance of environmental protection and is committed to developing and conducting all our services and operations in an environmentally responsible manner.

Environmental Policy

We have adopted the following policies and principles to improve the environment : ——

- (a) Adopting good practices regarding the efficient use of energy and materials by encouraging the three "R" principles —— Reduce, Reuse and Recycling of materials, and green purchasing.
- (b) Maintaining a high level of environmental awareness amongst staff and encouraging them to practise green environmental measures.
- (c) Complying with legislation, regulation and standards on environmental protection.
- (d) Minimising waste and contaminants and ensuring the safe handling of waste produced.
- (e) Upkeeping efforts in environmental protection through the adoption of environmental friendly modern technologies, minimisation of possible adverse impact on the environment, and continuing to find ways to improve the Registry's environmental performance.
- (f) Conducting an environmental audit by an independent expert.



環保管理

本處最高管理階層承擔致力實施環境管理計劃。一名環保經理及四名助理環保經理負責監督本處環保措施的發展和推行。我們明白，促進環保的一個主要因素是提高員工的環保意識，以及確保他們通力合作。為此，本處每年把環保政策聲明及環保措施一覽表向員工傳閱兩次，提醒他們須在環保方面作出貢獻。本處透過各部別/組別內的問卷調查，定期檢討環保表現。

環境影響

為盡量減輕對環境造成惡劣影響，我們已把環保措施納入辦公室運作，包括燈光控制、通風控制、使用節省能源的用具或太陽能用具、以及燃料耗用管制。

本處其中一項較特別工序是沖晒及複製用以儲存文件影像的縮微膠片。在此過程中會產生化學廢物。本處有關的組別已依照《廢物處置條例》(第354章)的規定，向當局登記為化學廢物產生者，並已取得登記證。同時亦根據《水污染管制條例》(第358章)向當局取得牌照。為遵從有關規定，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定期收集並適當處置這些廢物。至於縮微膠片副本和複印本，本處員工會密切監察其製造數量，避免浪費資源。

Green Management

An Environmental Management Program is in place with commitment from the top management. A Green Manager and four Assistant Green Managers are tasked to oversee the development and implementation of green measures in the Registry. We recognise that a major factor in promoting environmental protection is raising the awareness of and ensuring the co-operation of staff. In this regard, an Environmental Policy Statement and a list of Green Housekeeping Measures are circulated to all our staff twice a year to remind them of their role in contributing to environmental protection. Environmental performance review is regularly undertaken through a questionnaire-based survey amongst various divisions/sections.

Environmental Impact

To minimise any adverse impact on the environment, we have incorporated green measures into our office operations, including lighting control, ventilation control, the use of energy-efficient or solar appliances and fuel consumption control.

One of the Registry's specific activities is the developing and processing of microfilms for storage of document images. 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. 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.

環保表現與目標比較

我們的環保目標與實際表現載於下表：——

Performances vs Targets

Our targets and actual performances are as follows : ——

	2000 年目標 Target for 2000	2000 年實際表現 Performance in 2000	2001 年目標 Target for 2001
	百分比 %	百分比 %	百分比 %
(a) 減少廢物 Waste Minimisation			
• 利用已使用紙張的空白一面草擬文件 using blank side of used paper for drafting	95	96	96
• 使用循環再造紙張 / 無木漿紙張 using recycled/woodfree paper	100	100	100
• 使用舊信封或可多次使用的環保信封 re-using envelopes or using transit envelopes	93	92	93
• 使用可替換筆芯的原子筆 using refillable ball pens	99	99	99
• 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	92	92	92
(b) 回收廢物以便循環使用 / 再次使用 Waste Recovery for Recycling / Reuse			
• 收集廢紙 collection of waste paper	93	93	93
• 收集使用過的打印機色粉盒 collection of used printer cartridges	100	100	100
(c) 節省能源 Energy Conservation			
• 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	94	97	95
(d) 在節日裏所採用的措施 Measures at Festive Seasons			
• 使用舊有裝飾物品 re-using decorations	93	97	95

環境審核

為評估環境管理的效能，以及進一步探討改善環境的機會，我們安排外聘專家於二零零零年十一月進行獨立環境審核。審核涵蓋本處所有部別/組別，並包括廣泛檢討桌面文件、視察現場，以及會見員工。審核專家確定本處已把各項環保措施納入運作安排，為環保作出承擔；此外，處內的一般環保表現亦令人滿意。審核專家亦建議進一步改善某方面的環保措施。為此，本署會就該審核專家的建議，研究其可行性。

Environmental Audit

In order to evaluate the effectiveness of our environmental management and explore further improvement opportunities, we arranged an independent environmental audit by an outside expert in November 2000. The audit covered all divisions/sections of the Registry, and included an extensive desk-top document review, site reconnaissance and staff interviews. The audit concluded that the Registry had demonstrated a commitment to environmental protection by incorporating various green measures into operational arrangements, and the general housekeeping within the Registry was found to be satisfactory. The audit has also recommended some areas for further improvement. In this respect, we will explore the feasibility of implementing the additional green measures as recommended by the audit.

附錄 APPENDICES

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

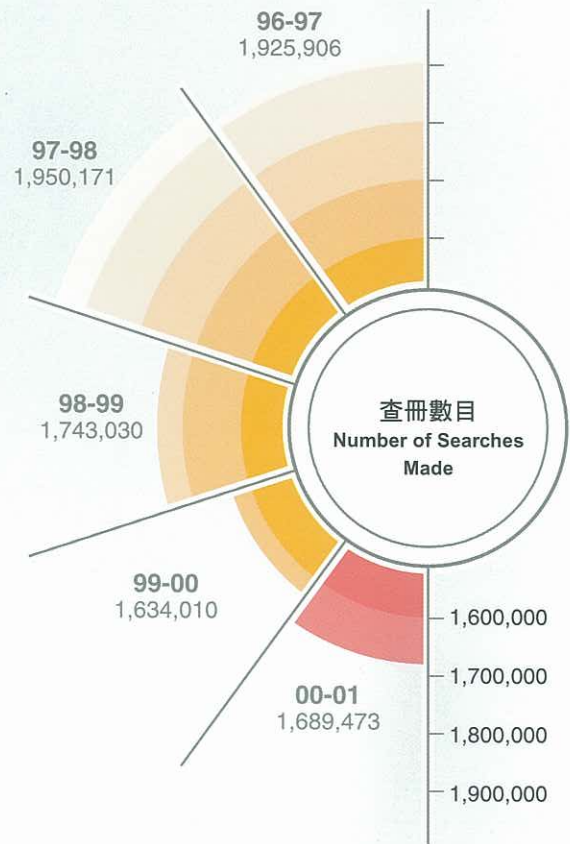
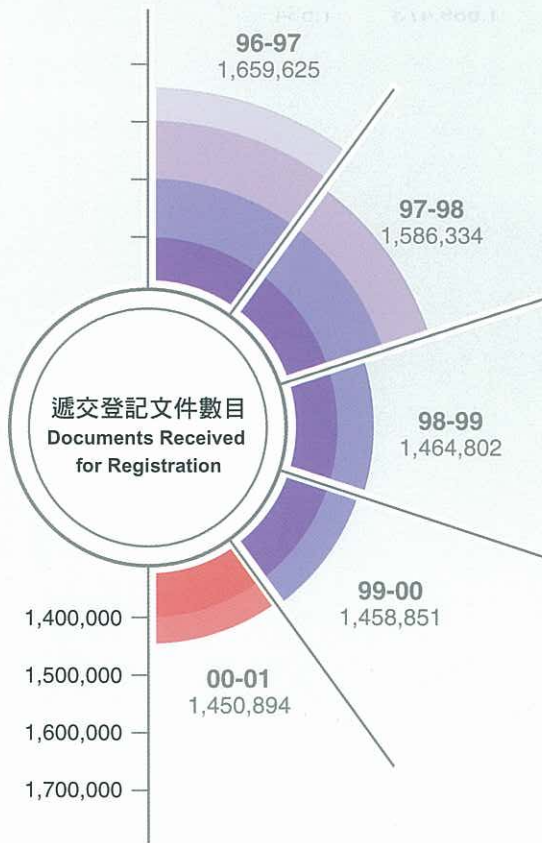
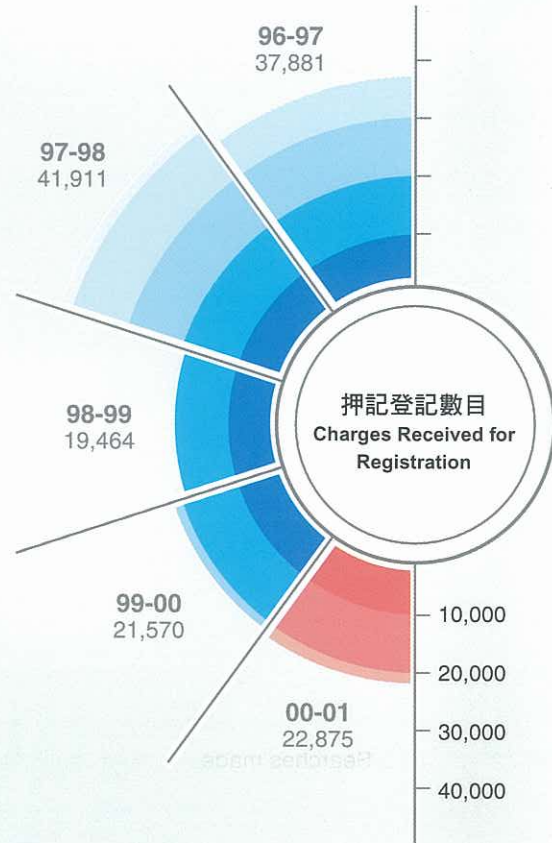
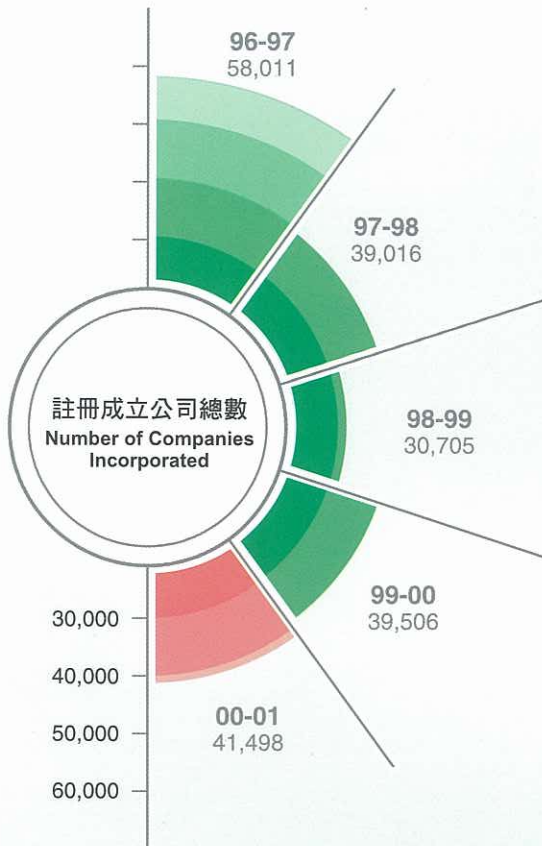
審計署署長報告
Report of the Director of Audit

工作量統計數字 Workload Statistics

		截至 3 月 3 1 日止年度 Year to 31 March		增 / (減) 百分比 % Change
		2001	2000	%
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public	377	364	3.6
— 私人公司	— private	41,121	39,142	5.1
登記的海外公司	Overseas companies registered	838	683	22.7
公司文件登記	General Registration of Documents			
所收到的押記	Charges received	22,875	21,570	6.1
所收到的文件	Documents received	1,450,894	1,458,851	(0.5)
更改名稱申請書	Change of name applications	10,990	10,393	5.7
自動清盤通知書	Voluntary liquidation notices	1,610	2,909	(44.7)
查冊設施	Search Facilities			
查冊個案	Searches made	1,689,473	1,634,010	3.4
檢控	Prosecution			
發出傳票	Summonses issued	261	152	71.7
定罪率	Conviction rate	38%	52%	(26.9)
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	N.A.	1,443	N.A.
— 因不經營業務	— for not carrying on business	10,374	10,129	2.4
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	14,983	N.A.	N.A.

附註：本處剔除未有遞交周年申報表的公司名稱所根據的《公司條例》第 290A 條，已於一九九九年十一月十一日廢除。

Note: The provision for striking off companies for failure to file annual returns under section 290A was repealed on 11 November 1999.





周年帳目表
Annual Accounts

公司註冊處營運基金

截至2001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 2001

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 2001 年 3 月 31 日止年度
for the Year Ended 31 March 2001

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2001	2000
營業額	Turnover	(3)	244,470	253,898
運作成本	Operating costs	(4)	(193,860)	(191,961)
運作盈利	Profit from operations		50,610	61,937
其他收入	Other income	(5)	6,589	6,102
融資成本	Finance cost	(6)	(8,505)	(10,155)
除稅前盈利	Profit before tax		48,694	57,884
稅款	Taxation	(7)	(6,737)	(8,285)
除稅後盈利	Profit after tax		41,957	49,599
股息	Dividend	(8)	(12,587)	(14,880)
保留盈利	Profit retained		29,370	34,719
固定資產 回報率	Rate of return on fixed assets	(9)	12.1%	14.1%

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.

第六十二頁至七十頁之註釋亦為此帳目的一部分。

The notes on pages 62 to 70 form part of these accounts.



鍾悟思

公司註冊處處長暨

公司註冊處營運基金總經理

二零零一年九月七日

G W E Jones

Registrar of Companies and

General Manager

Companies Registry Trading Fund

7 September 2001



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

在 2001 年 3 月 31 日的結算
as at 31 March 2001

(以港幣千元位列示)
(Expressed in thousands of Hong Kong dollars)

註釋
Note

2001

2000

資產

ASSETS

非流動資產

Non-current assets

固定資產

Fixed assets

(10)

403,983

407,689

流動資產

Current assets

應收帳款及預付款項

Debtors and prepayments

2,819

1,584

應收有關連機構帳款

Amounts due from related parties

1,544

1,154

應退稅款

Tax refundable

328

—

銀行存款

Placements with banks

108,100

98,300

現金及銀行結餘

Cash and bank balances

1,939

1,594

114,730

102,632

流動負債

Current liabilities

短期借款

Short term borrowings

(11)

(27,670)

(27,670)

應付帳款

Creditors

(11,242)

(8,038)

應付有關連機構帳款

Amounts due to related parties

(35,080)

(27,709)

應付稅款

Tax payable

—

(1,854)

(73,992)

(65,271)

流動資產淨額

Net current assets

40,738

37,361

**總資產減去
流動負債**

**Total assets less
current liabilities**

444,721

445,050

非流動負債

Non-current liabilities

遞延稅款

Deferred tax

(12)

(2,829)

(2,565)

政府貸款

Government loan

(13)

(55,340)

(83,010)

淨資產

NET ASSETS

386,552

359,475

資本及儲備

CAPITAL AND RESERVES

營運基金資本

Trading fund capital

(14)

138,460

138,460

保留盈利

Retained earnings

(15)

235,505

206,135

擬發股息

Proposed dividend

12,587

14,880

386,552

359,475

第六十二頁至七十頁之註釋亦為此帳目的一部分。
The notes on pages 62 to 70 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2001年3月31日止年度
for the Year Ended 31 March 2001

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

2001

2000

營運項目

Operating activities

運作盈利	Profit from operations	50,610	61,937
折舊及攤銷	Depreciation and amortisation	15,234	15,743
應付帳款的增加	Increase in creditors	5,415	1,061
應付有關連機構 帳款的增加/(減少)	Increase/(Decrease) in amounts due to related parties	8,791	(3,219)
應收帳款及預付 款項的增加	Increase in debtors and prepayments	(1,138)	(99)
應收有關連機構 帳款的增加	Increase in amounts due from related parties	(390)	(149)

**因營運項目之
現金流入淨額**

**Net cash inflow
from operating activities**

78,522 75,274

投資收入及融資成本

**Returns on investments
and servicing of finance**

利息收入	Interest received	6,492	6,123
利息支出	Interest paid	(9,728)	(12,508)
股息支出	Dividend paid	(14,880)	(21,786)

**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**

(18,116) (28,171)

稅款

Taxation

已付利得稅	Profits tax paid	(8,655)	(8,849)
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已付稅款

Tax paid

(8,655) (8,849)



		註釋 Note	2001	2000
投資項目	Investing activities			
銀行存款增加淨額 (等同現金除外)	Net increase in placements with banks (other than cash equivalents)		(5,000)	—
購買固定資產	Purchase of fixed assets		(13,936)	(4,601)
因投資項目之現金 流出淨額	Net cash outflow from investing activities		(18,936)	(4,601)
未計融資前之現金 流入淨額	Net cash inflow before financing		32,815	33,653
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	Increase in cash and cash equivalents		5,145	5,983
現金及等同現金在 2000年4月1日之結餘	Cash and cash equivalents at 1 April 2000		99,894	93,911
現金及等同現金在 2001年3月31日之結餘	Cash and cash equivalents at 31 March 2001	(17)	105,039	99,894

第六十二頁至七十頁之註釋亦為此帳目的一部分。
The notes on pages 62 to 70 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) 提早採納會計實務準則

公司註冊處營運基金已採納由香港會計師公會在2001年1月修訂的會計實務準則第9號「結算日後的事項」。根據已修訂的準則，在結算日後擬發或宣布派發的股息會在資產負債表中被披露為資本及儲備內的一個項目，而不再確認為結算當日的負債。由於新採納的會計政策已追溯應用於以往期間，因此，2000年3月31日的資產負債表中列出的擬發股息港幣1,488.0萬元已重新分類為資本及儲備的一部分。

(c) 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。



(d) 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% - 33.3%
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3至5年攤銷。

(e) 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。

(f) 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。

(g) 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。

(h) 等同現金

等同現金指可在毋須發出通知的情況下能隨時轉換為已知數額現金，並且在購入時距離期滿日不超過三個月的短期而高度流通的投資。

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) Early adoption of Statement of Standard Accounting Practice

The Companies Registry Trading Fund has adopted the revised Statement of Standard Accounting Practice No. 9 "Events after the balance sheet date" issued by the Hong Kong Society of Accountants in January 2001. Following the adoption of this revised standard, dividends proposed or declared after the balance sheet date are no longer recognised as a liability at the balance sheet date but are disclosed as a separate component of equity on the face of the balance sheet. The accounting policy has been applied retrospectively. As a result, the proposed dividend of HK\$14,880,000 appearing in the balance sheet as at 31 March 2000 was reclassified as an item in Capital and Reserves.

(c) 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.



(d) 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% - 33.3%
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 three to five years from the beginning of the month they are commissioned into service.

(e) 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.

(f) Revenue recognition

Revenue is recognised as services are provided. Interest income is recognised on an accrual basis.

(g) 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.

(h) Cash equivalents

Cash equivalents are short term, highly liquid investments which are readily convertible into known amount of cash without notice and which were within three months of maturity when acquired.

3. 營業額 Turnover

		2001	2000
押記文件登記費	Charges registration fees	10,974	10,839
公司註冊成立費	Incorporation fees	70,837	68,376
年報表登記費	Annual registration fees	88,753	111,595
查冊及影印收費	Searches and copying fees	47,528	45,307
管理及代收服務費用	Fees for administration and collection services	8,821	7,910
其他費用	Other fees	17,557	9,871
		<u>244,470</u>	<u>253,898</u>

4. 運作成本 Operating costs

		2001	2000
員工費用	Staff costs	155,165	155,683
一般運作開支	General operating expenses	17,806	16,101
電腦開支	Computer expenses	4,374	3,188
中央行政間接費用	Central administration overheads	900	899
折舊及攤銷	Depreciation and amortisation	15,234	15,743
審計師酬勞	Auditor's remuneration	381	347
		<u>193,860</u>	<u>191,961</u>

5. 其他收入 Other income

		2001	2000
銀行存款利息	Interest from bank deposits	6,589	6,102

6. 融資成本 Finance cost

		2001	2000
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	3,406	3,117
一年後應償還之政府貸款	Government loan repayable after one year	5,099	7,038
		<u>8,505</u>	<u>10,155</u>



7. 稅款 Taxation

名義利得稅是按16% 稅率計算 (2000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% (2000 : 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.

		2001	2000
名義利得稅	Notional profits tax	6,473	9,069
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	264	(784)
因利得稅率改變所作調整	Adjustment due to a change of profits tax rate	—	—
		<u>264</u>	<u>(784)</u>
年內稅款	Taxation for the year	<u>6,737</u>	<u>8,285</u>

8. 股息 Dividend

擬發港幣 1,258.7 萬元作股息給政府 (2000年：港幣 1,488.0 萬元)。

An amount of HK\$12,587,000 (2000 : HK\$14,880,000) is proposed 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2000年4月1日	At 1 April 2000	398,511	64,726	16,679	2,206	130	482,252
增加	Additions	—	11,264	262	2	—	11,528
售賣	Disposals	—	—	—	—	—	—
在2001年3月31日	At 31 March 2001	<u>398,511</u>	<u>75,990</u>	<u>16,941</u>	<u>2,208</u>	<u>130</u>	<u>493,780</u>
累計折舊 / 攤銷	Aggregate depreciation/amortisation						
在2000年4月1日	At 1 April 2000	28,141	30,838	14,264	1,190	130	74,563
年內費用	Charge for the year	4,444	9,079	1,393	318	—	15,234
售賣後撥回	Written back on disposals	—	—	—	—	—	—
在2001年3月31日	At 31 March 2001	<u>32,585</u>	<u>39,917</u>	<u>15,657</u>	<u>1,508</u>	<u>130</u>	<u>89,797</u>
帳面淨值	Net Book Value						
在2001年3月31日	At 31 March 2001	<u>365,926</u>	<u>36,073</u>	<u>1,284</u>	<u>700</u>	<u>—</u>	<u>403,983</u>
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>

11. 短期借款 Short term borrowings

		2001	2000
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

		2001	2000
在2000年4月1日之結餘	Balance at 1 April 2000	<u>2,565</u>	<u>3,349</u>
年內準備	Provision for the year	<u>264</u>	<u>(784)</u>
在2001年3月31日之結餘	Balance at 31 March 2001	<u>2,829</u>	<u>2,565</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2001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5,534萬元為在繳付第八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 2001 is shown as short term borrowing. The balance of HK\$55,340,000 shown under Government loan represents the balance of the loan after repayment of the eighth 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

		2001	2000
在2000年4月1日之結餘	Balance at 1 April 2000	206,135	171,416
年內盈利	Profit for the year	41,957	49,599
擬發股息	Proposed dividend	<u>(12,587)</u>	<u>(14,880)</u>
在2001年3月31日之結餘	Balance at 31 March 2001	<u>235,505</u>	<u>206,135</u>

16. 年內融資變動分析 Analysis of changes in financing during the year

		政府貸款 (包括短期借款) Government loan (including short term borrowings)	
		2001	2000
在2000年4月1日之結餘	Balance at 1 April 2000	110,680	138,350
因融資之現金流出	Cash outflow from financing	<u>(27,670)</u>	<u>(27,670)</u>
在2001年3月31日之結餘	Balance at 31 March 2001	<u>83,010</u>	<u>110,680</u>

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**

		2001	2000
現金及銀行結餘	Cash and bank balances	1,939	1,594
銀行存款 (等同現金部分)	Placements with banks (cash equivalents portion)	103,100	98,300
		105,039	99,894

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1,601.4萬元(2000年：港幣1,479.0萬元)；
- (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1,553.3萬元(2000年：港幣1,400.5萬元)；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256.6萬元(2000年：港幣243.7萬元)。

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\$16,014,000 (2000 : HK\$14,790,000);
- (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\$15,533,000 (2000 : HK\$14,005,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$2,566,000 (2000 : HK\$2,437,000).

與有關連機構的交易如亦同時提供予公眾，收費會依隨公眾所須繳付的費用；如該等服務祇提供予有關連機構，收費則按全部成本徵收。

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:

		2001	2000
已簽約	Contracted for	4,862	7,072
已核准惟未簽約	Authorised but not contracted for	—	—
		4,862	7,072

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.



審計署署長提交立法會的報告書

我已完成審計刊於附錄 B 按照香港公認會計原則製備的財務報表。

公司註冊處營運基金總經理及審計署署長的責任

根據《營運基金條例》(第 430 章) 第 7(4) 條的規定，公司註冊處營運基金總經理負責把按照公認會計原則製備，並經他簽署的財務報表呈交本人。在製備財務報表時，公司註冊處營運基金總經理必須貫徹採用合適的會計政策。

我的責任是根據我的審計工作的結果，對該等財務報表作出獨立意見，並向立法會報告。

意見的基礎

茲證明我已按照《營運基金條例》第 7(5) 條的規定及審計署的審計準則，審核及審計上述的財務報表。審計範圍包括以抽查方式查核與財務報表所載數額及披露事項有關的憑證，亦包括評估公司註冊處營運基金總經理於製備該等財務報表時所作的重大估計和判斷、所釐定的會計政策是否適合公司註冊處營運基金的具體情況、及有否貫徹運用並足夠披露該等會計政策。

REPORT OF THE DIRECTOR OF AUDIT TO THE LEGISLATIVE COUNCIL

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

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

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

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

Basis of opinion

I certify that I have examined and audited the financial statements referred to above in accordance with section 7(5) of the Trading Funds Ordinance and the Audit Commission auditing standards. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the General Manager, Companies Registry Trading Fund in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Companies Registry Trading Fund's circumstances, consistently applied and adequately disclosed.

我在策劃和進行審計工作時，均以取得一切我認為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二零零一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 2001 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

二零零一年九月七日

(CHAN Bar-keung)
Assistant Director of Audit
for Director of Audit

Audit Commission
Hong Kong

7 September 2001