

公司註冊處
COMPANIES REGISTRY



鍾悟思太平紳士
公司註冊處處長

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Registrar of Companies



貝思義
副首席律師
Mr J S Bush
Deputy Principal Solicitor



許羅美美女士
公司註冊處經理
Mrs T Hui
Registry Manager



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何天正
業務經理
Mr T C Ho
Business Manager



何珊珍女士
助理首席律師
Ms R Ho
Assistant Principal Solicitor



劉麗芬女士
首席公司註冊主任
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Miss P Lau
Principal Companies
Registration Officer
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概要

回顧過去一年，香港整體經濟放緩，以致本處的主要業務出現收縮。可幸的是，由於採取審慎的財政管理及削減成本措施，本處固定資產平均淨值的回報率仍達到目標所訂的10%。此外，本處推行的各項主要措施，均有良好進展。這些措施包括「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。本處最近亦批出合約，以實施「公司註冊處綜合資訊系統」，以及將縮微膠片轉換為數碼影像。本人極有信心在二零零四年設立全面電子化的公司註冊處，為客戶提供世界級、具成本效益的服務。

業務情況

在截至二零零二年三月三十一日的年度，註冊成立的公司數目減少6.8%，押記登記數目減少1.9%，查冊個案亦減少1.7%。另一方面，解散的公司數目則上升52.6%，達到43,111間，原因是本處分別根據《公司條例》第291及291AA條剔除公司登記冊上不營運公司的名稱，以及撤銷不營運但有償債能力私人公司的註冊。這行動令到公司登記冊上的本地公司總數截至二零零二年三月三十一日為508,052間，與二零零一年三月三十一日的總數512,357間比較，減少了4,305間。幸而在香港設立營業地點的海外公司則有增加。截至二零零二年三月三十一日，登記冊上的海外公司的數目達6,520間，增幅為4.8%。

Overview

The past year has seen a drop in business volumes in our core services due to the slowdown of the general economy. However, thanks to our prudent financial management and cost-cutting measures, we managed to achieve the target return of 10% on the average net fixed assets employed. In addition, we have made good progress towards implementing a number of major initiatives. These include the Strategic Change Plan (SCP) and the recommendations arising from the reviews of company law and corporate governance. We have recently awarded the contracts for the implementation of the Integrated Companies Registry Information System (ICRIS) and the conversion of microfiches into digitised images. I have every confidence that a fully electronic Companies Registry will be established in 2004 to provide world-class and cost-effective services to our customers.

Business Volumes

For the year ended 31 March 2002, there was a drop in the number of incorporations by 6.8%, charges registration by 1.9% and searches by 1.7%. On the other hand, the number of dissolutions of companies during the year rose by 52.6% to 43,111, attributable to the striking off of defunct companies under section 291 of the Companies Ordinance, and the deregistration of defunct, solvent private companies under section 291AA of the Ordinance. As a result, the total number of local companies on the public register on 31 March 2002 dropped by 4,305 to 508,052, compared to 512,357 on 31 March 2001. Fortunately, as more overseas companies have established places of business in Hong Kong, the number of overseas companies on our register increased by 4.8% during the year to 6,520 on 31 March 2002.

財務業績

本年度的營業額為 2 億 4,200 萬元，較上一年度減少 1%。扣除利息開支及稅款後的淨盈餘達 3,770 萬元，較二零零零至零一年度錄得的 4,200 萬元下降 10%。固定資產平均淨值的回報率為 10.2%，與所訂下的 10% 目標幾乎相同。

客戶服務

在截至二零零二年三月三十一日的年度，本處 14 項主要服務的水平，均遠遠超出所承諾的標準。然而，本處並不自滿，更且提高了某些服務水平的標準。舉例而言，海外公司註冊及公司名稱更改的標準處理時間現時分別為 22 及 9 個工作天，二零零一至零二年度則分別為 25 及 10 個工作天。本處在二零零一至零二年度參加「公務員卓越顧客服務獎」比賽，取得「嘉許獎」。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年內的服務及貢獻。

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，所累積的資源增值總額不少於經常開支的 5%。截至二零零二年三月三十一日，本處節省的開支達到 1,730 萬元，相等於經常開支的 8%。至於二零零二至零三年度，我們希望藉資源增值計劃，另外節省開支 15 萬元。本處預算在二零零二至零三年度結束前，累積節省總額可達到大約 9%，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

Financial Results

The business turnover for the year was \$242 million, a decrease of 1% compared with that for last year. The net surplus for the year, after deducting interest expenses and taxation, amounted to \$37.7 million, a drop of 10% from \$42 million recorded in 2000-01. The return on the average net fixed assets employed was 10.2%, nearly the same as the target of 10%.

Customer Services

For the year ended 31 March 2002, we have well exceeded our 14 service performance pledges in core activities. However, we cannot afford to be complacent and have set improved targets to enhance service standards. For example, our standard time for the registration of overseas companies and change of company name is now 22 and 9 working days respectively, compared with the 25 and 10 working days respectively required in 2001-02. The Registry entered the competition for the Civil Service Customer Service Excellence Award during 2001-02 and won a Merit Award. Through our Customer Liaison Group, the annual customer survey and visits paid to customers, we gather the information necessary to enhance our services on a regular basis. As always, I would like to record my gratitude to all members of the Customer Liaison Group for their service and contributions throughout the year.

Efficiency and Productivity

The target of the Government's Enhanced Productivity Programme (EPP) is to achieve a cumulative enhanced productivity equivalent to no less than 5% of savings in recurrent expenditure by the year 2002-03. Up to 31 March 2002, we achieved cumulative savings of \$17.3 million, or 8% of our recurrent expenditure. For 2002-03, we aim to deliver another EPP saving of \$150,000. By the end of the year 2002-03, our cumulative EPP savings are expected to reach around 9%, well exceeding the 5% target. The department measures

處在二零零一至零二年度的整體生產力較二零零零至零一年度上升 7%。我們會繼續致力提高工作效率與生產力。

人力資源

截至本年三月三十一日為止，本處僱用 407 名常額編制及合約員工。處方提供適當的培訓發展計劃，配合個別職系員工的需要，確保他們具有足夠知識和技能，以應付日後的新挑戰。我們的員工具有創新的精神，熱誠的工作態度，相信他們定必再接再勵，為客戶提供優質服務，確保本處繼續取得成功。過去一年，他們工作勤奮熱誠，鼎力支持本處，本人謹致謝忱。

電腦化計劃

「公司註冊處聯線公眾查冊系統」讓用戶以聯線方式直接查閱本處的擴充資料庫內公司的主要資料。該系統一直運作暢順。在二零零一年八月，本處改善該系統，並推出新服務，包括由專遞人員送交縮微膠片給客戶。在二零零二年二月，我們設置「政府機密郵遞系統」，使最高達到機密級別的限閱文件可在安全的環境下以電子方式傳送至各決策局及部門。此外，本處為「公司註冊系統」及「公司來件紀錄冊及公司文件索引系統」提升電腦伺服器的功能，把系統發生故障的機會減至最小，以確保可以有效地提供優質服務給客戶。本處會繼續把管理和使用電腦軟件列為優先處理的事項，並會採取各項積極措施，確保本處遵從政府的知識產權法例遵從準則。

productivity of its activities in terms of weighted output per man-day. The department's overall productivity in 2001-02 increased by 7% compared to 2000-01. We will continue to strive for improvements in efficiency and productivity.

Human Resources

As at 31 March 2002, the department employed 407 staff on permanent pensionable or contract terms. To ensure that our staff are always equipped with adequate knowledge and skills to meet new challenges ahead, a departmental training and development plan has been put in place to address the needs of individual grades of staff. I am confident that our innovative and dedicated staff will continue to provide high quality service to our customers and ensure the Registry's continuing success. May I take this opportunity to express my deepest gratitude for their hard work, support and dedication over the past year.

Computerisation

The Companies Registry On-line Public Search System (CROPS), which gives subscribers direct online access to key company information in our expanded database, has been running very smoothly. In August 2001, we added system enhancements to CROPS including a new service for delivering microfiches to customers through couriers. In February 2002, we implemented the Government Confidential Mail System, enabling transmission of classified documents up to confidential level among bureaux and departments by electronic means in a secured environment. We have also upgraded the computer servers of the Companies Registration System and the Control Book and Document Index System to ensure that high quality services can be provided to our customers efficiently with a minimum risk of system breakdown. We will continue to place utmost 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.

策略性改革計劃

「策略性改革計劃」的其中一個主要項目是發展「公司註冊處綜合資訊系統」，開發該系統的工作將會分兩階段進行。第一階段預計於二零零三年底完成，發展項目包括更換現有的電腦系統、建立文件影像處理系統、聯線查閱本處資料庫內的公司最新資料及備存公司文件的數碼影像。第二階段包括聯線辦理文件登記及註冊成立新公司。這階段在二零零四年底完成，屆時本處可以採用電子方式接收、處理、儲存及發布資料，為世界各地客戶提供快捷、具成本效益、易用及優質的服務。我們已獲得立法會財務委員會批准從資本投資基金撥出1億5,000萬元備用貸款，用以推行該綜合資訊系統。本處在二零零一年底招標，邀請投標者承投開發該系統及將縮微膠片轉換為數碼影像。有關合約已於最近批出。

其他法律、政策及規管問題

「公司註冊處」並不是一個十分貼切的名稱，原因是本處的角色與職能除包括一般「公司註冊處」的角色與職能外，亦涵蓋法律、政策及規管領域，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企業管治檢討方面亦扮演極重要角色。此外，本人是財政司司長在香港會計師公會理事會的代表。「政府／香港會計師公會聯合工作小組」在去年

Strategic Change Plan

An integral part of the SCP is the implementation of ICRIS which will be developed in two phases. Phase I, estimated to be completed by the end of 2003, will include the replacement of the existing computer systems, document imaging, and online searches on current data and digitised images of registered company documents kept in the Registry's database. Phase II will include the implementation of online document registration and incorporation. On the completion of this phase by the end of 2004, the Registry will be able to receive, process, store and disseminate information electronically, providing fast, cost-effective, user-friendly and high quality services to customers throughout the world. We have obtained the Finance Committee's approval of a standby loan facility of \$150 million from the Capital Investment Fund to finance the implementation of ICRIS. In late 2001, we invited tenders for the implementation of ICRIS and the microfiche conversion, and have recently awarded the contracts.

Other Legal, Policy and Regulatory Issues

The Companies Registry's title is something of a misnomer as the department's role and functions embrace a wide range of legal, policy and regulatory issues in addition to those of a 'companies registry'. 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

成立，負責全面檢討《公司條例》有關會計與審計的條文。希望該工作小組可在二零零三年向公司法改革常務委員會提交報告。

公司條例檢討

檢討《公司條例》是一項艱巨工作。公司法改革常務委員會就此提出 62 項建議，第一階段的建議已載於一條主要的公司（修訂）條例草案，希望可在二零零二至零三年度立法會會期通過。本人亦希望其後的各條修訂條例草案會在適當的時間陸續制定，最終會制定一條重組和重寫現行條例的主要條例草案。

企業管治

公司法改革常務委員會就「企業管治」事宜展開的全面檢討，進展十分良好。檢討範圍涵蓋董事的權責、股東的權益及公司資料的披露。在二零零一年七月，委員會發表了一份諮詢文件，列載「第一階段企業管治檢討」提出的各項建議。委員會考慮所收到的意見後，現正跟進有關建議。與此同時，委員會進行第二階段檢討，希望這階段的檢討可在二零零二年底左右完成。

review. In addition, I represent the Financial Secretary on the Council of the Hong Kong Society of Accountants (HKSA). Last year, a Joint Government/HKSA Working Group was established to undertake a comprehensive review of the accounting and auditing provisions of the Companies Ordinance, and I hope that it will be able to submit a report to the SCCLR in the course of 2003.

Review of the Companies Ordinance

The review of the Companies Ordinance is a massive undertaking and we have now got to a stage where the first phase of the 62 recommendations by the SCCLR are contained in a major companies amendment bill which I hope will be enacted in the Legislative Session for 2002-03. Subsequent amendment bills will, I hope, follow in reasonably close succession culminating a major bill to restructure and re-write the current ordinance.

Corporate Governance

Good progress has been made by the SCCLR in its comprehensive review of corporate governance comprising directors' duties and responsibilities, shareholders' rights and the disclosure of corporate information. In July 2001, the SCCLR issued a consultation document setting out various proposals on Phase I of the Corporate Governance Review, and appropriate follow-up action is being taken in the light of the comments received. Meanwhile, the SCCLR is continuing with the second phase of the review which we hope will be concluded around the end of 2002.

前瞻

雖然經濟放緩，二零零一至零二年度對本處來說是事務繁忙而成功的一年。我們致力改善客戶服務，加強雙方之間的溝通，並且獲公務員事務局與香港管理專業協會頒發獎項，以示嘉許。在財政方面，本處取得理想回報，資產負債表顯示的財政狀況十分健全。除此之外，本處從資本投資基金取得貸款，以便提供資本，用以推行「公司註冊處綜合資訊系統」。至於企業管治，公司法改革常務委員會發表的「第一階段企業管治檢討」諮詢文件廣受歡迎。委員會現正把第一階段檢討提出的建議作最後確定，並同時進行第二階段檢討。

展望將來，加強客戶服務的最重要工作，建基於策略性改革計劃所取得的進展。本處最近批出合約，推行「公司註冊處綜合資訊系統」，以及將縮微膠片轉換為數碼影像。本處在二零零四年會成為全面電子化的公司註冊處，為商界提供他們應得而期望的最優質兼具成本效益的服務。

良好的公司法與企業管治是加強金融市場吸引力及投資者信心的重要因素。在此方面，我們定會竭盡所能，務求早日完成「公司條例全面檢討」及「企業管治檢討」的工作。該兩項檢討均屬艱巨工作，需要耗費時間和動用資源，主要原因是《公司條例》內容複雜。不過，本人有信心可以在合理時間內完成工作。

The Way Ahead

Despite the economic slowdown, 2001-02 has been an eventful and successful year for the Registry. Our conscious efforts to enhance customer services and improve communications have been recognised, and awards were received from the Civil Service Bureau and the Hong Kong Management Association. Financially, the Registry has achieved healthy returns and our balance sheet remains very strong. In addition, we have secured funding facilities from the Capital Investment Fund to finance the implementation of ICRIS. With regard to Corporate Governance, the SCCLR's Consultation Paper on Phase I of the Corporate Governance Review was well received. Action is being taken to finalise the proposals in Phase I of the review and proceed with Phase II of the review.

Looking ahead, the most important task for enhancing customer services is to build upon the progress we have made in implementing our SCP. We have recently awarded the contracts for the implementation of ICRIS and the conversion of microfiches into digitised images. In 2004, we will see a fully electronic Registry providing the business community with the first-class and cost-effective services that they deserve and expect of us.

Good company law and corporate governance are critically important factors in enhancing the attraction of our financial markets and strengthening investors' confidence. In this respect, we will make every effort to complete the Overall Review of the Companies Ordinance and Corporate Governance Review as soon as possible. Both of these are substantial undertakings requiring time and resources, particularly given the size and complexity of the Companies Ordinance. However, I am confident that they will be completed within a reasonable time.

二零零三年是本處成為獨立政府部門後第十周年。這標誌着本處發展過程的一個里程碑。一如過往數年，我們定會遇上各種挑戰和機會。由於本處有能力適應轉變、推出新服務、以及提高效率與生產力，本人深信各員工必能勝任各項工作。我們以「對過去感到自豪、對未來抱有信心」的情懷，邁向第十周年。

Next year, 2003, will be the tenth anniversary of the Companies Registry's establishment as an independent Government department. As such, it will mark a milestone in our development and, as in previous years, see new challenges and opportunities. However, given the department's ability to adapt to change, introduce new services, and enhance efficiency and productivity, I know that my staff will prove equal to the task, and we shall enter our tenth year with pride in our past and confidence in our future.



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

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	Customers given 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-regulation of statutory forms and the introduction of 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 of 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 of an online 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	Introduction of 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	Installation of 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	Introduction of a service for 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	Introduction of the deregistration service to provide a quicker, simpler and cheaper method to remove defunct, solvent private companies from the Register of Companies
啟用已擴充的公司資料庫，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	Introduction of 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 of the Companies Registry On-line Public Search System (CROPS) for online searching of key company information by customers at their offices
增添「公司註冊處聯線公眾查冊系統」提供的服務，包括由專遞人員送交縮微膠片給客戶	2001	Enhancement of the services provided under CROPS including a new service for delivering microfiches to customers through couriers
參加「公務員卓越顧客服務獎」比賽，並取得「嘉許獎」	2001	Participation in the competition for the Civil Service Customer Service Excellence Award and winning of the Merit Award