



公 司 註 冊 處
COMPANIES REGISTRY

2001-02 ANNUAL REPORT 年報





公 司 註 冊 處 營 運 基 金
年 報

二 零 零 一 年 四 月 一 日 至 二 零 零 二 年 三 月 三 十 一 日

COMPANIES REGISTRY TRADING FUND

Annual Report

1 April 2001 to 31 March 2002

按照營運基金條例第8條呈交

Submitted in accordance with section 8 of the Trading Funds Ordinance



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.

公司註冊處
COMPANIES REGISTRY



鍾悟思太平紳士
公司註冊處處長

Mr G W E Jones, JP
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



蕭善頌女士
公司註冊處律師
Ms D Silkstone
Registry Solicitor



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
(借調保安局)
Miss P Lau
Principal Companies
Registration Officer
(on secondment to
Security Bureau)



林盛波
拓展經理
Mr F Lam
Development Manager



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前完成，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



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。在二零零二年八月一日，本處度過了以營運基金形式運作的第九年。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；辦理海外公司註冊；撤銷不營運但有償債能力的私人公司的註冊；以及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、微縮影片或電腦紀錄所保存的公司資料。

執行條例

確保公司及其人員遵從有關條例，並履行責任。

Functions

The Companies Registry was established as an independent government department on 1 May 1993 and, on 1 August 2002, marked its ninth 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; to register overseas companies; to deregister defunct, solvent private companies; 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, microfilmed or computerised records.

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監管問題，向政府提供意見。

Policy and Legislation

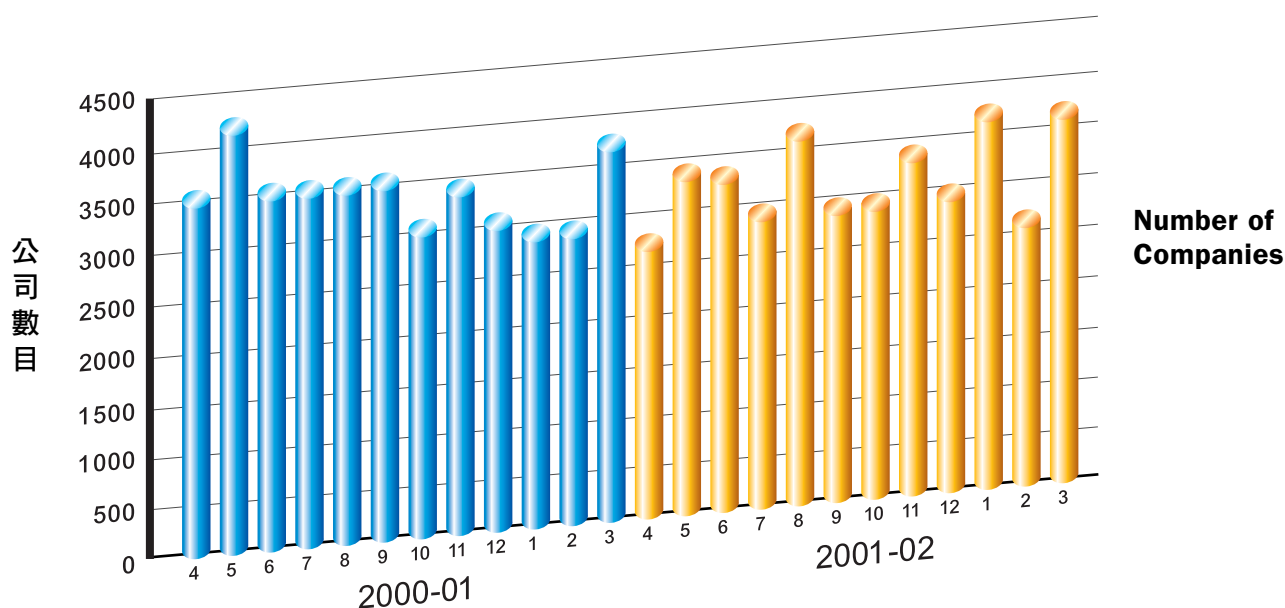
To advise the Government on policy and legislative issues regarding company law and related legislation, corporate governance and other policy and regulatory issues affecting the commercial sector.

服務與業務情況**公司註冊成立 /****不營運公司撤銷註冊**

在二零零一至零二年度，共有 38,692 間公司註冊成立，較二零零零至零一年度減少 6.8%，相等於每一工作天平均有 145 間公司註冊成立。

Incorporation of companies /**Deregistration of defunct companies**

In 2001-02, a total of 38,692 companies were incorporated, a decrease of 6.8% compared to 2000-01. This represents an average of 145 companies incorporated per working day.

註冊成立 Incorporations

在二零零一至零二年度，共有 20,628 間不營運公司根據《公司條例》第 291 條被剔除名稱，另 20,526 間不營運但有償債能力的私人公司則根據該條例第 291AA 條被撤銷註冊。

In 2001-02, a total of 20,628 defunct companies were struck off under section 291 of the Companies Ordinance and 20,526 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance.

截至二零零二年三月三十一日為止，共有 508,052 間本地公司登記於公司登記冊內。

As at 31 March 2002, the number of local companies on the public register was 508,052.



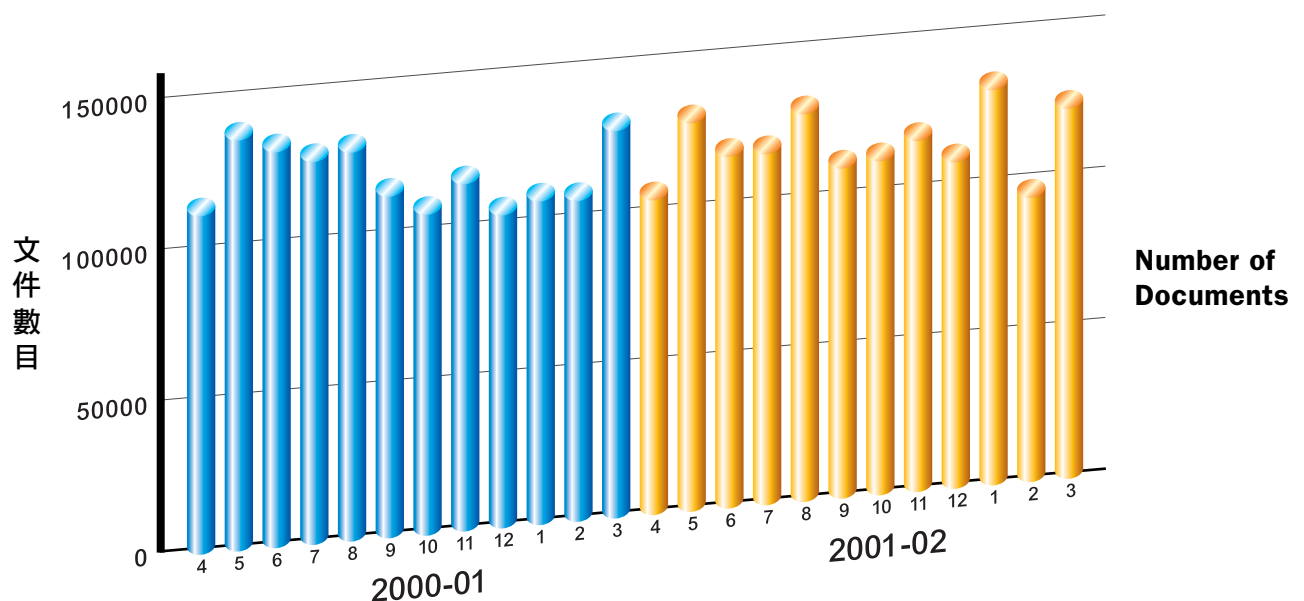
文件登記

在二零零一至零二年度，遞交本處登記的文件的總數為 1,422,330 份，較二零零零至零一年度減少 2%，相等於每一工作天平均有 5,337 份文件遞交本處。

Registration of Documents

In 2001-02, a total of 1,422,330 documents were received for registration, a decrease of 2% compared to 2000-01. This represents an average of 5,337 documents received on each working day.

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。在二零零一至零二年度，已登記及記錄入本處已擴充資料庫以供公眾查閱的文件中，大約有 30% 為申報公司董事及秘書的資料。

Documents required to be registered with the Registry cover many different aspects of a company, such as the memorandum and articles of association, the notification of appointment and changes of secretary and directors, the notification of situation of registered office, the return of allotments and the annual return. In 2001-02, about 30% of the documents registered and captured in the Registry's expanded database for public search provided 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。

在二零零一至零二年度，公眾查閱縮微膠片紀錄的個案總數為 1,660,146 宗，較二零零零至零一年度減少 1.7%，相等於每一工作天平均有 6,229 宗。

此外，客戶可透過「查閱公司資料」及「查閱董事索引」的服務取得公司的主要資料。在二零零一至零二年度，「查閱公司資料」及「查閱董事索引」個案分別有 55,059 及 84,405 宗，較二零零零至零一年度分別增加 282.5% 及 237.2%。

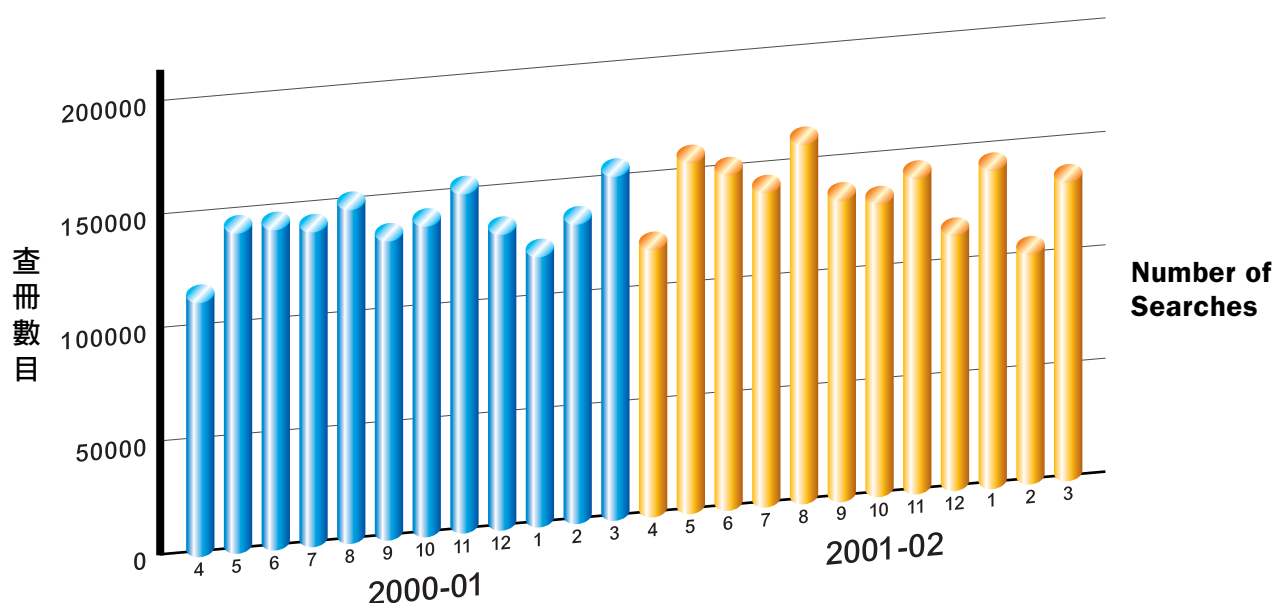
Public Search

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 can also conduct searches on the company name and document indices at the Registry's Public Computer Terminal Room free of charge.

In 2001-02, a total of 1,660,146 public searches on microfilmed records were made, a decrease of 1.7% compared to 2000-01. This represents an average of 6,229 public searches made on each working day.

Customers can obtain key company information through the Company Particulars Search and Directors' Index Search. In 2001-02, a total of 55,059 and 84,405 Company Particulars Searches and Directors' Index Searches were made respectively, an increase of 282.5% and 237.2% respectively compared to 2000-01.

公眾查閱縮微膠片 Microfilm Searches Made by Public





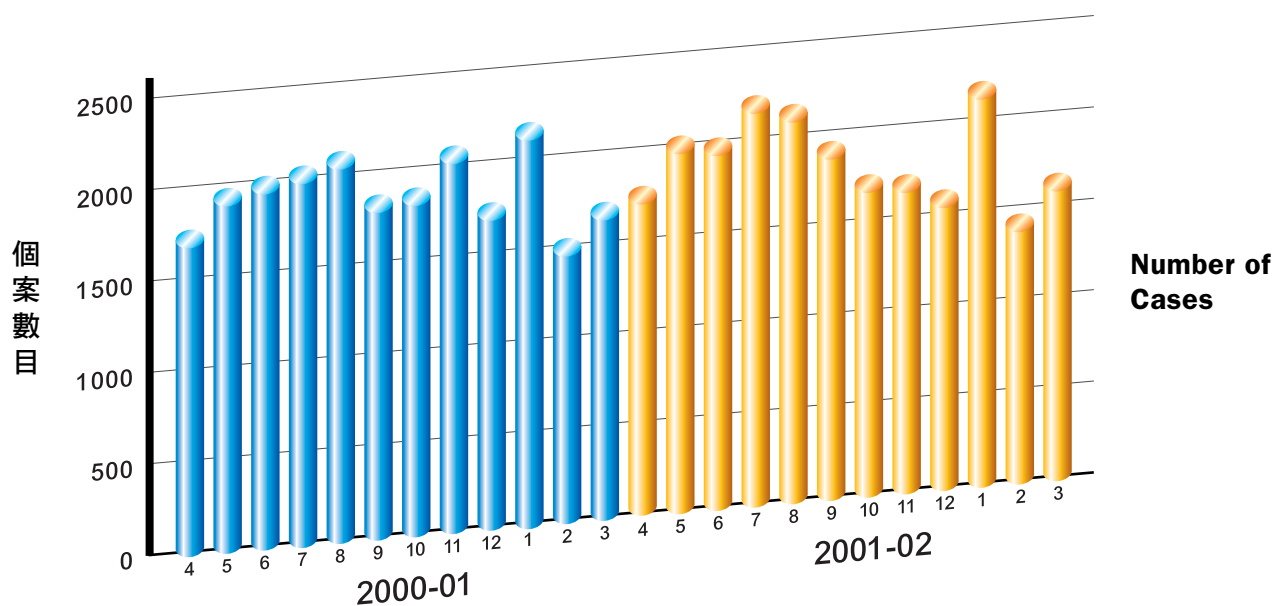
押記登記

在二零零一至零二年度，遞交本處登記的押記的總數為 22,441 宗，較二零零零至零一年度減少 1.9%，相等於每一工作天平均有 84 宗押記遞交本處。大約有三分之二遞交登記的押記與物業有關。

Registration of Charges

In 2001-02, a total of 22,441 charges were received for registration, a decrease of 1.9% compared to 2000-01. This represents an average of 84 charges received on each working day. About two-thirds of the charges received were related to property.

登記押記 Charges Received for Registration



詳細的工作量統計數字載於附錄 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，以及不營運但有償債能力的私人公司的撤銷註冊事宜；
- 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標準處理時間內完成的百分比計算。本處會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，以便每年檢討有關服務水平標準。

在二零零一至零二年度，本處的工作表現均能達到全部服務水平標準。我們已為二零零二至零三年度定出較高的目標，此即縮短標準處理時間或提高服務達到標準處理時間的百分比。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 and the deregistration of defunct, solvent private 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 2001-02, we met all the performance pledge targets. We have set improved targets for 2002-03 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: —



服務 Service	1993-94* 年度 實際處理 時間 Actual Response Time	2001-02 年度 標準處理 時間 Standard Response Time	2001-02 年度 工作表現 Achievement			2002-03 年度 目標 Target	
			(目標) 達到標準 處理時間 的百分比 (Target) % Meeting Standard	(實際表現) 達到標準 處理時間 的百分比 (Actual) % Meeting Standard	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	98	100	2	6	98
—— 海外公司 oversea company	38	25	80	97	21	22	90
更改公司名稱 Change of company name	不適用 N.A.	10	95	99	4	9	95
公司文件登記 Registration of general documents							
—— 登記 registration)							
• 本地公司 local company)	33	8 [#]	85	95	12	8	90
(本地 local)	47	8	80	97	21	8	90
• 海外公司 oversea company)	(海外 oversea)	8	90	100	11	8	90
—— 用微縮影片攝製文件 microfilming)							
押記登記 Registration of charges	12	10	85	100	18	9	90
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.	98	100	2	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.	5	95	97	2	5	95

[#] 登記本地公司文件所需的標準處理時間在二零零一年九月起由九個工作天改為八個工作天。

The standard response time for registration of general document of local companies was revised from 9 to 8 working days in September 2001.

* 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.

雖然削減成本措施令致可動用的資源減少，本處仍然能夠達到所有服務水平標準。在二零零一至零二年度，本處的整體生產力，以每人每一工作天的加權生產量計算，較二零零零至零一年度增加7%。本處會繼續努力向客戶提供高效率及具成本效益的服務，並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

本處現時利用處內的伺服器支援兩個應用資訊系統的運作，這兩個系統分別是「公司註冊系統」及「公司來件紀錄冊及公司文件索引系統」。本處鑑於該等系統的使用率迅速增加，故在二零零二年一月提升伺服器的功能，以確保支援本處運作的電腦服務得以持續，公共服務不致中斷。此舉涉及設置一對較新型號的伺服器，取代現有的伺服器，及將舊伺服器的資料庫遷移至新伺服器。伺服器功能提升後，系統在反應時間方面有改善。

公司註冊處聯線公眾查冊系統

透過「公司註冊處聯線公眾查冊系統」，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載有備存於本處的公司文件的縮微膠片。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

Despite 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 2001-02 increased by 7% compared with 2000-01. 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 currently runs two major information system applications, namely the Companies Registration System (CRS) and the Control Book and Document Index System (CBDIS), on its in-house servers. Given the rapid increase in the utilisation rate, and to ensure continuity of computer services to support operations and uninterrupted delivery of public service, the Registry upgraded its servers in January 2002. This involved the setting up of a new pair of servers of higher model to replace the existing ones and the migration of database from the old servers to the new ones. An improvement in the response time of the system has been apparent since the server upgrade.

The Companies Registry On-line Public Search System

CROPS is a system through which customers can conduct company 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 with 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



答問題。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。截至二零零二年三月三十一日，該系統共有 135 名用戶。

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 enquiries. In August 2001, we added enhanced features to CROPS including a new service for delivering microfiches to customers through couriers. As at 31 March 2002, there were a total of 135 CROPS subscribers.

環境保護

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。一名環保經理和四名助理環保經理負責監督本處環保措施的發展與推行。本處採取下述環保政策和原則，以改善環境：—

- (a) 鼓勵妥善使用能源和物料。為此，本處採納三項物料使用原則——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，確保廢物得到妥善處理。
- (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) 如有需要，安排由獨立專家進行環境審核。

Environmental Protection

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. A Green Manager and four Assistant Green Managers have been tasked to oversee the development and implementation of green measures in the Registry. We have adopted the following environmental policies and principles to improve the environment: —

- (a) Encouraging the efficient use of energy and materials by adopting the three 'R' principles — Reduce, Re-use 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) Pursuing 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 environmental audits by independent expert as and when necessary.



我們的環保目標與實際表現載於下表：—

Our targets and actual performances are as follows: —

	2001 年目標 Target for 2001 百分比 %	2001 年實際表現 Performance in 2001 百分比 %	2002 年目標 Target for 2002 百分比 %
(a) 減少廢物 Waste Minimisation <ul style="list-style-type: none"> 利用已使用紙張的空白一面草擬文件 using blank side of used paper for drafting 使用循環再造紙張 / 無木漿紙張 using recycled/wood-free paper 使用舊信封或可多次使用的環保信封 re-using envelopes or using transit envelopes 使用可替換筆芯的原子筆 using refillable ball pens 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 	96 100 93 99 92	98 100 95 99 92	99 100 96 100 92
(b) 回收廢物以便循環使用 / 再次使用 Waste Recovery for Recycling / Re-use <ul style="list-style-type: none"> 收集廢紙 collection of waste paper 收集使用過的打印機色粉盒 collection of used printer cartridges 	93 100	95 100	95 100
(c) 節省能源 Energy Conservation <ul style="list-style-type: none"> 確保在辦公時間外，關掉燈光、影印機等 routine checking to switch off lights, photocopiers etc. outside office hours 	95	98	98
(d) 在節日裏所採用的措施 Measures at Festive Seasons <ul style="list-style-type: none"> 使用舊有裝飾物品 re-using decorations 	95	98	98



作為一個營運基金部門，本處需要在財源自給的基礎上按照商業原則運作。《營運基金條例》規定，營運基金的收益，以跨年計算，須足以應付提供政府服務所需的開支。此外，所運用的固定資產須產生合理回報。

在截至二零零二年三月三十一日的財政年度，由於整體經濟疲弱，本處主要業務的營業總額與盈利均告下降。年內的營業總額及盈利分別為2億4,200萬元及3,770萬元，較二零零零至零一年度錄得的2億4,450萬元及4,200萬元分別減少1%及10%。雖然如此，在二零零一至零二年度，本處所運用固定資產平均淨值的回報率達10.2%，而目標回報率則為10%。

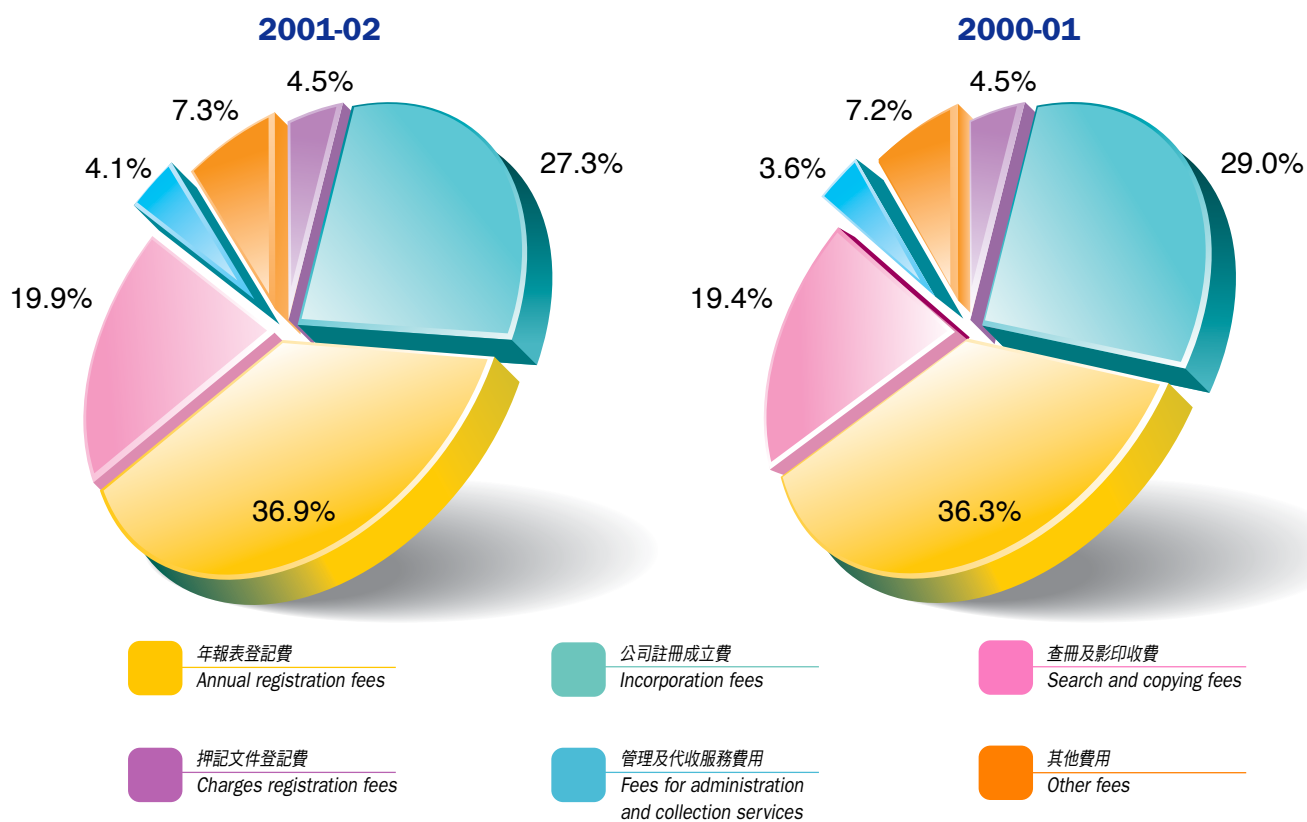
為紓緩商界的負擔，本處自一九九七年十二月至今沒有增加任何收費。雖然不能藉調整收費增加收入，但在過去五年，本處所運用固定資產平均淨值的回報率，平均每年高達15%，遠超10%目標回報率。取得這個良好業績的原因，主要是本處不斷努力提高生產力和嚴格控制成本。

As a trading fund department, the Registry is required to operate on a self-financing basis and commercial principles. The Trading Funds Ordinance stipulates that a trading fund should meet expenses incurred in the provision of the government service out of its income, taking one year with another, and achieve a reasonable return on the fixed assets employed.

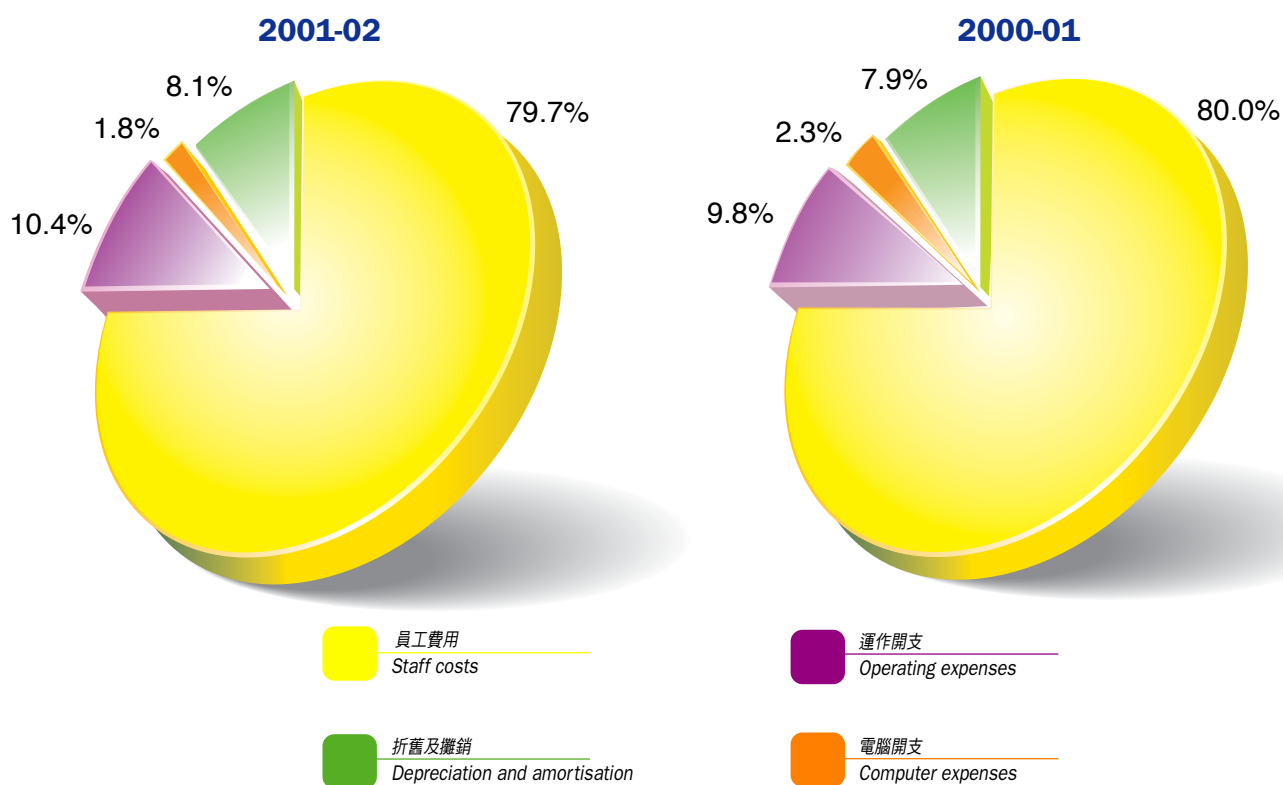
For the financial year ended 31 March 2002, the turnover from our key business activities suffered as a result of the general economic weakness. The total turnover and surplus for the year amounted to \$242 million and \$37.7 million respectively, representing decreases of 1% and 10% respectively from the turnover of \$244.5 million and surplus of \$42 million recorded in 2000-01. Despite this, we achieved a 10.2% return on the average net fixed assets employed for the year 2001-02 against the target of 10%.

In order to ease the burden on the general business community, the Registry has not increased its fees since December 1997. Though we have been unable to boost our revenue through fee revision, the average annual rate of return on average net fixed assets employed for the past five years stood at a healthy level of 15%, compared to the target of 10%. This remarkable achievement was attributable to our constant efforts to enhance productivity and exercise tight control over costs.

營業額 Turnover



運作成本 Operating Costs





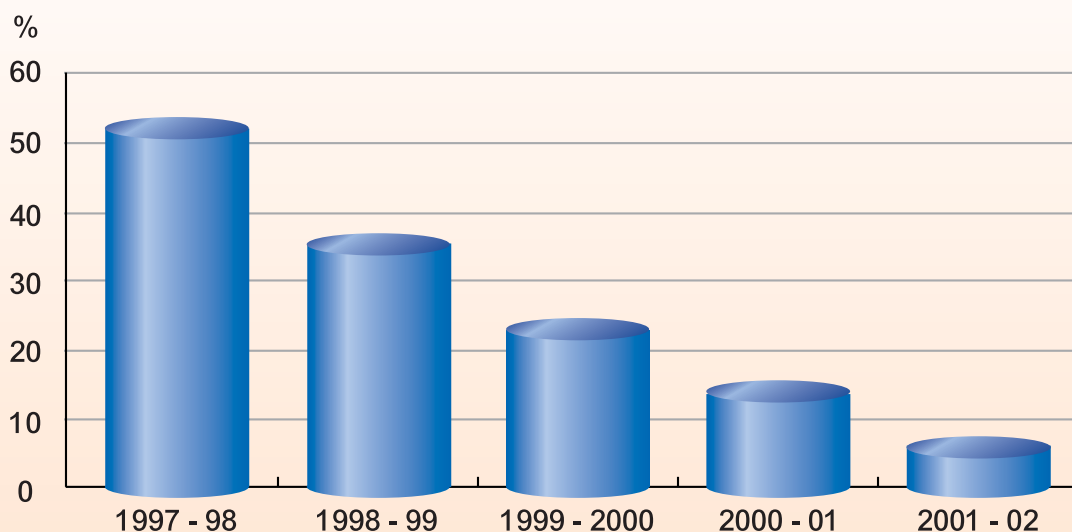
本處過去多年累積的充裕盈餘，使本處免受經濟不景的衝擊，並有助於提供資本給本處推行發展項目。然而，資本投資基金的2,000萬元營運資本的信貸安排，將於二零零三年八月期滿。為應付「公司註冊處綜合資訊系統」所需的資本，我們已獲立法會財務委員會批准從資本投資基金撥出另一筆貸款，用以推行該系統。基本上，該款項屬於備用貸款，公司註冊處營運基金可在二零零二年四月一日至二零零五年三月三十一日期間，在有需要時支用，最高額為1億5,000萬元。貸款必須在五年內清還。

本處的財政狀況十分健全。在二零零二年三月三十一日，營運基金資本與保留盈利合計為4億元，「負債與資本比率」（按非流動負債與資本及保留盈利的比例計算）為7.8%。這是一個極低的比率。另一方面，手頭現金與銀行存款總計為1億1,250萬元。截至二零零二年三月三十一日為止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 substantial surplus generated over the past years has protected the Registry from the adverse impact of the economic downturn and built up a healthy reserve to finance the department's development projects. However, the existing credit facility of \$20 million in the form of a working capital loan from the Capital Investment Fund (CIF) will expire in August 2003. To meet the substantial cashflow requirements of ICRIS, we have obtained the approval of the Finance Committee of the Legislative Council for another loan from the CIF to finance the project. Basically, this is a standby-loan facility whereby the Companies Registry Trading Fund is entitled to draw up to a maximum of \$150 million from the CIF between 1 April 2002 and 31 March 2005 to finance ICRIS, and any borrowed loan must be repaid within five years.

The Registry's financial position is very strong. On 31 March 2002, the trading fund capital together with retained earnings amounted to \$400 million. Gearing, measured as the ratio of non-recurrent liabilities to capital and retained earnings, stood at a very low level of 7.8%. On the other hand, cash and placements with banks amounted to \$112.5 million. The Annual Accounts for the year ended 31 March 2002, together with the Report of the Director of Audit on the Accounts, are shown at Appendices B and C respectively.

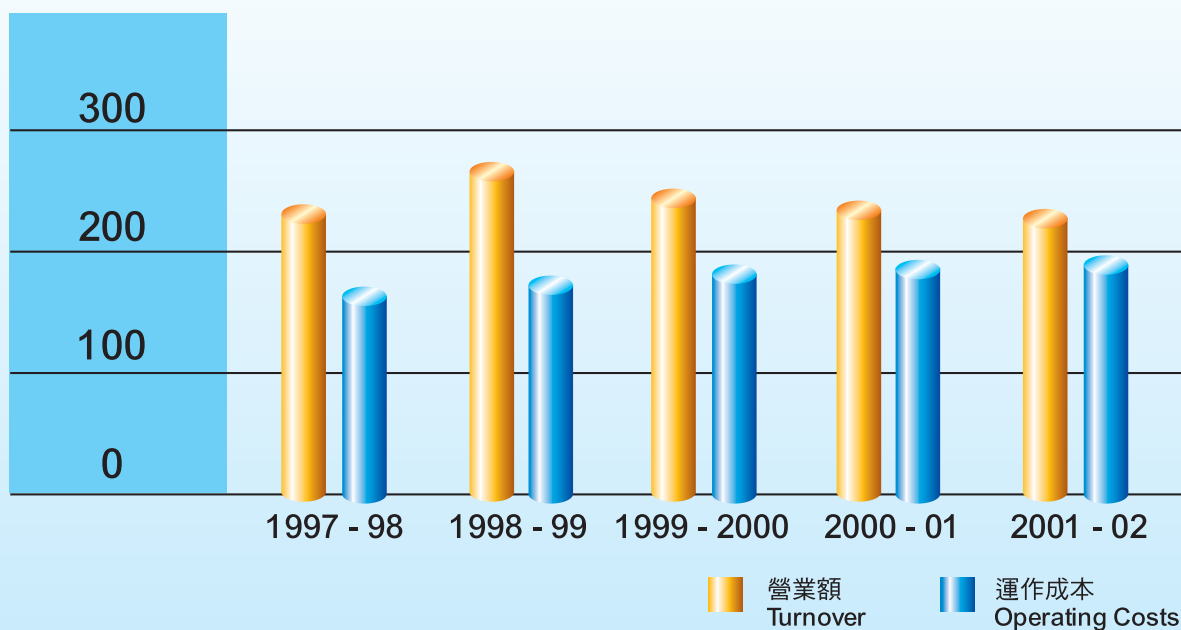
負債與資本比率
Gearing Ratio



五年財務摘要 Five-year Financial Summary	1997 - 98 百萬元 \$M	1998 - 99 百萬元 \$M	1999 - 2000 百萬元 \$M	2000 - 01 百萬元 \$M	2001 - 02 百萬元 \$M
營業額 Turnover	248.4	276.4	253.9	244.5	242.0
運作成本 Operating costs	174.9	184.7	192.0	193.9	197.5
除稅後盈利 Profit after tax	56.4	72.6	49.6	42.0	37.7
付予政府的股息 Dividends paid to Government	16.9	21.8	14.9	12.6	11.3
固定資產平均淨值回報率 Rate of return on average net fixed assets	16.9%	20.0%	14.1%	12.1%	10.2%

百萬元
\$M

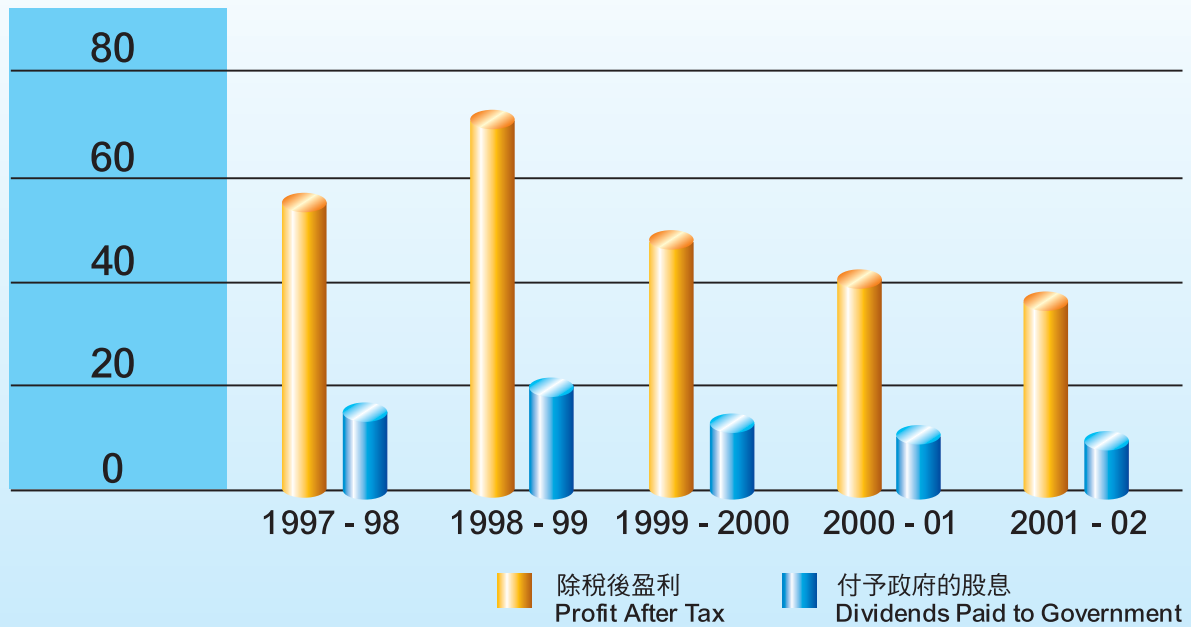
營業額及運作成本
Turnover and Operating Costs



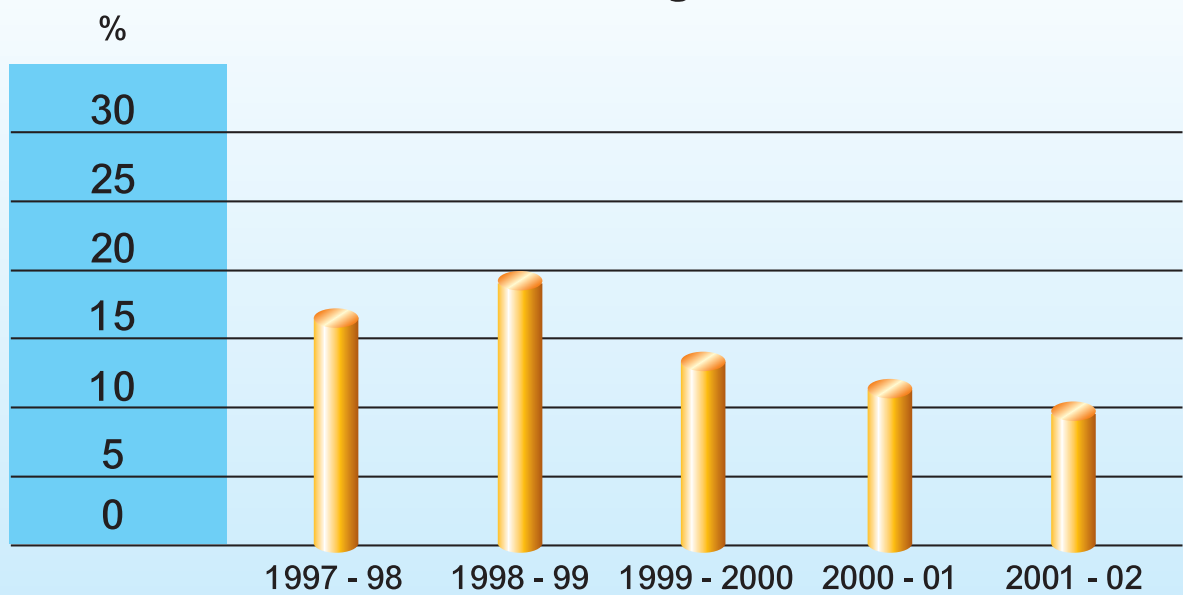


百萬元
\$ M

除稅後盈利及付予政府的股息 Profit After Tax and Dividends Paid to Government



固定資產平均淨值回報率 Rate of Return on Average Net Fixed Assets



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，並且盡量了解他們的需要。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。二零零一年五月，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。

在二零零一至零二年度，本處推行下列各項改善服務措施：—

- 辦理新海外公司註冊的標準處理時間由 29 個工作天縮短至 25 個工作天。
- 辦理公司撤銷註冊（發出批准書）的標準處理時間由 7 個工作天縮短至 5 個工作天。
- 為本地和海外公司辦理文件登記（包括更新本處的資料庫）的標準處理時間由 9 個工作天縮短至 8 個工作天。
- 改善互動音頻電話查詢系統，回答更多電話查詢及圖文傳真要求。
- 為「公司註冊處聯線公眾查冊系統」增添服務，包括由專遞人員送交縮微膠片給客戶。
- 所有有效的「公司註冊處對外通告」的內容均可從本處網頁下載。
- 延長收款時間與查冊時間，以提供更佳的服務。

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. 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 2001, we conducted an annual independent customer survey to identify areas for further improvement.

During 2001-02, we achieved the following service improvements: —

- The standard time for registration of new overseas companies was shortened from 29 working days to 25 working days.
- The standard time for deregistration of companies (issue of approval letter) was shortened from 7 working days to 5 working days.
- The standard time for registration of general documents for local and overseas companies (including updating the Registry's database) was shortened from 9 working days to 8 working days.
- The Interactive Voice Response System has been enhanced to entertain more calls and fax requests.
- New enhanced features were added to the Companies Registry On-line Public Search System including a new service for delivering microfiches to customers through couriers.
- The contents of all the prevailing Companies Registry External Circulars have been made available for downloading from the Registry's website.
- The shroff and search hours have been extended to provide better service.



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14,600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。此外，客戶可自本處網頁下載指明表格，以及本處發出的所有對外通告。

公司註冊處電話諮詢熱線（2234 9933）為市民提供24小時服務。該熱線於二零零一年四月加強服務後，年內收到的查詢增加約8%，即平均每月大約有7,200宗查詢。

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 14,600 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. In addition, customers can download, from our homepage, specified forms and all external circulars issued by the Companies Registry.

The Companies Registry Enquiry Hotline (2234 9933) provides an around-the-clock service to the public. With the enhancement to the hotline in April 2001, the number of calls received has increased by about 8% during the year, averaging some 7,200 per month.



介紹本處各項服務的資料小冊子
Information pamphlets on the Registry's services



本處現有 15 款資料小冊子，內容涵蓋各項服務，例如成立新公司、遞交文件規定與公司查冊設施。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。

The Registry now has 15 information pamphlets covering various topics such as company formation, filing requirements and company search facilities. 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.

本處在二零零一年十一月更新了宣傳影帶，加入最新資訊，包括「企業管治檢討」及「策略性改革計劃」。影帶亦向觀眾介紹本處的組織結構、服務和最新發展。

The Registry revised its promotional video in November 2001 to include the most up-to-date information including the corporate governance review and strategic change plan. The video also introduces viewers to the organisational structure, services and latest development of the department.



參加香港貿易發展局主辦的「二零零一年中小企業市場推廣日」
Participating in the SME Market Day 2001 organised by the Hong Kong Trade Development Council



本處獲公務員事務局頒發「二零零一至零二年度卓越顧客服務獎」比賽的「嘉許獎」。此項比賽共有 28 個部門參加。該獎項的目的是在公務員隊伍內推廣以客為本的服務文化，以及表揚各政策局／部門在推廣此種服務文化和改善公眾服務方面所付出的努力。本處在二零零二年二月一日至三日及二月五日於香港中央圖書館展覽廳設置攤位，展示本處在客戶服務方面的成果。

The Registry was awarded a Merit Award by the Civil Service Bureau in the Customer Service Excellence Award 2001-02 competition in which 28 departments took part. The Award was to promote a customer-oriented service culture in the civil service and to give recognition to the efforts of bureaux/departments in promoting their culture and enhancing their services to members of the public. On 1-3 and 5 February 2002, the Registry set up a booth at the Exhibition Gallery of Hong

Kong Central Library to display its achievements on customer service.



本處參加「二零零一至零二年度卓越顧客服務獎」比賽，獲得「嘉許獎」
Winning the Merit Award in the competition for the Customer Service Excellence Award 2001-02

本處參加「二零零二年服務市民巡禮」，為此舉辦了問答比賽，提高市民對本處服務的興趣。服務市民巡禮由政府策劃，為期十四天，目的是展示政府所提供的優質服務，並推廣以客為尊的服務精神。

The Registry participated in the Serving the Community Festival 2002 by organising a quiz to promote public interest in its services. The Serving the Community Festival was a fortnight-programme organised by the Government to showcase the wide range of good quality services that Government provides, and to highlight the importance the civil service attaches to delivering excellent customer service to the community.

年內，本處的代表在投資推廣署及工商局為內地一個民營企業考察團舉辦的講座及香港特別行政區政府駐粵經濟貿易辦事處舉辦的講座，介紹海外公司註冊及本地公司成立事宜。

During the year, representatives of the Companies Registry gave talks on registration of overseas companies and incorporation of local companies at briefing sessions organised by Invest Hong Kong and the Commerce and Industry Bureau for a Mainland Private Enterprise Delegation, and by the Hong Kong Economic and Trade Office in Guangdong respectively.



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。

本處十分重視與客戶及所有有興趣知悉本處事務的人士溝通。我們的周年報告採用簡明手法，全面評估本處的情況和未來發展。本處十分重視報告內容的質素。我們感到欣慰的是，這方面的努力得到表揚；本處編寫的一九九九至二零零零年度年報在香港管理專業協會所舉辦的二零零一年最佳年報比賽中獲得「優異年獎」。

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 for improving our services and enhancing mutual understanding.

The Registry values communications with our customers and all persons who are interested to learn about the department's activities. Our Annual Report aims to present a succinct and comprehensive assessment of the Registry's position and future developments, and we attach great importance to the quality of our reporting. We are very pleased that our efforts in this area were recognised; our 1999-2000 Annual Report received an 'Honourable Mention' in the 2001 Hong Kong Management Association Best Annual Reports Awards.



本處的年報在香港管理專業協會舉辦的二零零一年最佳年報比賽中獲得「優異年獎」
Receiving an 'Honourable Mention' in the 2001

Hong Kong Management Association Best Annual Reports Awards



組織

截至二零零二年三月三十一日，本處共有407名員工，其中348名為公務員，其餘59名為合約員工。在二零零一年三月三十一日，本處聘用的員工則共有403名。

「公司法改革部」於二零零一年十月二十二日成立。此部別是公司法改革常務委員會的秘書處，為該委員會提供法律及行政方面的支援服務，並且負責有關公司法改革的研究工作。

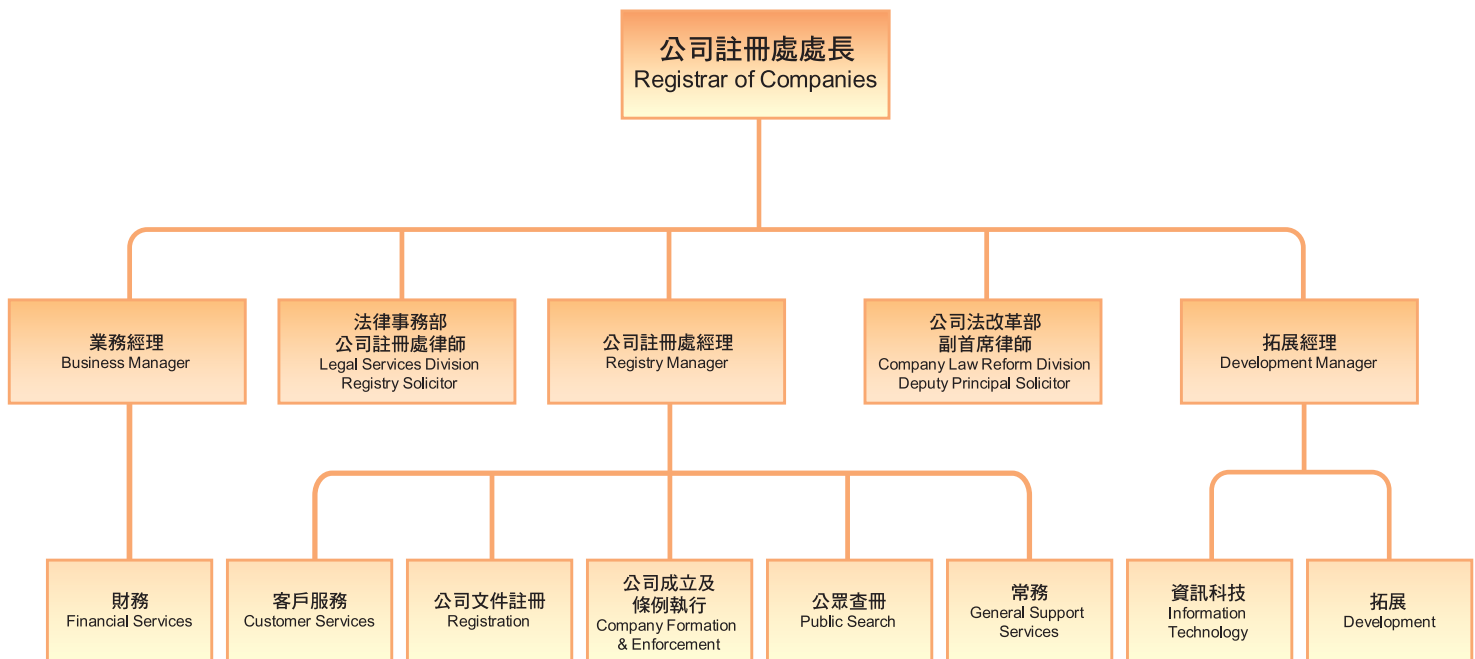
截至二零零二年三月三十一日，本處的組織架構如下：—

Organisation

As at 31 March 2002, the Registry had a total of 407 staff, of whom 348 were civil servants and 59 were contract staff, as compared with the 403 staff employed on 31 March 2001.

A new Company Law Reform (CLR) Division was formed on 22 October 2001. The Division serves as the secretariat for the SCCLR, for which it provides legal and administrative support, and undertakes legal research work in connection with company law reform.

The Registry's organisation on 31 March 2002 was as follows: —





總部的管理人員
Managers of the Headquarters Team



公司文件註冊部的管理人員
Managers of the Registration Division



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



公眾查冊部的管理人員
Managers of the Public Search Division



員工管理與培訓

本處在二零零一至零二年度制訂了處方首個培訓計劃，以便在員工培訓與發展方面採用更有策略性的方式。本處編訂了個別員工的培訓紀錄，供各部別的管理層人員參考，讓他們在策劃和管理員工培訓及發展方面，扮演更為主動的角色。年內，員工參加本地培訓課程的總日數達 918.4 天。

本處積極提供電腦培訓，以加強員工對資訊科技的認識，使他們掌握所需的技能，以配合政府在推廣香港電子商貿而定出的各個目標。本處在二零零一年七月購買了一套唯讀光碟，碟內載有有關軟件應用的培訓資料，此即互聯網初階、PowerPoint、Excel 和 Word。我們鼓勵員工利用這些光碟提高他們使用電腦的技能。

本處亦就員工感興趣的話題舉辦若干次經驗分享會及簡介會，包括由廉政公署主持有關公務員品行及誠信的講座。另舉辦了一次內部經驗分享會，與中層管理人員交換員工管理及紀律方面的意見和經驗。

公務員事務局在二零零一至零二年度推出一項為期三年的公務員培訓發展計劃。為支持該計劃，本處內部亦實行資助公務員自學計劃，推廣不斷進修與終身學習文化。該計劃旨在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，以切合他們的個人發展需要、興趣、時間調配和學習模式。

Staff Management & Training

In order to adopt a more strategic approach in staff training and development matters, the Registry formulated the department's first training plan in 2001-02. Training records in respect of individual officers have been compiled for the reference of division managers to enable them to take a more proactive role in planning and managing staff training and development. During the year, a total of 918.4 training days were undertaken by staff locally.

Computer training has again been accorded high priority in order to enhance the awareness of information technology among staff and equip them with the necessary skills to cope with the Government's objectives in promoting electronic commerce in Hong Kong. A set of CD ROMs containing training materials on software applications, namely, Basic Internet, PowerPoint, Excel, and Word, was procured in July 2001. Staff were encouraged to make use of the CD ROMs to enhance their computer application skills.

The Registry also conducted experience sharing and briefing sessions on topics of interest, including a briefing on civil service conduct and integrity matters delivered by the Independent Commission Against Corruption, and an in-house experience-sharing session with middle managers to exchange views and experience on staff management and disciplinary matters.

In support of the three-year training and development scheme launched by the Civil Service Bureau in 2001-02, the Registry has introduced a departmental incentive scheme to promote a culture of continuous learning and life-long self-development. The Scheme aims to provide financial incentives to staff to embark on self-initiated external study programmes or short courses that are employment-related to suit their personal development needs, interests, time and learning mode.



本處在二零零一至零二年度進行有關檢討與調查，以制訂培訓計劃，配合處內的運作和發展需要。收集所得的回應和意見會納入二零零二至零三年度的培訓計劃。

A review and survey were conducted in 2001-02 to formulate a training programme to better meet operational and development needs of the department. The feedback and views collected will be incorporated in the training plan for 2002-03.

年內，本處推行一套為非首長級人員（包括合約員工）而設的新員工輔導計劃。該計劃有助加強管方與員工之間的溝通，並提供機會給就任新職的員工早日從主管人員直接了解其職責，以及管方對他們的期望。

During the year, a set of orientation programmes for the non-directorate staff, including contract staff, was implemented. The programmes help to enhance communication between management and staff, and provide an early opportunity for officers taking up new jobs to learn directly from their supervisors the responsibilities of the posts and what management expects of them.



公務員事務局局長探訪本處
The Secretary for the Civil Service visiting the Registry



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。

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 the continuous improvement of the service it provides. 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 Suggestion Award — to acknowledge staff effort in making efficiency and improvement suggestions on the Companies 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.



新公司註冊組的「本地公司註冊成立」服務奪得「最佳服務獎」
'Incorporation of local companies' service of the New Companies Section won the Best Service Award



提供「本地公司註冊成立」服務的新公司註冊組，第三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，是在六個工作天內提供這項服務的個案比率須達 98%。由於新公司註冊組以

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 1,700 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。二零零一至零二年度有一名人員獲得長期服務公費旅行獎，另有32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。



客戶投票選出「模範櫃檯職員」
Customer casting his vote to the best counter staff

Incorporation of local companies, a service provided by the New Companies Section, was for the third year chosen by the Registry's major customers as the winner of the Best Service Award. The achievement target for providing this service was within six working days in 98% of total cases. As the New Companies Section was able to exceed the target by providing the service within six working days 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 1,700 voting tickets. This award has helped to instill 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 Service Award Schemes, recognise loyal and meritorious service. During 2001-02, one officer received a travel award and 32 other officers who had served 20 years or more in the government were given certificates.



同事領取「長期優良服務獎狀」
Officers receiving the Long and Meritorious Service Certificates



公司註冊處處長頒授金針予公司註冊處經理
許羅美美女士，表揚她的忠誠和優良服務
The Registrar of Companies presenting a gold pin to
Mrs Teresa Hui, the Registry Manager, for her loyal and
meritorious service

員工關係

年內，本處舉辦各類聯誼及康樂活動，促進員工關係和健康。這些活動深受員工及家屬歡迎。在二零零一至零二年度舉辦的活動主要為午膳時間播放以健康為主題的影帶、遊覽名勝、夜間露營、聖誕晚宴和聖誕聯歡會。

Staff Relations

During the year, the Registry organised various kinds of social and recreational activities to enhance staff relations and physical well-being. These activities were well received by staff and members of their families. Activities held in 2001-02 featured video shows on health topics organised during lunch breaks, outings to various interesting places, an overnight camp and the Christmas dinner and party.



本處首長級人員在聖誕聯歡會向員工祝酒
The Registry's Directorate proposing a toast to the Registry's staff at the Christmas Party



遊覽大埔滬互動自然中心
Outing to Tai Po Kau Interactive Nature Centre





社會責任

本處在二零零一年六月舉行了一次捐血日，約有10% 員工支持和參與捐血。我們在二零零二年四月成立一支義工隊，支持公務員事務局推廣的公務員義工計劃。

Social Responsibility

A blood donation day was arranged in June 2001. Around 10% of the Registry's staff supported the function and gave blood. In support of the Civil Service Volunteer Work Programme launched by the Civil Service Bureau, a staff volunteer team was set up in April 2002.



員工在「捐血日」踴躍捐血
Staff giving blood on the Blood Donation Day

檢控

在二零零一至零二年度，本處向沒有遵照《公司條例》規定履行遞交文件的法定責任的公司和董事發出約 169,800 封警告信，結果共有 78.1% 的公司訂明期限之內遞交周年申報表。一九九九至二零零零、二零零零至零一年度的遞交文件比率則分別為 78.9% 和 81.2%。

本處年內收到 198 宗來自市民與其他政府部門涉及違反《公司條例》的投訴。一九九九至二零零零、二零零零至零一年度則分別接獲 201 和 206 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。

在二零零一至零二年度，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 170 張傳票。一九九九至二零零零、二零零零至零一年度則分別發出 152 和 261 張傳票。

公司法改革常務委員會

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。秘書處服務由本處提供。委員會的主要職能是確保對《公司條例》定期進行檢討和修訂，以符合商界和監管機構不斷轉變的需要。年內共召開六次

Prosecutions

In 2001-02, the Registry issued about 169,800 warning letters to companies and directors who were in default of their statutory filing obligations under the Companies Ordinance. 78.1% of companies filed their annual returns within the prescribed time limit, compared with compliance rates of 78.9% and 81.2% for 1999-2000 and 2000-01 respectively.

During the year, the Registry received 198 complaints from members of the public and other government departments on alleged breaches of the Companies Ordinance, compared with 201 and 206 complaints received in the years 1999-2000 and 2000-01 respectively. Most of the complaints received this year concerned failure to report the registered office address of a company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns.

In 2001-02, a total of 170 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance, compared with 152 and 261 summonses issued in 1999-2000 and 2000-01 respectively.

Standing Committee on Company Law Reform

The 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. Its secretariat is provided by the Companies Registry. The principal function of the SCCLR is to ensure that the Companies



會議，商討多項修訂《公司條例》的建議和繼續檢討企業管治。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18號年報》。

制定法例

《2001年公司（修訂）條例》在二零零二年一月四日開始實施，容許在香港註冊成立的上市公司在某些情況和條件下向股東、債權證持有人或公司其他有權利的人士，送交《財務摘要報告》，以代替須在公司大會上提交公司省覽的財務文件。《財務摘要報告》篇幅短小，可節省印製詳細公司財務文件所用的紙張。

《2002年公司（修訂）條例草案》在二零零二年一月三十日提交立法會。法案委員會將告成立，詳細研究該條例草案。該條例草案旨在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》所載的第一階段建議，包括引入一成員和一董事公司、容許以普通決議免任董事、給予股東個人起訴權以執行公司組織章程大綱及組織章程細則、降低傳閱公司成員建議的最低規定、以及無須經法庭便可在某些法例指明情況下減少公司的股本。該條例草案亦補充有關本處全面電腦化運作的法例規定，配合策略性改革計劃施行。

Ordinance is reviewed and amended regularly to meet the changing needs of the business community and regulators. The SCCLR met six times during the year both to consider a wide range of proposals to amend the Companies Ordinance and to continue with its Corporate Governance Review. Full details of the SCCLR's work can be found in the Committee's 18th Annual Report.

Legislation

The Companies (Amendment) Ordinance 2001 came into operation on 4 January 2002 to enable a listed company incorporated in Hong Kong, in certain circumstances and subject to certain conditions, to send a copy of a summary financial report to a shareholder, debenture holder or any other entitled person of the company in place of a copy of the financial documents required to be laid before the company in its general meeting. The summary financial report in its short form will reduce the amount of paper involved in the production of a full set of company's financial documents.

The Companies (Amendment) Bill 2002 was submitted to LegCo on 30 January 2002 and a Bills Committee is to be formed to study this Bill in detail. The Bill will implement Phase 1 of the recommendations contained in the SCCLR's Report on the Overall Review of the Companies Ordinance which was issued in February 2000. This will include the introduction of one member and one director companies, 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. In addition, it will supplement legislative requirements required in connection with the full computerisation of the Registry under the Strategic Change Plan (SCP).

《2002 年公司（修訂）（第 2 號）條例草案》現時亦是在草擬階段。該條例草案將落實有關《公司條例》第 XI 部全面檢討的結果。檢討工作由公司法改革常務委員會屬下一個小組委員會負責，目的是精簡在香港以外註冊成立、但在香港特別行政區設立營業地點的公司需要遵守的法例規定。這條例草案的其中一個目標，是透過加強披露資料的規定，盡量使這類公司的註冊制度簡單易用，以平衡規管需要。

此外，另有兩項修訂法例亦在草擬階段。第一項是關於修訂《放債人條例》、《註冊受託人法團條例》和《有限責任合夥條例》，此等條例均由公司註冊處處長執行。這項修訂是配合策略性改革計劃下本處全面電腦化的需要，以及保障根據這些條例備存的公眾登記冊所載的個人資料。第二項是關於修訂《公司條例》，以便透過推出一款給公司發起人填報所需資料的指明表格，更方便公司採用電子方式辦理註冊成立手續。這項修訂法例亦備有條文，保障提交本處的個人資料。有關草擬工作已經開始。

再者，為集團帳目需要，公司法改革常務委員會接納香港會計師公會的建議，在《公司條例》中加入「附屬業務」的定義。有關的修訂法例建議現正草擬中。

The Companies (Amendment) (No. 2) Bill 2002 is also being drafted. The Bill will implement a comprehensive review of Part XI of the Companies Ordinance undertaken by a Sub-Committee of the SCCLR in order to streamline and simplify the statutory requirements for companies incorporated outside Hong Kong which have established places of business in the Special Administrative Region. One of the objectives of this Bill is to balance the needs of regulation through enhanced disclosure requirements while making the registration regime for such companies as user-friendly as possible.

In addition to the above, there are two further sets of amendments which are in the drafting stage. The first of these concerns measures to update the Money Lenders, Registered Trustees Incorporation and Limited Partnerships Ordinances which are all under the purview of the Registrar of Companies and involves changes to these Ordinances which are required in connection with the full computerisation of the Registry under the SCP and to protect personal data in the public registers kept under the ordinances. Secondly, drafting of further amendments to the Companies Ordinance has commenced which will further facilitate electronic incorporation of companies by introducing a specified form on which the required information will be provided by the promoters of the company, together with the inclusion of provisions to protect personal data supplied to the Companies Registry.

Furthermore, the SCCLR accepted the Hong Kong Society of Accountants' proposal to include a new definition of 'subsidiary undertaking' in the Companies Ordinance for the purposes of group accounting and the drafting of the proposed amendments is underway.



策略性改革計劃

本處一向致力為客戶提供快捷、具成本效益、易用和優質的服務。為了實現這個理想，策略性改革計劃訂下三個策略目標——即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。過去一年，本處在推行策略性改革計劃工作方面獲得良好進展，包括為開發新電腦系統而進行的招標工作、草擬有關法例的修訂條文和檢討指明表格。

實施策略性改革計劃會大大縮短處理文件所需的時間、更快捷地更新和披露公司資料、改善資料的質素、加強資料的保安與完整性、以及提高生產力和降低運作成本。本處在運作模式和電腦化計劃方面的策略性改革，不會因落實策略性改革計劃而停止。我們會不斷努力檢討，並會利用最新資訊科技和重新設計工作程序，以期進一步改善各項服務。

公司註冊處綜合資訊系統

為了支援本處從一個以處理紙張文件為主及人手密集的系统，過渡至一個全自動的電子化運作方式，本處將會在二零零三和二零零四年分兩階段推行「公司註冊處綜合資訊系統」。第一階段包括更換現有的電腦系統、改善基礎設施、以及加強資料庫管理。此外，本處亦會設置文件影像處理系統和流程管理系統，支援電子處理資料與電子查冊。第二階段將包括以電子方式遞交文件和註冊成立公司、以及設立客戶服務支援系統與業務知識庫。第一及第二階段的開發工作分別需時15和13個月。

Strategic Change Plan

In realising our vision to offer fast, cost-effective, user-friendly and high quality services to our customers, three strategic goals were formulated in the Registry's SCP — **Developing electronic services and wider use of information technologies, Enhancing quality of information and corporate compliance and Achieving and sustaining excellence in service delivery.** Over the past year, the Registry has made good progress in the implementation of the SCP in areas such as tendering for the new computer system, drafting relevant legislative amendments and conducting a review of specified forms.

The implementation of the SCP will lead to a significant reduction in the time taken to process documents, more timely updating and disclosure of company information, improved quality of information, enhanced data security and integrity and higher productivity at reduced operating costs. The strategic change in the Registry's mode of operation and computerisation programme will not stop at the implementation of the SCP. We will strive continuously to review and improve our services with the use of state-of-the-art information technologies and re-engineered business process.

Integrated Companies Registry Information System

In order to support the transformation of the Registry from a paper-based and labour-intensive system to electronic and fully automated operations, an Integrated Companies Registry Information System (ICRIS) will be implemented in two phases by 2003 and 2004 respectively. Phase I of ICRIS includes the replacement of the existing computer systems and infrastructure and database management enhancement. In addition, a document imaging system and a workflow management system will be implemented to support electronic processing and electronic searching. Phase II includes the implementation of electronic document registration and incorporation, a customer service support system and a business knowledge repository. It will take about 15 and 13 months respectively to implement the two phases.



本處在二零零一年底兩次招標，目的是落實第一階段「公司註冊處綜合資訊系統」。這兩次招標分別為招標開發「公司註冊處綜合資訊系統」、及招標提供將縮微膠片及紙張文件轉換為數碼影像的服務，有關合約已於二零零二年七月批出。

修訂法例

策略性改革計劃提出多項修訂法例建議，以便向客戶提供電子化公共服務。這些建議已大部分納入《2002 年公司（修訂）條例草案》內。該條例草案已在二零零二年一月三十日提交立法會。至於有關海外公司的法例修訂和以電子方式註冊成立本地公司的修訂法例建議，將會納入在草擬中的條例修訂草案。

檢討指明表格

本處在二零零零年九月成立的「檢討表格工作小組」經諮詢部分主要客戶後，檢討並設計了 60 多款指明表格，其中包括修訂 33 款現有表格。本處在載於《2002 年公司（修訂）條例草案》內的有關修訂建議獲得通過後，便會推出大約 40 款經修訂和新的指明表格，以配合修訂法例後的新存檔規定。重新設計各款表格的另一主要目的，是讓客戶更容易填報資料。檢討表格工作將於二零零三年初完成。

In order to implement Phase I of ICRIS, the Registry invited two tenders, i.e. the Tender for the Implementation of ICRIS and the Tender for the Provision of Microfiche and Paper Document Conversion Services in late 2001, and awarded the contracts in July 2002.

Legislative Amendments

The Companies (Amendment) Bill 2002 was introduced into LegCo on 30 January 2002. The majority of the legislative amendments proposed by the SCP to facilitate electronic service delivery have been included in this Bill. The legislative amendments in relation to overseas companies and electronic incorporation of local companies will be included in the forthcoming amendment bills.

Review of Specified Forms

The Forms Review Working Group established by the Registry in September 2000, in consultation with some major customers, has reviewed and designed over 60 specified forms, including the revision of 33 existing forms. About 40 revised and new specified forms will be introduced upon the enactment of the related legislative amendments in the Companies (Amendment) Ordinance 2002. These new forms will cater for the new filing requirements resulting from the legislative change. Another major objective of redesigning the forms is to enhance the user-friendliness in completion of forms. The Forms Review exercise will be completed in early 2003.

全面檢討公司條例

公司法改革常務委員會在全面檢討《公司條例》後，提出 62 項改革建議。這些建議分四個階段跟進。第一階段的建議項目大多數已經列入《2002 年公司（修訂）條例草案》。該條例草案在二零零二年一月三十日提交立法會，現正等待法案委員會審議，希望可在二零零二至零三年度立法會會期制定。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、公司審查與調查、《公司條例》所指的罪行及懲罰、以及無紙證券。與海外公司有關的建議，包括全面檢討《公司條例》第 XI 部，均列入《2002 年公司（修訂）（第 2 號）條例草案》。有關其餘項目的工作正在進行中，或剛剛展開。最後，第四階段涵蓋現有《公司條例》的重組及重新編寫問題、公司的重新分類、以及檢討該條例第 II 部有關資本保值的條文。

Overall Review of the Companies Ordinance

The Overall Review of the Companies Ordinance by the SCCLR resulted in 62 recommendations for reform which have been categorised into four phases for follow-up action. Most of the Phase I items have been included in the Companies (Amendment) Bill 2002 which was introduced into LegCo on 30 January 2002. The Bill is currently awaiting scrutiny by a Bills Committee and it is hoped that it will be enacted in the 2002-03 session of LegCo. Phase II covers various 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 overseas companies, company inspections and investigations, offences and punishments under the Companies Ordinance and scripless securities. Proposals regarding overseas companies, including a complete review of Part XI of the Companies Ordinance are included in the Companies (Amendment) (No. 2) Bill 2002. Work on the remaining items is either under way or has just commenced. Finally, Phase IV will cover, inter-alia, the restructuring and re-writing of the existing Companies Ordinance, the re-categorisation of companies and a review of the capital maintenance provisions in Part II.

企業管治檢討

公司法改革常務委員會繼續全面檢討企業管治。委員會轄下的三個小組委員會，此即董事、股東、企業報告小組委員會，曾召開會議12次，以確定所提出的建議，包括「第一階段企業管治檢討」。在二零零一年七月，該委員會發表《關於第一階段檢討的建議諮詢文件》，臚列21項建議，並收到53份來自不同機構、專業團體和市民的意見書。委員會在二零零二年一月二十六日舉行的第159次會議考慮這些意見書，結果根據收到的意見，大部分建議獲得採納。當局現正採取行動，對《公司條例》及《上市規則》作出適當修訂。

在二零零一年，當時的財經事務局委託兩所大學展開四個研究項目，即國際機構投資者對香港企業管治水平所持的態度；比較其他司法管轄區的企業管治架構；審核、提名、薪酬三個委員會的角色和功能；以及進行經濟分析，比對上市公司的表現與股東的概況。這些工作接近完成，委員會將考慮這些研究的結論。

第二階段企業管治檢討於二零零一年九月開始，希望可於二零零二年底左右完成。這階段涵蓋的題目包括：為董事發展適當的培訓計劃以及提高董事的專業資格；董事的薪酬；股東加強溝通；公司大會；以及審核、提名、薪酬三個委員會的角色與職能。

Corporate Governance Review

The SCCLR continued its comprehensive review of corporate governance. The SCCLR's three sub-committees, namely the Directors, Shareholders and Corporate Reporting Sub-committees, held twelve meetings to finalise their proposals comprising Phase I of the Corporate Governance Review. In July 2001, it published a Consultation Paper on Phase I of the Review setting out 21 proposals and received 53 responses from various institutions, professional bodies and members of the public. The SCCLR considered the responses at its 159th meeting held on 26 January 2002 and, in the light of the comments received, adopted most of the proposals. Action is being taken to make appropriate amendments to the Companies Ordinance and the Listing Rules.

In 2001, the then Financial Services Bureau commissioned two universities to undertake four research projects on: international institutional investors' attitudes towards corporate governance standards in Hong Kong; a comparative study of corporate governance regimes in other jurisdictions; the roles and functions of audit, nomination and remuneration committees; and an economic analysis correlating the performance of listed companies with their shareholders' profile. Work on these has been nearly completed and the SCCLR will be considering the conclusions of this research work.

Phase II of the Corporate Governance Review commenced in September 2001 which we hope will be concluded around the end of 2002. This phase will cover issues such as the development of appropriate training programmes and qualifications for directors, directors' remuneration, shareholder communication, company general meetings and the role and functions of audit, nomination and remuneration committees.



本處保持並擴展與世界各地的聯繫，以便客觀評估所訂的服務標準及工作表現，並分享其他國家在提供與發展公司註冊服務與處理企業管治問題方面的經驗。公司註冊處處長於二零零一年十一月十二及十三日出席在吉隆坡舉行的聯邦企業管治協會周年會議 (Annual Conference of the Commonwealth Association for Corporate Governance)。年內本處接待了 28 批訪客，包括 18 個政府部門；5 個內地專業團體；以及來自汶萊、加拿大、澳門特別行政區、南非和美國特拉華州的政府代表團。

International contacts have been maintained and developed to enable the Registry to assess its standards and performance objectively, and share experiences regarding the provision and development of corporate registration services and corporate governance issues in other countries. The Registrar of Companies attended the Annual Conference of the Commonwealth Association for Corporate Governance in Kuala Lumpur on 12 and 13 November 2001. During the year, the Registry played host to 28 groups of visitors including 18 government departments and five professional bodies from the Mainland, and government delegations from Brunei, Canada, the Macau Special Administrative Region, South Africa, and the U.S.A. (State of Delaware).



南非公司註冊處的公司及知識
產權註冊處代表團訪問本處
Visit by a delegation from the
Companies and Intellectual
Property Registry Office of the
South African Companies Office



中國國務院僑務辦公室副主任訪問本處
Visit by the Deputy Director, Overseas Chinese Affairs, Office of the State Council of the PRC



公司註冊處處長致送紀念品給
中國國務院僑務辦公室副主任
*The Registrar of Companies presenting
a souvenir to the Deputy Director,
Overseas Chinese Affairs,
Office of the State Council of the PRC*



中國境外上市公司董事會秘書
研討班參加者訪問本處
*Visit by participants of the
Training Programme for
Mainland-listed Companies
Directors and Senior Managers*



澳門特別行政區政府法務局登記公證部門代表團訪問本處
*Visit by a delegation from the Registration and Notaries Authorities of Legal Affairs Bureau of the Government
of the Macau Special Administrative Region*

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 31 日止年度
Year to 31 March

增/(減)百分比
% Change

新公司

註冊成立
— 公眾公司
— 私人公司
登記的海外公司

New Companies

Incorporations
— public
— private
Oversea companies registered

公司文件登記

所收到的押記
所收到的文件
更改名稱申請書
自動清盤通知書

General Registration of Documents

Charges received
Documents received
Change of name applications
Voluntary liquidation notices

查冊設施

查閱縮微膠片
查閱公司資料
查閱董事索引

Search Facilities

Microfilm searches
Company particulars searches
Directors' index searches

檢控

發出傳票
定罪率

Prosecution

Summonses issued
Conviction rate

剔除行動

被剔除名稱的公司
— 因不經營業務

Striking Off Action

Companies struck off
— for not carrying on business

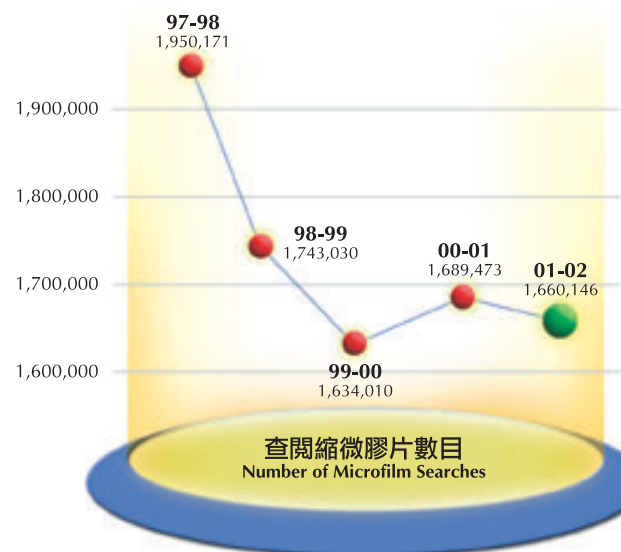
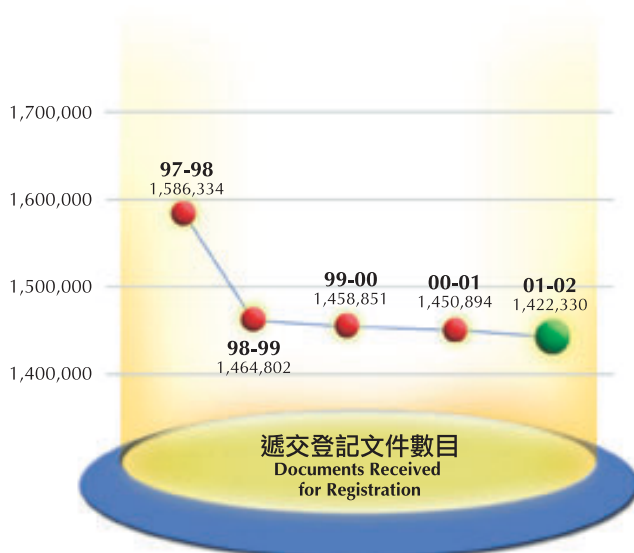
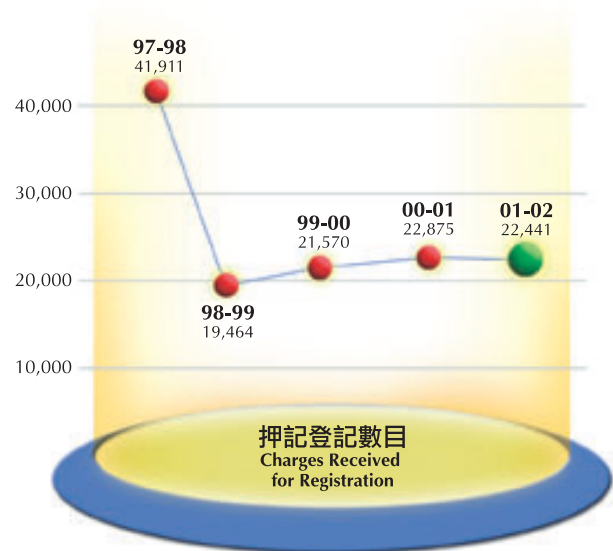
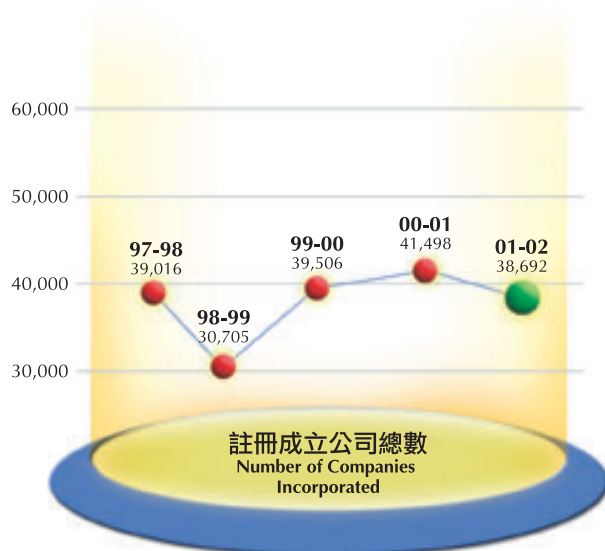
撤銷註冊

被撤銷註冊的公司

Deregistration

Companies deregistered

2002	2001	%
361	377	(4.2)
38,331	41,121	(6.8)
773	838	(7.8)
22,441	22,875	(1.9)
1,422,330	1,450,894	(2.0)
9,260	10,990	(15.7)
1,394	1,610	(13.4)
1,660,146	1,689,473	(1.7)
55,059	14,393	282.5
84,405	25,031	237.2
170	261	(34.9)
24%	38%	(36.8)
20,628	10,374	98.8
20,526	14,983	37.0





周年帳目表
Annual Accounts

公司註冊處營運基金
截至 2002 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 2002

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 2002 年 3 月 31 日止年度
for the Year Ended 31 March 2002

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

			2002	2001
營業額	Turnover	(3)	242,043	244,470
運作成本	Operating costs	(4)	(197,513)	(193,860)
運作盈利	Profit from operations		44,530	50,610
其他收入	Other income	(5)	3,700	6,589
融資成本	Finance cost	(6)	(4,055)	(8,505)
除稅前盈利	Profit before tax		44,175	48,694
稅款	Taxation	(7)	(6,492)	(6,737)
除稅後盈利	Profit after tax		37,683	41,957
股息	Dividend	(8)	(11,305)	(12,587)
保留盈利	Profit retained		26,378	29,370
固定資產回報率	Rate of return on fixed assets	(9)	10.2%	12.1%

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.

第六十頁至六十六頁之註釋亦為此帳目的一部分。

The notes on pages 60 to 66 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

二零零二年九月九日

G W E Jones

Registrar of Companies and

General Manager

Companies Registry Trading Fund

9 September 2002



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

在 2002 年 3 月 31 日的結算
as at 31 March 2002

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

資產

ASSETS

非流動資產

Non-current assets

固定資產

Fixed assets

(10)

402,971

403,983

流動資產

Current assets

應收帳款及預付款項

Debtors and prepayments

2,657

2,819

應收有關連機構帳款

Amounts due from related parties

1,920

1,544

應退稅款

Tax refundable

—

328

銀行存款

Placements with banks

108,400

108,100

現金及銀行結餘

Cash and bank balances

4,098

1,939

117,075

114,730

流動負債

Current liabilities

短期借款

Short term borrowings

(11)

(27,670)

(27,670)

應付帳款

Creditors

(14,262)

(11,242)

應付有關連機構帳款

Amounts due to related parties

(34,330)

(35,080)

應付稅款

Tax payable

(927)

—

(77,189)

(73,992)

流動資產淨額

Net current assets

39,886

40,738

總資產減去 流動負債

Total assets less current liabilities

442,857

444,721

非流動負債

Non-current liabilities

遞延稅款

Deferred tax

(12)

(3,539)

(2,829)

政府貸款

Government loan

(13)

(27,670)

(55,340)

淨資產

NET ASSETS

411,648

386,552

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)

261,883

235,505

擬發股息

Proposed dividend

11,305

12,587

411,648

386,552

第六十頁至六十六頁之註釋亦為此帳目的一部分。

The notes on pages 60 to 66 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 2002 年 3 月 31 日止年度
for the Year Ended 31 March 2002

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

營運項目

運作盈利
折舊及攤銷
應付帳款的增加
應付有關連機構
帳款的增加
應收帳款及預付
款項的減少 / (增加)
應收有關連機構
帳款的增加

Operating activities

Profit from operations
Depreciation and amortisation
Increase in creditors
Increase in amounts
due to related parties
Decrease/(Increase) in debtors
and prepayments
Increase in amounts
due from related parties

因營運項目之 現金流入淨額

Net cash inflow from operating activities

投資收入及融資成本

利息收入
利息支出
股息支出

Returns on investments and servicing of finance

Interest received
Interest paid
Dividend paid

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

稅款

已付利得稅
已付稅款

Taxation

Profits tax paid
Tax paid

2002

2001

44,530

50,610

16,043

15,234

1,154

5,415

2,176

8,791

200

(1,138)

(376)

(390)

63,727

78,522

3,563

6,492

(7,085)

(9,728)

(12,587)

(14,880)

(16,109)

(18,116)

(4,526)

(8,655)

(4,526)

(8,655)



		註釋 Note	2002	2001
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)		(57,100)	(5,000)
購買固定資產	Purchase of fixed assets		(13,061)	(13,936)
售賣固定資產所得款項	Proceeds from disposal of fixed assets		98	—
因投資項目之 現金流出淨額	Net cash outflow from investing activities		(70,063)	(18,936)
未計融資前之現金 (流出) / 流入淨額	Net cash (outflow)/inflow before financing		(26,971)	32,815
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 (減少) / 增加	(Decrease)/Increase in cash and cash equivalents		(54,641)	5,145
現金及等同現金 在 2001 年 4 月 1 日 之結餘	Cash and cash equivalents at 1 April 2001		105,039	99,894
現金及等同現金 在 2002 年 3 月 31 日 之結餘	Cash and cash equivalents at 31 March 2002	(17)	50,398	105,039

第六十頁至六十六頁之註釋亦為此帳目的一部分。

The notes on pages 60 to 66 form part of these accounts.

帳目註釋

(除特別註明外，以港幣千元位列示)

1. 公司註冊處營運基金的地位

前立法局在1993年6月30日根據《營運基金條例》(第430章)第3、4及6條通過決議，在1993年8月1日設立公司註冊處營運基金。本處為客戶提供服務與設施以辦理有限公司註冊及登記和查閱公司文件。

2. 會計政策

(a) 會計基準

本帳目是根據香港公認會計原則製備。

(b) 固定資產

1993年8月1日由政府撥歸公司註冊處營運基金的固定資產是按前立法局所通過的設立營運基金決議中所列的估值入帳。從1993年8月1日起新購的固定資產則按當時用於購買及裝置設備的實際直接開支入帳。

(c) 折舊及攤銷

i. 折舊是依直線折舊法按資產原值減去其在最終使用期末的剩餘值，在預計資產可使用年期內逐年分期定額註銷。折舊年率為：

建築物	3.3% — 3.6%
電腦系統	20% — 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。

(d) 遞延稅款

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

(e) 收入的確認

服務收費是在提供服務時確認入帳。利息收入則按應計的利息確認入帳。

(f) 有關連機構

根據《營運基金條例》(第430章)設立的公司註冊處營運基金是屬於香港特別行政區政府轄下的一個獨立會計單位。年內，營運基金在日常業務中曾與各有關連機構進行交易。這等機構包括各政策局及政府部門，營運基金，以及受政府所控制或政府對其有重大影響力的財政自主組織。

(g) 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) Fixed assets

Fixed assets appropriated to the Companies Registry Trading Fund on 1 August 1993 are stated at the value contained in the Resolution of the Legislative Council for setting up the Companies Registry Trading Fund. Fixed assets acquired since 1 August 1993 are capitalised at the actual direct expenditure of acquisition and installation.

(c) Depreciation and amortisation

i. Depreciation is provided on a straight-line basis calculated to write off the cost of assets less residual value over their estimated useful lives. The annual rates of depreciation used are:

Building	3.3% — 3.6%
Computer system	20% — 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.

(d) Deferred tax

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

(e) Revenue recognition

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

(f) Related parties

The Companies Registry Trading Fund is a separate accounting entity within the Government of the Hong Kong Special Administrative Region established under the Trading Funds Ordinance (Cap. 430). During the year, the Trading Fund has entered into transactions with various related parties, including Government bureaux and departments, trading funds and financially autonomous bodies controlled or significantly influenced by the Government, in the ordinary course of its business.

(g) 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

押記文件登記費	Charges registration fees
公司註冊成立費	Incorporation fees
年報表登記費	Annual registration fees
查冊及影印收費	Searches and copying fees
管理及代收服務費用	Fees for administration and collection services
其他費用	Other fees

2002	2001
10,962	10,974
66,115	70,837
89,096	88,753
48,165	47,528
10,002	8,821
17,703	17,557
<u>242,043</u>	<u>244,470</u>

4. 運作成本 Operating costs

員工費用	Staff costs
一般運作開支	General operating expenses
電腦開支	Computer expenses
中央行政間接費用	Central administration overheads
折舊及攤銷	Depreciation and amortisation
審計師酬勞	Auditor's remuneration

2002	2001
157,282	155,165
19,362	17,806
3,614	4,374
818	900
16,043	15,234
394	381
<u>197,513</u>	<u>193,860</u>

5. 其他收入 Other income

銀行存款利息	Interest from bank deposits
售賣固定資產的利潤	Profit on disposal of fixed assets

2002	2001
3,602	6,589
98	—
<u>3,700</u>	<u>6,589</u>



6. 融資成本 Finance cost

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
一年後應償還之政府貸款	Government loan repayable after one year

2002	2001
2,362	3,406
1,693	5,099
<u>4,055</u>	<u>8,505</u>

7. 稅款 Taxation

名義利得稅是按16% 稅率計算（2001 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% (2001 : 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.

名義利得稅	Notional profits tax
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
因利得稅率改變所作調整	Adjustment due to a change of profits tax rate
年內稅款	Taxation for the year

2002	2001
5,782	6,473
710	264
—	—
<u>710</u>	<u>264</u>
<u>6,492</u>	<u>6,737</u>

8. 股息 Dividend

擬發港幣1,130.5萬元作股息給政府（2001 年：港幣1,258.7萬元）。

An amount of HK\$11,305,000 (2001 : HK\$12,587,000) 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 Land & building	電腦系統 Computer system	傢具及裝置 Furniture & fittings	辦公室及特殊器材 Office & specialist equipment	部門自用車輛 Office car	總值 Total
成本或估價 Cost or valuation							
在 2001 年 4 月 1 日	At 1 April 2001	398,511	75,990	16,941	2,208	130	493,780
增加	Additions	—	14,320	7	704	—	15,031
售賣	Disposals	—	—	—	(452)	—	(452)
在 2002 年 3 月 31 日	At 31 March 2002	398,511	90,310	16,948	2,460	130	508,359
累計折舊／攤銷 Aggregate depreciation/amortisation							
在 2001 年 4 月 1 日	At 1 April 2001	32,585	39,917	15,657	1,508	130	89,797
年內費用	Charge for the year	4,445	10,352	852	394	—	16,043
售賣後撥回	Written back on disposals	—	—	—	(452)	—	(452)
在 2002 年 3 月 31 日	At 31 March 2002	37,030	50,269	16,509	1,450	130	105,388
帳面淨值 Net Book Value							
在 2002 年 3 月 31 日	At 31 March 2002	361,481	40,041	439	1,010	—	402,971
在 2001 年 3 月 31 日	At 31 March 2001	365,926	36,073	1,284	700	—	403,983

11. 短期借款 Short term borrowings

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)
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2002	2001
27,670	27,670

12. 遞延稅款 Deferred tax

在 2001 年 4 月 1 日之結餘	Balance at 1 April 2001
年內準備	Provision for the year
在 2002 年 3 月 31 日之結餘	Balance at 31 March 2002

2002	2001
2,829	2,565
710	264
3,539	2,829



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2002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2,767萬元為在繳付第九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 2002 is shown as short term borrowing. The balance of HK\$27,670,000 shown under Government loan represents the balance of the loan after repayment of the ninth 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

在2001年4月1日之結餘	Balance at 1 April 2001
年內盈利	Profit for the year
擬發股息	Proposed dividend
在2002年3月31日之結餘	Balance at 31 March 2002

2002	2001
235,505	206,135
37,683	41,957
(11,305)	(12,587)
<u>261,883</u>	<u>235,505</u>

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

在2001年4月1日之結餘	Balance at 1 April 2001
因融資之現金流出	Cash outflow from financing
在2002年3月31日之結餘	Balance at 31 March 2002

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

2002	2001
83,010	110,680
(27,670)	(27,670)
<u>55,340</u>	<u>83,010</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

現金及銀行結餘	Cash and bank balances
銀行存款 (等同現金部分)	Placements with banks (cash equivalents portion)

2002	2001
4,098	1,939
46,300	103,100
<u>50,398</u>	<u>105,039</u>

18. 有關連機構的交易 Related party transactions

除了那些在帳目表內獨立披露的交易外，年內與有關連機構的其他重要交易概述如下：

- (a) 本處提供予有關連機構的服務包括查冊及影印服務，代收某部分稅項及無主財物，和代表政府管理放債人註冊處。來自這些服務的收益計有港幣1,675.6萬元（2001年：港幣1,601.4萬元）；
- (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1,239.3萬元（2001年：港幣1,553.3萬元）；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49.4萬元（2001年：港幣256.6萬元）。

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\$16,756,000 (2001 : HK\$16,014,000);
- (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\$12,393,000 (2001 : HK\$15,533,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$494,000 (2001 : HK\$2,566,000).

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:

已簽約	Contracted for
已核准惟未簽約	Authorised but not contracted for

2002	2001
1,263	4,862
—	—
<u>1,263</u>	<u>4,862</u>



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二零零二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 2002 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

二零零二年九月九日

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

Audit Commission
Hong Kong
9 September 2002