



概要

在經濟和業務處於不利的情況下，本處採取審慎財政管理措施，並且嚴格控制成本。在二零零二至零三年度，本處所運用固定資產平均淨值的回報率達到理想的10.3%水平。本處推行「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，進展十分順利。我們將於二零零五年初擁有全面電子化的公司註冊處，為客戶提供世界級服務。關於落實「公司法檢討」與「企業管治檢討」所提出的建議，亦有良好進展。

Overview

Despite adverse economic and business conditions, we managed to achieve a healthy return of 10.3% on the average net fixed assets employed in 2002-03 as a result of our prudent financial management and tight control over costs. The implementation of the Integrated Companies Registry Information System (ICRIS) and the conversion of all microfiches into digitised images is proceeding well and, by early 2005, we shall have a fully electronic Companies Registry capable of providing world-class services to our customers. We have also made good progress regarding the implementation of the recommendations arising from the reviews of company law and corporate governance.

業務情況

在截至二零零三年三月三十一日的年度，註冊成立的新公司總數達53,549間，較二零零一至零二年度的38,692間，增加38.4%。年內解散的公司數目上升33.3%，達到57,454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。這行動令到截至二零零三年三月三十一日，公司登記冊上的本地公司總數減少至504,246間。然而，截至二零零三年三月三十一日，根據《公司條例》第XI部註冊的海外公司的總數達6,804間，較上一年度多284間。其他類別服務的業務變動情況並不一致。在二零零二至零三年度，提交本處存檔的文件與申請更改公司名稱的個案，分別增加6.9%及5%。另一方面，登記押記及查閱縮微膠片的個案分別減少9.5%及2.8%。

財務業績

在截至二零零三年三月三十一日的年度，本處的營業額為2億4,230萬元，較上一年度增加0.1%，主要原因是來自公司辦理註冊成立的收入大幅度增加。然而，由於愈來愈多公司準時遞交周年申報表，來自遲交周年申報表的特殊收入則大幅度下降。扣除利息開支及稅款後的淨盈餘達4,040萬元，較二零零一至零二年度錄得的3,510萬元增加15.1%。固定資產平均淨值的回報率為10.3%。

Business Volumes

For the year ended 31 March 2003, a total of 53,549 new companies were incorporated, an increase of 38.4% compared with 38,692 in 2001-02. The number of dissolutions of companies during the year rose by 33.3% to 57,454, attributable to striking off 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 2003 dropped to 504,246. However, the total number of oversea companies registered under Part XI of the Companies Ordinance stood at 6,804 on 31 March 2003, 284 more than the previous year. Movements in volumes of other types of services were rather mixed. 2002-03 saw increases of 6.9% and 5.0% in the number of documents filed and applications for changes of company names respectively. On the other hand, there was a drop in charges registration by 9.5% and microfilm searches by 2.8%.

Financial Results

The business turnover for the year ended 31 March 2003 was \$242.3 million, an increase of 0.1% over that for last year, attributable largely to a significant increase in revenue from incorporations. However, the exceptional income from late filing of annual returns dropped substantially as a result of improved levels of compliance. The net surplus for the year, after deducting interest expenditure and taxation, amounted to \$40.4 million, an increase of 15.1% compared with \$35.1 million recorded in 2001-02. The return on the average net fixed assets employed was 10.3%.

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%。截至二零零三年三月三十一日，本處節省的開支達到1,920萬元，相等於經常開支的9.6%，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。在這方面來說，本處在二零零二至零三年度的整體生產力較二零零一至零二年度上升1%。我們會繼續盡力提高工作效率與生產力。

客戶服務

本處一向以致力服務客戶為首要的目標。我們一直努力不懈，確保所提供的服務滿足客戶的需要和期望。為了讓客戶知悉本處最近期的工作表現及服務標準，本處每年發表工作目標和成績。在截至二零零三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。我們很高興在二零零二至零三年度公務員顧客服務獎勵計劃「傑出顧客服務獎」比賽中，獲頒發為小部門而設的「最佳效率獎」，嘉許我們不斷努力改善客戶服務。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，收集有關資料，致力不斷提升服務質素。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。

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 2003, we achieved cumulative savings of \$19.2 million, or 9.6% of our recurrent expenditure, well exceeding the 5% target. The Registry measures the productivity of its activities in terms of weighted output per man-day. In this respect, the department's overall productivity in 2002-03 increased by 1% compared to 2001-02. We will continue to strive for improvements in efficiency and productivity wherever possible.

Customer Services

Customer services have always been one of the Registry's highest priorities and we constantly strive to ensure that our services satisfy customers' needs and expectations. To keep customers updated of our performance and service standards, the department publishes its performance targets and results annually. For the year ended 31 March 2003, we have well exceeded all our 14 service performance pledges in core activities. We were pleased that our continuous efforts to enhance customer services were recognised by the department winning the Efficiency Award for small departments in the Civil Service Customer Service Award Scheme 2002-03 "Outstanding Customer Service Award" competition. Through our Customer Liaison Group, the annual customer survey and visits to customers, we gather the information necessary to continually enhance our services. As always, I would like to express my gratitude and appreciation to all members of the Customer Liaison Group for their service and contributions throughout 2002-03.

過去十年，本處各項服務的水平，均有顯著提高。處理本地公司註冊成立、海外公司註冊、本地及海外公司登記文件及押記登記現時所需的標準時間分別為6、22、8、8、9個工作天，而在本處開始以營運基金運作的一九九三至九四年度，標準處理時間則分別為7、38、33、47、12個工作天。

人力資源

截至本年三月三十一日為止，本處僱用428名常額編制及合約員工。我們的高質素員工，是確保我們有效率及機智應付日漸增加的工作量和新挑戰的重要因素。過去一年，同事工作勤奮熱誠，本人謹此衷心致謝。處方會不斷給予支援，為他們提供適當的培訓和安全的工作環境。我們的員工具有創新的精神，熱誠的工作态度，相信他們定必再接再厲，為客戶提供優質服務，確保本處繼續取得成功。

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。我們已延長該查冊系統的合約期，直至本處落實第一階段「公司註冊處綜合資訊系統」，以便客戶繼續聯線查冊，不致中斷。我們在二零零三年三月展開政府辦公室自動化擴展計劃，將個人電腦分配予53名人員，包括支取總薪級表第34點或以上薪金的職員、私人秘書、以及組別主管。

Over the past ten years, the Registry has achieved significant improvements in service delivery. Our standard times for processing the incorporation of a local company, the registration of an oversea company, the registration of documents for local companies and oversea companies and the registration of charges are now 6, 22, 8, 8 and 9 working days respectively, compared with 7, 38, 33, 47 and 12 working days respectively required in 1993-94 when we started operating as a trading fund.

Human Resources

As at 31 March 2003, the Registry employed 428 staff on permanent pensionable or contract terms. The high quality of the department's staff is a key factor in ensuring that an ever increasing workload and new challenges are handled efficiently and imaginatively. As always, I would like to express my heartfelt thanks to my colleagues for their hard work and dedication over the past year. The Registry will constantly support them by providing adequate training and a safe working environment. I am confident that our highly innovative and dedicated staff will continue to provide high quality services to our customers to ensure the department's continuing success.

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. We have extended the contractual period of CROPS to synchronise with the implementation of Phase I of ICRIS so that customers can continue to conduct on-line searches without interruption. In March 2003, we rolled out the Government Office Automation (GOA) Extension Programme, allocating personal computers to 53 staff including those whose pay is on Master Pay Scale Point 34 and above, personal secretaries and section heads.

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／二零零四年初完成，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、轉換微型縮影紀錄、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。第二階段預計於二零零四年底／二零零五年初完成，發展項目包括聯線辦理文件登記及註冊成立新公司。這兩階段完成後，本處將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極優質、具成本效益的服務。

其他法律、政策及規管問題

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，而本處為該委員會提供秘書處服務，因此本處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。在此方面，本人參與討論有關「開放」香港會計師公會理事會、調查委員會與紀律委員會會籍的建議，亦參與改革會計師行業現有的自我監管制度。

Strategic Change Plan

An integral part of the Strategic Change Plan is the implementation of ICRIS which will be developed in two phases. Phase I, estimated to be completed by the end of 2003/early 2004, will include the replacement of the existing computer systems, document imaging, conversion of microfilm records and online searches on current data and digitised images of registered company documents kept in the Registry's database. Phase II, estimated to be completed by the end of 2004/early 2005, will include the implementation of online document registration and incorporation. On the completion of both phases, the Registry will be able to receive, process, store and disseminate information electronically, providing very high quality and cost-effective services to our customers throughout the world.

Other Legal, Policy and Regulatory Issues

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 review. In addition, I represent the Financial Secretary on the Council of the Hong Kong Society of Accountants (HKSA). In this respect, I have participated in the discussion of the proposals to 'open-up' the membership of the HKSA's Council and investigation and disciplinary committees, and reform of the accountancy profession's existing self-regulatory regime.

公司條例檢討

公司法改革常務委員會在二零零零年二月發表報告，內容涵蓋62項建議，包括對《公司條例》某些條文的修訂；需要進一步研究的項目；以及對《公司條例》結構方面的重要建議，例如重新編寫及重組該條例。有關對條例某些條文的修訂建議，差不多已全部納入二零零三年七月通過的《2002年公司(修訂)條例草案》。至於需要進一步研究的項目的有關工作，常委會亦已按照其「企業管治檢討」的建議進行或獨立進行。部分工作的結果載於《2003年公司(修訂)條例草案》內。

雖然以一系列的公司(修訂)條例草案方式改革公司法容易引起並且已經受到一些批評，但至少可確保較簡單而急需的改革措施可以迅速實行，不致因要等待重新編寫整條《公司條例》而受到不必要的延誤。然而，我們現在到達需要重新編寫整條《公司條例》的階段，改革計劃不能再單獨以一系列的公司(修訂)條例草案形式進行。導致這個情況出現的主要原因是一些餘下改革事項的性質，例如「公司重新分類」及「資本保存」的條文，會影響整條《公司條例》。因此，政府現正研究以最佳方式重新編寫《公司條例》。

企業管治

在整個年度，公司法改革常務委員會繼續全面檢討企業管治，包括董事職責、股東權利及公司披露資料。該委員會在二零零二年十二月完成第二階段檢討，並於二零零三年六月十一日發表諮詢文件，列載多項建議。公眾須於

Review of the Companies Ordinance

The SCCLR's report, published in February 2000, contained 62 recommendations including a mix of amendments to specific sections of the Ordinance; topics which required further research and study; and major structural proposals such as re-writing and re-structuring the Ordinance. Virtually all the proposals regarding amendments to specific sections of the Ordinance have been included in the Companies (Amendment) Bill 2002 which was enacted in July 2003. Work on topics requiring further research and study has been undertaken in the context of either the SCCLR Corporate Governance Review or independently by the SCCLR. The results of some of this work are contained in the Companies (Amendment) Bill 2003.

While the approach of introducing a series of companies amendment bills to implement the company law reform is open to and has been subject to a certain amount of criticism, it has at least ensured that relatively straightforward and more urgent reform measures can proceed relatively quickly instead of being delayed unnecessarily by waiting for the overall 'rewrite' of the Companies Ordinance. However, we have now gone to the stage where the reform programme cannot proceed in the context of a series of companies amendment bills alone but has to be subject to the re-write of the Companies Ordinance. To a large extent this is due to the nature of some of the remaining topics for reform, e.g. the re-classification of companies and the capital maintenance provisions, which have repercussions throughout the Ordinance. Consequently, the Administration is now considering the best way of taking forward the rewrite of the Companies Ordinance.

Corporate Governance

Throughout the year, the SCCLR continued its comprehensive review of corporate governance comprising directors' duties and responsibilities, shareholders' rights and the disclosure of corporate information. Phase II of the review was completed in December 2002 and a consultation document setting out a

二零零三年九月三十日前提交意見。有關方面會視乎檢討結果，適當修訂《公司條例》、《上市規則》及《最佳應用守則》。

成立十載

本處在二零零三年五月慶祝成為獨立政府部門十周年。自從本人在一九九三年五月一日正式獲委任為香港公司註冊處處長，本處的設施與服務，不論在質與量方面，均不斷改善，詳情載於本年報。本處現今是公認的最佳政府部門之一，為公眾提供優質服務。我們今年在公務員事務局主辦的「傑出顧客服務獎比賽」中獲頒發為小部門而設的「最佳效率獎」。

然而，本處的發展過程並非如此順利。本人在一九九零年十二月仍然任職政務主任時，獲委派到當時的註冊總署擔任公司科的主管，負責改革該科的運作。本人仍清楚記得第一天的情況。當時本人見到要面對的問題，實在感到灰心。員工辦公地方與公眾地方不足，兼且陳舊；紙張文件存檔系統佔用過多地方；運作方式和工作程序的效率甚低，幾乎完全根據法律先例設計；管理階層結構等級分明，中下管理層很少獲署方鼓勵、或自覺地獨立處事；辦理公司註冊成立和登記文件的時間冗長。然而，我們堅定果斷地進行改革。過去十年，本處由一個以處理紙張文件為主、依靠人工作業、及以舊式服務態度提供服務的部門，轉變為一個逐漸電腦化的部門，培養出以客為尊的服務文化。

large number of proposals was published for public consultation on 11 June 2003. The public have until 30 September 2003 to submit their views. Depending on the outcome of the review, appropriate amendments will be made to the Companies Ordinance, the Listing Rules and the Code of Best Practice.

Our First Ten Years

In May 2003, the Registry celebrated the department's tenth year as an independent government department. Since I was formally appointed as the Registrar of Companies for Hong Kong on 1 May 1993, there has been a continuous improvement both qualitatively and quantitatively of our facilities and services, the details of which are given in this Report. At present, the department is acknowledged to be one of the best in the Government in terms of service delivery, and this year we were awarded an Efficiency Award for small departments in the Outstanding Customer Service Award Competition organised by the Civil Service Bureau.

However, it was not always like this. I remember very clearly my first day in the then Registrar General's Department in December 1990 as an Administrative Officer posted as the Head of the then Companies Division with a mandate to reform that division's operations. My heart sank when I saw what I was confronted with: totally inadequate and archaic accommodation for the staff and public areas; an inordinate amount of space taken up by paper filing systems; inefficient and process-driven operational practices and procedures almost invariably determined by legal precedent; a very hierarchical management structure with very little initiative and independence encouraged in, or indeed sought by, middle and lower management; and the excessive times taken to incorporate companies and register documents. However, we grasped the nettle of process change and, over the past 10 years, the Companies Registry has changed from being a department with paper-based, manual systems and old style service attitudes to one using computer systems and having a customer-focused service culture.

我們的理想是在二零零五年初設立全面電腦化的公司註冊處，為客戶提供世界級服務。「公司註冊處綜合資訊系統」在二零零三年底／二零零四年初開始分階段推出，帶領本處進入新時代，奠定未來十年發展的基礎。該系統以電子方式接收、處理、儲存、發布資料，充分支援本處的運作。這樣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；加強資料的保安和完整性；以及提高生產力和降低運作成本。

為保持國際金融和商業中心地位，香港必須確保公司法與企業管治水平勝於競爭對手，而非只是與他們看齊。在此方面，公司法改革常務委員會所發表的最後階段「企業管治檢討」諮詢文件是一項重大進展。我們正在研究如何以最佳方式實行重新編寫《公司條例》的建議。

過去十年，本處一直着重提高客戶服務質素。在未來十年，我們有信心利用我們的優勢——最先進的科技、強大的「品牌」效應、能幹的管理階層、熱誠工作的員工——克服未來挑戰，為香港及世界各地客戶持續提供優質服務。



鍾悟思 太平紳士

公司註冊處處長

暨公司註冊處營運基金總經理

Our vision is to establish by early 2005 a fully computerised Companies Registry providing world-class services to our customers. The phased implementation of ICRIS, starting at the end of 2003/early 2004, will lead the Registry into a new era and provide the bed-rock of our development over the next ten years. It will fully support the department's operations for receiving, processing, storing and disseminating information electronically. This 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.

To maintain its position as an international financial and business centre, Hong Kong must ensure that the level and standard of our company law and corporate governance are not just as good as but better than our competitors. In this respect, the publication of the final consultation paper on the SCCLR's Corporate Governance Review is a very significant development. We are also considering how best to take forward the proposal to rewrite the Companies Ordinance.

Over the past ten years, the Registry's focus has always been on improving the quality of services provided to our customers. Over the next ten years, the department will use its strengths——a state-of-the-art technology base, a powerful 'brand' name, capable management and dedicated staff——to tackle future challenges with confidence and provide our customers in both Hong Kong and around the world with continually enhanced quality services.

G W E Jones, J.P.

Registrar of Companies and General Manager

Companies Registry Trading Fund

過去十年本處改善客戶服務的重要里程碑 Important milestones over the past ten years in improving our services to customers

公司註冊處於一九九三年五月一日成為獨立政府部門，並於同年八月一日成為營運基金部門	1993	Establishment of the Companies Registry as an independent Government department on 1 May 1993, and as a Trading Fund department on 1 August 1993
推出電腦化的上市公司董事索引	1994	Introduction of the computerised index of directors of listed companies
翻新金鐘道政府合署13、14樓辦事處	1995	Renovation and refurbishment of the 13th and 14th floors of the Queensway Government Offices
記錄註冊公司所遞交文件的文件索引全面電腦化		Full computerisation of the document index which keeps track of all the documents filed by registered companies
推出唯讀光碟(CD-ROM)服務，以提供一個更為方便的方法去查閱本處的公司名稱索引及文件索引	1996	Introduction of the CD-ROM service to provide a more convenient mode of search on the Registry's company name and document indices
以電子簽署方式簽署公司註冊證書，以便可以更快地發出證書及更新公司名稱索引		Use of electronic signatures to sign certificates of incorporation to enable certificates to be dispatched and the company name index updated earlier
推出雙語查冊服務，客戶可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	Introduction of bilingual search (either English or Chinese) 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		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		Launch of a homepage on the Internet to provide more information for easy retrieval and specified forms for downloading
讓登記客戶以聯線方式在互聯網上查閱公司名稱索引及文件索引		Launch of an online search for subscribers 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
展開策略性改革計劃研究，目的是在二零零五年之前在本處設置全面電腦化系統，用以提交、處理、登記和查閱資料		Commencement of the Strategic Change Plan study with the objective of establishing, by 2005, a fully computerised system in the Registry to file, process, register, and search information
裝設互動音頻電話查詢系統，以改善電話查詢服務		Installation of an interactive voice telephone enquiry system to enhance the telephone enquiry service
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		Launch of the Companies Registry On-line Public Search System (CROPS) for online searching of key company information by subscribers 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
完成設置「公司註冊處綜合資訊系統」的可行性研究，研究的目的是審查系統需求、技術規格及其他方面，以便推行電子存檔、電子處理文件與電子查冊		Completion of the feasibility study for the Integrated Companies Registry Information System (ICRIS) to examine the system requirements and technical specification, etc. for implementing electronic filing, electronic processing and electronic search
批出兩份合約，分別給承辦商推行第一階段「公司註冊處綜合資訊系統」和提供「將縮微膠片及紙張文件轉換為數碼影像」服務，以便開發一個新綜合系統，用以提供電子化服務	2002	Award of the contracts for the implementation of ICRIS Phase One and the provision of microfiche and paper document conversion services to develop a new integrated system for delivery of electronic services



本處的首長級人員
The Companies Registry's Directorate