



公司註冊處
COMPANIES REGISTRY

20003



2002-03
年報 ANNUAL REPORT

ANNIVERSARY

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公司註冊處營運基金

年報

二零零二年四月一日至二零零三年三月三十一日

COMPANIES REGISTRY TRADING FUND

Annual Report

1 April 2002 to 31 March 2003

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。

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。

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.

VALUES

- To care for and respect our customers by listening to them and taking into account their needs and expectations when shaping the type and quality of service which we deliver.
- To care for and respect our colleagues as a quality service can be delivered only through dedicated people of high calibre working together as a team.
- To change for the better by remaining receptive to new ideas, technologies and work practices so as to improve the level and quality of our services and facilities.



概要

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、依靠人手作業、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



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。在二零零三年八月一日，本處度過了以營運基金形式運作的第十年。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；辦理海外公司登記；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。

• 政策與立法問題

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

Functions

The Companies Registry was established as an independent government department on 1 May 1993 and, on 1 August 2003, marked **its tenth 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 oversea 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.

• *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.



財經事務及庫務局局長探訪本處
The Secretary for Financial Services and the Treasury visiting the Registry



財經事務及庫務局常任秘書長(財經事務)探訪本處
The Permanent Secretary for Financial Services and the Treasury (Financial Services) visiting the Registry



服務與業務情況

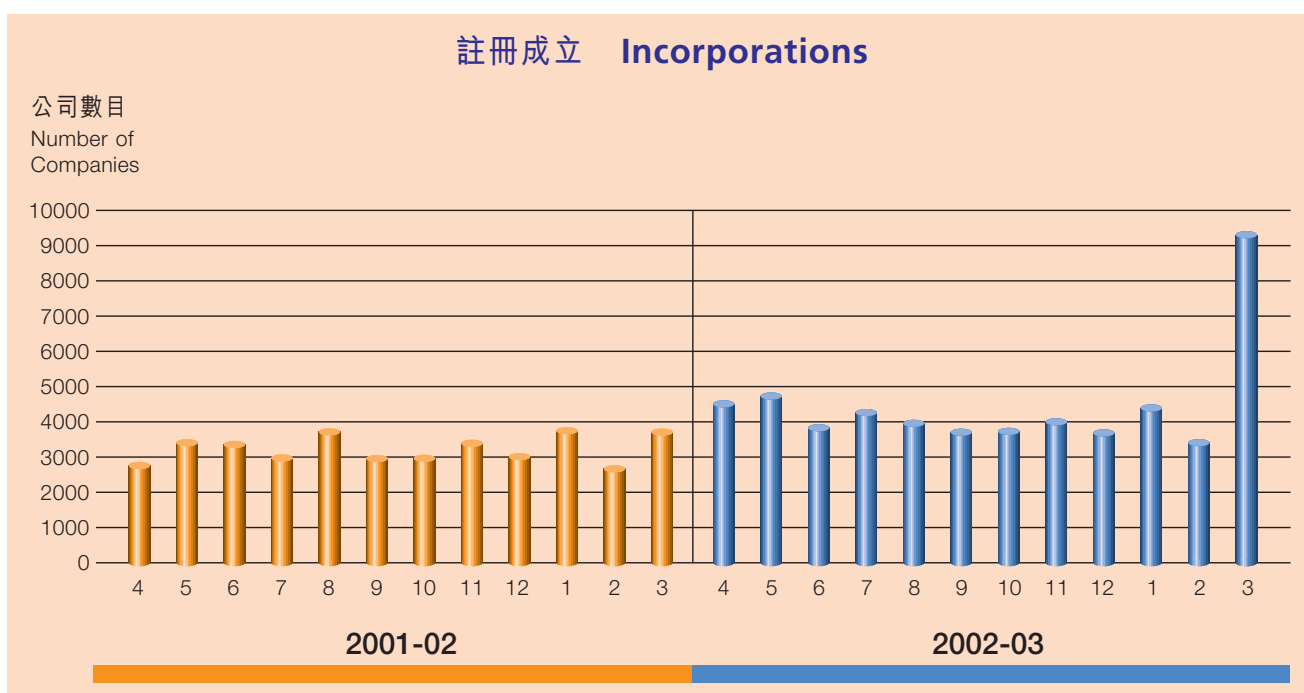
• 公司註冊成立／ 不營運公司撤銷註冊

在二零零二至零三年度，共有53,549間公司註冊成立，較二零零一至零二年度增加38.4%。其中有17,121間新公司在二零零三年首季註冊成立。而每一工作天平均有196間公司註冊成立。

Services & Business Volumes

• *Incorporation of companies / Deregistration of defunct companies*

In 2002-03, a total of 53,549 companies were incorporated, an increase of 38.4% compared to 2001-02. Of these newly incorporated companies, 17,121 were incorporated in the first quarter of 2003. On average, 196 companies were incorporated per working day.



在二零零二至零三年度，共有35,246間不營運公司根據《公司條例》第291條被剔除名稱，另20,160間不營運但有償債能力的私人公司則根據該條例第291 AA 條被撤銷註冊。

截至二零零三年三月三十一日為止，共有504,246間本地公司登記於公司登記冊內。

In 2002-03, a total of 35,246 defunct companies were struck off under section 291 of the Companies Ordinance and 20,160 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance.

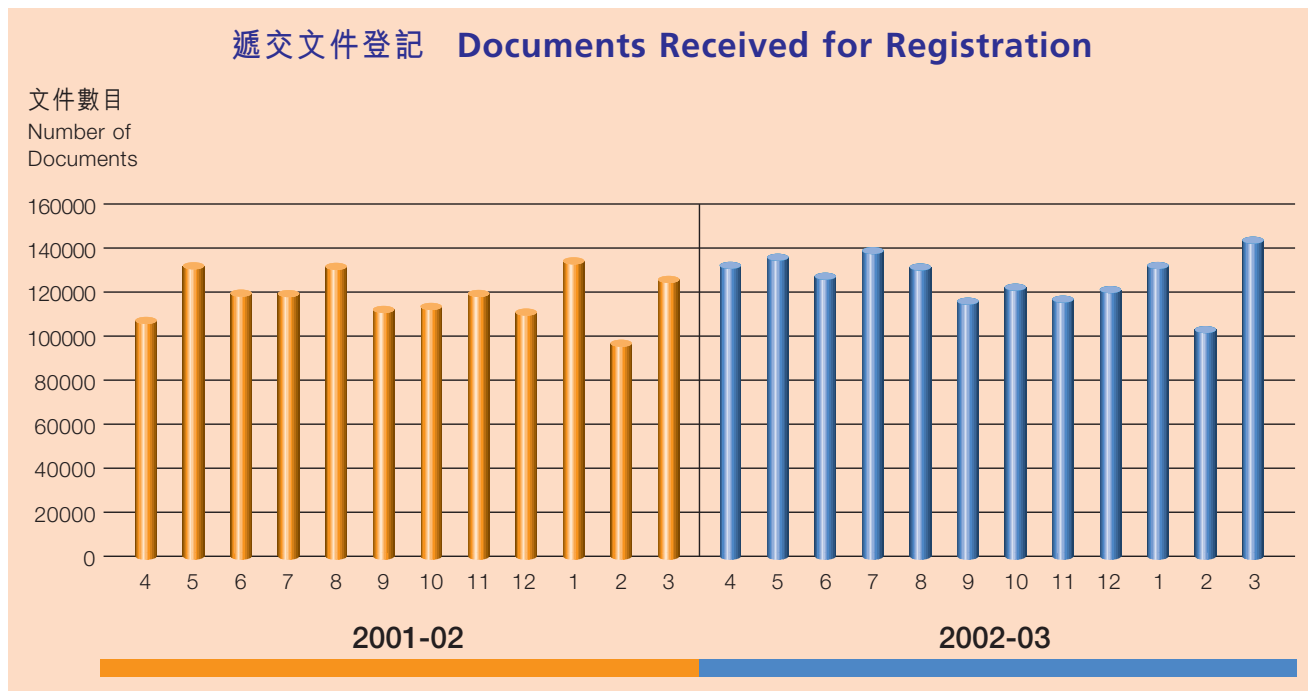
As at 31 March 2003, the number of local companies on the public register was 504,246.

• 文件登記

在二零零二至零三年度，遞交本處登記的文件的總數為1,520,101份，較二零零一至零二年度增加6.9%，相等於每一工作天平均有5,630份文件遞交本處。

• Registration of Documents

In 2002-03, a total of 1,520,101 documents were received for registration, an increase of 6.9% compared to 2001-02. This represents an average of 5,630 documents received on each working day.



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。在二零零二至零三年度，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32%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 2002-03, about 32% 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。

在二零零二至零三年度，公眾查閱縮微膠片紀錄的個案總數為1,612,924宗，較二零零一至零二年度減少2.8%，相等於每一工作天平均有5,974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。在二零零二至零三年度，「查閱公司資料」及「查閱董事索引」個案分別有74,398及109,117宗，較二零零一至零二年度分別增加35.1%及29.3%。

- **Public Search**

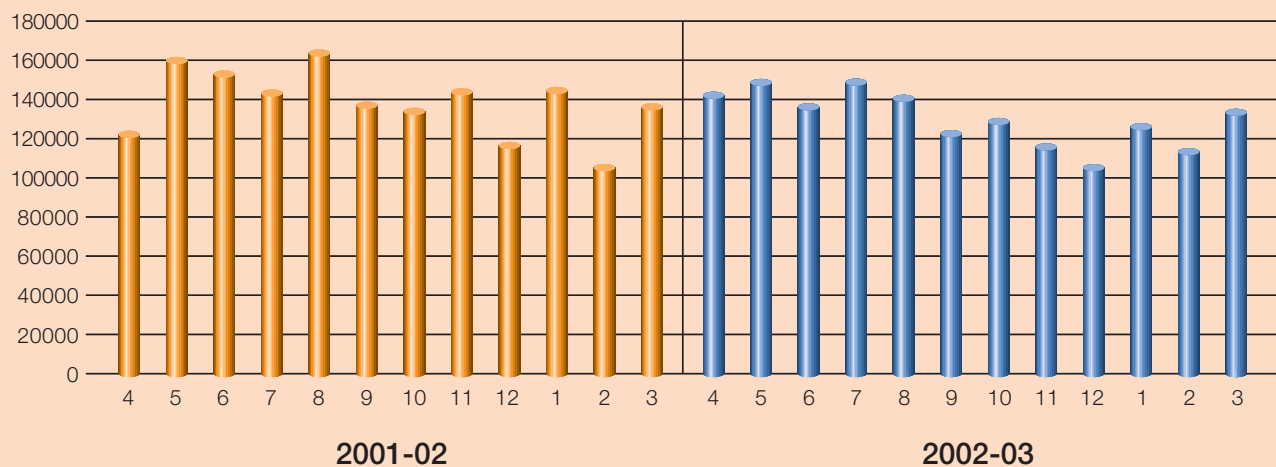
One of the key functions of the public search service is to provide copies of microfilmed company documents/forms filed at the Registry for customers who may read the content of the microfiches in either the Registry's Microfiche Reading Room free of charge or their own offices. Customers can also conduct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

In 2002-03, a total of 1,612,924 public searches on microfilmed records were made, a decrease of 2.8% compared to 2001-02. This represents an average of 5,974 public searches made on each working day.

Customers can obtain key company information through the Company Particulars Search and Directors' Index Search. In 2002-03, a total of 74,398 and 109,117 Company Particulars Searches and Directors' Index Searches were made respectively, an increase of 35.1% and 29.3% respectively compared to 2001-02.

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

查冊數目
Number of Searches

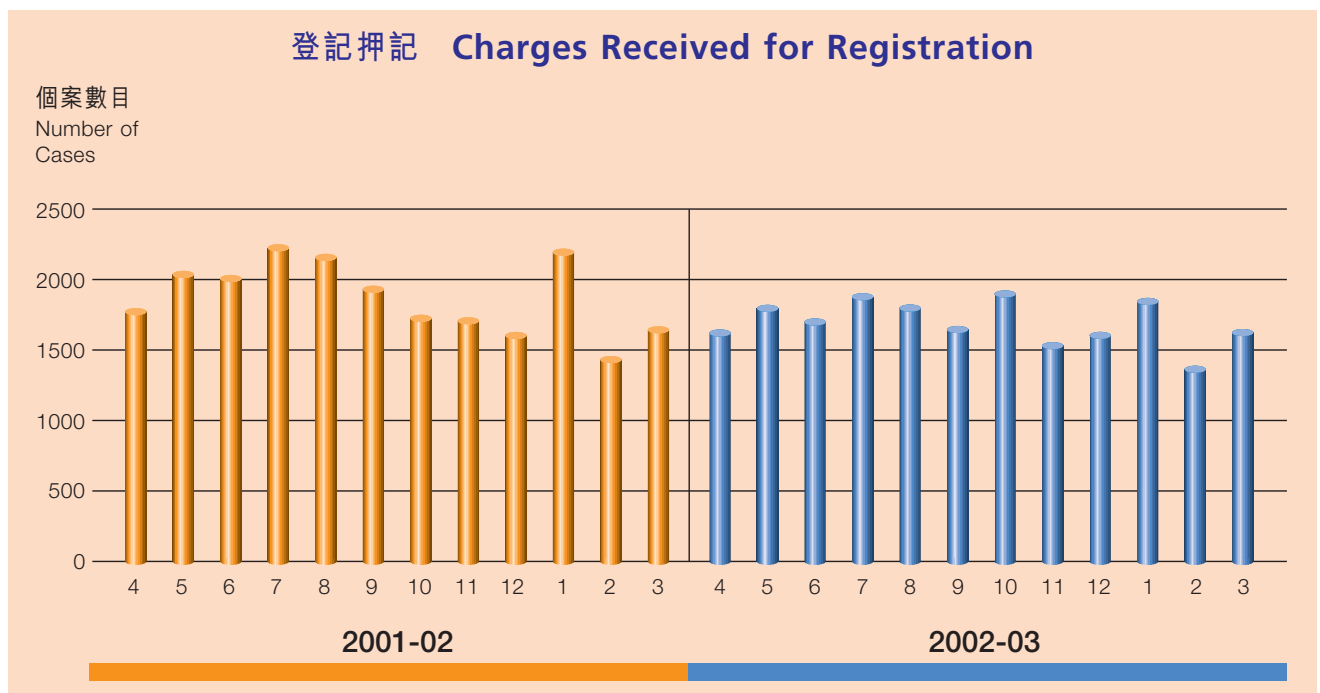


- 押記登記

在二零零二至零三年度，遞交本處登記的押記的總數為20,305宗，較二零零一至零二年度減少9.5%，相等於每一工作天平均有75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 2002-03, a total of 20,305 charges were received for registration, a decrease of 9.5% compared to 2001-02. This represents an average of 75 charges received on each working day. About two-thirds of the charges received were related to property.



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。本處的服務標準及表現詳載於下表：—

Performance 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. The detailed targets and performances of the Registry are set out in the following table: —

服務 Service	1993-94*	2002-03	2002-03			2003-04		
	年度 實際 處理時間 Actual Response Time	年度 標準 處理時間 Standard Response Time	年度 工作表現 Achievement			年度 目標 Target		
			(目標) 達到標準 處理時間 的百分比 (Target) %	(實際表現) 達到標準 處理時間 的百分比 (Actual) %	高於/(低於) 目標 Over/ (Under) Achieved 百分比 %	標準 處理時間 Standard Response Time	達到標準 處理時間 的百分比 % Meeting Standard	
			(以工作天計算，另外述明者除外) (expressed in working days unless otherwise stated)					
新公司註冊成立／登記 Incorporation/Registration of new companies								
— 本地公司 local company	7	6	98	100	2	6	98	
— 海外公司 overseas company	38	22	90	100	11	22	90	
更改公司名稱 Change of company name	不適用 N.A.	9	95	99	4	8	95	
公司文件登記 Registration of general documents								
— 本地公司 local company	33	8	90	98	9	8	90	
— 海外公司 overseas company	47	8	90	99	10	8	90	
押記登記 Registration of charges	12	9	90	99	10	9	90	
查冊 Searches								
— 特快服務櫃檯 (包括排隊輪候時間) express service counter (including queuing time)	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	
公司撤銷註冊 Deregistration of companies								
— 發出批准撤銷註冊函件 issue of approval letter	不適用 N.A.	5	95	100	5	5	96	

*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.



雖然削減成本措施導致可動用的資源減少，本處仍然能夠超越所有服務水平標準。在二零零二至零三年度，本處的整體生產力，以每人每一工作天的加權生產量計算，較二零零一至零二年度增加1%。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

本處的日常運作由兩個資訊系統支援，即「公司註冊系統」及「公司來件紀錄冊及公司文件索引系統」。「公司註冊系統」於一九九二年設計，「公司來件紀錄冊及公司文件索引系統」則於一九九四年啟用。處方不時改善該兩個系統，以配合新的需求。此外，本處亦已經提升伺服器，以確保系統性能良好。

本處的運作雖然由資訊系統支援，但基本上仍以人手作業及處理紙張文件為主，而且公司遞交本處登記的文件均以微型縮影方式儲存。為實現全面電腦化運作的理想，處方正在推行「公司註冊處綜合資訊系統」，務求在二零零三年底／二零零四年初完全取代現在運作的資訊系統。

Despite the reduction in available resources as a result of cost-cutting measures, the Registry has managed to surpass all performance targets. In terms of weighted output per man-day, the Registry's overall productivity for 2002-03 increased by 1% compared with 2001-02. We will continue to provide efficient and cost-effective services to our customers and enhance our productivity as far as practicable.

Computerisation

Information Technology (IT) Management

The Registry's daily operation is supported by two information systems, namely the Companies Registration System (CRS) and the Control Book & Document Index System (CBDIS). The CRS was developed in 1992 and the CBDIS came into operation in 1994. The department has enhanced the systems from time to time to meet new requirements. In addition, the servers have been upgraded where necessary to ensure a high standard of system performance.

Although the Registry's operation is supported by IT systems, it is essentially a manual, paper based operation and the registered documents filed by companies are stored in microfilm form. In order to accomplish its vision to computerise fully the operations, the department is now implementing ICRIS, which will completely replace the information systems currently running by the end of 2003/early 2004.

公司註冊處聯線公眾查冊系統

「公司註冊處聯線公眾查冊系統」在二零零零年九月推出，客戶可透過該系統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，然後由專遞人員送交。使用該系統的用戶無須離開其辦公室亦可快捷及方便地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亦可以協助客戶使用該系統及解答查詢。截至二零零三年三月三十一日，該系統共有140名用戶。預料該系統將於二零零三年底／二零零四年初「公司註冊處綜合資訊系統」啟用之時終止服務。

The Companies Registry On-line Public Search System

CROPS is a system launched in September 2000, 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 which are then delivered to them by couriers. Through the use of CROPS, subscribers can obtain key company information quickly and conveniently without leaving their offices. The service hours under CROPS are longer than those for conducting physical searches at the Registry's offices, from Monday to Friday from 9:00 a.m. to 7:00 p.m. (three hours more per day) and on Saturday up to 5:00 p.m. (five hours more). In addition, a Help Desk is available during service hours to assist customers in using CROPS and answer enquiries. As at 31 March 2003, there were a total of 140 CROPS subscribers. The CROPS service is expected to terminate by the end of 2003/early 2004 upon the implementation of ICRIS.



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 experts 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: —

	2002年 目標 Target for 2002 百分比 %	2002年 實際表現 Performance in 2002 百分比 %	2003年 目標 Target for 2003 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 	 99 100 96 100 92	 99 100 96 99 98	 99 100 97 100 99
(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 	 95 100	 97 100	 98 100
(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 	 98	 99	 99
(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 	 98	 99	 99



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。

在截至二零零三年三月三十一日的財政年度，營業總額及盈利分別為2億4,230萬元及4,040萬元，二零零一至零二年度錄得的數字則分別為2億4,200萬元及3,510萬元。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10.3%，而目標回報率則為10%。

本處自從一九九三年八月開始以營運基金運作，所運用固定資產平均淨值的回報率，平均每年高達13%，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。

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，為應付推行「公司註冊處綜合資訊系統」所需的資金，我們已獲立法會財務委員會批准從資本投資基金撥出一筆貸款，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。由於發展項目的投標價格十分理想，以及鑑於本處最近就未來數年所預測的財政狀況，我們現時估計本處只需從資本投資基金支取5,000萬元，系統其餘的資本開支由本處內部資源提供。

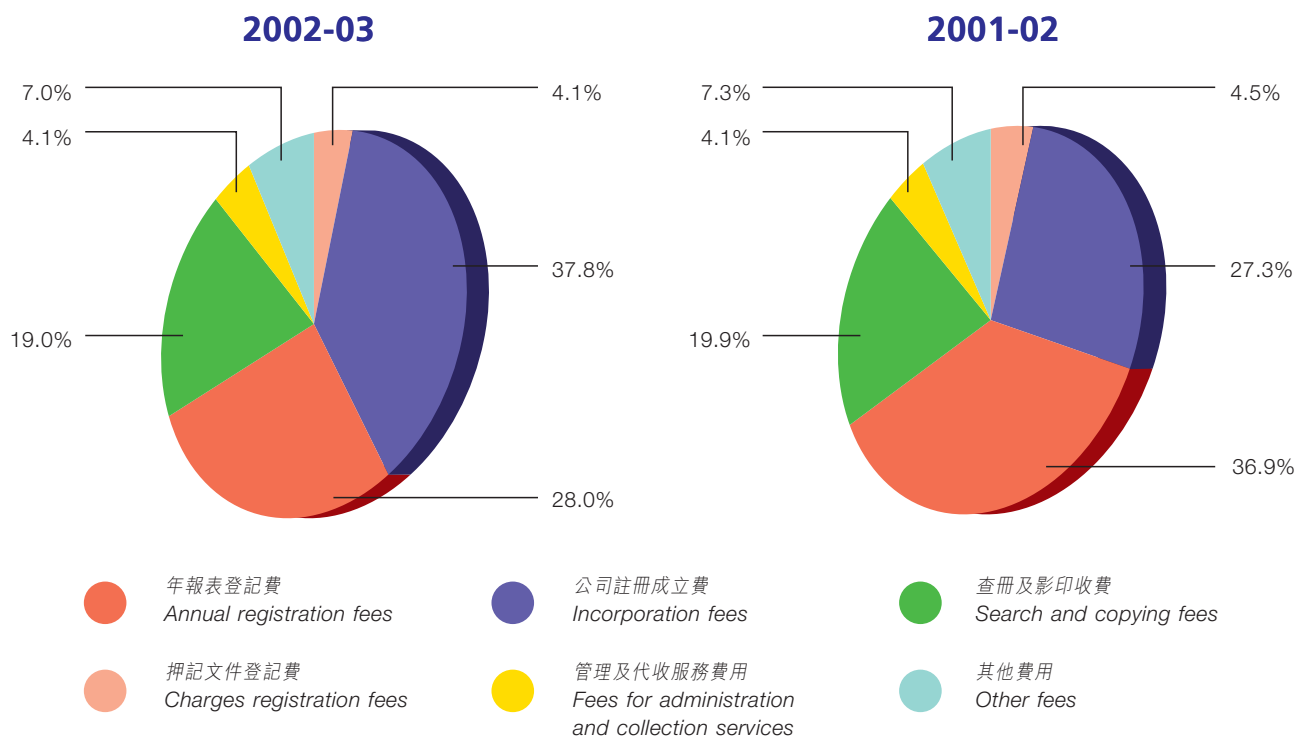
As a trading fund department, the Registry is required to operate on a self-financing basis and commercial principles. The Trading Funds Ordinance stipulates that a trading fund should meet expenses incurred in the provision of the government service out of its income, taking one year with another, and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

For the financial year ended 31 March 2003, the total turnover and surplus for the year amounted to \$242.3 million and \$40.4 million respectively, compared to the turnover of \$242 million and surplus of \$35.1 million recorded in 2001-02. We achieved a 10.3% return on the average net fixed assets employed for the year 2002-03 against the target of 10%.

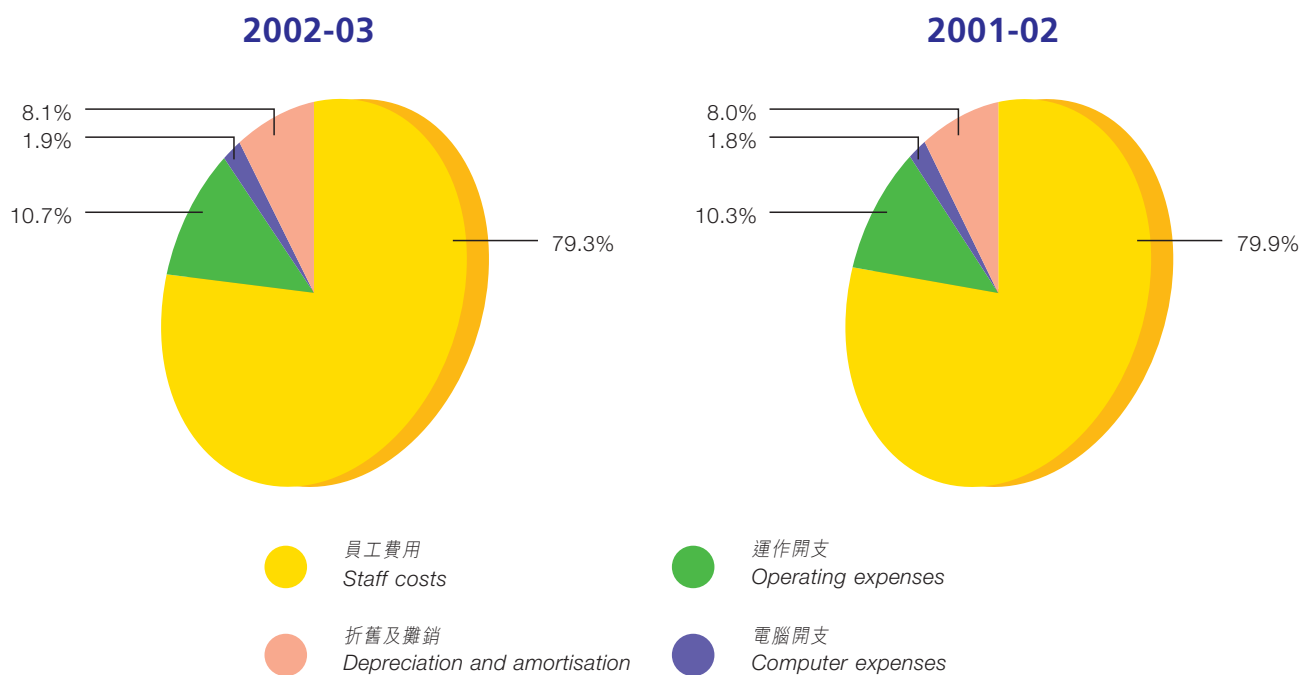
The average annual rate of return on average net fixed assets employed since the Registry operated as a trading fund in August 1993 stands at a healthy level of 13%, compared to the target of 10%. This remarkable achievement was attributable to our constant efforts to enhance productivity and exercise tight control over costs.

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, to meet the substantial cashflow requirements for implementing ICRIS, we have obtained the approval of the Finance Committee of the Legislative Council for another loan from the Capital Investment Fund (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. As a result of the very favourable tender prices for the project and, in view of the Registry's latest financial projections over the next few years, it is now estimated that the department will only need to draw \$50 million from the CIF, with the remaining capital expenditure on ICRIS being financed by the department's internal reserves.

營業額 Turnover



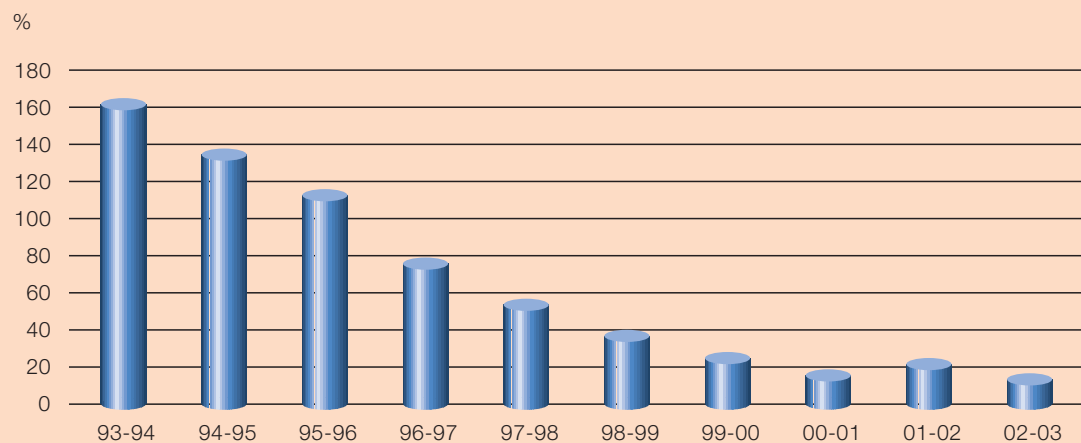
運作成本 Operating Costs



本處的財政狀況十分健全。截至二零零三年三月三十一日，營運基金資本與保留盈利合計為3億8,100萬元，「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14%。這是一個低的比率。另一方面，手頭現金與銀行存款總計為1億3,540萬元。截至二零零三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 Registry's financial position is very strong. As at 31 March 2003, the trading fund capital together with retained earnings amounted to \$381 million. Gearing, measured as the ratio of non-recurrent liabilities to capital and retained earnings, stood at a low level of 14%. On the other hand, cash and placements with banks amounted to \$135.4 million. The Annual Accounts for the year ended 31 March 2003, together with the Report of the Director of Audit on the Accounts, are shown at Appendices B and C respectively.

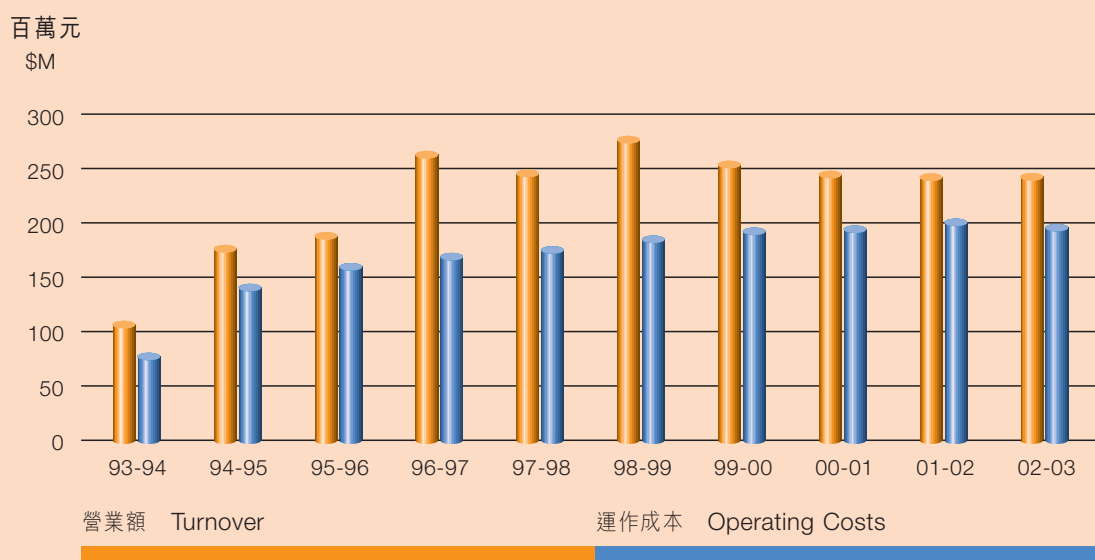
負債與資本比率 Gearing Ratio



十年財務摘要
Ten-year Financial Summary

	93-94 百萬元 \$M	94-95 百萬元 \$M	95-96 百萬元 \$M	96-97 百萬元 \$M	97-98 百萬元 \$M	98-99 百萬元 \$M	99-00 百萬元 \$M	00-01 百萬元 \$M	01-02 百萬元 \$M (重新計算) (restated)	02-03 百萬元 \$M
營業額 Turnover	106.5	176.2	188.2	262.7	248.4	276.4	253.9	244.5	242.0	242.3
運作成本 Operating costs	77.1	140.5	159.8	168.7	174.9	184.7	192.0	193.9	200.1	195.1
除稅後盈利 Profit after tax	15.6	16.5	9.9	67.1	56.4	72.6	49.6	42.0	35.1	40.4
付予政府的股息 Dividends paid to Government	0.0	5.0	3.0	20.1	16.9	21.8	14.9	12.6	11.3	12.1
固定資產平均淨值回報率 Rate of return on average net fixed assets	6.2%	8.1%	6.5%	19.8%	16.9%	20.0%	14.1%	12.1%	9.6%	10.3%

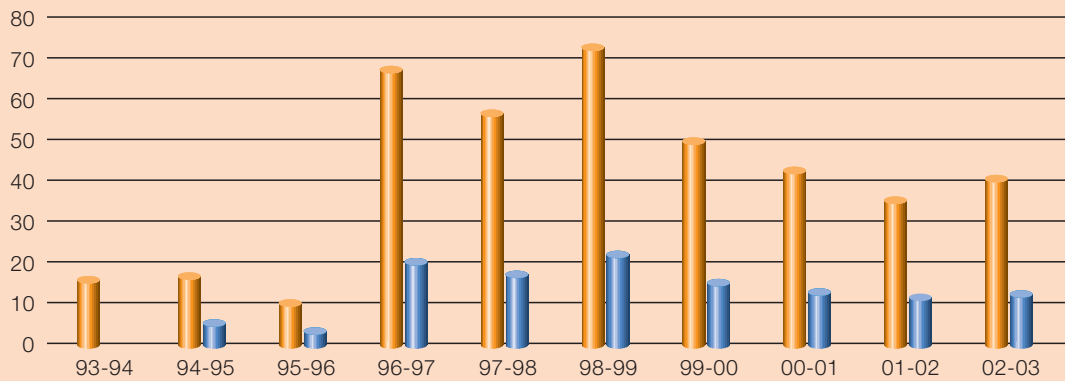
營業額及運作成本
Turnover and Operating Costs



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

百萬元

\$M

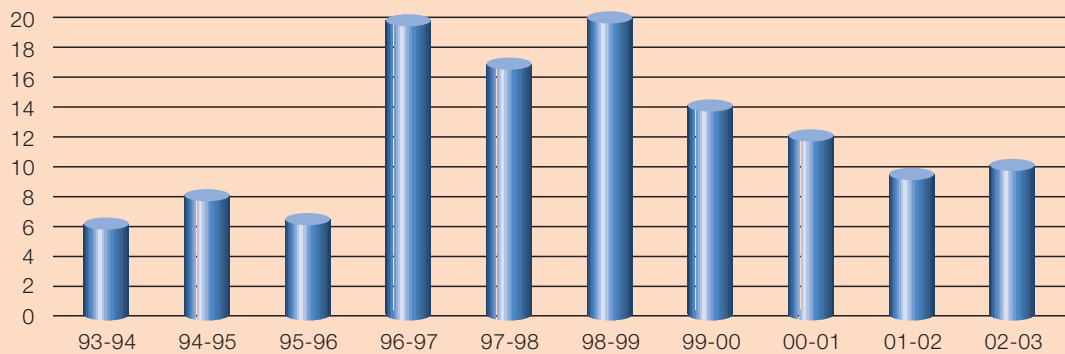


除稅後盈利 Profit After Tax

付予政府的股息 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快捷、廉宜、易用、優質的服務。本處一向重視客戶對本處服務的滿意程度，亦重視改善服務。我們定期造訪各主要客戶，收集他們的意見。「公司註冊處客戶聯絡小組」在一九九一年設立，成員包括香港律師會、香港會計師公會、香港公司秘書公會、香港銀行公會的代表，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。本處在二零零二年五月委聘一間獨立機構為本處進行每年一次的客戶服務調查，藉以評估客戶的期望，找出需要進一步改善的地方。

在二零零二至零三年度，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25個工作天縮短至22個工作天。
- 辦理本地公司更改名稱的標準處理時間由10個工作天縮短至9個工作天。
- 辦理押記登記的標準處理時間由10個工作天縮短至9個工作天。
- 在本處的網頁加設簡體中文版，方便瀏覽。

Customers' Needs

We are committed to providing our customers with fast, inexpensive, user-friendly and high quality services. The Registry has always placed a strong emphasis on customer satisfaction and service improvements. We pay regular visits to our major customers to collect their views and opinions. The Companies Registry Customer Liaison Group (CRCLG), which was established in 1991, comprises representatives of the Law Society of Hong Kong, the Hong Kong Society of Accountants, the Hong Kong Institute of Company Secretaries and the Hong Kong Association of Banks, and some principal customers. The Group met four times during the year and is a useful vehicle for exchanging ideas and views on the department's existing and proposed activities. In May 2002, we appointed an independent agent to conduct an annual customer survey to gauge customers' expectations and identify areas for further improvement.

During 2002-03, we achieved the following service improvements: —

- The standard time for registering new overseas companies was shortened from 25 to 22 working days.
- The standard time for changing the company names of local companies was shortened from 10 to 9 working days.
- The standard time for registering charges was shortened from 10 to 9 working days.
- The simplified Chinese version of the Registry's website was launched to facilitate viewing.

溝通渠道

本處在互聯網上設置的網頁（網址：<http://www.info.gov.hk/cr/>），為本處與客戶之間提供一個非常有效的溝通渠道。網頁在一九九七年七月設置，瀏覽的總人數至今達到736,400人次，平均每月約有22,100人次，較二零零一至零二年度增加51%。客戶可自本處網頁下載指明表格、刊物（例如公司註冊處年報、公司法改革常務委員會的報告和諮詢文件）、以及本處發出的對外通告。我們定期更新和豐富網頁的內容。本年二月，本處在網頁中加設兩個新標題，分別登載公司法改革常務委員會發表的各份報告和諮詢文件，以及本處出版的年報，方便查閱和瀏覽。二零零三年三月，本處重新修訂登載公司解散統計數字的網頁，以便顯示透過清盤、撤銷註冊及剔除註冊而解散的公司數目。

公司註冊處電話諮詢熱線(2234 9933)提供24小時服務，方便市民查詢本處提供的服務。年內收到的查詢達74,512宗，即平均每月有6,209宗。

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和他們須履行的法定責任，發揮很大作用。

本處在二零零二至零三年度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」。該項比賽共有23個政府部門參加。比賽目的是在公務員隊伍內推廣以客為本的服務文化。

Communication Channels

The Registry's homepage (<http://www.info.gov.hk/cr/>) provides a very effective communication channel with our customers. A total of 736,400 viewers have visited our homepage since its introduction in July 1997 and the average number of viewers is now about 22,100 per month, an increase of 51% compared to 2001-02. Customers can download, from our homepage, specified forms, publications such as the Companies Registry Annual Report, Reports and Consultation Papers of the Standing Committee on Company Law Reform, and external circulars issued by the department. We regularly update and enhance the contents of the homepage. Since February 2003, the homepage has displayed the Reports and Consultation Papers of the Standing Committee on Company Law Reform and the Companies Registry Annual Reports in two distinct thematic sections to facilitate access and viewing. Since March 2003, the statistics on dissolution of companies have been revised to show the respective numbers dissolved through winding-up, deregistration and striking off.

The Companies Registry Enquiry Hotline (2234 9933) provides an around-the-clock service on enquiries concerning services provided by the Registry. During the year, the number of calls received was 74,512, averaging 6,209 per month.

The Registry 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 the pamphlets whenever appropriate. The pamphlets have proved to be very useful in helping the customers to understand our services and their statutory obligations.

The Registry was awarded an Efficiency Award for small departments in the Civil Service "Outstanding Customer Service Award" competition organised by the Civil Service Bureau in 2002-03 in which 23 government departments took part. The aim of the competition was to promote a customer-oriented service culture in the civil service.



在「二零零二至零三年度傑出顧客服務獎」比賽中獲得「最佳效率獎」
Winning the Efficiency Award in Outstanding Customer Service Award
competition 2002-03



二零零二年五月及十二月，本處的代表應投資推廣署邀請，在山東省濟南市及江蘇省南京市舉辦的「香港投資環境研討會」，介紹海外公司註冊及本地公司成立事宜。

在二零零二年十一月，本處贊助並參加第16屆「世界會計師大會」的展覽會，與60多個組織一起介紹本處的最新發展與服務。這些組織分為四個類別，分別為財務、資訊科技、專業服務、教育及專業發展四個專業組別。

In May and December 2002, representatives of the Registry gave talks on the registration of overseas companies and incorporation of local companies at the "Investing in Hong Kong" seminars organised by Invest Hong Kong in Jinan, Shandong Province and Nanjing, Jiangsu Province respectively.

In November 2002, the Registry sponsored and participated in the exhibition of the 16th World Congress of Accountants. We showcased our latest developments and services along with more than 60 organisations in four distinguished professional categories, namely, financial services, information technology, professional services and education and professional development.



參加「二零零二至零三年度傑出顧客服務獎」展覽會

Participating in the exhibition for the Outstanding Customer Service Award 2002-03

本處在二零零三年三月參加香港公司秘書公會舉辦的「第四屆公司及規管機構匯報周年會議」。一名高級律師和一名副公司註冊處經理代表本處出席，介紹的主題包括載於《2002年公司(修訂)條例草案》的公司法改革常務委員會的建議。

In March 2003, the Registry participated in the Fourth Annual Corporate and Regulatory Update organised by The Hong Kong Institute of Company Secretaries. The department was represented by a Senior Solicitor and a Deputy Registry Manager who gave presentations on topics including the recommendations of the Standing Committee on Company Law Reform contained in the Companies (Amendment) Bill 2002.



參加「第16屆世界會計師大會」展覽會
Participating in the 16th World Congress of Accountants exhibition

年內，本處經常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。我們的年報採用簡明手法，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，這方面的努力再次得到表揚：本處編寫的二零零零至零一年度年報在香港管理專業協會所舉辦的二零零二年最佳年報比賽中，再次獲得「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 have been recognised again, and our 2000-01 Annual Report received an 'Honourable Mention' in the 2002 Hong Kong Management Association Best Annual Reports Awards.



本處在二零零二年舉行的周年酒會
The Registry's Annual Reception in 2002

組織

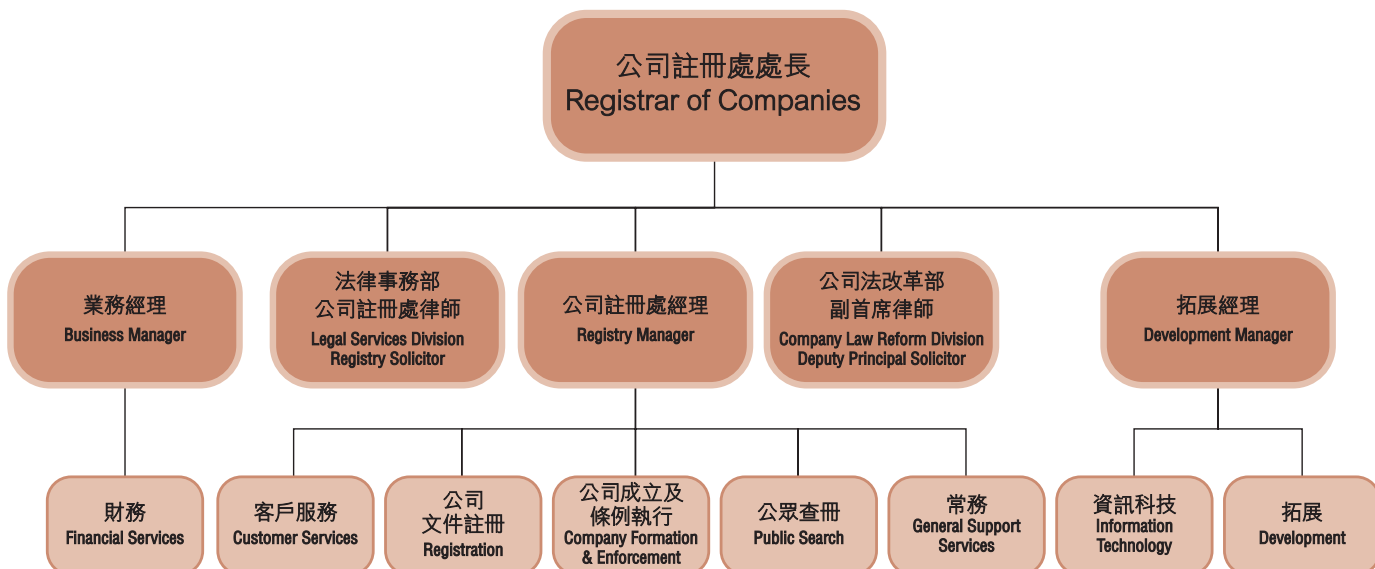
截至二零零三年三月三十一日，本處共有428名員工，其中335名為公務員，其餘93名為合約員工。在二零零二年三月三十一日，本處聘用的員工則共有407名，其中348名為公務員，59名為合約員工。二零零二至零三年度增聘的人手，是負責將縮微膠片及紙張形式的紀錄轉換為電腦儲存紀錄。

截至二零零三年三月三十一日，本處的組織架構如下：—

Organisation

As at 31 March 2003, the Registry had a total of 428 staff, of whom 335 were civil servants and 93 were contract staff, as compared with the 407 staff (348 civil servants, 59 contract staff) employed on 31 March 2002. The increase in the number of contract staff during 2002-03 was for the project to convert the microfilm and paper records into computer records.

The Registry's organisation on 31 March 2003 was as follows: —





總部的管理人員
Managers of the Headquarters Team



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



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

員工管理與培訓

在二零零二至零三年度，本處在員工培訓與管理方面繼續採取策略性方式，為此制訂了部門培訓發展計劃。本處按照各部別的管理層人員提供的資料，制訂培訓發展計劃，為各職級的人員提供培訓，配合部門的運作需要，促進員工發展。

本處的運作程序會隨着「公司註冊處綜合資訊系統」的落實而出現轉變。為了讓員工應付轉變、以及表示更為注重提供優質服務，公務員培訓處特別為公司註冊主任及管理層職級的人員舉辦「變革管理」課程。

Staff Management & Training

In 2002-03, the Registry continued its strategic approach in staff training and management matters by drawing up a Departmental Training and Development (T&D) Plan. The T&D Plan was formulated with the input of the divisional managers to provide training for staff of all grades in meeting the department's operational requirements and promoting staff development.

In order to prepare staff to meet the forthcoming changes in operational procedures following the implementation of ICRIS, as well as increasing emphasis on quality services delivery, tailor-made training courses on Change Management have been organised by the Civil Service Training and Development Institute for the Companies Registration Officers (CROs) and officers at supervisory ranks.



公務員事務局局長探訪本處

The Secretary for the Civil Service visiting the Registry



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

本處繼續積極提供電腦培訓，以加強員工對資訊科技的認識，使他們掌握所需的技能，配合政府為推廣香港電子商貿而定出的各項措施。我們鼓勵員工利用唯讀光碟增進電腦知識，這些光碟載有關於軟件應用的培訓資料。

年內，員工參加本地培訓課程的總日數達709天。

除了課室學習，本處亦舉行以《2002年公司(修訂)條例草案》為主題的簡介會，由一名高級專業人員主持，目的在於提高公司註冊主任的專業知識。年內，處方亦就員工感興趣的話題，播放多輯影帶，內容包括面試技巧、以及職業安全與健康，以增廣他們在這些方面的知識。

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 initiatives in promoting electronic commerce in Hong Kong. Staff have been encouraged to make use of CD-ROMs containing training materials on software applications to strengthen their computer knowledge.

During the year, a total of 709 training days were undertaken by staff locally.

In addition to classroom training, in-house briefings on the Companies (Amendment) Bill 2002 were conducted by a senior professional of the Registry with a view to strengthening the professional knowledge of the CROs. Various video shows on topics of interest such as recruitment interview skills and occupational safety and health were also arranged during the year to enhance the knowledge of staff in these aspects.



海外培訓方面，公司註冊處處長在二零零二年七月率領一個公務員代表團，訪問新疆烏魯木齊及吐魯番，了解當地的工作情況。同年五月，一名高級法律事務人員在北京大學修讀一項專為外籍律師而設的法律課程。

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，本處內部繼續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。

本處在二零零二至零三年度實行的另一項人力資源管理措施是編寫處方的《紀律處分指引》，讓主管人員更了解和認識員工管理與紀律處分事宜。

In respect of overseas training, the Registrar of Companies led a civil service delegation on a familiarisation visit to Urumqi and Turpan in the Xinjiang Autonomous Region in July 2002, and a senior legal officer attended a Law Course for English-speaking Counsel in the Peking University in May 2002.

In support of the three-year training and development scheme launched by the Civil Service Bureau in 2001-02, the Registry continued the implementation of a departmental training incentive scheme to promote continuous learning and life-long self-development. The Scheme provides 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.

Another human resources management initiative implemented in 2002-03 was the development of a departmental Guide on Disciplinary Matters to enhance the understanding and knowledge of supervisors on staff management and disciplinary matters.



公司註冊處處長頒發升職信給公司註冊處經理劉麗芬女士
The Registrar of Companies giving Ms Peggy Lau, the Registry Manager, her Promotion Letter

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 services 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/section; and
- The Best Counter Staff Award —— to acknowledge the provision of quality customer services by awarding individual staff.



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



新公司註冊組的代表領取「最佳服務獎」

Representative of the New Companies Section receiving the Best Service Award

Incorporation of local companies, a service provided by the New Companies Section, was chosen, for the fourth year, 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 has been able to exceed the target by providing the service within six working days in 100% of the cases,

提供「本地公司註冊成立」服務的新公司註冊組，第四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總數的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1,800張。這個獎項有助培養員工承諾為客戶提供有禮貌和效率的服務。

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 1,800 voting tickets. This award has helped to instill in our staff a commitment to providing a courteous and efficient service.



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 winning the Best Service Award

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。二零零二至零三年度有兩名人員獲得長期服務公費旅行獎，另有28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。

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 2002-03, two officers received the travel award and 28 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

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。在二零零二至零三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和舉辦手工藝班、遊覽包括香港米埔與內地番禺的各處名勝、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 their family members. Activities held in 2002-03 featured video shows on health topics and handicraft classes organised during lunch breaks, outings to various interesting places including Mai Po in Hong Kong and Pan Yu in the Mainland, and the Christmas dinner and party.



遊覽番禺長隆夜間動物園
A trip to Pan Yu Chime-long
Night Zoo



遊覽米埔
Outing to Mai Po



公司註冊處處長在聖誕聯歡會致辭

The Registrar of Companies delivering a speech at the Christmas 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



公司註冊處處長在聖誕聯歡會抽獎節目中頒發獎品給同事
The Registrar of Companies presenting a prize at the Registry's Christmas lucky draw

社會責任

本處在二零零二年八月舉行了一次捐血日，約有11%員工支持和參與捐血。為了支持公務員事務局推廣的公務員義工計劃，本處的義工隊為社會福利署的青少年住宿院舍舉辦攝影興趣班；此外，亦參予海岸公園大使計劃的工作。

Social Responsibility

A blood donation day was arranged in August 2002. Around 11% of the Registry's staff supported the function and gave blood on the occasion. In support of the Civil Service Volunteer Work Programme launched by the Civil Service Bureau, the volunteer work team of the Registry had organised interest classes on photography for a youth residential home under the Social Welfare Department and participated in the Marine Park Ambassador Scheme.

檢控

本處根據《公司條例》檢控不遞交文件罪行的程序有了重大改變。過往本處向不根據該條例在適當的法定期限內遞交周年申報表或履行其他申報責任的公司及其高級人員，例行發出催辦函或警告函。我們在二零零二年七月停止採用這個措施，因為其費時的程序及耗用的資源，與所提升的遞交文件比率相比，實在不成比例。此後本處只向不履行遞交文件責任或在法定期限過後才遞交有關文件的公司發出警告函。公司如不依照警告函的通知履行遞交文件責任，均會遭受檢控。在二零零二至零三年度，共有80.4%的公司訂明期限之內遞交周年申報表。二零零零至零一、二零零一至零二年度的遞交文件比率則分別為81.2%和78.1%。

本處年內收到282宗來自市民與其他政府部門、涉及違反《公司條例》的投訴。二零零零至零一、二零零一至零二年度則分別接獲206和198宗投訴。年內收到的投訴大多數是有關申請撤銷註冊的不營運私人公司提供虛假或誤導性資料、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。

Prosecutions

In July 2002, there was an important change in the Registry's procedure regarding the prosecutions of filing offences under the Companies Ordinance. The practice of routinely issuing reminder and warning letters to each company and their officers which failed to file annual returns or comply with other reporting obligations under the Companies Ordinance within the appropriate statutory time limit ceased as the improvement in compliance rate brought about by the practice had been disproportionate to the time consuming procedures and level of resources involved. Henceforth, the Registry only issues a warning letter to a company which has breached its filing obligations or which has filed relevant documents beyond the statutory time limit. Those companies not complying with their filing obligations according to our warning letters are prosecuted. In 2002-03, 80.4% of companies filed their annual returns within the prescribed time limit compared with compliance rates of 81.2% and 78.1% for 2000-01 and 2001-02 respectively.

During the year, the Registry received 282 complaints from members of the public and other government departments regarding alleged breaches of the Companies Ordinance, compared with 206 and 198 complaints received in the years 2000-01 and 2001-02 respectively. Most of the complaints received this year concerned false or misleading information relating to applications for deregistration of defunct private companies, failure to report the address of the registered office of the company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns.



在二零零二至零三年度，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275張傳票。二零零零至零一、二零零一至零二年度則分別發出261和170張傳票。上市公司被檢控的詳情以及法庭判處的罪行和罰款載於附錄D。

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，以符合商界不斷轉變的需要。年內共召開六次會議，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，可參閱將於二零零三年底出版的《公司法改革常務委員會第19號年報》。

制定法例

《2002年公司(修訂)條例草案》

立法會在二零零二年七月成立法案委員會，詳細研究《2002年公司(修訂)條例草案》。該條例草案在二零零三年七月通過，旨在落實二零零零年二月發表的《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，以及各項有關本處在二零零三年底／二零零四年初實行電腦化運作的法例規定。電腦化運作旨在配合「第一階段公司註冊處綜合資訊系統」的推行。

In 2002-03, a total of 275 summonses were issued against companies and their directors for failure to comply with their obligations under the Companies Ordinance, compared with 261 and 170 summonses issued in 2000-01 and 2001-02 respectively. Details of the listed companies prosecuted together with the offences and penalties imposed by the court are given in Appendix D.

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 Ordinance is reviewed regularly to meet the changing needs of the business community. During the year, the SCCLR met six times to consider a wide range of proposals to amend the Companies Ordinance and to continue with the Corporate Governance Review.

Full details of the SCCLR's work can be found in the Committee's 19th Annual Report to be issued at the end of 2003.

Legislation

Companies (Amendment) Bill 2002

The Legislative Council formed a Bills Committee in July 2002 to study the Companies (Amendment) Bill 2002 in detail. The Bill, which was enacted in July 2003, implements Phase I of the recommendations contained in the SCCLR's Report on the Overall Review of the Companies Ordinance which was issued in February 2000 and the various legislative requirements in connection with the computerisation of the Registry to be effected under Phase I of ICRIS at the end of 2003/early 2004.

《2003年公司(修訂)條例草案》

《2003年公司(修訂)條例草案》(前稱《2002年公司(修訂)(第2號)條例草案》)在二零零三年六月提交立法會。該條例草案載有多項改革《公司條例》的重要建議，均是源於「公司法改革常務委員會」對公司條例的全面檢討、企業管治檢討、以及證券及期貨事務監察委員會對招股章程法例的檢討。下述各項建議較為重要：—

- 就全面檢討有關海外公司的《公司條例》第XI部、以及條例內影響這些公司的其他條文所提出的各項建議。
- 落實策略性改革計劃的其餘建議，當中大多數是關於電子方式辦理公司註冊成立。
- 就製備公司的集團帳目，將「附屬公司」的定義與國際會計標準所賦予的定義一致。
- 改善招股章程制度，促進市場發展。
- 各項加強保護股東的建議，例如引入法定衍生訴訟和擴大不公平損害補救方法。

其他立法建議

除上文所述外，另一套立法建議正在草擬階段。這些建議包括有關更新《放債人條例》、《有限責任合夥條例》及《註冊受託人法團條例》的措施。所需的條文是有關本處全面電腦化運作，配合策略性改革計劃施行，亦與保障根據這些條例備存的公司登記冊所載的個人資料有關。

Companies (Amendment) Bill 2003

The Companies (Amendment) Bill 2003 (formerly the Companies (Amendment) (No. 2) Bill 2002) was introduced into the Legislative Council in June 2003. This bill contains a number of major proposals to reform the Companies Ordinance which have emerged from the SCCLR's Overall Review of the Companies Ordinance, the Corporate Governance Review and the Securities and Futures Commission's review of prospectus legislation. The more important items are as follows: —

- Proposals arising from a complete review of Part XI of the Companies Ordinance regarding oversea companies and other provisions in the Ordinance which affect such companies.
- Remaining items related to the implementation of the SCP largely concerned with electronic incorporation.
- Proposals to align the definition of 'subsidiary' for the purposes of preparing group accounts with International Accounting Standards.
- Proposals to improve the prospectus regime to facilitate market development.
- Proposals to enhance shareholder protection such as the introduction of a statutory derivative action and expanding the unfair prejudice remedy.

Other legislative proposals

In addition to the above, another set of legislative proposals are at the drafting stage. These include measures to update the Money Lenders, Limited Partnerships and Registered Trustees Incorporation Ordinances, which are required in connection with the full computerization of the Registry under the SCP and the protection of personal data in the public registers kept under those ordinances.

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。本處在推行策略性改革計劃工作方面獲得良好進展，包括開發新電腦系統、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互聯網上全日24小時聯線查冊。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。

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*. The Registry has made good progress in the implementation of the SCP in areas such as developing 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, ICRIS will be implemented in two phases. Phase I of ICRIS includes replacing 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 on-line searching over the Internet round-the-clock. Phase II includes the implementation of electronic document registration and incorporation, a customer service support system and a business knowledge repository.

本處在二零零二年七月批出兩份合約，以落實開發第一階段「公司註冊處綜合資訊系統」的工作。這兩份合約分別為招標開發「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。預料第一階段可於二零零三年底／二零零四年初完成。

In order to implement Phase I of ICRIS, the Registry awarded two contracts, i.e. the Tender for the Implementation of ICRIS and the Tender for the Provision of Microfiche and Paper Document Conversion Services in July 2002. It is anticipated that Phase I will be implemented by the end of 2003/early 2004.



批出開發「公司註冊處綜合資訊系統」的合約
Awarding the contract for the Implementation of ICRIS

第二階段的工作需時約13個月，將緊接於第一階段後展開。預料第二階段大約於二零零四年底／二零零五年初完成。

Work on Phase II, which will take about 13 months to implement, will commence after Phase I has been implemented. It is anticipated that Phase II will be implemented around late 2004/early 2005.

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《2003年公司(修訂)條例》內。有關海外公司的法例修訂和以電子方式註冊成立公司的修訂法例建議，已納入《2003年公司(修訂)條例草案》。

Legislative Amendments

The majority of the legislative amendments proposed by the SCP to facilitate electronic services have been included in the Companies (Amendment) Ordinance 2003, and the legislative amendments in relation to overseas companies and electronic incorporation have been included in the Companies (Amendment) Bill 2003.

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」因應修訂法例後的新規定及客戶的需要，檢討並設計了多款指明表格。工作小組即將完成檢討工作，現已檢討並設計了70多款表格。在檢討過程中，我們曾經諮詢過一些主要客戶，以確保這些表格容易使用，並且符合客戶的需要。《2003年公司(修訂)條例》將於本年稍後時間實施，屆時本處會推出大約60款指明表格。

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項法律改革建議，並分四個階段跟進。

第一階段

第一階段共有18項對《公司條例》的具體修訂，當中包括：引入一成員及一董事公司；藉普通決議免任董事；在某些法定的指明情況下為董事投保和給予彌償；減低傳閱股東建議的最低人數規定；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的條款；以及在某些法定的指明情況下無須法庭批准即可減少股本。這些修訂建議已全部納入《2003年公司(修訂)條例》。

Review of Specified Forms

The Forms Review Working Group, established by the Registry in September 2000, has reviewed and designed specific forms to cater for the new filing requirements resulting from legislative changes and the needs of customers. The work of the Forms Review Working Group is near completion and the Group has reviewed and designed over 70 forms. During this process, we have consulted some major customers in order to ensure that the forms are user-friendly and meet the customers' requirements. About 60 specified forms will be introduced later this year when the Companies (Amendment) Ordinance 2003 comes into operation.

Overall Review of the Companies Ordinance

The Overall Review of the Companies Ordinance by the SCCLR resulted in 62 recommendations for legal reform. They have been divided into four phases for follow-up action.

Phase I

Phase I comprises 18 items regarding specific amendments to the Companies Ordinance. The items include: the introduction of one member and one director companies; removal of directors by ordinary resolution; indemnifying and insuring directors in certain statutorily specified circumstances; reducing the threshold for circulating shareholders' proposals; giving shareholders a personal right to sue to enforce the terms of a company's memorandum and articles; and removing the need for court approval for reduction of share capital in certain statutorily specified circumstances. All these items have been included in the Companies (Amendment) Ordinance 2003.

第二階段

第二階段共有19項關於企業管治和會計的建議，全部需要進一步研究或諮詢。公司法改革常務委員會展開的企業管治檢討，以及「政府／香港會計師公會聯合工作小組」對《公司條例》中各項會計和審計條文的檢討，已經或正在對這19項建議作出考慮。此等建議包括：董事局架構；委任董事；董事職責指引；自利交易；委派代表；股東查閱公司紀錄；法定衍生訴訟；以及修訂有關帳目事宜的附表10。其中數項建議，例如股東查閱公司紀錄和法定衍生訴訟，已納入《2003年公司（修訂）條例草案》。該條例草案在二零零三年六月提交立法會。

第三階段

第三階段共有八項與企業管治無關，但需要進一步研究的建議，包括：無帳面值股份；改革有關海外公司的《公司條例》第XI部；檢討《公司條例》中有關罪行與懲罰的條文；檢討《公司條例》中有關調查的條文；以及就無紙證券提出的建議。無帳面值股份這項目是顧問研究的主題；改革有關海外公司的《公司條例》第XI部的建議，納入了《2003年公司（修訂）條例草案》。

Phase II

Phase II comprises 19 corporate governance and accounting items requiring either further study or consultation. All of these either have been or are being considered in the context of either the SCCLR's Corporate Governance Review (CGR) or the Joint Government/HKSA Working Group's (JWG) Review of the accounting and auditing provisions of the Companies Ordinance. The items include: board structure; appointment of directors; statement of directors' duties; self-dealing; proxies; shareholders' access to corporate records; statutory derivative action; and updating the Tenth Schedule regarding accounts. A number of the items e.g. shareholders' access to corporate records and a statutory derivative action have been included in the Companies (Amendment) Bill 2003 which was introduced into the Legislative Council in June 2003.

Phase III

Phase III comprises 8 items which are not related to corporate governance but require further study. These include: no-par value shares; reform of Part XI of the Companies Ordinance regarding overseas companies; review of the offences and punishment provisions in the Companies Ordinance; review of the investigation provisions in the Companies Ordinance; and recommendations regarding scripless securities. The item on no-par value shares is the subject of a consultancy and the items on the reform of Part XI of the Companies Ordinance have been included in the Companies (Amendment) Bill 2003.

第四階段

第四階段共有17項建議，大多數涉及重組和重新編寫《公司條例》；公司分類；以及改革資本保存的條文。《公司條例》中有關這些範疇的條文由於性質關係，需要徹底重新編寫。該等建議包括以淺白英文重新編寫《公司條例》；刪除《公司條例》中有關招股章程的條文；為「公眾」和「擔保」公司下定義；改革A表（公司的「章程範本」）；改革第47A條（公司為收購本身股份而提供資助）；以及研究限制以實物為代價換取所發行的股份。

政府現正研究以最佳方式重新編寫《公司條例》。此外，「政府／香港會計師公會聯合作小組」在二零零二年初成立，負責全面檢討該條例有關會計與審計的條文。截至二零零三年三月三十一日，該工作小組共召開會議11次。

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，轄下三個小組委員會，即董事、股東和企業報告小組委員會，曾召開會議八次，確定第二階段「企業管治檢討」所提出的各項建議。企業報告小組委員會於二零零二年十月解散，原因是委員會的工作已納入「政府／香港會計師公會聯合作小組」，該工作小組負責檢討《公司條例》中有關會計和審計的條文。

Phase IV

Phase IV comprises 17 items largely concerned with the reorganization and re-writing of the Companies Ordinance; the categorization of companies; and reform of the capital maintenance provisions. By their nature, they will necessitate a complete re-write of the Companies Ordinance. The items include: re-writing the Companies Ordinance in plain English; removing the prospectus provisions from the Companies Ordinance; defining 'public' and 'guarantee' companies; reforming Table A (the company's 'model constitution'); reforming section 47A (financial assistance by a company for acquisition of its own shares); and studying restraints on issuance of shares for consideration in kind.

The Administration is now considering the best way of taking forward the rewrite of the Companies Ordinance. In addition, a Joint Government and HKSA Working Group (JWG) was established in early 2002 to undertake a comprehensive review of the accounting and auditing provisions of the Companies Ordinance. Up to 31 March 2003, the JWG has held 11 meetings.

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 8 meetings to finalise their proposals for Phase II of the Corporate Governance Review. The Sub-committee on Corporate Reporting was disbanded in October 2002 in view of its work being subsumed by the Joint Government/HKSA Working Group reviewing the accounting and auditing provisions of the Companies Ordinance.

關於第二階段「企業管治檢討」所載建議的第二份諮詢文件在二零零三年六月十一日發表，這些建議涉及下列多項問題：—

- 董事責任
- 董事就董事的自利交易投票
- 股東批准涉及董事的重大關連交易
- 董事或關連人士與聯營公司之間的交易
- 主席與行政總裁的角色和職能
- 董事局程序
- 審計、提名和酬金委員會
- 董事局的結構及非執行董事的角色
- 董事的資格和培訓
- 董事酬金
- 控股股東的自利交易
- 重大交易
- 更改各類別股份的權利
- 司法管制是否合適、各項條文和各類別股份具有的表決權的安排是否繁多而重複
- 公司大會
- 外部核數師的職責、法律責任及獨立性
- 企業規管

諮詢期到二零零三年九月三十日屆滿。

A second consultation paper on proposals made in Phase II of the Corporate Governance Review was released on 11 June 2003. The proposals cover a large number of issues as follows: —

- Directors' Duties
- Voting by Directors in relation to Directors' self-dealing
- Shareholders' approval for connected transactions of significance involving Directors
- Transactions between Directors or Connected Parties with an Associated Company
- The Roles and Functions of the Chairman and Chief Executive Officer
- Board Procedures
- Audit, Nomination and Remuneration Committees
- The Structure of the Board and the Role of Non-executive directors
- Directors' Qualifications and Training
- Directors' Remuneration
- Self-dealing by Controlling Shareholders
- Substantial Transactions
- The Variation of Class-Rights
- The Suitability of Judicial Control, Multiplicity of Provisions and Class Votes
- Company General Meetings
- The Responsibilities, Liabilities and Independence of External Auditors
- Corporate Regulation

The consultation will last until 30 September 2003.



本處維持並擴展與內地及其他國家的聯繫，以便客觀評估所訂的服務標準和工作表現，並分享其他司法管轄區在提供與發展公司註冊服務、處理企業管治問題方面的經驗。

本處在二零零二至零三年度共接待了17批內地訪客。公司註冊處處長、公司註冊處律師和公司註冊處經理在二零零三年二月二十六至二十八日期間，出席於新西蘭奧克蘭舉行的亞太企業登記冊論壇(Asia Pacific Corporate Register Forum)開幕會議。此會議十分成功。代表團隨後造訪於奧克蘭與威靈頓的新西蘭公司註冊處和經濟發展部、以及澳洲墨爾本的澳洲證券投資委員會。論壇與訪問期間所交換的意見和經驗，對如何就未來的發展計劃訂立基準與規劃有莫大裨益。公司註冊處處長以政府代表身分，在二零零三年三月二十七、二十八日參加於吉隆坡舉行的「第五屆亞洲經濟合作及發展組織企業管治圓桌會議」，會議旨在草擬該組織的《亞洲企業管治白皮書》。

Contacts with the Mainland and other countries 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 jurisdictions.

In 2002-03, the Registry received 17 groups of visitors from the Mainland. From 26 to 28 February 2003, the Registrar of Companies, the Registry Solicitor and the Registry Manager attended the very successful inaugural meeting of the Asia-Pacific Corporate Registers Forum in Auckland, New Zealand. Subsequently, the delegation visited the New Zealand Companies Office and the Ministry of Economic Development in Auckland and Wellington and the Australian Securities and Investments Commission in Melbourne, Australia. The ideas and experiences shared during the Forum and the visits will be very useful for benchmarking and planning our future development programme. The Registrar of Companies, as the Government's representative, attended the Organisation for Economic Cooperation and Development's 5th Asian Roundtable on Corporate Governance in Kuala Lumpur from 27 to 28 March 2003, which had been convened to draft the OECD's Asian Corporate Governance White Paper.



深圳市工商行政管理局代表團訪問本處
Visit by a delegation from the Shenzhen Industrial and Commercial Bureau

公司註冊處在一九九三年五月一日成為獨立的政府部門，在二零零三年五月一日慶祝成立十周年。本處過去十年竭力提高各項公共服務的質素，成效非常顯著。為紀念成立十周年，處方擬備各項宣傳安排與活動，以示慶祝。

過去十年的主要統計數字載於附錄E。

The Companies Registry was established as an independent Government department on 1 May 1993 and celebrated its 10th Anniversary on 1 May 2003. Over the past ten years, the Registry has spared no efforts to enhance the quality of its public services and has achieved very significant improvements. To commemorate the 10th Anniversary, publicity arrangements and activities have been organised in celebration of this event.

Statistical highlights over the past 10 years are attached at Appendix E.

邁向數碼新紀元
十年服務客為尊



公司註冊處處長在一九九三年的「公司註冊處開幕慶典」致辭
The Registrar of Companies delivering a speech at the Companies Registry Opening Reception in 1993



標誌着公司註冊處在一九九三年成為獨立政府部門的儀式
Marking the establishment of the Companies Registry as an independent government department in 1993



一九九三年的本處首長級人員
The Companies Registry's Directorate in 1993



在一九九四年向傳媒介紹服務承諾和設施
*Introducing new performance pledge and facilities
to the media in 1994*



一九九六年向傳媒介紹新的電腦化公司名稱及文件索引
*Introducing the new computerised company name and document indices to
the media in 1996*

*Serving
for a
Decade

Striving
for a
Better
Tomorrow*



金鐘道政府合署14樓舊收款處
The old shroff office on the 14th Floor Queensway Government Offices



金鐘道政府合署14樓新收款處
The new shroff office on the 14th Floor Queensway Government Offices



公司成立及條例執行部舊收發櫃檯

The old receipt and despatch counter of the Company Formation and Enforcement Division



公司成立及條例執行部新收發櫃檯

The new receipt and despatch counter of the Company Formation and Enforcement Division



舊公眾查冊大堂
The old Public Search Hall

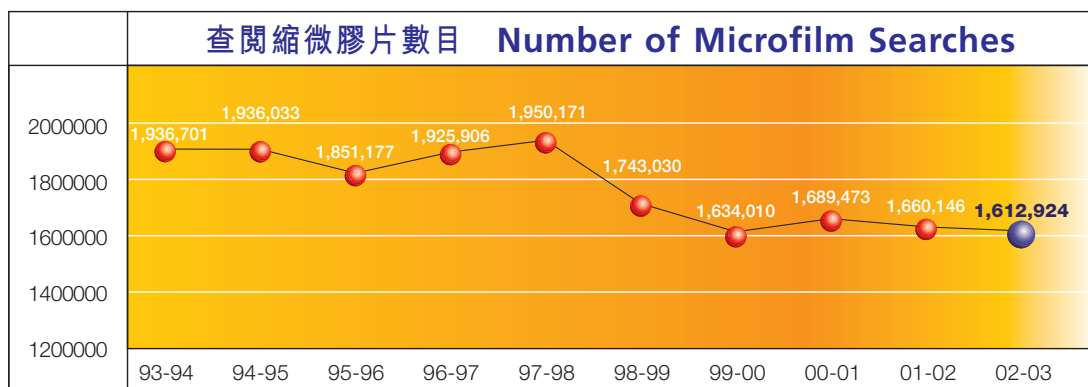
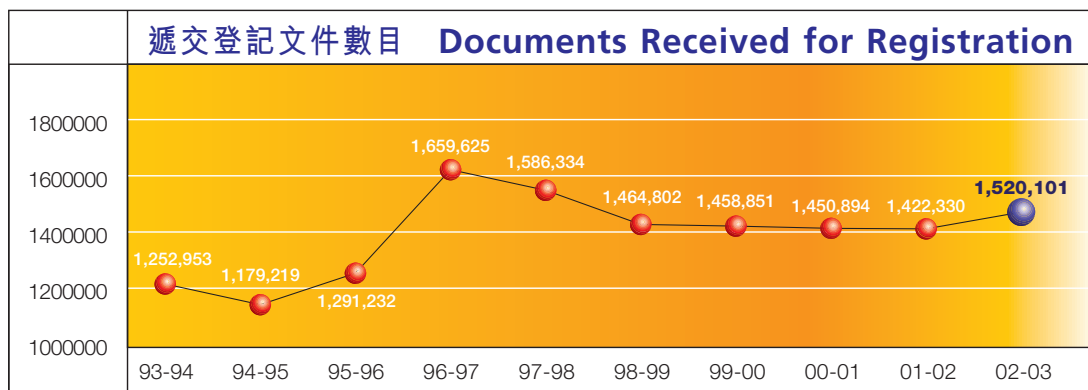
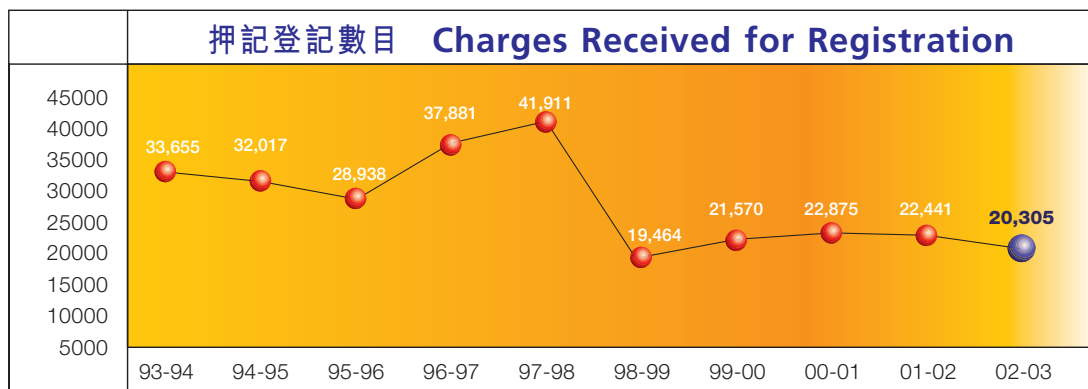
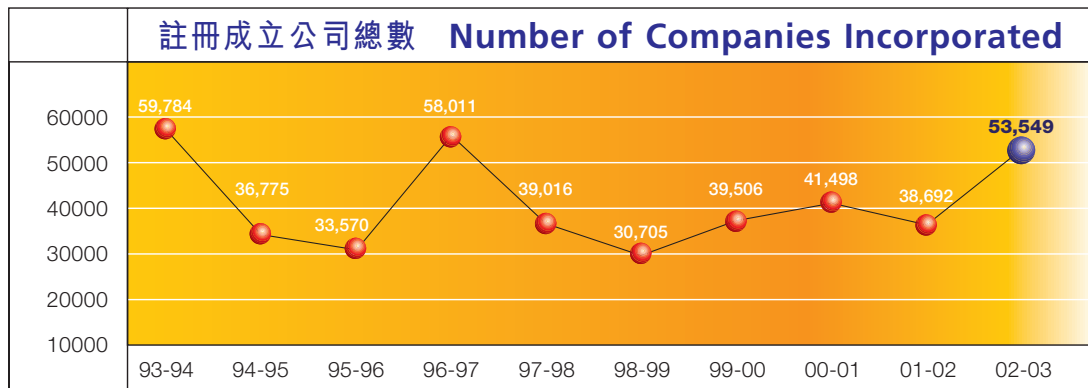


新公眾查冊大堂
The new Public Search Hall

A	工作量統計數字 Workload Statistics
B	周年帳目表 Annual Accounts
C	審計署署長報告 Report of the Director of Audit
D	二零零二年四月一日至 二零零三年三月三十一日 根據《公司條例》 被檢控的上市公司 Listed Companies prosecuted under the Companies Ordinance for the period from 1 April 2002 to 31 March 2003
E	一九九三年至二零零二年 的主要統計數字 Statistical Highlights from 1993 to 2002

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
		2003	2002	%
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public	468	361	29.6
— 私人公司	— private	53,081	38,331	38.5
登記的海外公司	Oversea companies registered	741	773	(4.1)
公司文件登記	General Registration of Documents			
所收到的押記	Charges received	20,305	22,441	(9.5)
所收到的文件	Documents received	1,520,101	1,422,330	6.9
更改名稱申請書	Change of name applications	9,719	9,260	5.0
自動清盤通知書	Voluntary liquidation notices	1,266	1,394	(9.2)
查冊設施	Search Facilities			
查閱縮微膠片	Microfilm Searches	1,612,924	1,660,146	(2.8)
查閱公司資料	Company Particulars Searches	74,398	55,059	35.1
查閱董事索引	Directors' Index Searches	109,117	84,405	29.3
檢控	Prosecution			
發出傳票	Summonses issued	275	170	61.8
定罪率	Conviction rate	75%	24%	212.5
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	35,246	20,628	70.9
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	20,160	20,526	(1.8)



周年帳目表
Annual Accounts

公司註冊處營運基金
截至2003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 2003**

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2003年3月31日止年度
 for the Year Ended 31 March 2003

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2003	2002 (重新計算) (restated)
營業額	Turnover	(3)	242,283	242,043
運作成本	Operating costs	(4)	(195,149)	(200,139)
運作盈利	Profit from operations		47,134	41,904
其他收入	Other income	(5)	2,214	3,700
融資成本	Finance cost	(6)	(1,878)	(4,055)
除稅前盈利	Profit before tax		47,470	41,549
稅款	Taxation	(7)	(7,108)	(6,492)
除稅後盈利	Profit after tax		40,362	35,057
股息	Dividend	(8)	(12,109)	(11,305)
保留盈利	Profit retained		28,253	23,752
固定資產回報率	Rate of return on fixed assets	(9)	10.3%	9.6%

第七十四頁至八十三頁之註釋亦為此帳目的一部分。

The notes on pages 74 to 83 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

二零零三年九月十六日

G W E Jones

Registrar of Companies and

General Manager

Companies Registry Trading Fund

16 September 2003

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

在2003年3月31日的結算
as at 31 March 2003

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

2003

2002
(重新計算)
(restated)

資產

ASSETS

非流動資產

Non-current assets

固定資產

Fixed assets

(10)

406,434

402,971

流動資產

Current assets

應收帳款及預付款項

Debtors and prepayments

2,548

2,657

應收有關連機構帳款

Amounts due from related parties

1,700

1,920

銀行存款

Placements with banks

111,400

108,400

現金及銀行結餘

Cash and bank balances

24,007

4,098

139,655

117,075

流動負債

Current liabilities

短期借款

Short term borrowings

(11)

(27,670)

(27,670)

應付帳款

Creditors

(12,978)

(17,476)

應付有關連機構帳款

Amounts due to related parties

(59,966)

(34,330)

應付稅款

Tax payable

(1,320)

(927)

(101,934)

(80,403)

流動資產淨額

Net current assets

37,721

36,672

**總資產減去
流動負債**

**Total assets less
current liabilities**

444,155

439,643

非流動負債

Non-current liabilities

遞延稅款

Deferred tax

(12)

(4,991)

(3,539)

僱員福利

Employee benefits

(46,514)

(44,841)

政府貸款

Government loan

(13)

—

(27,670)

(51,505)

(76,050)

淨資產

NET ASSETS

392,650

363,593

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)

242,081

213,828

擬發股息

Proposed dividend

12,109

11,305

392,650

363,593

第七十四頁至八十三頁之註釋亦為此帳目的一部分。

The notes on pages 74 to 83 form part of these accounts.

公司註冊處營運基金權益變動結算表
Companies Registry Trading Fund
Statement of Changes in Equity

截至2003年3月31日止年度
for the Year Ended 31 March 2003

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)	註釋 Note	2003	2002
在2002年4月1日之結餘 (根據過往會計政策 報告)	Balance at 1 April 2002, as previously reported	411,648	386,552
因會計政策改變而調整 之僱員福利	Change in accounting policy with respect to employee benefits (19a)	(48,055)	(45,429)
在2002年4月1日之結餘 (根據新會計政策 重新計算)	Balance at 1 April 2002, as restated	363,593	341,123
年內除稅後盈利 (根據過往會計政策 報告)	Profit after tax for the year, as previously reported		37,683
因會計政策改變而調整 之僱員福利	Change in accounting policy with respect to employee benefits		(2,626)
年內除稅後盈利 (2002年：根據新 會計政策重新計算)	Profit after tax for the year (2002: as restated)	40,362	35,057
年內股息支出	Dividend paid during the year	(11,305)	(12,587)
在2003年3月31日之結餘	Balance at 31 March 2003	392,650	363,593

第七十四頁至八十三頁之註釋亦為此帳目的一部分。

The notes on pages 74 to 83 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2003年3月31日止年度
 for the Year Ended 31 March 2003

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

2003

2002
 (重新計算)
 (restated)

**來自營運項目之
 現金流量**

**Cash flows from
 operating activities**

運作盈利	Profit from operations	47,134	41,904
折舊及攤銷	Depreciation and amortisation	15,730	16,043
應付帳款的 (減少)／增加	(Decrease)/Increase in creditors	(1,883)	1,154
應付有關連機構帳款 的增加	Increase in amounts due to related parties	26,194	2,176
僱員福利的負債的 (減少)／增加	(Decrease)/Increase in liabilities for employee benefits	(832)	2,626
應收帳款及預付款項 的(增加)／減少	(Increase)/Decrease in debtors and prepayments	(159)	200
應收有關連機構帳款 的減少／(增加)	Decrease/(Increase) in amounts due from related parties	220	(376)
已付利得稅	Profits tax paid	(5,263)	(4,526)

**來自營運項目之
 現金淨額**

**Net cash from
 operating activities**

81,141 59,201

**來自投資項目之
 現金流量**

**Cash flows from
 investing activities**

銀行存款減少／(增加) 淨額(等同現金除外)	Net decrease/(increase) in placements with banks (other than cash equivalents)	53,100	(57,100)
利息收入	Interest received	2,482	3,563
購買固定資產	Purchase of fixed assets	(18,744)	(13,061)
售賣固定資產所得款項	Proceeds from disposal of fixed assets	—	98

**來自／(用作)投資
 項目之現金淨額**

**Net cash from/(used in)
 investing activities**

36,838 (66,500)

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2003	2002 (重新計算) (restated)
來自融資項目之 現金流量	Cash flows from financing activities			
償還貸款	Loan repayments	(13)	(27,670)	(27,670)
利息支出	Interest paid		(2,995)	(7,085)
股息支出	Dividend paid		(11,305)	(12,587)
			(41,970)	(47,342)
用作融資項目之 現金淨額	Net cash used in financing activities			
現金及等同現金 的增加／(減少) 淨額	Net increase/(decrease) in cash and cash equivalents		76,009	(54,641)
現金及等同現金在 2002年4月1日 之結餘	Cash and cash equivalents at 1 April 2002		50,398	105,039
現金及等同現金在 2003年3月31日 之結餘	Cash and cash equivalents at 31 March 2003	(16)	126,407	50,398

第七十四頁至八十三頁之註釋亦為此帳目的一部分。

The notes on pages 74 to 83 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。

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) 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) 僱員福利

薪金與年假開支均在僱員提供有關服務所在年度以應計基準確認入帳。僱員附帶福利開支包括香港特別行政區政府給予僱員的退休金福利，均在營運基金支銷，並在僱員提供有關服務所在年度確認入帳。

(g) 有關連機構

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

(h) 等同現金

等同現金指短期而高度流通的投資，可隨時轉換為已知數額現金，在購入時距離期滿日不超過三個月，而且所涉及的價值改變風險不大。



(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) Employee benefits

Salaries and annual leave are accrued and recognised as an expense in the year in which the associated services are rendered by the staff. Staff oncosts including pensions provided to the staff by the Government of the Hong Kong Special Administrative Region are charged to the Trading Fund and recognised as an expense in the year in which the associated services are rendered.

(g) Related parties

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

(h) Cash equivalents

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

3. 營業額 Turnover

		2003	2002
押記文件登記費	Charges registration fees	9,813	10,962
公司註冊成立費	Incorporation fees	91,653	66,115
年報表登記費	Annual registration fees	67,728	89,096
查冊及影印收費	Searches and copying fees	46,006	48,165
管理及代收服務費用	Fees for administration and collection services	10,001	10,002
其他費用	Other fees	17,082	17,703
		242,283	242,043

4. 運作成本 Operating costs

		2003	2002 (重新計算) (restated)
員工費用	Staff costs	154,783	159,908
一般運作開支	General operating expenses	17,784	19,362
電腦開支	Computer expenses	3,680	3,614
中央行政間接費用	Central administration overheads	2,805	818
折舊及攤銷	Depreciation and amortisation	15,730	16,043
審計師酬勞	Auditor's remuneration	367	394
		195,149	200,139

5. 其他收入 Other income

		2003	2002
銀行存款利息	Interest from bank deposits	2,214	3,602
售賣固定資產的利潤	Profit on disposal of fixed assets	—	98
		2,214	3,700

6. 融資成本 Finance cost

		2003	2002
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	1,878	2,362
一年後應償還之 政府貸款	Government loan repayable after one year	—	1,693
		<u>1,878</u>	<u>4,055</u>

7. 稅款 Taxation

名義利得稅是按16% 稅率計算(2002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% (2002: 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.

		2003	2002
名義利得稅	Notional profits tax	5,656	5,782
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	1,452	710
年內稅款	Taxation for the year	<u>7,108</u>	<u>6,492</u>

8. 股息 Dividend

擬發港幣1,210.9萬元作股息給政府(2002年：港幣1,130.5萬元)。

An amount of HK\$12,109,000 (2002 : HK\$11,305,000) is proposed as dividend to the Government.

9. 固定資產回報率 Rate of return on fixed assets

固定資產回報率是運作盈利加上利息收入並扣除稅款後相對於固定資產平均淨值的百分率。公司註冊處營運基金的目標是要達到由財政司司長所釐定的每年百分之十的目標回報率。

The rate of return on fixed assets is calculated as the percentage of operating profit and interest income after taxation to Average Net Fixed Assets (ANFA). The Companies Registry Trading Fund aims to achieve a target return of 10% per annum as determined by the Financial Secretary.

10. 固定資產 Fixed assets

		土地及 建築物	電腦系統	傢具及 裝置	辦公室及 特殊器材	部門 自用車輛	總值
		Land & building	Computer system	Furniture & fittings	Office & specialist equipment	Office car	Total
成本或估價	Cost or valuation						
在2002年4月1日	At 1 April 2002	398,511	90,310	16,948	2,460	130	508,359
增加	Additions	—	19,181	12	—	—	19,193
在2003年3月31日	At 31 March 2003	398,511	109,491	16,960	2,460	130	527,552
累計折舊／攤銷	Aggregate depreciation/amortisation						
在2002年4月1日	At 1 April 2002	37,030	50,269	16,509	1,450	130	105,388
年內費用	Charge for the year	4,444	10,587	251	448	—	15,730
在2003年3月31日	At 31 March 2003	41,474	60,856	16,760	1,898	130	121,118
帳面淨值	Net Book Value						
在2003年3月31日	At 31 March 2003	357,037	48,635	200	562	—	406,434
在2002年3月31日	At 31 March 2002	361,481	40,041	439	1,010	—	402,971

11. 短期借款 Short term borrowings

		2003	2002
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)	27,670	27,670

12. 遞延稅款 Deferred tax

		2003	2002
在2002年4月1日之結餘	Balance at 1 April 2002	3,539	2,829
年內準備	Provision for the year	1,452	710
在2003年3月31日之結餘	Balance at 31 March 2003	4,991	3,539

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2003年8月1日繳交的最後一期還款，已在帳目列作短期借款。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 last instalment due and payable on 1 August 2003 is shown as short term borrowing. 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

		2003	2002 (重新計算) (restated)
在2002年4月1日之結餘 (根據過往會計政策報告)	Balance at 1 April 2002, as previously reported	261,883	235,505
因會計政策改變而調整之 僱員福利(見註釋19a)	Change in accounting policy with respect to employee benefits (Note 19a)	(48,055)	(45,429)
在2002年4月1日之結餘 (根據新會計政策 重新計算)	Balance at 1 April 2002, as restated	213,828	190,076
年內除稅後盈利 (根據過往會計政策報告)	Profit after tax for the year, as previously reported		37,683
因會計政策改變而調整 之僱員福利	Change in accounting policy with respect to employee benefits		(2,626)
年內除稅後盈利 (2002年：根據新 會計政策重新計算)	Profit after tax for the year (2002: as restated)	40,362	35,057
擬發股息	Proposed dividend	(12,109)	(11,305)
在2003年3月31日之結餘	Balance at 31 March 2003	242,081	213,828

16. 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

		2003	2002
現金及銀行結餘	Cash and bank balances	24,007	4,098
銀行存款(等同現金部分)	Placements with banks (cash equivalents portion)	102,400	46,300
		<u>126,407</u>	<u>50,398</u>

17. 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1,668.5萬元(2002年：港幣1,675.6萬元)；
- (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1,351.9萬元(2002年：港幣1,239.3萬元)；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109.3萬元(2002年：港幣49.4萬元)。

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\$16,685,000 (2002: HK\$16,756,000);
- (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\$13,519,000 (2002: HK\$12,393,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$1,093,000 (2002: HK\$494,000).

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.

18. 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:

		2003	2002
已簽約	Contracted for	77,284	1,263
已核准惟未簽約	Authorised but not contracted for	—	—
		<u>77,284</u>	<u>1,263</u>

19. 採用香港新會計準則 Adoption of new accounting standards in Hong Kong

本處採用了香港會計師公會所頒布、於本年生效的下列新或修訂的《會計實務準則》製備營運基金本年度的財務報表：

(a) 《會計實務準則》第34號：「僱員福利」

為遵從《會計實務準則》第34號的新規定，本處就截至結算日僱員因提供服務而享有年假涉及的估計負債提撥準備。這顯示會計政策有所轉變，因為本處在先前各年度並無就此項負債提撥準備。此項轉變溯及既往，而往年的比較數字已重新計算，配合已轉變的政策。就2003年3月31日及2002年3月31日的僱員未放取年假所提撥的準備分別為港幣4,722.3萬元及港幣4,805.5萬元。年內所減少的港幣83.2萬元已於損益表內支銷，作為員工費用，而港幣4,805.5萬元則計入年初的保留盈利，作為往年的調整款額（見註釋15）。此項會計政策之變動已導致2001-02回報率由10.2%減少至9.6%；

(b) 《會計實務準則》第1號（修訂）：「財務報表的呈列」

為遵從《會計實務準則》第1號（修訂）的規定，權益變動結算表須予呈交，作為財務報表的獨立組成部分；及

(c) 《會計實務準則》第15號（修訂）：「現金流量表」

現金流量表的格式已予修訂，以配合《會計實務準則》第15號（修訂）的新規定。

The following new or revised Statements of Standard Accounting Practice (SSAPs) issued by the Hong Kong Society of Accountants, which became effective from this year, were adopted for preparation of the Trading Fund's financial statements for the year:

(a) SSAP 34 "Employee Benefits"

In order to comply with the new requirements of SSAP 34, a provision is made for the estimated liability for annual leave as a result of services rendered by the staff up to the balance sheet date. This represents a change in accounting policy as in previous years no provision was made for this liability. This change in accounting policy has been accounted for retrospectively and the prior year comparative figures have been restated to conform with the changed policy. The provisions for unused annual leave entitlements of the staff at 31 March 2003 and 2002 were HK\$47,223,000 and HK\$48,055,000 respectively. The amount of HK\$832,000, being the decrease for the year, was charged to the profit and loss account as staff costs, and the amount of HK\$48,055,000 was charged against the opening retained earnings for the year as prior year adjustment (see note 15). The change in accounting policy has resulted in a decrease in the Rate of Return for 2001-02 from 10.2% to 9.6%;

(b) SSAP 1 (revised) "Presentation of Financial Statements"

A statement of changes in equity is presented as a separate component of the financial statements in order to comply with the new requirements of SSAP 1 (revised); and

(c) SSAP 15 (revised) "Cash Flow Statements"

The format of the cash flow statement has been revised to follow the new requirements of SSAP 15 (revised).

20. 比較數字 Comparative figures

比較數字已根據所採用並列載於註釋19的新會計準則的規定重新計算和分類。

Comparative figures have been restated and reclassified based on the requirements of the new accounting standards adopted as set out in note 19.

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二零零三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 2003 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)

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

香港審計署

Audit Commission
Hong Kong
16 September 2003

二零零三年九月十六日

二零零二年四月一日至二零零三年三月三十一日
根據《公司條例》被檢控的上市公司

**Listed Companies prosecuted under the Companies Ordinance
for the period from 1 April 2002 to 31 March 2003**

公司名稱 Name of Company	違規事項 (見附註) Types of Breaches (See Note)	罰款數額 Fine Imposed
雅高企業(集團)有限公司 Argos Enterprise (Holdings) Limited	1, 2	\$24,400
亞洲訊息(控股)有限公司 Asian Information Resources (Holdings) Limited	4	\$17,200
B-Tech (Holdings) Limited	4	\$11,200
Chevalier International Holdings Limited	4	\$2,490
China Elegance International Fashion Limited	4	\$23,250
China Fair Land Holdings Limited	4	\$4,680
中國海外發展有限公司 China Overseas Land & Investment Limited	1, 3	\$23,430
華潤創業有限公司 China Resources Enterprise, Limited	3	\$5,900
中國特種纖維控股有限公司 China Specialised Fibre Holdings Limited	4	\$3,520
CIL Holdings Limited	4	\$18,400
Computech Holdings Limited	5	\$18,100
Computer And Technologies Holdings Limited	5	\$5,020
Coslight Technology International Group Limited	4	\$6,850
Credit Card DNA Security System (Holdings) Limited	4	\$3,540
Cyber On-Air Group Company Limited	4	\$6,950
First Dragoncom Agro-strategy Holdings Limited	4, 5	\$16,550
First Natural Foods Holdings Limited	4	\$11,750
第一拖拉机股份有限公司 First Tractor Company Limited	4	\$10,270
金龍集團(控股)有限公司 Golden Dragon Group (Holdings) Limited	5	\$7,000
GP NanoTechnology Group Limited	4, 5	\$19,460
G-Prop (Holdings) Limited	4	\$4,350
Grand Field Group Holdings Limited	4	\$4,820
Greenfield Chemicals Holdings Limited	4	\$4,770
廣南(集團)有限公司 Guangnan (Holdings) Limited	1	\$37,000

公司名稱 Name of Company	違規事項 (見附註) Types of Breaches (See Note)	罰款數額 Fine Imposed
國新集團有限公司 Guo Xin Group Limited	5	\$19,640
哈爾濱啤酒集團有限公司 Harbin Brewery Group Limited	5	\$7,020
漢寶集團(龍蝦大王)有限公司 Hon Po Group (Lobster King) Limited	5	\$8,310
i100 Limited	4	\$4,160
I-China Holdings Limited	4	\$4,950
江蘇南大蘇富特軟件股份有限公司 Jiangsu NandaSoft Company Limited	5	\$10,800
交大昆機科技股份有限公司 Jiaoda Kunji High-Tech Company Limited	5	\$8,450
Kin Don Holdings Limited	4	\$4,500
KTP Holdings Limited	4	\$14,850
洛陽玻璃股份有限公司 Luoyang Glass Company Limited	4	\$10,220
M Channel Corporation Limited	4, 5	\$15,500
馬鞍山鋼鐵股份有限公司 Maanshan Iron & Steel Company Limited	4, 5	\$131,700
Mae Holdings Limited	4	\$6,500
Magnum International Holdings Limited	4	\$4,560
Manulife Financial Corporation	4	\$4,625
駿雷國際有限公司 Massive Resources International Corporation Limited	1	\$28,000
Medical China Limited	4	\$5,950
自然美生物科技股份有限公司 Natural Beauty Bio-Technology Limited	4, 5	\$11,420
科建集團有限公司 Neo-Tech Goba Limited	4, 5	\$12,940
東北輸變電機械製造股份有限公司 Northeast Electrical Transmission & Transformation Machinery Manufacturing Company Limited	4	\$4,990
Oriental Union Holdings Limited	4	\$27,210
PME Group Limited	4	\$4,200
renren Holdings Limited	5	\$6,600
Rising Development Holdings Limited	4	\$4,800
RNA Holdings Limited	5	\$8,000
Rojam Entertainment Holdings Limited	4	\$2,760

公司名稱 Name of Company	違規事項 (見附註) Types of Breaches (See Note)	罰款數額 Fine Imposed
Shang Hua Holdings Limited	4	\$24,560
Shanghai Ming Yuan Holdings Limited	4	\$5,825
Shun Cheong Holdings Limited	4	\$20,350
Tanrich Financial Holdings Limited	4	\$3,700
Technology Venture Holdings Limited	4	\$5,325
Techpacific Capital Limited	4	\$26,140
Tem Fat Hing Fung (Holdings) Limited	5	\$23,050
The Sun's Group Limited	4	\$8,000
Theme International Holdings Limited	5	\$7,720
天津泰达生物医学工程股份有限公司 (天津泰達生物醫學工程股份有限公司) Tianjin Teda Biomedical Engineering Company Limited	5	\$10,825
UDL Holdings Limited	4	\$6,450
威誠國際集團有限公司 V. S. International Group Limited	4	\$3,680
Van Shung Chong Holdings Limited	4	\$6,750
Vision Tech International Holdings Limited	4	\$14,200
Vitop Bioenergy Holdings Limited	4, 5	\$34,130
Wafer Systems Limited	4	\$7,900
浙江玻璃股份有限公司 Zhejiang Glass Company, Limited	4	\$4,620
中海发展股份有限公司	4	\$11,180
中国南方航空股份有限公司	4	\$20,680
北京大唐发电股份有限公司	4	\$35,760

附註 (Note)

1. 未有或逾期遞交股份分配申報表
Failure or Late in Filing Return of allotments
2. 未有或逾期遞交成員登記冊備存地點通知書
Failure or Late in Filing Notification of Location of Registers of Members
3. 未有或逾期遞交秘書及董事資料更改通知書
Failure or Late in Filing Notification of Changes of Secretary and Directors
4. 未有或逾期遞交就海外公司的註冊詳情更改而須遞交的通知或申請
Failure or Late in Filing Notification or Application required for change in the Registered Particulars of Oversea Companies
5. 未有或逾期遞交海外公司帳目
Failure or Late in Filing Accounts of Oversea companies



一九九三年至二零零二年的主要統計數字
Statistical Highlights from 1993 to 2002

(a) 登記冊上本地公司數目

Number of local companies on the register

	年份 Year									
	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002
登記冊上本地公司數目 No. of local companies on the register	415,911	452,789	471,883	483,181	474,517	474,594	490,888	511,503	510,380	503,111

(b) 透過撤銷註冊、剔除註冊和清盤而解散的公司數目

Number of dissolutions by way of deregistration,
 striking-off and liquidation respectively

	年份 Year									
	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002
撤銷註冊 (由一九九九年十一月開始) De-registration (starting from Nov 1999)	0	0	0	0	0	0	0	9,767	20,219	21,380
剔除註冊 Striking-off	928	3,133	10,544	34,626	54,369	26,763	15,620	9,747	17,185	30,560
清盤 Liquidation	3,123	2,714	3,371	3,820	3,603	3,220	3,747	3,312	2,090	1,978
其他 Others	1	1	4	0	1	0	0	0	1	0
總數 Total	4,052	5,848	13,919	38,446	57,973	29,983	19,367	22,826	39,495	53,918

(c) 成員自動清盤與債權人自動清盤的清盤個案數目

Number of liquidation cases by way of members' voluntary winding-up and creditors' voluntary winding-up

成員自動清盤 Members' Voluntary Winding-up										
	年份 Year									
	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002
進行中的個案數目 No. of cases in progress	不適用 N.A.	不適用 N.A.	3,548	3,390	2,887	3,130	3,000	1,870	1,518	1,333
剛展開的個案數目 No. of cases commenced	不適用 N.A.	不適用 N.A.	2,992	3,250	2,638	3,005	3,067	1,581	1,178	1,085

債權人自動清盤 Creditors' Voluntary Winding-up										
	年份 Year									
	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002
進行中的個案數目 No. of cases in progress	不適用 N.A.	不適用 N.A.	508	428	353	439	573	490	560	657
剛展開的個案數目 No. of cases commenced	不適用 N.A.	不適用 N.A.	182	174	107	211	322	164	229	267

(d) 登記冊上海外公司數目連新登記和不再設有營業地點的海外公司數目

Number of overseas companies on the register, with the number of overseas companies newly registered and ceased to have a place of business shown separately

	年份 Year									
	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002
新登記設有營業地點的 公司數目 No. of companies newly registered as having a place of business	498	573	582	665	713	570	658	814	812	700
不再設有營業地點的公司數目 No. of companies ceased to have a place of business	147	161	221	378	250	325	341	350	448	447
在登記冊上的公司數目 Total no. of companies on the register	3,544	3,956	4,317	4,604	5,067	5,312	5,629	6,093	6,457	6,710

(e) 根據《公司條例》第XI部註冊海外公司數目

Distribution of overseas companies registered
under Part XI of the Companies Ordinance

國家 Country	年份 Year									
	1993	1994	1995	1996	1997	1998	1999	2000	2001	2002
澳洲 Australia	99	110	117	107	107	108	107	112	121	116
百慕大 Bermuda	298	349	381	423	478	510	538	592	617	632
英屬維爾京群島 British Virgin Islands	572	756	922	1,121	1,359	1,561	1,816	2,044	2,215	2,372
開曼群島 Cayman Islands	98	120	128	149	186	204	234	332	442	532
日本 Japan	318	336	368	381	368	339	318	304	297	283
利比里亞 Liberia	135	139	130	123	113	108	131	140	132	124
巴拿馬 Panama	83	83	80	68	69	70	80	93	104	111
中華人民共和國 People's Republic of China	—	53	59	70	91	101	108	119	129	155
新加坡 Singapore	148	156	165	175	202	208	212	224	227	218
聯合王國 United Kingdom	373	383	395	402	414	415	398	400	407	395
美利堅合眾國 United States of America	694	747	797	800	822	801	796	799	776	756
其他 Others	726	724	775	785	858	887	891	934	990	1,016
海外公司總數 Total number of overseas companies	3,544	3,956	4,317	4,604	5,067	5,312	5,629	6,093	6,457	6,710