

公司註冊處
COMPANIES REGISTRY



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GENERAL MANAGER'S STATEMENT

概要

本處在二零零三至零四年度的淨盈餘為4,820萬元，回報率達固定資產平均淨值的10%，屬理想的水平。「公司註冊處綜合資訊系統」現正分階段推行，第一階段在二零零五年年初實施。到二零零六年推行第二階段時，本處將進入全電子化運作的新時代。至於落實「公司法檢討」和「企業管治檢討」所提出的建議方面，我們繼續取得良好進展。

業務情況

在截至二零零四年三月三十一日的年度，註冊成立的新公司總數達48,463間，較二零零二至零三年度的53,549間減少9.5%。年內解散的公司數目為51,892間，減少9.7%。因此，公司登記冊上的本地公司總數截至二零零四年三月三十一日為500,919間，與二零零三年三月三十一日的總數504,246間相比，出現輕微下降。另一方面，截至二零零四年三月三十一日，根據《公司條例》第XI部註冊的海外公司總數為7,057間，較上一年度多253間。其他類別服務的業務變動情況並不一致。在二零零三至零四年度，提交本處存檔的文件、申請更改公司名稱及登記押記的個案，分別增加了0.2%、4.4%和8.1%，而查閱縮微膠片的個案則減少3.1%。

Overview

In 2003-04, the Registry achieved a net surplus of \$48.2 million, representing a healthy return of 10% on the average net fixed assets employed. The phased implementation of the Integrated Companies Registry Information System (ICRIS), starting with Phase I in early 2005, will bring the Registry into a new era with a fully-electronic operation upon the implementation of Phase II in 2006. We have continued to make good progress regarding the implementation of the recommendations arising from the reviews of company law and corporate governance.

Business Volumes

For the year ended 31 March 2004, a total of 48,463 new companies were incorporated, a decrease of 9.5% compared with 53,549 in 2002-03. The number of dissolutions of companies during the year decreased by 9.7% to 51,892. As a result, the total number of local companies on the public register on 31 March 2004 dropped slightly to 500,919, compared to 504,246 on 31 March 2003. On the other hand, the total number of oversea companies registered under Part XI of the Companies Ordinance stood at 7,057 on 31 March 2004, 253 more than the previous year. Movements in volumes of other types of services were rather mixed. 2003-04 saw increases of 0.2%, 4.4% and 8.1% in the number of documents filed, applications for changes of company names and charges registration respectively, while microfilm searches decreased by 3.1%.

GENERAL MANAGER'S STATEMENT

財務業績

在截至二零零四年三月三十一日的年度，本處的營業額為2億3,440萬元，較上一年度減少3.3%，主要是來自公司辦理註冊成立的收入下降所致。不過，由於本處嚴格控制成本，年內扣除利息開支和稅款後的淨盈餘達4,820萬元，較二零零二至零三年度錄得的4,040萬元增加19.3%。固定資產平均淨值的回報率為10%。

工作效率與生產力

本處的生產力是按每人每個工作天的加權生產量計算。在這方面來說，本處在二零零三至零四年度的整體生產力，較二零零二至零三年度上升4%。我們會繼續盡力提高工作效率及生產力。

客戶服務

本處致力持續改善服務和設施，為客戶提供高效率、具成本效益的優質服務。為此，我們正重組組織架構和運作策略，以滿足客戶日益殷切的需要和期望。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。在截至二零零四年三月三十一日的年度，本處在13項主要服務的表現，均遠遠超出所承諾的服務標準。由於員工努力不懈，克盡厥職，二零零三至零四年度接獲的投訴只有16宗，是歷來最低的水平。我們透過客戶聯絡小組、一年一度的客戶服務調查及探訪客戶，收集有關資料，從而不斷提升服務質素。一如既往，本人再次感謝客戶聯絡小組全體成員在年內熱心服務，作出不少貢獻。

Financial Results

The business turnover for the year ended 31 March 2004 was \$234.4 million, a decrease of 3.3% over that for last year, attributable largely to a decrease in the revenue from incorporations. However, as a result of our tight control over costs, the net surplus for the year, after deducting interest expenditure and taxation, amounted to \$48.2 million, an increase of 19.3% compared with \$40.4 million recorded in 2002-03. The return on the average net fixed assets employed was 10%.

Efficiency and Productivity

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 2003-04 increased by 4% compared to 2002-03. We will continue to strive for improvements in efficiency and productivity wherever possible.

Customer Services

We are fully committed to continuously improving our services and facilities, and providing our customers with efficient, quality and cost-effective services. In this respect, we have been reshaping our organisational structure and operational strategy to meet the growing needs and expectations of our customers. To keep customers updated regarding our performance and service standards, the department publishes its performance targets and results annually. For the year ended 31 March 2004, we have well exceeded all our 13 service performance pledges in core activities. Thanks to our unrelenting staff efforts, the total number of complaints received has reached a record low level of 16 in 2003-04. 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 2003-04.

人力資源

截至二零零四年三月三十一日，本處僱用 396 名常額編制及合約員工。這批優秀的員工，對於確保本處有效率地處理日增的工作量，並且以具創意的的方法應付新挑戰，十分重要。各同事工作勤奮，貢獻良多，本人謹此衷心向他們致謝。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，熱誠的工作態度，相信他們定會再接再厲，為客戶提供高質素的服務，確保本處繼續取得成功。

聯線查冊服務

「公司註冊處聯線公眾查冊系統」讓用戶以聯線方式，直接查閱本處已擴充的資料庫所載的主要公司資料，該系統一直運作暢順。我們已把該查冊系統的合約期延長至「公司註冊處綜合資訊系統」第一階段啓用為止，使客戶可以繼續聯線查冊，免受影響。

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」，該系統的第一階段快將完成，新系統將於二零零五年年初投入運作。第一階段完成後，本處客戶可隨時隨地通過互聯網，聯線查閱本處資料庫備存的公司最新資料及已登記公司文件的數碼影像。第一階段完成後，第二階段的發展工作便會馬上展開，包括聯線辦理文件登記和註冊成立新公司，預計第二階段可在二零零六年完成。「公司註冊處綜合資訊系統」全面實施後，本處可採用全電子方式接收、處理、儲存及發布資料，為世界各地的客戶提供極高質素和具成本效益的服務。

Human Resources

As at 31 March 2004, the Registry employed 396 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. I would like to express my heartfelt thanks to all my colleagues for their sheer hard work and contributions. 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.

On-line Search Services

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.

Strategic Change Plan

The implementation of Phase I of ICRIS, which is an integral part of the Strategic Change Plan (SCP), is near completion. The new system will be put into production in early 2005. On the completion of Phase I of ICRIS, the Registry's customers will be able to conduct online internet searches on current data and digitised images of registered company documents kept in the Registry's database anytime, anywhere. Phase II of ICRIS, which will include the implementation of online document registration and incorporation, will be developed immediately after the completion of Phase I and is expected to be completed in 2006. Upon the full implementation of ICRIS, the Registry will be able to receive, process, store and disseminate information on a fully electronic basis, providing very high quality and cost-effective services to our customers throughout the world.

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》方面擔當重要角色。再者，本處為公司法改革常務委員會提供秘書處服務，並在策劃及統籌該委員會負責的企業管治檢討方面，擔當非常重要的角色。該項檢討於二零零零年年初展開，最近已經完成。此外，本人是財政司司長在香港會計師公會理事會的代表。在這方面，本人參與討論有關「開放」香港會計師公會理事會、調查委員會及紀律委員會會籍的建議，亦參與改革會計專業現行的自我監管制度。其間，政府曾諮詢證券及期貨事務監察委員會、香港交易及結算有限公司和香港會計師公會，並正就設立獨立調查局及財務匯報檢討委員會的建議，制訂詳細方案。獨立調查局負責處理核數師被指稱在涉及上市公司的會計和審計工作上違規及道德操守失當的事件，而財務匯報檢討委員會則有權調查上市公司的財務報表，並可要求上市公司對其財務報表作出必要的修改。

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 pure '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, the Companies Registry provides the secretariat for the Standing Committee on Company Law Reform (SCCLR) and has a critically important role in planning and co-ordinating the recently completed Corporate Governance Review (CGR) undertaken by the SCCLR since early 2000. In addition, I represent the Financial Secretary on the Council of the Hong Kong Institute of Certified Public Accountants (HKICPA). In this respect, I have participated in the discussion of the proposals to 'open-up' the membership of the HKICPA's Council and Investigation and Disciplinary Committees, and reform of the accountancy profession's existing self-regulatory regime. As part of this process, the Administration, in consultation with the Securities and Futures Commission (SFC), Hong Kong Exchanges and Clearing Limited (HKEx), and the HKICPA, is now formulating detailed proposals regarding the proposed establishment of the Independent Investigation Board (IIB) and the Financial Report Review Panel (FRRP). The IIB will deal with alleged accounting, auditing and ethics irregularities committed by auditors involving listed companies whereas the FRRP will have the power to investigate listed companies' financial statements and to enforce any necessary changes to them.

檢討《公司條例》

公司法改革常務委員會在二零零零年二月發表的報告載有 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，例如重寫及重組該條例。有關對條例某些條文的修訂建議，已全部納入二零零三年七月制定的《2003 年公司（修訂）條例》，並於二零零四年二月十三日實施。有關加強股東補救方法的主要建議，包括引入法定衍生訴訟，以及全面改革關於海外公司的《公司條例》第 XI 部，已納入二零零四年七月制定的《2004 年公司（修訂）條例》。

公司法改革常務委員會所提出餘下與企業管治有關的建議，以及現正檢討《公司條例》的會計及審計條文的「政府／香港會計師公會聯合工作小組」所提出的多項建議，都會納入下一項主要的公司修訂條例草案內。

過去四年間，政府通過一系列主要的公司修訂條例草案，逐步實施公司法改革常務委員會的各項建議。不過，我們現已進入另一階段，不能再單靠一系列公司修訂條例草案繼續推行改革計劃，而須全面重寫《公司條例》。我們希望這項重要工作可於二零零五年展開，但須視乎是否有資源可供運用而定。

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 rewriting and re-structuring the Ordinance. All the proposals regarding amendments to specific sections of the Ordinance were included in the Companies (Amendment) Ordinance 2003 which was enacted in July 2003 and implemented on 13 February 2004. Major recommendations to enhance shareholders' remedies, including the introduction of a statutory derivative action and a complete reform of Part XI of the Companies Ordinance regarding overseas companies have, inter-alia, been included in the Companies (Amendment) Ordinance 2004 which was enacted in July 2004.

The remaining corporate governance related recommendations of the SCCLR and many recommendations made by the Joint Government/HKICPA Working Group (JWG) which is reviewing the accounting and auditing provisions of the Companies Ordinance will be included in the next major companies amendment bill.

Over the past four years, the Government has been steadily implementing the SCCLR's recommendations in the context of a series of major companies amendment bills. However, we have now got to a 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 complete rewrite of the Companies Ordinance. Subject to the availability of resources, it is hoped to begin this major initiative in 2005.

GENERAL MANAGER'S STATEMENT

企業管治

公司法改革常務委員會已完成第二階段全面檢討企業管治的工作，並於二零零四年一月二十日發表最終建議。這些建議已經或現正付諸實施。

展望未來

本處去年慶祝成為獨立政府部門十周年。過去十年，我們不斷致力提高各項公共服務的質素，成效顯著。本處能夠取得理想成績，全賴各員工在本處任職期間努力耕耘，作出重大貢獻。在二零零三年十二月十九日慶祝本處成立十周年的聯歡晚宴上，我很高興見到不少已退休或調往其他部門的舊同事參加，與我們重溫昔日共事的歡樂和喜悅。

不過，我們絕不能自滿。本處的理想，是受世界認同為卓越的公司註冊處，為社會提供優質服務。我們在二零零五年年初開始分階段實施「公司註冊處綜合資訊系統」，目的是要在降低營運成本的同時，加強資料的保安和完整性，使客戶可以快捷妥當地查閱公司資料、遞交文件存檔和辦理註冊手續。當該系統在二零零六年全面推行後，公司註冊處將會全電子化運作，全日二十四小時不斷為世界各地的客戶提供優良的服務。同樣地，《公司條例》經過全面改革後，將會為商界提供一個營商的法律架構，以切合二十一世紀的需求和需要。

Corporate Governance

The SCCLR completed Phase II of its comprehensive review of corporate governance and issued its Final Recommendations on 20 January 2004. Action has been taken or is being taken to implement these recommendations.

The Future

Last year, the Companies Registry celebrated the department's tenth year as an independent government department. Over the past ten years, the Registry has made a sustained effort to enhance the quality of its public services and has achieved very significant improvements. This very major achievement would not have been possible without the efforts and contributions by all our staff during their time in the department. I was very happy to see that a number of my ex-colleagues of the Registry, who had already retired or had been transferred to other departments, came back to join the reunion dinner held on 19 December 2003 to mark the Registry's tenth year anniversary, sharing with us the fun and happiness of their old days with the department.

However, we must and cannot rest on our laurels. Our vision is to achieve world-wide recognition as an excellent Companies Registry giving the community a quality service. The phased implementation of ICRIS, starting in early 2005, will help to make the company searching, filing and registration processes as swift and efficient as possible with enhanced data security and integrity at reduced operating costs. Upon its full implementation in 2006, we will have a fully-electronic Registry providing 24-hour non-stop and top quality services to our customers throughout the world. Equally, a completely reformed Companies Ordinance will give the business community a legal framework for carrying out business which is commensurate with the demands and requirements of the 21st century.

展望未來數年，我們在技術、法律和規管等多方面的工作將會非常繁重。不過，本處自從在一九九三年八月以營運基金運作以來，一直有能力應付各種不同的挑戰，成績有目共睹。本處擁有充裕的財政儲備、最先進的科技、能幹的管理階層、廣闊的客戶網絡，以及全力支持本處的員工，本人深信，憑着這些優勢，本處定能繼續為市民提供一流的服務。

The coming years will see an enormous amount of work on many different fronts: technical, legal and regulatory. However, since the Registry commenced operating as a trading fund in August 1993, the department has always proved equal to responding to many and varied challenges. Armed with our healthy financial reserves, a state-of-the art technology base, capable management, a broad customer network and strong staff support, I have every confidence in the department's continuous ability to provide the community with a first-class service.



鍾悟思太平紳士
公司註冊處處長暨
公司註冊處營運基金總經理

G W E Jones, J.P.
Registrar of Companies and General Manager
Companies Registry Trading Fund

GENERAL MANAGER'S STATEMENT

過去五年本處改善客戶服務的重要里程碑
**Important milestones over the past five years
 in improving our services to customers**

推出撤銷註冊服務，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從公司登記冊上刪除	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
啓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、股本結構及董事和秘書的資料	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」，讓用戶在其辦公室內以聯線方式查閱公司的主要資料		Launch of the CROPS for online searching of key company information by subscribers at their offices
經當時的財經事務局局長批准後實施公司註冊處策略性改革計劃		Implementation of the Companies Registry's SCP following endorsement by the then Secretary for Financial Services
增添「公司註冊處聯線公眾查冊系統」提供的服務，包括由專遞人員把縮微膠片送交客戶	2001	Enhancement of the services provided under CROPS including a new service for delivering microfiches to customers through couriers
完成有關「公司註冊處綜合資訊系統」的可行性研究，研究的目的是審議系統需求、技術規格等事宜，以便推行電子存檔、電子處理文件和電子查冊		Completion of the feasibility study for the 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，以便開發一個新的綜合系統，提供電子化服務	2002	Award of the contracts for the implementation of ICRIS Phase I and the provision of microfiche and paper document conversion services to develop a new integrated system for delivery of electronic services
制定《2003年公司(修訂)條例》，以便實施《公司法改革常務委員會報告——關於香港公司條例檢討顧問研究報告的建議》報告書所載的第一階段建議，以及落實為推行第一階段「公司註冊處綜合資訊系統」而需要對《公司條例》作出的修訂	2003	Enactment of the Companies (Amendment) Ordinance 2003 to implement the first phase of the recommendations made in "The Report of the Standing Committee on Company Law Reform on the Recommendations of a Consultancy Report of the Review of the Hong Kong Companies Ordinance" and legislative amendments to the Companies Ordinance necessitated by ICRIS Phase I
完成把大約 6,700 萬格微型縮影文件轉換為數碼影像的工作		Completion of the exercise to convert approximately 67 million frames of microfilmed documents into digitised images