

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

二零零三年四月一日至
二零零四年三月三十一日
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 2003 to 31 March 2004**

E

一九九四年至二零零三年
的主要統計數字
**Statistical Highlights
from 1994 to 2003**



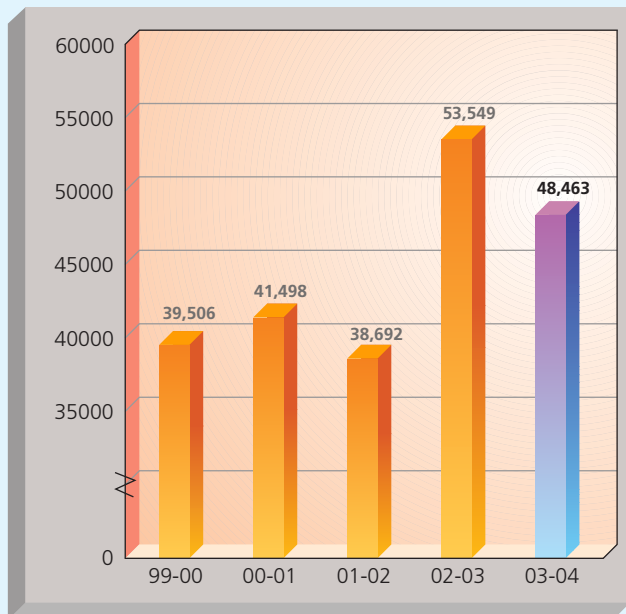
工作量統計數字
Workload Statistics

		截至 3 月 31 日止的年度 Year to 31 March		增 / (減) 百分比 % Change
		2004	2003	%
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public	370	468	(20.9)
— 私人公司	— private	48,093	53,081	(9.4)
登記的海外公司	Oversea companies registered	687	741	(7.3)
公司文件登記	General Registration of Documents			
所收到的押記	Charges received	21,940	20,305	8.1
所收到的文件	Documents received	1,522,678	1,520,101	0.2
更改名稱申請書	Change of name applications	10,147	9,719	4.4
自動清盤通知書	Voluntary liquidation notices	1,106	1,266	(12.6)
查冊設施	Search Facilities			
查閱縮微膠片	Microfilm Searches	1,563,636	1,612,924	(3.1)
查閱公司資料	Company Particulars Searches	87,187	74,398	17.2
查閱董事索引	Directors' Index Searches	131,505	109,117	20.5
檢控	Prosecution			
發出傳票	Summonses issued	1,551	275	464.0
定罪率	Conviction rate	24%	75%	(68.0)
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	29,979	35,246	(14.9)
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	19,540	20,160	(3.1)

APPENDIX A

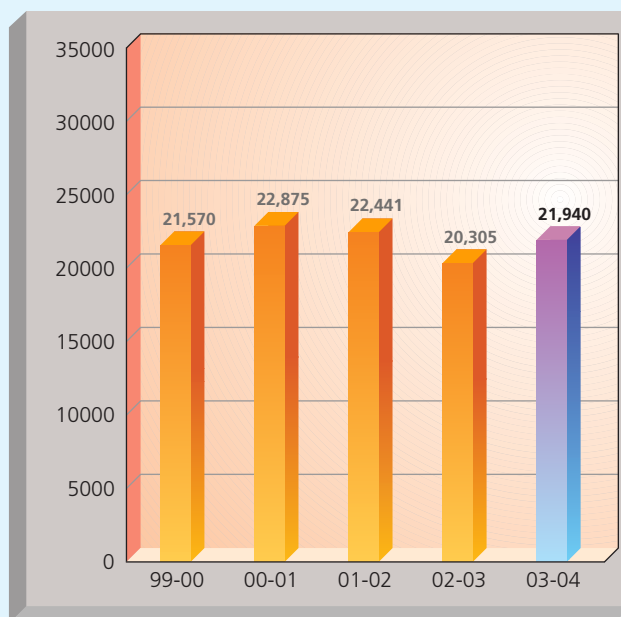
註冊成立公司總數

Number of Companies Incorporated



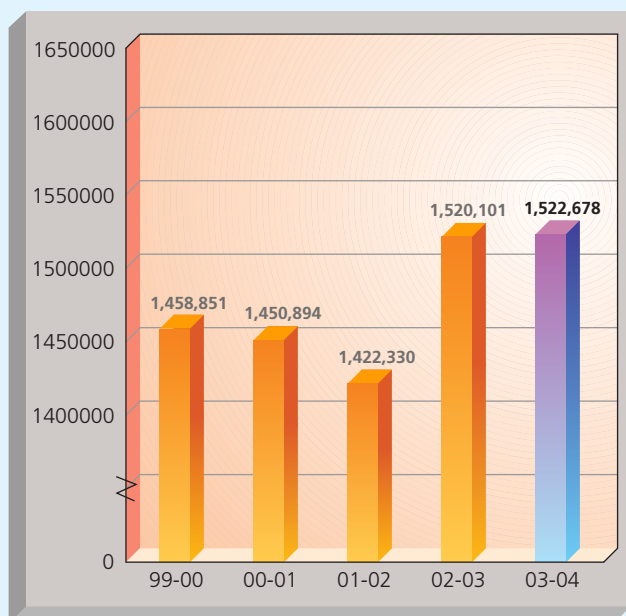
押記登記數目

Charges Received for Registration



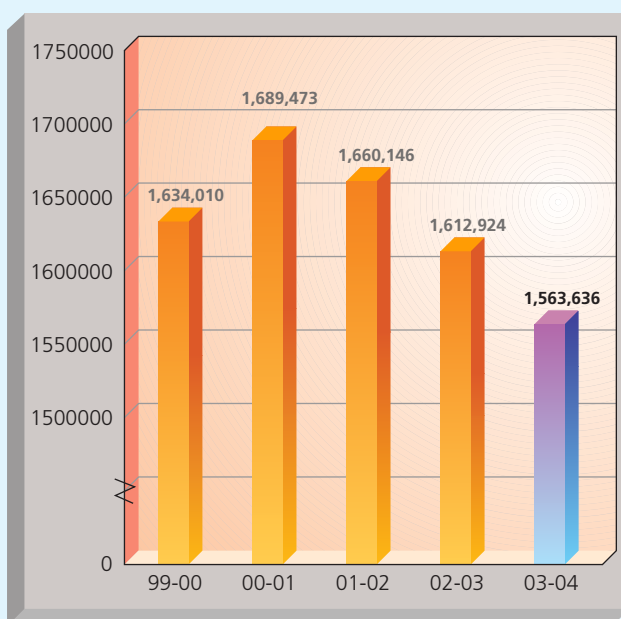
遞交登記文件數目

Documents Received for Registration



查閱縮微膠片數目

Number of Microfilm Searches





周年帳目表
Annual Accounts

公司註冊處營運基金
截至2004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 2004**

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

APPENDIX B

公司註冊處營運基金損益表
Companies Registry Trading Fund
Profit and Loss Account

截至 2004 年 3 月 31 日止年度
for the Year Ended 31 March 2004

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2004	2003
營業額	Turnover	(3)	234,371	242,283
運作成本	Operating costs	(4)	(184,867)	(195,149)
運作盈利	Profit from operations		49,504	47,134
其他收入	Other income	(5)	698	2,214
融資成本	Finance cost	(6)	(462)	(1,878)
除稅前盈利	Profit before tax		49,740	47,470
稅款	Taxation	(7)	(1,495)	(7,108)
除稅後盈利	Profit after tax		48,245	40,362
股息	Dividend	(8)	(14,474)	(12,109)
保留盈利	Profit retained		33,771	28,253
固定資產回報率	Rate of return on fixed assets	(9)	10.0%	10.3%

第六十八頁至七十九頁之註釋亦為此帳目的一部分。
The notes on pages 68 to 79 form part of these accounts.



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

在 2004 年 3 月 31 日的結算
as at 31 March 2004

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)	註釋 Note	2004	2003
資產			
ASSETS			
非流動資產			
Non-current assets			
固定資產	(10)	426,790	406,434
流動資產			
Current assets			
應收帳款及預付款項		2,184	2,548
應收有關連機構帳款		2,567	1,700
應收退稅		8,141	—
銀行存款		83,000	111,400
現金及銀行結餘		12,003	24,007
		107,895	139,655
流動負債			
Current liabilities			
短期借款	(11)	—	(27,670)
應付帳款		(17,864)	(12,978)
應付有關連機構帳款		(33,328)	(59,966)
應付稅款		—	(1,320)
		(51,192)	(101,934)
流動資產淨額		56,703	37,721
Net current assets			
總資產減去 流動負債		483,493	444,155
Total assets less current liabilities			
非流動負債			
Non-current liabilities			
遞延稅款	(12)	(9,988)	(4,991)
僱員福利		(44,719)	(46,514)
		(54,707)	(51,505)
淨資產		428,786	392,650
NET ASSETS			

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

(續)
 (Continued)

在 2004 年 3 月 31 日的結算
 as at 31 March 2004

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2004	2003
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)	275,852	242,081
擬發股息	Proposed dividend		14,474	12,109
			428,786	392,650

第六十八頁至七十九頁之註釋亦為此帳目的一部分。
 The notes on pages 68 to 79 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
 二零零四年九月二十日

G W E Jones

Registrar of Companies and
 General Manager
 Companies Registry Trading Fund
 20 September 2004



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 2004 年 3 月 31 日止年度
for the Year Ended 31 March 2004

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2004	2003
在 2003 年 4 月 1 日 之結餘	Balance at 1 April 2003		392,650	363,593
年內除稅後盈利	Profit after tax for the year		48,245	40,362
年內股息支出	Dividend paid during the year		(12,109)	(11,305)
在 2004 年 3 月 31 日 之結餘	Balance at 31 March 2004		428,786	392,650

第六十八頁至七十九頁之註釋亦為此帳目的一部分。
The notes on pages 68 to 79 form part of these accounts.

APPENDIX B

公司註冊處營運基金現金流量表
Companies Registry Trading Fund
Cash Flow Statement

截至 2004 年 3 月 31 日止年度
for the Year Ended 31 March 2004

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2004	2003
來自營運項目之 現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		49,504	47,134
折舊及攤銷	Depreciation and amortisation		11,926	15,730
應付帳款的 增加／(減少)	Increase/(Decrease) in creditors		4,207	(1,883)
應付有關連機構帳款 的(減少)／增加	(Decrease)/Increase in amounts due to related parties		(25,076)	26,194
僱員福利的負債的 增加／(減少)	Increase/(Decrease) in liabilities for employee benefits		484	(832)
應收帳款及預付款項 的減少／(增加)	Decrease/(Increase) in debtors and prepayments		96	(159)
應收有關連機構帳款 的(增加)／減少	(Increase)/Decrease in amounts due from related parties		(867)	220
已付利得稅	Profits tax paid		(5,959)	(5,263)
來自營運項目之 現金淨額	Net cash from operating activities		34,315	81,141
來自投資項目之 現金流量	Cash flows from investing activities			
銀行存款減少淨額 (等同現金除外)	Net decrease in placements with banks (other than cash equivalents)		9,000	53,100
利息收入	Interest received		967	2,482
購買固定資產	Purchase of fixed assets		(34,514)	(18,744)
(用作)／來自投資 項目之現金淨額	Net cash (used in)/from investing activities		(24,547)	36,838



(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2004	2003
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		(1,393)	(2,995)
股息支出	Dividend paid		(12,109)	(11,305)
			(41,172)	(41,970)
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 (減少)／增加 淨額	Net (decrease)/increase in cash and cash equivalents		(31,404)	76,009
現金及等同現金在 2003年4月1日 之結餘	Cash and cash equivalents at 1 April 2003		126,407	50,398
現金及等同現金在 2004年3月31日 之結餘	Cash and cash equivalents at 31 March 2004	(16)	95,003	126,407

第六十八頁至七十九頁之註釋亦為此帳目的一部分。
The notes on pages 68 to 79 form part of these accounts.

帳目註釋

(除特別註明外，以港幣千元位列示)

1. 公司註冊處營運基金的地位

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

2. 會計政策

(a) 會計基準

本帳目是根據香港公認會計原則製備。

(b) 固定資產

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

(c) 折舊及攤銷

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

建築物	3.3% — 3.6%
電腦系統	20% — 33.3%
傢具及裝置	20%
辦公室及特殊器材	20%
部門自用車輛	20%

ii. 土地及正在進行中的資本性設備，則並無折舊。

iii. 電腦系統的發展及數據轉換成本是從使用月的第一天開始分 3 至 5 年攤銷。

(d) 收益稅

i. 本年度收益稅包括本期稅款及遞延稅款資產和負債的變動。收益稅在損益表內確認，但關乎直接確認為營運基金權益項目的，則確認為營運基金權益項目。

ii. 本期稅款為本年度對應課稅收入按結算日已生效或基本上已生效的稅率計算的預計應付稅款，並包括以往年度應付稅款的任何調整。



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) Income Tax

i. Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Income tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

ii. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

APPENDIX B

- iii. 遞延稅款資產及負債分別由可扣稅及應課稅的暫時性差異產生。暫時性差異是指資產及負債在財務報表上的帳面值與其計稅基礎的差異。遞延稅款資產也可由未利用可抵扣虧損和未利用稅款抵減產生。

所有遞延稅款負債及所有可能未來會有應課稅溢利而使其能被用以抵銷有關溢利的遞延稅款資產，均予以確認。

遞延稅款的撥備金額是根據該資產及負債的帳面值之預期變現或清償方式，按在結算日已生效或基本上已生效的稅率計算。遞延稅款資產及負債均不貼現計算。

遞延稅款資產的帳面值於結算日重新審閱，對不再可能有足夠應課稅溢利以實現相關稅務利益的遞延稅款資產會予以扣減。有關扣減會在日後有可能產生足夠應課稅溢利時回撥。

- iv. 本期稅款結餘與遞延稅款結餘，以及有關的變動會分別列出，不會互相抵銷。如公司註冊處營運基金擬採用淨額基準結算，本期稅款資產會抵銷本期稅款負債。若遞延稅款資產與遞延稅款負債涉及同一稅務機關徵收的收益稅，則會互相抵銷。

(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。這些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。



- iii. Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

All deferred tax liabilities, and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the assets can be utilised, are recognised.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilised. Any such deduction is reversed to the extent that it becomes probable that sufficient taxable profit will be available.

- iv. Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities when the Companies Registry Trading Fund intends to settle them on a net basis. Deferred tax assets are offset against deferred tax liabilities when they relate to income taxes levied by the same taxation authority.

(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.

APPENDIX B

3. 營業額 Turnover

		<u>2004</u>	<u>2003</u>
押記文件登記費	Charges registration fees	9,831	9,813
公司註冊成立費	Incorporation fees	83,415	91,653
年報表登記費	Annual registration fees	67,938	67,728
查冊及影印收費	Searches and copying fees	46,051	46,006
管理及代收服務費用	Fees for administration and collection services	9,574	10,001
其他費用	Other fees	17,562	17,082
		<u>234,371</u>	<u>242,283</u>

4. 運作成本 Operating costs

		<u>2004</u>	<u>2003</u>
員工費用	Staff costs	146,740	154,783
一般運作開支	General operating expenses	21,630	17,784
電腦開支	Computer expenses	3,120	3,680
中央行政間接費用	Central administration overheads	1,079	2,805
折舊及攤銷	Depreciation and amortisation	11,926	15,730
審計師酬勞	Auditor's remuneration	372	367
		<u>184,867</u>	<u>195,149</u>

5. 其他收入 Other income

		<u>2004</u>	<u>2003</u>
銀行存款利息	Interest from bank deposits	698	2,214



6. 融資成本 Finance cost

		2004	2003
已償還及一年內 應償還之政府 貸款利息	Interest on government loan repaid and repayable within one year	462	1,878

7. 稅款 Taxation

(a) 政府於 2003 年 3 月宣布香港的二零零三至零四年度利得稅率由 16% 提高至 17.5%。名義利得稅的撥備是以本年度預計應評稅利潤按稅率 17.5% (2003 年：16%) 計算。本處將會向政府繳付一筆款項，以代替根據《稅務條例》(第 112 章) 的規定計算的利得稅。損益表內撇銷／(存入) 的稅額如下：

In March 2003, the Government announced an increase in the Hong Kong profits tax rate from 16% to 17.5% for the fiscal year 2003-04. Notional profits tax is provided at 17.5% (2003 : 16%) of the estimated assessable profits for the year. 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. The amount of taxation charged/(credited) to the profit and loss account represents:

		2004	2003
本期稅款	Current tax		
名義利得稅	Notional profits tax	4,053	5,656
往年的超額撥備 (見下文第 (b) 項)	Over-provision in respect of prior years (see (b) below)	(7,555)	—
		(3,502)	5,656
遞延稅款	Deferred tax		
暫時性差異產生 及轉回	Origination and reversal of temporary differences	4,529	1,452
稅率調高對遞延 稅款的影響	Effect of increase in tax rate on deferred tax	468	—
		4,997	1,452
收益稅支出總額	Total income tax expense	1,495	7,108

APPENDIX B

- (b) 稅務局局長先前裁定，由二零零二至零三年度起，依據《會計實務準則》第 34 號：「僱員福利」的規定計入帳目的未放取假期負債撥備，即僱員尚未放取所賺年假涉及的估計負債，屬不可扣除稅項的開支。

稅務局局長徵詢法律意見後，在二零零四年八月表示，容許將本年度，以及在採用《會計實務準則》第 34 號首年就往年一次過調整的未放取假期負債撥備，列為可扣除稅項的開支。

因此，以往就利得稅所作的超額撥備已予以調整。

The provision for untaken leave liability (i.e. the estimated liability for annual leave earned but untaken by the employees) recognised in the accounts in accordance with the Statement of Standard Accounting Practice (SSAP) 34 "Employee Benefits" since 2002-03 had previously been ruled by the Commissioner of Inland Revenue (CIR) as a non-deductible expense for tax purpose.

After seeking legal advice, CIR advised in August 2004 that the provision for untaken leave liability (for the current year and for the one-off adjustment for prior years effected in the first year when adopting SSAP 34) would be allowed as a deductible expense for tax purpose.

As a result, adjustments have been made in respect of profits tax previously over provided.

- (c) 稅項支出與會計溢利按適用稅率計算的對帳：

Reconciliation between tax expense and accounting profit at applicable tax rates:

		2004	2003
除稅前盈利	Profit before tax	49,740	47,470
除稅前盈利的 名義稅項	Notional tax on profit before tax	8,704	7,595
非應課稅收入的 稅項影響	Tax effect of non-taxable revenue	(122)	(487)
往年的超額撥備	Over-provision in respect of prior years	(7,555)	—
因調高稅率對 遞延稅款期初 結餘的影響	Effect on opening deferred tax balances resulting from an increase in tax rate	468	—
實際稅項支出	Actual tax expense	1,495	7,108



8. 股息 Dividend

擬發港幣 1,447.4 萬元作股息給政府 (2003 年：港幣 1,210.9 萬元)。

An amount of HK\$14,474,000 (2003 : HK\$12,109,000) 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 Office & specialist equipment	部門 自用車輛 Office car	總值 Total
成本或估價	Cost or valuation						
在 2003 年 4 月 1 日	At 1 April 2003	398,511	109,491	16,960	2,460	130	527,552
增加	Additions	—	32,282	—	—	—	32,282
售賣	Disposals	—	—	—	—	(130)	(130)
在 2004 年 3 月 31 日	At 31 March 2004	398,511	141,773	16,960	2,460	—	559,704
累計折舊／攤銷	Aggregate depreciation/amortisation						
在 2003 年 4 月 1 日	At 1 April 2003	41,474	60,856	16,760	1,898	130	121,118
年內費用	Charge for the year	4,444	7,182	85	215	—	11,926
售賣後撥回	Written back on disposals	—	—	—	—	(130)	(130)
在 2004 年 3 月 31 日	At 31 March 2004	45,918	68,038	16,845	2,113	—	132,914
帳面淨值	Net Book Value						
在 2004 年 3 月 31 日	At 31 March 2004	352,593	73,735	115	347	—	426,790
在 2003 年 3 月 31 日	At 31 March 2003	357,037	48,635	200	562	—	406,434

APPENDIX B

11. 短期借款 Short term borrowings

		2004	2003
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

12. 遞延稅款 Deferred tax

在資產負債表內確認的遞延稅款負債，全部因固定資產折舊免稅額超過有關折舊而產生。年內的變動如下：
The deferred tax liability recognised in the balance sheet arises entirely from depreciation allowances on fixed assets which are in excess of the related depreciation. The movements during the year are as follows:

		2004	2003
在 2003 年 4 月 1 日 的結餘	Balance at 1 April 2003	4,991	3,539
損益表內撇銷	Charged to profit and loss account	4,997	1,452
在 2004 年 3 月 31 日 的結餘	Balance at 31 March 2004	9,988	4,991

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，最後一期還款已於 2003 年 8 月 1 日繳交。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 was repayable in ten equal annual instalments of HK\$27,670,000 starting from 1 August 1994. The last instalment was paid on 1 August 2003. The loan bore 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

		2004	2003
在 2003 年 4 月 1 日 之結餘	Balance at 1 April 2003	242,081	213,828
年內除稅後盈利	Profit after tax for the year	48,245	40,362
擬發股息	Proposed dividend	(14,474)	(12,109)
在 2004 年 3 月 31 日 之結餘	Balance at 31 March 2004	275,852	242,081

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

		2004	2003
現金及銀行結餘	Cash and bank balances	12,003	24,007
銀行存款 (等同現金部分)	Placements with banks (cash equivalents portion)	83,000	102,400
		95,003	126,407

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 1,610.9 萬元 (2003 年：港幣 1,668.5 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 1,088 萬元 (2003 年：港幣 1,351.9 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 636.7 萬元 (2003 年：港幣 109.3 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\$16,109,000 (2003 : HK\$16,685,000);
- (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\$10,880,000 (2003 : HK\$13,519,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$6,367,000 (2003 : HK\$1,093,000).

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:

		2004	2003
已簽約	Contracted for	59,498	77,284
已核准惟未簽約	Authorised but not contracted for	—	—
		59,498	77,284

19. 採用新的香港會計實務準則 Adoption of new accounting standard in Hong Kong

由香港會計師公會頒布的《會計實務準則》第 12 號 (修訂)：「收益稅」，訂明確認及計算遞延稅款的新方法及額外披露收益稅和遞延稅款資料的規定。該經修訂實務準則適用於涵蓋期由 2003 年 1 月 1 日當日或之後開始的財務報表。公司註冊處採用了上述修訂實務準則的規定製備本年度的財務報表。

在往年，除非認為在可見將來不會實現有關負債，否則對於因固定資產加速折舊免稅額所引致的重大時差，均根據負債法撥備遞延稅款負債。除非有充足理由確定遞延稅款資產是可以實現，否則不會入帳。

由於需符合經修訂的《會計實務準則》第 12 號，公司註冊處採用了一項新的會計政策計算遞延稅款，詳情載於附註 2 (d)。公司註冊處營運基金並不需要就採用這項新會計政策而作出重大調整。

The SSAP 12 (revised) "Income Taxes", which was issued by the Hong Kong Institute of Certified Public Accountants (previously known as the Hong Kong Society of Accountants), sets out a revised method for the recognition of and accounting for deferred tax and additional disclosure requirements for income tax and deferred tax. SSAP 12 (revised) is applicable to financial statements relating to periods beginning on or after 1 January 2003. The Companies Registry Trading Fund has adopted the provisions of SSAP 12 (revised) in preparing the financial statements for the year.

In prior years, deferred tax liabilities were provided under the liability method in respect of all material timing differences attributable to accelerated depreciation allowances on fixed assets except where it was considered that no liability would crystallise in the foreseeable future. Deferred tax assets were not recognised unless the realisation was assured beyond reasonable doubt.

In order to comply with SSAP 12 (revised), the Companies Registry Trading Fund adopted a new policy for deferred tax as set out in note 2(d). No material adjustment is required as a result of the adoption of this new policy.

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二零零四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 2004 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
(審計署助理署長應國榮代行)

(YING Kwok-wing)
Assistant Director of Audit
for Director of Audit

香港審計署

Audit Commission
Hong Kong

二零零四年九月二十日

20 September 2004

APPENDIX D

二零零三年四月一日至二零零四年三月三十一日

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 2003 to 31 March 2004

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
藝立媒體科技控股有限公司 AGL Mediatech Holdings Limited	4	\$3,800
A-Max Holdings Limited	4	\$14,850
Ananda Wing On Travel (Holdings) Limited	4	\$6,260
恒科創業有限公司 Arcontech Corporation	5	\$22,100
雅高企業(集團)有限公司 Argos Enterprise (Holdings) Limited	2	\$2,580
倍可集團國際控股有限公司 Baker Group International Holdings Limited	5	\$9,400
北京北大青鳥環宇科技股份有限公司 Beijing Beida Jade Bird Universal Sci-Tech Company Limited	4	\$6,130
霹靂啲喇控股有限公司 Billybala Holdings Limited	4	\$3,390
富麗花•譜控股有限公司 Blu Spa Holdings Limited	4	\$4,780
Brilliance China Automotive Holdings Limited	4	\$4,340
Chevalier iTech Holdings Limited	4	\$2,490
China Rich Holdings Limited	4	\$10,570
中策集團有限公司 China Strategic Holdings Limited	3	\$4,220
CIL Holdings Limited	5	\$6,900
數碼庫有限公司 Codebank Limited	1	\$31,615
京信通信系統控股有限公司 Comba Telecom Systems Holdings Limited	4	\$4,600
Compass Pacific Holdings Limited	4	\$7,060
Dah Hwa International (Holdings) Limited	4	\$10,130
Datasys Technology Holdings Limited	4	\$3,900
數通集團有限公司 Digitel Group Limited	4	\$9,930



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
環球動力控股有限公司 Dynamic Global Holdings Limited	5	\$8,925
Eco-Tek Holdings Limited	4	\$14,960
光訊控股集團有限公司 EcyberChina Holdings Limited	5	\$10,150
Extrawell Pharmaceutical Holdings Limited	5	\$2,960
Fast Systems Technology (Holdings) Limited	4	\$7,100
第一拖拉机股份有限公司 First Tractor Company Limited	4	\$9,175
Fortune Telecom Holdings Limited	4	\$17,655
Fu Cheong International Holdings Limited	5	\$4,600
Gay Giano International Group Limited	4	\$3,780
Global Trend Intelligent Technologies Limited	4	\$17,430
光彩未來集團有限公司 Glory Future Group Limited	4	\$6,125
GP NanoTechnology Group Limited	4	\$9,610
Greencool Technology Holdings Limited	4	\$5,670
香港交易及結算所有限公司 Hong Kong Exchanges and Clearing Limited	1	\$3,220
泓通控股有限公司 Hong Tong Holdings Limited	4	\$6,320
Hudson Holdings Limited	4	\$4,760
i100 Limited	4	\$5,750
IIN International Limited	4	\$4,000
Intcera High Tech Group Limited	4	\$7,800
江蘇南大蘇富特軟件股份有限公司 Jiangsu NandaSoft Company Limited	4	\$14,865
K & P International Holdings Limited	5	\$3,740
建溢集團有限公司 Kin Yat Holdings Limited	5	\$10,950
金蝶國際軟件集團有限公司 Kingdee International Software Group Company Limited	4	\$7,550
Le Saunda Holdings Limited	4	\$26,600
樓蘭控股有限公司 Loulan Holdings Limited	4	\$3,540

APPENDIX D

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
M Channel Corporation Limited	4	\$6,380
松日通訊控股有限公司 Matsunichi Communication Holdings Limited	1	\$9,275
Mobicon Group Limited	5	\$3,120
Moulin International Holdings Limited	4	\$4,800
Neolink Cyber Technology (Holding) Limited	4	\$39,001
新醫藥控股有限公司 New Chinese Medicine Holdings Limited	4	\$12,810
新時代集團控股有限公司 New Times Group Holdings Limited	4	\$3,775
新宇國際實業(集團)有限公司 New Universe International Group Limited	4, 5	\$11,100
NewOcean Green Energy Holdings Limited	4	\$4,840
Pacific Andes International Holdings Limited	5	\$7,600
Plus Holdings Limited	4	\$4,410
思拓通訊科技控股有限公司 Quasar Communication Technology Holdings Limited	4	\$5,820
RNA Holdings Limited	4	\$4,340
Recruit Holdings Limited	4	\$39,280
豐采多媒體集團有限公司 Riche Multi-Media Holdings Limited	4	\$7,060
Samson Paper Holdings Limited	4	\$4,650
衛科創業有限公司 Satellite Devices Corporation	4	\$6,790
Seapower Resources International Limited	4	\$5,800
上華控股有限公司 Shang Hua Holdings Limited	4	\$8,300
上海世紀控股有限公司 Shanghai Century Holdings Limited	4	\$10,600
瀋陽公用發展股份有限公司 Shenyang Public Utility Holdings Company Limited	4	\$5,025
深圳市東江環保股份有限公司 Shenzhen Dongjiang Environmental Company Limited	4	\$11,100
Soluteck Holdings Limited	4	\$4,175
南華證券有限公司 South China Brokerage Company Limited	1	\$23,950



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
Start Technology Company Limited	4	\$10,320
Sun Man Tai Holdings Company Limited	5	\$7,200
Sun Media Group Holdings Limited	4	\$8,475
軟迅科技控股有限公司 SYS Solutions Holdings Limited	4	\$7,710
The Sun's Group Limited	5	\$10,900
老虎科技(控股)有限公司 Tiger Tech Holdings Limited	4	\$5,400
中國民航信息網絡股份有限公司 Travelsky Technology Limited	4	\$24,110
青島啤酒股份有限公司 Tsingtao Brewery Company Limited	5	\$7,160
Universal Technologies Holdings Limited	4	\$4,280
Universe International Holdings Limited	4	\$7,275
Vertex Communications & Technology Group Limited	4	\$3,950
Vision Tech International Holdings Limited	4, 5	\$22,965
Vitop Bioenergy Holdings Limited	4	\$27,700
永亨銀行有限公司 Wing Hang Bank, Limited	6	\$7,350
中國石化北京燕化石油化工有限公司	4	\$4,325
安徽海螺水泥股份有限公司	5	\$3,400

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. 未有或逾期遞交公司的周年申報表及有關的公司帳目
Failure or Late in Filing Annual Returns and Accounts
6. 未有或逾期遞交承接人行使財產管有權通知書
Failure or Late in Filing Notification of Mortgagee Entering into Possession of Property

APPENDIX E

一九九四年至二零零三年的主要統計數字
Statistical Highlights from 1994 to 2003

(a) 登記冊上本地公司數目

Number of local companies on the register

	年份 Year									
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
登記冊上本地公司數目 No. of local companies on the register	452,789	471,883	483,181	474,517	474,594	490,888	511,503	510,380	503,111	497,406

(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									
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
撤銷註冊 (由一九九九年十一月開始) Deregistration (starting from Nov 1999)	0	0	0	0	0	0	9,767	20,219	21,380	18,936
剔除註冊 Striking-off	3,133	10,544	34,626	54,369	26,763	15,620	9,747	17,185	30,560	34,606
清盤 Liquidation	2,714	3,371	3,820	3,603	3,220	3,747	3,312	2,090	1,978	2,319
其他 Others	1	4	0	1	0	0	0	1	0	0
總數 Total	5,848	13,919	38,446	57,973	29,983	19,367	22,826	39,495	53,918	55,861



(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									
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
進行中的個案數目 No. of cases in progress	不適用 N.A.	3,548	3,390	2,887	3,130	3,000	1,870	1,518	1,333	1,235
剛展開的個案數目 No. of cases commenced	不適用 N.A.	2,992	3,250	2,638	3,005	3,067	1,581	1,178	1,085	946
	債權人自動清盤 Creditors' Voluntary Winding-up									
	年份 Year									
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
進行中的個案數目 No. of cases in progress	不適用 N.A.	508	428	353	439	573	490	560	657	589
剛展開的個案數目 No. of cases commenced	不適用 N.A.	182	174	107	211	322	164	229	267	217

(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									
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
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	573	582	665	713	570	658	814	812	700	724
不再設有營業地點的公司數目 No. of companies ceased to have a place of business	161	221	378	250	325	341	350	448	447	451
在登記冊上的公司數目 Total no. of companies on the register	3,956	4,317	4,604	5,067	5,312	5,629	6,093	6,457	6,710	6,983

APPENDIX E

(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									
	1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
澳洲 Australia	110	117	107	107	108	107	112	121	116	110
百慕大 Bermuda	349	381	423	478	510	538	592	617	632	638
英屬維爾京群島 British Virgin Islands	756	922	1,121	1,359	1,561	1,816	2,044	2,215	2,372	2,493
開曼群島 Cayman Islands	120	128	149	186	204	234	332	442	532	583
日本 Japan	336	368	381	368	339	318	304	297	283	281
利比里亞 Liberia	139	130	123	113	108	131	140	132	124	182
巴拿馬 Panama	83	80	68	69	70	80	93	104	111	133
中華人民共和國 People's Republic of China	53	59	70	91	101	108	119	129	155	186
新加坡 Singapore	156	165	175	202	208	212	224	227	218	224
聯合王國 United Kingdom	383	395	402	414	415	398	400	407	395	393
美利堅合眾國 United States of America	747	797	800	822	801	796	799	776	756	729
其他 Others	724	775	785	858	887	891	934	990	1,016	1,031
海外公司總數 Total number of overseas companies	3,956	4,317	4,604	5,067	5,312	5,629	6,093	6,457	6,710	6,983