

公司註冊處 COMPANIES REGISTRY



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概要

對公司註冊處來說，二零零四至零五年度是碩果豐收的一年。首先，我們在二零零五年二月二十八日成功推出「公司註冊處電子查冊服務」。在香港以至世界各地的客戶，現時都可隨時隨地在網上查閱本處的資料庫，以獲取公司資料。在規管工作方面，政府已就設立財務匯報局向立法會提交條例草案，而我們對《公司條例》中會計和審計條文進行的檢討，亦取得良好進展。最後，也須提及的是，由於年內註冊成立的公司數目打破紀錄，本處的盈餘因而創出 8,510 萬元的紀錄。

業務情況

在截至二零零五年三月三十一日的年度，註冊成立的新公司總數達 66,466 間，較二零零三至零四年度的 48,463 間增加 37%。年內解散的公司數目為 41,394 間，減少 20.2%。因此，公司登記冊上的本地公司總數截至二零零五年三月三十一日為 525,447 間，較二零零四年三月三十一日的 500,919 間有所增加。截至二零零五年三月三十一日，根據《公司條例》第 XI 部註冊的海外公司總數為 7,299 間，較上一年度多 242 間。其他類別服務的業務變動情況並不一致。在二零零四至零五年度，提交本處登記的文件和押記數目，分別增加了 6.7% 和 45.4%，而申請更改公司名稱的個案則減少 3.6%。

Overview

2004-05 has been a very productive year for the Companies Registry. First and foremost, on 28 February 2005, we successfully implemented the Companies Registry's Electronic Search Services. Our customers, not only in Hong Kong but throughout the world, can now conduct on-line searches of the department's database to obtain company information on the internet anytime, anywhere. On the regulatory front, the Administration has introduced a Bill establishing the Financial Reporting Council (FRC) into the Legislative Council and we have made good progress with the review of the accounting and auditing provisions of the Companies Ordinance. Last but not least, we have seen a record surplus of \$85.1 million for the year as a result of a record-breaking number of incorporations during the year.

Business Volumes

For the year ended 31 March 2005, a total of 66,466 new companies were incorporated, an increase of 37% compared with 48,463 in 2003-04. The number of dissolutions of companies during the year decreased by 20.2% to 41,394. As a result, the total number of local companies on the public register on 31 March 2005 rose to 525,447, compared to 500,919 on 31 March 2004. The total number of oversea companies registered under Part XI of the Companies Ordinance stood at 7,299 on 31 March 2005, 242 more than the previous year. Movements in volumes of other types of services were rather mixed. 2004-05 saw increases of 6.7% and 45.4% in the number of documents and charges received for registration respectively, while applications for changes of company name dropped by 3.6%.

財務業績

在截至二零零五年三月三十一日的年度，本處的營業額為2億7,000萬元，較上一年度增加15.2%，主要是來自公司辦理註冊成立的收入大幅增長所致。年內扣除利息開支和稅款後的淨盈餘達8,510萬元，較二零零三至零四年度錄得的4,820萬元增加76.6%。在二零零四至零五年度，固定資產平均淨值的回報率為18.8%。

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，本處在二零零四至零五年度的整體生產力，較二零零三至零四年度上升12%。我們會繼續盡力提高工作效率和生產力。

客戶服務

本處致力持續改善服務和設施，提供高效率、具成本效益的優質服務，盡量滿足所有客戶的各種不同需要。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。由於員工努力不懈，克盡厥職，二零零四至零五年度13項主要服務的表現，均遠遠超出所承諾的服務標準。此外，二零零四至零五年度接獲的投訴共有22宗，相對於年內收到多達1,624,230份存檔文件和1,644,694宗查閱公司資料的個案，投訴數目可說是十分少。我們透過客戶聯絡小組、一年一度的客戶服務調查及定期探訪主要客戶，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 2005 was \$270.0 million, an increase of 15.2% over that for last year, attributable largely to a substantial growth in the revenue from company incorporations. The net surplus for the year, after deducting interest expenditure and taxation, amounted to \$85.1 million, an increase of 76.6% compared with \$48.2 million recorded in 2003-04. The return on the average net fixed assets employed for 2004-05 was 18.8%.

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 2004-05 increased by 12% compared to 2003-04. 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 efficient, quality and cost-effective services to meet if not exceeding the many and varied needs of all our customers. To keep customers updated regarding our performance and service standards, the department publishes its performance targets and results annually. Thanks to unrelenting staff efforts, the performance of our 13 core services well exceeded the performance pledges in 2004-05. Furthermore, the number of complaints received in 2004-05 has been kept at a very low level of 22 cases against the very high volume of 1,624,230 documents received for filing and 1,644,694 company searches during the year. Through our Customer Liaison Group, the annual customer survey and regular visits to major 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 2004-05.

人力資源

截至二零零五年三月三十一日，本處僱用 343 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。本處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。

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」，該系統的第一階段已於二零零五年二月二十八日投入運作。該系統實施後，本處將收到的文件即時轉換成數碼影像，以便員工用聯線方式審閱和輸入資料。此外，客戶現時可全日二十四小時在網上查閱本處資料庫備存的公司最新資料，以及已登記公司文件的數碼影像。本處現正擬訂「公司註冊處綜合資訊系統」第二階段的功能要求，包括以電子方式遞交註冊成立公司的申請和辦理文件登記，希望第二階段的開發工作可在二零零八至零九年度完成。該系統全面實施後，本處可採用全電子方式接收、處理、儲存及發布資料，為世界各地客戶提供極高質素的服務。

Human Resources

As at 31 March 2005, the Registry employed 343 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 contribution. 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.

Strategic Change Plan

Phase I of the Integrated Companies Registry Information System (ICRIS), which is an integral part of the Strategic Change Plan (SCP), was implemented on 28 February 2005. Under ICRIS, paper documents received by the department will be converted into digitised images soon after receipt for online scrutiny and data entry by our staff. Furthermore, customers can now conduct internet searches around-the-clock on current data and digitised images of registered company documents kept in the Registry's database. The department is now working out the functional requirements for Phase II of ICRIS, which will include the implementation of electronic filing of applications for incorporation and document registration. It is hoped that the development of Phase II will be completed in 2008-09. Upon the full implementation of ICRIS, the Registry will be able to receive, process, store and disseminate information on a fully electronic basis, providing a very high standard of 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》方面擔當主要角色。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。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規管制度。其間，本人積極參與《財務匯報局條例草案》的草擬工作，這項條例草案將大幅提升我們的調查權力，可在有需要時對不合標準的審計及會計報表採取行動。《財務匯報局條例草案》已在二零零五年六月二十九日提交立法會審議。

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 played a critically important role in planning and co-ordinating Corporate Governance Review (CGR) undertaken by the SCCLR. 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, I have been heavily involved in the drafting of the Financial Reporting Council (FRC) Bill which will significantly enhance our ability to investigate and, where necessary, take action in respect of substandard audits and financial statements. The FRC Bill was introduced into the Legislative Council on 29 June 2005.

檢討《公司條例》

過去數年，通過一系列主要的公司修訂條例草案(特別是《2003年公司(修訂)條例》和《2004年公司(修訂)條例》)，公司法改革常務委員會在二零零零年發表的報告所載建議，以及在二零零零至二零零三年間進行企業管治檢討所提出的各項建議得以落實。不過，到了現階段，我們必須在重寫《公司條例》的情況下，才能夠落實餘下的多項建議，例如資本保存條文的改革、法律用語的現代化等。有鑑於此，並為了跟上已着手大規模改革公司法的主要普通法司法管轄區，我們現正積極研究如何落實這項重要措施。為此，我們已開始為重寫條例進行詳細的籌劃，包括找出涉及的問題、擬訂組織架構和評估對資源的影響。假定立法會在二零零五年下半年批准增撥資源，重寫條例的工作可望於二零零六年年中展開。

Review of the Companies Ordinance

Over the past few years, action to implement the recommendations of the SCCLR in its Report published in 2000 and in the Corporate Governance Review undertaken between 2000 and 2003, has been taken in the context of a series of major companies amendment bills, most notably the Companies (Amendment) Ordinance 2003 and the Companies (Amendment) Ordinance 2004. However, we have now reached a stage where action to follow up many of the remaining recommendations, such as reform of the capital maintenance provision, modernisation of the statutory language etc., can be taken forward only in the context of a rewrite of the Companies Ordinance. In view of this and in order to keep pace with other major common law jurisdictions which have embarked upon major programmes to reform their company law, we are actively considering how to take forward this major initiative. In this respect, we have started detailed planning of the rewrite exercise, including identification of the issues involved, designing the organisational framework and assessing the resource implications. On the assumption that approval will be obtained from the Legislative Council for the additional resources in the latter part of 2005, it is hoped that the rewrite can commence in mid-2006.

電子查冊服務

本處自一九九三年五月成為獨立的政府部門後，差不多每年都對所提供服務和公共設施作出重大改善。今年，我很高興見到新的電子查冊服務在二零零五年二月二十八日成功推出。這標誌着本處提供的公共服務向前跨進了一大步。客戶現時可全年每日二十四小時，在網上同時查閱公司和董事的最新資料，以及八千多萬頁已登記文件的數碼影像。新服務甚受客戶歡迎，令我們非常鼓舞。使用網上查冊服務的客戶數目遠較預期高，增長速度亦遠較預期快，現時已有超過 1,200 位聯線客戶向本處登記使用這項服務，而在網上查閱公司資料的比率已超過 90%。

展望未來

本處希望在二零零八至零九年度實施綜合系統第二階段，以電子存檔方式辦理註冊成立公司和文件登記。這個階段完成後，本處的公共服務便會全面自動化，客戶可聯線申請註冊成立公司、遞交文件存檔及查閱公司的最新資料。這種發展都可進一步改善本港的基礎設施，令香港作為全球其中一個最方便營商地區的地位更加鞏固。要實施這項大規模和複雜的電腦系統，必須充分發揮卓越的團隊精神。為此，我要向公司註冊處全體同事致意，感謝他們過去一年在這方面作出傑出貢獻。

Electronic Search Services

Since the establishment of the Companies Registry as an independent Government department in May 1993, virtually every year has seen major enhancements to the quality of our services and public facilities. This year, I am particularly pleased to see the implementation of our new electronic search services on 28 February 2005. This has marked a quite exponential leap forward in the manner in which the department delivers its services to the public. Our customers can now conduct online searches concurrently on the current data of companies and directors and over 80 million pages of images of registered documents over the internet 24 hours a day throughout the year. We have been very encouraged by the many positive comments about the new service from our customers. The take-up rate of the internet search services has been much higher and faster than expected. Over 1,200 online users have registered with the Registry to use the service and over 90% of company searches are now conducted over the internet.

Outlook

In 2008-09, we hope to implement Phase II of ICRIS which will see the provision of an e-filing service for incorporation and document registration. Once this has been completed, the department's public operations will be fully automated and our customers will be able to apply for incorporation, file documents and search for the latest updated corporate information on-line. All these developments will further enhance our infrastructure and strengthen Hong Kong's position as one of the most business friendly jurisdictions in the world. The implementation of such a massive, complex computer system would not have been possible without a high amount of outstanding team work. In this respect, I would like to acknowledge and pay tribute to all my staff in the Companies Registry for their outstanding contributions in this respect over the past year.

至於規管工作，我們在改革會計專業的自我規管制度方面，取得了重大進展。《財務匯報局條例草案》已於二零零五年六月提交立法會，本人希望財務匯報局可在不久的將來全面運作，但須視乎條例草案的制定日期而定。至於完全重寫《公司條例》的工作，本人希望立法會財經事務委員會和財務委員會支持我們的建議，使這項工作能夠如期在二零零六年年中展開。

就提供公共服務的方式來說，今年我們可說是向前邁進了一大步，但我們仍有很多工作要做。在未來數年，我們打算落實「公司註冊處綜合資訊系統」第二階段、設立財務匯報局和重寫《公司條例》。不過，本人深信，憑着本處的優勢，特別是全力支持本處的員工、充裕的財政儲備和最先進的資訊科技，我們定能實現部門的理想——受世界認同為卓越的公司註冊處，為社會提供優質服務。



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

On the regulatory front, we have made substantial progress in the reform of the accountancy profession's self-regulatory regime. The FRC Bill was introduced into LegCo in June 2005 and, depending on the date of enactment, I hope that the FRC will be in full operation in the not too distant future. As regards the complete rewrite of the Companies Ordinance, I hope that the Panel on Financial Affairs and Finance Committee of the Legislative Council will support our proposals so that work can start as scheduled in mid-2006.

This year we have taken a very big step forward in the way in which we deliver our public services. However, much remains to be done. In the coming years, we plan to implement Phase II of ICRIS, establish the FRC and rewrite the Companies Ordinance. However, by using our strengths, in particular strong staff support, healthy financial reserves and a state of the art information technology base, I have no doubt that we shall realise our vision of achieving world-wide recognition as an excellent Companies Registry giving the community a quality service.

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

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

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 Companies Registry On-line Public Search System (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 Strategic Change Plan (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 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「公司註冊處綜合資訊系統」第一階段而需要對《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
推出新的及經修訂的指明表格各 25 款，以配合法例修訂後的新存檔規定，並迎合客戶的需要	2004	Introduction of 25 new and 25 revised specified forms to cater for the new filing requirements resulting from legislative changes and the needs of customers
為設於金鐘道政府合署 13 及 14 樓的公司註冊處辦事處(包括公眾查冊中心及文件遞交處)進行裝修及翻新工程	2005	Renovation and refurbishment of the Companies Registry's offices on the 13 th and 14 th floors of the Queensway Government Offices including the Public Search and Document Submission Centres
實施「公司註冊處綜合資訊系統」第一階段，並在互聯網上推出電子查冊服務		Implementation of ICRIS Phase I and launch of the electronic search services on the internet