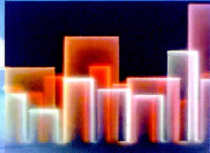




公司註冊處
COMPANIES REGISTRY



PPS EPS
JETCO
OCTOPUS

C-Search



Internet Search • Internet Search • Internet Search • Internet Search • Internet Search

On-site Search • On-site Search • On-site Search • On-site Search • On-site Search

www.info.gov.hk/cr/ • www.info.gov.hk/cr/ • www.info.gov.hk/cr/ • www.info.gov.hk/cr/ • www.info.gov.hk/cr/

2004-05

年報 ANNUAL REPORT

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公司註冊處營運基金
年報

二零零四年四月一日至二零零五年三月三十一日

COMPANIES REGISTRY TRADING FUND

Annual Report

1 April 2004 to 31 March 2005

按照《營運基金條例》第8條呈交

Submitted in accordance with section 8 of the Trading Funds Ordinance

理想 VISION

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 MISSION

- 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。
- 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.

信念 VALUES

- 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。
- 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.

公司註冊處 COMPANIES REGISTRY



鍾悟思太平紳士

公司註冊處處長

Mr G W E Jones, JP

Registrar of Companies



劉麗芬女士
公司註冊處經理

Miss P Lau

Registry Manager



蕭善頌女士
公司註冊處律師

Ms D Silkstone

Registry Solicitor



劉嘉寧

副首席律師

Mr E Lau

Deputy Principal Solicitor



何天正
業務經理

Mr T C Ho

Business Manager



方劍峯

助理首席律師

Mr A Fong

Assistant Principal Solicitor

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



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》(第 430 章) 率先以營運基金形式運作的部門之一。在二零零五年八月一日，本處度過了以營運基金形式運作的第十二年。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

提供各項服務和設施，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

提供各項服務和設施，讓公眾人士查閱本處各類法定登記冊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。

• 政策及立法問題

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 2005, marked its twelfth year of operation as one of the first trading funds under the Trading Funds Ordinance (Chapter 430). 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 services and 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 services and facilities to search for the information held by the Registry on the various statutory registers, 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.



差餉物業估價署署長和土地註冊處處長探訪公司註冊處
The Commissioner of Rating and Valuation and the Land Registrar visiting the Registry



財經事務及庫務局常任秘書長和副秘書長探訪公司註冊處
The Permanent Secretary and the Deputy Secretary for Financial Services and the Treasury 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

在二零零四至零五年度，共有 66,466 間公司註冊成立，較二零零三至零四年度增加 37.1%。平均來說，每月有 5,539 間公司註冊成立。

本處由二零零四年二月十三日起引入「一名成員組成的公司」，加上簡化註冊手續，以遵從註冊規定的陳述書代替法定聲明，均有助公司註冊成立。平均來說，新註冊的公司有超過 70% 是一名成員組成的公司。

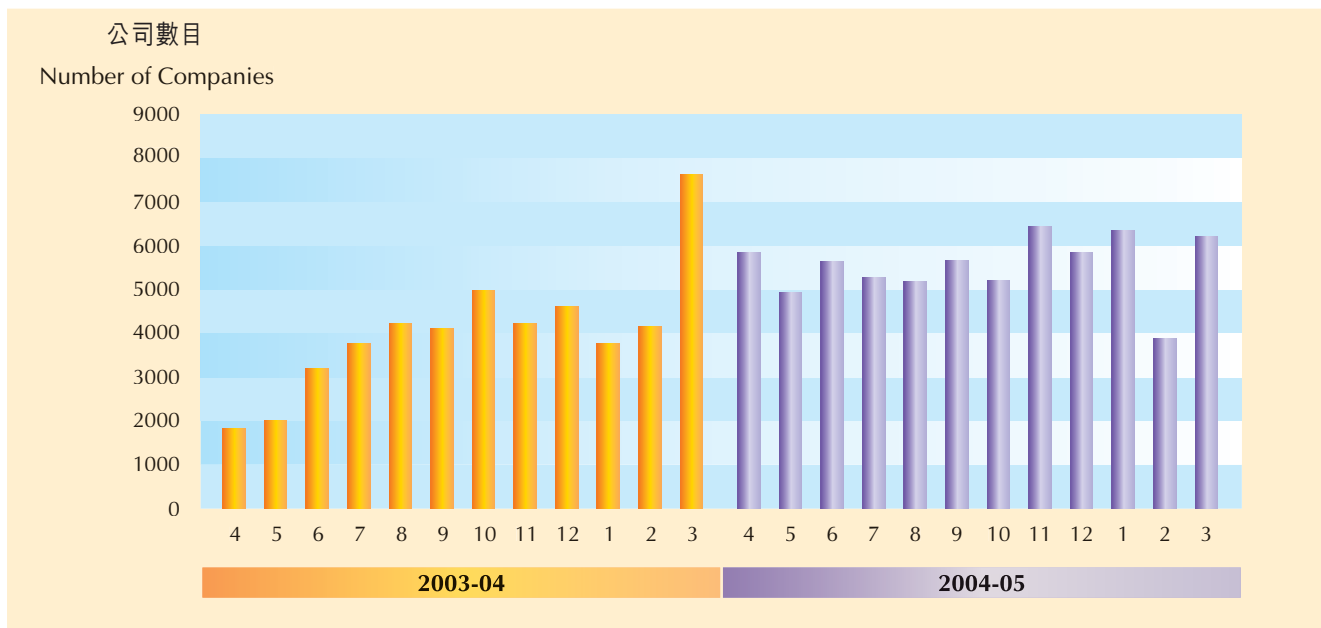
Services & Business Volumes

• *Incorporation of companies/Deregistration of defunct companies*

In 2004-05, a total of 66,466 companies were incorporated, an increase of 37.1% compared to 2003-04. On average, 5,539 companies were incorporated per month.

The introduction of one-member companies with effect from 13 February 2004 and the simplification of incorporation procedures by replacing the statutory declaration of compliance by a statement of compliance have facilitated incorporation activities. On average, over 70% of the newly incorporated companies are one-member companies.

註冊成立 Incorporations



在二零零四至零五年度，共有 21,318 間不營運公司根據《公司條例》第 291 條被剔除名稱，另有 18,125 間不營運但有償債能力的私人公司則根據該條例第 291AA 條被撤銷註冊。

截至二零零五年三月三十一日，共有 525,447 間本地公司名列公司登記冊。

In 2004-05, a total of 21,318 defunct companies were struck off under section 291 of the Companies Ordinance and 18,125 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance.

As at 31 March 2005, the number of local companies on the public register was 525,447.

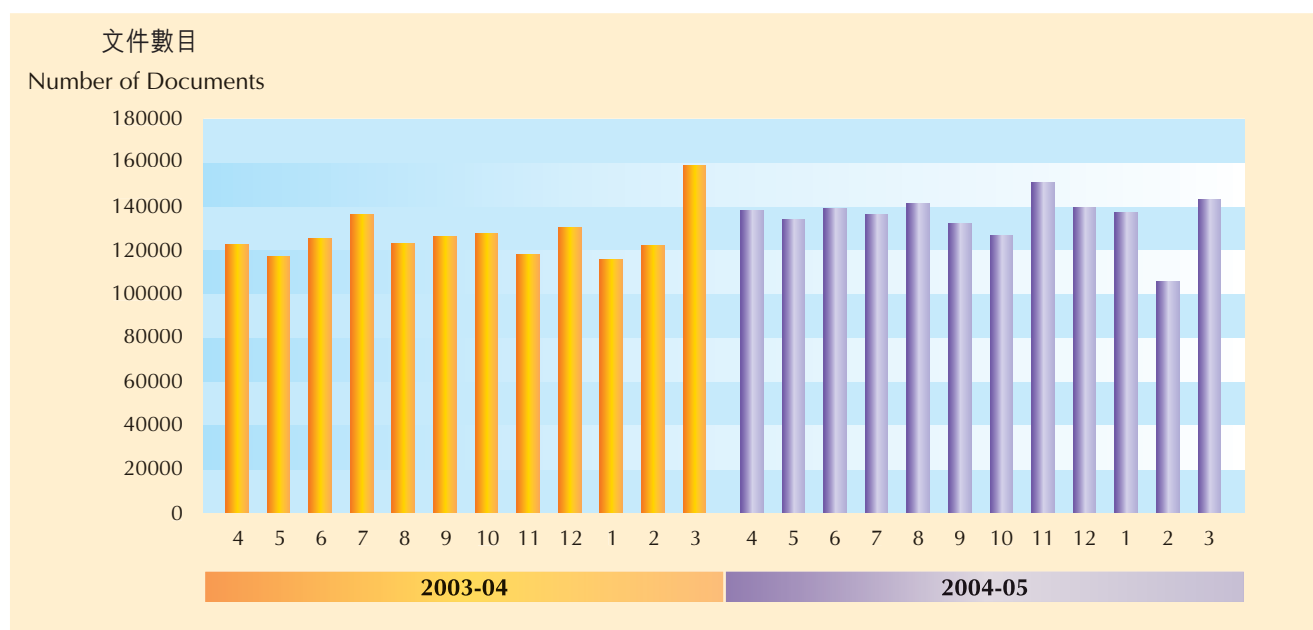
- 文件登記

在二零零四至零五年度，遞交本處登記的文件總數為 1,624,230 份，較二零零三至零四年度增加 6.7%，即每個工作天平均有 6,038 份文件遞交本處。

- *Registration of Documents*

In 2004-05, a total of 1,624,230 documents were received for registration, an increase of 6.7% compared to 2003-04. This represents an average of 6,038 documents received on each working day.

遞交文件登記 Documents Received for Registration



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組織章程細則、秘書及董事的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。在二零零四至零五年度，已登記及載入本處的資料庫以供公眾查閱的文件中，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 change of secretary and director, the notification of situation of registered office, the return of allotments and the annual return. In 2004-05, about 32% of the documents registered and captured in the Registry's database for public search provided information regarding company directors and secretaries.



- **公眾查冊**

在二零零五年二月二十八日「公司註冊處綜合資訊系統」第一階段投入運作之前，公眾查冊服務的其中一項主要功能，是為客戶提供載有已登記公司文件或表格影像的縮微膠片副本。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。

新的「公司註冊處電子查冊服務」在二零零五年二月二十八日啓用後，客戶可透過互聯網登入本處的網上查冊中心（網址：<http://www.icris.cr.gov.hk>），使用電子查冊服務，而查冊結果大部分可在網上閱覽或下載。經常使用聯線查冊服務的客戶，可向處長登記為**登記聯線客戶**。間中使用聯線查冊服務的客戶，可以**非登記聯線客戶**的身份登入。此外，客戶亦可前往香港金鐘道政府合署公司註冊處的公眾查冊中心，以**在公司註冊處查冊客戶**的身份查冊。

客戶可享有很多好處和節省不少費用，包括：—

- 以英文或中文查冊。
- 免費查閱公司名稱和文件索引。
- 客戶毋須到本處的辦事處查冊，因而節省時間和費用。
- 客戶可在世界各地每周七天、全日二十四小時使用查冊服務，更可使用網上的電子付款設施。

- **Public Search**

Before the live-run of ICRIS Phase I on 28 February 2005, one of the key functions of the public search service was to provide customers with copies of microfiches containing images of company documents or forms filed with the Registry. Customers can read the contents of the microfiches either in the Registry's Microfiche Reading Room free of charge or in their own offices.

On 28 February 2005, the new Companies Registry Electronic Search Services (e-Search Services) were launched. Customers can visit the Registry's Cyber Search Centre on the internet (website: <http://www.icris.cr.gov.hk>) to obtain the e-Search Services. Most of the search results can either be viewed online or downloaded. Frequent online searchers can register with the Registrar as **Registered Online Users**. Customers who conduct online searches on an ad hoc basis can login as **Unregistered Online Users**. Customers may also conduct searches as **Onsite Users** at the Registry's Public Search Centre at the Queensway Government Offices, Hong Kong.

Customers can enjoy considerable benefits and savings, including: —

- Bilingual searches in either English or Chinese.
- Free search services on the company name and document indices.
- Savings in time and costs as customers need not come to the Registry's offices to conduct searches.
- Availability of search services on a 24 x 7 basis anywhere in the world with electronic payment facilities over the internet.



互聯網上的公司註冊處網上查冊中心
The Companies Registry Cyber Search Centre on the Internet



設於金鐘道政府合署的公司註冊處公眾查冊中心
The Companies Registry Public Search Centre at the Queensway Government Offices



電子查冊服務提供多種免費和收費服務，包括：—

- (a) **查閱公司名稱** —— 這是一項免費查冊服務，除了列出在本處註冊或登記的公司名稱外，亦提供一些基本資料，例如公司成立或登記日期和公司類別。
- (b) **查閱文件索引** —— 這項免費查冊服務提供某公司提交本處存檔的文件、遞交或存檔日期、檔案容量和文件現況等資料。
- (c) **查閱影像紀錄** —— 客戶可查閱八千多萬頁公司文件影像，這項服務按「每份文件」收費。
- (d) **查閱董事索引** —— 這項查冊服務提供某公司所有現任董事名單(按公司查閱)、某人在所有註冊公司擔任董事職位一覽表(按董事查閱)，或某公司某名董事的資料(以董事資料查閱)。這是一項收費服務。
- (e) **查閱公司資料** —— 這項查冊服務提供某公司的主要資料摘要，例如公司的註冊辦事處地址、股本結構、現任董事姓名和秘書資料。這是一項收費服務。
- (f) **查閱取消資格令紀錄冊** —— 這項查冊服務包括查閱取消資格令索引，以及取消資格令的詳情。該索引列出現時被取消擔任董事或其他指明職位資格人士的姓名，供免費查閱。客戶繳付服務費後，可取得索引所載某項取消資格令的詳情。

A wide range of free or user-pays search services are available. They include: —

- (a) **Company Name Search** —— This is a free search providing information on the names of companies incorporated or registered with the Registry, and basic information such as the date of incorporation or registration of a company and the company status.
- (b) **Document Index Search** —— This is a free search providing information on the documents lodged or filed by a company with the Registry, the dates of submission or filing, file size, and the processing status of documents.
- (c) **Image Record Search** —— Over 80 million images of company documents are available for search. This search requires the payment of fees on a 'per document' basis.
- (d) **Directors Index Search** —— This search provides a list of all current directors of a selected company (company based search), a list of all the current directorships of a person in all registered companies (director based search) or the particulars of a selected director of a company (director particulars search). This is a payable search.
- (e) **Company Particulars Search** —— This search gives a summary of the key information of a selected company such as the company's registered office address, share capital structure, names of current directors, particulars of secretary. This is a payable search.
- (f) **Register of Disqualification Orders Search** —— This search includes an Index of Disqualification Orders Search and a Disqualification Order Particulars Search. The Index search, which displays the names of persons currently disqualified to act as directors or in other specified offices, is free of charge. Particulars of the disqualification order selected from the Index can be obtained after paying the service fee.

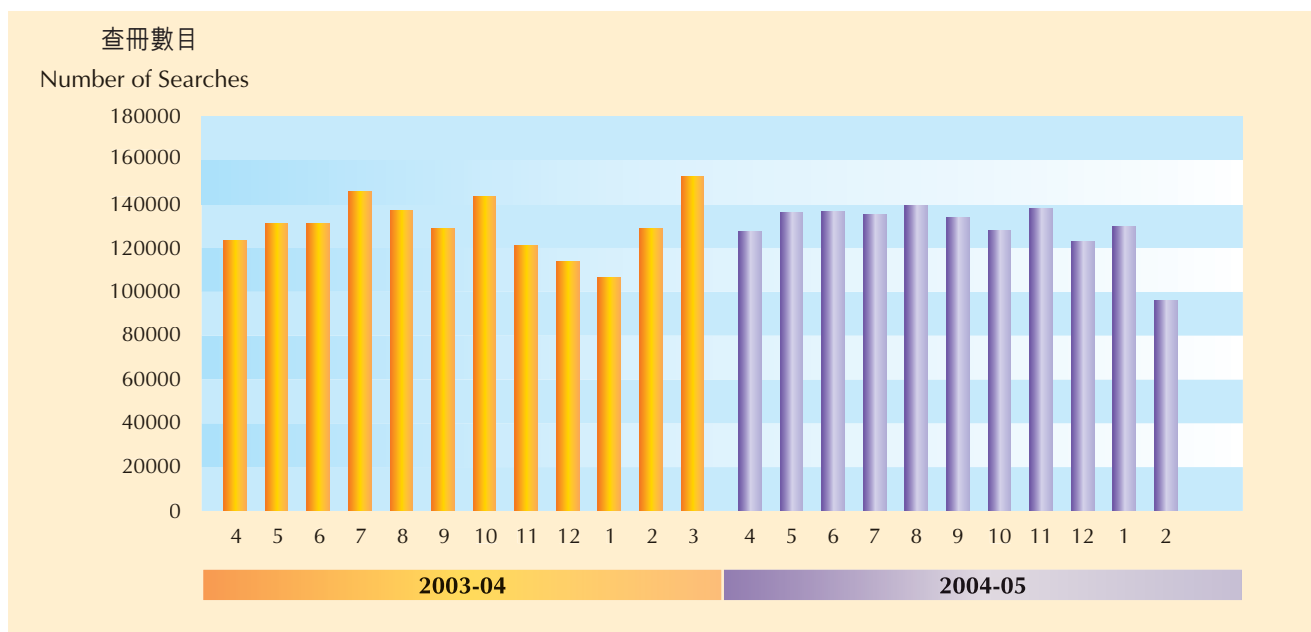
(g) **查閱押記登記冊** —— 這項查冊服務包括查閱押記登記冊索引和影像紀錄。該索引提供某公司已登記的押記名單，以及每項押記的基本資料，供免費查閱。客戶繳付服務費後，可取得名單所列文件的影像紀錄。

在二零零四年四月一日至二零零五年二月二十七日期間，公眾查閱縮微膠片紀錄的個案總數達 1,423,613 宗。在二零零五年二月二十八日至三月三十一日，公眾使用電子查冊服務查閱文件影像紀錄的個案總數為 221,081 宗。在二零零四至零五年度，「查閱公司資料」和「查閱董事索引」的個案分別有 94,835 及 148,092 宗，較二零零三至零四年度分別增加 8.8% 及 12.6%。

(g) **Register of Charges Search** —— This search includes an Index on Register of Charges Search and an Image Record Search. The free Index Search gives a list of the registered charges of a selected company and provides basic information on each charge. Images of the selected documents on the list can be obtained after paying the service fees.

From 1 April 2004 to 27 February 2005, a total of 1,423,613 public searches on microfilm records were made while a total of 221,081 public searches on document image records were made from 28 February to 31 March 2005 through the e-Search Services. In 2004-05, a total of 94,835 and 148,092 Company Particulars Searches and Directors Index Searches were made respectively, an increase of 8.8% and 12.6% respectively compared to 2003-04.

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





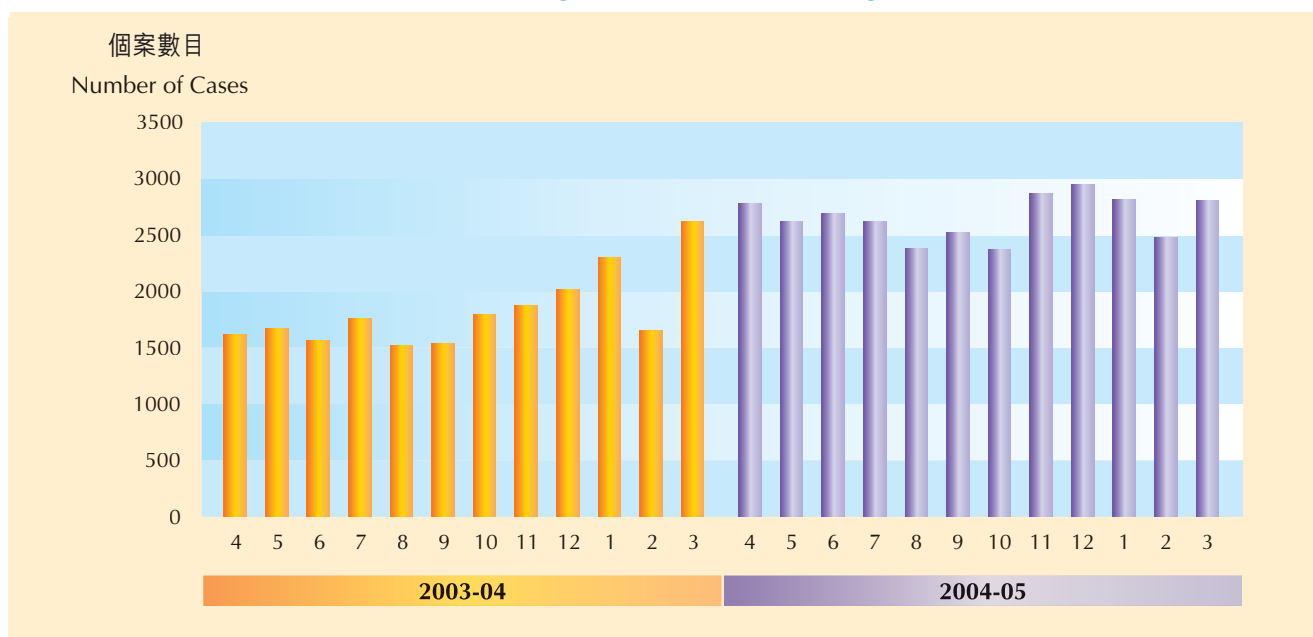
- **押記登記**

在二零零四至零五年度，遞交本處登記的押記總數為 31,892 宗，較二零零三至零四年度增加 45.4%，即每個工作天平均有 119 宗押記遞交本處。遞交本處登記的押記約有三分之二與物業有關。

- **Registration of Charges**

In 2004-05, a total of 31,892 charges were received for registration, an increase of 45.4% compared to 2003-04. This represents an average of 119 charges received on each working day. About two-thirds of the charges received were related to property.

登記押記 Charges Received for Registration



二零零五年主要工作量統計數字載於附錄 A。
一九九五年至二零零五年主要統計數字載於附錄 B。

The key workload statistics for 2005 are set out at Appendix A.
The statistical highlights from 1995 to 2005 are set out at Appendix B.

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；
- 登記公司須遞交的文件；及
- 提供查閱公司紀錄的服務和設施。

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 services and 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 Registry's detailed targets and performances are set out in the following table: —



服務 Service	1993-94*	2004-05	2004-05			2005-06		
	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 specified)					
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	18	85	
本地公司更改名稱 Change of name of a local company	不適用 N.A.	8 [#]	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	
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	96	100	4	5	96	
查冊 Searches								
— 特快服務櫃檯 (包括排隊輪候時間) express service (including queuing time)	22分鐘 min.	20分鐘 min.	95	100	5	—	—	
— 普通服務櫃檯 ordinary service	1	1	95	100	5	—	—	
影印服務 Photocopying services								
— 必須認證 certification required	1	1	95	100	5	—	—	
— 無須認證 certification not required	10分鐘 min.	10分鐘 min.	98	100	2	—	—	
在公眾查冊中心查冊 Searches at the Public Search Centre								
— 提供查冊結果的印文本 supply of hard copies of search result	—	—	—	—	—	40分鐘 min.	85	
— 提供查冊結果的核證副本 supply of certified copies of search result	—	—	—	—	—	4小時 hr	85	
— 提供證書 supply of certificates	—	—	—	—	—	1	95	
遞交文件 (僅指排隊輪候時間) Submission of documents (queuing time only)	—	—	—	—	—	30分鐘 min.	80	
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	—	—	
— 非繁忙時間 non-peak hours	不適用 N.A.	10分鐘 min.	98	100	2	—	—	

* 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.

[#] 本處把已登記的文件製成縮微膠片，以供公眾查閱。製作縮微膠片需時八個工作天。

Registered documents were converted to microfiche for public search. The process took eight working days.

電腦化計劃

公司註冊處綜合資訊系統

本處的資訊系統，即分別於一九九二和一九九四年投入運作的「公司註冊系統」和「公司來件紀錄冊及公司文件索引系統」，已於二零零五年二月二十八日由「公司註冊處綜合資訊系統」取代。公司遞交的文件可迅速地被轉換成數碼影像，以便員工使用聯線方式審閱和輸入資料。客戶可在網上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。

公司註冊處聯線公眾查冊系統

在二零零零年九月啓用的「公司註冊處聯線公眾查冊系統」，屬內聯網聯線查冊系統。用戶可透過該系統取得公司的主要資料，並以聯線方式訂購本處備存的公司文件縮微膠片。「公司註冊處綜合資訊系統」第一階段在二零零五年二月實施後，「公司註冊處聯線公眾查冊系統」隨即終止服務。

Computerisation

Integrated Companies Registry Information System

The Registry's information systems, namely the Companies Registration System and the Control Book & Document Index System, developed in 1992 and 1994 respectively, were replaced by ICRIS on 28 February 2005. Documents submitted by companies are converted into digitised images soon after receipt to enable online scrutiny and data entry. Customers can conduct online searches over the internet on the current data of companies and directors and over 80 million pages of imaged registered documents.

Companies Registry On-line Public Search System

The Companies Registry On-line Public Search System (CROPS) was an intranet-based online search system launched in September 2000. Under CROPS, subscribers can obtain key company information and place orders online for microfiches containing microfilmed company documents filed with the Registry. The CROPS service was terminated in February 2005 upon the implementation of ICRIS Phase I.



環境保護

本處十分了解保護環境的重要性，並致力以合乎環保要求的方式，拓展本處各方面的服務和運作。本處有一名環保經理和四名助理環保經理，負責監督部門各項環保措施的發展和推行情況。本處為改善環境而採納的環保政策和原則如下：—

- (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、盡量減少可能對環境造成的不良影響，以及繼續尋求方法對環保作出更大貢獻，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 department. 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, regulations 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.

本處以往的其中一項特定工作，是製作縮微膠卷及縮微膠片的副本，這些膠卷及膠片載有遞交本處存檔文件的影像，可供客戶查閱和員工內部使用，但製作過程中會產生化學廢物。隨着這些縮微膠片全部轉換成數碼影像，加上新的電子查冊服務在二零零五年二月二十八日啓用，我們已停止製作縮微膠卷及縮微膠片的副本，此舉對職業健康和環境保護有莫大裨益。此外，由於「公司註冊處綜合資訊系統」第一階段引入電子付款設施，使用紙張的數量已大幅減少。

我們亦參加了環境保護署舉辦的「辦公室及公眾場所室內空氣質素檢定計劃」，結果獲頒「良好級」證書，證明本處在金鐘道政府合署所佔用樓層的室內空氣質素，完全符合良好級「室內空氣質素指標」的要求。

Previously, one of the Registry's specific activities was the production of rollfilms and microfiche copies containing images of documents filed with the department for search by customers and internal use by staff. Chemical waste was produced during the process. After the conversion of all microfiches into digitised images, and the launching of new electronic search services on 28 February 2005, we have ceased the production of rollfilms and microfiche copies, contributing significantly to both occupational health and environmental protection. Furthermore, thanks to the electronic payment facilities introduced under Phase I of ICRIS, the use of paper has been reduced considerably.

We have also participated in the 'Indoor Air Quality Certification Scheme for Offices and Public Places' organised by the Environmental Protection Department. A 'Good Class' certificate has been awarded to the Registry, certifying that the indoor air quality in the floors occupied by the department in the Queensway Government Offices has fully complied with the Good Class of the Indoor Air Quality Objectives.



我們的環保目標和實際表現載於下表：—

Our targets and actual performances are as follows: —

	2004年 目標 Target for 2004 百分比 %	2004年 實際表現 Performance in 2004 百分比 %	2005年 目標 Target for 2005 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 97 100 99	99 100 97 99 99	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 	98 100	98 100	98 100
(c) 節省能源 Energy Conservation <ul style="list-style-type: none"> • 確保在辦公時間外，關掉電燈、影印機等 routine checking to switch off lights, photocopiers etc. outside office hours 	99	99	99
(d) 在節日期間採取的措施 Measures at Festive Seasons <ul style="list-style-type: none"> • 使用舊有裝飾物品 re-using decorations 	99	99	99

本處作為營運基金部門，必須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，所運用的固定資產亦須產生合理回報。營運基金的周年帳目表必須按照公認會計原則擬備，並提交立法會審議。

在截至二零零五年三月三十一日的財政年度，營業總額及盈利分別為2億7,000萬元和8,510萬元，二零零三至零四年度錄得的數字則分別為2億3,440萬元及4,820萬元。年內，本處所運用固定資產平均淨值的回報率達18.8%。

本處自一九九三年八月以營運基金運作以來，所運用固定資產平均淨值的回報率，平均每年高達13%，比10%的目標回報率為高。取得這個良好業績的主要原因，是本處不斷致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，為本處推行發展項目提供了資本。推行「公司註冊處綜合資訊系統」需要大量流動現金，我們已為此取得立法會財務委員會批准，從資本投資基金撥出1億5,000萬元備用貸款，用以推行該系統。由於該發展項目的投標價格十分理想，以及考慮到本處最近就未來數年所預測的財政狀況，我們決定不會從資本投資基金支取任何貸款。「公司註冊處綜合資訊系統」的資本開支全部由本處內部儲備提供。

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. The annual accounts of a trading fund must be prepared in accordance with generally accepted accounting principles and tabled in LegCo.

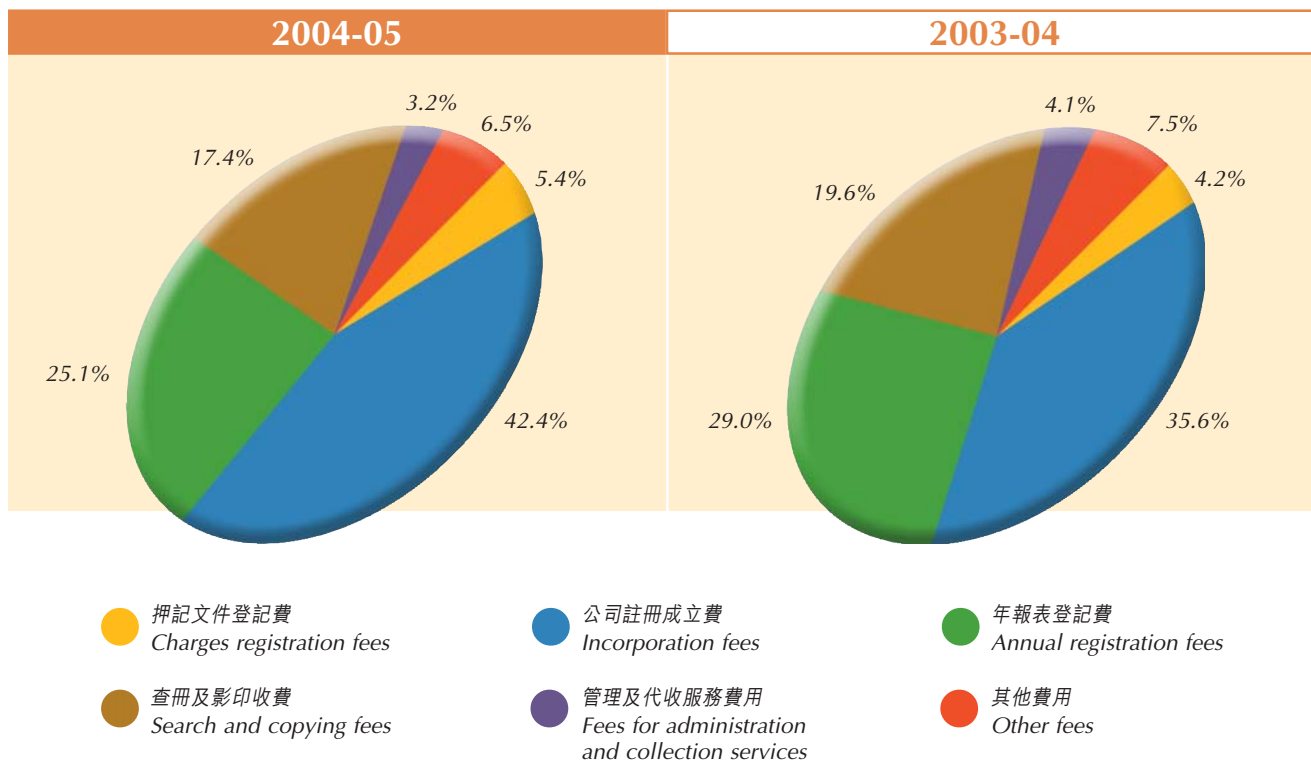
For the financial year ended 31 March 2005, the total turnover and surplus for the year amounted to \$270.0 million and \$85.1 million respectively, compared to the turnover of \$234.4 million and surplus of \$48.2 million recorded in 2003-04. We achieved a 18.8% return on the average net fixed assets employed for the year.

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.

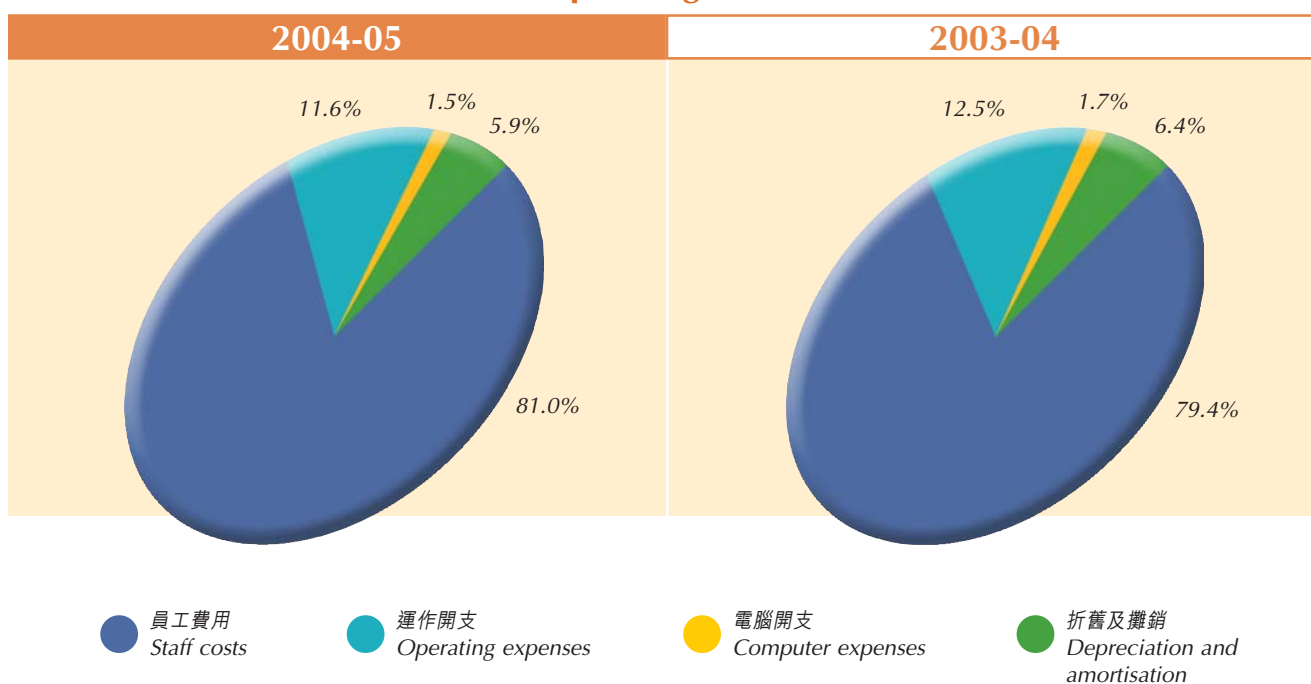
The substantial surplus generated over the past years has enabled the Registry to build up a healthy reserve to finance the department's development projects. To meet the substantial cashflow requirements to implement ICRIS, we obtained the approval of the Finance Committee of the Legislative Council for a standby-by loan of \$150 million from the Capital Investment Fund (CIF) to finance the project. 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, the department has decided not to draw down any loan from the CIF. All the capital expenditure on ICRIS will be financed by the department's internal reserves.



營業額 Turnover



運作成本 Operating Costs



本處的財政狀況依然十分健全。截至二零零五年三月三十一日，營運基金資本及保留盈利合計為 4 億 7,400 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%，這是一個低比率。另一方面，手頭現金和銀行存款總計為 1 億 8,100 萬元。未來數年的資本開支將集中於發展「公司註冊處綜合資訊系統」第二階段、改善系統保安，以及因應法例修訂及政府網絡和資訊科技的需求，不斷改善及提升電腦系統。截至二零零五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 C 及附錄 D。

The Registry's financial position remains very strong. As at 31 March 2005, the trading fund capital together with retained earnings amounted to \$474 million. Gearing, measured as the ratio of non-current liabilities to capital and retained earnings, stood at a low level of 14%. On the other hand, cash and placements with banks amounted to \$181 million. Capital expenditure over the next few years will focus on the development of ICRIS Phase II, improvements in system security, and system upgrades to cater for legislative changes and meet the government network and IT requirements. The Annual Accounts for the year ended 31 March 2005, together with the Report of the Director of Audit on the Accounts, are shown at Appendices C and D respectively.

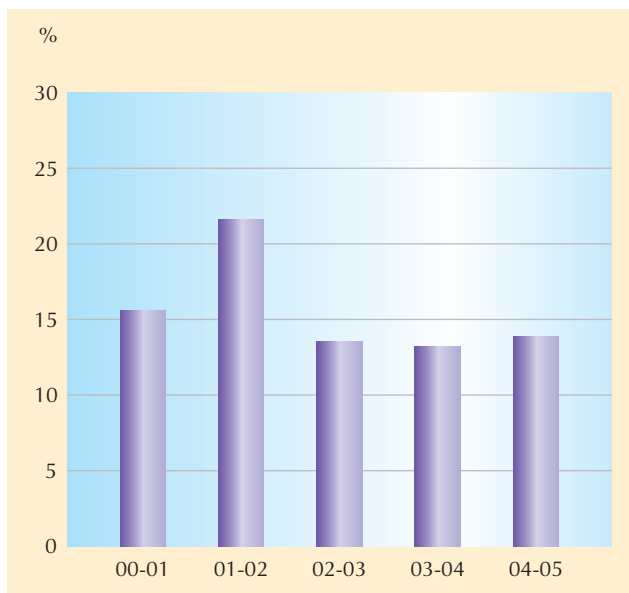
五年財務摘要

Five-year Financial Summary

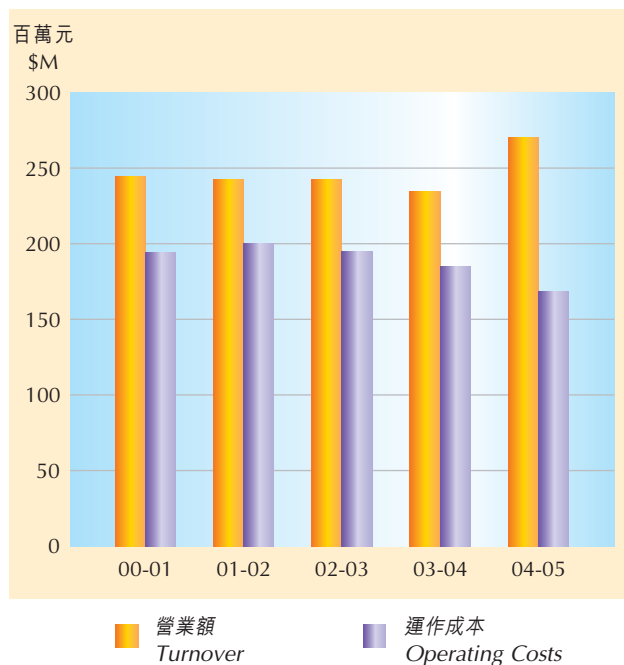
	2000-01 百萬元 \$M	2001-02 百萬元 \$M	2002-03 百萬元 \$M	2003-04 百萬元 \$M	2004-05 百萬元 \$M
營業額 Turnover	244.5	242.0	242.3	234.4	270.0
運作成本 Operating costs	193.9	200.1	195.1	184.9	168.2
除稅後盈利 Profit after tax	42.0	35.1	40.4	48.2	85.1
付予政府的股息 Dividends paid to Government	12.6	11.3	12.1	14.5	25.5
固定資產平均淨值回報率 Rate of return on average net fixed assets	12.1%	9.6%	10.3%	10.0%	18.8%



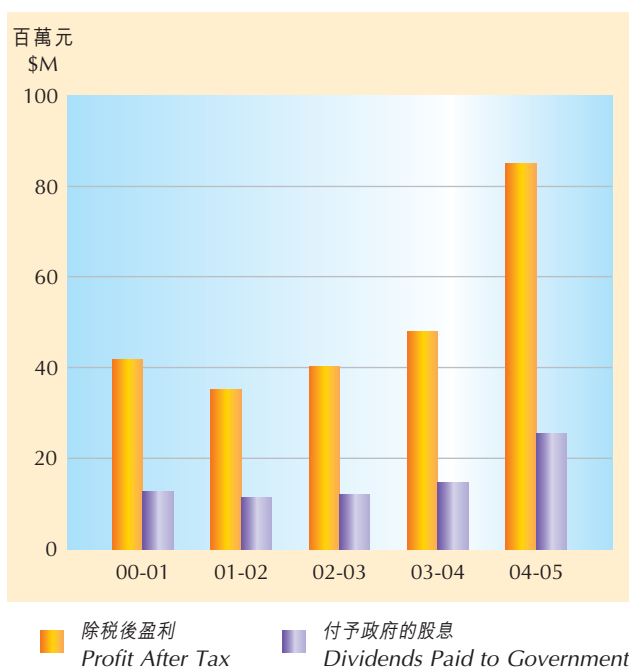
負債與資本比率 Gearing Ratio



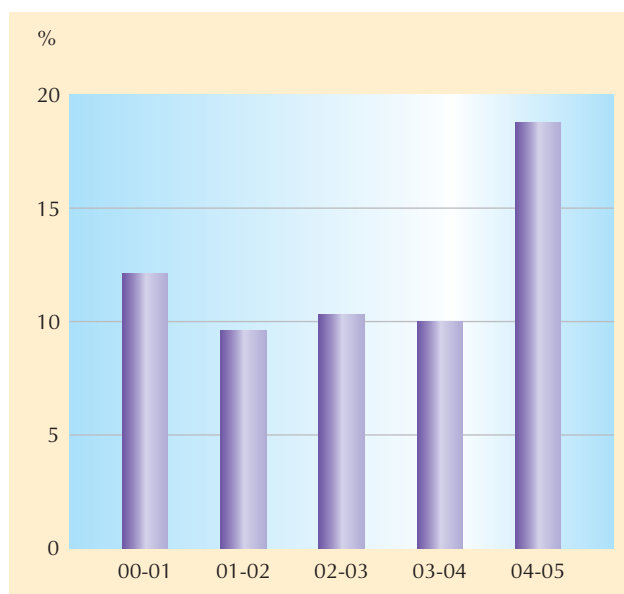
營業額及運作成本 Turnover and Operating Costs



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



固定資產平均淨值回報率 Rate of Return on Average Net Fixed Assets



客戶需要

本處因應客戶的需要，不斷檢討各項服務和設施，以提高效率及質素。我們現正推行策略性改革計劃，全面重整本處的運作，並實行電腦化，以迎合客戶不斷轉變的需要。電子查冊服務的啓用，標誌着本處在為客戶提供高效率 and 具成本效益的優質服務方面，揭開了新的一頁。客戶的意見不論是褒是貶，我們也十分重視。本處設有完善的渠道，蒐集不同組別客戶的意見，以改善為他們提供各項服務的質素和擴大服務範圍。我們亦定期造訪各主要客戶。「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，就本處現有及擬提供的服務交換意見。

Customers' Needs

With customers' needs in mind, the Registry continuously reviews its services and facilities to enhance efficiency and quality. We have been implementing the Strategic Change Plan (SCP) to fully re-engineer and computerise our operations in order to meet the changing needs of our customers. The launch of the e-Search Services marked a new chapter in the department's provision of efficient, high quality and cost-effective services to customers. The department values all customers' feedback, be they compliments or complaints. We have well-established channels to collect views and opinion from different customer groups with a view to improving the quality and scope of services offered to them. We also pay regular visits to our major customers. The Companies Registry Customer Liaison Group (CRCLG), which was established in 1991, comprises representatives of the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Company Secretaries and the Hong Kong Association of Banks, and some principal customers. The CRCLG, which met four times during the year, is a useful vehicle for exchanging ideas and views on the department's existing and proposed activities.



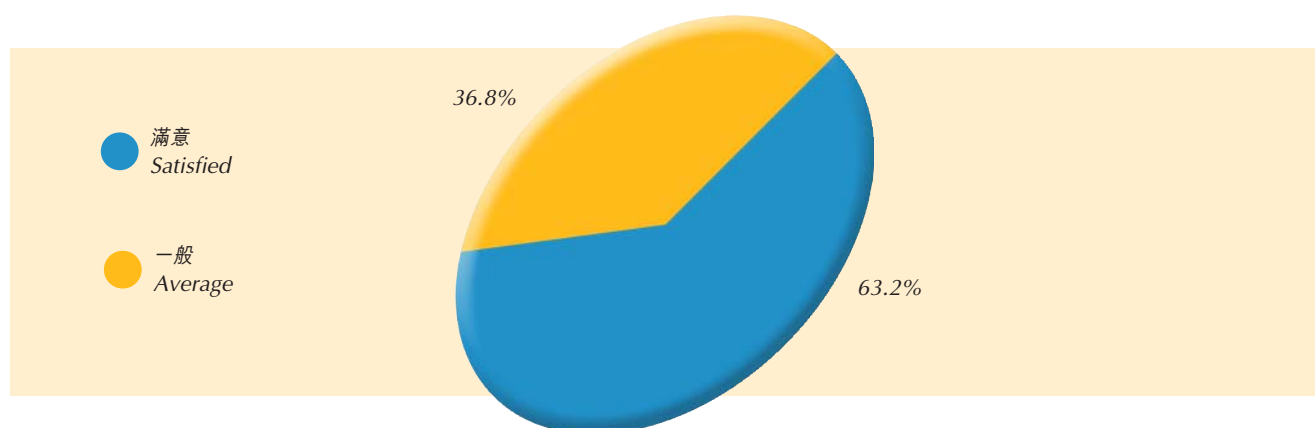
本處員工參加「優質顧客服務」培訓課程
Briefing to Registry's staff on Customer Service Excellence

為了評估客戶的期望，並找出需要進一步改善的地方，本處委託獨立機構每年進行一次客戶服務調查。二零零四年五月的調查結果載於下圖。

To gauge customers' expectations and identify areas for further improvement, we appoint an independent agent to conduct a customer survey on an annual basis. The results of the survey conducted in May 2004 are shown in the chart below.

公司註冊處二零零四年客戶服務調查 客戶的整體滿意程度

Companies Registry Customer Satisfaction Survey 2004 Level of Overall Customer Satisfaction



客戶聯絡小組的成員
Members of the Customer Liaison Group

改善服務

在二零零四至零五年度，本處實施下列各項改善服務措施：—

- 電子查冊服務啓用後，世界各地的客戶可隨時隨地透過互聯網，聯線查閱由公司註冊處處長登記和備存的註冊公司最新資料，以及八千多萬頁文件的影像紀錄。
- 客戶可使用新的電子查冊服務，免費查閱公司名稱和文件索引和押記登記冊。
- 所有遞交本處並有待登記的文件資料，已納入文件索引，讓公眾查閱。
- 本處增加了多種電子付款方法，以迎合不同客戶的需要。舉例來說，聯線查冊客戶可使用 VISA 或萬事達卡、繳費靈和銀通繳費；在公司註冊處查冊的客戶可使用八達通和易辦事付款。
- 本處設有服務支援隊，全日二十四小時協助客戶使用電子查冊服務。
- 文件由登記至可供公眾查閱所需的時間，由 16 個工作天大大縮短至 8 個工作天。
- 收款處和在公司註冊處查冊的服務時間已延長至包括午膳時間，以便提供更佳服務。
- 公眾查冊中心已進行翻新工程，以便為客戶提供電子查冊服務及更舒適的服務環境。
- 客戶遞交毋須繳費的文件後，「公司註冊處綜合資訊系統」會發出收條，供客戶作紀錄之用。

Improvements to Services

During 2004-05, we achieved the following service improvements: —

- With the launch of the e-Search Services, customers around the world can enjoy online access to current data of registered companies and over 80 million pages of image records of documents registered and kept by the Registrar of Companies over the internet anytime, anywhere.
- Free searches including Company Name Search, Document Indices Searches and Register of Charges Searches are offered under the new e-Search Services.
- Information on all documents lodged with the Registry and pending registration have been included in the Document Index for public search.
- Electronic payment methods, i.e. VISA/MasterCard, PPS and JETCO for online searchers and Octopus and EPS for onsite searchers have been introduced to suit different customers' needs.
- A Help Desk Support Service is available round-the-clock to assist customers in using the e-Search Services.
- The time span in which documents are registered and made available for public search has been significantly shortened from 16 to 8 working days.
- The shroff and onsite search hours have been extended (including lunch hours) to provide a better service.
- The Public Search Centre has been refurbished to facilitate the provision of electronic search services and provide customers with a better service environment.
- Acknowledgement slips in respect of submission of no-fee documents are generated by ICRIS and issued for the records of customers.



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。二零零四至零五年度瀏覽本處網站的總人數共有442,434人次，較二零零三至零四年度增加18%。客戶可從本處網站下載指明表格、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站的內容。年內，本處的網頁增設了「客戶建議」、「客戶滿意程度調查」和「公司註冊處綜合資訊系統電子查冊服務」三個欄目。

公司註冊處電話諮詢熱線 (852) (2234 9933) 全日二十四小時運作，方便市民查詢本處提供的服務。年內收到的查詢達 70,585 宗，即平均每月有 5,882 宗。

本處現時有 18 款資料小冊子，內容涵蓋各項服務，例如成立新公司、遞交文件規定和查閱公司資料。這些小冊子對於幫助客戶了解本處提供的服務和他們須履行的法定責任，發揮很大作用。本處會繼續在適當時更新小冊子的內容。

Communication Channels

The Registry's homepage (<http://www.info.gov.hk/cr/>) provides a very effective communication channel with our customers. During 2004-05, a total of 442,434 viewers visited our website, an increase of 18% compared to 2003-04. Customers can download, from our website, 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 our website. In this respect, three new thematic sections, namely "Customer Suggestions", "Customer Satisfaction Survey" and "Electronic Search Services under ICRIS" have been added during the year.

The Companies Registry Enquiry Hotline (852) (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 70,585, averaging 5,882 per month.

The Registry has 18 information pamphlets covering various topics such as company formation, filing requirements and company search. The pamphlets have proved to be very useful in helping customers to understand our services and their statutory obligations. We will continue to update the pamphlets whenever appropriate.

二零零四年十月，公司註冊處處長在香港舉行的企業誠信亞洲區會議上發表演講，講題為「政府在加強企業責任方面擔當的角色」。此外，他也有出席香港公司秘書公會舉辦的企業管治會議2004，並發表題為「公司註冊處確保良好管治所擔當的角色」的演說。年內，本處的代表曾向東莞民營企業投資考察團講解「在香港成立公司的程序」，並出席屋宇署和香港警務處商業罪案調查科為其員工舉辦的講座，講題分別為「香港的公司法及檢控工作」和「公司註冊」。

In October 2004, the Registrar of Companies gave a presentation on “The Government’s role in enhancing corporate responsibility” at the Ethical Corporation Asia Conference held in Hong Kong and on the “Companies Registry’s role in ensuring good governance” at the Corporate Governance Conference 2004 organised by the Hong Kong Institute of Company Secretaries. During the year, representatives of the Registry gave talks to the Dongguan Private Enterprise Investment Study Mission on “Procedures of setting up a company in Hong Kong”, staff members of the Buildings Department on “Hong Kong Company Law & Prosecutions”, and the Commercial Crime Bureau, Hong Kong Police on “Companies Registration”.



公司註冊處處長在「企業管治會議2004」席上發表演講

The Registrar of Companies giving a presentation at the Corporate Governance Conference 2004

為了展示本處的最新發展和服務，我們參加了香港貿易發展局在二零零四年十一月舉辦的「中小企國際市場推廣日」。本處自一九九九年已參加類似的展覽，向來自世界各地的有關人士介紹本處的服務。

年內，本處經常接待到訪的本地機構。這些機構在造訪期間與本處交流意見和經驗，對改善本處服務及增進彼此的了解，非常有用。

To showcase our latest development and services, we participated in the World Small and Medium-sized Enterprises Expo, organised by the Hong Kong Trade Development Council in November 2004. The Registry has participated in similar exhibitions since 1999 to introduce its services to interested parties from different parts of the world.

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.



本處參加中小企國際市場推廣日
Participating in the World SME Expo

為了推廣電子查冊服務，本處在二零零五年一月三十一日舉行發布會，向客戶簡介新的服務。

To promote the e-Search Services, a Marketing Conference was held on 31 January 2005 to brief our customers on the new services.



本處舉行「公司註冊處電子查冊服務發布會」
Marketing Conference to launch the Companies Registry Electronic Search Services

公司註冊處電子查冊服務啓用酒會在二零零五年四月八日舉行，這是一個與客戶建立聯繫、聽取他們對新服務的意見，並就本處未來發展與他們進行交流的好機會。啓用儀式由財經事務及庫務局局長主持。

The Companies Registry Electronic Search Services Launch Reception, which was held on 8 April 2005, gave us an excellent opportunity to network with our customers and obtain their feedback on the new services and exchange views on our future development. The launching ceremony was officiated by the Secretary for Financial Services and the Treasury.



公司註冊處處長在「公司註冊處電子查冊服務啓用酒會」上致辭

The Registrar of Companies giving a speech at the Companies Registry Electronic Search Services Launch Reception



財經事務及庫務局局長出席「公司註冊處電子查冊服務啓用酒會」
The Secretary for Financial Services and the Treasury attending the Companies Registry Electronic Search Services Launch Reception



財經事務及庫務局局長、公司註冊處處長及惠普香港公司董事長宣布「公司註冊處電子查冊服務」啓用
The Secretary for Financial Services, the Registrar of Companies and the Managing Director of Hewlett-Packard HKSAR Ltd. marking the launch of the Companies Registry Electronic Search Services

本處十分重視與客戶及對本處事務感興趣的人士溝通，並為此編製年報，扼要而全面地綜述部門的概況和未來發展，而我們亦十分重視年報的質素。令我們感到十分高興的是，我們在這方面作出的努力獲得香港管理專業協會認同。本處二零零二至零三年度的年報，在香港管理專業協會舉辦的二零零四年最佳年報比賽中獲頒「優異年獎」，這是本處第三次得到這項殊榮。

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 development, and we attach great importance to the quality of our reporting. We are very pleased that our efforts in this area have been recognised by the Hong Kong Management Association (HKMA). Our 2002-03 Annual Report received an 'Honourable Mention' in the 2004 HKMA Best Annual Reports Awards. This was the third time that we have received this award.



公司註冊處在香港管理專業協會舉辦的二零零四年最佳年報比賽中獲頒「優異年獎」
The Registry receiving an 'Honourable Mention' in the 2004 HKMA Best Annual Reports Awards

組織

截至二零零五年三月三十一日，本處共有 343 名員工，其中 307 名為公務員，其餘 36 名為合約員工。在二零零四年三月三十一日，本處聘用的員工則共有 396 名。二零零四至零五年度員工數目減少的原因，是本處根據人力資源計劃，分階段刪除因推行策略性改革計劃而出現的過剩職位。

「公司註冊處綜合資訊系統」第一階段在二零零五年二月實施後，本處重整了部門架構和編制，以期加強組織架構、善用資源、節省開支及改善服務表現。

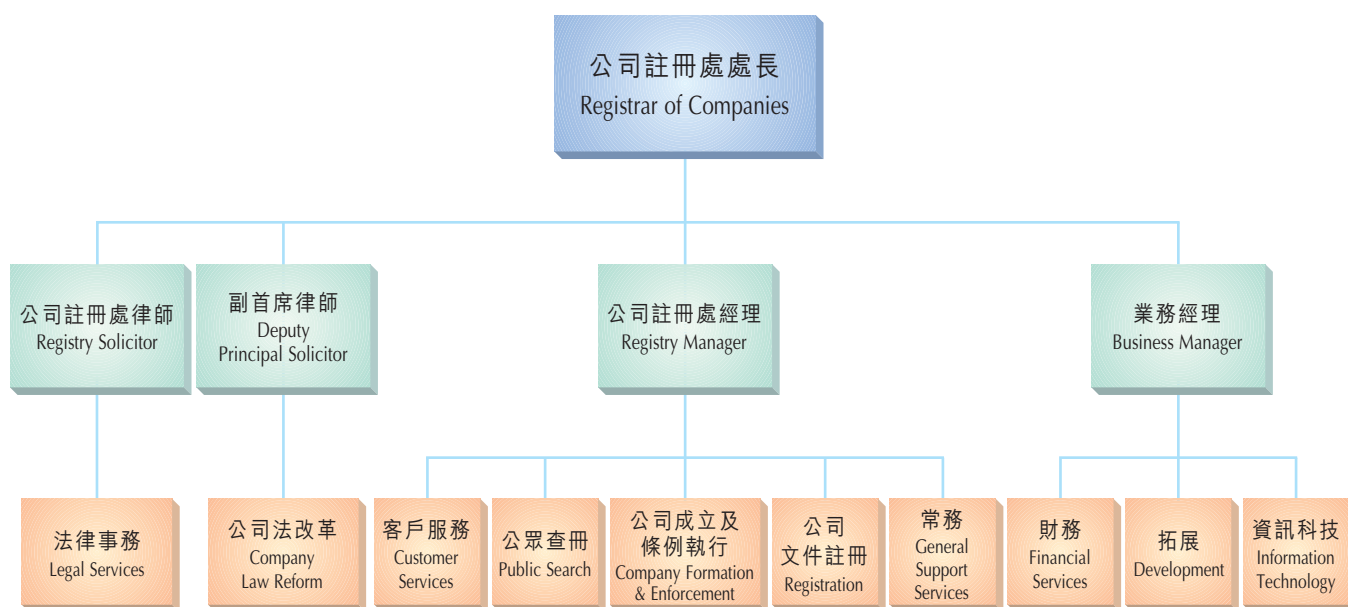
截至二零零五年三月三十一日，本處的組織架構如下：—

Organisation

As at 31 March 2005, the Registry had a total of 343 staff, of whom 307 were civil servants and 36 were contract staff, as compared with the 396 staff employed on 31 March 2004. The decrease in the number of staff during 2004-05 was attributable to the department's manpower plan of phased deletion of posts which became surplus to requirements as a result of the implementation of the SCP.

Upon the implementation of ICRIS Phase I in February 2005, the organisation and establishment of the Registry has been re-structured with a view to strengthening the organisational structure, maximising utilisation of resources, achieving savings, and improving service performances.

The Registry's organisation on 31 March 2005 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



員工管理及培訓

在員工培訓及管理方面，本處在二零零四至零五年度繼續採取策略性和積極主動的方針。處方分析部別主管對員工培訓及發展需要的意見後，擬備了二零零四至零五年度部門培訓發展計劃，所制訂的策略性培訓計劃，目的是提供特定的培訓，增進員工的技能和知識，以配合部門的運作需要，並滿足員工的發展需要。

本處繼續以提供電腦培訓作為首要工作，使員工掌握所需的技能，以配合部門在「公司註冊處綜合資訊系統」實施後改以電子模式運作，以及政府推行電子政府措施。我們已鼓勵員工利用載有軟件應用培訓資料的唯讀光碟，增進電腦知識。

除了一般的電腦培訓外，「公司註冊處綜合資訊系統」的系統開發承辦商亦已提供特定培訓，使員工具備使用新系統執行職務所需的技能和知識，有關培訓以「導師培訓計劃」的形式提供。

年內，員工參加本地培訓課程的總日數達 320 天。

除了公務員培訓處或其他承辦商提供的課堂學習外，本處亦舉辦內容多元化的簡介會和經驗分享會，例如壓力管理、工作表現管理、存檔實務和客戶服務技巧。處方亦就員工感興趣的課題，例如職業安全及健康，播放多套錄影帶。

Staff Management & Training

In 2004-05, the Registry continued its strategic and proactive approach in staff training and management matters. After analysing the division heads' views regarding staff training and development needs, the 2004-05 Departmental Training & Development Plan was prepared. A strategic training programme has been drawn up to provide specific training to enhance staff's skill and knowledge in meeting the operational needs of the department, as well as meeting their development needs.

Computer training has continued to be accorded high priority in order to equip staff with the necessary skills to cope with the department's transformation into an electronic operation under ICRIS and the Administration's e-government initiatives. Staff have been encouraged to make use of CD-ROMs containing training materials on software applications to strengthen their computer knowledge.

In addition to the general computer training, the ICRIS system development contractor had provided specific training to our staff to equip them with the skills and knowledge for carrying out their duties under the new system. A 'train-the-trainer' approach has been adopted.

During the year, a total of 320 training days were undertaken by staff locally.

In addition to class-room training conducted by the Civil Service Training and Development Institute or other contractors, in-house briefings and experience sharing sessions were conducted. They covered various topics, such as stress management, performance management, filing practices and customer services skills. Video shows on topics of interest, such as occupational safety and health, were also arranged.

為配合電子政府措施的推行，本處在二零零四年年中實施「電子處理假期申請系統」，將申請假期、計算和記錄假期總額的程序自動化。處方已提供適當培訓，讓員工了解如何使用電子假期系統。

為確定及推行改善措施，以加強內部溝通，並提升員工的工作表現和對工作的滿足感，本處計劃在本年較後時間進行員工意見調查，從而評估員工對部門運作的意見、他們整體的滿意程度和士氣等。調查的另一目的，是要提倡互相關懷的文化，鼓勵員工全力以赴，協助本處完成使命。

本處評估與工作有關的危害，以保持一個健康安全的工作環境。我們對所有已裝置顯示屏幕設備的工作間進行了風險評估，以確保符合《職業安全及健康(顯示屏幕設備)規例》的規定。處方並鼓勵長時間使用顯示屏幕設備的員工定時休息片刻，以紓緩眼部疲勞。此外，處方亦為員工提供凝膠滑鼠腕墊。

In line with the e-government initiatives, the Registry implemented in mid-2004 an Electronic Leave Application and Processing System to automate the leave application, calculation and recording processes. Relevant training has been provided to the staff on the use of the e-leave system.

In order to identify and introduce improvement measures for better internal communications, work performance and job satisfaction, the Registry proposes to conduct a staff opinion survey later in the year to gauge staff's opinion on the department's operation, their overall satisfaction, morale, etc. The survey also aims at establishing a caring culture so that staff will be motivated to give their best to support the Registry's mission.

The Registry evaluates job-related hazards with a view to maintaining a healthy and safe working environment. We have conducted risk assessment of all workstations with display screen equipment to ensure compliance with the requirements stipulated in the Occupational Safety and Health (Display Screen Equipment) Regulation. Staff who use display screen equipment for a considerable period are encouraged to take regular short breaks to reduce the eye strain. Furthermore, gel-filled wrist mouse pads are provided to staff.



員工獎勵及嘉許

本處設有員工獎勵計劃，目的在於加強員工對部門服務承諾的認識和承擔，並激勵他們不斷改善服務。該計劃共有五項活動，目的是達致下列五個不同目標：—

- 工作表現獎 —— 對每位員工的整體工作表現表示嘉許；
- 最佳建議獎 —— 對員工提出有助本處提高效率和改善工作的建議表示嘉許；
- 好人好事獎 —— 對個別員工的模範行為和卓越表現表示嘉許；
- 最佳服務獎 —— 對某個部別或組別在指定服務方面的工作表現表示嘉許；及
- 模範櫃檯職員獎 —— 對個別為客戶提供優質服務的員工表示嘉許。

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



公司註冊處處長向優勝者頒發「最佳服務獎」

The Registrar of Companies presenting the Best Service Award to the winner

行政組提供的「遞交文件——非繁忙時間」服務，連續兩年獲本處的主要客戶選為最佳服務獎的得獎組別。本處訂下的目標，是在十分鐘內提供這項服務的個案比率須達總數的 98%。由於行政組以 100% 的比率超標完成，該組人員得獎可說是實至名歸。模範櫃檯職員獎的 12 名得主，均由親身到本處辦理手續的客戶選出，所收到的選票共有 2,088 張。這個獎項有助培養員工作出承擔，為客戶提供有禮和高效率的服務。

Submission of documents —— non-peak hours, a service provided by the Administration Section, was chosen by the Registry's major customers as the winner of the Best Service Award for two consecutive years. The achievement target for providing this service was within ten minutes in 98% of total cases. As the Administration Section has been able to exceed the target by providing the service within ten minutes in 100% of the cases, the award to the staff concerned was well justified. Twelve winners of the Best Counter Staff Award were selected by the Registry's walk-in customers who submitted 2,088 voting tickets. This award has helped to instill in our staff a commitment to providing a courteous and efficient service.



行政組提供的「遞交文件——非繁忙時間」服務奪得「最佳服務獎」
The winner of the Best Service Award —— 'Submission of documents —— non-peak hours' service of the Administration Section



其他嘉許公務員的計劃，例如長期優良服務公費旅行獎勵計劃和長期優良服務獎勵計劃，目的都是要表揚盡心服務、表現優良的員工。在二零零四至零五年度，本處有五名人員獲得長期服務公費旅行獎，而獲頒三十年及二十年長期優良服務獎狀的人員則各有六名。

二零零五年三月，公司註冊處處長向全體員工發出感謝信，讚賞他們憑着努力、投入和幹勁，令「公司註冊處綜合資訊系統」第一階段得以成功推行。二零零五年四月，公司註冊處處長向各個有份參與該系統第一階段計劃的主要首長級人員，以及總公司註冊主任和高級公司註冊主任職級的人員發出感謝信，藉以表揚他們為這項十分重要的措施作出寶貴貢獻。

Other civil service-wide staff recognition schemes, such as the Long and Meritorious Service Travel Award and the Long and Meritorious Service Award Schemes, recognise loyal and meritorious service. In 2004-05, five officers received the Long and Meritorious Service Travel Award. Six officers were awarded the 30 years' and another six officers were awarded 20 years' Long and Meritorious Service Certificates.

In March 2005, the Registrar of Companies issued an appreciation letter to all staff to extend his appreciation for their hard work, dedication and ability in relation to the successful implementation of ICRIS Phase I. In April 2005, the Registrar of Companies issued individual appreciation letters to the key directorate officers and officers in the ranks of Chief Companies Registration Officer and Senior Companies Registration Officer who were involved in ICRIS Phase I in recognition of their valuable contributions to this very important initiative.



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



財經事務及庫務局常任秘書長向公司註冊處處長頒發「三十年長期優良服務獎狀」
The Registrar of Companies receiving the 30 years' Long and Meritorious Service Certificate
from the Permanent Secretary for Financial Services and the Treasury



獲頒「長期優良服務獎狀」的同事
Officers receiving the Long and Meritorious Service Certificates



員工關係

年內，本處舉辦各式各樣的聯誼及康樂活動，以促進員工關係和健康。這些活動深受員工及其家屬歡迎。在二零零四至零五年度舉辦的活動包括：播放以健康為題的錄影帶、太極班、面相手相研習班、參觀青嶼幹線觀景台和遊覽屯門黃金海岸，以及聖誕聚餐。

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 2004-05 featured video shows on health topics, Tai Chi class, Palmistry and Face Reading class, outing to Lantau Link Visitors' Viewing Centre and Golden Coast at Tuen Mun, and the Christmas party and dinner.



參觀青嶼幹線觀景台
Outing to Lantau Link Visitors' Viewing Centre



公司註冊處處長和首長級人員在聖誕聚餐席上向同事祝酒
The Registrar of Companies and Directorate officers proposing a toast at the Christmas dinner



聖誕聚餐
The Christmas Dinner



聖誕聚餐
The Christmas Dinner

社會責任

本處員工繼續發揮社區精神，積極參與多項捐款活動，例如公益綠「識」日、便服日、公益行善「折」食日、捐款救助海嘯災民、「易泊卡」捐款運動等。

Social Responsibility

Staff continued demonstrating their community-spirit by actively participating in various donation programmes, such as the Green Day, Dress Casual Day, Skip Lunch Day, Donations to help the Tsunami victims, Donation of e-Park Cards campaign, etc.

檢控

本處繼續通過發出傳票，循簡易程序檢控未有根據《公司條例》提交周年申報表或履行其他申報責任的失責公司。除了每周在東區裁判法院提出檢控外，本處亦經由沙田裁判法院及荃灣裁判法院發出傳票，從而擴大部門的檢控計劃。由二零零五年七月一日起，本處經上述三間法院發出的傳票總數，由每周 60 張增至 80 張。在二零零四至零五年度，共有 80.8% 的公司在訂明期限內提交周年申報表，而在二零零二至零三、二零零三至零四年度的比率則分別為 80.4% 和 79.5%。

在二零零四至零五年度，本處向未有履行《公司條例》所定責任的公司發出了 1,760 張傳票。在二零零二至零三、二零零三至零四年度則分別發出了 275 和 1,551 張。被檢控的上市公司資料及法庭裁定的罪名和刑罰載於附錄 E。

在二零零四至零五年度，本處收到 193 宗市民及其他政府部門就涉嫌違反《公司條例》提出的投訴，在二零零二至零三、二零零三至零四年度則分別接獲 282 和 254 宗。投訴最多的事項包括：申請撤銷註冊的不營運但有償債能力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、公司未有提交周年申報表及其他法定申報表，以及申報表的資料過時或不準確。當中有四宗投訴涉及較嚴重的指控，包括作出虛假或具誤導性的陳述，都已轉交警務處商業罪案調查科作進一步調查。

Prosecutions

The Registry is continuing with its practice of issuing summonses for summary prosecution against companies in default of their obligation to file annual returns and their other reporting obligations under the Companies Ordinance. The Registry has expanded its prosecution programme by issuing summonses in Shatin and Tsuen Wan Magistracies in addition to the prosecutions conducted each week in Eastern Magistracy. With effect from 1 July 2005, the total number of summonses issued in the three courts has increased from 60 to 80 summonses per week. In 2004-05, 80.8% of companies filed their annual returns within the prescribed time limit compared with compliance rates of 80.4% for 2002-03 and 79.5% for 2003-04.

In 2004-05, a total of 1,760 summonses were issued against companies for failure to comply with their obligations under the Companies Ordinance, compared with 275 and 1,551 summonses issued in 2002-03 and 2003-04 respectively. Details of the listed companies prosecuted together with the offences and penalties imposed by the court are given in Appendix E.

In 2004-05, the Registry received 193 complaints from members of the public and other Government departments regarding alleged breaches of the Companies Ordinance, compared with 282 and 254 complaints received in 2002-03 and 2003-04 respectively. The highest number of complaints concerned false or misleading information relating to applications for deregistration of defunct solvent private companies, failure to report the address of the registered office of a company, failure to file annual returns and other statutory returns, and outdated or inaccurate information contained in returns. Four of these complaint cases, which concerned more serious allegations involving false or misleading statements, have been referred to the Commercial Crime Bureau of the Police for further investigation.



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。直至二零零四年一月三十一日為止，由上訴法庭副庭長出任主席，而現任主席為私人執業的資深大律師，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。本處為委員會提供秘書處服務。委員會的主要職能是確保對《公司條例》定期進行檢討，以配合商界不斷轉變的需要。年內，委員會共召開 12 次會議，審議多項修訂《公司條例》的建議。

委員會的工作詳情刊載於二零零五年下半年出版的《公司法改革常務委員會第 21 號年報》。

Standing Committee on Company Law Reform

The SCCLR is a non-statutory committee established in 1984. It was chaired by a Vice President of the Court of Appeal for the period up to 31 January 2004 and is currently chaired by a Senior Counsel in private practice. 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 twelve times to consider a wide range of proposals to amend the Companies Ordinance.

Full details of the SCCLR's work can be found in the Committee's 21st Annual Report to be issued in the latter half of 2005.

制定法例

《2004年公司法(修訂)條例》

《2004年公司法(修訂)條例》於二零零四年七月二十二日制定。該條例附表1修訂與招股章程有關的條文，並已在二零零四年十二月三日生效。附表3的修訂旨在加強股東的補救方法，包括引入法定衍生訴訟，並已在二零零五年七月十五日生效。附表2的修訂旨在把非香港公司的登記制度現代化，當「公司註冊處綜合資訊系統」為配合這些修訂而作出了必需的修改後，附表2的修訂會在二零零六年實施。

《2004年公司法條例(修訂附表8)令》

《2004年公司法條例(修訂附表8)令》修訂各項法定費用，以配合新的電子查冊服務推出。有關修訂已於二零零五年二月二十八日與「公司註冊處綜合資訊系統」第一階段同步實施。

《2005年公司法(修訂)條例》

《2005年公司法(修訂)條例》修訂《公司法》為擬備集團帳目的目的而設定的附屬企業定義，該修訂條例於二零零五年六月二十九日獲立法會通過。

《2005年公司法條例(修訂附表8)令》

《2005年公司法條例(修訂附表8)令》的修訂條文旨在調整《2004年公司法(修訂)條例》所規定非香港公司須繳付的存檔費。該項命令將於二零零五年年底提交立法會審議，以便與《2004年公司法(修訂)條例》附表2同時實施。

Legislation

Companies (Amendment) Ordinance 2004

The Companies (Amendment) Ordinance 2004 was enacted on 22 July 2004. Schedule 1 of this Ordinance, which concerned amendments relating to prospectuses came into effect on 3 December 2004. Schedule 3, containing amendments to enhance shareholders' remedies, including the introduction of a statutory derivative action, was brought into effect on 15 July 2005. Schedule 2, which contains amendments to modernise the registration regime for non-Hong Kong companies, will be implemented in 2006 after the necessary modifications to ICRIS to cater for the amendments have been carried out.

Companies Ordinance (Amendment of Eighth Schedule) Order 2004

The Companies Ordinance (Amendment of Eighth Schedule) Order 2004, which amended the statutory fees to cater for the new electronic search services, came into effect on 28 February 2005 to synchronise with the implementation of ICRIS Phase I.

Companies (Amendment) Ordinance 2005

The Companies (Amendment) Ordinance 2005 which amends the Companies Ordinance in respect of the definition of subsidiary undertakings for the purpose of preparing group accounts was passed by the Legislative Council on 29 June 2005.

Companies Ordinance (Amendment of Eighth Schedule) Order 2005

This Order, which contains amendments to restructure the filing fees for non-Hong Kong companies in the Companies (Amendment) Ordinance 2004, will be tabled in the Legislative Council in late 2005 with a view to being brought into operation simultaneously with Schedule 2 of the Companies (Amendment) Ordinance 2004.



策略性改革計劃

過去數年，本處一直致力於進行一項持續發展計劃，以擴展並改善所提供的公共設施和服務。為了實現部門的理想，建立以全電腦化方式存檔、處理、儲存和發布公司資料的公司註冊處，我們自一九九八年起已制訂並實施策略性改革計劃。這計劃的目的，是通過多項措施，包括改善資訊科技基礎設施和推行電子化服務，以達到三個策略目標，分別是發展電子化服務和更廣泛使用資訊科技、提高申報資料質素和加強公司遵守法規意識，以及提供並維持卓越的服務。策略性改革計劃的主要措施，是分階段實施一個新的資訊系統——「公司註冊處綜合資訊系統」，以取代本處以往使用的電腦系統，並支援部門的核心業務。

公司註冊處綜合資訊系統

「公司註冊處綜合資訊系統」第一階段已在二零零五年二月二十八日投入運作。該系統啓用後，本處會將收到的紙張文件全部轉換成數碼影像，以便本處人員將資料輸入系統以核證有關資料，或以聯線方式審閱資料。新的系統和操作程序可大大縮短處理文件所需的時間、更快捷地更新和披露公司資料、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。客戶可在網上查閱本處資料庫備存的最新資料，以及八千多萬頁已登記文件的數碼影像。新的網上查冊服務深受商界歡迎，登記聯線客戶數目現已超過 1,200 位，其中 26 位是海外客戶，而在網上查閱公司資料的比率現已超過 90%。

Strategic Change Plan

Over the past years, the Registry has embarked on a continuous development program to expand and enhance the level of facilities and services to the public. In order to implement the department's vision of establishing a fully computerised companies registry for filing, processing, storing and disseminating corporate information, since 1998 we have formulated and implemented the SCP. The SCP aims to achieve three strategic goals — *Developing electronic service and wider use of information technologies, Enhancing quality of information and corporate compliance and Achieving and sustaining excellence in service delivery* — through the implementation of a number of initiatives including information technology infrastructure enhancement and implementation of electronic services. The major initiative in the SCP is the phased implementation of a new information system — *Integrated Companies Registry Information System (ICRIS)* to replace the Registry's previous computer systems and support the department's core business operations.

Integrated Companies Registry Information System

ICRIS Phase I was launched on 28 February 2005. Under ICRIS, all paper documents received will be converted into digitised images to enable data entry and system verification or online scrutiny by Registry staff. The new system and operational procedures have led to a significant reduction in the time taken to process documents, more timely updating and disclosure of company information, enhanced data security and integrity and higher productivity at reduced operating costs. Customers can conduct searches over the internet on the current data and over 80 million pages digitised images of registered company document kept in the Registry's database. The new internet search services have been well received by the business community. There are over 1,200 registered online users, including 26 overseas users, and over 90% of company searches are now conducted over the internet.

本處現正對電腦系統進行一些主要的改善工程，以配合《2003年公司(修訂)條例》和《2004年公司(修訂)條例》就備任董事索引和非香港公司作出的新規定。改善工程完成後，本處會隨即開發「公司註冊處綜合資訊系統」第二階段，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，希望第二階段可在二零零八至零九年度實施。

檢討指明表格

本處已完成檢討一套共 14 款的新指明表格，這套表格是因應《2004年公司(修訂)條例》對《公司條例》第 XI 部作出的修訂而提供的。新表格將在修訂條例附表 2 實施後推出。

The Registry is now carrying out some major enhancements to the computer system to cater for the new requirements relating to the reserve directors' index and non-Hong Kong companies in the Companies (Amendment) Ordinance 2003 and Companies (Amendment) Ordinance 2004. Once these enhancement works have been completed, the Registry will proceed to develop ICRIS Phase II, which will include the implementation of electronic filing of applications for incorporation and document registration. It is hoped that Phase II can be implemented in 2008-09.

Review of Specified Forms

We have completed the review of a set of 14 new specified forms required by the legislative amendments to Part XI of the Companies Ordinance under the Companies (Amendment) Ordinance 2004. These new forms will be introduced upon the implementation of Schedule 2 of the Amendment Ordinance.



公司法改革

重寫《公司條例》

在二零零零年，公司法改革常務委員會發表《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》，並根據報告所載的建議，訂定共 62 個需要修訂法例或進一步研究的項目。其後，委員會進行大規模的企業管治檢討，並在二零零一年七月和二零零三年六月發出兩份諮詢文件。檢討完成後，委員會提出了修訂《公司條例》多項條文的建議。

過去數年，政府通過一系列主要的公司修訂條例，包括《2003 年公司（修訂）條例》、《2004 年公司（修訂）條例》和《2005 年公司（修訂）條例》，逐步實施上述建議。不過，到了現階段，我們必須着手全面重寫和重整《公司條例》，原因如下：第一，我們必須在重寫《公司條例》的情況下，才能落實公司法改革常務委員會餘下的大部分建議，例如公司重新分類、改革資本保存條文、重組條文、簡化用語等。第二，我們需要解決現行《公司條例》本身的問題，包括結構和理解問題（例如範圍太廣和次序混亂），以及概念過時和條文欠清晰的問題（例如假定公司須以書面文件形式與其成員溝通，而非使用電子通訊），這種種因素產生了額外和不必要的營商成本。第三，其他多個主要的普通法司法管轄區，例如澳洲、新加坡和英國都已着手大規模檢討其公司法。如果香港不跟隨的話，本港的公司法便會落後於某些相若的司法管轄區。

Company Law Reform

Re-write of the Companies Ordinance

In 2000, the SCCLR published "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". On the basis of the recommendations of the Report, a total of 62 items for legislative amendments or further study have been identified. Subsequently, the SCCLR undertook a major corporate governance review and issued two consultation papers, one in July 2001 and the other in June 2003. As a result of this review, recommendations were made to amend various sections of the Companies Ordinance.

Over the past few years, the Administration has been steadily implementing the recommendations in the context of a series of major companies amendment ordinances, principally the Companies (Amendment) Ordinance 2003, the Companies (Amendment) Ordinance 2004 and the Companies (Amendment) Ordinance 2005. We have, however, now got to a stage when we have to get to grips with the overall rewriting and restructuring of the Companies Ordinance for a number of reasons. First, the implementation of most of the remaining recommendations by the SCCLR, e.g. re-classification of companies, reform of the capital maintenance provisions, re-organisation of sections, simplification of language etc. can be handled only in the context of a rewrite of the Ordinance. Secondly, we need to resolve problems inherent in the existing Companies Ordinance such as structure and accessibility e.g. over-extensive scope and confusing sequences, and antiquated concepts and unclear provisions e.g. assuming that communications between a company and its members will take the form of paper as opposed to electronic communications. All these impose additional, unnecessary costs on business. Thirdly, a number of other major common law jurisdictions such as Australia, Singapore and the United Kingdom are also engaged in major reviews of their company law. If Hong Kong does not follow suit, we could find ourselves in a situation where our company law is not as up to date as some of the comparable jurisdictions.

有鑑於此，政府已為落實重寫《公司條例》而展開詳細的籌劃工作，包括擬訂運作模式和組織架構，以及評估對財政和資源的影響。我們計劃在二零零五年較後時間，就資源需要徵求所需的批准，然後在二零零六年年中開始重寫《公司條例》。

檢討《公司條例》的會計和審計條文

「政府／香港會計師公會聯合工作小組」在二零零二年三月成立，負責根據全面檢討《公司條例》而徹底檢討該條例的會計和審計條文。截至二零零五年三月三十一日，工作小組召開了34次會議，並向公司法改革常務委員會提出三組建議，以供審議和確認。我們將在全面重寫《公司條例》時，處理工作小組提出的建議。

《財務匯報局條例草案》

二零零三年一月，香港會計師公會應財經事務及庫務局局長的要求，就加強會計專業的規管制度提出建議。政府內部經進一步研究，並考慮到在二零零三年年底和二零零五年年初進行的兩次公開諮詢，建議設立一個名為「財務匯報局」的新法定組織。該局轄下將設有審計調查委員會，以及成員自財務匯報檢討委員團選出的財務匯報檢討委員會。

In view of the above, the Administration has started detailed planning and preparatory work to take forward the rewrite exercise, including the design of the modus operandi and the organisational framework as well as assessing the financial and resource implications. The plan is to obtain the necessary approval for the resource requirements in the latter part of 2005 and to start the rewrite in mid 2006.

Review of Accounting and Auditing Provisions of the Companies Ordinance

The Joint Government/HKICPA Working Group (JWG) was established in March 2002 to undertake a comprehensive review of the accounting and auditing provisions of the Companies Ordinance in the context of the Overall Review of the Companies Ordinance. Up to 31 March 2005, the JWG had held 34 meetings and submitted three sets of recommendations to the SCCLR for consideration and endorsement. The JWG's recommendations will be processed in the context of the overall rewrite of the Companies Ordinance.

Financial Reporting Council Bill

In January 2003, at the request of the Secretary for Financial Services and the Treasury, the HKICPA submitted proposals to strengthen the regulatory regime for the accounting profession. After further consideration within the Administration and in the light of two public consultations in late 2003 and early 2005, the Administration proposes to establish a new statutory body to be named the Financial Reporting Council (FRC). The FRC will be underpinned by the Audit Investigation Board (AIB) and Financial Reporting Review Committees (FRRC) drawn from the Financial Reporting Review Panel (FRRP).



審計調查委員會將負責調查香港上市法團和集體投資計劃核數師涉嫌的失當行為，而財務匯報檢討委員會則處理香港上市法團和集體投資計劃的會計及財務報表涉嫌未有遵從有關法律和會計規定的個案。《財務匯報局條例草案》已於二零零五年六月二十九日提交立法會審議。公司註冊處將聯同證券及期貨事務監察委員會、香港交易及結算所有限公司和香港會計師公會，在首三年各自向財務匯報局提供每年達 250 萬元的經費，以及一筆不多於 250 萬元的最初成立費用。此外，本處亦會為財務匯報局提供辦公地方。

The AIB will be responsible for investigating suspected irregularities concerning auditors of corporations and collective investment schemes listed in Hong Kong. The FRRCs will deal with suspected non-compliance of the accounting and financial statements of corporations and collective investment schemes listed in Hong Kong with the relevant legal and accounting requirements. The FRC Bill was introduced into LegCo on 29 June 2005. The Companies Registry, along with the SFC, HKEx and HKICPA, will provide funding for the FRC to the extent of \$2.5 million per annum for the first three years and an initial set-up cost of up to \$2.5 million. In addition, the Registry will provide accommodation for the FRC.

本處一直與內地及其他司法管轄區保持並加強聯繫，以便客觀評估我們的服務標準和工作表現，並就提供和發展公司註冊服務、處理企業管治事宜，與這些司法管轄區交流經驗。

本處在二零零四至零五年度共接待了 25 批訪客，包括內地政府部門和專業團體，以及英屬維爾京群島財經事務委員會、越南廣治省人民委員會、斯里蘭卡、澳洲和薩摩亞的政府官員。公司註冊處處長和公司註冊處律師在二零零五年三月八日至十一日，出席在澳洲墨爾本舉行的亞太企業登記冊論壇。在上述訪問和會議期間交流的意見及經驗，對於本處日後制訂新的措施和策略，大有裨益。

Contacts with the Mainland and other jurisdictions 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 those jurisdictions.

In 2004-05, the Registry received 25 groups of visitors, including government departments and professional bodies from the Mainland, and government officials from the Financial Services Commission of British Virgin Islands, People's Committee of Quang Tri Province of Vietnam, Sri Lanka, Australia and Samoa. The Registrar of Companies and the Registry Solicitor attended the Asia Pacific Corporate Registers Forum in Melbourne, Australia from 8 to 11 March 2005. The ideas and experiences shared during the visits and Conference will be very useful for developing new initiatives and strategies in the future.



黑龍江工商行政管理局代表團探訪本處

Visit by the delegation from Hei Long Jiang Industry and Commerce Administration



英屬維爾京群島財經事務委員會代表團探訪本處
Visit by the British Virgin Islands Financial Services Commission



斯里蘭卡代表團探訪本處
Visit by the delegation from Sri Lanka



江蘇律師團探訪本處
Visit from Jiang Su Lawyers

A 二零零五年主要工作量統計數字
Key Workload Statistics for 2005

B 一九九五年至二零零五年
主要統計數字
**Statistical Highlights
from 1995 to 2005**

C 周年帳目表
Annual Accounts

D 審計署署長報告
Report of the Director of Audit

E 二零零四年四月一日至
二零零五年三月三十一日
根據《公司條例》被檢控的
上市公司的定罪紀錄
**Conviction Record of Listed Companies
prosecuted under the Companies
Ordinance for the period from
1 April 2004 to 31 March 2005**



二零零五年主要工作量統計數字
Key Workload Statistics for 2005

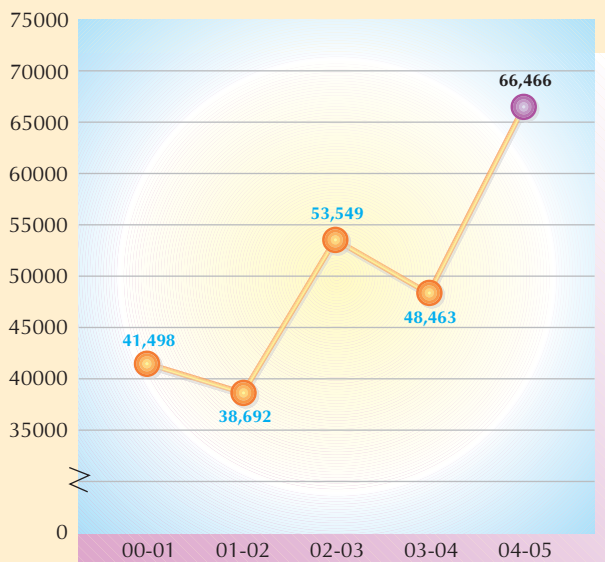
		截至 3 月 31 日止年度 Year to 31 March		增／(減) 百分比 % Change
		2005	2004	%
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public	485	370	31.1
— 私人公司	— private	65,981	48,093	37.2
登記的海外公司	Oversea companies registered	681	687	(0.9)
公司文件登記	General Registration of Documents			
所收到的文件	Documents received	1,624,230	1,522,678	6.7
所收到的押記	Charges received	31,892	21,940	45.4
更改名稱申請書	Change of name applications	9,786	10,147	(3.6)
自動清盤通知書	Voluntary liquidation notices	1,082	1,106	(2.2)
查閱公司資料	Company Search			
查閱縮微膠片	Microfilm Searches	1,423,613*	1,563,636	(9.0)
查閱文件影像紀錄	Document Image Record Searches	221,081**	—	N/A
查閱公司資料	Company Particulars Searches	94,835	87,187	8.8
查閱董事索引	Directors Index Searches	148,092	131,505	12.6
檢控	Prosecution			
發出傳票	Summonses issued	1,760	1,551	13.5
定罪率	Conviction rate	50%	24%	108.3
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	21,318	29,979	(28.9)
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	18,125	19,540	(7.2)

* 2004 年 4 月 1 日至 2005 年 2 月 27 日 For the period from 1.4.2004 to 27.2.2005

** 2005 年 2 月 28 日至 3 月 31 日 For the period from 28.2.2005 to 31.3.2005

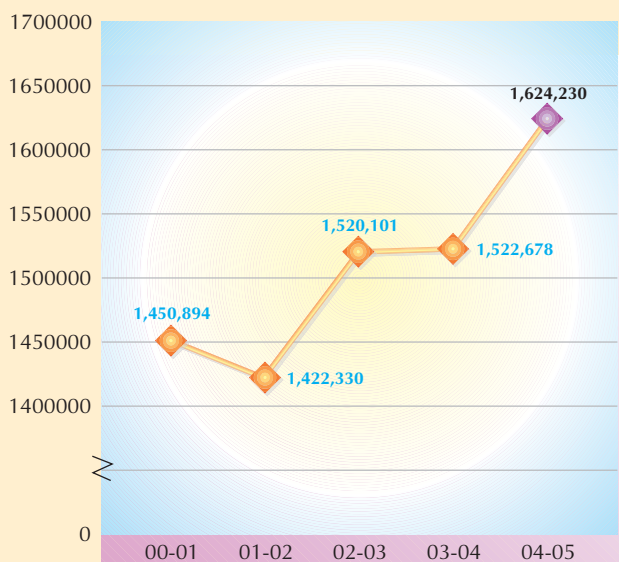
註冊成立公司總數

Number of Companies Incorporated



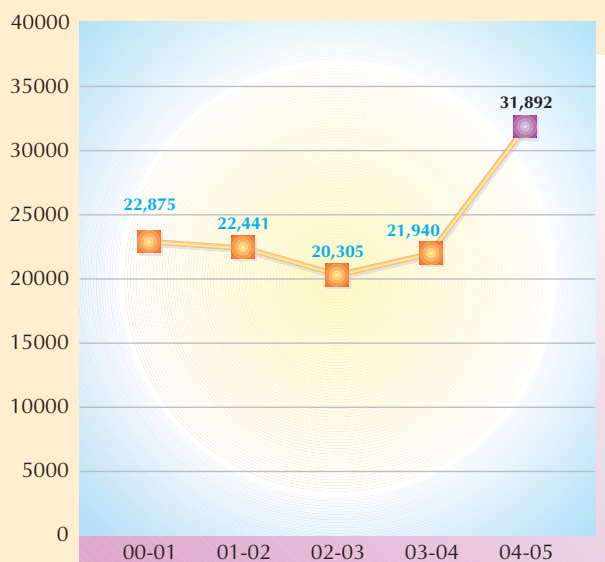
遞交登記文件數目

Documents Received for Registration



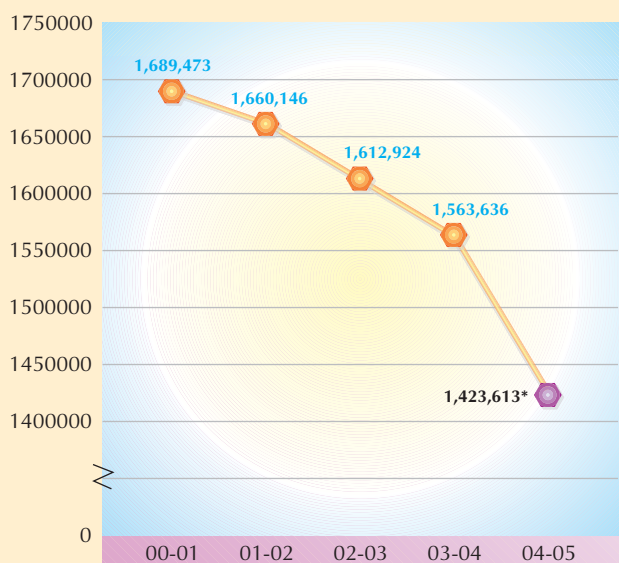
押記登記數目

Charges Received for Registration



查閱縮微膠片數目

Number of Microfilm Searches



* 2004年4月1日至2005年2月27日
For the period from 1.4.2004 to 27.2.2005



一九九五年至二零零五年主要統計數字
Statistical Highlights from 1995 to 2005

	年份 Year										
	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005 (首 6 個月 first 6 months)
本地公司 LOCAL COMPANIES											
註冊成立公司 Incorporations											
— 公眾 Public											
• 股本有限公司 Limited by shares	10	7	4	3	7	5	2	4	2	6	2
• 擔保有限公司 Limited by guarantee	263	288	354	264	356	383	345	462	373	459	251
— 私人 Private	32,735	49,439	48,917	29,680	35,197	42,971	37,911	46,088	49,674	65,093	37,345
轉換 Conversions											
— 公眾轉為私人 Public to Private	11	5	8	14	11	10	14	4	6	9	4
— 私人轉為公眾 Private to Public	11	13	17	2	7	11	5	5	7	5	1
還原 Restorations											
— 公眾 Public	0	0	2	4	7	3	3	2	1	—	—
— 私人 Private	5	10	32	109	94	79	111	93	106	124	65
解散 Dissolutions											
— 清盤 Liquidation	3,371	3,820	3,603	3,220	3,747	3,312	2,090	1,978	2,319	1,961	909
— 撤銷註冊 (一九九九年十一月推行) Deregistration (starting from November 1999)	—	—	—	—	—	9,767	20,219	21,380	18,936	19,225	8,992
— 剔除註冊 Striking-off	10,544	34,626	54,369	26,763	15,620	9,747	17,185	30,560	34,606	22,922	10,183
— 其他 Others	4	0	1	0	0	0	1	—	—	—	—
截至年底登記冊上的公司數目 No. of companies on register at end of year											
— 公眾 Public	6,322	6,041	5,837	5,934	6,058	6,310	6,576	6,922	7,171	7,562	7,640
— 私人 Private	465,561	477,140	468,680	468,660	484,830	505,193	503,804	496,189	490,235	511,418	528,246
包括 including											
• 截至年底登記冊上的 不營運公司 Dormant companies on register at end of year	2,191	2,682	3,194	3,646	3,748	3,809	3,925	4,020	4,110	4,451	4,670
• 截至年底登記冊上 獲發特許證免除在名稱 中加入「有限公司」一詞 的公司 Companies licensed to dispense with the word “Limited” in their names on register at end of year	494	520	536	554	585	606	626	644	661	666	667

	年份 Year										
	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005 (首 6 個月 first 6 months)
登記文件 REGISTRATION OF DOCUMENTS											
收到文件總數 Total no. of documents received	1,261,267	1,556,838	1,664,421	1,468,461	1,445,501	1,468,597	1,416,161	1,498,231	1,505,144	1,634,452	831,080
包括 including											
— 申請更改公司名稱 Change of company name applications	11,097	10,215	10,319	9,045	9,787	12,312	9,698	10,228	10,223	10,491	4,976
— 增加股本 Increase of share capital	8,103	7,415	6,953	3,622	5,595	6,263	5,510	5,591	5,778	6,181	2,846
— 減少股本 Reduction of share capital	11	16	19	16	11	11	18	20	26	26	7
— 押記 Charges											
• 押記 Charges	29,046	33,788	47,705	20,205	20,139	23,411	22,576	20,741	20,193	30,380	17,746
• 解除抵押備忘錄 Memorandum of discharge	18,522	21,838	30,992	20,582	19,342	19,668	19,203	16,763	15,193	21,804	12,347
— 委任接管人通知書 Notices of appointment of receiver	8	23	14	13	195	250	316	205	176	131	12
公司查冊 COMPANY SEARCH											
查閱縮微膠片／紙張檔案 (二零零五年二月二十八日起 取消的服務) Microfiches / Paper files Search (service ceased on 28 February 2005)	1,870,112	1,878,431	2,002,372	1,777,663	1,636,075	1,660,690	1,690,984	1,575,561	1,548,891	1,585,314	225,919
查閱文件影像紀錄 (二零零五年二月二十八日起 提供的服務) Document Image Records Search (service available since 28 February 2005)	—	—	—	—	—	—	—	—	—	—	912,964
查閱董事索引 Directors Index Search	637	644	623	1,002	928	11,916	67,249	103,554	121,964	153,212	66,619
查閱公司資料 (二零零零年三月三十一日起 提供的服務) Company Particulars Search (service available since 31 March 2000)	—	—	—	—	—	5,400	47,379	60,887	82,616	95,518	51,809



	年份 Year										
	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005 (首 6 個月 first 6 months)
公司清盤 COMPANY LIQUIDATION											
成員自動清盤 Members' Voluntary Winding-up											
— 已展開的個案 Cases Commenced	2,992	3,250	2,638	3,005	3,067	1,581	1,178	1,085	946	825	348
— 處理中的個案 Cases in Progress	3,548	3,390	2,887	3,130	3,000	1,870	1,518	1,333	1,235	1,141	1,110
債權人自動清盤 Creditors' Voluntary Winding-up											
— 已展開的個案 Cases Commenced	182	174	107	211	322	164	229	267	217	256	94
— 處理中的個案 Cases in Progress	508	428	353	439	573	490	560	657	589	636	652
檢控 PROSECUTIONS											
發出傳票數目 Summonses Issued	273	195	200	302	172	235	238	139	1,351	1,474	1,420
定罪率 Conviction Rate	94%	94%	90%	76%	53%	49%	23%	67%	24%	51%	45%
罰款總數 Total Fines (HK\$'000 港元)	3,357	3,889	2,427	4,181	431	751	254	862	1,504	5,670	4,744
被取消資格人士 DISQUALIFIED PERSONS											
截至年底登記冊上被取消 資格人士數目 No. of disqualified persons on register at end of year	46	74	77	70	70	69	105	123	140	178	187
海外公司 OVERSEA COMPANIES											
在香港註冊的新公司 Newly registered in Hong Kong	582	665	713	570	658	814	812	700	724	735	275
不再在香港設有營業地點 Ceased to have a place of business in Hong Kong	221	378	250	325	341	350	448	447	451	439	192
截至年底登記冊上的公司數目 No. of companies on register at end of year	4,317	4,604	5,067	5,312	5,629	6,093	6,457	6,710	6,983	7,279	7,362

	年份 Year										
	1995	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005 (首 6 個月 first 6 months)
根據《公司條例》第 XI 部註冊海外公司數目 (按成立地方劃分)											
DISTRIBUTION OF OVERSEA COMPANIES REGISTERED UNDER PART XI OF THE COMPANIES ORDINANCE BY PLACE OF INCORPORATION											
澳洲 Australia	117	107	107	108	107	112	121	116	110	110	110
百慕大 Bermuda	381	423	478	510	538	592	617	632	638	642	637
英屬維爾京群島 British Virgin Islands	922	1,121	1,359	1,561	1,816	2,044	2,215	2,372	2,493	2,655	2,702
開曼群島 Cayman Islands	128	149	186	204	234	332	442	532	583	630	653
日本 Japan	368	381	368	339	318	304	297	283	281	274	265
利比里亞 Liberia	130	123	113	108	131	140	132	124	182	179	161
巴拿馬 Panama	80	68	69	70	80	93	104	111	133	177	192
中國大陸 The Mainland of China	59	70	91	101	108	119	129	155	186	204	206
新加坡 Singapore	165	175	202	208	212	224	227	218	224	227	235
聯合王國 United Kingdom	395	402	414	415	398	400	407	395	393	388	387
美利堅合眾國 United States of America	797	800	822	801	796	799	776	756	729	736	741
其他 Others	775	785	858	887	891	934	990	1,016	1,031	1,057	1,073



周年帳目表
Annual Accounts

公司註冊處營運基金
截至2005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 2005**

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 2005 年 3 月 31 日止年度
 for the Year Ended 31 March 2005

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

	2005	2004
營業額	270,002	234,371
運作成本	(168,207)	(184,867)
運作盈利	101,795	49,504
其他收入	999	698
融資成本	—	(462)
除稅前盈利	102,794	49,740
稅款	(17,674)	(1,495)
除稅後盈利	85,120	48,245
股息	(25,536)	(14,474)
保留盈利	59,584	33,771
固定資產回報率	18.8%	10.0%

第七十八頁至八十八頁之註釋亦為此帳目的一部分。

The notes on pages 78 to 88 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 2005 年 3 月 31 日的結算
 as at 31 March 2005

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

資產

ASSETS

非流動資產

Non-current assets

固定資產

Fixed assets

(10)

475,590

426,790

流動資產

Current assets

應收帳款及預付款項

Debtors and prepayments

2,684

2,184

應收有關連機構帳款

Amounts due from related parties

1,341

2,567

應收退稅

Tax refundable

—

8,141

銀行存款

Placements with banks

169,000

83,000

現金及銀行結餘

Cash and bank balances

12,135

12,003

185,160

107,895

流動負債

Current liabilities

應付帳款

Creditors

(61,788)

(17,864)

應付有關連機構帳款

Amounts due to related parties

(28,768)

(33,328)

應付稅款

Tax payable

(5,269)

—

(95,825)

(51,192)

流動資產淨額

Net current assets

89,335

56,703

總資產減去

Total assets less

流動負債

current liabilities

564,925

483,493

非流動負債

Non-current liabilities

遞延稅款

Deferred tax

(11)

(19,531)

(9,988)

僱員福利

Employee benefits

(45,962)

(44,719)

(65,493)

(54,707)

淨資產

NET ASSETS

499,432

428,786

(續)
(Continued)

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

在 2005 年 3 月 31 日的結算
as at 31 March 2005

(以港幣千元位列示)
(Expressed in thousands of Hong Kong dollars)

註釋
Note

資本及儲備

CAPITAL AND RESERVES

營運基金資本	Trading fund capital	(13)
保留盈利	Retained earnings	(14)
擬發股息	Proposed dividend	

2005	2004
138,460	138,460
335,436	275,852
<u>25,536</u>	<u>14,474</u>
<u><u>499,432</u></u>	<u><u>428,786</u></u>

第七十八頁至八十八頁之註釋亦為此帳目的一部分。
The notes on pages 78 to 88 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
二零零五年九月十二日

G W E Jones
Registrar of Companies and
General Manager
Companies Registry Trading Fund
12 September 2005



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 2005 年 3 月 31 日止年度
for the Year Ended 31 March 2005

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋

Note

在 2004 年 4 月 1 日 之結餘	Balance at 1 April 2004
年內除稅後盈利	Profit after tax for the year
年內股息支出	Dividend paid during the year
在 2005 年 3 月 31 日 之結餘	Balance at 31 March 2005

2005	2004
428,786	392,650
85,120	48,245
(14,474)	(12,109)
499,432	428,786

第七十八頁至八十八頁之註釋亦為此帳目的一部分。

The notes on pages 78 to 88 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 2005 年 3 月 31 日止年度
 for the Year Ended 31 March 2005

(以港幣千元位列示)
 (Expressed in thousands of Hong Kong dollars)

註釋
 Note

來自營運項目之
 現金流量

**Cash flows from
 operating activities**

運作盈利	Profit from operations	101,795	49,504
折舊及攤銷	Depreciation and amortisation	9,960	11,926
售賣固定資產虧損	Loss on disposal of fixed assets	217	—
應付帳款的增加	Increase in creditors	2,233	4,207
應付有關連機構帳款的減少	Decrease in amounts due to related parties	(4,503)	(25,076)
僱員福利的負債的(減少)/增加	(Decrease)/Increase in liabilities for employee benefits	(1,345)	484
應收帳款及預付款項的(增加)/減少	(Increase)/Decrease in debtors and prepayments	(291)	96
應收有關連機構帳款的減少/(增加)	Decrease/(Increase) in amounts due from related parties	1,226	(867)
已收利得稅退款	Profits tax refunded	9,866	—
已付利得稅	Profits tax paid	(4,586)	(5,959)

2005	2004
101,795	49,504
9,960	11,926
217	—
2,233	4,207
(4,503)	(25,076)
(1,345)	484
(291)	96
1,226	(867)
9,866	—
(4,586)	(5,959)

來自營運項目之
 現金淨額

**Net cash from
 operating activities**

114,572	34,315
----------------	--------

來自投資項目之
 現金流量

**Cash flows from
 investing activities**

銀行存款(增加)/減少淨額(等同現金除外)	Net (increase)/decrease in placements with banks (other than cash equivalents)	(101,000)	9,000
利息收入	Interest received	790	967
購買固定資產	Purchase of fixed assets	(14,756)	(34,514)

(101,000)	9,000
790	967
(14,756)	(34,514)

用作投資項目
 之現金淨額

**Net cash used in
 investing activities**

(114,966)	(24,547)
------------------	----------



(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

註釋
Note

			2005	2004
來自融資項目之 現金流量	Cash flows from financing activities			
償還貸款	Loan repayments	(12)	—	(27,670)
利息支出	Interest paid		—	(1,393)
股息支出	Dividend paid		(14,474)	(12,109)
			(14,474)	(41,172)
用作融資項目之 現金淨額	Net cash used in financing activities		(14,474)	(41,172)
現金及等同現金的 減少淨額	Net decrease in cash and cash equivalents		(14,868)	(31,404)
現金及等同現金在 2004年4月1日 之結餘	Cash and cash equivalents at 1 April 2004		95,003	126,407
現金及等同現金在 2005年3月31日 之結餘	Cash and cash equivalents at 31 March 2005	(15)	80,135	95,003

第七十八頁至八十八頁之註釋亦為此帳目的一部分。

The notes on pages 78 to 88 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.

- 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。



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.

3. 營業額 Turnover

押記文件登記費	Charges registration fees
公司註冊成立費	Incorporation fees
年報表登記費	Annual registration fees
查冊及影印收費	Searches and copying fees
管理及代收服務費用	Fees for administration and collection services
其他費用	Other fees

2005	2004
14,485	9,831
114,540	83,415
67,889	67,938
46,847	46,051
8,636	9,574
<u>17,605</u>	<u>17,562</u>
<u>270,002</u>	<u>234,371</u>

4. 運作成本 Operating costs

員工費用	Staff costs
一般運作開支	General operating expenses
電腦開支	Computer expenses
中央行政間接費用	Central administration overheads
折舊及攤銷	Depreciation and amortisation
審計師酬勞	Auditor's remuneration

2005	2004
136,277	146,740
17,877	21,630
2,496	3,120
1,094	1,079
9,960	11,926
<u>503</u>	<u>372</u>
<u>168,207</u>	<u>184,867</u>

5. 其他收入 Other income

銀行存款利息	Interest from bank deposits
--------	-----------------------------

2005	2004
<u>999</u>	<u>698</u>



6. 融資成本 Finance cost

已償還之政府貸款利息 Interest on government loan repaid
(見註釋 12) (see Note 12)

2005	2004
—	462
<u> </u>	<u> </u>

7. 稅款 Taxation

(a) 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% (2004 年：17.5%) 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：
Notional profits tax is provided at 17.5% (2004 : 17.5%) 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:

本期稅款
名義利得稅
往年撥備調整

Current tax
Notional profits tax
Adjustments in respect of prior years

遞延稅款
暫時性差異產生
及轉回
稅率調高對遞延
稅款的影響

Deferred tax
Origination and reversal of
temporary differences
Effect of increase in tax rate
on deferred tax

收益稅支出總額

Total income tax expense

2005	2004
8,309	4,053
(178)	(7,555)
<u> </u>	<u> </u>
8,131	(3,502)
9,543	4,529
—	468
<u> </u>	<u> </u>
9,543	4,997
<u> </u>	<u> </u>
17,674	1,495
<u> </u>	<u> </u>

(b) 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:

		2005	2004
除稅前盈利	Profit before tax	<u>102,794</u>	<u>49,740</u>
除稅前盈利的 名義稅項	Notional tax on profit before tax	17,989	8,704
非可扣稅支出的 稅項影響	Tax effect of non-deductible expenses	38	—
非應課稅收入的 稅項影響	Tax effect of non-taxable revenue	(175)	(122)
往年撥備調整	Adjustments in respect of prior years	(178)	(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	<u><u>17,674</u></u>	<u><u>1,495</u></u>

8. 股息 Dividend

擬發港幣 2,553.6 萬元作股息給政府 (2004 年：港幣 1,447.4 萬元)。

An amount of HK\$25,536,000 (2004 : HK\$14,474,000) 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. 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	總值
		Land & building	Computer system	Furniture & fittings	Office & specialist equipment	Total
成本或估價	Cost or valuation					
在 2004 年 4 月 1 日	At 1 April 2004	398,511	141,773	16,960	2,460	559,704
增加	Additions	—	58,977	—	—	58,977
售賣	Disposals	—	(62,520)	—	(2,185)	(64,705)
在 2005 年 3 月 31 日	At 31 March 2005	398,511	138,230	16,960	275	553,976

累計折舊／攤銷	Aggregate depreciation/amortisation					
在 2004 年 4 月 1 日	At 1 April 2004	45,918	68,038	16,845	2,113	132,914
年內費用	Charge for the year	4,445	5,325	61	129	9,960
售賣後撥回	Written back on disposals	—	(62,520)	—	(1,968)	(64,488)
在 2005 年 3 月 31 日	At 31 March 2005	50,363	10,843	16,906	274	78,386

帳面淨值	Net Book Value					
在 2005 年 3 月 31 日	At 31 March 2005	348,148	127,387	54	1	475,590
在 2004 年 3 月 31 日	At 31 March 2004	<u>352,593</u>	<u>73,735</u>	<u>115</u>	<u>347</u>	<u>426,790</u>

11. 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:

		2005	2004
在 2004 年 4 月 1 日 的結餘	Balance at 1 April 2004	9,988	4,991
損益表內撇銷	Charged to profit and loss account	<u>9,543</u>	<u>4,997</u>
在 2005 年 3 月 31 日 的結餘	Balance at 31 March 2005	19,531	9,988

12. 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.

13. 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.

14. 保留盈利 Retained earnings

		2005	2004
在 2004 年 4 月 1 日 之結餘	Balance at 1 April 2004	275,852	242,081
年內除稅後盈利	Profit after tax for the year	85,120	48,245
擬發股息	Proposed dividend	(25,536)	(14,474)
在 2005 年 3 月 31 日 之結餘	Balance at 31 March 2005	335,436	275,852

15. 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

		2005	2004
現金及銀行結餘	Cash and bank balances	12,135	12,003
銀行存款 (等同現金部分)	Placements with banks (cash equivalents portion)	68,000	83,000
		80,135	95,003



16. 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總計有港幣 1,461.5 萬元 (2004 年：港幣 1,610.9 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 1,020.4 萬元 (2004 年：港幣 1,088 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 54.2 萬元 (2004 年：港幣 636.7 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\$14,615,000 (2004 : HK\$16,109,000);
- (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\$10,204,000 (2004 : HK\$10,880,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$542,000 (2004 : HK\$6,367,000).

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.

17. 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:

		2005	2004
已簽約	Contracted for	9,967	59,498
已核准惟未簽約	Authorised but not contracted for	—	—
		9,967	59,498

18. 最新頒布的會計準則 Recently issued accounting standards

香港會計師公會已頒布多項新訂及經修訂的香港財務報告準則及香港會計準則（“新香港財務報告準則”），於2005年1月1日或之後開始的會計期生效。本處並沒有在截至2005年3月31日年度的財務報表提早採納這些新香港財務報告準則。本處已開始就這些新香港財務報告準則的影響進行評估，但仍未能確定這些新香港財務報告準則會否對營運基金的運作成果和財政狀況造成重大影響。

The Hong Kong Institute of Certified Public Accountants has issued a number of new and revised Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards (“New HKFRSs”) which are effective for accounting periods beginning on or after 1 January 2005. The Registry has not early adopted these new HKFRSs in the financial statements for the year ended 31 March 2005. The Registry has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a significant impact on its results of operations and financial position.



審計署署長提交立法會的報告書

我已完成審計刊於附錄 C 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 C 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二零零五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 2005 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

二零零五年九月十二日

12 September 2005



二零零四年四月一日至二零零五年三月三十一日根據《公司條例》
被檢控的上市公司的定罪記錄

**Conviction Record of Listed Companies Prosecuted Under the Companies Ordinance
For the period from 1 April 2004 to 31 March 2005**

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
401 Holdings Limited	5	\$32,400
問博控股有限公司 Aptus Holdings Limited	5	\$54,400
Artel Solutions Group Holdings Limited	3	\$20,520
中大娛樂控股有限公司 B & S Entertainment Holdings Limited	3	\$82,700
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	3, 4	\$80,630
Byford International Limited	3	\$29,520
Cheong Ming Investments Limited	5	\$24,950
Cheung Tai Hong Holdings Limited	3	\$37,650
嘉新水泥(中國)控股股份有限公司 Chia Hsin Cement Greater China Holding Corporation	3	\$51,000
中國宏達控股有限公司 China Advance Holdings Limited	3	\$24,460
中國消防企業集團控股有限公司 China Fire Safety Enterprise Group Holdings Limited	3	\$21,640
華潤水泥控股有限公司 China Resources Cement Holdings Limited	4	\$27,680
華潤電力控股有限公司 China Resources Power Holdings Company Limited	3	\$6,840
中國銀龍集團有限公司 China Silver Dragon Group Limited	3	\$37,600
中國聯通股份有限公司 China Unicom Limited	2	\$34,400
白馬戶外媒體有限公司 Clear Media Limited	3	\$21,650
沿海綠色家園有限公司 Coastal Greenland Limited	4	\$25,700
Compass Pacific Holdings Limited	3	\$19,780
Computech Holdings Limited	3, 5	\$31,540

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
新海康航業投資有限公司 Continental Mariner Investment Company Limited	1	\$48,600
Co-Winner Enterprise Limited	4	\$54,000
CyberM International (Holdings) Limited	3	\$94,100
Dah Hwa International (Holdings) Limited	3	\$26,380
大新金融集團有限公司 Dah Sing Financial Holdings Limited	3	\$29,400
大慶石油化工集團有限公司 Daqing Petroleum And Chemical Group Limited	3	\$61,500
Datsys Technology Holdings Limited	3, 5	\$68,900
DVN (Holdings) Limited	3	\$20,530
Elegance International Holdings Limited	4	\$26,550
Emperor (China Concept) Investments Limited	4	\$122,000
Emperor International Holdings Limited	4	\$45,500
Far Eastern Polychem Industries Limited	5	\$39,200
Forefront International Holdings Limited	3	\$34,600
富泰大中華投資有限公司 Friedmann Pacific Greater China Investments Limited	4	\$55,500
閩港控股有限公司 Fujian Holdings Limited	1	\$24,800
高寶綠色科技集團有限公司 Global Green Tech Group Limited	5	\$36,000
Gold-Face Holdings Limited	3, 5	\$131,640
G-Prop (Holdings) Limited	4	\$83,660
Grandmass Enterprise Solution Limited	5	\$16,560
泓迪有限公司 Grandy Corporation	3	\$33,400
大中華集團有限公司 Great China Holdings Limited	3	\$6,750
大中華科技(集團)有限公司 Greaterchina Technology Group Limited	5	\$23,150
廣深鐵路股份有限公司 Guangshen Railway Company Limited	3	\$22,700
Hantec Investment Holdings Limited	4	\$33,800
Haywood Investments Limited	3	\$59,200



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
意馬國際控股有限公司 Imagi International Holdings Limited	3	\$35,150
Incutech Investments Limited	5	\$34,200
Infoserve Technology Corp.	3	\$60,200
華智控股有限公司 Innovis Holdings Limited	3	\$26,590
澤新遊樂控股有限公司 Innovo Leisure Recreation Holdings Limited	5	\$43,600
Intcera High Tech Group Limited	5	\$31,700
I-Wood International Holdings Limited	5	\$23,350
美吉利國際控股有限公司 Jackley Holdings Limited	3	\$29,200
看漢科技集團有限公司 Kanhan Technologies Group Limited	3	\$30,800
健諾國際生化科技藥業有限公司 Kinetana International Biotech Pharma Limited	5	\$34,400
Kwong Hing International Holdings (Bermuda) Limited	3	\$23,200
Lee's Pharmaceutical Holdings Limited	5	\$34,000
廖創興銀行有限公司 Liu Chong Hing Bank Limited	6	\$13,940
松日通訊控股有限公司 Matsunichi Communication Holdings Limited	1	\$46,400
Mayer Holdings Limited	4	\$34,400
Medical China Limited	3	\$35,400
Ming Fung Jewellery Group Limited	3	\$28,200
Multifield International Holdings Limited	3	\$113,600
National Electronics Holdings Limited	4	\$45,520
新世紀集團香港有限公司 New Century Group Hong Kong Limited	4	\$28,200
NewOcean Green Energy Holdings Limited	3	\$36,270
東北虎藥業股份有限公司 Northeast Tiger Pharmaceutical Company Limited	5	\$25,900
Ocean Grand Chemicals Holdings Limited	3	\$82,400
Oriental Explorer Holdings Limited	3	\$112,400
Pacific Basin Shipping Limited	3	\$50,600

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
中國平安保險(集團)股份有限公司 Ping An Insurance (Group) Company of China, Ltd.	3	\$24,550
深圳市寶德科技股份有限公司 Powerleader Science & Technology Company Limited	5	\$28,550
Proactive Technology Holdings Limited	3	\$28,600
Qianlong Technology International Holdings Limited	5	\$21,370
萊福資本投資有限公司 Radford Capital Investment Limited	5	\$24,900
利民實業有限公司 Raymond Industrial Limited	1	\$53,800
Recruit Holdings Limited	4	\$24,960
Renren Holdings Limited	3	\$27,600
Riverhill Holdings Limited	5	\$23,900
修身堂控股(開曼群島)有限公司 Sau San Tong Holdings (Cayman Islands) Limited	5	\$47,050
Semiconductor Manufacturing International Corporation	3	\$126,900
Shanxi Central Pharmaceutical International Limited	5	\$23,600
瀋陽公用發展股份有限公司 Shenyang Public Utility Holdings Company Limited	5	\$4,000
Shui On Construction and Materials Limited	4	\$27,910
Sinotronics Holdings Limited	3	\$28,000
創維數碼控股有限公司 Skyworth Digital Holdings Limited	5	\$3,180
利豐雅高印刷集團有限公司 SNP Leefung Holdings Limited	3	\$123,600
Solomon Systech (International) Limited	3	\$48,340
Soluteck Holdings Limited	3	\$30,000
新怡環球控股有限公司 Sunny Global Holdings Limited	3	\$31,800
軟迅科技控股有限公司 SYS Solutions Holdings Limited	4	\$22,500
德信科技集團有限公司 Tak Shun Technology Group Limited	4, 5	\$63,690
Technology Venture Holdings Limited	5	\$41,000
The Hong Kong Parkview Group Limited	3	\$51,600



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
Thiz Technology Group Limited	4, 5	\$69,180
通達集團控股有限公司 Tongda Group Holdings Limited	4	\$9,900
大誠電訊科技有限公司 TS Telecom Technologies Limited	3	\$50,400
Universal Technologies Holdings Limited	3	\$144,975
偉仕控股有限公司 VST Holdings Limited	3	\$32,450
位元堂藥業控股有限公司 Wai Yuen Tong Medicine Holdings Limited	3	\$212,600
威倫堡控股有限公司 Wanasports Holdings Limited	5	\$97,300
旺城國際控股集團有限公司 Wang Sing International Holdings Group Limited	3	\$10,840
World Houseware (Holdings) Limited	5	\$24,550
北京物美商業集團股份有限公司 Wumart Stores, Inc.	3	\$41,400
新創綜合企業有限公司 Xin Corporation Limited	4	\$23,900
上海復旦微電子股份有限公司	3	\$41,800
南京大賀戶外傳媒股份有限公司	3	\$41,400
深圳高速公路股份有限公司	3, 4	\$45,250
華電國際電力股份有限公司	5	\$28,600
兗州煤業股份有限公司	3	\$24,140

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