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概要

對公司註冊處來說，二零零五至零六年度是創造紀錄的一年。在二零零六年三月二十一日至二十四日，我們在香港成功主辦第三屆公司註冊論壇。這個首次在亞洲舉行的公司註冊論壇，吸引了來自五大洲20個司法管轄區的代表參加，是歷來參加人數最多的一屆。此外，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1億1,410萬元的紀錄。我們在規管工作方面亦取得重大進展。立法會在二零零六年一月十三日批准我們為重寫《公司條例》而開設數個編制以外首長級職位的建議，並在七月十三日制定《財務匯報局條例》。

業務情況

本處的業務因經濟情況改善而有可觀增長。註冊成立的新公司數目因一名成員組成的公司數目增加而穩步上升。在截至二零零六年三月三十一日的年度，註冊成立的新公司總數達75,817間，較二零零四至零五年度的66,466間增加14.1%。年內解散的公司數目為45,678間，增加10.3%。公司登記冊上的本地公司總數截至二零零六年三月三十一日為555,745間，較二零零五年三月三十一日的525,447間有所增加。截至二零零六年三月三十一日，根據《公司條例》第XI部登記的海外公司總數為7,501間，較上一年度多202間。其他類別服務的業務變動情況並不一致。在二零零五至零六年度，提交本處登記的文件和申請更改公司名稱的數目，分別增加了3.5%和8.0%，而登記的押記數目則與上一年度相若。

Overview

2005-06 has been a record-setting year for the Companies Registry. We successfully hosted the 3rd Corporate Registers Forum (CRF) in Hong Kong from 21 to 24 March 2006. This was the first time that the CRF had been held in Asia and was the best attended Forum held to date attracting delegates from 20 jurisdictions in five continents. Furthermore, we have seen a record surplus of \$114.1 million for the year as a result of a record-breaking number of incorporations during the year. We have also made enormous strides in the regulatory front. The Legislative Council approved the proposal to create several supernumerary directorate posts to take forward the Companies Ordinance Rewrite Exercise on 13 January and enacted the Financial Reporting Council (FRC) Ordinance on 13 July 2006.

Business Volumes

Business volumes have benefited significantly from the improved economy. The number of incorporations has risen steadily with the growth of one-member companies. For the year ended 31 March 2006, a total of 75,817 new companies were incorporated, an increase of 14.1%, compared with 66,466 in 2004-05. The number of dissolutions of companies during the year increased by 10.3% to 45,678. The total number of local companies on the public register on 31 March 2006 rose to 555,745, compared to 525,447 on 31 March 2005. The total number of overseas companies registered under Part XI of the Companies Ordinance stood at 7,501 on 31 March 2006, 202 more than the previous year. Movements in volumes of other types of services were rather mixed. 2005-06 saw increases of 3.5% and 8.0% in the numbers of documents received for registration and applications for changes of company name respectively, while the number of charges received for registration was about the same as the previous year.

財務業績

在截至二零零六年三月三十一日的年度，本處的營業額為2億9,820萬元，較上一年度增加10.4%，主要是來自登記文件的收入大幅增長所致。年內除稅後的淨盈餘達1億1,410萬元，較二零零四至零五年度錄得的8,510萬元增加34.1%。在二零零五至零六年度，固定資產平均淨值的回報率為24.5%。

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。自「公司註冊處綜合資訊系統」投入運作後，本處的工作程序出現了徹底的改變，而我們亦在生產力方面採納了一套全新的目標。

客戶服務

本處致力持續改善服務和設施，並提供高效率 and 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，我們每年發表工作目標和成績。由於員工努力不懈，克盡厥職，二零零五至零六年度13項主要服務的表現，均遠遠超出所承諾的服務標準。此外，二零零五至零六年度接獲對本處服務及員工的投訴共有26宗，相對於年內收到多達1,680,222份存檔文件和2,622,086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造訪主要客戶等途徑收集資料，從而不斷提升服務質素。一如以往，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 2006 was \$298.2 million, an increase of 10.4% over that for last year, attributable largely to a substantial growth in the revenue from document registration. The net surplus after tax for the year amounted to \$114.1 million representing an increase of 34.1% compared with \$85.1 million recorded in 2004-05. The return on the average net fixed assets employed for 2005-06 was 24.5%.

Productivity

The Registry measures the productivity of its activities in terms of weighted output per man-day. Upon the implementation of Phase I of the Integrated Companies Registry Information System (ICRIS), the department's operational procedures have been radically altered and we have developed a completely new set of productivity targets.

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 2005-06. Furthermore, the number of complaints against the department's services and staff received in 2005-06 was kept at a very low level of 26 cases against the very high volume of 1,680,222 documents received for filing and 2,622,086 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 2005-06.



人力資源

截至二零零六年三月三十一日，本處僱用319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，並且以具創意的方法應付新挑戰十分重要。過去一年，各同事工作勤奮，貢獻良多，本人謹此衷心向他們致謝。處方會繼續表揚表現優良的同事，並且不斷給予支援，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

本處「策略性改革計劃」的其中一個主要項目，是開發「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，標誌着本處提供公共服務的質素與方式向前邁進了一大步。客戶現時可全年每日二十四小時在網上查閱本處資料庫備存的公司和董事最新資料，以及已登記公司文件的數碼影像。網上查冊服務的使用率令人鼓舞，現時客戶透過互聯網查閱公司資料的比率約為95%。

「公司註冊處綜合資訊系統」第二階段將提供以電子方式註冊成立公司和登記文件的服務，從而進一步提升已相當具效率的公司註冊和文件登記服務。當「公司註冊處綜合資訊系統」第一階段的合約事宜告一段落，以及系統因應《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的新規定而進行的主要提升工程完成後，本處便會着手開發「公司註冊處綜合資訊系統」第二階段。為確保新服務可完全滿足客戶的需要，我們將會邀請客戶參與擬訂第二階段的功能要求。

Human Resources

As at 31 March 2006, the Registry employed 319 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 all their sheer hard work and contributions over the past year. The Registry will continue to recognise colleagues for meritorious performance and 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

The implementation of Phase I of ICRIS, which is an integral part of the department's Strategic Change Plan (SCP), on 28 February 2005 marked an exponential leap forward in the quality and manner in which the Registry delivers its services to the public. Our customers can now conduct online searches concurrently on the current data of companies and directors and digitised images of registered documents over the internet 24 hours a day throughout the year. The take-up rate of the internet search services has been most encouraging. At present, about 95% of company searches are conducted over the internet.

Phase II of ICRIS will see the provision of an e-filing service for incorporation and document registration which will further enhance our very efficient incorporation and registration services. We will start developing this phase after concluding the Phase I contract and completing certain system enhancement work 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. To ensure that the new services can fully meet our customers' needs, we will invite customers to jointly work out the functional requirements for Phase II.

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。就此而言，本處為公司法改革常務委員會提供秘書處服務。本處另一項主要職能，是就規管放債人、有限責任合夥及信託公司的商業法例的政策和立法問題，向政府提供意見。此外，本人是財政司司長在香港會計師公會理事會的代表。過去一年，本人全力參與立法會法案委員會審議《財務匯報局條例草案》的工作。財務匯報局的成立將大幅提升我們的調查權力，可在有需要時針對在香港上市的公司及集體投資計劃不合標準的審計及財務報表採取行動。立法會已於二零零六年七月十三日制定《財務匯報局條例》。

重寫《公司條例》

過去一年，政府擬訂了重寫《公司條例》的計劃，目的是確保該條例提供一個可配合香港作為二十一世紀的主要商業及金融中心所需的現代化法律架構，同時解決現行《公司條例》潛在的問題，包括有關各部的結構、條文的次序、法律用語含糊及概念過時等問題。二零零六年一月十三日，政府得到立法會財務委員會的批准，為公司條例草案專責小組開設數個編制以外首長級職位，負責重寫條例的工作，這項工作已於二零零六年年中展開。專責小組的成員除了財經事務及庫務局和公司註冊處的人員外，還得到律政司法律專業人員及外聘顧問提供協助。

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. In this respect, the Companies Registry provides the secretariat for the Standing Committee on Company Law Reform (SCCLR). Another principal function is to advise the Government on policy and legislative issues on commercial legislation such as those governing money lenders, limited partnerships and trust companies. In addition, I represent the Financial Secretary on the Council of the Hong Kong Institute of Certified Public Accountants (HKICPA). Over the past year, I have been heavily involved in the consideration of the Financial Reporting Council (FRC) Bill by a Bills Committee of the Legislative Council. The establishment of the FRC will significantly enhance our ability to investigate and, where necessary, take action in respect of substandard audits and financial statements of corporations and collective investment schemes listed in Hong Kong. The FRC Ordinance was enacted by the Legislative Council on 13 July 2006.

Rewrite of the Companies Ordinance

Over the past year, the Administration has drawn up a plan to rewrite the Companies Ordinance to ensure that the Ordinance provides Hong Kong with a modernised legal infrastructure which meets its needs and is commensurate with its status as a major business and financial centre in the 21st century. The rewrite exercise will also resolve problems inherent in the existing Companies Ordinance such as those relating to the structuring of the parts, sequencing of the provisions, confusing statutory language and the existence of antiquated concepts. On 13 January 2006, the Administration obtained approval from the Finance Committee of the Legislative Council to create several supernumerary directorate posts for the dedicated Companies Bill Team (CBT) to undertake the rewrite which started in mid-2006. The CBT comprises staff from the Financial Services and the Treasury Bureau and the Companies Registry and will be supported by legal professionals in the Department of Justice as well as external consultants.



按照目前的計劃，公司條例草案專責小組將於二零零九年年中擬備白紙草案，以徵詢公眾意見，然後在二零一零年第三季向立法會提交新的《公司條例草案》。

公司註冊論壇 2006

從海外代表的評語和論壇籌辦單位的評估可知，公司註冊處主辦的第三屆「公司註冊論壇 2006」空前成功。從論壇周詳的籌劃、內容充實而廣泛的演說，以至就公司法改革及關乎公司註冊工作的最新資訊科技發展交流經驗等各方面來說，這項國際盛事無疑辦得十分成功。論壇為期四日，活動緊湊，節目吸引，表現出極高水準，令所有與會代表留下深刻印象。

展望未來

當「公司註冊處綜合資訊系統」第一階段的合約事宜告一段落，以及因應各項公司修訂條例的新規定而對系統進行提升工程完成後，本處希望在二零零九年實施該系統第二階段。這個階段完成後，本處的公共服務便會全面自動化，客戶屆時可在網上申請註冊成立公司、遞交文件存檔及查閱公司的最新資料。

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》已於二零零六年七月制定。如招聘人手和制訂行政程序的進度良好，財務匯報局應可在二零零七年年年初開始運作。至於重寫《公司條例》的工作，已如期在二零零六年年中展開。

The current plan is that the CBT will produce a White Bill for public consultation by mid-2009, and the new Companies Bill will be introduced into the Legislative Council in the third quarter of 2010.

Corporate Registers Forum 2006

The 3rd Corporate Registers Forum 2006, which was hosted by the Companies Registry, was an outstanding success on the basis of the comments made by the overseas delegates and evaluated by the conference organisers. Without a doubt, this was a highly successful international event in terms of the very efficient organisation, the substance and variety of the presentations and the sharing of experiences on company law reforms and the latest IT developments in relation to administration of corporate registers. All the delegates who attended were very impressed with the very high standards which were so self-evident during the four full and interesting days of the Forum and left Hong Kong with very positive impressions.

Outlook

We hope to implement e-filing and e-incorporation services under Phase II of ICRIS in 2009 after concluding the Phase I contract and certain system enhancement work to cater for new requirements introduced by the companies amendment ordinances. On completion of Phase II, 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.

On the regulatory front, we have made substantial progress in the reform of the accountancy profession's self-regulatory regime. The FRC Ordinance was enacted in July 2006 and, subject to the recruitment of staff and the development of administrative procedures, the FRC should be in operation by early 2007. As regards the rewrite of the Companies Ordinance, the work started as scheduled in mid-2006.

我們在二零零五至零六年度取得的佳績，着實令我們感到自豪，然而，我們不可以自滿，因為日後要做的仍然很多。在未來數年，我們打算推行「公司註冊處綜合資訊系統」第二階段、協助財務匯報局全面投入運作和重寫《公司條例》。這些主要計劃將大大改善香港的金融服務基礎設施、法例和規管架構，令香港作為全球其中一個首要金融和商業中心的地位更加鞏固。然而，要如期落實上述主要計劃，我們必須先完成多項既複雜又艱巨的工作。儘管如此，憑着忠於職守的員工對本處的全力支持、本處非常充裕的財政儲備和最先進的資訊科技，本人深信，我們定會以一貫的積極態度和卓越能力，應付種種挑戰，為香港以至世界各地的客戶提供更完善的產品和服務。

While we can take pride in what we have achieved in 2005-06, we cannot afford to be complacent as much remains to be done. In the coming years, we plan to implement Phase II of ICRIS, facilitate the full operation of FRC and rewrite the Companies Ordinance. These very major initiatives will significantly enhance Hong Kong's financial services infrastructure, legislation and regulatory framework thereby strengthening our position as one of the world's leading financial and business centres. However, the successful and timely implementation is dependent on the satisfactory completion of a considerable amount of highly complex and demanding work. Despite this, with strong support by the Registry's highly committed staff, very healthy financial reserves and a state-of-the-art technology base, I have every confidence that the department will rise to meet these challenges in its accustomed robust and exemplary manner and provide our customers in both Hong Kong and around the world with continually enhanced products and services.



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

Gordon 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

- 2001
- 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
Enhancement of the services provided under Companies Registry On-line Public Search System 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 Integrated Companies Registry Information System (ICRIS) to examine the system requirements and technical specification, etc. for implementing electronic filing, electronic processing and electronic search
- 2002
- 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
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
- 2003
- 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》報告書所載有關修訂《公司條例》特定部分的建議，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
Enactment of the Companies (Amendment) Ordinance 2003 to implement the recommendations regarding amendments to specific sections of the Companies Ordinance 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
- 2004
- 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
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
- 2005
- 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
Renovation and refurbishment of the Companies Registry's offices on the 13th and 14th 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
 - 全面革新公司註冊處的網站，以提供更豐富的資料，方便客戶使用
Revamp of the Companies Registry's website to make it more informative and user-friendly
- 2006
- 本處電話諮詢熱線處理的一般和常見查詢，交由1823政府熱線的人員解答，提供迅速直接的答覆
Partial transfer of the Companies Registry's enquiry hotlines to 1823 Citizen's Easy Link to provide efficient and direct responses to general and common enquiries by call agents