



公司註冊處
COMPANIES REGISTRY



Corporate Registers Forum 2006
Hong Kong
21 - 24 March 2006

Compliance and Enforcement

Role of CR in Promoting
Economic and Business Development



0100101011100011100010101001
0100101011100011100010101001
0100101011100011100010101001
0100101011100011100010101001

CRF
● corporate registers forum



2005-06
年報 • ANNUAL REPORT

目錄

INDEX

理想	3	VISION
總經理報告	5	GENERAL MANAGER'S STATEMENT
運作情況	12	OPERATIONAL ACTIVITIES
職能	12	Functions
服務與業務情況	13	Services & Business Volumes
服務承諾與生產力	19	Performance Pledges & Productivity
環境保護	21	Environmental Protection
財政狀況	23	FINANCE
對客戶的承擔	27	COMMITMENT TO CUSTOMERS
客戶需要	27	Customers' Needs
改善服務	29	Improvements to Services
溝通渠道	31	Communication Channels
人力資源	34	HUMAN RESOURCES
組織	34	Organisation
員工管理及培訓	36	Staff Management & Training
員工獎勵及嘉許	38	Staff Motivation & Recognition
員工關係	40	Staff Relations
社會責任	40	Social Responsibility
制定法例與規管任務	41	LEGISLATION AND REGULATION
執法與檢控	41	Enforcement & Prosecutions
公司法改革常務委員會	42	Standing Committee on Company Law Reform
制定法例	43	Legislation
未來發展	44	FUTURE DEVELOPMENT
策略性改革計劃	44	Strategic Change Plan
公司法改革	46	Company Law Reform
海外聯繫	49	OVERSEAS LIAISON
公司註冊論壇	52	CORPORATE REGISTERS FORUM
附錄	55	APPENDICES
A. 二零零六年主要工作量統計數字	56	A. Key Workload Statistics for 2006
B. 一九九六年至二零零六年主要統計數字	58	B. Statistical Highlights from 1996 to 2006
C. 周年帳目表	62	C. Annual Accounts
D. 審計署署長報告	88	D. Report of the Director of Audit
E. 二零零五年四月一日至二零零六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	90	E. Conviction Record of Listed Companies Prosecuted under the Companies Ordinance for the period from 1 April 2005 to 31 March 2006



公司註冊處營運基金
年報

二零零五年四月一日至二零零六年三月三十一日

COMPANIES REGISTRY TRADING FUND
Annual Report

1 April 2005 to 31 March 2006

按照《營運基金條例》第8條呈交
Submitted in accordance with section 8 of the Trading Funds Ordinance

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 organisational 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，不斷改良本處的服務質素和設施。
- 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.



鍾悟思太平紳士
公司註冊處處長

Mr Gordon W E Jones, J.P.
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

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。在二零零六年八月一日，本處度過了以營運基金形式運作的第十三年。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）（有關信託公司的部分）
- 《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的主要職能如下：—

• 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

確保公司及其高級人員遵從有關條例，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 2006, marked its thirteenth 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) (with respect to trust companies)
- 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.

服務與業務情況

公司註冊成立 / 不營運公司撤銷註冊

在二零零五至零六年度，共有 75,817 間公司註冊成立，較二零零四至零五年度增加 14.1%。平均來說，每月有 6,318 間公司註冊成立。

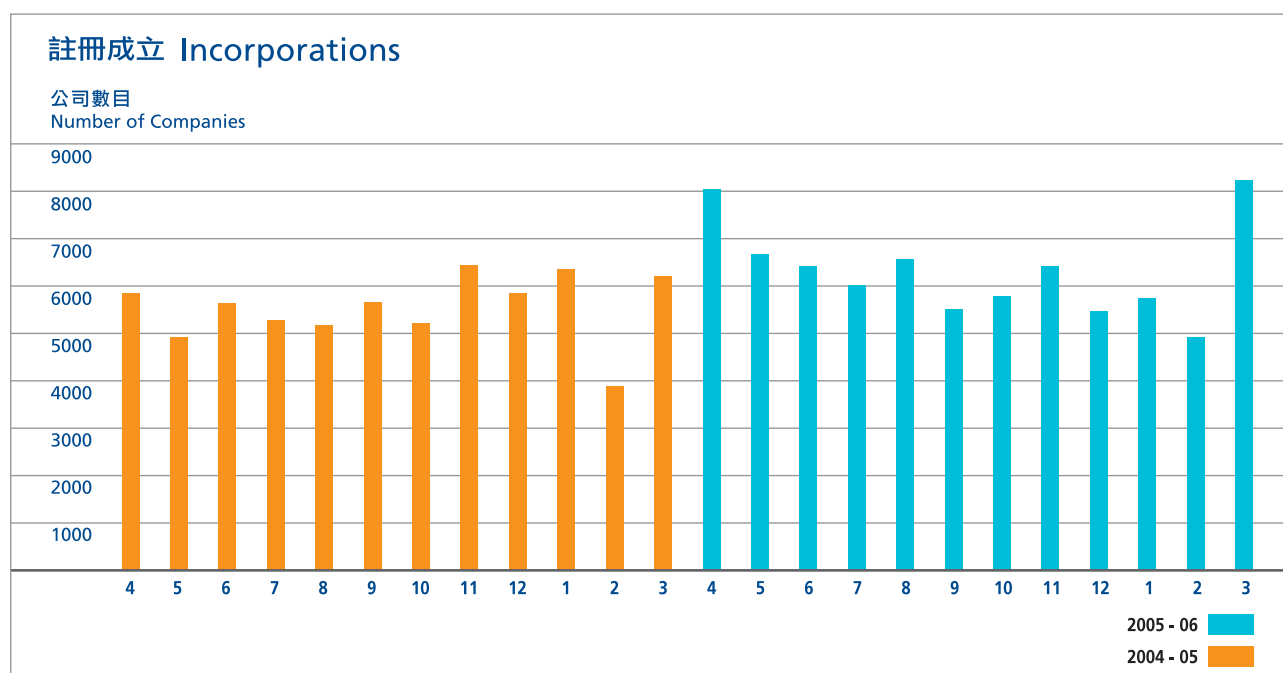
本處引入「一名成員組成的公司」，加上簡化註冊手續，以遵從註冊規定的陳述書代替法定聲明，均有助公司註冊成立。在二零零五至零六年度，新註冊的公司有超過 74.7% 是一名成員組成的公司。

Services & Business Volumes

Incorporation of companies/ Deregistration of defunct companies

In 2005-06, a total of 75,817 companies were incorporated, an increase of 14.1% compared to 2004-05. On average, 6,318 companies were incorporated per month.

The introduction of one-member companies and the simplification of incorporation procedures by replacing the statutory declaration of compliance by a statement of compliance have facilitated incorporation activities. In 2005-06, 74.7% of the companies newly incorporated are one-member companies.



在二零零五至零六年度，共有 24,428 間不營運公司根據《公司條例》第 291 條被剔除名稱，另有 19,608 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。

截至二零零六年三月三十一日，共有 555,745 間本地公司名列公司登記冊。

In 2005-06, a total of 24,428 defunct companies were struck off under section 291 of the Companies Ordinance and 19,608 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance.

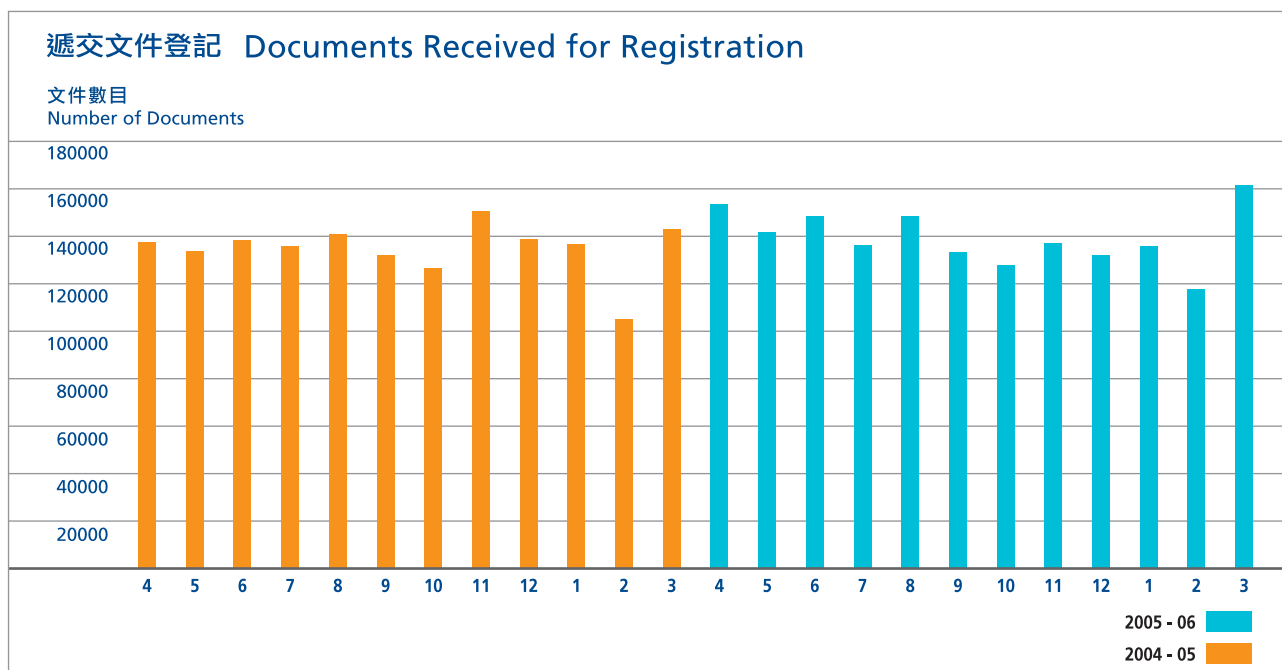
As at 31 March 2006, the number of local companies on the public register was 555,745.

文件登記

在二零零五至零六年度，遞交本處登記的文件總數為1,680,222份，較二零零四至零五年度增加3.5%，即每個工作天平均有6,121份文件遞交本處。

Registration of Documents

In 2005-06, a total of 1,680,222 documents were received for registration, an increase of 3.5% compared to 2004-05. This represents an average of 6,121 documents received on each working day.



須遞交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。

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.

公眾查冊

自「公司註冊處電子查冊服務」(電子查冊服務)在二零零五年二月二十八日啟用後，客戶可以在世界各地每周七天、全日二十四小時透過互聯網登入本處的網上查冊中心(網址：www.icris.cr.gov.hk)，查閱公司資料，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**，在本處開立戶口，透過從帳戶扣減預付款項的方式繳交查冊費。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，透過網上的電子付款設施繳交查冊費。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。

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** — 客戶可查閱八千七百多萬公司文件影像，這項服務按每份文件收費。

Public Search

Since the introduction of the Companies Registry Electronic Search Services (e-Search Services) on 28 February 2005, customers can visit the Registry's Cyber Search Centre on the internet (website: www.icris.cr.gov.hk) to conduct company searches on a 24 x 7 basis anytime, anywhere. Most of the search results can be either viewed online or downloaded. Frequent online searchers can register with the Registrar as **Registered Online Users** and the search fees may be readily deducted from the prepayments kept in their accounts with the Registry. Customers who conduct online searches on an ad hoc basis can login as **Unregistered Online Users** and pay the search fees through the electronic payment facilities available on the internet. Customers may also conduct searches as **Onsite Users** at the Registry's Public Search Centre at the Queensway Government Offices, Hong Kong.

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 87 million images of company documents are available for search. This search requires the payment of fees on a "per document" basis.

- (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。
- (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。
- (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) **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.

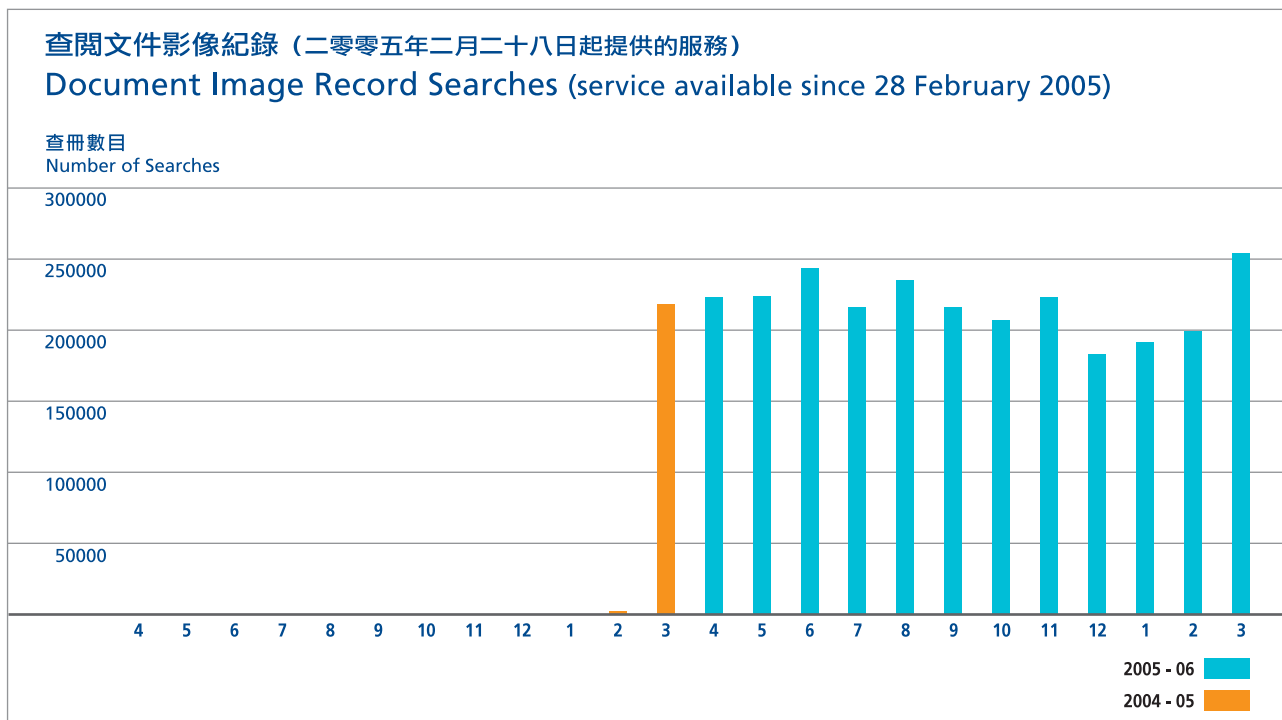
在二零零五至零六年度，利用電子查冊服務查閱文件影像紀錄的個案總數為2,622,086宗，「查閱公司資料」和「查閱董事索引」的個案分別有114,692及138,534宗，較二零零四至零五年度分別增加20.9%及減少6.5%。

In 2005-06, a total of 2,622,086 searches on document image records were made through the e-search services. The total number of Company Particulars Searches and Directors Index Searches were 114,692 and 138,534 respectively, an increase of 20.9% and a decrease of 6.5% respectively compared to 2004-05.



截至二零零六年三月三十一日，登記聯線客戶數目已超過1,300個，而在網上查閱公司資料的比率約佔 95%。

As at 31 March 2006, there were over 1,300 registered online users, and about 95% of company searches are conducted over the internet.



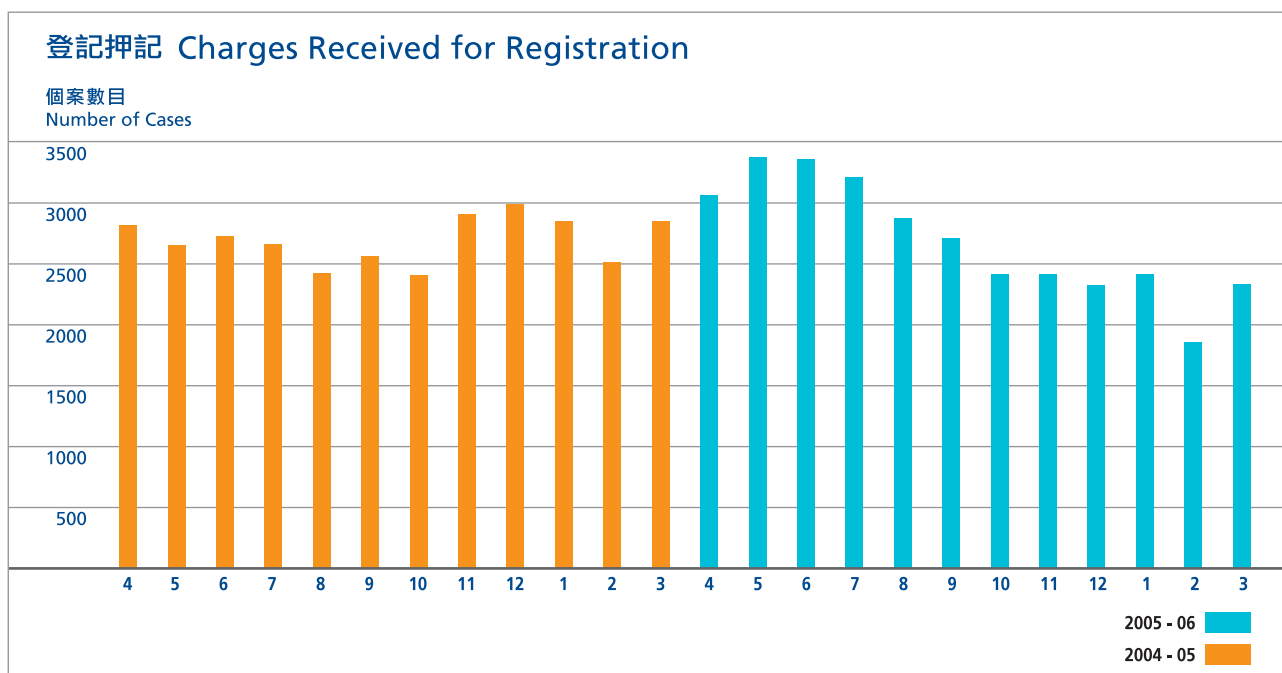
公司註冊處處長頒發第 1,000,000 份「公司註冊證書」
 Presentation of the 1,000,000th certificate of incorporation

押記登記

在二零零五至零六年度，遞交本處登記的押記總數為 31,890 宗，較二零零四至零五年度減少 0.01%，即每個工作天平均有 116 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 2005-06, a total of 31,890 charges were received for registration, a decrease of 0.01% compared to 2004-05. This represents an average of 116 charges received on each working day. About two-thirds of the charges received were related to property.



二零零六年主要工作量統計數字載於附錄 A。一九九六年至二零零六年主要統計數字載於附錄 B。

The key workload statistics for 2006 are set out at Appendix A. The statistical highlights from 1996 to 2006 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，本處營運基金自成立後，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。

二零零五年二月二十八日，本處推行「公司註冊處綜合資訊系統」第一階段，在互聯網上推出新的電子查冊服務，並實施新的內部工作程序。為配合新的運作模式，我們亦採用了一套新的服務標準。

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 implemented Phase I of ICRIS and introduced new electronic search services on the internet and new internal processing procedures on 28 February 2005. A new set of service standards has been introduced to align with the new mode of operation.

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

運作情況 OPERATIONAL ACTIVITIES

服務 Service	1993-94 [*] 年度 實際處理 時間 Actual Response Time	2005-06 年度 標準處理 時間 Standard Response Time	2005-06 年度 工作表現 Achievement			2006-07 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	99	1	6	98
—— 海外公司 overseas company	38	18	85	97	12	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	93	3	8	90
—— 海外公司 overseas company	47	8	90	93	3	8	90
押記登記 Registration of charges	12	9	90	53	(37)**	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	99	3	5	96
網上聯線查冊 Online search on the internet							
—— 提供文件影像紀錄以供下載 supply of image records of documents for download	—	10分鐘min.	95	95	—	10分鐘min.	95
—— 提供查冊結果的核證副本 (不包括以郵寄或速遞方式送達所需的時間) supply of certified copies of search result (excluding time for delivery by post or by courier service)	—	5小時hr.	85	93	8	5小時hr.	85
—— 提供證書 (不包括以郵寄或速遞方式送達所需的時間) supply of certificates (excluding time for delivery by post or by courier service)	—	1	95	100	5	1	95
在公眾查冊中心查冊 Onsite Search 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.	90	95	5	40分鐘min.	90
—— 提供查冊結果的核證副本 supply of certified copies of search result	—	4小時hr.	85	98	13	4小時hr.	85
—— 提供證書 supply of certificates	—	1	95	100	5	1	95
遞交文件 (僅指排隊等候時間) Submission of documents (queuing time only)	—	30分鐘min.	90	100	10	30分鐘min.	90

* 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.

** 表現欠佳是因「公司註冊處綜合資訊系統」運作初期出現的一些技術問題所致。這些問題後來得到解決，服務表現於二零零五年十月後已見改善。
The underperformance was due to some technical issues during the early stage of the operation of ICRIS. These issues have since been resolved and the performance has improved since October 2005.

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。

本處在二零零五年二月二十八日推行「公司註冊處綜合資訊系統」第一階段後，引入了電子付款設施，用紙量因而大幅減少。此外，我們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，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。

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.

Thanks to the electronic payment facilities introduced under Phase I of ICRIS with effect from 28 February 2005, 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.

運作情況 OPERATIONAL ACTIVITIES

我們的環保目標和實際表現載於下表：— Our targets and actual performances are as follows:—

	2005年目標 Target for 2005 百分比 %	2005年實際表現 Performance in 2005 百分比 %	2006年目標 Target for 2006 百分比 %
(a) 減少廢物 Waste Minimisation			
• 利用已使用紙張的空白一面草擬文件 using blank side of used paper for drafting	99	99	99
• 使用循環再造紙張/無木漿紙張 using recycled/wood-free paper	100	100	100
• 使用舊信封或可多次使用的環保信封 re-using envelopes or using transit envelopes	97	97	98
• 使用可替換筆芯的原子筆 using refillable ball pens	100	99	100
• 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	99	99
(b) 回收廢物以便循環使用/再次使用 Waste Recovery for Recycling/Re-use			
• 收集廢紙 collection of waste paper	98	98	98
• 收集使用過的打印機色粉盒 collection of used printer cartridges	100	100	100
(c) 節省能源 Energy Conservation			
• 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			
• 使用舊有裝飾物品 re-using decorations	99	99	100

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。

在截至二零零六年三月三十一日的財政年度，本處的營業總額及盈利分別為2億9,820萬元和1億1,410萬元，二零零四至零五年度錄得的數字則分別為2億7,000萬元和8,510萬元。年內，本處所運用固定資產平均淨值的回報率達24.5%。

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14%，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。所有有關「公司註冊處綜合資訊系統」及重寫《公司條例》的開支，將由本處內部儲備提供。

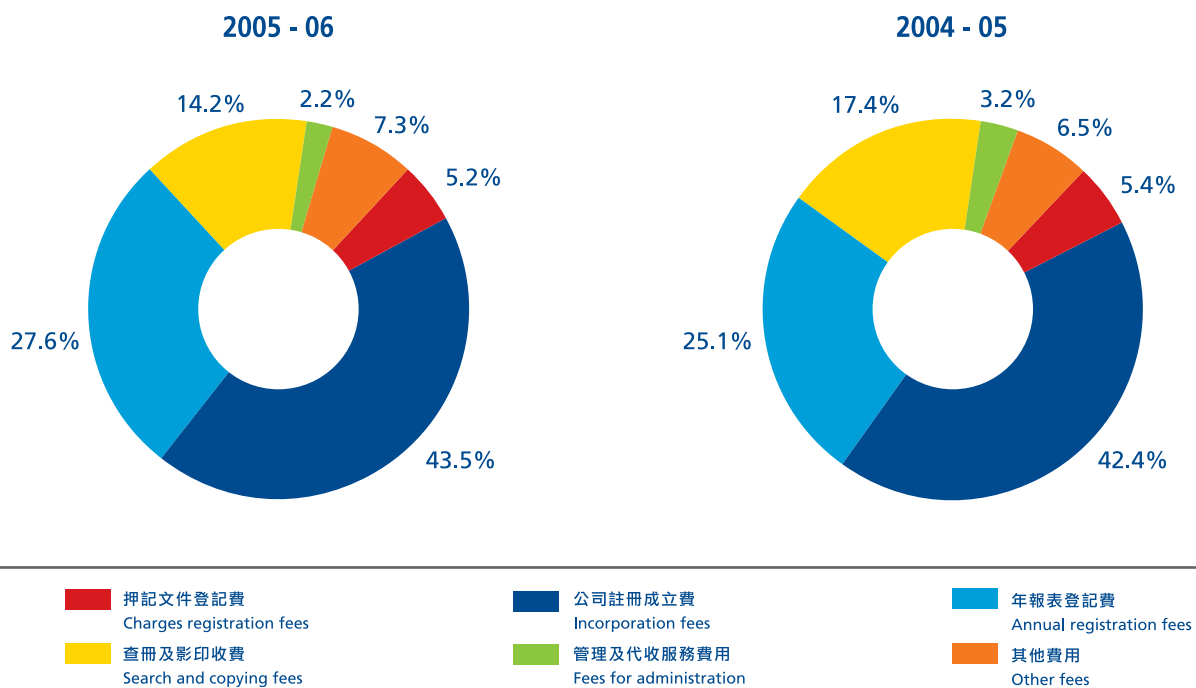
As a trading fund department, the Registry is required to operate on a self-financing basis and commercial principles. The Trading Funds Ordinance stipulates that a trading fund should meet expenses incurred in the provision of the government service out of its income, taking one year with another, and 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 the Legislative Council.

For the financial year ended 31 March 2006, the total turnover and surplus for the year amounted to \$298.2 million and \$114.1 million respectively, compared to the turnover of \$270.0 million and surplus of \$85.1 million recorded in 2004-05. We achieved a 24.5% return on the average net fixed assets employed for the year.

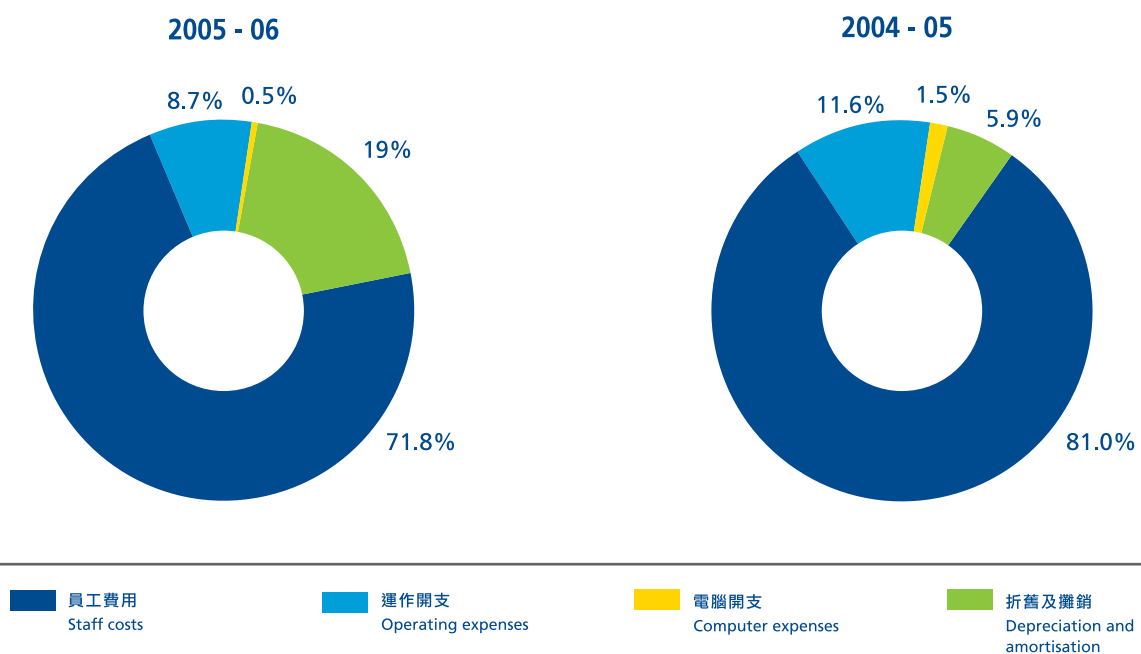
The average annual rate of return on average net fixed assets employed since the Registry operated as a trading fund in August 1993 stands at a healthy level of 14%, compared to the target of 10%. This remarkable achievement was attributable to our constant efforts to enhance productivity and exercise 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. All the expenditure on ICRIS and the rewrite of the Companies Ordinance will be funded from the department's internal reserves.

營業額 Turnover



運作成本 Operating Costs



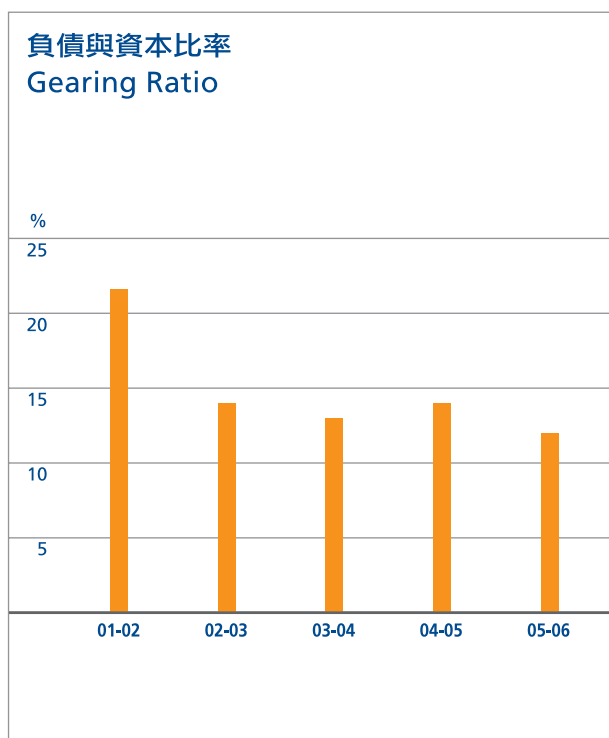
本處的財政狀況依然十分健全。截至二零零六年三月三十一日，營運基金資本及保留盈利合計為5億3,100萬元，「負債與資本比率」（按非流動負債與資本及保留盈利的比例計算）為12%，這是一個低比率。另一方面，手頭現金和銀行存款總計為3億600萬元。未來數年的資本開支將集中於開發「公司註冊處綜合資訊系統」第二階段、改善系統保安，以及因應法例修訂及政府網絡和資訊科技的需求，提升電腦系統。截至二零零六年三月三十一日為止的周年帳目表和審計署署長報告分別載於附錄 C 及附錄 D。

The Registry's financial position remains very strong. As at 31 March 2006, the trading fund capital together with retained earnings amounted to \$531 million. Gearing, measured as the ratio of non-current liabilities to capital and retained earnings, stood at a low level of 12%. On the other hand, cash and placements with banks amounted to \$306 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 2006, together with the Report of the Director of Audit on the Accounts, are shown at Appendices C and D respectively.

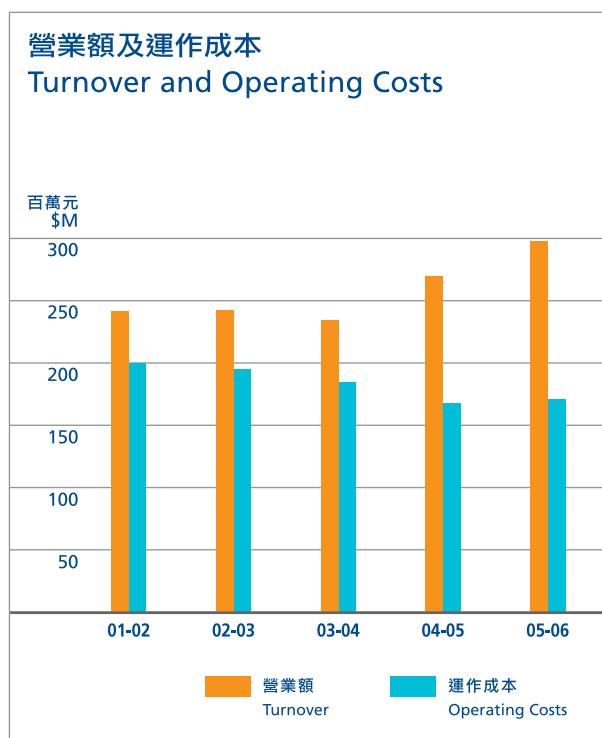
五年財務摘要 Five-year Financial Summary

	2001 - 02 百萬元 \$M	2002 - 03 百萬元 \$M	2003 - 04 百萬元 \$M	2004 - 05 百萬元 \$M	2005 - 06 百萬元 \$M
營業額 Turnover	242.0	242.3	234.4	270.0	298.2
運作成本 Operating costs	200.1	195.1	184.9	168.2	171.0
除稅後盈利 Profit after tax	35.1	40.4	48.2	85.1	114.1
付予政府的股息 Dividends paid to Government	11.3	12.1	14.5	25.5	57.1
固定資產平均淨值回報率 Rate of return on average net fixed assets	9.6%	10.3%	10.0%	18.8%	24.5%

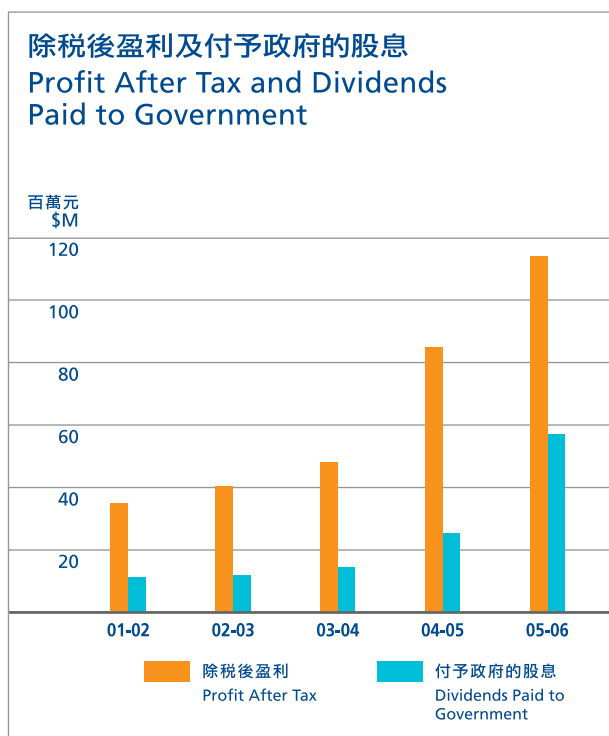
負債與資本比率 Gearing Ratio



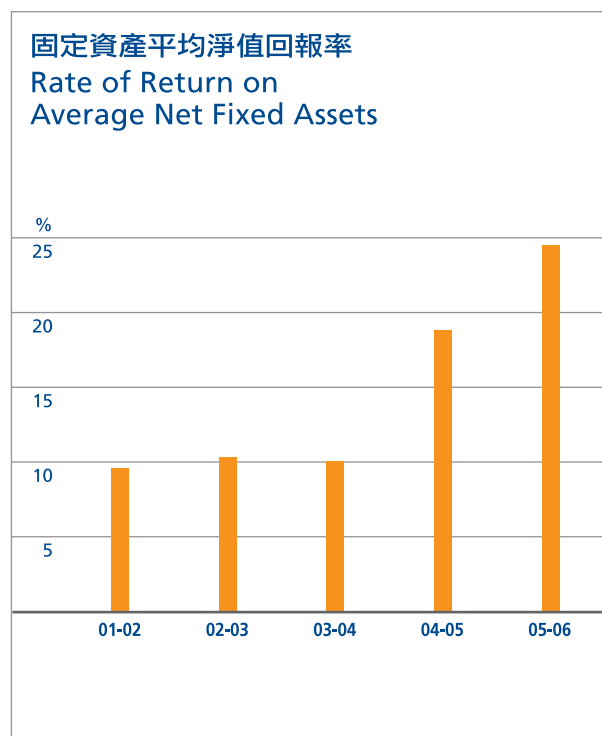
營業額及運作成本 Turnover and Operating Costs



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

策略性改革計劃的實施，全面重整了本處的運作，並實行電腦化，使存檔、處理、儲存和發布資料的效率得以大大改善，有助本處為客戶提供高效率和具成本效益的優質服務。本處會繼續檢討所提供的服務和設施，務求提升效率和質素，以迎合客戶不斷轉變的需要。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，以便檢討業務運作流程及研究改善服務的新措施。此外，我們經常與主要客戶保持聯繫，並定期進行拜訪。

Customers' Needs

The implementation of the SCP has fully re-engineered and computerised the Registry's operations and brought significant improvements in filing, processing, storing and disseminating information and enabled the Registry to provide efficient, high quality and cost-effective services to customers. The Registry will continuously review its services and facilities in order to enhance efficiency and quality and meet the changing needs of customers. We value customers' feedback, be they compliments or complaints. We have well-established channels to collect views, ideas and opinions from different customer groups to facilitate business process review and consideration of service improvement initiatives. We maintain regular contacts and pay courtesy visits to our major customers.



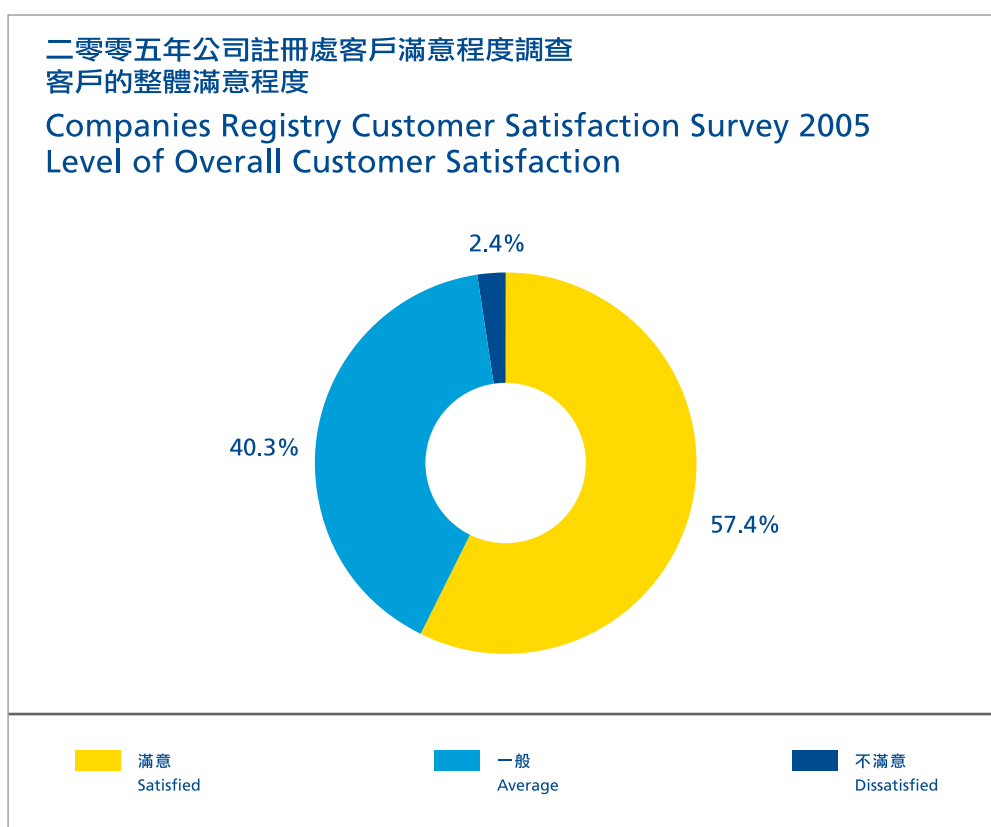
客戶聯絡小組的成員
Members of the Customer
Liaison Group

「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、香港特許秘書公會、香港銀行公會的代表，以及一些主要客戶。年內，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。

為了評估客戶的期望，並找出需要進一步改善的地方，本處亦委託獨立機構每年進行一次客戶服務調查。二零零五年六月的調查結果載於下圖。

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 Chartered Secretaries and the Hong Kong Association of Banks, and some principal customers. The CRCLG, which met four times during the past year, is a useful vehicle for exchanging ideas and views on the department's existing and proposed activities.

To gauge customers' expectations and identify areas for further improvement, we also appoint an independent agent to conduct a customer survey on an annual basis. The results of the survey conducted in June 2005 are shown in the chart below.



改善服務

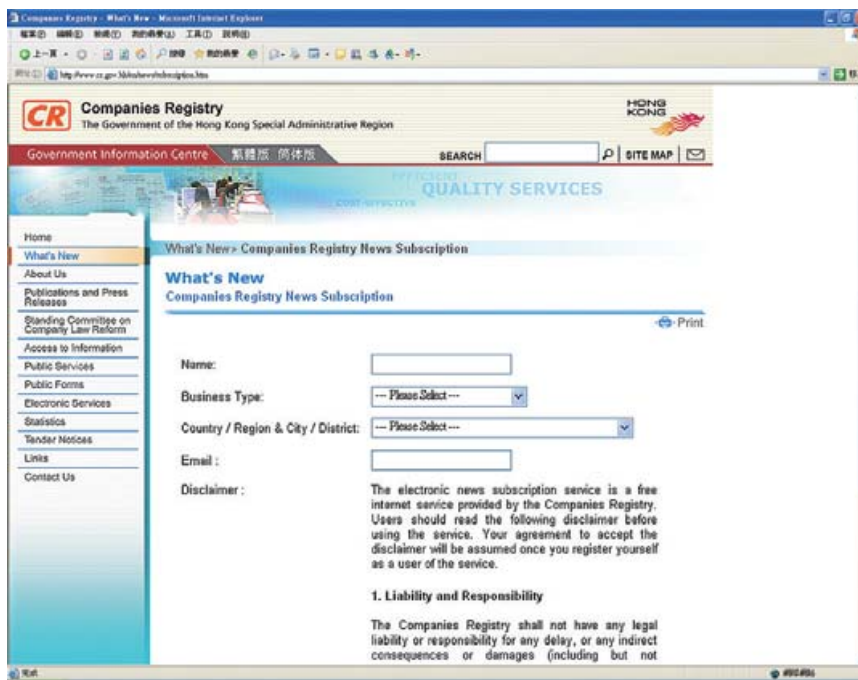
在二零零五至零六年度，本處在改善服務方面取得下列成績：—

- 登記海外公司的標準處理時間，由22個工作天縮短至18個工作天。
- 在遞交文件（僅指排隊輪候時間）及公眾查冊中心提供查冊結果印文本的服務目標方面，達到標準處理時間的百分比分別由80%增至90%及由85%增至90%。
- 本處網站已全面革新，以提供更豐富的資料，方便客戶使用。

Improvements to Services

During 2005-06, we achieved the following service improvements:—

- The standard time for registering new overseas companies has been shortened from 22 to 18 working days.
- The target of meeting the standard time for submission of documents (queuing time only) and supply of hard copies of search result at the Public Search Centre have been increased from 80% to 90% and 85% to 90% respectively.
- The Registry's website has been completely revamped to make it more informative and user friendly.



公司註冊處的新網站
Revamped website

- 本處新的網站增設了訂閱電子資訊服務，為訂戶提供有關本處新服務及法例修訂的第一手資料。
- 遞交文件提示及有關本處主要服務的常見問題和答案已載於本處網站，方便客戶參考。

- A new electronic news subscription service has been introduced on the Registry's revamped website. Customers can obtain first hand information on the Companies Registry's new services or legislative changes by subscribing to the electronic news service.
- A set of filing tips and frequently asked questions and answers on the Registry's main services have been posted on the website for the easy reference of customers.

對客戶的承擔 COMMITMENT TO CUSTOMERS

- 公司註冊處電話諮詢熱線處理的一般查詢，以及本地公司文件註冊及公司查冊方面的查詢，現已交由 1823 政府熱線的人員解答。除了在正常辦公時間為客戶提供服務外，該熱線在星期一至六更延長服務至晚上十時。
- The Registry's enquiry hotlines relating to general enquiries, registration of documents for local companies and company searches are now handled by the 1823 Citizen's Easy Link. This hotline service is available to customers during normal office hours and extended until 10 p.m. on Monday to Saturday.

本處在公務員事務局舉辦的「二零零五年公務員優質服務獎勵計劃」獲得精進服務獎（小部門組別）季軍。該獎勵計劃的目的，是推廣公務員以客為本的優質服務文化、表揚部門及其員工在致力追求卓越顧客服務方面的成績，以及激勵部門及其員工不斷改進為市民提供的服務。二零零五年的獎勵計劃反應熱烈，共有 45 個部門遞交超過 130 項提名。

The Registry was awarded the Second Runner-up of the Service Enhancement Award (Small Department) in the "Civil Service Outstanding Service Award 2005" competition organised by the Civil Service Bureau. The aims of this award scheme are to promote a culture of quality service and customer-oriented approach in the civil service, to recognise the efforts and achievements of departments in the pursuit of service excellence and to motivate departments and their staff to pursue continuous improvement in the delivery of public service. This year, the award attracted over 130 entries from 45 departments.

綜合電話查詢中心 — 1823
政府熱線
Integrated Call Centre — 1823
Citizen's Easy Link



本處在「二零零五年公務員優質服務獎勵計劃」獲得季軍
Receiving the Second Runner-up
Award in the Civil Service
Outstanding Service Award 2005
competition

溝通渠道

本處在互聯網上的網站（網址：www.cr.gov.hk）備有繁體中文、簡體中文及英文版，為本處與客戶之間提供一個非常有效的溝通渠道。二零零五至零六年度共有 814,874 人次瀏覽本處網站，較二零零四至零五年度大幅增加 84%。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。我們定期修訂和豐富網站的內容。在二零零五年十一月，我們全面革新了本處的網站，務求與政府其他網站的設計及瀏覽方式一致。此外，又增設了「訂閱電子資訊」、「遞交文件提示」、「委員會成員」（公司法改革常務委員會）、「常見問題」和「查詢」五個欄目。客戶可訂閱電子資訊，以取得有關本處新服務及法例修訂的最新資料。

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 70,476 宗，即平均每月有 5,873 宗。

在二零零五至零六年度，公司註冊處就「實施《2004 年公司（修訂）條例》有關股東補救方法的條文」及「實施《2005 年公司（修訂）條例》」，發出了兩份對外通告。除了分發給專業團體及主要客戶外，這些通告亦載於本處網站。

本處印備了 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 website (www.cr.gov.hk), available in traditional Chinese, Simplified Chinese and English versions, provides a very effective communication channel with our customers. In 2005-06, there were 814,874 visits to our website, a significant increase of 84% compared to 2004-05. 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 November 2005, we launched the revamped website to provide a common look and navigation features with other websites of the Government. Furthermore, five new thematic sub-sections, namely "Companies Registry News Subscription", "Filing Tips", "Committee Members" (Standing Committee on Company Law Reform), "Frequently Asked Questions" and "Enquiry" have been added. Customers may subscribe to receive updates on the Registry's new services or legislative changes electronically.

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 70,476, averaging 5,873 per month.

In 2005-06, the Registry issued two external circulars on "Implementation of shareholder remedies-related provisions of Companies (Amendment) Ordinance 2004" and "Implementation of Companies (Amendment) Ordinance 2005". The external circulars were distributed to professional bodies and major customers and posted on the Registry's website.

The Registry has published 18 information pamphlets covering various services 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.

二零零五年四月，公司註冊處處長在香港舉行的獨立非執行董事論壇致開幕辭。其後，在二零零六年三月，處長擔任主講嘉賓，向香港中文大學會計學院的本科生發表演講，講題為「香港的公司法改革」。

二零零五年四月，公司註冊處派員參加香港特許秘書公會舉辦的第六屆公司規管最新發展研討會，講解「《2004年公司（修訂）條例》有關小股東權益的新條文」及「《2004年公司（修訂）條例》有關第XI部的修訂及簡化本地公司註冊成立的手續」。

年內，本處的代表曾在不同機構舉辦的活動中發表演講，講題內容廣泛，包括「填寫和遞交表格的提示及使用電子查冊服務」、「遵從公司註冊規定與公司註冊處的檢控政策」、「填寫和遞交表格及使用公司註冊處電子查冊服務」。本處人員亦曾向貿易發展局安排的北京民營企業家考察團及湖南代表團，講解在香港註冊成立公司的程序，並派員出席香港駐粵經濟貿易辦事處舉辦的香港投資實務宣講會，介紹在香港註冊成立公司的情況。至於其他政府部門舉辦的講座，包括知識產權署舉辦的「公司註冊」講座，以及香港警務處商業罪案調查科舉辦的「香港公司法及檢控工作」講座，本處亦有派員出席講解。

In April 2005, the Registrar of Companies gave the opening address at the Independent Non-Executive Directors Forum held in Hong Kong. Subsequently, in March 2006, he delivered a guest lecture on “Company Law Reform in Hong Kong” to the undergraduate students of the School of Accountancy of the Chinese University of Hong Kong.

The Registry participated in the Sixth Annual Corporate and Regulatory Update organised by the Hong Kong Institute of Chartered Secretaries in April 2005. Presentations on “New Provisions relating to Minority Shareholder Rights in the Companies (Amendment) Ordinance 2004” and “Amendments to Part XI of the Companies Ordinance and Streamlined Procedure for Incorporation of a Local Company in the Companies (Amendment) Ordinance 2004” were given.

During the year, representatives of the Registry gave talks to a variety of organisations on a spectrum of topics including “Tips for Completion and Filing of Forms and Use of Electronic Search Services”; “Compliance and the Prosecution Policy of the Companies Registry” and “Completion and Filing of Forms and Use of CR Electronic Search Services”. We also gave talks on topics relating to the incorporation of Hong Kong companies to the private enterprise mission from Beijing and the delegation from Hunan organised by the Trade Development Council; attendees at an Experience Sharing Forum on the Investment Environment in Hong Kong organised by the Hong Kong Economic and Trade Office in Guangdong. Talks to other government departments including the Intellectual Property Department on “Company Registration” and the Commercial Crime Bureau of Hong Kong Police Force on “Hong Kong Company Law and Prosecution” were also organised.

為了展示本處的最新發展和服務，我們參加了創新科技署在二零零五年九月舉辦的「創新博覽會2005」、香港貿易發展局在二零零五年十一月舉辦的「中小企國際市場推廣日」，以及由多個政府部門在二零零六年一月合辦的「科學為民」服務巡禮的展覽活動。

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 Innovation Expo 2005 organised by the Innovation and Technology Commission in September 2005, the World Small and Medium-sized Enterprises Expo organised by the Hong Kong Trade Development Council in November 2005, and the exhibition “Science in the Public Service” jointly organised by various government departments in January 2006.

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.

本處參加創新博覽會
Participating in the Innovation
Expo



組織

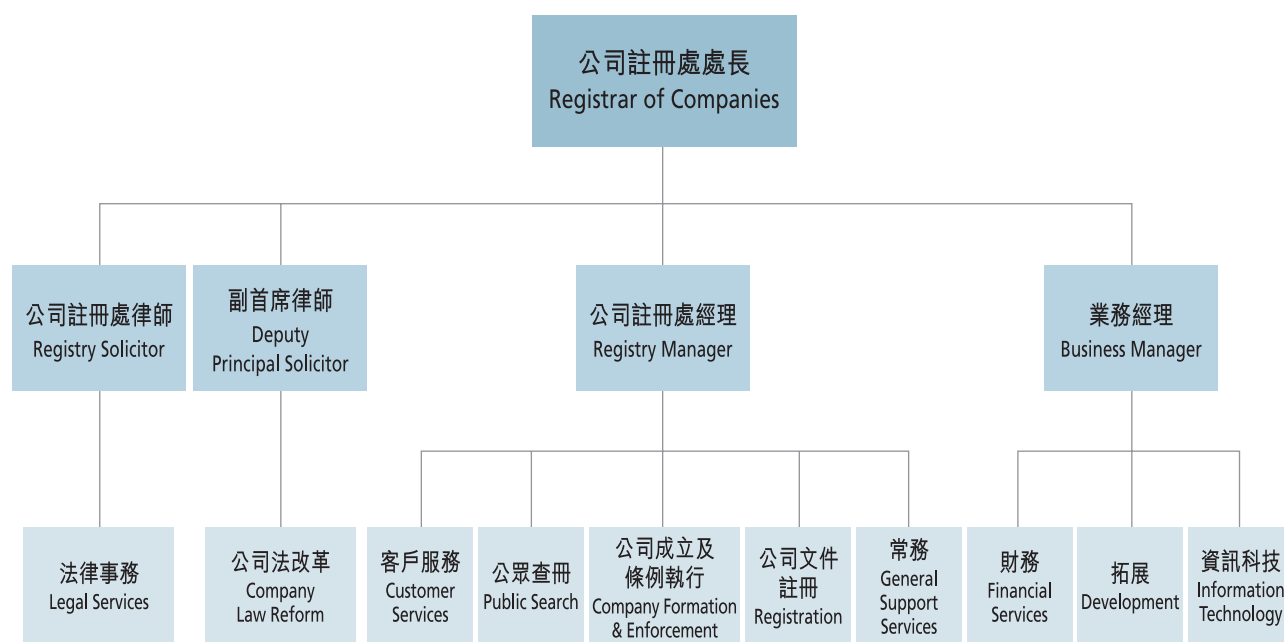
截至二零零六年三月三十一日，本處共有319名員工，其中288名為公務員，其餘31名為合約員工。在二零零五年三月三十一日，本處聘用的員工則共有343名。二零零五至零六年度員工數目減少的原因，是本處根據人力資源計劃，分階段刪除因推行策略性改革計劃而出現的過剩職位。

截至二零零六年三月三十一日，本處的組織架構如下：—

Organisation

As at 31 March 2006, the Registry had a total of 319 staff, of whom 288 were civil servants and 31 were contract staff, as compared with the 343 staff employed on 31 March 2005. The decrease in the number of staff during 2005-06 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.

The Registry's organisation on 31 March 2006 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，本處在二零零五至零六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，制備了二零零五至零六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」啟用後改以電子模式運作，並響應政府推行電子政府措施。除了傳統的課堂學習外，我們還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。

除了公務員培訓處或其他承辦商提供的培訓外，本處亦舉辦內容多元化的研討會、簡介會和經驗分享會，例如變革管理、壓力管理、工作表現管理、存檔實務和資訊科技技能。處方亦就員工感興趣的課題，例如職業安全及健康和預防禽流感，播放多套錄影帶。

年內，員工參加本地培訓課程的總日數達 527 天，較上個財政年度增加 65%，原因是自推行「公司註冊處綜合資訊系統」第一階段後，可以安排較多員工參加培訓課程。

Staff Management & Training

In 2005-06, 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 department has formulated the 2005-06 Departmental Training & Development Plan. A strategic training programme has been drawn up to provide specific training to enhance staff's skills and knowledge in meeting the operational needs of the department, as well as meeting the staff's 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 to support the Administration's e-government initiatives. Apart from traditional classroom training, staff are encouraged to make use of CD-ROMs, which contain training materials on software applications to strengthen their computer knowledge.

In addition to training conducted by the Civil Service Training and Development Institute or other contractors, in-house seminars, briefing and experience sharing sessions were conducted. They covered various topics, such as change management, stress management, performance management, filing practices and information technology skills. Video shows on topics of interest, such as occupational safety and health and prevention of avian flu, were also arranged.

During the year, a total of 527 training days were undertaken by staff locally which exceeded that of the last fiscal year by 65% as more staff could be released to attend training courses after the implementation of ICRIS Phase I.



為推廣公務員持續進修、自我發展的文化，本處推出了「前線員工培訓資助計劃」和「管理訓練資助計劃」，為修讀與工作有關的培訓或管理課程的員工提供資助。

為配合電子政府措施的推行，本處在二零零五年年底擴展「電子處理假期申請系統」，供本處全體公務員使用，該系統可將申請假期、計算和記錄假期總額的程序自動化。同時，處方亦已就如何使用電子假期系統，為員工安排簡介會和提供使用者指南。

為了蒐集本處員工對運作模式、工作情況和工作滿足感的意見，本處在二零零五年委託香港生產力促進局進行員工意見調查。意見調查報告書在二零零六年二月公布。根據報告書所載的分析，本處員工對這項調查所研究的十個影響滿足感的因素大致感到滿意。本處會落實報告書提出的改善措施，以增加員工的滿足感，並提升本處的業務表現。

本處繼續定期進行職業安全巡查，以監察在工作地點的職業安全及健康。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稍作休息，以舒緩眼部疲勞。

To promote a culture of continuous learning and self-development in the civil service, the Registry has introduced the External Training Sponsorship Scheme for Front-line staff and External Management Training Sponsorship Scheme by providing financial support for staff to pursue work-related training or management courses.

In line with the e-government initiatives, the Registry extended the Electronic Leave Application and Processing System, which automates the leave application, calculation and recording processes, to cover all civil service staff in the department in late 2005. Briefing and user guides on the use of the e-leave system have also been provided to the staff.

In 2005, we commissioned the Hong Kong Productivity Council to conduct a Staff Opinion Survey to solicit staff's opinion on the mode of operations, work performance and job satisfaction in the Registry. The report on the survey was released in February 2006. According to the analysis of the report, staff in the Registry are generally satisfied with the ten satisfaction factors under study in the survey. The Registry will implement the improvement measures identified in the survey to achieve higher staff's satisfaction and enhance the Registry's business performance.

The Registry continues to conduct occupational safety inspections regularly to monitor the safety and health conditions of the workplace. 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 eye strain.

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 — 就本處的整體工作表現，對每位員工表示嘉許；
- 最佳建議獎 — 對提出有助本處提高效率和改善工作建議的員工表示嘉許；
- 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.

公司註冊處處長把「最佳服務獎」頒予優勝者 — 新公司註冊組提供的「註冊成立本地公司」服務

The Registrar of Companies presenting the Best Service Award to the winner — 'Incorporation of local companies' service of the New Companies Section





新公司註冊組提供的「註冊成立本地公司」服務，第五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，是在六個工作天內提供這項服務的個案比率須達總數的98%。由於新公司註冊組在六個工作天內以99%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，均由到訪本處的客戶選出，所收到的選票共有1,600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。

Incorporation of local companies, a service provided by the New Companies Section, was chosen, for the fifth year by the Registry's major customers as the winner of the Best Service Award. The achievement target for this service was to complete 98% of total cases within six working days. As the New Companies Section exceeded the target by completing 99% of the cases within six working days, 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 1,600 voting tickets. This award has helped to instill in our staff a commitment to providing a courteous and efficient service.



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

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，目的都是表揚盡心服務和表現優良的員工。在二零零五至零六年度，本處有四名人員獲得長期服務公費旅行獎，而獲頒長期優良服務獎狀的人員則有16名。

Other civil service-wide staff recognition schemes, such as the Long and Meritorious Service Travel Award and the Long and Meritorious Service Award Schemes, are also in place to recognise loyal and meritorious service. In 2005-06, four officers received the Long and Meritorious Service Travel Award. Besides, a total of 16 officers were awarded the Long and Meritorious Service Certificates.

二零零六年三月，公司註冊處處長向每位參與策劃和籌備公司註冊論壇的人員發出感謝信，讚揚他們表現傑出，令這個在香港舉辦的論壇圓滿成功。

In March 2006, the Registrar of Companies issued individual appreciation letters to staff who were involved in the planning and organisation of the very successful Corporate Registers Forum in Hong Kong.

員工關係

年內，本處繼續舉辦各式各樣的聯誼及康樂活動，以促進員工關係和健康。員工及其家屬積極參與活動。在二零零五至零六年度舉辦的活動包括：播放以健康為題的錄影帶、黏土製作班、蛋糕製作班、遊覽迪欣湖及大蠔灣、澳門及珠海遊，以及聖誕聚餐。



蛋糕製作班
Cake making class



遊覽澳門漁人碼頭
Outing to the Fisherman's Wharf in Macau



聖誕聚餐
Christmas dinner party

Staff Relations

During the year, the Registry continued to organise various kinds of social and recreational activities to enhance staff relations and physical well-being. Staff and their family members actively participated in these activities. Activities held in 2005-06 included video shows on health topics, clay craft class, cake making classes, outing to Inspiration Lake and Tai Ho Wan, visit to Macau and Zhuhai, and the Christmas party and 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」食日等。

Social Responsibility

Staff continued demonstrating their community-spirit by actively participating in various donation programmes, such as the Green Day, Dress Casual Day and Skip Lunch Day.

執法與檢控

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。由二零零六年三月一日起，本處經上述三間法院發出的傳票總數有所增加，每月發出的傳票因而增至共 480 張。在二零零五至零六年度，共有 84.6% 的公司訂明期限內提交周年申報表，而在二零零三至零四、二零零四至零五年度的比率則分別為 79.5% 和 80.8%。

在二零零五至零六年度，本處向未有履行《公司條例》所定責任（例如提交周年申報表及帳目、申報包括公司董事和秘書等註冊詳情的更改）的公司，發出了共 4,207 張傳票。在二零零三至零四、二零零四至零五年度則分別發出了 1,551 和 1,760 張。共有 1,739 宗傳控結果被定罪，罰款總額達 10,340,365 元。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。

在二零零五至零六年度，市民及其他政府部門就涉嫌違反《公司條例》而向本處提出的投訴有 391 宗，而在二零零三至零四、二零零四至零五年度則分別有 254 和 193 宗。接獲投訴最多的事項包括：公司名稱、申請撤銷註冊的不營運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。

Enforcement & 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 or 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 March 2006, the total number of summonses issued in the three courts has increased to 480 summonses per month. In 2005-06, 84.6% of companies filed their annual returns within the prescribed time limit compared with compliance rates of 79.5% for 2003-04 and 80.8% for 2004-05.

In 2005-06, a total of 4,207 summonses were issued against companies for failure to comply with their obligations under the Companies Ordinance such as the filing of annual returns and accounts, reporting change of registered particulars including those of directors and secretaries, compared with 1,551 and 1,760 summonses issued in 2003-04 and 2004-05 respectively. A total of 1,739 convictions were obtained with total fines amounting to \$10,340,365. Details of the listed companies prosecuted together with the offences and penalties imposed by the court are given in Appendix E.

In 2005-06, the Registry received 391 complaints from members of the public and other Government departments regarding alleged breaches of the Companies Ordinance, compared with 254 and 193 complaints received in the years 2003-04 and 2004-05 respectively. Areas in which the highest numbers of complaints were received included name complaints, false or misleading information relating to applications for deregistration of defunct private companies, failure to report the address of the registered office of the company, failure to file annual returns and other statutory returns and outdated or inaccurate information contained in returns.

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，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，委員會共召開七次會議，審議多項修訂《公司條例》的建議。

委員會的工作詳情刊載於二零零六年下半年出版的《公司法改革常務委員會第22號年報》。

Standing Committee on Company Law Reform

The SCCLR is a non-statutory committee established in 1984. It is chaired by a Senior Counsel in the 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 seven 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 22nd Annual Report to be issued in the latter half of 2006.

制定法例

《2004年公司(修訂)條例》

《2004年公司(修訂)條例》附表1及附表3於二零零四年七月二十二日制定，並分別在二零零四年十二月三日及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」作出了所需的相應修改後，附表2的修訂便會在二零零七年實施。

《2005年公司(修訂)條例》

《2005年公司(修訂)條例》修訂《公司條例》為擬備集團帳目而設定的「附屬公司」定義，該修訂條例於二零零五年十二月一日實施。

《公司條例(修訂附表8)令》

《公司條例(修訂附表8)令》的修訂條文旨在調整《2004年公司(修訂)條例》所規定非香港公司須繳付的註冊費。該項命令將於二零零七年提交立法會審議，以便與《2004年公司(修訂)條例》附表2同時實施。

Legislation

Companies (Amendment) Ordinance 2004

Schedules 1 and 3 of the Companies (Amendment) Ordinance 2004, which were enacted on 22 July 2004, came into effect on 3 December 2004 and 15 July 2005 respectively. Schedule 2, which contains amendments to modernise the registration regime for non-Hong Kong companies, will be implemented in 2007 after necessary consequential modifications to ICRIS.

Companies (Amendment) Ordinance 2005

The Companies (Amendment) Ordinance 2005 which amends the Companies Ordinance in respect of the definition of “subsidiary” for the purpose of preparing group accounts came into operation on 1 December 2005.

Companies Ordinance (Amendment of Eighth Schedule) Order

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 2007 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。策略性改革計劃勾劃了部門的理想：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。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、支援部門的核心業務，並協助本處向無紙運作模式大步邁進。

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。在該系統的運作模式下，本處把收到的紙張文件即時轉換成數碼影像。資訊系統會按照預先訂定的運作規則，把文件影像傳送給適當的組別處理，以便本處人員將資料輸入系統以核對有關資料，或以聯線方式審閱資料。文件一經登記，公眾差不多可以即時查閱其影像紀錄。新的資訊系統和操作程序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，以及八千七百多萬已登記文件的數碼影像。新的網上查冊服務深受商界歡迎，現時在網上查閱公司資料的比率約為95%。

Strategic Change Plan

Over the past years, the Registry has embarked on a continuous development programme to expand and enhance the level of facilities and services to the public. The SCP outlines the department's vision of establishing a fully computerised companies registry for filing, processing, storing and disseminating corporate information. 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, support the department's core business activities and enable the Registry to move substantially towards a paperless operation.

Integrated Companies Registry Information System

ICRIS Phase I was launched on 28 February 2005. Under ICRIS, all paper documents submitted to the Registry are converted into digitised images soon after receipt. Document images are routed to processing sections in accordance with the business rules pre-defined in the system to enable data entry and system verification or online scrutiny by Registry staff. Image records of documents are almost instantly available for public search after registration. The new information 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 87 million digitised images of registered company documents kept in the Registry's database. The new internet search services have been well received by the business community and about 95% of company searches are conducted online.

此外，本處現正對資訊系統進行一些主要的提升工程，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。提升工程完成後，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，希望第二階段可在二零零九年推行。

檢討指明表格

為協助公司遵從《公司條例》訂明的申報資料規定，本處的檢討表格工作小組不斷檢討申報公司資料的指明表格，除了不時檢討和修訂現有的指明表格外，更會在有需要時推出新表格。本處因應《2004年公司（修訂）條例》對《公司條例》第XI部作出的修訂，擬備了一套共14款的新指明表格。新表格將在修訂條例附表2實施後推出。

The Registry is also carrying out some major enhancements to the information system to cater for the new requirements relating to the index of reserve directors and non-Hong Kong companies in the Companies (Amendment) Ordinance 2003 and Companies (Amendment) Ordinance 2004. Once these enhancements 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 2009.

Review of Specified Forms

To facilitate companies to comply with the reporting requirements stipulated in the Companies Ordinance, the department's Forms Review Working Group continuously reviews the forms specified for reporting company particulars. Existing specified forms are reviewed and revised from time to time and new forms will be introduced as and when necessary. 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 has been prepared. 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》

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》，逐步實施公司法改革常務委員會在二零零零年發表的《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》，以及在二零零零年至二零零三年期間就企業管治檢討所提出的建議。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提出的其餘多項建議，例如把公司重新分類、改革資本保留條文、重新編排條例各部及各條、簡化用語等。第二，我們需要解決現行《公司條例》潛在的問題，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），這種種因素不必要地令營商成本增加。第三，我們必須跟上國際間其他相若的普通法司法管轄區，例如英國、澳洲、新西蘭和新加坡等地在改革公司法方面的發展。

有鑑於此，政府在二零零六年一月十三日獲立法會批准開設數個編制以外的首長級職位後，已成立一個由財經事務及庫務局和公司註冊處人員組成的公司條例草案專責小組，以進行重寫工作。除了律政司法律專業人員的支援外，專責小組亦會得到專責檢討《公司條例》某些部分的外聘顧問提供協助。

Company Law Reform

Re-write of the Companies Ordinance

Over the past few years, the Administration has been steadily implementing the recommendations of the SCCLR in its report published in 2000 on the Recommendations of a Consultancy Report of the Review of the Hong Kong Companies Ordinance and those in its Corporate Governance Review undertaken between 2000 and 2003 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, reached a stage when we have to undertake an overall rewrite 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 parts and 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 and unnecessary costs on business. Thirdly, it is necessary to keep pace with the many international developments to reform company law in other comparative common law jurisdictions such as the United Kingdom, Australia, New Zealand and Singapore.

In view of the above, the Administration has, after obtaining the necessary approval from the Legislative Council on 13 January 2006 for creating several supernumerary directorate posts, established a Companies Bill Team comprising staff of the Financial Services and the Treasury Bureau and the Companies Registry to take forward the rewrite exercise. The Companies Bill Team's work will be supported by legal professionals in the Department of Justice as well as by external consultants, who will be specifically tasked to review certain parts of the Companies Ordinance.

現時的計劃是在二零零九年年中擬備白紙條例草案以諮詢公眾，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》。政府會先就一些主要建議，例如與會計和審計、資本保留及押記登記有關的條文，徵詢公眾意見，然後發出白紙條例草案。在重寫條例的過程中，公司法改革常務委員會將擔當重要角色，督導條例的重寫工作，並就重寫期間產生的所有主要建議提供意見。四個由利益相關團體的代表組成的諮詢小組將會成立，以確保利益相關者提出的觀點和意見在重寫條例初期獲得考慮。

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。截至二零零六年三月三十一日，工作小組召開了43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》

因應財經事務及庫務局局長在二零零二年十二月提出的要求，香港會計師公會在二零零三年一月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。

The plan, at the moment, is to publish a White Bill for public consultation by mid-2009 and to introduce the new Companies Bill into the Legislative Council in the third quarter of 2010. Before the publication of the White Bill, the Administration will conduct public consultation on certain key proposals such as those relating to the accounting and audit, capital maintenance and registration of charges provisions. The SCCLR will play a key role in the exercise in overseeing the rewrite and advising on all major proposals arising from the rewrite. Four Advisory Groups consisting of representatives of relevant stakeholders will be set up to help ensure that views and comments of the stakeholders will be taken into account at an early stage of the rewrite exercise.

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 2006, the JWG held 43 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 Ordinance

Subsequent to a request of the Secretary for Financial Services and the Treasury in December 2002, the HKICPA submitted proposals to strengthen the regulatory regime for the accounting profession in January 2003. 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的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》於二零零五年六月二十九日提交立法會審議，相關條例於二零零六年七月十三日制定。公司註冊處、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將在首三年各自向財務匯報局提供每年達 250 萬元的經費，以及額外提供一筆 500 萬元的撥款，以成立「儲備金」。此外，本處亦會為財務匯報局提供辦公地方。預計財務匯報局可於二零零七年年初投入運作。

The AIB will be responsible for investigating suspected irregularities concerning auditors of corporations and collective investment schemes listed in Hong Kong. The FRRC will deal with suspected non-compliances of the 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 the Legislative Council on 29 June 2005, and the Ordinance was enacted on 13 July 2006. The Registry, the Securities and Futures Commission, Hong Kong Exchanges and Clearing Limited and the HKICPA will each provide funding for the FRC to the extent of \$2.5 million per annum for the first three years and an additional amount of \$5 million to set up a "Reserve Fund". In addition, the Registry will provide accommodation for the FRC. It is expected that the FRC will come into operation in early 2007.

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。

本處在二零零五至零六年度共接待了 15 批訪客，包括內地政府部門和專業團體、比利時國家行政簡化局局長，以及英屬維爾京群島財經事務委員會和英國公司註冊處的政府官員。二零零五年七月十日至十三日，公司註冊處處長應邀出席在馬來西亞吉隆坡舉行的馬來西亞特許秘書及行政人員協會周年會議，以董事責任為題發表演說。二零零五年十月三十一日及十一月一日，處長前往北京訪問國家稅務總局、中國證券監督管理委員會、財政部、中國註冊會計師協會、中國共產黨中央委員會統戰部及國務院港澳事務辦公室。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 2005-06, the Registry received 15 groups of visitors, including government departments and professional bodies from the Mainland, the Secretary for State for Administrative Simplification of Belgium and government officials from the Financial Services Commission of British Virgin Islands, and Companies House of the United Kingdom. The Registrar of Companies was invited to give a presentation on directors' duties at the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) Annual Conference in Kuala Lumpur, Malaysia from 10 to 13 July 2005. On 31 October and 1 November 2005, he also visited the State Administration of Taxation, China Securities Regulatory Commission, Ministry of Finance, Chinese Institute of Certified Public Accountants, United Front Work Department of the CPC Central Committee, and Hong Kong and Macau Affairs Office of the State Council in Beijing. The ideas and experiences shared during the visits and conference will be very useful for developing new initiatives and strategies in the future.



英屬維爾京群島財經事務委員會
代表團訪問本處

A delegation from the Financial
Services Commission of the British
Virgin Islands visiting the Registry

來自英國公司註冊處的訪客
A visitor from Companies House
in the United Kingdom



年內，本處為薩摩亞國際財務管理局、馬來西亞公司註冊處、上海市工商行政管理局和新加坡會計及公司監管局政府官員舉辦實習計劃。有關官員可透過實習計劃，加深了解本處在二零零五年二月二十八日「公司註冊處綜合資訊系統」第一階段啟用後的運作情況，而本處人員亦可藉此機會，借鑑其他司法管轄區公司註冊制度的經驗。

During the year, we organised attachment programmes for government officials from the Samoan International Finance Authority, the Companies Commission of Malaysia, Shanghai Administration for Industry and Commerce, and Accounting and Corporate Regulatory Authority of Singapore. The attachment programmes helped enhance their understanding of the Registry's operations since the launch of Phase I of ICRIS on 28 February 2005. They also offered a good opportunity for the Registry's staff to gain the experience of the corporate registration systems in other jurisdictions.

馬來西亞公司註冊處的官員到本處實習
Officials from the Companies Commission of Malaysia on attachment to the Registry



上海市工商行政管理局的官員到本處實習
Officials from the Shanghai Administration for Industry and Commerce on attachment to the Registry

公司註冊處在二零零六年三月二十一日至二十四日主辦第三屆公司註冊論壇。這個首次在亞洲舉行的論壇，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。與會代表可以藉着這次論壇，討論世界各地公司註冊事務的最新發展，並就公司註冊制度現時的運作及未來發展交流經驗和資訊。

The Registry hosted the third Corporate Registers Forum (CRF) 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. The CRF provided an opportunity for corporate registers from all over the world to meet and review the latest developments in corporate business registers internationally and exchange experiences and information on the present and future operation of corporate business registration systems.



財經事務及庫務局局長在「公司註冊論壇」開幕儀式為醒獅點睛
The Secretary for the Financial Services and the Treasury dotting the eyes of the lion at the opening ceremony of the Corporate Registers Forum

「公司註冊論壇」開幕儀式的醒獅表演
Lion dance at the opening ceremony of the Corporate Registers Forum





公司註冊處處長在「公司註冊論壇」上發表演講
The Registrar of Companies giving a presentation at the Corporate Registers Forum

「公司註冊論壇2006」的主題為「遵從管治法規」和「公司及商業註冊機關在推動經濟和商業發展方面擔當的角色」。在論壇舉行期間，來自澳洲、加拿大、香港、馬來西亞、毛里求斯、新西蘭、薩摩亞、新加坡、南非及英國的公司註冊機關首長共聚一堂，就論壇的主題交流心得和經驗。至於內地方面，北京的國家工商管理總局和上海市工商行政管理局亦有派官員出席，而由歐洲各國公司註冊機關組成的歐洲商業註冊論壇也派代表以觀察員身份列席。以法律、規管和資訊科技等各方面的發展來說，參加今屆論壇的國家及司法管轄區各有不同。

論壇的討論環節內容充實，使與會代表獲益良多，給他們留下甚佳的印象和愉快的回憶。與會代表在今屆論壇建立的聯繫在他們離港後將會一直保持下去，讓大家都有所得益。以下是與會代表的一些主要評語：—

- 香港主辦了一個十分成功的論壇，與會代表莫不感到賓至如歸。主辦單位策劃周詳，把這項盛事推向更高的水

The themes of the CRF 2006 were “Corporate compliance” and “The role of companies and business registries in promoting economic and business development”. Registrars of companies or their equivalents from Australia, Canada, Hong Kong, Malaysia, Mauritius, New Zealand, Samoa, Singapore, South Africa and the United Kingdom shared their insights and experiences on the forum themes during the Forum. Officials from the State and Municipal Administration for Industry and Commerce in Beijing and Shanghai of Mainland China also participated. Members of the European Commerce Registers Forum, the organisation for the Companies Registries of Europe, attended as observers. The countries and jurisdictions represented at this year’s Forum covered a very wide spectrum in terms of the present stages of their legal, regulatory and IT developments.

Participants found the Forum sessions both fruitful and rewarding. All the delegates left Hong Kong with very positive impressions and very happy memories. The contacts and links established at this year’s Forum will continue long after the delegates have left Hong Kong to the mutual benefit of all. Below are some key comments from the delegates:—

- Hong Kong can take a bow — they have hosted delegates quite superbly. A magnificently organised event and it certainly takes the forum to another level...Hong Kong has

平。論壇能夠真正達到世界級水準，香港居功至偉，香港應為此感到自豪。

- 能夠以相對廉宜的費用親身出席這個歷來最多公司註冊機關參與的論壇，實在是一個難能可貴的機會。
- 雖然今天是論壇的最後一天，但差不多所有與會代表都出席早上的討論環節，足以證明這屆論壇水準超卓，空前成功。

been pivotal to the Forum achieving a genuine international standing of quality.

- The opportunity to attend the largest gathering of corporate registers in history is unparalleled and the Forum presented this at a token price.
- The fact that virtually all the participants were in attendance on this final morning is a strong testament to the quality of the programme.



參加「公司註冊論壇」的代表出席討論環節
Delegates attending a session of the Corporate Registers Forum

參加「公司註冊論壇」的代表到本處參觀
Delegates at the Corporate Registers Forum visiting the Registry



- A 二零零六年主要工作量統計數字
Key Workload Statistics for 2006
- B 一九九六年至二零零六年主要統計數字
Statistical Highlights from 1996 to 2006
- C 周年帳目表
Annual Accounts
- D 審計署署長報告
Report of the Director of Audit
- E 二零零五年四月一日至
二零零六年三月三十一日
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 2005 to 31 March 2006

附錄 A Appendix A

二零零六年主要工作量統計數字 Key Workload Statistics for 2006

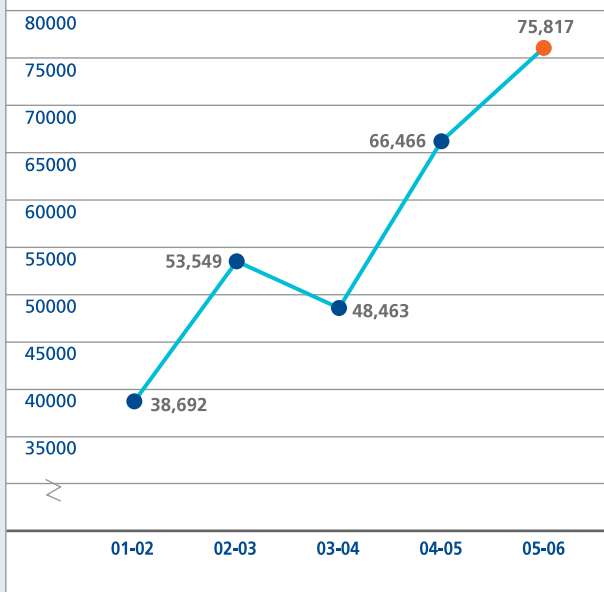
		截至 3 月 31 日止年度 Year to 31 March		增 / (減) 百分比 % Change
		2006	2005	%
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public companies	591	485	21.9
— 私人公司	— private companies	75,226	65,981	14.0
登記的海外公司	Overseas companies registered	638	681	(6.3)
公司文件登記	General Registration of Documents			
所收到的文件	Documents received	1,680,222	1,624,230	3.5
所收到的押記	Charges received	31,890	31,892	—
更改名稱申請書	Change of name applications	10,565	9,786	8.0
自動清盤通知書	Voluntary liquidation notices	1,034	1,082	(4.4)
公司查冊	Company Search			
查閱縮微膠片	Microfilm Searches	—	1,423,613*	N/A
查閱文件影像紀錄	Document Image Record Searches	2,622,086	221,081**	N/A
查閱公司資料	Company Particulars Searches	114,692	94,835	20.9
查閱董事索引	Directors Index Searches	138,534	148,092	(6.5)
檢控	Prosecution			
發出傳票	Summonses issued	4,207	1,760	139.0
定罪率	Conviction rate	44%	50%	(12.0)
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	24,428	21,318	14.6
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	19,608	18,125	8.2

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

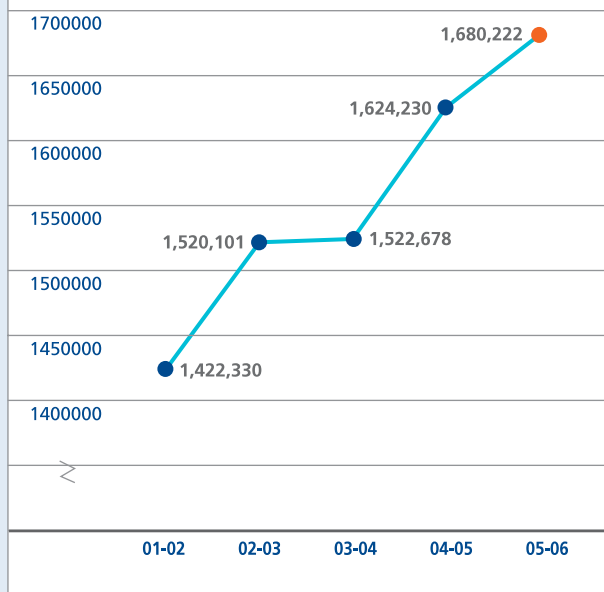
** 2005 年 2 月 28 日至 3 月 31 日 For the period from 28.2.2005 to 31.3.2005



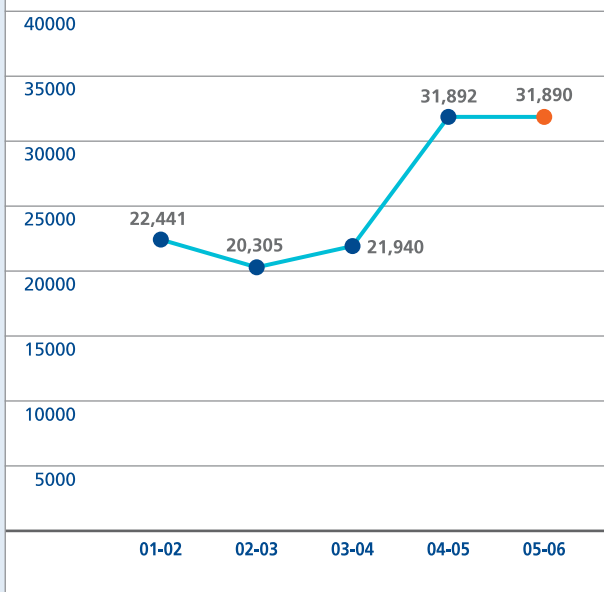
註冊成立公司總數 Number of Companies Incorporated



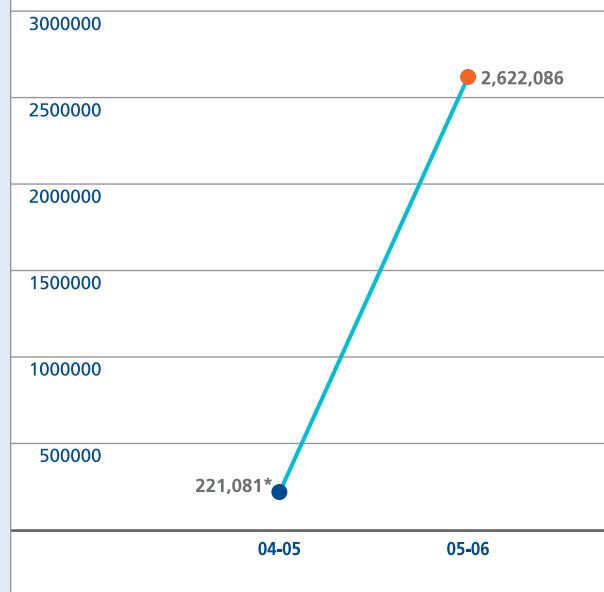
遞交登記文件數目 Documents Received for Registration



登記押記 Charges Received for Registration



查閱文件影像紀錄 Document Image Record Searches



* 二零零五年二月二十八日起提供的服務
Service available since 28 February 2005

附錄 B Appendix B

一九九六年至二零零六年主要統計數字 Statistical Highlights from 1996 to 2006

	年份 Year											
	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006 (首6個月 first 6 months)	
本地公司 LOCAL COMPANIES												
註冊成立公司 Incorporations												
— 公眾公司 Public companies												
• 股份有限公司 Limited by shares	7	4	3	7	5	2	4	2	6	3	4	
• 擔保有限公司 Limited by guarantee	288	354	264	356	383	345	462	373	459	547	248	
— 私人公司 Private companies	49,439	48,917	29,680	35,197	42,971	37,911	46,088	49,674	65,093	72,809	39,555	
更改公司類別 Conversions												
— 公眾公司轉為私人公司 Public companies to private companies	5	8	14	11	10	14	4	6	9	7	6	
— 私人公司轉為公眾公司 Private companies to public companies	13	17	2	7	11	5	5	7	5	6	6	
恢復註冊 Restorations												
— 公眾公司 Public companies	0	2	4	7	3	3	2	1	—	—	—	
— 私人公司 Private companies	10	32	109	94	79	111	93	106	124	140	81	
解散 Dissolutions												
— 清盤 Liquidation	3,820	3,603	3,220	3,747	3,312	2,090	1,978	2,319	1,961	1,752	781	
— 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	18,665	9,462	
— 剔除名稱 Striking-off	34,626	54,369	26,763	15,620	9,747	17,185	30,560	34,606	22,922	22,156	11,691	
— 其他 Others	—	1	—	—	—	1	—	—	—	—	1	
截至年底登記冊上的公司數目 No. of companies on register at end of year												
— 公眾公司 Public companies	6,041	5,837	5,934	6,058	6,310	6,576	6,922	7,171	7,562	7,912	8,129	
— 私人公司 Private companies	477,140	468,680	468,660	484,830	505,193	503,804	496,189	490,235	511,418	541,320	559,057	
包括 including												
• 截至年底登記冊上的 不活動公司 Dormant companies on register at end of year	2,682	3,194	3,646	3,748	3,809	3,925	4,020	4,110	4,451	4,768	4,973	
• 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	520	536	554	585	606	626	644	661	666	672	682	



	年份 Year										
	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006 (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	1,556,838	1,664,421	1,468,461	1,445,501	1,468,597	1,416,161	1,498,231	1,505,144	1,634,452	1,649,466	854,672
包括 including											
— 申請更改公司名稱 Change of company name applications	10,215	10,319	9,045	9,787	12,312	9,698	10,228	10,223	10,491	10,049	5,461
— 增加股本 Increase of share capital	7,415	6,953	3,622	5,595	6,263	5,510	5,591	5,778	6,181	5,870	2,856
— 減少股本 Reduction of share capital	16	19	16	11	11	18	20	26	26	23	10
— 押記 Charges											
• 押記 Charges	33,788	47,705	20,205	20,139	23,411	22,576	20,741	20,193	30,380	33,470	13,841
• 解除抵押備忘錄 Memorandum of discharge	21,838	30,992	20,582	19,342	19,668	19,203	16,763	15,193	21,804	26,945	10,209
— 委任接管人通知書 Notices of appointment of receiver	23	14	13	195	250	316	205	176	131	51	45

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停止的服務) Microfiches / Paper Files Search (service ceased on 28 February 2005)	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 Record Search (service available since 28 February 2005)	—	—	—	—	—	—	—	—	—	2,196,679	1,336,582
查閱董事索引 Directors Index Search	644	623	1,002	928	11,916	67,249	103,554	121,964	153,212	133,996	72,124
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	107,872	59,496

附錄 B Appendix B

	年份 Year										
	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006 (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	3,250	2,638	3,005	3,067	1,581	1,178	1,085	946	825	788	431
— 處理中的個案 Cases in Progress	3,390	2,887	3,130	3,000	1,870	1,518	1,333	1,235	1,141	1,150	1,235
債權人自動清盤 Creditors' Voluntary Winding-up											
— 已展開的個案 Cases Commenced	174	107	211	322	164	229	267	217	256	192	98
— 處理中的個案 Cases in Progress	428	353	439	573	490	560	657	589	636	656	602
檢控 PROSECUTIONS											
發出傳票數目 Summonses Issued	195	200	302	172	235	238	139	1,351	1,474	3,462	2,834
定罪率 Conviction Rate	94%	90%	76%	53%	49%	23%	67%	24%	51%	45%	43%
罰款總數 Total Fines (HK\$'000 港元)	3,889	2,427	4,181	431	751	254	862	1,504	5,670	9,584	7,165
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	74	77	70	70	69	105	123	140	178	199	211
海外公司 OVERSEA COMPANIES											
在香港新登記的公司 Newly registered in Hong Kong	665	713	570	658	814	812	700	724	735	620	281
不再在香港設有營業地點的公司 Ceased to have a place of business in Hong Kong	378	250	325	341	350	448	447	451	439	411	221
截至年底登記冊上的公司數目 No. of companies on register at end of year	4,604	5,067	5,312	5,629	6,093	6,457	6,710	6,983	7,279	7,488	7,548



	年份 Year										
	1996	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006 (首6個月 first 6 months)

根據《公司條例》第 XI 部登記海外公司數目（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	107	107	108	107	112	121	116	110	110	106	110
百慕大 Bermuda	423	478	510	538	592	617	632	638	642	643	645
英屬維爾京群島 British Virgin Islands	1,121	1,359	1,561	1,816	2,044	2,215	2,372	2,493	2,655	2,755	2,799
開曼群島 Cayman Islands	149	186	204	234	332	442	532	583	630	677	693
日本 Japan	381	368	339	318	304	297	283	281	274	260	256
利比里亞 Liberia	123	113	108	131	140	132	124	182	179	154	119
巴拿馬 Panama	68	69	70	80	93	104	111	133	177	212	226
中國大陸 The Mainland of China	70	91	101	108	119	129	155	186	204	207	215
新加坡 Singapore	175	202	208	212	224	227	218	224	227	241	236
英國 United Kingdom	402	414	415	398	400	407	395	393	388	401	403
美國 United States of America	800	822	801	796	799	776	756	729	736	734	734
其他 Others	785	858	887	891	934	990	1,016	1,031	1,057	1,098	1,112

周年帳目表
Annual Accounts

公司註冊處營運基金
截至 2006 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 2006

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 2006 年 3 月 31 日止年度

for the Year Ended 31 March 2006

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2006	2005
營業額	Turnover	(4)	298,201	270,002
運作成本	Operating costs	(5)	(170,981)	(168,207)
運作盈利	Profit from operations		127,220	101,795
其他收入	Other income	(6)	9,167	999
除稅前盈利	Profit before tax		136,387	102,794
稅款	Taxation	(7)	(22,264)	(17,674)
除稅後盈利	Profit after tax		114,123	85,120
股息	Dividend	(8)	(57,062)	(25,536)
保留盈利	Profit retained		57,061	59,584
固定資產回報率	Rate of return on fixed assets	(9)	24.5%	18.8%

第六十九頁至八十七頁之註釋亦為此財務報表的一部分。

The notes on pages 69 to 87 form part of these financial statements.

附錄 C Appendix C

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

在 2006 年 3 月 31 日的結算
as at 31 March 2006

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2006	2005
資產	ASSETS			
非流動資產	Non-current assets			
物業、設備及器材	Property, plant and equipment	(10)	356,266	362,670
無形資產	Intangible assets	(11)	98,366	112,920
			454,632	475,590
流動資產	Current assets			
應收帳款及預付款項	Debtors and prepayments		1,282	2,684
應收有關連機構帳款	Amounts due from related parties		950	1,341
銀行存款	Placements with banks		300,200	169,000
現金及銀行結餘	Cash and bank balances		5,422	12,135
			307,854	185,160
流動負債	Current liabilities			
應付帳款	Creditors		(59,487)	(61,788)
應付有關連機構帳款	Amounts due to related parties		(34,144)	(28,768)
應付稅款	Tax payable		(18,943)	(5,269)
			(112,574)	(95,825)
流動資產淨額	Net current assets		195,280	89,335
總資產減去流動負債	Total assets less current liabilities		649,912	564,925
非流動負債	Non-current liabilities			
遞延稅款	Deferred tax	(12)	(16,620)	(19,531)
僱員福利	Employee benefits		(45,273)	(45,962)
			(61,893)	(65,493)
淨資產	NET ASSETS		588,019	499,432



(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2006	2005
資本及儲備	CAPITAL AND RESERVES			
營運基金資本	Trading fund capital	(13)	138,460	138,460
保留盈利	Retained earnings	(14)	392,497	335,436
擬發股息	Proposed dividend		57,062	25,536
			588,019	499,432

第六十九頁至八十七頁之註釋亦為此財務報表的一部分。
The notes on pages 69 to 87 form part of these financial statements.



鍾悟思

公司註冊處處長暨
公司註冊處營運基金總經理
二零零六年九月十二日

Gordon W E Jones

Registrar of Companies and
General Manager
Companies Registry Trading Fund
12 September 2006

附錄 C Appendix C

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 2006 年 3 月 31 日止年度
for the Year Ended 31 March 2006

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2006	2005
在年初的結餘	Balance at beginning of year		499,432	428,786
年內除稅後盈利	Profit after tax for the year		114,123	85,120
年內股息支出	Dividend paid during the year		(25,536)	(14,474)
在年終的結餘	Balance at end of year		588,019	499,432

第六十九頁至八十七頁之註釋亦為此財務報表的一部分。
The notes on pages 69 to 87 form part of these financial statements.

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

截至 2006 年 3 月 31 日止年度
for the Year Ended 31 March 2006

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2006	2005
來自營運項目之 現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		127,220	101,795
折舊及攤銷	Depreciation and amortisation		32,509	9,960
售賣物業、設備 及器材的虧損	Loss on disposal of property, plant and equipment		—	217
應付帳款的 (減少) / 增加	(Decrease)/Increase in creditors		(2,451)	2,233
應付有關連機構帳款 的增加 / (減少)	Increase/(Decrease) in amounts due to related parties		5,406	(4,503)
僱員福利的負債 的減少	Decrease in liabilities for employee benefits		(344)	(1,345)
應收帳款及預付款項 的減少 / (增加)	Decrease/(Increase) in debtors and prepayments		2,406	(291)
應收有關連機構帳款 的減少	Decrease in amounts due from related parties		391	1,226
已收利得稅退款	Profits tax refunded		—	9,866
已付利得稅	Profits tax paid		(11,501)	(4,586)
來自營運項目之 現金淨額	Net cash from operating activities		153,636	114,572
來自投資項目之 現金流量	Cash flows from investing activities			
銀行存款增加淨額 (等同現金除外)	Net increase in placements with banks (other than cash equivalents)		(29,300)	(101,000)
利息收入	Interest received		8,162	790
購買物業、設備及 器材和無形資產	Purchase of property, plant and equipment and intangible assets		(11,775)	(14,756)
用作投資項目之 現金淨額	Net cash used in investing activities		(32,913)	(114,966)

附錄 C Appendix C

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

(續)
(Continued)

截至 2006 年 3 月 31 日止年度
for the Year Ended 31 March 2006

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2006	2005
來自融資項目之 現金流量	Cash flows from financing activities			
股息支出	Dividend paid		(25,536)	(14,474)
用作融資項目之 現金淨額	Net cash used in financing activities		(25,536)	(14,474)
現金及等同現金的 增加 / (減少) 淨額	Net increase/(decrease) in cash and cash equivalents		95,187	(14,868)
現金及等同現金在 年初的結餘	Cash and cash equivalents at beginning of year		80,135	95,003
現金及等同現金在 年終的結餘	Cash and cash equivalents at end of year	(15)	175,322	80,135

第六十九頁至八十七頁之註釋亦為此財務報表的一部分。
The notes on pages 69 to 87 form part of these financial statements.

帳目註釋

NOTES TO THE ACCOUNTS

(除特別註明外，以港幣千元位列示)

(Amounts expressed in thousands of Hong Kong dollars unless otherwise stated)

1. 總論

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(「營運基金」)。營運基金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. 主要會計政策

(a) 符合準則聲明

本財務報表是按照香港公認的會計原則及所有適用的香港財務報告準則(此詞是統稱，當中包括香港會計師公會頒布的所有適用的個別香港財務報告準則、香港會計準則及詮釋)編製。營運基金採納的主要會計政策摘要如下。

香港會計師公會已頒布多項新增及經修訂的香港財務報告準則，於2005年1月1日或以後開始的會計期生效，亦可提早採納。因採納新增及經修訂香港財務報告準則而引致的本會計年度及以往會計年度的會計政策的改變，在本財務報表已反映，有關資料載於註釋3。

(b) 編製財務報表的基礎

本財務報表的編製基礎均以原值成本值計量。

編製符合香港財務報告準則的帳目需要管理層作出判斷、估計及假設。該等判斷、估計及假設會影響會計政策的實施，以及資產

1. General

The Companies Registry Trading Fund ("the CRTF") 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 CRTF provides our customers with services and facilities to incorporate companies and to register and examine company documents.

2. Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with accounting principles generally accepted in Hong Kong and all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), a collective term which includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). A summary of the significant accounting policies adopted by the CRTF is set out below.

The HKICPA has issued a number of new and revised HKFRSs that are effective or available for early adoption for accounting periods beginning on or after 1 January 2005. Information on the changes in accounting policies resulting from initial application of these new and revised HKFRSs for the current and prior accounting periods reflected in these financial statements is provided in note 3.

(b) Basis of preparation of the financial statements

The measurement basis used in the preparation of these financial statements is historical cost.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities,

與負債和收入與支出的呈報款額。該等估計及相關的假設，均按以往經驗及其他在有關情況下被認為合適的因素而制訂。倘若沒有其他現成數據可供參考，則會採用該等估計及假設作為判斷有關資產及負債的帳面值的基礎。估計結果或會與實際價值有所不同。

該等估計及相關假設會被不斷檢討修訂。如修訂只影響本會計期，會在作出修訂的期內確認，但如影響本期及未來的會計期，有關修訂便會在該期及未來期間內確認。

營運基金在實施會計政策方面並不涉及任何關鍵的會計判斷。無論對未來作出的假設，或在結算日估計過程中所存在的不明朗因素，皆不足以構成重大風險，導致資產和負債的帳面金額在來年大幅修訂。

(c) 金融資產及金融負債

- (i) 營運基金在成為有關金融工具的合約其中一方之日會確認有關金融資產及金融負債。至於購買及出售市場上有既定交收期的金融資產，則於交收日入帳。金融資產及金融負債最初按公平值計量；公平值通常相等於成交價，加上因購買金融資產或產生金融負債而直接引致的交易成本。
- (ii) 營運基金的金融資產包括貸款及應收帳款。貸款及應收帳款為有固定或可以確定的支付金額，但在活躍市場並沒有報價，而且營運基金無意持有作交易用途的非衍生金融資產。貸款及應收帳款

income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

There are no critical accounting judgements involved in the application of the CRTF's accounting policies. There are also no key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next year.

(c) Financial assets and financial liabilities

- (i) The CRTF recognises financial assets and financial liabilities on the date it becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are accounted for at settlement date. Financial assets and financial liabilities are measured initially at fair value, which normally equals to the transaction prices, plus transaction costs that are directly attributable to the acquisition of the financial asset or issue of the financial liability.
- (ii) The CRTF's financial assets consist of loans and receivables which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and which the CRTF has no intention of trading. They are carried at amortised cost using the effective interest method less impairment losses, if any. The carrying amount of

採用實際利率法按攤銷成本值扣除任何減值虧損（如有）列帳，其帳面值在每個結算日作出評估，以決定是否有客觀的減值證據。若存在減值證據，虧損以該資產的帳面值與按其原本的實際利率用折現方式計算其預期未來現金流量的現值之間的差額，在損益表內確認。如其後減值虧損降低，並證實與在確認減值虧損後出現的事件相關，則該減值虧損在損益表內回撥。

金融負債採用實際利率法按攤銷成本值列帳。

- (iii) 當從金融資產收取現金流量的合約權屆滿時，或已轉讓該金融資產及其絕大部分風險和回報的擁有權，該金融資產會被註銷確認。當合約指明的債務被解除、取消或到期時，該金融負債會被註銷確認。

(d) 物業、設備及器材

在1993年8月1日撥給營運基金使用的各項物業、設備及器材，最初的成本值是以前立法局成立營運基金的決議中所列的估值入帳。至於在1993年8月1日後購置的各項物業、設備及器材，則是以購置時的實際直接開支入帳。

以下各項物業、設備及器材以成本值扣除累計折舊及減值虧損（如有）在資產負債表內列帳（註釋2(f)）：

- 在1993年8月1日撥給營運基金自用的物業；及
- 設備及器材，包括電腦器材、傢具及裝修、汽車及其他器材。

loans and receivables is reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any impairment evidence exists, a loss is recognised in the profit and loss account as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. If in a subsequent period, the amount of such impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through the profit and loss account.

Financial liabilities are carried at amortised cost using the effective interest method.

- (iii) A financial asset is derecognised when the contractual rights to receive the cash flows from the financial asset expire, or where the financial asset together with substantially all the risks and rewards of ownership have been transferred. A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

(d) Property, plant and equipment

Property, plant and equipment appropriated to the CRTF on 1 August 1993 were measured initially at deemed cost equal to the value contained in the Legislative Council Resolution for the setting up of the CRTF. Property, plant and equipment acquired since 1 August 1993 are capitalised at their costs of acquisition.

The following property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and any impairment losses (note 2(f)):

- buildings held for own use appropriated to the CRTF on 1 August 1993; and
- plant and equipment, including computer equipment, furniture and fittings, motor vehicles and other equipment.

折舊是按照各項物業、設備及器材的估計可使用年期減去估計剩餘值，再以直線法攤銷成本值。有關的年期如下：

- 物業	30 年
- 電腦器材	3 - 5 年
- 傢具及裝修	5 年
- 汽車及其他器材	5 年
- 在 1993 年 8 月 1 日撥給營運基金的物業所在的土地當作不折舊資產論	

出售物業、設備及器材的損益以出售所得淨額與資產的帳面值之間的差額來決定，並在出售當天列入損益表內確認。

(e) 無形資產

無形資產包括購入的電腦軟件牌照及已資本化的電腦軟件程式開發成本值。若電腦軟件程式在技術上可行，而且營運基金有足夠資源及有意完成開發工作，有關的開發費用會被資本化。資本化費用包括直接工資及材料費用。無形資產按成本值扣除累計攤銷及減值虧損（如有）列帳（註釋 2 (f)）。

無形資產的攤銷按估計可使用年期（3 至 5 年）以直線法列入損益表。

(f) 固定資產的減值

固定資產（包括物業、設備及器材和無形資產）的帳面值在每個結算日評估，以確定有否出現減值跡象。倘出現減值跡象，每當資產的帳面值高於其可收回數額時，則有關減值虧損會在損益表內確認入帳。資產的可收回數額為淨出售價與使用值兩者中的較高者。

Depreciation is calculated to write off the cost of property, plant and equipment, less their estimated residual value, on a straight line basis over the estimated useful lives as follows:

- Buildings	30 years
- Computer equipment	3 - 5 years
- Furniture and fittings	5 years
- Motor vehicles and other equipment	5 years
- The land on which the CRTF's buildings are situated as appropriated to the CRTF on 1 August 1993 is regarded as a non-depreciating asset.	

Gains or losses arising from the disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in the profit and loss account at the date of disposal.

(e) Intangible assets

Intangible assets include acquired computer software licences and capitalised development costs of computer software programmes. Expenditure on development of computer software programmes is capitalised if the programmes are technically feasible and the CRTF has sufficient resources and the intention to complete development. The expenditure capitalised includes the direct labour and costs of materials. Intangible assets are stated at cost less accumulated amortisation and any impairment losses (note 2(f)).

Amortisation of intangible assets is charged to the profit and loss account on a straight-line basis over the assets' estimated useful lives of 3 to 5 years.

(f) Impairment of fixed assets

The carrying amounts of fixed assets, including property, plant and equipment and intangible assets, are reviewed at each balance sheet date to identify any indication of impairment. If there is an indication of impairment, an impairment loss is recognised in the profit and loss account whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset is the greater of its net selling price and value in use.

(g) 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。
- (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

(g) 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) 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 each 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 reduction 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

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。

offset against current tax liabilities when the CRTF 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.

(h) 收入的確認

服務收費是在提供服務時確認入帳。利息收入則採用實際利率法按應計的利息確認入帳。

實際利率法是計算金融資產或金融負債的攤銷成本值，以及攤分在有關期間的利息收入或支出的方法。實際利率是指可將金融工具在預計有效期間（或適用的較短期間）內的預計現金收支，折現成該金融資產或金融負債的帳面淨值所適用的貼現率。營運基金在計算實際利率時，會考慮金融工具的所有合約條款以估計現金流量，但不會計及日後的信貸虧損。實際利率的計算包括合約雙方支付或收取的所有費用（費用為實際利率不可或缺的部分）、交易成本及所有其他溢價或折讓。

(h) Revenue recognition

Revenue is recognised as services are provided. Interest income is recognised as it accrues using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the CRTF estimates cash flows considering all contractual terms of the financial instruments but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

(i) 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。

(i) 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 CRTF and recognised as an expense in the year in which the associated services are rendered.

(j) 有關連機構

根據《營運基金條例》設立的營運基金是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

(j) Related parties

The CRTF is a separate accounting entity within the Government established under the Trading Funds Ordinance. During the year, the CRTF has entered into transactions with various related parties, including Government bureaux and departments, trading funds and

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。

(k) 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。

3. 會計政策改變

香港會計師公會頒布了一系列新增及經修訂的香港財務報告準則，該等準則適用於2005年1月1日或以後開始的會計年度。營運基金在採納該等新增及經修訂香港財務報告準則後的會計政策概要載於註釋2。有關本財務報表所反映本會計年度及以往會計年度的重大會計政策改變的資料載於下文。

營運基金並沒有採納在本會計年度尚未生效的新準則或詮釋（註釋20）。

(a) 金融工具（香港會計準則第32號：金融工具：披露及匯報）

由2005年4月1日起，為符合香港會計準則第32號，營運基金已於各個帳目註釋，尤其在註釋18，額外披露金融資產及金融負債的條款、細則、會計政策、風險和公平值。

(b) 匯報方式的改變（香港會計準則第1號：財務報表的匯報及香港會計準則第38號：無形資產）

以往電腦軟件牌照及已資本化的電腦軟件程式開發成本值歸入固定資產類別。由2005年4月1日起，為符合香港會計準則第1號及第38號，營運基金更改了在資產負債表上的匯報方式，現時這些項目分開匯報為「無形資產」。

financially autonomous bodies controlled or significantly influenced by the Government, in the ordinary course of its business.

(k) 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. Changes in accounting policies

The HKICPA has issued a number of new and revised HKFRSs that are effective for accounting periods beginning on or after 1 January 2005. The accounting policies of the CRTF after the adoption of these new and revised HKFRSs have been summarised in note 2. The following sets out information on the significant changes in accounting policies for the current and prior accounting periods reflected in these financial statements.

The CRTF has not applied any new standard or interpretation that is not yet effective for the current accounting period (note 20).

(a) Financial instruments (HKAS 32, Financial instruments: Disclosure and presentation)

With effect from 1 April 2005, in order to comply with HKAS 32, the CRTF has provided additional disclosures of terms, conditions, accounting policies, risk and fair values of financial assets and financial liabilities throughout the notes to the financial statements and, in particular, in note 18.

(b) Changes in presentation (HKAS 1, Presentation of financial statements and HKAS 38, Intangible assets)

In prior years, computer software licences and capitalised development costs were classified as fixed assets. With effect from 1 April 2005, in order to comply with HKAS 1 and HKAS 38, the CRTF has changed the presentation and these items are now presented separately as "intangible assets" on the balance sheet.

這些匯報方式的改變已追溯生效，有關的對比數字均已作重新分類。

The new accounting policy has been applied retrospectively with comparatives reclassified.

4. 營業額 Turnover

		2006	2005
押記文件登記費	Charges registration fees	15,413	14,485
公司註冊成立費	Incorporation fees	129,970	114,540
年報表登記費	Annual registration fees	82,407	67,889
查冊及影印收費	Searches and copying fees	42,198	46,847
管理及代收服務費用	Fees for administration and collection services	6,562	8,636
其他費用	Other fees	21,651	17,605
		298,201	270,002

5. 運作成本 Operating costs

		2006	2005
員工費用	Staff costs	122,661	136,277
一般運作開支	General operating expenses	13,534	17,877
電腦開支	Computer expenses	874	2,496
中央行政間接費用	Central administration overheads	1,013	1,094
折舊及攤銷	Depreciation and amortisation	32,509	9,960
審計師酬勞	Auditor's remuneration	390	503
		170,981	168,207

6. 其他收入 Other income

		2006	2005
銀行存款利息	Interest from bank deposits	<u>9,167</u>	<u>999</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% (2005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。損益表內撇銷的稅額如下：

(a) Notional profits tax is provided at 17.5% (2005 : 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 to the profit and loss account represents:

		2006	2005
本期稅款	Current tax		
名義利得稅	Notional profits tax	25,175	8,309
往年撥備調整	Adjustments in respect of prior years	<u>—</u>	<u>(178)</u>
		25,175	8,131
遞延稅款	Deferred tax		
暫時性差異產生及轉回	Origination and reversal of temporary differences	(2,911)	9,543
收益稅支出總額	Total income tax expense	<u>22,264</u>	<u>17,674</u>

(b) 稅項支出與會計溢利按適用稅率計算的對帳：

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		2006	2005
除稅前盈利	Profit before tax	136,387	102,794
除稅前盈利的名義稅項	Notional tax on profit before tax	23,868	17,989
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	(1,604)	(175)
往年撥備調整	Adjustments in respect of prior years	—	(178)
實際稅項支出	Actual tax expense	22,264	17,674

8. 股息 Dividend

擬發港幣 5,706.2 萬元作股息給政府 (2005 年：港幣 2,553.6 萬元)。

An amount of HK\$57,062,000 (2005 : HK\$25,536,000) 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。固定資產包括物業、設備及器材和無形資產。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. Fixed assets comprise property, plant and equipment and intangible assets. The CRTF aims to achieve a target return of 10% per annum as determined by the Financial Secretary.

10. 物業、設備及器材 Property, plant and equipment

		土地及 建築物	電腦器材	傢具及 裝置	辦公室及 特殊器材	總值
		Land & buildings	Computer equipment	Furniture & fittings	Office & specialist equipment	Total
成本	Cost					
在 2004 年 4 月 1 日	At 1 April 2004	398,511	70,562	16,960	2,460	488,493
增加	Additions	–	13,391	–	–	13,391
售賣	Disposal	–	(62,520)	–	(2,185)	(64,705)
在 2005 年 3 月 31 日	At 31 March 2005	398,511	21,433	16,960	275	437,179
增加	Additions	–	399	1,132	–	1,531
在 2006 年 3 月 31 日	At 31 March 2006	398,511	21,832	18,092	275	438,710
累計折舊	Accumulated depreciation					
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	1,448	61	129	6,083
售賣後撥回	Written back on disposal	–	(62,520)	–	(1,968)	(64,488)
在 2005 年 3 月 31 日	At 31 March 2005	50,363	6,966	16,906	274	74,509
年內費用	Charge for the year	4,444	3,440	50	1	7,935
在 2006 年 3 月 31 日	At 31 March 2006	54,807	10,406	16,956	275	82,444
帳面淨值	Net Book Value					
在 2006 年 3 月 31 日	At 31 March 2006	343,704	11,426	1,136	–	356,266
在 2005 年 3 月 31 日	At 31 March 2005	348,148	14,467	54	1	362,670

11. 無形資產 Intangible assets

		電腦軟件牌照及系統開發成本 Computer software licences and system development costs	
		2006	2005
成本	Cost		
在年初	At beginning of year	116,797	71,211
增加	Additions	10,020	45,586
在年終	At end of year	126,817	116,797
累計攤銷	Accumulated amortisation		
在年初	At beginning of year	3,877	–
年內費用	Charge for the year	24,574	3,877
在年終	At end of year	28,451	3,877
帳面淨值	Net Book Value		
在年終	At end of year	98,366	112,920

12. 遞延稅款 Deferred tax

在資產負債表內確認的遞延稅款負債，全部因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 which are in excess of the related depreciation. The movements during the year are as follows:

		2006	2005
在年初的結餘	Balance at beginning of year	19,531	9,988
損益表內 (轉回) / 撇銷	(Credited)/Charged to profit and loss account	(2,911)	9,543
在年終的結餘	Balance at end of year	16,620	19,531

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 CRTF.

14. 保留盈利 Retained earnings

		2006	2005
在年初的結餘	Balance at beginning of year	335,436	275,852
年內除稅後盈利	Profit after tax for the year	114,123	85,120
擬發股息	Proposed dividend	(57,062)	(25,536)
在年終的結餘	Balance at end of year	<u>392,497</u>	<u>335,436</u>

15. 現金及等同現金 Cash and cash equivalents

		2006	2005
現金及銀行結餘	Cash and bank balances	5,422	12,135
銀行存款 (等同現金部分)	Placements with banks (cash equivalents portion)	169,900	68,000
在年終的現金 及等同現金	Cash and cash equivalents at end of year	<u>175,322</u>	<u>80,135</u>

16. 有關連機構的交易 Related party transactions

除了那些在財務報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 975.5 萬元（2005 年：港幣 1,461.5 萬元）；
- (b) 有關連機構提供予本處的服務包括購置物料、郵政、印刷、培訓、資訊科技、大廈管理、辦公地方租賃、中央管理及審計。這等服務的支出共港幣 1,015 萬元（2005 年：港幣 1,020.4 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 449.7 萬元（2005 年：港幣 54.2 萬元）。

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。

Apart from those separately disclosed in the financial statements, 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\$9,755,000 (2005 : HK\$14,615,000);
- (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\$10,150,000 (2005 : HK\$10,204,000); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$4,497,000 (2005 : HK\$542,000).

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，營運基金未有在財務報表中作出準備的資本承擔如下：

At the date of balance sheet, the CRTF had capital commitments, so far as not provided for in the financial statements, as follows:

		2006	2005
已核准及簽約	Authorised and contracted for	7,469	9,967
已核准惟未簽約	Authorised but not yet contracted for	7,258	—
		<u>14,727</u>	<u>9,967</u>

18. 金融工具 Financial instruments

(a) 投資政策

為提供額外的收入來源，將現金盈餘投放於銀行的定期存款。

(b) 貨幣風險

貨幣風險指金融工具的價值會因匯率變動而波動的风险。

營運基金無須承擔貨幣風險，因為其所有金融工具均以港元為本位。

(c) 信貸風險

信貸風險指金融工具的一方持有者會因未能履行責任而引致另一方蒙受財務損失的風險。

為盡量減低信貸風險，所有定期存款均存放於香港的持牌銀行。

在結算日，營運基金並無信貸風險相當集中的情況。最高信貸風險程度為資產負債表上每項金融資產的帳面值。

(d) 流動資金風險

流動資金風險指負債到期時資金不足償債的風險，這是資產及負債的金額及年期錯配所致。

營運基金採用預期現金流量分析來管理流動資金風險，透過預測所需的現金款額及監察營運基金的營運資金，確保可以償付所有到期負債及應付所有已知的資金需求。

(e) 利率風險

利率風險指因市場利率變動而引致虧損的風險。利率風險可進一步分為公平值利率風險及現金流量利率風險。

公平值利率風險指金融工具的公平值會因市場利率變動而波動的

(a) Investment policy

To provide an ancillary source of income, surplus cash is placed with banks in fixed-term deposits.

(b) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate because of changes in foreign exchange rates.

The CRTF does not have an exposure to currency risk as all of its financial instruments are denominated in Hong Kong dollar.

(c) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

To minimise credit risks, all fixed deposits are placed with licensed banks in Hong Kong.

At the balance sheet date, the CRTF does not have significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

(d) Liquidity risk

Liquidity risk is the risk that funds will not be available to meet liabilities as they fall due. This results from amount and maturity mismatches of assets and liabilities.

The CRTF employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the CRTF to ensure that all liabilities due and known funding requirements could be met.

(e) Interest rate risk

Interest rate risk refers to the risk of loss arising from changes in market interest rates. This can be further classified into fair value interest rate risk and cash flow interest rate risk.

Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes

風險。由於營運基金的銀行存款為定息存款，當市場利率上升，這些存款的公平值便會下跌。然而，由於所有銀行存款均按攤銷成本值列示，其帳面值不會受市場利率變動所影響。

現金流量利率風險指金融工具的未來現金流量會因市場利率變動而波動的風險。營運基金的金融工具無須面對現金流量利率風險，因為這些並非浮息金融工具。

下表以帳面值並按到期日列載營運基金主要計息資產的實際利率。

in market interest rates. Since the CRTF's placements with banks bear interest at fixed rates, their fair values will fall when market interest rates increase. However, as all the placements with banks are stated at amortised cost, their carrying amounts will not be affected by changes in market interest rates.

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The CRTF's financial instruments are not exposed to cash flow interest rate risk because they do not bear interest at a floating rate.

The table below sets out the effective interest rates of the CRTF's major interest bearing assets stated at carrying amounts and categorised by maturity dates.

		實際利率 Effective interest rate	3 個月 或以下 Up to 3 months	3 個月 至 1 年 3 months to 1 year	總額 Total
2006					
銀行存款	Placements with banks	4.18%	169,900	130,300	300,200
2005					
銀行存款	Placements with banks	2.01%	68,000	101,000	169,000

(f) 公平值

在活躍市場報價的金融工具的公平值是根據結算日的市場報價釐定。如沒有該等市場報價，則以現值或其他估值方法以結算日的市況數據評估其公平值。

所有金融工具均以與其公平值相等或相差不大的金額列於資產負債表。

(f) Fair values

The fair values of financial instruments quoted in active markets are their quoted prices at the balance sheet date. In the absence of such quoted market prices, fair values are estimated using present value or other valuation techniques, using inputs based on market conditions existing at the balance sheet date.

All financial instruments are stated in the balance sheet at amounts equal to or not materially different from their fair values.



19. 對比數字 Comparative figures

若干對比數字已因會計政策改變而重新分類。進一步的詳情載於註釋 3。

Certain comparative figures have been reclassified as a result of the changes in accounting policies. Further details are disclosed in note 3.

20. 已頒布但未於截至 2006 年 3 月 31 日周年會計期生效的修訂、新準則及詮釋的可能影響 Possible impact of amendments, new standards and interpretations issued but not yet effective for the annual accounting period ended 31 March 2006

直至本帳目發出之日，香港會計師公會已頒布下列修訂、新準則及詮釋。該等修訂、新準則及詮釋在截至 2006 年 3 月 31 日的會計期尚未生效，在本帳目中並未採納：

Up to the date of issue of the financial statements, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the accounting period ended 31 March 2006 and which have not been adopted in these financial statements:

	在以下日期或之後 開始的會計期生效 Effective for accounting periods beginning on or after
香港財務報告準則第 1 號：首次採用香港財務報告準則（修訂本） HKFRS 1, First-time adoption of Hong Kong Financial Reporting Standards (revised)	2006 年 1 月 1 日 1 January 2006
香港財務報告準則第 6 號：礦產資源的勘探及估值 HKFRS 6, Exploration for and evaluation of mineral resources	2006 年 1 月 1 日 1 January 2006
香港會計準則 — 詮釋 4：釐定一項安排是否包含租賃 HK(IFRIC) — Int 4, Determining whether an arrangement contains a lease	2006 年 1 月 1 日 1 January 2006
香港會計準則 — 詮釋 5：對拆卸、復原及環境復修基金權益的權利 HK(IFRIC) — Int 5, Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds	2006 年 1 月 1 日 1 January 2006
香港會計準則 — 詮釋 6：來自參與特別市場 —— 廢棄電子電器設備的債務 HK(IFRIC) — Int 6, Liabilities arising from participating in a specific market —— Waste electrical and electronic equipment	2005 年 12 月 1 日 1 December 2005
香港會計準則 — 詮釋 7：應用香港會計準則第 29 號 （惡性通貨膨脹經濟體系的財務報告）的重列方法 HK(IFRIC) — Int 7, Applying the restatement approach under HKAS 29 Financial reporting in hyperinflationary economies	2006 年 3 月 1 日 1 March 2006
香港會計準則 — 詮釋 8：香港財務報告準則第 2 號的適用範圍 HK(IFRIC) — Int 8, Scope of HKFRS 2	2006 年 5 月 1 日 1 May 2006

	在以下日期或之後 開始的會計期生效 Effective for accounting periods beginning on or after
香港會計準則 — 詮釋 9：重新評估內置衍生工具 HK(IFRIC) — Int 9, Reassessment of embedded derivatives	2006 年 6 月 1 日 1 June 2006
香港會計準則第 19 號 (修訂)：僱員福利 — 精算收益及損失， 集團計劃及披露 Amendment to HKAS 19, Employee benefits — Actuarial gains and losses, group plans and disclosures	2006 年 1 月 1 日 1 January 2006
香港會計準則第 21 號 (修訂)：匯率變動的影響 — 外地運作的淨投資額 Amendment to HKAS 21, The effects of changes in foreign exchange rate — Net investment in a foreign operation	2006 年 1 月 1 日 1 January 2006
香港會計準則第 39 號 (修訂)：金融工具：確認及計量： Amendments to HKAS 39, Financial instruments: Recognition and measurement:	
— 預測集團內部交易的現金流量對沖會計處理 Cash flow hedge accounting of forecast intragroup transactions	2006 年 1 月 1 日 1 January 2006
— 公平定值方案 The fair value option	2006 年 1 月 1 日 1 January 2006
— 財務擔保合約 Financial guarantee contracts	2006 年 1 月 1 日 1 January 2006
因應香港《2005 年公司 (修訂) 條例》而作出的修訂 Amendments, as a consequence of the Hong Kong Companies (Amendment) Ordinance 2005, to:	
— 香港會計準則第 1 號：財務報表的匯報 HKAS 1, Presentation of financial statements	2006 年 1 月 1 日 1 January 2006
— 香港會計準則第 27 號：綜合及獨立財務報表 HKAS 27, Consolidated and separate financial statements	2006 年 1 月 1 日 1 January 2006
— 香港財務報告準則第 3 號：企業合併 HKFRS 3, Business combinations	2006 年 1 月 1 日 1 January 2006
香港財務報告準則第 7 號：金融工具：披露 HKFRS 7, Financial instruments: disclosures	2007 年 1 月 1 日 1 January 2007
香港會計準則第 1 號 (修訂)：財務報表的匯報：資本披露 Amendment to HKAS 1, Presentation of financial statements: capital disclosures	2007 年 1 月 1 日 1 January 2007

營運基金正就初次採納該等修訂、新準則及詮釋的預期影響進行評估。直至目前為止，營運基金得出的結論為：採納香港會計準則——詮釋4、香港會計準則——詮釋9、香港財務報告準則第7號及對香港會計準則第1號作出的修訂不會對營運基金的營運結果及財務狀況構成重大影響。其他修訂、新準則及詮釋並不適用於營運基金的運作。

The CRTF is in the process of making an assessment of the impact expected of these amendments, new standards and interpretations in the period of initial application. So far it has concluded that the adoption of HK(IFRIC) — Int 4, HK(IFRIC) — Int 9, HKFRS 7 and the amendment to HKAS 1 is unlikely to have a significant impact on the CRTF's results of operations and financial position. The other amendments, new standards and interpretations are not applicable to the CRTF's operations.

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把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二零零六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 2006 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
12 September 2006

二零零六年九月十二日

附錄 E Appendix E

二零零五年四月一日至二零零六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 2005 to 31 March 2006

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
A & K EDUCATIONAL SOFTWARE HOLDINGS LIMITED	2	\$36,600
英君技術有限公司 ANGELS TECHNOLOGY COMPANY LIMITED	1	\$26,760
A-S CHINA PLUMBING PRODUCTS LIMITED	1, 2	\$108,950
亞洲鋳業有限公司 ASIA ZIRCONIUM LIMITED	3	\$21,520
亞洲訊息 (控股) 有限公司 ASIAN INFORMATION RESOURCES (HOLDINGS) LIMITED	1	\$24,200
中大娛樂控股有限公司 B & S ENTERTAINMENT HOLDINGS LIMITED	1	\$23,670
中國宏達控股有限公司 CHINA ADVANCE HOLDINGS LIMITED	1	\$71,600
中國建設銀行股份有限公司 CHINA CONSTRUCTION BANK CORPORATION	1	\$33,800
中國金融產業投資基金有限公司 CHINA FINANCIAL INDUSTRY INVESTMENT FUND LIMITED	2	\$28,100
CHINA MEDICAL SCIENCE LIMITED	3	\$26,200
中國豐達電子集團有限公司 CHINA PHOTAR ELECTRONICS GROUP LIMITED	1, 2	\$75,220
CHINA RICH HOLDINGS LIMITED	3	\$60,200
中國神威藥業集團有限公司 CHINA SHINEWAY PHARMACEUTICAL GROUP LIMITED	1, 2	\$53,800
CIL HOLDINGS LIMITED	1, 3	\$27,320
中信 21 世紀有限公司 CITIC 21CN COMPANY LIMITED	2	\$25,000
COSLIGHT TECHNOLOGY INTERNATIONAL GROUP LIMITED	1	\$29,500
COSMOPOLITAN INTERNATIONAL HOLDINGS LIMITED	2	\$32,800
CO-WINNER ENTERPRISE LIMITED	1, 2	\$74,100
大慶石油化工集團有限公司 DAQING PETROLEUM AND CHEMICAL GROUP LIMITED	1	\$30,100



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
王朝酒業集團有限公司 DYNASTY FINE WINES GROUP LIMITED	3	\$3,420
億勝生物科技有限公司 ESSEX BIO-TECHNOLOGY LIMITED	1	\$25,950
億和精密工業控股有限公司 EVA PRECISION INDUSTRIAL HOLDINGS LIMITED	3	\$30,350
EVI EDUCATION ASIA LIMITED	1, 2	\$100,000
FAST SYSTEMS TECHNOLOGY (HOLDINGS) LIMITED	1, 2, 3	\$97,200
FIRST SIGN INTERNATIONAL HOLDINGS LIMITED	1	\$27,550
FOREFRONT INTERNATIONAL HOLDINGS LIMITED	2	\$110,750
FU CHEONG INTERNATIONAL HOLDINGS LIMITED	1	\$27,350
吉利汽車控股有限公司 GEELY AUTOMOBILE HOLDINGS LIMITED	1	\$16,900
環球科技控股有限公司 GLOBAL TECH (HOLDINGS) LIMITED	3	\$59,400
GLOBAL TREND INTELLIGENT TECHNOLOGIES LIMITED	3	\$44,450
嘉禾娛樂事業（集團）有限公司 GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED	2	\$40,000
黃金集團有限公司 GOLDEN RESORTS GROUP LIMITED	2	\$25,000
GOLDING SOFT LIMITED	1, 2	\$91,970
國美電器控股有限公司 GOME ELECTRICAL APPLIANCES HOLDING LIMITED	1	\$25,475
GP NANOTECHNOLOGY GROUP LIMITED	3	\$57,600
長城科技股份有限公司 GREAT WALL TECHNOLOGY COMPANY LIMITED	1	\$37,450
大中華科技（集團）有限公司 GREATERCHINA TECHNOLOGY GROUP LIMITED	2	\$56,250
國新集團有限公司 GUO XIN GROUP LIMITED	1	\$35,000
HANNY HOLDINGS LIMITED	1	\$20,950
HERALD HOLDINGS LIMITED	1	\$11,500
信寶國際控股有限公司 HONESTY TREASURE INTERNATIONAL HOLDINGS LIMITED	1	\$45,800

附錄 E Appendix E

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
HOPSON DEVELOPMENT HOLDINGS LIMITED	2	\$47,375
華藝銅業控股有限公司 HUA YI COPPER HOLDINGS LIMITED	1	\$22,500
毅興科技國際控股有限公司 IA INTERNATIONAL HOLDINGS LIMITED	1, 2	\$105,480
IIN INTERNATIONAL LIMITED	1	\$16,360
華智控股有限公司 INNOVIS HOLDINGS LIMITED	1, 2	\$36,450
INTCERA HIGH TECH GROUP LIMITED	1	\$69,500
國中控股有限公司 INTERCHINA HOLDINGS COMPANY LIMITED	3	\$25,550
ITE (HOLDINGS) LIMITED	1	\$15,640
JACKLEY HOLDINGS LIMITED	1	\$39,000
積華生物醫藥控股有限公司 JIWA BIO-PHARM HOLDINGS LIMITED	1	\$23,260
KARCE INTERNATIONAL HOLDINGS COMPANY LIMITED	1	\$22,950
KARL THOMSON HOLDINGS LIMITED	1	\$29,200
江山控股有限公司 KONG SUN HOLDINGS LIMITED	3	\$30,000
藍頓國際有限公司 LANDUNE INTERNATIONAL LIMITED	4	\$30,020
LEE & MAN PAPER MANUFACTURING LIMITED	2	\$27,000
聯華超市股份有限公司 LIANHUA SUPERMARKET HOLDINGS COMPANY LIMITED	1, 2	\$84,290
聯泰控股有限公司 LUEN THAI HOLDINGS LIMITED	2	\$26,060
MAN YUE INTERNATIONAL HOLDINGS LIMITED	1	\$23,800
駿雷國際有限公司 MASSIVE RESOURCES INTERNATIONAL CORPORATION LIMITED	3	\$28,000
松日通訊控股有限公司 MATSUNICHI COMMUNICATION HOLDINGS LIMITED	3	\$38,650
曼盛生物科技集團有限公司 MAXX BIOSCIENCE HOLDINGS LIMITED	1	\$42,660
豐泰集團國際有限公司 MILLENNIUM GROUP LIMITED	1	\$6,480



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
流動電訊網絡（控股）有限公司 MOBILE TELECOM NETWORK (HOLDINGS) LIMITED	1, 3	\$82,200
MP 物流國際控股有限公司 MP LOGISTICS INTERNATIONAL HOLDINGS LIMITED	1	\$21,750
NAM FONG INTERNATIONAL HOLDINGS LIMITED	1	\$18,240
新醫藥控股有限公司 NEW CHINESE MEDICINE HOLDINGS LIMITED	1, 3	\$95,700
寧波屹東電子股份有限公司 NINGBO YIDONG ELECTRONIC COMPANY LIMITED	1, 2	\$33,350
NORSTAR FOUNDERS GROUP LIMITED	3	\$22,450
OMNICORP LIMITED	1	\$14,500
ORIENT RESOURCES GROUP COMPANY LIMITED	2	\$40,450
PANORAMA INTERNATIONAL HOLDINGS LIMITED	1	\$22,380
PEARL RIVER TYRE (HOLDINGS) LIMITED	1	\$36,000
大眾食品控股有限公司 PEOPLE'S FOOD HOLDINGS LIMITED	1	\$20,700
PLASMAGENE BIOSCIENCES LIMITED	1	\$27,320
思拓通訊科技控股有限公司 QUASAR COMMUNICATION TECHNOLOGY HOLDINGS LIMITED	1	\$32,800
REGENT PACIFIC GROUP LIMITED	1	\$23,920
RUILI HOLDINGS LIMITED	2	\$13,200
SAMSON HOLDING LIMITED	1	\$21,800
修身堂控股有限公司 SAU SAN TONG HOLDINGS LIMITED	2	\$32,800
SEMTECH INTERNATIONAL HOLDINGS LIMITED	1, 2, 3	\$88,450
陝西西北新技術實業股份有限公司 SHAANXI NORTHWEST NEW TECHNOLOGY INDUSTRY COMPANY LIMITED	3	\$19,200
山東墨龍石油機械股份有限公司 SHANDONG MOLONG PETROLEUM MACHINERY COMPANY LIMITED	1	\$25,500
深圳市東江環保股份有限公司 SHENZHEN DONGJIANG ENVIRONMENTAL COMPANY LIMITED	3	\$30,250
中盈控股有限公司 SINO PROSPER HOLDINGS LIMITED	1	\$20,680
創維數碼控股有限公司 SKYWORTH DIGITAL HOLDINGS LIMITED	1	\$69,710

附錄 E Appendix E

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
金融社控股有限公司 STOCKMARTNET HOLDINGS LIMITED	2	\$22,100
SUN EAST TECHNOLOGY (HOLDINGS) LIMITED	3	\$30,600
SUNDAY COMMUNICATIONS LIMITED	2	\$80,100
SUPERDATA SOFTWARE HOLDINGS LIMITED	1	\$30,800
新昌管理集團有限公司 SYNERGIS HOLDINGS LIMITED	1	\$23,850
TANRICH FINANCIAL HOLDINGS LIMITED	1	\$24,460
TECHPACIFIC CAPITAL LIMITED	1	\$25,950
騰訊控股有限公司 TENCENT HOLDINGS LIMITED	3	\$35,100
THIZ TECHNOLOGY GROUP LIMITED	1, 2	\$71,580
天津泰達生物醫學工程股份有限公司 TIANJIN TEDA BIOMEDICAL ENGINEERING COMPANY LIMITED	3	\$28,600
天津天聯公用事業股份有限公司 TIANJIN TIANLIAN PUBLIC UTILITIES COMPANY LIMITED	1	\$24,470
TINGYI (CAYMAN ISLANDS) HOLDING CORP.	2	\$50,000
青島啤酒股份有限公司 TSINGTAO BREWERY COMPANY LIMITED	1	\$21,980
UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED	1	\$72,670
VALUE PARTNERS CHINA GREENCHIP FUND LIMITED	1	\$21,500
VENTUREPHARM LABORATORIES LIMITED	1	\$28,560
WAH SANG GAS HOLDINGS LIMITED	3	\$27,530
威倫堡控股有限公司 WANASPORTS HOLDINGS LIMITED	1, 2	\$116,200
萬基藥業控股有限公司 WANJI PHARMACEUTICAL HOLDINGS LIMITED	1	\$21,850
和寶國際控股有限公司 WEALTHMARK INTERNATIONAL (HOLDINGS) LIMITED	1	\$34,210
WORLD TRADE BUN KEE LTD	2	\$15,820
北京物美商業集團股份有限公司 WUMART STORES, INC.	1	\$39,250
西安海天天綫科技有限公司 XI'AN HAITIAN ANTENNA TECHNOLOGIES CO., LTD.	1, 3	\$106,300



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
衝浪平台軟件國際有限公司 XTEAM SOFTWARE INTERNATIONAL LIMITED	1	\$38,120
裕興科技控股有限公司 YUXING INFOTECH HOLDINGS LIMITED	1	\$17,380
浙江浙大網新蘭德科技股份有限公司 ZHEDA LANDE SCITECH LIMITED	1, 3	\$87,365
浙江滬杭甬高速公路股份有限公司 ZHEJIANG EXPRESSWAY CO., LTD.	3	\$22,550
ZHONG HUA INTERNATIONAL HOLDINGS LIMITED	1	\$16,200
中裕燃氣控股有限公司 ZHONGYU GAS HOLDINGS LIMITED	3	\$25,700
ZIDA COMPUTER TECHNOLOGIES LIMITED	1	\$24,810
大賀傳媒股份有限公司	2	\$11,090
上海復旦微電子股份有限公司	1	\$70,800
山東新華制葯股份有限公司	1	\$41,880
中海發展股份有限公司	1	\$16,120
海南美蘭國際機場股份有限公司	1	\$50,000
深圳高速公路股份有限公司	3	\$30,100

附註 (Note)

1. 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
2. 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
3. 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
4. 未有或逾期遞交決議或協議的印刷本
Failure or Late in Filing a Printed Copy of Resolution or Agreement