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這是本人退休前，以公司註冊處處長的身份撰寫的最後一份總經理報告。雖然公司註冊處在一九九三年五月一日才成為獨立的政府部門，但在我就任公司註冊處處長一職時，公司註冊處處長的職能已存在了好一段日子。《公司條例》最初於一八六五年制定，當時公司註冊處處長的職能由最高法院經歷司執行，到一九四九年則移交予註冊總署負責，該署在一九九三年年中停止運作。過去14年來，公司註冊處提供公共服務的方式，經歷了前所未有的改革，而我能夠督導改革的推行，感到十分榮幸。

概要

在二零零六至零七年度，本處核心服務的業務錄得輕微增長。由於年內註冊成立的公司數目增加，本處的淨盈餘達1億1,860萬元，超過了上一年度創下的1億1,410萬元紀錄。此外，我們在規管工作方面繼續取得進展。為重寫《公司條例》而成立的公司條例草案專責小組的所有職位，已於二零零六年十月填補，而重寫條例的工作現正如期進行。《財務匯報局條例》於二零零六年七月十三日制定後，當局已着手成立財務匯報局，負責調查上市法團和集體投資計劃的不當審計行為，並就會計違規事宜進行查訊。

業務情況

在強勁經濟下，註冊成立的公司，特別是一名成員組成的公司的數目持續上升。在截至二零零七年三月三十一日的年度，註冊成立的新公司總數達84,545間，較二零零五至零六年度的75,817間增加11.5%。年內解散的公司數目為35,473間，減少22.3%。公司登記冊上的本地公司總數截至二零零七年三月三十一日

This is my last General Manager's Statement as the Registrar of Companies before I retire from government service. Although the Companies Registry has existed as an independent Government department only since 1 May 1993, when I was first appointed as the Registrar of Companies, the functions of the Registrar of Companies have a much longer history. With the enactment of the first Companies Ordinance in 1865, the Registrar of the Supreme Court discharged the functions of the Registrar of Companies. Subsequently, in 1949, these functions were transferred to the Registrar General's Department which continued in existence until mid-1993. Over the past 14 years, it has been my privilege to oversee a period of quite unprecedented change and reform in the manner in which the department discharges its public services.

Overview

2006-07 saw a moderate growth in business volumes in our core services. Benefiting from the increase in the number of incorporations, the Registry achieved a net surplus of \$118.6 million for the year surpassing the record surplus of \$114.1 million registered in the year before. We have also continued to make progress on the regulatory front. All the posts in the Companies Bill Team (CBT), which has been set up to take forward the Companies Ordinance Rewrite Exercise, were filled by October 2006 and the rewrite is proceeding on schedule. With the enactment of the Financial Reporting Council (FRC) Ordinance on 13 July 2006, action has been taken to establish the FRC to investigate audit irregularities and enquire into accounting non-compliances in relation to corporations and collective investment schemes listed in Hong Kong.

Business Volumes

Thanks to a strong economy, the number of incorporations has continued to rise in particular with the formation of more one-member companies. For the year ended 31 March 2007, a total of 84,545 new companies were incorporated, an increase of 11.5%, compared with 75,817 in 2005-06. The number of dissolutions of companies during the year decreased by 22.3% to 35,473. The total number of local companies on the public register on 31 March 2007 rose to 604,993, compared to 555,745

為604,993間，較二零零六年三月三十一日的555,745間有所增加。截至二零零七年三月三十一日，根據《公司條例》第XI部登記的海外公司總數為7,762間，較上年度多261間。在二零零六至零七年度，提交本處登記的文件、申請更改公司名稱和提交押記登記的數目，分別增加了4.2%、2.7%和1.3%。公司註冊處電子查冊服務已踏入第二年，公眾查冊量錄得5.1%的增長。

財務業績

在截至二零零七年三月三十一日的年度，本處的營業額為3億2,220萬元，較上一年度增加8%，主要因為來自註冊成立公司的收入有輕微增長。年內除稅後的淨盈餘達1億1,860萬元，較二零零五至零六年度錄得的1億1,410萬元增加約4%。在二零零六至零七年度，固定資產平均淨值的回報率為23.2%。

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。就此來說，本處在二零零六至零七年度的整體生產力，較二零零五至零六年度上升14.1%。我們已因應本處最近的工作表現和發展，於本年年中完成對生產力目標的檢討。

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。在員工的努力下，二零零六至零七年度13項主要服務的表現，均遠遠超出所承諾的服務標準。此外，二零零六至零七年度接獲對本處服務及員工的投訴共有

on 31 March 2006. The total number of overseas companies registered under Part XI of the Companies Ordinance stood at 7,762 on 31 March 2007, 261 more than the previous year. 2006-07 also saw increases of 4.2%, 2.7% and 1.3% in the numbers of documents received for registration, applications for changes of company name, and charges received for registration respectively. Entering the second year of the Companies Registry Electronic Search Services, public search registered an increase of 5.1% in the total number of searches.

Financial Results

The business turnover for the year ended 31 March 2007 was \$322.2 million, an increase of 8% over that for last year, attributable largely to a moderate growth in the revenue from company incorporations. The net surplus after tax for the year amounted to \$118.6 million, representing an increase of about 4% compared with \$114.1 million recorded in 2005-06. The return on the average net fixed assets employed for 2006-07 was 23.2%.

Productivity

The Registry measures the productivity of its activities in terms of weighted output per man-day. In this respect, the department's overall productivity in 2006-07 increased by 14.1% compared to 2005-06. Taking into account the latest performance and development, we completed a review of productivity targets in mid-2007.

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 exceed, 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 staff efforts, the performance of all of our 13 core services well exceeded the performance pledges in 2006-07. Furthermore, the number of complaints against the department's services and

22宗，相對於年內收到多達1,750,928份存檔文件和2,740,830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。一如既往，本人再次感謝客戶聯絡小組全體成員在年內熱心服務，作出不少貢獻。

人力資源

截至二零零七年三月三十一日，本處僱用333名可享退休金的常額人員及合約僱員。這批優秀的員工，對於確保本處快捷有效地處理日增的工作量和應付新挑戰，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健康安全的工作環境。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」。該系統第一階段的推行，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。自第一階段於二零零五年二月二十八日投入運作後，客戶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，使用網上服務的登記客戶數目穩步增加。現時客戶透過互聯網查閱公司資料的比率已超過97%。

staff received in 2006-07 was kept at a very low level of 22 cases against the very high volume of 1,750,928 documents received for filing and 2,740,830 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 2006-07.

Human Resources

As at 31 March 2007, the Registry employed 333 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 effectively. 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 healthy and 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 the Integrated Companies Registry Information System (ICRIS), which is a key component of the department's Strategic Change Plan (SCP), marked an exponential leap forward in the quality and manner in which the Registry delivers its services to the public. Since its implementation on 28 February 2005, our customers can 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. Subscriptions by registered users to use the online service have increased steadily. At present, over 97% of company searches are conducted over the internet.

「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。本處已委聘顧問就該系統第二階段進行可行性研究，審議和界定系統的範圍、特點和功能。為確保新服務完全滿足客戶的需要，顧問將會與部分主要客戶進行討論，以確定他們對系統第二階段的要求和期望。

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，在重寫《公司條例》方面擔當主要角色。就此來說，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，同時亦全力參與改革會計專業的自我規管制度，以及草擬《財務匯報局條例》的工作。該條例於二零零六年七月十三日制定後，當局便着手為財務匯報局招聘行政總裁及專業和行政人員，該局已於二零零七年七月十六日開始運作。

重寫《公司條例》

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成立之後，重寫《公司條例》的工作已於二零零六年年中正式展開，專責小組負責協調、支援和進行重寫工作。按照計劃，重寫工作將會分兩個階段進行。第一階段的目標，是在二零零九年年中擬備白紙條例


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 have appointed a consultant to conduct a feasibility study to review and define the scope, features and functionalities for the Phase II system. To ensure that the new services can fully meet our customers' needs, the consultant will discuss with some major customers to ascertain their requirements and expectations for Phase II.

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 Companies Ordinance Rewrite Exercise. 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). I have also been heavily involved in the reform of the accountancy profession's self-regulatory regime and drafting the FRC Ordinance which was enacted on 13 July 2006. Subsequently, action has been taken to recruit a Chief Executive Officer and professional and administrative staff for the FRC which commenced operations on 16 July 2007.

Rewrite of the Companies Ordinance

The rewrite of the Companies Ordinance formally started in mid-2006 following the establishment of a dedicated CBT comprising officers from the Financial Services and the Treasury Bureau and the Companies Registry to co-ordinate, support and take forward the rewrite exercise. According to the plan, the rewrite will be carried out in two phases. Under Phase I, the aim is to produce a White Bill, tentatively comprising 22 parts of core company law



草案以諮詢公眾。該條例草案暫定分為22個部分，內容涵蓋公司法的核心條文。重寫這些部分所產生的問題將會根據有關事項的複雜性，以及有關事項在過往的公司法改革中所作檢討和改革的程度，分三類進行分析和不同層次的諮詢。重寫工作的第二階段將於較後時間進行，內容涵蓋現行《公司條例》中關於清盤和無力償債條文的部分。

展望

雖然本處過去幾年在提高服務水平和加強香港的財務規管制度方面，取得不少成績，但日後要做的工作仍然很多。當「公司註冊處綜合資訊系統」第二階段在二零零九至一零年度完成後，本處的運作便會完全自動化，客戶屆時可以在網上註冊成立公司和提交文件存檔。在規管工作方面，重寫《公司條例》的工作繼續穩步取得進展。隨着財務匯報局於二零零七年七月開始運作，將可針對不合標準的審計和財務報告採取迅速而有效的行動。

如期成功推行這些主要計劃，將可進一步改善香港的金融服務基礎設施，並提升香港作為全球首要商業和金融中心的競爭力。然而，要落實上述計劃，我們必須先完成多項既複雜又艱巨的工作。本處擁有充滿工作熱誠而又經驗豐富的員工、非常充裕的財政儲備和先進的資訊科技，憑着這些優勢，本處定能應付挑戰。本人深信，我們定會繼往開來，克服種種挑戰，實現我們的理想——受世界認同為卓越的公司註冊處，為社會提供優質服務。

最後，本人要藉此機會向公司註冊處全體同事致謝，他們在過去14年來致力改

provisions, for public consultation by mid-2009. Issues arising from these parts will be classified into three categories for analysis and different levels of consultation according to the complexity of the issues and the extent to which they have already been reviewed and reformed in the context of previous company law reform. Phase II of the rewrite, which will proceed at a later date, will cover those parts of the existing Companies Ordinance regarding the winding-up and insolvency related provisions.

Outlook

While much has been achieved in the past few years in terms of enhancing the Registry's service delivery and strengthening the financial regulatory regime in Hong Kong, much remains to be done. With the completion of Phase II of ICRIS in 2009-10, the department's operations will be fully automated thereby enabling our customers to incorporate companies and file documents over the internet. On the regulatory front, we have continued to make steady progress on the rewrite of the Companies Ordinance. With the commencement of FRC operations in July 2007, it is possible to take effective and efficient action against sub-standard audits and financial reports.

The successful and timely implementation of these very major initiatives will further improve Hong Kong's financial services infrastructure and competitiveness as a leading international business and financial centre. However, this is dependent on the satisfactory completion of a considerable amount of very complex and demanding work. The Companies Registry is well-equipped to meet this challenge given its inherent strengths of a dedicated and experienced staff force, very healthy financial reserves and a sophisticated technological base. I am, therefore, confident that the department will continue to meet these challenges and attain its vision of achieving world-wide recognition as an excellent Companies Registry providing quality service to the community.

Finally, in this my final General Manager's Statement, I would like to express my gratitude to all my colleagues in the Companies

善本處的服務質素，在推行改革方面亦有出色表現，使本處在提供最佳服務的政府部門之中穩佔一席。在離開公司註冊處處長這個工作崗位之際，本人深信，在下一任處長的領導下，他們會繼續全力以赴，再創佳績。

Registry for their commitment to improving the quality of our services and their outstanding performance in implementing the reforms of the past 14 years, which have, without a doubt, transformed this department into one of the best government departments in terms of service delivery. I leave the post of the Registrar of Companies in the full knowledge that they will continue to give of their best under the leadership of my successor.



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

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
- 通過在本處網站提供的訂閱電子資訊服務，與客戶加強溝通，並向客戶提供有關本處的新措施、新服務及法例修訂的資料
Enhanced communication with customers and dissemination of the Registry's new initiatives, services or legislative changes through the e-News subscription service on the Companies Registry's website

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
- 在2006年年中展開重寫《公司條例》的工作
Commencement of the rewrite of the Companies Ordinance in mid-2006

2007

- 全面推行第二階段五天工作周後延長辦公時間，並在午膳時間提供領取證書服務
Extension of service hours and lunch time service for the collection of certificates upon full implementation of Five Day week in the Companies Registry
- 由1823政府熱線人員提供的公司註冊處電話諮詢熱線延長至全日二十四小時服務
Extension of the operator services for the Companies Registry's enquiry hotlines handled by 1823 Citizen's Easy Link to 24 hours a day
- 展開「公司註冊處綜合資訊系統」第二階段的可行性研究，探討以電子方式提交註冊成立公司的申請及其他法定文件對系統的要求和技術規格等事宜
Commencement of the feasibility study for ICRIS Phase II to examine the system requirements and technical specification etc. for implementing electronic filing of applications for incorporation and other statutory documents