



公 司 註 冊 處
COMPANIES REGISTRY

Embracing Challenges Ahead 迎接挑戰



2008-09 Annual Report 年報



公 司 註 冊 處 營 運 基 金
COMPANIES REGISTRY TRADING FUND

年 報
Annual Report

二 零 零 八 年 四 月 一 日 至 二 零 零 九 年 三 月 三 十 一 日

1 April 2008 to 31 March 2009

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

公司註冊處管理委員會

OUR MANAGEMENT BOARD



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公司註冊處處長
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REGISTRAR OF COMPANIES

2 劉麗芬女士
公司註冊處經理
Miss Peggy LF Lau
REGISTRY MANAGER

3 何珊珍女士
公司註冊處律師
Ms Rita SC Ho
REGISTRY SOLICITOR

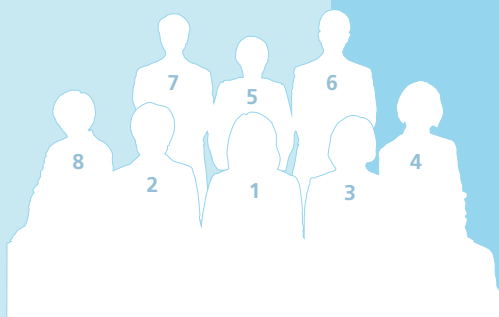
4 何劉家錦女士
副首席律師
Mrs Karen KK Ho
DEPUTY PRINCIPAL SOLICITOR

5 毛慧賢女士
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8 唐麗貞女士
部門主任秘書
Miss Ada LC Tong
DEPARTMENTAL SECRETARY



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理想 VISION

受世界認同為卓越的公司註冊處，
為社會提供優質服務。

To achieve world-wide recognition
as an excellent Companies Registry
giving the community
a quality service.

使命 MISSION

為客戶提供高效率、具成本效益和優良的服務與
設施，以辦理成立公司及登記和查閱公司文件。

引進現代科技，不斷檢討和提升本處所提供的各項服務
和設施，並致力執行法定規例。

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 inspect company documents.

To continuously review and enhance our services and facilities
and undertake effective enforcement, taking account of the
best modern technology available.

To motivate our staff to achieve organisational
objectives by adopting appropriate human
resource management strategies.

信念 VALUES

以客為本：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，執行法定規例，提供優質服務。

精益求精：採納嶄新的意念、科技和工作模式，不斷提升本處的
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 types and quality
of service which we deliver.

To care for and respect our colleagues as a quality service and effective
enforcement can be delivered and undertaken 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 enhance the level and
quality of our services and facilities.

總經理報告 GENERAL MANAGER'S STATEMENT



迎接未來的挑戰

這是本人在任內首次全年擔任公司註冊處營運基金總經理發表的年報。二零零八至零九年度可說是富對比、充滿挑戰的一年。雖然上半年的業績表現強勁，但下半年全球經濟逆轉無可避免影響到本處的業務。儘管如此，本處所有主要業務範疇仍能取得十分理想的成績，營業額和盈利更創下新紀錄。為此，本人謹向全體同事致謝，他們本著專業精神，努力不懈，克盡厥職，使本處這一年再次取得美滿成績。

主要工作成績包括：

本處登記冊上的公司超越73萬間

創新財務表現紀錄

- 營業額上升6.3%，達3億8,930萬元
- 除稅後盈利上升3.5%，達1億3,470萬元
- 固定資產平均淨值回報率上升3.8基點，達30.6%

保持財務狀況穩健

- 資產淨值增加近10%，達7億9,010萬元
- 銀行存款和手頭現金增加近17%，達4億9,800萬元

Embracing Challenges Ahead

This is the report of my first full year as General Manager of the Companies Registry Trading Fund. The year 2008-09 was one of contrasts and challenges. We experienced strong business performance in the first half of the year, but the global economic downturn in the second half inevitably affected the Registry's business. Despite this, the Registry secured very fruitful results in all major areas of its operations and achieved record levels of business turnover and profits. For this, I must thank all my colleagues for their hard work, dedication and professionalism, all of which contributed to yet another successful year.

Highlights Include:

- Maintained over 730,000 companies on register
- Achieved a record level of financial performance
 - increase in turnover by 6.3 per cent to \$389.3 million
 - increase in profit after tax by 3.5 per cent to \$134.7 million
 - increase in rate of return on average net fixed assets by 3.8 basis point to 30.6 per cent
- Maintained a solid financial position
 - net assets up by nearly 10 per cent to \$790.1 million
 - cash at bank and in hand up by nearly 17 per cent to \$498 million

總經理報告 GENERAL MANAGER'S STATEMENT

超越本處13項主要服務所承諾的服務水平

開設位於本處公眾查冊中心內的稅務局商業登記署文件收發中心，以提供一站式公司註冊及商業登記服務

擴大董事索引的範圍，以包括備任董事的資料

推出新的本地公司法團成立表格，並精簡註冊成立公司的程序

推出查閱影像紀錄的聯線閱覽功能，並提升影像紀錄的格式，方便客戶閱覽

奪得由香港中小型企業商會主辦的「2009年中小企業最佳拍檔獎」

獲香港社會服務聯會嘉許為一「同心展關懷」機構(二零零八至零九年度)

獲推廣義工服務督導委員會頒發銅獎，以表揚本處在義工服務方面的貢獻

舉辦一系列內部公司法講座，培養持續專業進修的文化

面對瞬息萬變的營商環境，我們致力建立能配合未來發展趨勢的公司註冊處，以便切合商界的需要，為商界服務。為達到這個目標，本處在二零零八至零九年度繼續不斷提升和加強我們在科技和法律方面的基礎設施。

- Exceeded all performance pledges for our 13 core services

- Established a new Receipt and Despatch Centre of the Business Registration Office of the Inland Revenue Department at the Public Search Centre of the Registry to provide one-stop service for company incorporation and business registration

- Expanded the Index of Directors to include particulars of reserve directors

- Introduced new incorporation forms for local companies and streamlining incorporation procedures

- Introduced an online view function for search of image records and enhanced the format of image records for ease of viewing

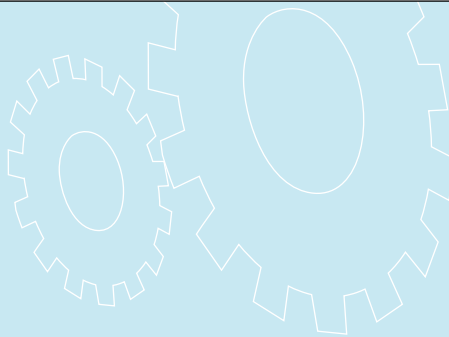
- Won the "2009 Best SME's Partner Award" organised by the Hong Kong Chamber of Small and Medium Business

- Recognised as a "Caring Organisation" (2008-09) by the Hong Kong Council of Social Services

- Received the Bronze Award given by the Steering Committee on Promotions of Volunteer Service for the Registry's Volunteer Service

- Fostered a culture of continuous professional development by organising a series of in-house Company Law lectures

Faced with an ever-changing business environment, we are committed to building a Companies Registry of the future, to serve the business community and for the business community. To that end, in 2008-09, we continued to enhance and upgrade our infrastructure, both technological and legal.



系統開發

為落實推行法例的修訂和優化工作程序，本處對「公司註冊處綜合資訊系統」(綜合系統)進行重大提升工程。二零零九年六月，我們批出了開發綜合系統第二階段的合約，以期在二零一零至一一年度推出以電子方式註冊成立公司，以及以電子方式提供一站式公司註冊及商業登記服務。本人相信，在香港開設公司的過程屆時會明顯加快。

重寫《公司條例》

公司條例草案專責小組現正全力進行重寫《公司條例》的工作。在二零零八至零九年度，財經事務及庫務局再進行了兩輪公眾諮詢。我們的目標是在二零零九年年底發表《公司條例草案》擬稿，進一步徵詢公眾意見，然後在二零一零年年底向立法會提交新的《公司條例草案》。在此之前，我們會提出《公司(修訂)條例草案》，以便落實以電子方式註冊成立公司。

Systems Development

Major enhancements were made to the Integrated Companies Registry Information System (ICRIS) to implement legislative and procedural changes. In June 2009, we awarded the contract for the development of Phase II of ICRIS with a view to launching electronic incorporation of companies and the provision of one-stop service for electronic company incorporation and business registration in 2010-11. This, I believe, will significantly expedite the process of starting a business in Hong Kong.

Rewrite of the Companies Ordinance

The Companies Bill Team has been working full speed on the rewrite of the Companies Ordinance. Two further rounds of public consultation were carried out in 2008-09. The Administration aims to publish a draft Companies Bill for further public consultation in late 2009, and to submit a new Companies Bill to the Legislative Council in late 2010. Before that, the Administration will introduce a Companies (Amendment) Bill to facilitate the implementation of electronic incorporation of companies.

總經理報告 GENERAL MANAGER'S STATEMENT

未來展望

在往後的日子，本處在各個領域都會面對不少挑戰，但建基於本處穩健的財務狀況，及一支充滿幹勁的專業隊伍的鼎力支持，本人深信，這些優越的條件足以令我們應付未來的挑戰。

我們已經準備就緒，協力同心，迎接未來各種挑戰。

Looking Ahead

The years ahead will be full of challenges on all fronts. Thanks to the Registry's strong financial position and the continuous support of our highly professional and dedicated team, I am confident that we are well positioned to rise to the challenges.

We are committed, as a team, to embracing the challenges ahead.



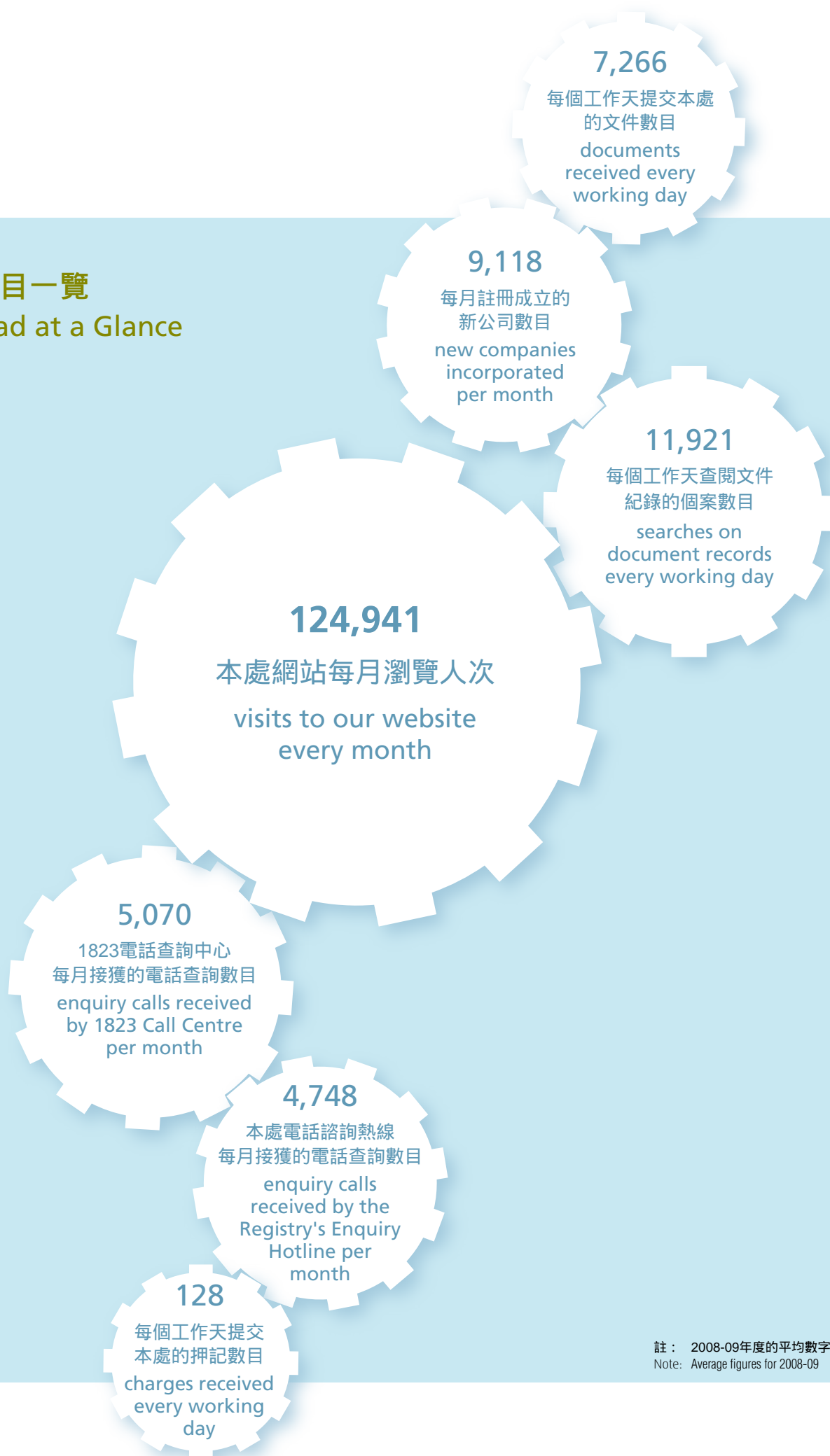
A handwritten signature in black ink, appearing to read 'Ada L L Chung'.

鍾麗玲太平紳士 Ms Ada L L Chung, JP

公司註冊處處長暨 Registrar of Companies and

公司註冊處營運基金總經理 General Manager, Companies Registry Trading Fund

個案數目一覽 Caseload at a Glance



註： 2008-09年度的平均數字
Note: Average figures for 2008-09

客戶服務 SERVING OUR CUSTOMERS



服務與業務狀況

公司註冊成立及解散

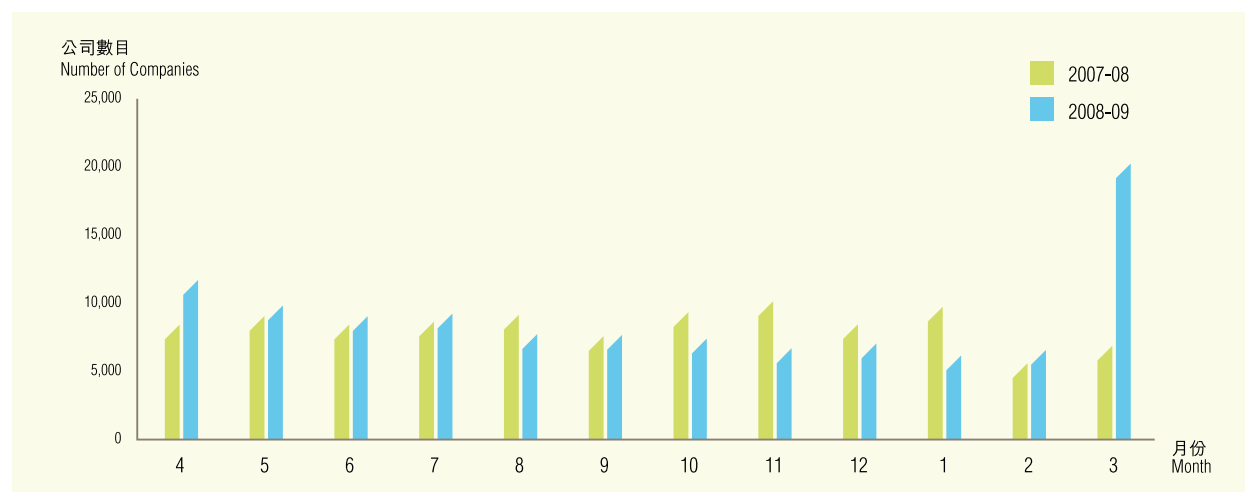
與二零零七至零八年度相比，在二零零八至零九年度註冊成立的公司數目錄得7.8%的增長，共有094 16間(二零零七至零八年度：101,512間)。數目增加的主要原因，是本處在二零零九年三月收到的申請大幅上升，相信是因為申請人要趕及在二零零九年三月底之前成立公司，從而獲豁免二零零八至零九年度的商業登記費。單在二零零九年三月便有20,251間公司註冊成立，是歷來最高紀錄。在二零零八至零九年度首四個月，註冊成立的公司數目較二零零七至零八年度同期激增15.2%。隨全球金融危機爆發，在二零零八年八月至二零零九年二月期間註冊成立的公司數目，較二零零七至零八年度同期有所減少。在二零零八至零九年度註冊的公司當中，一人公司佔81% (二零零七至零八年度：80%)。

Services and Business Volumes

Incorporation and Dissolution of Companies

Compared to 2007-08, incorporation of companies in 2008-09 registered a moderate increase of 7.8 per cent to 109,416 (2007-08: 101,512). The increase was mainly due to an upsurge in applications received in March 2009, where applicants were believed to rush for incorporation of companies before the end of March 2009 to take advantage of the waiver of business registration fee for 2008-09. A record number of 20,251 companies were incorporated in March 2009 alone. For the first four months of 2008-09, the number of companies incorporated recorded a strong increase of 15.2 per cent over the same period of 2007-08. With the onset of the global financial crisis, the number of companies incorporated in the months from August 2008 to February 2009 decreased as compared to the corresponding months in 2007-08. Of the companies incorporated in 2008-09, 81 per cent were one-member companies (2007-08: 80 per cent).

註冊成立的公司 Incorporations





經本處與稅務局共同努力，促成了商業登記署文件收發中心於二零零八年十二月一日在本處的辦事處啟用，提供一站式公司註冊及商業登記服務。公司發起人領取公司註冊證書後，可以即時向文件收發中心提交商業登記申請，而無需為此特別前往稅務局的辦事處。

在二零零八至零九年度，共有19,028間不營運公司根據《公司條例》第291條被剔除名稱，較二零零七至零八年度增加27%。此外，有22,888間不營運但有償債能力的私人公司根據《公司條例》第291AA條撤銷註冊。以清盤方式解散的公司共有1,945間。

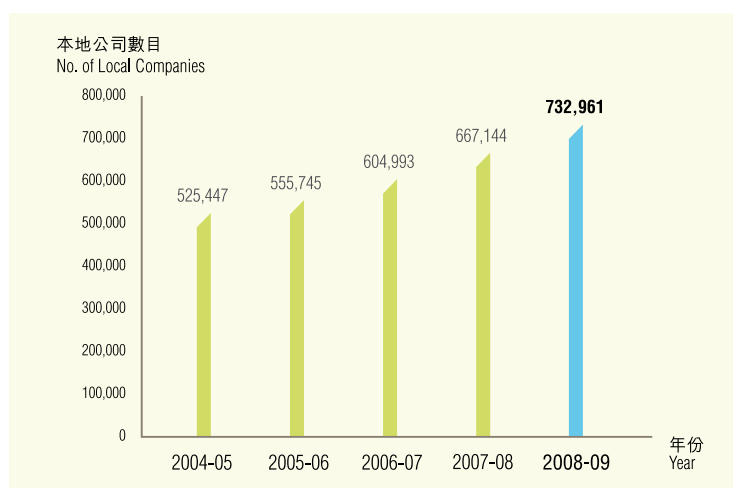
截至二零零九年三月三十一日，共有732,961間本地公司名列登記冊。

With the concerted effort of the Registry and the Inland Revenue Department, a Receipt and Despatch Centre of the Business Registration Office was set up on 1 December 2008 in the Registry's premises to provide one-stop service for company incorporation and business registration. Company promoters can submit an application for business registration at the Centre immediately after the issue of the certificate of incorporation, thus saving a separate trip to the Inland Revenue Office for the purpose.

In 2008-09, a total of 19,028 defunct companies were struck off under section 291 of the Companies Ordinance, representing an increase of 27 per cent compared to that for 2007-08. In addition, 22,888 defunct solvent private companies were deregistered under section 291AA of the Companies Ordinance and a total of 1,945 companies were dissolved by liquidation.

As at 31 March 2009, there were 732,961 local companies on the public register.

在登記冊上的本地公司數目 Number of Local Companies on the Public Register



客戶服務

SERVING OUR CUSTOMERS

文件登記

在二零零八至零九年度，提交本處登記的文件數目有1,776,575份(二零零七至零八年度：1,981,346份)，平均每個工作天有7,266份文件提交本處，較二零零七至零八年度減少10.3%。文件數目有所減少，主要因為本處在二零零八年七月十一日推出新的法團成立表格，供本地公司使用，並且精簡有關程序修訂了申報公司秘書及董事資料更改的指明表格，從而使必須交付本處登記的文件數目得以減少。在二零零八至零九年度提交本處登記的文件當中，周年申報表佔32%，提供公司董事及秘書資料的佔27%。

須交付公司註冊處處長登記的文件涵蓋公司運作的各方面資料，例如組織章程大綱及組織章程細則、公司秘書或董事的委任及資料更改通知書、註冊辦事處地址更改通知書、股份分配申報表和周年申報表。

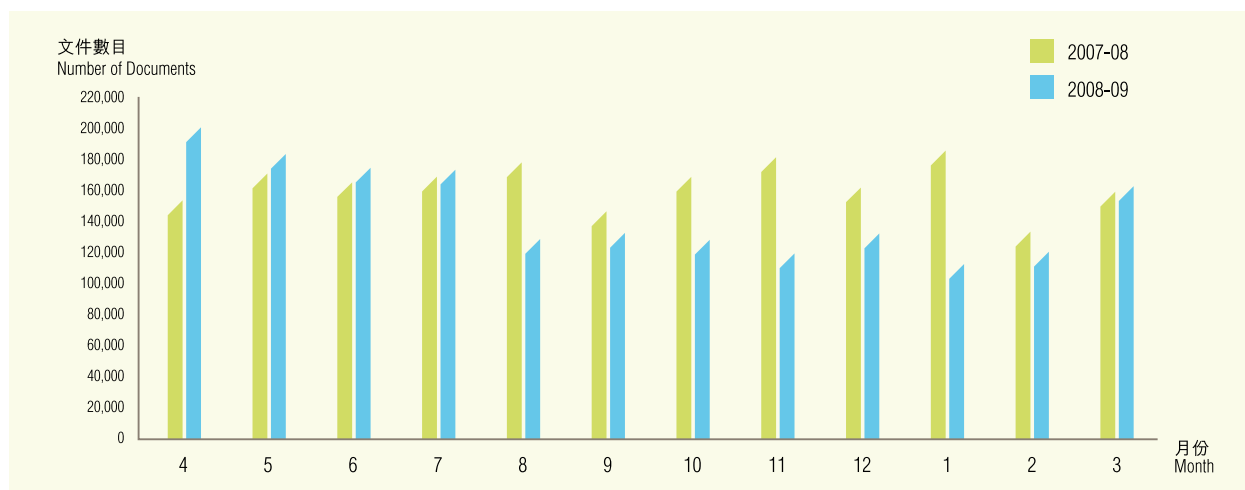
Registration of Documents

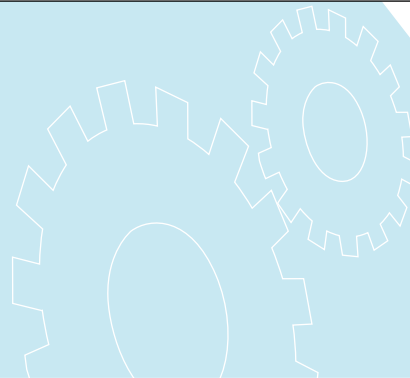
In 2008-09, the Registry received 1,776,575 documents for registration (2007-08: 1,981,346), representing an average of 7,266 documents received on every working day and a decrease of 10.3 per cent compared to the figure for 2007-08. The decrease was mainly due to the introduction of new incorporation forms for local companies on 11 July 2008 and a revised specified form for notification of change of company secretary and director, which streamlined the relevant processes and resulted in a reduction in the number of documents required to be delivered to the Registry for registration. Of the documents received for registration in 2008-09, 32 per cent were annual returns while 27 per cent provided information relating to company directors and secretaries.

Documents required to be delivered to the Registrar of Companies for registration cover different aspects of the operation of a company, such as the memoranda and articles of association, notifications of appointments and changes of company secretaries or directors, notifications of change of addresses of registered offices, returns on allotments and annual returns.

提交文件登記

Documents Received for Registration





押記登記

與註冊成立公司的情況一樣，設定押記的文件總數亦隨全球金融危機爆發而減少，但減幅則更為顯著。雖然二零零八至零九年度首四個月表現強勁，但全年提交本處登記的公司押記文件總數只有31,390份(二零零七至零八年度：41,822份)，平均每個工作天有128宗押記提交本處。一如二零零七至零八年度，在二零零八至零九年度提交本處登記的押記當中，約有三分之二與房地產有關。

一向以來，提交本處登記的公司押記數目與經濟市場狀況有密切關係。由於全球經濟在二零零八至零九財政年度下半年逆轉，提交本處登記的押記數目較上年度大幅減少24.9%。

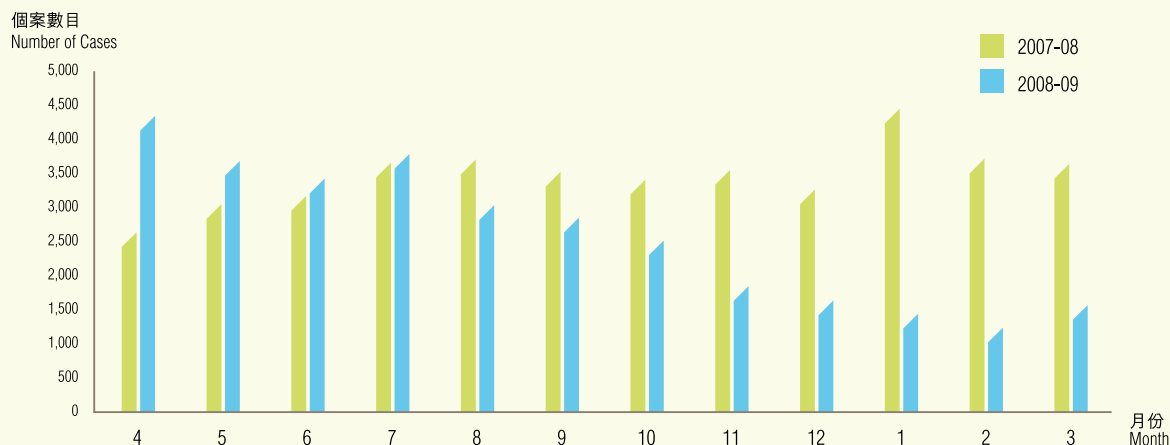
Registration of Charges

The number of documents creating or entering charges received for registration decreased, in a manner similar to incorporation albeit more significantly, as the global financial crisis unfolded. Despite a strong performance in the first four months of 2008-09, the Registry received 31,390 charge documents for the year (2007-08: 41,822). This represents an average of 128 charges received on every working day. Same as 2007-08, about two-thirds of the charges received in 2008-09 were related to landed properties.

The intake of charge documents created by companies has all along been closely tied with the economic market. The global economic downturn in the later half of the 2008-09 financial year saw a significant decrease of 24.9 per cent of charge documents submitted for registration as compared to the previous year.

登記的押記

Charges Received for Registration



客戶服務

SERVING OUR CUSTOMERS

公眾查冊

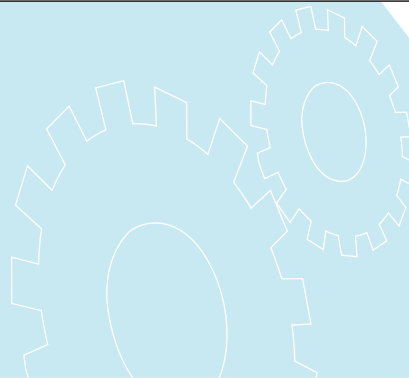
客戶可以使用「公司註冊處電子查冊服務」(電子查冊服務)，每周七天、全年每日二十四小時透過互聯網登入本處的網上查冊中心(www.icris.cr.gov.hk)，查閱公司資料，包括在本處登記的公司現況資料及文件的數碼影像，而查冊結果大部份可供客戶聯線閱覽或下載。客戶可以在網上查冊中心訂購文件或紀錄的核證副本，並選擇以郵寄或速遞方式收取核證副本，或親自到本處的公眾查冊中心領取。客戶只需繳付低廉的年費後，便可以透過網上查冊中心登記成為登記聯線客戶，既可在查閱影像紀錄時繳付較低廉的查冊費，又可得到本處從預付款項中扣減查冊費帶來的方便。至於非登記聯線客戶，則必須透過互聯網上的電子付款設施支付查冊費。雖然客戶可以透過網上查冊中心使用各項查冊服務，但本處位於香港金鐘道政府合署13樓的辦事處仍設有自助式公眾查冊中心，客戶可以在本處人員協助下進行查冊。

在二零零八至零九年度，使用電子查冊服務查閱文件影像紀錄的個案共有2,914,702宗，平均每個工作天有11,921宗查閱影像紀錄的個案，較二零零七至零八年度減少2.6%。查閱公司資料和董事索引的個案分別為157,462及241,189宗，較二零零七至零八年度分別增加13%及22.4%。

Public Search

Through the Registry's Electronic Search Services (e-Search Services), customers can visit our Cyber Search Centre (CSC) on the internet (www.icris.cr.gov.hk) to conduct company searches on a 24 x 7 basis throughout the year. Information available for search includes current data of companies and digitised images of documents registered with the Registry. Most of the search results can be viewed either online or downloaded by customers. Customers can place orders through the CSC for certified copies of documents or records which will be delivered by post or courier or collected in person at the Registry's Public Search Centre. Customers who have registered at the CSC as a Registered Online User upon payment of a small annual fee can enjoy lower search fees for image record search and the convenience of having the search fees deducted from an amount prepaid to the Registry. Unregistered Online Users must pay their search fees using the electronic payment facilities available on the internet. While all search services are accessible through the CSC, the Registry still maintains a self-served Public Search Centre at 13th floor, Queensway Government Offices, Hong Kong, where assistance can be obtained from our staff.

In 2008-09, a total of 2,914,702 searches on document image records were made through the e-Search Services, a decrease of 2.6 per cent compared to that for 2007-08. This represents an average of 11,921 searches on image records conducted on every working day. The total number of searches on company particulars and Directors' Index were 157,462 and 241,189 respectively, up by 13 per cent and 22.4 per cent respectively compared to those for 2007-08.



使用電子查冊服務的比率令人十分鼓舞。截至二零零九年三月三十一日，登記聯線客戶已超過1,760名(二零零七至零八年度：1,630名)，而在網上查閱公司資料的比率約佔98%。

The take up rate of the e-search services was very encouraging. As at 31 March 2009, there were over 1,760 registered online users (2007-08: 1,630), and about 98 per cent of company searches were conducted over the internet.

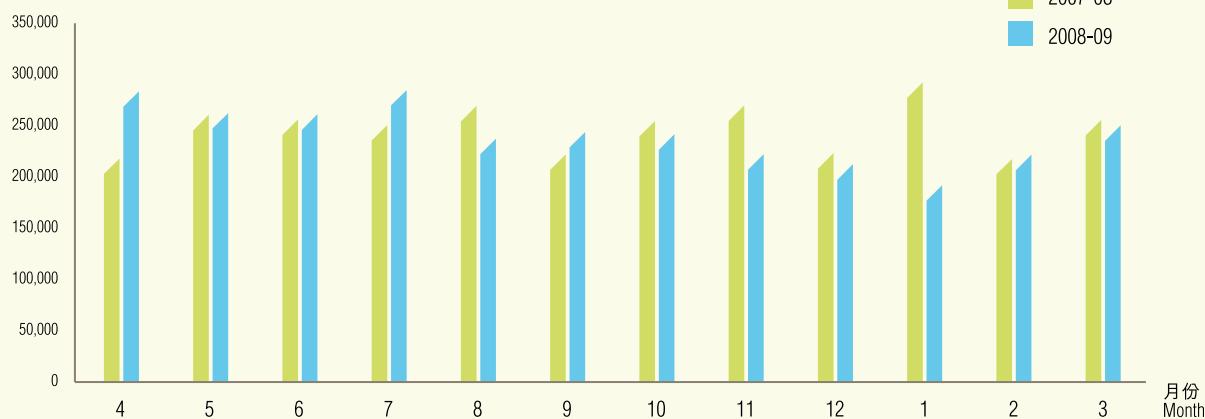
二零零九年工作量的主要統計數字載於附錄A。一九九九至二零零九年主要統計數字載於附錄B。

The key workload statistics for 2009 are set out at Appendix A. The statistical highlights from 1999 to 2009 are set out at Appendix B.

查閱文件影像紀錄

Document Image Records Searches

查冊數目
Number of Searches



客戶服務 SERVING OUR CUSTOMERS

客戶需要

本處致力為社會提供優質服務。為此，我們因應客戶的意見和建議，不斷檢討所提供的服務和設施。本處設有完善而有效的溝通渠道，蒐集不同層面客戶的意見，以便重組運作流程及研究推出新措施。此外，我們亦經常透過拜訪、為更改法例或程序而進行的諮詢，以及機構活動，與主要客戶保持聯繫。

「公司註冊處客戶聯絡小組」(聯絡小組)的成員包括香港律師會、香港會計師公會、香港特許秘書公會和香港銀行公會的代表，以及一些主要客戶。聯絡小組提供了一個很有效用的平台，讓我們向客戶簡介本處的政策和工作程序，並就各項服務及新措施交流意見。

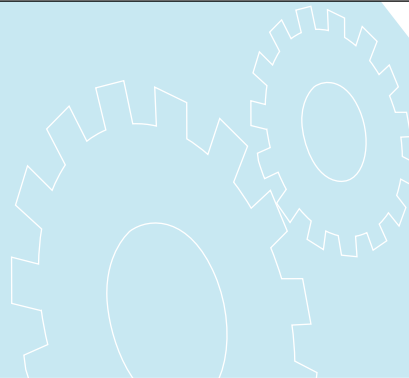
Customers' Needs

The Registry is committed to delivering quality services to the community. We continuously review our services and facilities, taking into account customers' feedbacks and suggestions. We have well-established and effective channels to collect views, ideas and opinions from different customer groups to facilitate process re-engineering and consideration of new initiatives. In addition, we maintain regular contacts with our major customers, through visits, consultations in the process of introducing legislative or procedural changes and organisational functions.

The Companies Registry Customer Liaison Group (CRCLG) comprises representatives from the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Hong Kong Association of Banks and some major customers. The CRCLG provides a useful and effective forum for briefing customers of the Registry's policies and procedures and for exchanging ideas and views on the Registry's services and new initiatives.



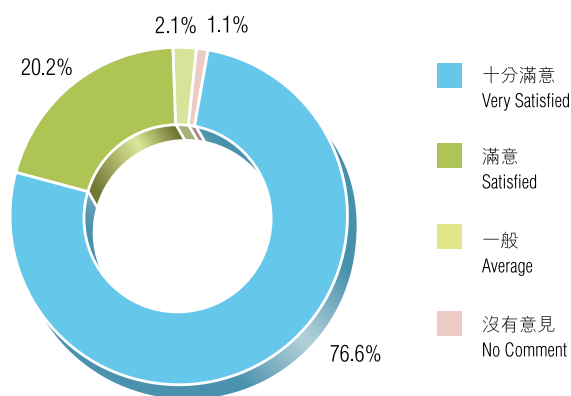
客戶聯絡小組的成員
Members of the Customer
Liaison Group



本處委託獨立顧問每年進行客戶服務調查，以便評估客戶的期望，並找出可提升服務的地方。二零零八年的調查結果載於下圖。

The Registry commissions independent consultants to conduct annual customer service surveys with a view to gauging customers' expectations and identifying areas for further improvement. The results of the survey conducted in 2008 are shown in the chart below.

2008年公司註冊處客戶服務調查
客戶的整體滿意程度
Companies Registry
Customer Service Survey 2008
Level of Overall Customer
Satisfaction



客戶服務 SERVING OUR CUSTOMERS

本處奪得由香港中小型企業商會有限公司主辦的「2009年中小企業最佳拍檔獎」，顯示本處為提供一個有利香港中小型企業發展的營商環境，作出了貢獻和支持。

在本處的推薦下，公眾查冊部文件管理組文書助理陳禹鈞先生獲頒「2008年申訴專員嘉許獎 — 公職人員獎」，這個獎項不但表揚陳先生的傑出表現，亦是對本處不斷提升客戶服務水平的肯定。

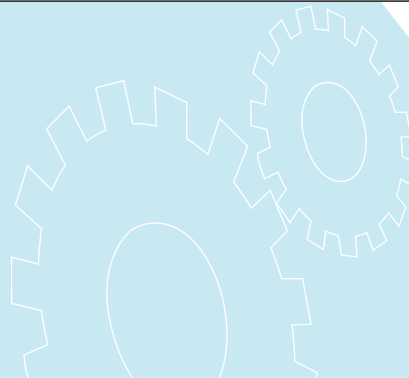
The Registry won the "2009 Best SME's Partner Award" organised by The Hong Kong Chamber of Small and Medium Business Limited. This award signifies the contribution and support given by the Registry in facilitating a conducive business environment for the growth and development of SMEs in Hong Kong.

On the recommendation of the Registry, Mr CHAN Yue-kwan, Clerical Assistant of the Document Management Section of the Public Search Division, won "The Ombudsman's Award 2008 for Officers of Public Organisations". The Award recognises Mr CHAN's exemplary performance as well as the Registry's continuous effort in enhancing our customer services.

陳禹鈞先生領取「2008年申訴專員
嘉許獎 — 公職人員獎」
Mr Chan Yue-kwan received the
Ombudsman's Award 2008 for
Officers of Public Organisations



領取「2009年中小企業最佳拍檔獎」
Receiving the 2009 Best SME's Partner Award



服務承諾

為確保本處能為客戶提供高效率、具成本效益和優質的服務，我們自一九九三年成立營運基金後，便制訂服務承諾，範圍包括以下主要服務：—

根據《公司條例》辦理本地公司及非香港公司的註冊

登記公司須提交的文件

提供查閱及取得公司資料的服務和設施

根據《公司條例》撤銷不營運但有償債能力私人公司的註冊

本處的服務水平標準是以達到標準處理時間的百分比計算。我們密切監察服務表現和工作量的變動，並因應客戶的期望和意見，每年檢討服務水平標準。

Performance Pledges

To ensure that the Registry provides an efficient, cost-effective and quality service to customers, we have introduced performance pledges since the establishment of the trading fund in 1993. The pledges cover the following core services: —

- Registration of local and non-Hong Kong companies under the Companies Ordinance
- Registration of documents required to be lodged by companies
- Provision of services and facilities for inspection and acquisition of company information
- Deregistration of defunct solvent private companies under the Companies Ordinance

Service standards are measured in terms of the percentages achieved against target response time. We closely monitor the performance and fluctuations in workload. Service standards are reviewed annually, taking into account customers' expectations and comments.

客戶服務 SERVING OUR CUSTOMERS

本處每年公布服務指標及成績，使客戶得知本處服務承諾和服務水平標準的最新資料。在二零零八至零九年度，本處的表現超出服務指標。在二零零九至一零年度，本處把辦理非香港公司註冊、登記公司文件和押記，以及提供查冊結果的印文本和核證副本等服務的目標處理時間縮短，從而進一步提高服務承諾的標準。此外，本處亦提高了辦理本地公司註冊須達到的服務水平標準的百分比。本處的服務指標及工作表現詳載於下頁的圖表。

To keep customers updated about our performance pledges and service standards, the Registry publishes its performance targets and results annually. In 2008-09, we have more than achieved our performance targets. For 2009-10, we have further enhanced the performance pledges by shortening the response time for registering non-Hong Kong companies, registering documents and charges and supply of hard and certified copies of search results. In addition, we have also set a higher percentage target on achieving the service standard for registering local companies. The Registry's detailed performance targets and achievements are set out in the table on the next page.

服務指標和工作表現 Performance Targets and Achievements

服務 Service	1993-94 ¹	2008-09	2008-09 工作表現 Achievement			2009-10 目標 Target	
	實際表現 Actual Performance	服務水平 Service Standard	(目標) 達到 服務水平 的百分比 (Target) % Meeting Standard	(實際表現) 達到 服務水平 的百分比 (Actual) % Meeting Standard	高於目標 百分比 % Over Achieved	服務水平 ³ Service Standard ³	達到 服務水平 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 Registration of new companies — 本地公司 local company — 非香港公司 non-Hong Kong company	7 38	4 15	90 90	99 100	9 10	4 14 [#]	95 [#] 90
本地公司更改名稱 Change of name of a local company	不適用 N/A	4	90	98	8	4	90
公司文件登記 Registration of documents — 本地公司 local company — 非香港公司 non-Hong Kong company	33 47	7 7	90 90	99 99	9 9	6 [#] 6 [#]	90 90
押記登記 Registration of charges	12	9	90	98	8	8 [#]	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	97	99	2	5	97
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 — 提供查冊結果的核證副本 ² supply of certified copies of search result ² — 提供證書 ² supply of certificates ²	- - -	10分鐘 min. 5小時 hr. 1	95 90 95	100 100 100	5 10 5	10分鐘 min. 3小時 hr. [#] 1	95 90 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 results — 提供查冊結果的核證副本 supply of certified copies of search results — 提供證書 supply of certificates	- - -	40分鐘 min. 4小時 hr. 1	90 90 95	100 100 100	10 10 5	20分鐘 min. [#] 3 小時 hr. [#] 1	90 90 95
遞交文件(僅指排隊候時間) Submission of documents (queuing time only)	-	20分鐘 min.	90	97	7	20分鐘 min.	90

¹ 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.

² 不包括以郵寄或速遞方式送達所需的時間。
Time for delivery by post or by courier service is excluded.

³ 不包括遞交文件當天。
The day of submission is excluded.

[#] 提升的目標。
Improved targets.



財務與組織 FINANCE AND ORGANISATION

財務狀況

一九九三年八月一日，本處根據前立法局通過的決議成立營運基金。《營運基金條例》(第430章)規定，營運基金的收益必須足以應付提供服務所需的開支，而且所運用的固定資產亦須產生合理回報。本處作為營運基金部門，必須在財政自給的基礎上，按照商業原則運作。營運基金的周年帳目表必須按照公認會計原則製備，經審計後提交立法會省覽。

在二零零八至零九年度，本處的營業額上升了6.3%，達3億8,930萬元(二零零七至零八年度：3億6,640萬元)，而盈餘則上升3.5%，達1億3,470萬元(二零零七至零八年度：1億3,010萬元)。年內，本處所運用固定資產平均淨值的回報率達30.6%，上年度則為26.8%。

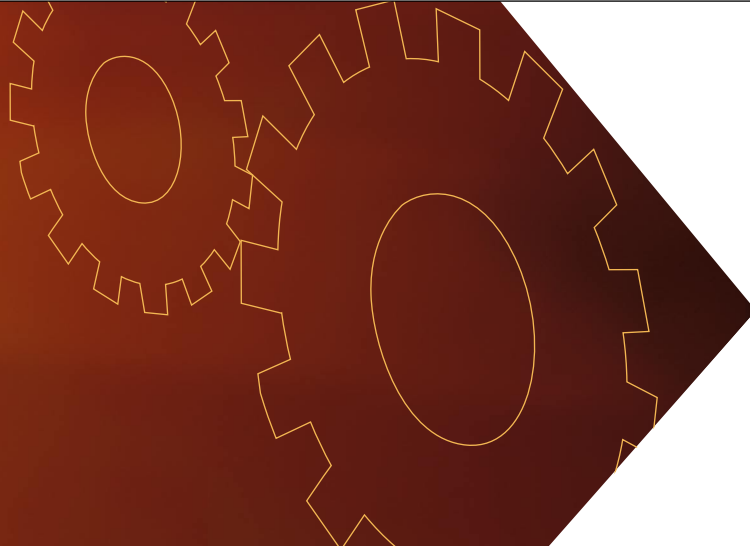
本處的財政狀況依然十分健全。截至二零零九年三月三十一日，營運基金資本及保留盈利合計為6億5,530萬元，而資產淨值則增加了近10%，達7億9,010萬元。本處基本上沒有借貸——負債主要包括員工所積存假期的貨

Finance

By a resolution of the Legislative Council, the Registry was established as a trading fund on 1 August 1993. The Trading Funds Ordinance (Cap. 430) stipulates that a trading fund should meet expenses incurred in the provision of service out of its income and achieve a reasonable return on the fixed assets employed. As a trading fund department, the Registry is required to operate on a self-financing basis and commercial principles. The annual accounts of a trading fund must be prepared in accordance with generally accepted accounting principles, audited and tabled before the Legislative Council.

In 2008-09, turnover was up by 6.3 per cent to \$389.3 million (2007-08: \$366.4 million) and surplus increased by 3.5 per cent to \$134.7 million (2007-08: \$130.1 million). The Registry achieved a 30.6 per cent return on the average net fixed assets employed for the year, compared to 26.8 per cent for the previous year.

The Registry's financial position remains very strong. As at 31 March 2009, the trading fund capital together with retained earnings amounted to \$655.3 million. Net assets have been increased by nearly 10 per cent to \$790.1 million. The Registry essentially had no borrowing – its liabilities mainly consisted of the monetised value



幣化價值、「公司註冊處綜合資訊系統」(綜合系統)登記客戶的預付款項、稅款及應累算費用。另一方面，手頭現金及銀行存款總計為4億9,800萬元(二零零七至零八年度：4億2,610萬元)。未來數年的資本開支將主要用於開發綜合系統第二階段、提升系統保安，以及因應法例的更改及政府網絡和資訊科技的需求，更新電腦系統。

自一九九三年八月一日以來，本處所運用固定資產平均淨值的回報率，穩健地平均每年達15.6%，超逾8.3%的目標回報率。業績良好的主要原因，是本處不斷致力提高生產力和服務效率。

of the untaken leave of its staff, prepayments received from the registered users of the Integrated Companies Registry Information System (ICRIS), taxation and accrued expenses. On the other hand, cash and placements with banks amounted to \$498 million (2007-08: \$426.1 million). Capital expenditure over the next few years will be mainly on the development of Phase II of ICRIS, improvements in system security and system upgrades necessitated by changes in statutory requirements and government network and IT developments.

The average annual rate of return on the average net fixed assets employed since 1 August 1993 stands at a healthy level of 15.6 per cent, exceeding the target rate of 8.3 per cent. This remarkable achievement was attributable to our continuous efforts to enhance productivity and efficiency of service.

財務與組織

FINANCE AND ORGANISATION

本處過去多年累積的盈餘，為本處推行發展項目提供了資金。開發綜合系統及《公司條例》重寫工作第一階段的開支，將會全數由本處的儲備支付。

The surplus generated over the past years has enabled the Registry to build up a healthy reserve to finance its development projects. All the expenses on the development of ICRIS and Phase I of the rewrite of the Companies Ordinance would be funded from the Registry's reserves.

二零零八至零九財政年度的周年帳目表和審計署署長報告載於附錄C。

The Annual Accounts for the 2008-09 financial year, together with the Report of the Director of Audit on the Accounts, are at Appendix C.

下表列出本處過去五年財務表現的主要數字：—

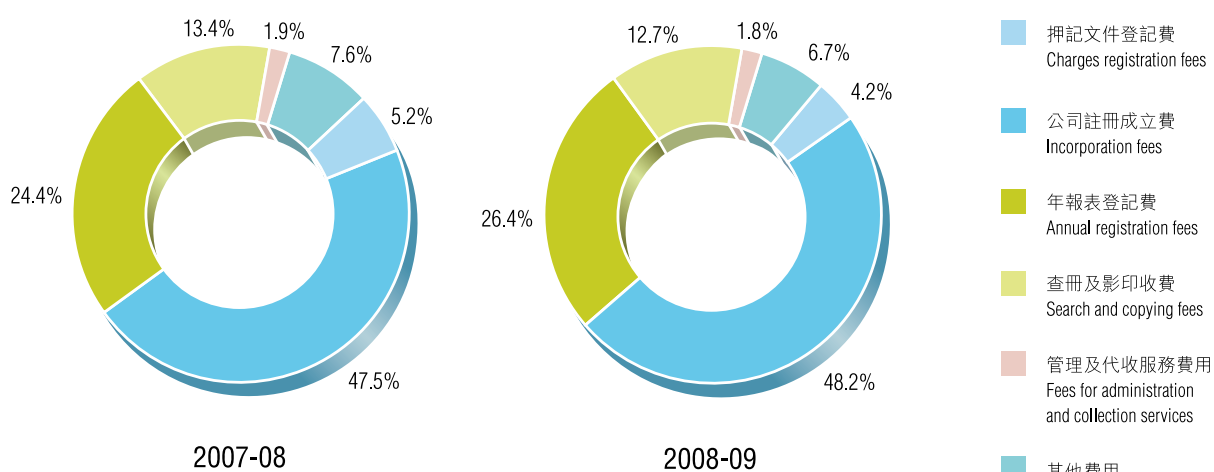
Some key figures on the Registry's financial performance in the past five years are set out in the table below: —

(數字以百萬元為單位) (Figures in \$ million)	2004-05	2005-06	2006-07	2007-08	2008-09
營業額 Turnover	270.0	298.2	322.2	366.4	389.3
運作成本 Operating costs	168.2	171.0	197.8	229.5	242.5
除稅後盈利 Profit after tax	85.1	114.1	118.6	130.1	134.7
已付予/須付予政府的股息 Dividends paid / payable to Government	25.5	57.1	59.3	65.1	134.7
固定資產平均淨值回報率 ^註 Rate of return on average net fixed assets ^{Note}	18.6%	22.6%	23.2%	26.8%	30.6%

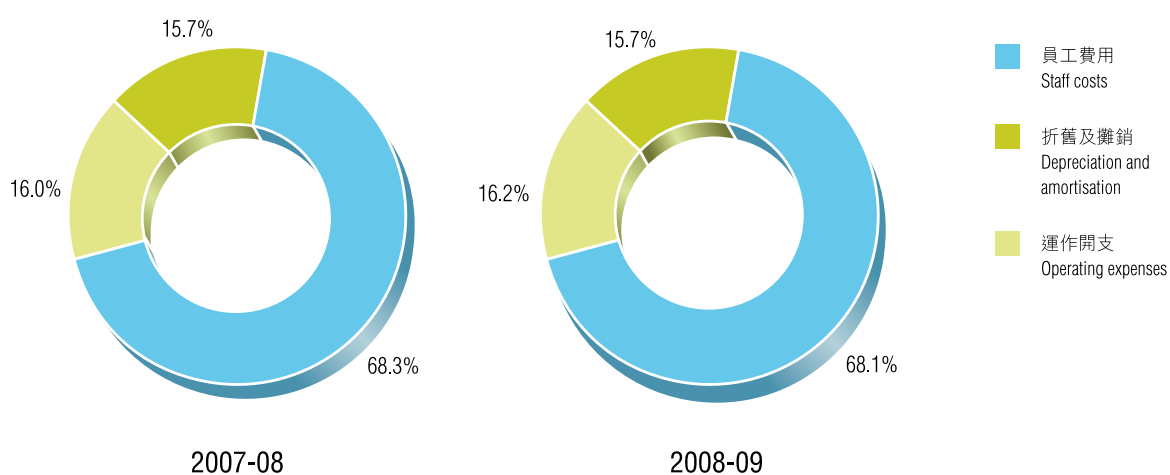
^註 由二零零六至零七年度起，利息收入和支出不再計算在營運基金的目標回報率內。為了在相同基礎上作出比較，二零零四至零五及二零零五至零六年度的數字已作調整。

^{Note} The target rates of return for trading funds have excluded interest income and expenditure from the calculation of return from 2006-07 onwards. The figures for 2004-05 and 2005-06 have been restated for the sake of comparison on a like-with-like basis.

營業額 Turnover



運作成本 Operating Costs



財務與組織 FINANCE AND ORGANISATION

職能與組織

職能

本處在一九九三年五月一日成為政府部門，其後在同年八月一日成為營運基金部門。本處負責實施及執行的條例如下：—

- 《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以下主要職能：—

註冊及登記

提供各項服務和設施，讓公司、有限責任合夥和信託公司的發起人為其公司或法團辦理註冊成立手續、辦理非香港公司的註冊、撤銷不營運但有償債能力的私人公司的註冊，以及登記公司或法團按照各有關條例規定所提交的文件

公眾查冊

提供各項服務和設施，讓公眾人士查閱並取得本處各類法定登記冊所備存的公司資料

執行條例

確保公司及其高級人員遵從有關條例的規定，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、規管及立法問題，以及影響商界的其他有關事宜，向政府提供意見

Functions and Organisation Functions

The Registry was established as a government department on 1 May 1993 and, later, a trading fund department on 1 August 1993. The following ordinances are administered and enforced by the Registry: —

- 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 promoters of companies, limited partnerships and trust companies to incorporate their enterprises, to register non-Hong Kong companies, to deregister defunct solvent private companies and to register all documentation required to be filed by the various ordinances governing those enterprises

• Public Search

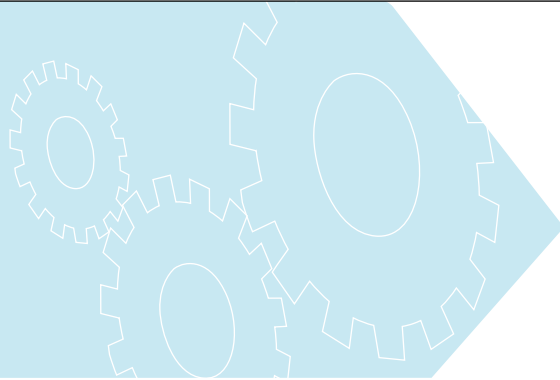
To provide the public with services and facilities for inspecting and obtaining company information kept by the Registry on the various statutory registers

• Enforcement

To ensure compliance by companies and their officers with their obligations under relevant ordinances

• Policy and Legislation

To advise the Government on policy, regulatory and legislative issues regarding company law and related legislation, corporate governance and other matters affecting the commercial sector



組織

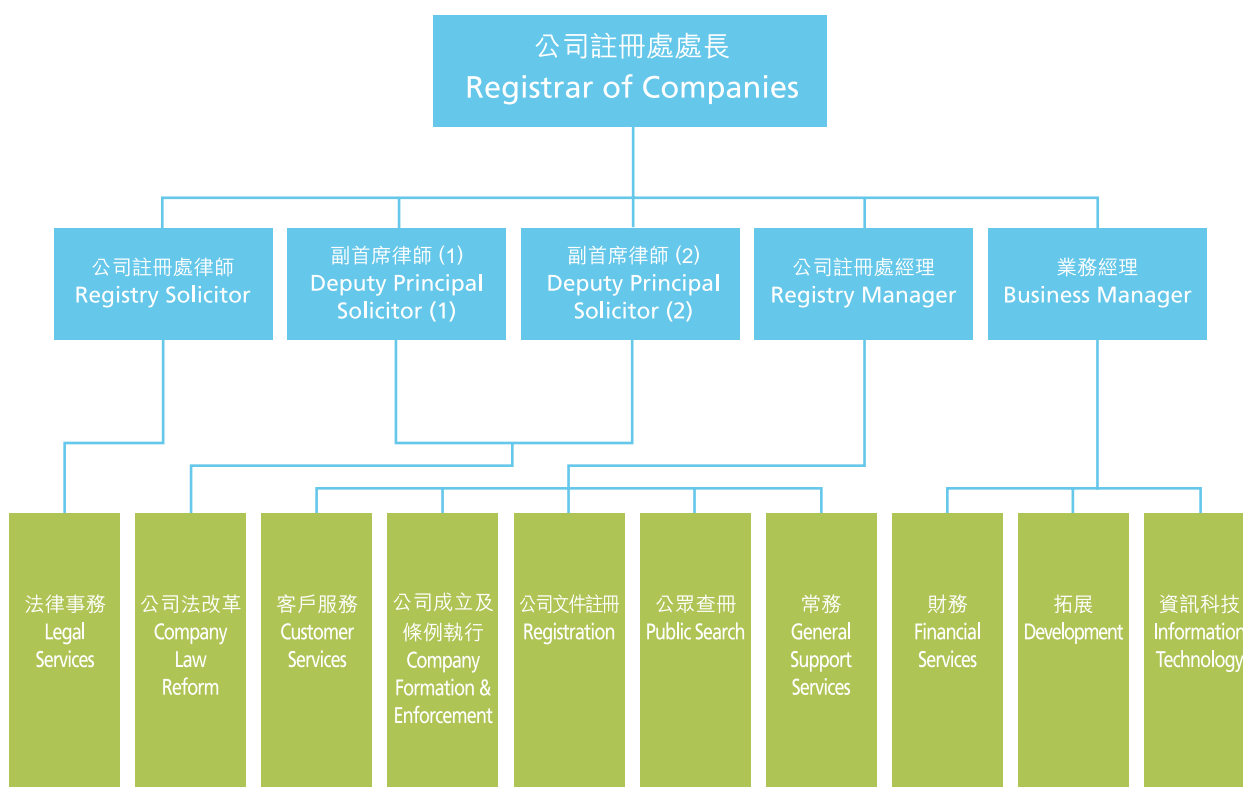
截至二零零九年三月三十一日，本處共有337名員工，其中278名為公務員，其餘59名為合約員工。在二零零八年三月三十一日，本處聘用的員工共有349名。人手減少主要是由於二零零八至零九年度下半年處理的個案數目下降。

本處在二零零八至零九年度的組織架構如下：—

Organisation

As at 31 March 2009, the Registry had a total of 337 staff, of whom 278 were civil servants and 59 were contract staff, as compared with the manpower strength of 349 as at 31 March 2008. The decrease was mainly attributable to the drop in caseload in the latter half of 2008-09.

The Registry's organisation for 2008-09 was as follows: —



財務與組織 FINANCE AND ORGANISATION

總部的管理人員
Managers of the Headquarters Team



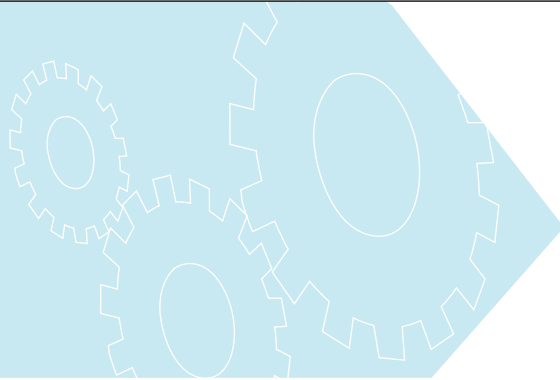
公司成立及條例執行部的管理人員
Managers of the Company Formation and Enforcement Division



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



人力資源

員工培訓

本處致力協助所有員工掌握所需的技能和知識，使他們能夠快捷有效地執行職務，為市民提供優質服務。處方制訂了二零零八至零九年度部門培訓發展計劃，以配合本處的運作需要，同時照顧員工的發展需要。由二零零八至零九年度起，本處委任一名總公司註冊主任職級的人員擔任公司註冊主任職系的訓練主任。

二零零八年十一月，本處成功安排兩名高級公司註冊主任到國家工商行政管理總局及北京市工商行政管理局參加為期一星期的實習交流。

本處繼續資助所有員工修讀與工作有關的課程及參加考試。除了公務員培訓處及其他機構舉辦的培訓活動外，本處也有為員工舉辦內部研討會和培訓班，包括新招聘人員入職課程、簡介會及一系列公司法講座：—

香港中文大學劉殖強教授主講「企業管治在亞洲的發展」

悉尼大學 Jennifer Hill 教授主講「企業管治改革中不斷演變的『遊戲規則』」

香港中文大學王江雨教授主講「中國公司法最新發展」

Human Resources

Staff Training

The Registry is committed to equipping all staff with the necessary skills and knowledge so that they could discharge their duties efficiently and effectively and provide a quality service to members of the public. The Departmental Training and Development Plan for 2008-09 was drawn up to meet the operational needs of the Registry as well as to facilitate the development of staff members. A Training Officer, at Chief Companies Registration Officer rank, has been appointed since 2008-09 for the Companies Registration Officer grade.

In November 2008, the Registry successfully arranged a one-week training attachment for two Senior Companies Registration Officers to the State Administration for Industry and Commerce and Beijing Administration for Industry and Commerce.

The Registry has continued to provide financial support to all staff in attending work-related courses and examinations. In addition to the training provided by the Civil Service Training and Development Institute and other bodies, in-house seminars and training sessions were conducted. They included induction programme for new recruits, briefing sessions and a series of Company Law Lectures: —

- "Development of Corporate Governance in Asia" by Professor CK Low of The Chinese University of Hong Kong
- "Evolving 'Rules of the Game' in Corporate Governance Reform" by Professor Jennifer Hill of the University of Sydney
- "Recent Development of Company Law in China" by Professor Wang Jiangyu of The Chinese University of Hong Kong

財務與組織 FINANCE AND ORGANISATION

香港交易及結算所有限公司上市科
上市規則執行部總監詹銘信先生主
講「董事的角色」

在二零零八至零九年度，員工參加培
訓課程的總日數達520天。

溝通

本處十分重視與員工溝通。由管方及
員方代表組成的委員會，例如部門協
商委員會、職員康樂活動籌委會及公
司註冊處安全委員會定期召開會議，
討論有關本處員工福祉的事宜。

公司註冊處處長定期與所有部別的管理人員聚會，討論與本處運作及發展有關的事項。

員工關係

年內，本處舉辦各式各樣的聯誼及康
樂活動，以促進員工關係和健康。為
慶祝本處成立15周年，我們舉辦了15
周年海下灣珊瑚之旅，約有一百名員
工及家屬參加。在二零零八至零九年
度舉辦的其他活動包括：澳門、中山
兩日一夜美食觀光之旅、職業安全健
康影片放映會、興趣班及聖誕自助餐

- "The Role of Directors" by Mr Stephen Jamieson, Vice President, Listing Enforcement, Listing Division of Hong Kong Exchanges and Clearing Limited

In 2008-09, a total of 520 training days were undertaken by staff.

Communication

The Registry values communication with staff. Committees such as the Departmental Consultative Committee, the Staff Recreation Committee and the Companies Registry Safety Committee, which comprise representatives from both management and staff sides, meet regularly to discuss matters which affect the well-being of members of the Registry.

The Registrar of Companies holds regular gatherings with all divisional managers to discuss topical issues relating to the operation and development of the Registry.

Staff Relations

During the year, the Registry organised various kinds of social and recreational activities to enhance staff relations and physical well-being. In celebration of the 15th Anniversary of the Registry, an outing to Hoi Ha Wan was held. The event was attended by about a hundred staff and their family members. Other activities held in 2008-09 included a two-day trip to Macau and Zhongshan, video shows on occupational safety and health, interest classes



香港中文大學劉強教授主講
「企業管治在亞洲的發展」
Talk on "Development of Corporate
Governance in Asia" given by Professor CK Low
of The Chinese University of Hong Kong

15周年西貢及海下灣珊瑚之旅
15th Anniversary outing to Sai Kung
and Hoi Ha Wan



本處的首長級人員在聖誕聯歡會上
向員工祝酒

The Registry's Directorate proposing a toast
to the Registry's staff at the Christmas party



中國傳統繩結班
Traditional Chinese knot making class



遊覽澳門和中山
Outing to Macau and Zhongshan

財務與組織 FINANCE AND ORGANISATION

餐聯歡會。此外，本處在二零零八年五月設置了一間多用途活動室，供員工使用，作為促進員工福利的措施。

員工獎勵及嘉許

本處設有員工獎勵計劃，以加強員工對部門服務承諾的認識和承擔，並且不斷提升服務承諾。該計劃設有五個獎項，分別是工作表現獎、最佳建議獎、最佳服務獎、最佳櫃檯職員獎及好人好事獎。

在二零零八至零九年度，本處各項服務的表現都超出了所承諾的指標，因此所有合資格員工均獲得工作表現獎，以表揚員工的努力和傑出表現。在二零零八年，新公司註冊組提供的「新本地公司註冊」服務，第六次獲本處客戶選為最佳服務獎的得獎組別。本處定下的目標，是在四個工作天內提供該項服務的個案比率須達總數的90%，而新公司註冊組在二零零八至零九年度的表現超出服務指標，提供服務的個案比率達98.7%。最佳櫃檯職員獎的15位得主由本處的櫃檯客戶選出，所收回的投票表格共有1,586份。這個獎項有助培養員工作出承擔，以禮待客，提供高效率的服務。

and the Christmas party cum lunch buffet. As an initiative to boost staff welfare, the Registry has provided a multi-purpose room for use by staff members since May 2008.

Staff Motivation and Recognition

The Registry has implemented a Staff Motivation Scheme to promote awareness of, commitment to and continuous enhancement of performance pledges. The Scheme consists of five awards, namely, the Registry Performance Award, the Best Suggestion Award, the Best Service Award, the Best Counter Staff Award and the Good People and Good Deeds Award.

As the Registry has exceeded the targets of all pledges for 2008-09, the Registry Performance Award was granted to all eligible staff to recognise their efforts and excellent performance. In 2008, registration of new local companies, which is a service provided by the New Companies Section, was voted by our customers as the winner of the Best Service Award for the sixth time. The target standard for the service was to complete 90 per cent of all cases within four working days. In 2008-09, the performance of the New Companies Section exceeded the target standard and the Section was able to achieve the target in 98.7 per cent of the cases. Fifteen winners of the Best Counter Staff Award were selected by our counter customers who returned 1,586 voting forms. The award has helped to instill a sense of commitment in staff to provide a courteous and efficient service.



「最佳服務獎」的優勝者——新公司註冊組
The winner of the Best Service Award —
the New Companies Section

其他嘉許公務員的計劃，例如長期優良服務公費旅行獎勵計劃和長期優良服務獎勵計劃，目的都是表揚長期服務而表現優良的員工。在二零零八至零九年度，本處有四名人員獲得長期優良服務公費旅行獎，而獲頒長期優良服務獎狀的人員則有17名。

社會責任

本處從社會責任著眼，致力在業務運作上保持崇高的廉潔標準，為整體社會作出更大貢獻，並為員工提供一個健康的工作環境。

同心展關懷2008-09

在二零零八年，本處首次參加由香港社會服務聯會舉辦的「同心展關懷 / 商界展關懷」計劃，並獲嘉許為一「同心展關懷」機構，以表揚本處在鼓勵義務工作、關心員工家庭、聘用弱勢社群及樂於捐助社群方面的成就，而本處有兩名人員獲提名為該項計劃的關懷大使。

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 long and meritorious service. In 2008-09, four officers from the Registry received the Long and Meritorious Service Travel Awards and 17 officers were awarded the Long and Meritorious Service Certificates.

Social Responsibility

From the social responsibility perspective, we strive to maintain the highest ethical standards in the conduct of our business, enhance our contributions to the society as a whole and provide a healthy working environment for our staff.

Caring Organisation 2008-09

For the first time, the Registry participated in the Caring Organisation / Company Scheme organised by the Hong Kong Council of Social Services in 2008 and was recognised as a Caring Organisation because of its achievements in the areas of volunteer work, employee friendliness, employment of the vulnerable and donations. Two of the Registry's officers have been nominated as Caring Ambassadors under the Scheme.



本處的關懷大使周淑妍女士和郭觀好女士攝於「同心展關懷」嘉許典禮上
Our Caring Ambassadors, Ms Susanna Chow and Ms Sally Kwok, at the Caring Organisation Award Recognition Ceremony

財務與組織 FINANCE AND ORGANISATION

年內，本處員工繼續發揮社區精神，積極參與多項捐款活動，特別是捐款救助四川地震災民。二零零九年三月，本處有兩名員工參加「豐博愛單車百萬行2009」，在這項香港首次舉辦的單車百萬行活動中，他們分別贏得個人組最高籌款金獎及銅獎。參加者從大埔海濱公園出發，經吐露港單車徑，以沙田公園為終點，全程10公里。這項活動除了倡導綠色生活理念外，更為博愛醫院多元化的服務籌得經費300萬元。

社會服務

本處在二零零二年成立義工隊，扶助弱勢社群，關懷長者，貢獻社會。在二零零八至零九年度，本處義工隊參與多項義工活動，包括到香港仔探訪老人中心、帶領匡智元朗晨樂學校的智障學生遊覽香港濕地公園，以及參與香港盲人輔導會和公益金的售旗日。本處義工隊及其他員工更編織了百多條頸巾，在探訪老人中心期間送給長者，以表心意。為表揚本處義工隊二零零八年在義務工作方面的貢獻，社會福利署推廣義工服務督導委

During the year, the Registry's staff continued to demonstrate their community spirit by actively participating in various donation programmes, in particular, the relief efforts for the Sichuan earthquake victims. In March 2009, two of our staff participated in the HSBC Pok Oi Cycle for Millions 2009, the first of its kind in Hong Kong. They won the champion and second runner-up awards in the personal fund-raising group. The charity ride started at Tai Po Waterfront Park and routed through the Tolo Harbour Cycle Track to Shatin Park, totalling a distance of 10 kilometres. The event not only promoted awareness of the need for a green community, it also raised \$3 million to support Pok Oi Hospital's diversified range of services.

Social Services

The Companies Registry Volunteer Team was established in 2002 to help the underprivileged, the aged and to serve the community. In 2008-09, our Volunteer Team participated in various volunteer activities, including a visit to an elderly centre in Aberdeen, a trip to Hong Kong Wetland Park with the mentally handicapped pupils of Hong Chi Morningjoy School, Yuen Long, and the flag days of the Hong Kong Society for the Blind and the Community Chest. In support of the elderly, our Volunteer Team and other fellow staff members knitted over a hundred scarves for distribution to the elderly during the visit to the elderly centre in Aberdeen. In appreciation of the volunteer



陳綺華女士和衛家忻先生分別贏得「豐博愛單車百萬行2009」的個人組最高籌款金獎及銅獎
Ms Eva Chan and Mr Andy Wai won the Champion and 2nd runner-up awards respectively in the personal fund-raising group at the HSBC Pok Oi Cycle for Millions 2009



本處義工隊探訪老人中心
Our Volunteer Team visiting an elderly centre

本處員工編織了百多條頸巾送給長者
Over 100 scarves were knitted by
our staff for the elderly



與匡智元朗晨樂學校的學生
遊覽香港濕地公園
Visiting the Hong Kong Wetland Park with students
of Hong Chi Morningjoy School, Yuen Long

財務與組織

FINANCE AND ORGANISATION

員會向本處頒發銅獎。此外，義工隊四名成員亦因表現傑出而獲頒發義工服務銀獎 / 銅獎。

職業安全及健康

本處十分關注員工的職業安全及健康，因此在二零零零年成立公司註冊處安全委員會，定期開會討論與工作間的安全及健康風險有關的事宜，並提出有助促進員工安全及健康的措施和監察措施的推行情況。與此同時，處方亦鼓勵員工參加職業安全及健康訓練課程。

此外，本處定期進行職業安全巡查，以找出工作間潛在的職安健風險，並發出與傳染病及應變計劃有關的指引和內部通告。

在人類豬型流感爆發期間，本處迅速採取主動，協助員工做好抗疫準備，盡量減低對本處所提供服務的影響。處方向全體人員發放新消息和健康須知，使員工對最新發展保持警覺。公司註冊處處長啟動緊急事故管理指揮小組，以便制定抗疫策略及檢討應變計劃的成效。同時，本處亦加強了辦事處，特別是公眾地方的清潔工作，並加裝噴霧消毒裝置，供公眾人士使用。此外，本處又提供防護物品，供員工在工作間使用。

services provided by our Volunteer Team in 2008, the Steering Committee on Promotion of Volunteer Service of the Social Welfare Department presented the Registry with the Bronze Award for Volunteer Service. Four members of our Volunteer Team received Silver/Bronze Awards for their outstanding volunteer service.

Occupational Safety and Health

The Registry cares about the occupational safety and health of its staff. The Companies Registry Safety Committee was set up in 2000 and the committee meets on a regular basis to discuss issues in relation to safety and health risks in the workplace. The Committee also recommends and monitors measures for improving the safety and health of its staff. As a corollary, staff are encouraged to attend training courses on occupational safety and health matters.

In addition, the Registry conducts occupational safety inspections regularly to identify potential hazards in the workplace and issues guidelines and internal circulars in respect of communicable diseases and contingency plans.

During the outbreak of human swine influenza, the Registry took swift and proactive actions in getting staff prepared to fight against the pandemic and minimise its effect on the services we delivered. Timely updates and health advice were sent to all staff members to keep them alert of the latest developments. The Registrar of Companies set up an Emergency Management Command Team to map out strategies to fight against the pandemic and review the effectiveness of our contingency plans. The Registry also stepped up cleansing services in its premises, in particular the public areas and installed additional disinfectant spray devices for use by members of the public. Protective equipment was provided to staff members for their use in the workplace.

室內空氣質素

本處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」，並獲頒證書，證明本處位於金鐘道政府合署的辦事處室內空氣質素完全符合「良好」室內空氣質素指標的要求。

工作影子計劃

二零零九年二月，本處與國際成就計劃香港部攜手合作，舉辦為期一天的工作影子計劃。這項活動的目的在於幫助青年人了解實際工作環境，為投身社會做好準備，提早計劃未來。當天本處接待了11位來自順利天主教中學的中六學生，讓他們跟隨工作導師完成一天的日常工作。

Indoor Air Quality

We participated in the "Indoor Air Quality Certification Scheme for Offices and Public Places" organised by the Environmental Protection Department and was awarded a certificate certifying that the indoor air quality in the Registry's premises at Queensway Government Offices had fully met the standard of "Good" indoor air quality.

Job Shadowing

In February 2009, the Registry joined hands with the Junior Achievement Hong Kong to host a one-day Job Shadowing programme. The programme was organised to expose young people to a real business environment, to equip them for the job market and to encourage them to make an early start in planning for their future. The Registry sponsored eleven Sixth Form students of Shun Lee Catholic Secondary School, who "shadowed" their workplace mentors as they went through a normal day at work.



順利天主教中學的學生在工作導師指導下工作
Students from the Shun Lee Catholic Secondary School
working under the guidance of their workplace mentors

財務與組織 FINANCE AND ORGANISATION

環境保護

業務經理是本處的環保經理，環保經理與六名助理環保經理負責推展部門各項環保措施和監督措施的推行。本處採納的環保政策和原則如下：—

提高員工的環保意識，鼓勵他們實踐三項物料使用原則 — 減少廢物、廢物再用、循環再用

遵從環保方面的法例、規例及標準

購買環保產品，並採納該三項物料使用原則，從而善用能源和物料

盡量減少廢物及污染物，確保廢物得到妥善處理

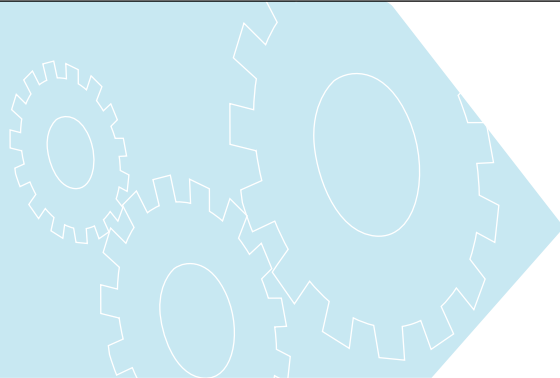
採用環保技術、盡量減少可能對環境造成的不良影響，以及繼續尋求方法對環保作出更大貢獻，作為長遠的環保措施

在有需要時進行環境審核

Environmental Protection

The Business Manager acts as the Registry's Green Manager. The Green manager and six Assistant Green Managers have been tasked to promote and oversee the development and implementation of green measures in the Registry. We have adopted the following environmental policies and principles: —

- Maintaining a high level of environmental awareness among staff and encouraging them to practise the three "R" principles – Reduce, Re-use and Recycle materials
- Complying with legislation, regulations and standards on environmental protection
- Ensuring the efficient use of energy and materials by adopting green purchasing and the three "R" principles
- Minimising waste and ensuring its safe handling
- Pursuing environmental protection through the adoption of environmentally friendly technologies, minimisation of possible adverse impact on the environment and continuing to find ways to enhance the Registry's environmental performance
- Conducting environmental audits as and when necessary



我們的環保目標和實際表現載於下表：—

Our targets and actual performance on various green measures are as follows: —

	2008 目標 Target 百分比 %	2008 實際表現 Performance 百分比 %	2009 目標 Target 百分比 %
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 drafts	100	100	100
使用循環再造紙張 / 無木漿紙張 using recycled/wood-free paper	100	99	100
使用舊信封或可多次使用的環保信封 re-using envelopes or using transit envelopes	98	99	99
使用可替換筆芯的原子筆 using refillable ball pens	100	100	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	100	100	100
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
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	100	100	100
在節日期間採取的措施 Measures during Festive Seasons			
循環使用舊有裝飾物品 re-using decorations	100	100	100

在二零零八至零九年度，本處繼續根據《清新空氣約章》的原則和精神，致力改善空氣質素和減少空氣污染物排放量。同時，本處會繼續致力減少耗用能源和紙張，並推廣各項環保措施。我們相信，當「公司註冊處綜合資訊系統」第二階段實施後，耗用的紙張會進一步減少。

In 2008-09, we continued to contribute to improving air quality and reducing the emission of air pollutants in accordance with the principles and spirit of the Clean Air Charter. We will also continue with our efforts to reduce energy and paper consumption and promote awareness of green measures. With the implementation of Phase II of the Integrated Companies Registry Information System, we trust that this will further reduce the use of paper.

鞏固法律基礎 STRENGTHENING THE LEGAL INFRASTRUCTURE



遵從法規與執法

本處其中一項主要職能，是確保公司及其高級人員按時履行《公司條例》規定的責任，包括提交周年申報表和帳目、申報註冊辦事處地址的更改及董事和秘書資料的更改。多年來，本處主要透過向未有履行提交文件責任的失責公司提出檢控，履行這項職能。在二零零八至零九年度，檢控政策檢討委員會就檢控政策進行檢討。這個由公司註冊處處長擔任主席的委員會認為，鑑於二零零八年下半年經濟逆轉，本處除了提出檢控外，可以在宣傳教育方面投放更多資源，以鼓勵公司遵從規定。本處於是推出一項試驗計劃，以發出「提交文件通知書」鼓勵公司在本處提出檢控前提交周年申報表。試驗計劃的要點如下：—

失責公司可在本處發出「提交文件通知書」的日期起計28天內，就其失責行為作出補救

如公司在28天期限屆滿後仍沒有提交尚欠的周年申報表，本處便會以傳票方式提出檢控

試驗計劃推出後，有42.7%的公司收到要求遵從規定的通知書後提交周年申報表存檔。

Compliance and Enforcement

One of the main functions of the Registry is to ensure timely compliance by companies and their officers with their obligations under the Companies Ordinance, including the filing of annual returns and accounts, reporting changes of registered office addresses and changes in particulars of directors and secretaries. This has been achieved over the past years primarily through the taking of prosecution actions against companies in default of their filing obligations. In 2008-09, the prosecution policy was reviewed by the Prosecution Policy Review Committee. In view of the economic downturn in the latter half of 2008, the Committee, which is chaired by the Registrar of Companies, considered that other than prosecution, more resources could be devoted to education and publicity campaigns to encourage compliance. As a result, a pilot scheme on issuing "Notices to File" was launched to encourage filing of annual returns before any prosecution action. A brief summary of the pilot scheme is as follows: —

- Defaulting companies are allowed 28 days from the dates of the "Notices to File" to remedy their defaults
- Summonses will only be issued for prosecution if annual returns remain outstanding upon the expiry of the 28 days' period

Under the pilot scheme, 42.7 per cent of companies had filed their annual returns after receiving the notices requesting compliance.

下表列出與遵從法規及執法工作有關的主要統計數字：—

The table below provides some key statistics on compliance and enforcement: —

	2006-07 本地 Local	2007-08 本地 Local	2008-09 本地 Local	2008-09 非香港* Non-HK*
準時提交周年申報表的公司所佔百分比 Percentage of companies filing annual returns on time	83.3%	83.5%	85.2%	81.4%
發出的傳票數目 Numbers of summonses issued	6,089	6,135	5,194	
被定罪的個案總數 Total number of convictions	2,338	2,154	1,407	
罰款總額 Total fines awarded	\$13,497,429	\$14,218,990	\$14,443,555	

* 當《2004年公司(修訂)條例》附表2的有關修訂在二零零七年十二月十四日生效後，非香港公司必須提交詳盡的周年申報表存檔。

* A non-Hong Kong company was required to file a full annual return after the commencement of the relevant provisions in Schedule 2 to the Companies (Amendment) Ordinance 2004 on 14 December 2007.

在二零零八至零九年度，市民及其他政府部門就指稱違反《公司條例》而向本處提出的投訴有533宗，較上年度增加25.4%。下表列出過去三年的投訴個案數目：—

In 2008-09, the Registry received 533 complaints from members of the public and other government departments regarding alleged breaches of the Companies Ordinance. This represents an increase of 25.4 per cent from the previous year. The table below shows the number of complaints for the past three years: —

	2006-07	2007-08	2008-09
投訴個案數目 Number of complaints	520	425	533

投訴大多涉及公司名稱、申請撤銷註冊的不營運而有償債能力的私人公司提供虛假或誤導性資料、公司未有提交周年申報表及其他法定申報表，以及未有在指明表格或申報表提供準確的資料。

The majority of the complaints related to company names, false or misleading information relating to applications for deregistration of defunct solvent private companies, failure to file annual returns and other statutory returns and failure to provide accurate information in specified forms or returns.

鞏固法律基礎 STRENGTHENING THE LEGAL INFRASTRUCTURE

公司法改革常務委員會

公司法改革常務委員會(常委會)是在一九八四年成立的非法定諮詢組織，負責定期檢討《公司條例》，以確保香港的公司法配合本地營商環境不斷轉變的需要。公司註冊處為常委會提供秘書處服務，而常委會的現任主席為資深大律師余若海先生。在二零零八至零九年度，常委會共召開五次會議，審議多項修訂和重寫《公司條例》的建議。除了上述會議外，常委會委員曾傳閱六份文件，審議所載述的多項公司法改革建議。

常委會將在二零零九年下半年出版第25號年報，闡述二零零八至零九年度的工作。

制定法例

《2003年公司(修訂)條例》

《2003年公司(修訂)條例》第67條於二零零八年七月十一日生效，該條文把公司註冊處處長備存的董事索引的範圍擴大，以包括私人公司備任董事的資料。《2003年公司(修訂)條例》所有其他條文已於二零零四年二月十三日生效。

《2004年公司(修訂)條例》

《2004年公司(修訂)條例》附表2的修訂旨在把非香港公司的註冊制度現代化，有關修訂於二零零七年十二月十四日開始實施。《2004年公司(修訂)條例》餘下有關推出新的法團成立表格供本地公司使用的條文，已於二零零八年七月十一日生效。

Standing Committee on Company Law Reform

The Standing Committee on Company Law Reform (SCCLR) is a non-statutory advisory body formed in 1984 to review the Companies Ordinance on a regular basis to ensure that our company law meets with the changing needs of the local business environment. The Registry provides secretarial support to the SCCLR, which is currently chaired by Mr Benjamin YU, Senior Counsel. During 2008-09, the SCCLR had five meetings and considered a wide range of proposals to amend and rewrite the Companies Ordinance. In addition to the above meetings, six papers on various company law reform proposals were circulated to SCCLR members for consideration.

The SCCLR will publish its 25th Annual Report on its work in 2008-09 in the latter half of 2009.

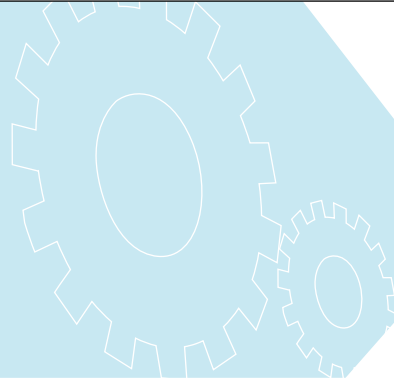
Legislation

Companies (Amendment) Ordinance 2003

Section 67 of the Companies (Amendment) Ordinance 2003, which expands the scope of the index of directors kept by the Registrar to include details of reserve directors of private companies, took effect on 11 July 2008. All other provisions contained in the Companies (Amendment) Ordinance 2003 had already commenced operation on 13 February 2004.

Companies (Amendment) Ordinance 2004

Schedule 2 to the Companies (Amendment) Ordinance 2004, which aims to modernise the registration regime for non-Hong Kong companies, came into operation on 14 December 2007. The remaining provisions in the Companies (Amendment) Ordinance 2004 relating to the introduction of new incorporation forms for local companies took effect on 11 July 2008.



《2008年公司條例 (修訂附表8)令》

《2008年公司條例(修訂附表8)令》訂明查閱根據《2004年公司(修訂)條例》附表2第7條推出的新的法團成立表格的新查冊費用，該項命令於二零零八年七月十一日與《2004年公司(修訂)條例》的相應條文一併生效。

Companies Ordinance (Amendment of Eighth Schedule) Order 2008

The Companies Ordinance (Amendment of Eighth Schedule) Order 2008, which introduces new search fees for the new incorporation forms provided under section 7 of Schedule 2 to the Companies (Amendment) Ordinance 2004, took effect on 11 July 2008 together with the corresponding provisions in the Companies (Amendment) Ordinance 2004.

鞏固法律基礎 STRENGTHENING THE LEGAL INFRASTRUCTURE

重寫《公司條例》

隨 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，重寫《公司條例》的工作(重寫條例工作)已於二零零六年年中展開。在二零零八至零九年度，公司條例草案專責小組全力進行重寫工作，以期在二零零九年底發表《公司條例草案》擬稿，徵詢公眾意見。

重寫條例工作規模龐大，因此分兩個階段進行。第一階段處理那些影響超過750,000間現存公司運作的《公司條例》核心條文，而第二階段處理《公司條例》中關於清盤及無力償債的條文，這些條文主要由破產管理署管理。

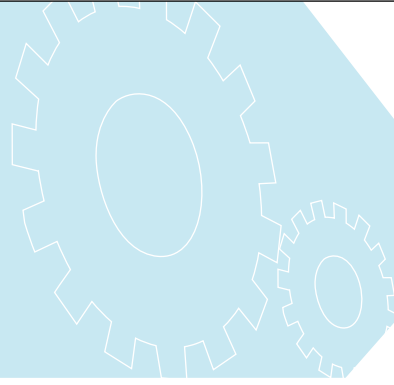
在重寫條例期間，公司條例草案專責小組曾徵詢負責就《公司條例》的不同範疇協助制訂修訂建議和推薦方案的四個諮詢小組的專業意見，並且曾考慮在二零零二年三月成立的政府和香港會計師公會檢討《公司條例》會計及審計條文聯合工作小組，以及公司法改革常務委員會所提出的推薦方案。為監督整項工作進行，當局成立了一個由財經事務及庫務局常任秘書長(財經事務)出任主席的督導委員會。自二零零七年以來，當局就多個富爭議性的課題進行了三輪公眾諮詢。第一輪諮詢總結於二零零八年六月發表，第二和第三輪諮詢總結分別於二零零八年十二月及二零零九年二月發表。當局透過這些諮詢把富爭議性的課題加以整理，然後進行深入

Rewrite of the Companies Ordinance

The Companies Ordinance Rewrite Exercise (the "Rewrite") commenced in mid-2006, following the establishment of a dedicated Companies Bill Team comprising staff of the Financial Services and the Treasury Bureau and the Registry. In 2008-09, the Companies Bill Team has worked full steam ahead with a view to issuing a draft Companies Bill for public consultation in late 2009.

In view of the extensive nature of the Rewrite, the entire exercise has been divided into two phases. Phase I covers the core provisions under the Companies Ordinance which affect the daily operation of over 750,000 live companies and Phase II will cover the winding-up and other insolvency-related provisions which are mainly administered by the Official Receiver's Office.

In the process, expert advice and inputs were sought from four Advisory Groups specifically set up to assist in formulating amendment proposals and recommendations in various areas of company law. Recommendations from the Joint Working Group between the Government and the Hong Kong Institute of Certified Public Accountants, which was established in March 2002 to review the accounting and auditing provisions of the Companies Ordinance and the SCCLR, were also considered. To oversee the entire process, a Steering Committee, chaired by the Permanent Secretary for Financial Services and the Treasury (Financial Services), has been formed within the administration. Three rounds of public consultation have been conducted on various controversial issues since 2007. The conclusions for the first consultation were issued in June 2008 and the latter two in December 2008 and February 2009 respectively. Through these consultations, controversial issues were distilled and thoroughly discussed and debated.



的討論和辯論。重寫條例工作所得出各項建議的主要目的是加強董事的問責性、提高透明度及加強公司的資料披露、加強核數師的權利、加強保障股東和方便營商。重寫《公司條例》的一些主要建議載於附錄D。

為配合「公司註冊處綜合資訊系統」(綜合系統)第二階段在二零一零至一一年度實施，當局將會向立法會提交《公司(修訂)條例草案》，藉此提出修訂法例。修訂條例草案的目的包括提出立法建議，就以電子方式註冊成立公司和提交文件存檔，以及提供一站式公司註冊及商業登記服務訂定條文。我們亦建議精簡公司名稱的註冊制度，以便加快成立公司的程序，並賦權公司註冊處處長把沒有遵從處長的更改名稱指示的公司更名為其公司註冊編號。修訂條例草案預計可於二零一零至一一年度制定成為法例。

The proposals in the rewrite mainly aim to strengthen the accountability of directors, improve the transparency and disclosure of company information, strengthen auditors' rights, foster shareholder protection and business facilitation. Some major proposals are summarised in Appendix D.

To tie in with the launch of Phase II of the Integrated Companies Registry Information System (ICRIS) in 2010-11, legislative amendments will be introduced, in the form of a Companies (Amendment) Bill, into the Legislative Council. The Amendment Bill will seek to introduce, among other things, legislative proposals to provide for electronic incorporation of companies and filing of documents as well as one-stop service for company incorporation and business registration. We also propose to streamline the company name registration system with a view to expediting the company incorporation process and empowering the Registrar of Companies to change the name of a company to its company registration number if it fails to comply with the Registrar of Companies' direction of change of name. It is expected that the Amendment Bill will be enacted in 2010-11.

企業管治 CORPORATE GOVERNANCE

作為企業監管機構，我們理解良好企業管治的重要性，並且致力推廣企業管治，因為我們相信，有效的管治方式，對達致一個機構的長遠策略目標及保障所有利益相關者的權益，至為重要。為此，我們致力維持高水平的企業管治，以達成本處的使命和理想，並顧及客戶的需要和整體公眾利益。

為達致有效管治，本處採取多項措施，確保各方面的運作均符合問責性、內部監控、誠信、透明度和風險管理的要求。下文闡述本處在各個範疇的表現。

As a corporate regulator, we acknowledge and promote the importance of good corporate governance as we believe that effective governance is vital to achieving the long term strategic goals of a corporation and safe guarding the interests of all its stakeholders. In this connection, we are committed to maintaining a high standard of corporate governance with a view to achieving the mission and vision of the Registry, taking into account the needs of our customers and public interest as a whole.

In the Registry, effective governance is achieved through a number of measures to ensure accountability, internal control, integrity, transparency and risk management in all of its operations. The Registry's performance in each area is elaborated in the ensuing paragraphs.





問責性

本處以營運基金部門的形式運作，按商業或類似商業方式提供服務。雖然營運基金部門的自主權與法定機構不一樣，但與傳統的政府部門相比，我們可享有較大的自主權。儘管如此，我們仍須就本處的運作及表現向政府負責，因此本處已建立有效的管治架構。

與財經事務及庫務局的會議

會議每兩個月舉行一次，目的是提供一個平台，讓本處的決策局、財經事務及庫務局(財經事務科)檢討本處的業績表現，以及運作和立法方面的主要措施。此外，我們每六個月出席財經事務及庫務局(庫務科)的會議，以便檢討及監察本處的財務表現。

Accountability

The Registry operates as a trading fund department and provides services on a commercial or quasi-commercial basis. Although trading fund departments do not have the same autonomy as a statutory corporation, we enjoy greater autonomy than traditional government departments. Notwithstanding that, we are accountable to the government for our operations and performance and a strong governance structure is in place.

Meetings with the Financial Services and the Treasury Bureau

Held on a bi-monthly basis, these meetings provide a forum for the Registry's policy bureau, the Financial Services and the Treasury Bureau (Financial Services Branch), to review the Registry's business performance and any major initiatives, both operational and legislative. We also attended meetings with the Financial Services and the Treasury Bureau (Treasury Branch) to review and monitor the financial performance of the Registry every six months.



財經事務及庫務局常任秘書長(財經事務)訪問本處
A visit from the Permanent Secretary for Financial Services and the Treasury (Financial Services)

企業管治 CORPORATE GOVERNANCE

內部監控

本處認同健全而有效的內部監控系統，十分重要。因此，我們在行政、採購和財務事宜方面已有既定的政策及規例，以確保職責分工恰當，組織架構明確，權限界定清晰。

首長級人員會議

公司註冊處處長每月與本處全體首長級人員舉行會議，討論並檢討本處正進行和策劃中的主要工作，以確保妥善籌劃和監察本處的業務。這些會議讓本處高層管理人員可快捷有效地找出政策、運作和法例方面的問題，並加以研究及解決。

發展督導委員會

這個由公司註冊處處長擔任主席的委員會，成員包括本處高層管理人員和財經事務及庫務局的一名代表。委員會負責就本處的長遠業務發展訂定目標，並監督本處各項主要措施及計劃的推行，特別是開發「公司註冊處綜合資訊系統」的情況。委員會每月舉行會議，研究新的措施、檢討推行進度，以及解決關乎本處的發展，並需要本處高層管理人員提供意見及作出決定的問題。透過發展督導委員會，本處以具透明度的方式，就綜合系統第二階段的招標程序，以及監察綜合系統第二階段的推行，及時作出重大的決定。

Internal Control

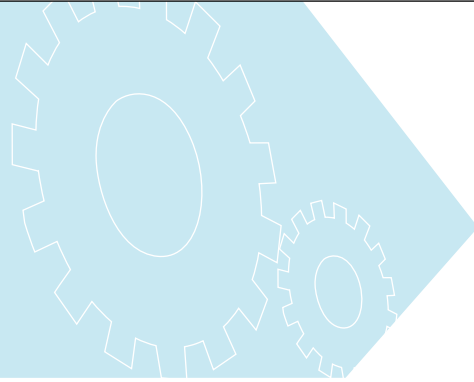
The Registry recognises the importance of a sound and effective internal control system. On this, there are well-established policies and regulations on administrative, procurement and financial matters which ensure a proper segregation of duties and a clear organisational structure with defined authority.

Directorate Meetings

The Registrar of Companies meets with all her directorate officers at monthly intervals to discuss and review the major activities of the Registry, either in progress or in the pipeline, to ensure proper planning and monitoring of the Registry's business. Through these meetings, policy, operational and legislative issues are identified, deliberated and resolved by the Registry's senior management team in a timely and efficient manner.

Development Steering Committee

The committee, chaired by the Registrar of Companies, comprises members of the Registry's senior management and a representative of the Financial Services and the Treasury Bureau. The committee is tasked to set objectives for the Registry's long term business development and oversee the implementation of key initiatives and projects, in particular the development of the Integrated Companies Registry Information System. Monthly meetings are held to consider new initiatives, review implementation progress, and resolve development issues which require the input and decision of the Registry's senior management. Through the operation of the Development Steering Committee, major decisions in respect of the tendering procedure for Phase II of ICRIIS as well as its monitor and implementation have been made in a timely and transparent manner.



投資策略委員會

投資策略委員會由公司註冊處處長擔任主席，成員包括負責本處運作和財務事宜的高層管理人員。成立委員會的目的，是監督公司註冊處營運基金投資組合的管理工作。投資組合包括在香港持牌銀行的各種定期存款，而截至二零零九年三月三十一日的總額為4億8,600萬元。委員會定期及因應需要舉行會議，以便檢討投資組合的表現和狀況，並研究其他投資策略和建議。

誠信

誠信管理委員會

本處十分重視誠信管理，而且全力支持政府為提倡廉潔風氣，在香港維持一支持廉守正的公務員隊伍所做的工作。本處自二零零七至零八年度起設立公司註冊處誠信管理委員會，就員工的誠信管理制訂長遠策略。二零零八至零九年度的工作計劃已順利推行，以加強員工對誠信事宜，以及各項規管操守和紀律的規例及指引的認識和警覺性。委員會定期舉行會議，以便監察工作計劃的進度，並就本處的誠信管理措施進行檢討。

Investment Strategy Committee

Chaired by the Registrar of Companies and comprising senior managers from the Registry's operational and financial divisions, the Investment Strategy Committee has been established to oversee the management of the Companies Registry Trading Fund's investment portfolio, which consisted of various time deposits with licensed banks in Hong Kong, totalling \$486 million as at 31 March 2009. At periodical intervals and as and when the need arises, the Committee meets to review the performance of the Registry's investment portfolio, its position and considers alternative investment strategies and proposals.

Integrity

Integrity Management Committee

The Registry attaches great importance to integrity management and supports the Government's sustained efforts to entrench an ethical culture and maintain a clean and honest civil service in Hong Kong. A Companies Registry Integrity Management Committee has been set up since 2007-08 to formulate a long term staff integrity management strategy. The Action Programme for 2008-09 was satisfactorily implemented and promoted staff awareness of and alertness to integrity issues and various regulations and guidelines governing conduct and discipline. The Committee meets regularly to monitor the progress of the Action Programme and review the integrity-management measures of the Registry.

企業管治 CORPORATE GOVERNANCE

透明度

審計及報告

本處必須按照公認會計原則製備周年帳目表，並經由審計署署長審核。依據《營運基金條例》的規定，本處的經審計周年帳目表及年報必須在每個財政年度終結後的第一個十月三十一日或之前，提交立法會省覽。

公開資料守則

自政府在一九九五年推行公開資料守則，本處便已落實推行。該守則就政府向公眾人士提供資料訂定正式的行政綱領，目的是讓市民充分認識政府及其提供的服務，以及對個人以至整個社會均有影響的政策和決定的依據。在處理索取資料的要求時，本處一向全面遵從守則的規定。

風險管理

本處的業務運作透過多個資訊科技系統進行，包括「公司註冊處綜合資訊系統」和內部電郵通訊系統。為盡量減低資訊科技風險，並確保這些系統能為本處的業務帶來效益，發展督導委員會監督本處的資訊科技工作及其與本處核心業務的配合，以確保資訊科技系統有助達成本處的使命和政策目標。

Transparency

Audit and Report

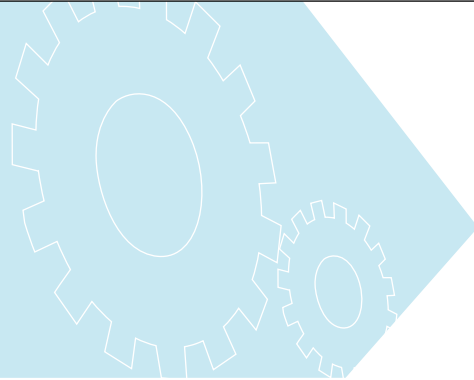
The Registry has to prepare annual accounts in accordance with generally accepted accounting principles. The annual accounts are audited by the Director of Audit. Pursuant to the provisions of the Trading Funds Ordinance, the audited annual accounts together with the annual report of the Registry have to be tabled in the Legislative Council not later than 31 October next following the end of each financial year.

Code on Access to Information

The Registry has adopted the Code on Access to Information since its introduction by the Government in 1995. The Code provides a formal administrative framework for the provision of information by the Government to members of the public with the objective of keeping the community well informed about the Government, the services which it provides and the basis for policies and decisions that affect individuals and the community as a whole. The Registry is in full compliance with the requirements of the Code in its handling of requests for information.

Risk Management

The business of the Registry is carried out through various information technology (IT) systems, including the Integrated Companies Registry Information System and internal e-mail communication system. To minimise IT risks and to ensure that the systems add value to our business, the Development Steering Committee oversees, inter alia, the Registry's IT functions and its interface with the Registry's core business activities to ensure the alignment of IT systems with the corporate mission, policies and objectives.



資訊科技系統一旦發生保安事故，會對業務造成重大損失。為確保資訊保安穩妥，本處制訂了資訊科技保安政策、運作復原計劃、應變計劃、資訊保安事故處理指引、終端用戶的資訊科技保安指示及部門應變計劃，使員工有所遵循。本處特別為配合現行的指引而制訂措施，以收緊對使用可攜式電子儲存裝置，例如USB記憶體的保安控制，從而防止資料外洩。

除了這些指示和指引外，本處繼續定期向員工提供最新資料，以提高員工對資訊保安的認識，並促進員工遵從各項保安政策和指示。此外，本處亦定期進行獨立的資訊保安審計工作，以審查本處在資訊保安方面採取的保護措施。

本處制訂了業務持續運作計劃，以減低系統故障帶來的業務風險。這項計劃包括一個可以支援重要功能或運作，並確保維持最低限度服務的運作復原系統。此外，我們定期進行運作復原演習，以確定運作復原系統操作正常。除了上述措施外，我們亦已為應付特殊情況，例如人類豬型流感等傳染病的爆發，擬訂應變計劃。

IT security failure is costly to business. To ensure information security, we have developed IT security policy, Disaster Recovery Plan, Contingency Plan, Guidelines on Information Security Incident Handling, End User Instructions on IT Security and Departmental Contingency Plan for compliance by staff. In particular, the Registry keeps in pace with the prevailing guidelines and formulates measures to tighten the security control on the use of portable electronic storage devices, e.g. USB flash drive, to avoid leakage of information.

On top of these instructions and guidelines, we have continued to provide regular updates to staff with a view to fostering security awareness and compliance with various security policies and instructions. Regular IT security audits are also performed by independent auditors to examine the Registry's IT security protection measures.

The Registry has developed a business continuity plan to reduce business risk in the event of a disruption. This includes a disaster recovery system supporting critical functions or operations and ensuring the continuity of a minimum level of services. We have also conducted disaster recovery drills periodically to ascertain the proper functioning of the disaster recovery system. Other than the above measures, we have drawn up contingency plans to tackle with exceptional circumstances, such as the outbreak of infectious disease like the human swine influenza.

與客戶及其他 司法管轄區的聯繫

LIAISING WITH OUR CUSTOMERS AND OTHER JURISDICTIONS

與客戶溝通

本處十分重視客戶的意見，這是我們的核心價值之一，因此我們按照客戶的需要和期望，發展服務項目和釐定質素水平。為此，本處設有完善的溝通渠道，蒐集不同層面客戶的意見，這些渠道包括公司註冊處客戶聯絡小組定期舉行的會議、拜訪主要客戶、收集客戶意見和建議的既有渠道及每年的客戶服務調查。

本處十分重視客戶的意見和建議，年內，我們透過客戶服務調查、建議 / 意見表格、電子查冊服務組及公司註冊處客戶聯絡小組，接獲共60份建議和意見書。本處會研究客戶提出的所有建議和意見，並在適當時落實推行。

網站

本處的網站(www.cr.gov.hk)內容詳盡，載有關於本處核心業務、法例修訂、提交文件的規定及拓展計劃的最新資料。網站備有繁體中文、簡體中文及英文版，我們經常檢討和更新網站的資料，使客戶得知法例和程序方面的最新規定。在二零零八至零九年度，本處網站增設了三個欄目，分別是「演辭及相關資料」、「非香港公司的周年申報表」及「放債人牌照」。此外，我們亦提供22款已填妥表格的樣本，作為公司及文件提交人的一般指引。客戶可從本處網站下載指明表格和刊物(例如公司註冊處年報、

Communication with Customers

One of the core values of the Registry is to care for and respect our customers by listening to them and taking into account their needs and expectations when shaping the types and quality of service which we deliver. To this end, the Registry has well-established communication channels to collect the views and opinions of different customer groups. The channels include regular meetings of the Companies Registry Customer Liaison Group, courtesy visits to our major customers, established means for customers' feedback and suggestions and the annual customer survey.

The Registry values customers' feedback and suggestions. During the year, we received 60 suggestions and comments from customers through Customer Services Survey, Forms for Suggestions/Comments, e-search Helpdesk and the Companies Registry Customer Liaison Group. All customers' suggestions and comments are reviewed and, where appropriate, implemented.

Website

The website of the Registry (www.cr.gov.hk) presents comprehensive and up-to-date information on our core business activities, changes in legislation, filing requirements and our development programme. The website is available in traditional Chinese, simplified Chinese and English versions. The contents of the website are regularly reviewed and updated so that customers are kept abreast of the latest statutory and procedural requirements. During 2008-09, three new thematic sections, namely "Speeches & Presentation", "Annual Return of a Non-Hong Kong Company" and "Licensing of Money Lenders", were introduced on the website. We also provide 22 sets of completed specimen forms as general guides for companies and document presentors. Specified forms, publications



公司法改革常務委員會的報告及諮詢文件、重寫《公司條例》的諮詢文件)，以及本處發出的對外通告。

二零零八至零九年度共有1,499,293人次瀏覽本處網站，即平均每月達124,941人次。截至二零零九年三月三十一日，訂閱本處電子資訊服務及登記使用提交周年申報表電子提示服務的客戶分別有接近3,500及14,000名，他們可以取得本處網站的最新資料和提交周年申報表的電郵通知書。

電話諮詢熱線

公司註冊處電話諮詢熱線(852) (2234 9933)每周七天、全日二十四小時解答有關本處服務的查詢，查詢者亦可利用傳真索取資料小冊子。二零零八至零九年度接獲的電話查詢達56,971宗，平均每月有4,748宗，而以傳真方式索取資料則共有2,580宗。與此同時，1823電話中心亦接獲60,843宗有關本處服務的電話查詢，平均每月有5,070宗。

such as the Companies Registry Annual Report, Reports and Consultation Papers of the Standing Committee on Company Law Reform, Consultation Papers on the rewrite of the Companies Ordinance and external circulars issued by the Registry may be downloaded from the Registry's website.

In 2008-09, our website was patronised 1,499,293 times, representing an average of 124,941 per month. As at 31 March 2009, nearly 3,500 and 14,000 users have subscribed to the Registry's electronic news subscription service and Annual Return e-Alert service respectively to obtain regular updates of information and email reminders for the filing of annual returns.

Enquiry Hotline

The Companies Registry Enquiry Hotline (852) (2234 9933) answers enquiries about the Registry's services on a 24 x 7 basis. Callers may also obtain information pamphlets by fax. For 2008-09, the number of calls received was 56,971, averaging 4,748 per month, and requests for fax materials totalled 2,580. In parallel, the enquiry hotline handled by the 1823 Call Centre received 60,843 calls regarding the Registry's services, averaging 5,070 per month.

與客戶及其他 司法管轄區的聯繫 LIAISING WITH OUR CUSTOMERS AND OTHER JURISDICTIONS

刊物

本處製備多款刊物，包括對外通告、指引、資料小冊子及報告，分發給專業團體、主要客戶和訂閱本處電子資訊的客戶，這些刊物亦可從本處網站下載。此外，本處辦事處的查詢櫃檯亦備有刊物的印文本可供索取。

Publications

A variety of publications including external circulars, guidelines, information pamphlets and reports are published by the Registry. The publications are distributed to professional bodies, major customers and subscribers to the electronic news subscription service and may also be downloaded from the Registry's website. Hard copies of the publications are available at the information counters of our office.

研討會和展覽

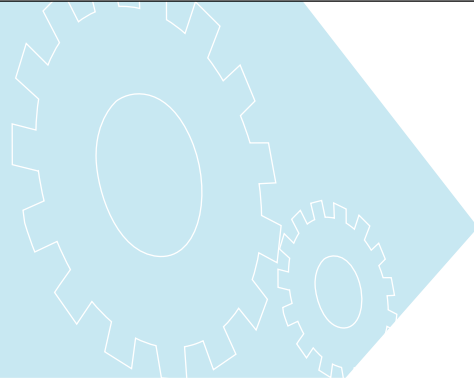
為了向商界介紹本處的服務，我們參加了香港董事學會在二零零八年四月舉辦的「董事論壇2008」、香港特許秘書公會在二零零八年九月舉辦的「企業管治會議2008」，以及香港貿易發展局在二零零八年十二月舉辦的「中小企國際推廣博覽2008」。

Seminars and Exhibitions

To showcase our services to the business community, the Registry participated in the Directors' Conference 2008 organised by The Hong Kong Institute of Directors in April 2008, the Corporate Governance Conference 2008 organised by the Hong Kong Institute of Chartered Secretaries in September 2008 and the World Small and Medium-sized Enterprises Expo 2008 organised by the Hong Kong Trade Development Council in December 2008.



參加「企業管治會議2008」
Participating in the Corporate
Governance Conference 2008



在二零零八至零九年度，公司註冊處處長參與以下講座：—

二零零八年四月及十一月 — 以客席講者身份向香港中文大學會計學院的學士學位課程學生講解「香港的公司法改革」

二零零八年五月 — 在和記黃埔集團舉辦的午餐演講會上主講「重寫《公司條例》」

二零零八年六月 — 在特許公認會計師公會舉辦的研討會上主講「重寫《公司條例》」

二零零八年九月 — 在香港會計師公會舉辦的研討會上主講「重寫《公司條例》」

二零零八年十一月 — 在香港特許秘書公會舉辦的「專家系列 — 卓越人士講座」主講「《公司條例》最新發展」

二零零九年一月 — 在香港證券專業學會舉辦的研討會上主講「《公司條例》及重寫工作的最新發展」

二零零九年三月/四月 — 在世界銀行於南非開普敦舉辦的世界銀行工作坊主講「改革香港的公司註冊制度」

二零零九年三月/四月 — 在南非開普敦舉行的公司註冊論壇上主講「執行公司法 — 香港的經驗」

In 2008-09, the Registrar of Companies gave the following presentations: —

- April and November 2008 — Guest lectures on "Company Law Reform in Hong Kong" to undergraduate students of the School of Accountancy of The Chinese University of Hong Kong
- May 2008 — "Rewrite of the Companies Ordinance" at a luncheon seminar organised by the Hutchison Whampoa Group
- June 2008 — "Rewrite of the Companies Ordinance" at a seminar organised by the Association of Chartered Certified Accountants
- September 2008 — "Rewrite of the Companies Ordinance" at a seminar organised by the Hong Kong Institute of Certified Public Accountants
- November 2008 — An update on company law in the "Expert Series-Meeting with Distinguished Speaker" organised by the Hong Kong Institute of Chartered Secretaries
- January 2009 — "An update on company law and the rewrite" at a seminar organised by the Hong Kong Securities Institute
- March/April 2009 — "Reforming Business Registration in Hong Kong" at the World Bank Workshop organised by the World Bank in Cape Town, South Africa
- March/April 2009 — "Hong Kong Experience in Corporate Law Administration" at the Corporate Registers Forum held in Cape Town, South Africa

與客戶及其他 司法管轄區的聯繫

LIAISING WITH OUR CUSTOMERS AND OTHER JURISDICTIONS

本處人員作出的其他演講和簡介包括：—

二零零八年七月 — 向規劃署人員講解「公司紀錄」及向香港特許秘書公會的會員講解「提交公司註冊處的文件中常見的錯誤」

二零零八年九月 — 在香港會計師公會舉辦的研討會上向該會會員發表題為「重寫《公司條例》的最新發展」的演講

二零零八年十月 — 在恆生銀行舉辦的「創業錦囊」講座講解「成立本地有限公司及註冊非香港公司」

二零零八年十二月 — 在香港貿易發展局舉辦的「中小企國際推廣博覽2008」發表題為「成立本地有限公司的程序及公司註冊後的責任」的演講

二零零九年一月 — 在澳洲會計師公會舉辦的研討會上向該會會員發表題為「《公司條例》最新發展」的演講

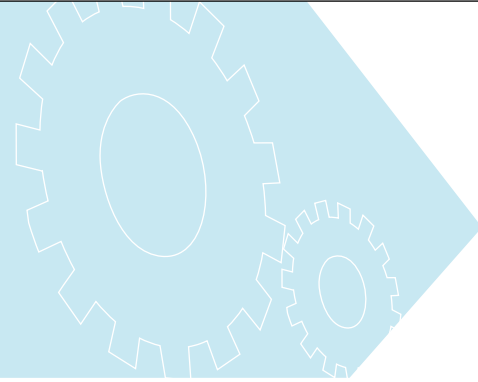
Other talks or presentations given by the Registry include: —

- July 2008 — Presentations on "Company Record" and "Common Errors in Documents Lodged with the Companies Registry" to the Planning Department and members of the Hong Kong Institute of Chartered Secretaries, respectively
- September 2008 — A seminar on "Rewrite of the Companies Ordinance – An Update" to the members of the Association of Chartered Certified Accountants
- October 2008 — A presentation on "Incorporation of a Local Limited Company and Registration of a Non-Hong Kong company in Hong Kong" for the "Start-up Tips Seminar" organised by Hang Seng Bank Limited
- December 2008 — A presentation on "Procedures on Incorporation of a Limited Company in Hong Kong and a Company's Obligation after Incorporation" in the World SME Expo 2008 organised by the Hong Kong Trade Development Council
- January 2009 — A seminar on "Update of the Companies Ordinance" to members of Certified Public Accountants, Australia



公司註冊處處長在南非舉行的世界銀行工作坊主講「改革香港的公司註冊制度」

The Registrar of Companies giving a presentation on "Reforming Business Registration in Hong Kong" at the World Bank Workshop in South Africa



二零零九年二月 — 向澳洲會計師公會的會員講解「重寫《公司條例》」及向香港警務處商業罪案調查科人員講解「香港公司法及檢控工作」

與社區的聯繫

本處不時接待來自其他政府部門、本地專業團體和教育機構的訪客，促進他們了解本處的服務和香港的公司註冊制度。

與其他司法管轄區的聯繫

本處繼續與內地及其他司法管轄區的公司註冊機關建立並加強聯繫，就其他司法管轄區提供的公司註冊服務及企業管治的發展，交流意見和經驗，此舉有助本處制訂新的措施和策略，以提升服務水平。

年內，本處的代表團曾訪問其他公司註冊機關或出席國際論壇，從而與其他公司註冊機關建立聯繫，保持接觸：—

二零零八年七月 — 公司註冊處處長率領一個由財經事務及庫務局和本處高層人員組成的代表團，訪問廣東省工商行政管理局和廣州市工商行政管理局

二零零八年十一月 — 公司註冊處處長與本處兩名高層人員訪問新加坡會計及公司監管局

- February 2009 — Presentations on "Rewrite of the Companies Ordinance" and "Hong Kong Company Law and Prosecution" to members of Certified Public Accountants, Australia and the Commercial Crime Bureau of the Hong Kong Police Force, respectively

Contact with the Community

The Registry receives visitors from other government departments, local professional bodies and educational institutions from time to time. These visits provide very good opportunities for visitors to understand our services and the company registration system in Hong Kong.

Liaison with Other Jurisdictions

The Registry continues to foster and develop contacts with counterparts in the Mainland and other jurisdictions. These contacts enable us to exchange ideas and share experience with other registries regarding the provision of company registration services and the development of corporate governance in other jurisdictions, which in turn help us formulate new initiatives and strategies in enhancing the quality of our services.

During the year, delegations from the Registry paid visits to other registries or attended international forum in order to establish and foster links with other registries: —

- July 2008 — The Registrar of Companies, leading a delegation comprising senior officials from the Financial Services and the Treasury Bureau and the Registry, visited the Guangdong Provincial Administration for Industry and Commerce and the Guangzhou Administration for Industry and Commerce
- November 2008 — The Registrar of Companies and two senior officers of the Registry visited the Accounting and Corporate Regulatory Authority in Singapore

與客戶及其他 司法管轄區的聯繫

LIAISING WITH OUR CUSTOMERS AND OTHER JURISDICTIONS

二零零九年三月 — 公司註冊處處長與財經事務及庫務局和本處的高層人員出席在南非開普敦舉行的「第六屆公司註冊論壇」，參加者包括來自30多個司法管轄區及世界銀行的超過130名代表。香港不但獲選為論壇執行委員會委員，更獲委任為論壇的司庫

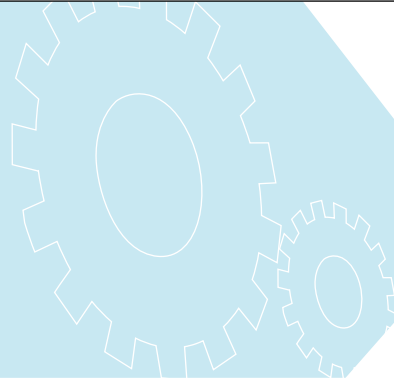
- March 2009 — The Registrar of Companies and senior officials of the Financial Services and the Treasury Bureau and the Registry attended the sixth Corporate Registers Forum in Cape Town, South Africa. The Forum was attended by more than 130 delegates representing over 30 jurisdictions globally and the World Bank. Hong Kong was elected as a member of the Executive Council of the Forum and Hong Kong was also appointed as the Treasurer for the Forum

此外，在二零零八年四月至七月期間，公司註冊處律師加入香港的代表團，出席財務行動特別組織在巴黎舉行的面對面會議、在倫敦舉行的第三屆全體會議，以及在峇里島舉行的亞洲 / 太平洋組織年會。

From April to July 2008, our Registry Solicitor also joined the Hong Kong delegation in attending Face-to-Face Meeting of the Financial Action Task Force (FATF) in Paris, the Third Plenary Meeting of FATF in London and the Asia / Pacific Group Annual Meeting in Bali.



在南非開普敦出席「第六屆公司註冊論壇」的代表
Delegates to the 6th Corporate Registers Forum in Cape Town, South Africa



在二零零八至零九年度，本處接待了來自內地、比利時、耿濟島、馬來西亞及新西蘭規管機構和專業團體的訪問團，包括廣州市工商行政管理局、上海市浦東新區政府、耿濟島公司註冊處和耿濟島金融事務處、馬來西亞首相署和國家生產力局、新西蘭公司註冊處的政府官員，以及比利時經濟與改革部部長。

一如以往，本處為來自國家工商管理總局，以及上海市和寧波市工商行政管理局的內地官員安排實習計劃。此外，薩摩亞國際財務管理局一名官員獲安排在二零零八年十月到本處實習。二零零八年十一月，本處首次委派兩名高層人員到國家工商管理總局及北京市工商行政管理局實習交流。透過這些實習計劃，本處人員得以加深認識其他司法管轄區的公司註冊制度及規管架構。

In 2008-09, the Registry received visitors from regulatory authorities and professional bodies from the Mainland, Belgium, Guernsey, Malaysia and New Zealand. They included government officials from the Guangzhou Administration for Industry and Commerce, Shanghai Pudong Municipal Government, the Guernsey Registry and Guernsey Finance, the Prime Minister Department and National Productivity Corporation of Malaysia, the New Zealand Companies Office and the Minister for Economy and Reform of Belgium.

As in the past, attachment programmes to the Registry for Mainland officials from the State Administration for Industry and Commerce and the provincial office of Shanghai and Ningbo were organised. An attachment programme was also arranged for an official from the Samoa International Finance Authority in October 2008. For the first time, two of our senior officers were attached to the State Administration for Industry and Commerce and the Beijing Administration for Industry and Commerce in November 2008. These attachment programmes provided good opportunities for our staff in enhancing their understanding of company registration practice and regulatory frameworks in other jurisdictions.



比利時經濟與改革部部長訪問本處
The Minister for Economy and Reform of Belgium visiting the Registry

迎接未來的挑戰 EMBRACING CHALLENGES AHEAD

業務回顧

隨 全球經濟逆轉，本處的收入在二零零八年八月開始下降。經濟會否在二零零九年下半年轉好仍屬未知之數，因此我們在推算二零零九至一零年度的業務狀況時採取審慎態度，估計二零零九至一零年度固定資產平均淨值的回報率僅能達到8.3%的目標回報率。

雖然本處有充裕的財政儲備為未來的資本投資提供資金，亦有完善的系統和程序，以及經驗豐富、充滿熱誠的員工支持改革，不斷提升服務水平，但本處某些運作方式和程序需要大量人手處理，而本處的財務業績很大程度受整體經濟狀況影響，一旦經濟放緩，公司的營運難免受到影響，而本處的財務業績亦會受到拖累。

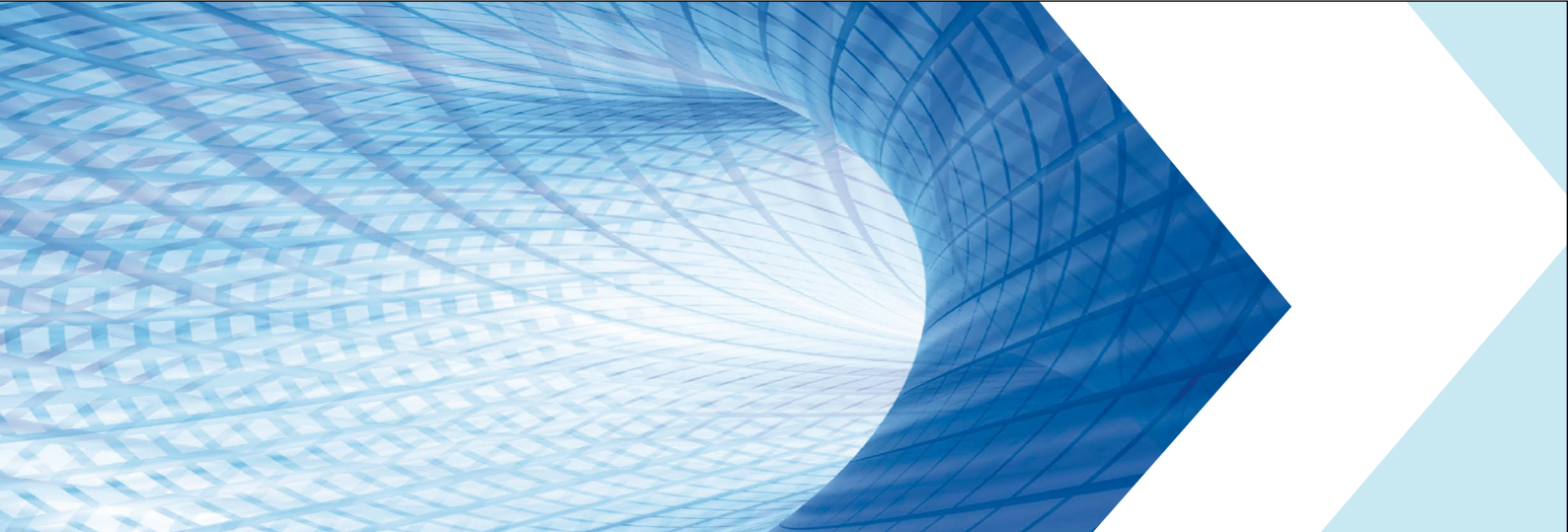
我們也許可以削減或控制開支，但由於員工費用約佔本處營運開支預算的70%，可以削減的空間有限，而且減少人手往往會令服務質素受到影響。面對經濟情況逆轉，本處繼續透過客戶聯絡小組、每年的客戶服務調查及拜訪客戶，收集客戶對本處服務的意見及對新服務的需求。同時，本處正因應不斷轉變的環境，積極探討可否推出新服務或提升現有服務的水平，務求滿足客戶的需要。

Business Review

Affected by the global economic downturn, the revenue of the Registry has been declining since August 2008. As the prospect of a turnaround in the latter part of 2009 remains uncertain, we have adopted a prudent approach in our projection of the business for 2009-10 and we estimate that the rate of return on average net fixed assets for 2009-10 will just meet the target rate of 8.3 per cent.

Although the Registry possesses a healthy financial reserve to help finance future capital investment, along with well established systems and procedures, and a nucleus of experienced and dedicated staff who are supportive of changes and continuous enhancement of services, certain operational aspects and procedures are labour intensive and our financial performance depends heavily on the overall economic situation. Any slowdown in the economy inevitably affects company activities which, in turn, have an adverse impact on the Registry's financial performance.

While it might be possible to reduce or contain expenditure, the scope for reduction is limited, as staff costs make up about 70 per cent of the Registry's operating budget, and a reduction in the number of staff would, more often than not, have to be done at the expense of service quality. Faced with the economic downturn, the Registry continues to collect customers' views on its services and demand for new services through its Customer Liaison Group, the annual customer survey and courtesy visits to customers. The Registry is actively exploring the possibility of introducing new or enhanced services to meet customers' needs in a changing environment.



公司註冊處 綜合資訊系統

過去數年，本處致力進行一項持續發展計劃，以擴展本處所提供公共服務的性質和範圍，其中一項主要措施是分階段實施「公司註冊處綜合資訊系統」(綜合系統)，以取代原有的電腦系統，改革本處的核心業務，並協助本處實現無紙運作的最終目標。

綜合系統第一階段在二零零五年二月二十八日投入運作後，改革了本處的核心業務。現時，本處把收到的所有紙張文件轉換成數碼影像，綜合系統會按照預先訂定的規則，把文件影像傳送給適當的組別處理，以便本處人員輸入資料以進行系統核證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。在綜合系統第一階段的運作模式下，新的操作程序大大縮短處理和登記文件所需的時間，更快捷地更新和披露公司資料，加強資料的保安和完整性及提高生產力，使運作成本得以降低。客戶現時可在網上查閱本處資料庫備存的最新公司資料，以及一億多文件的數碼影像。本處的電子查冊服務深受商界歡迎，客戶給予的評價甚高。此外，本處亦設有服務組，每七天、全日二十四小時解答客戶的查詢。目前，在網上查閱公司資料的比率超過98%。

Integrated Companies Registry Information System

Over the past few years, the Registry has pursued a continuous development programme to expand the nature and scope of its services to the public. One of the major initiatives was the phased implementation of the Integrated Companies Registry Information System (ICRIS), which replaced the Registry's pre-existing computer systems, transformed its core business activities and facilitated the realisation of its eventual goal of establishing a paperless operation.

The implementation of Phase I of ICRIS on 28 February 2005 transformed the Registry's core business activities. All paper documents submitted to the Registry are converted into digitised images upon receipt. Document images are routed to the processing sections in accordance with pre-defined rules to facilitate data entry, system verification and online scrutiny by staff. Image records of documents are almost instantly available for public search after registration. The new operational procedures under Phase I of ICRIS have led to a significant reduction in the amount of time taken to process and register documents, more timely updating and disclosure of company information, enhanced data security and integrity, and improved productivity, resulting in reduced operating costs. Customers can now conduct company searches over the Internet on current data and over 100 million digitised images of company documents kept in the Registry's database. Our electronic search services have received overwhelming support from the business community and very positive feedback from customers. A helpdesk service to answer customers' enquiries is also available on a 24-hour basis every day. At present, over 98 per cent of company searches are conducted online.

迎接未來的挑戰

EMBRACING CHALLENGES AHEAD

本處不繼提升綜合系統的功能，以滿足客戶不斷轉變的需要。在二零零八至零九年度，為落實法例和程序上的改變和加強系統功能而進行的主要系統提升工程包括：—

提升伺服器及數據傳送速度及頻寬，以確保綜合系統的容量足以應付本處的工作量

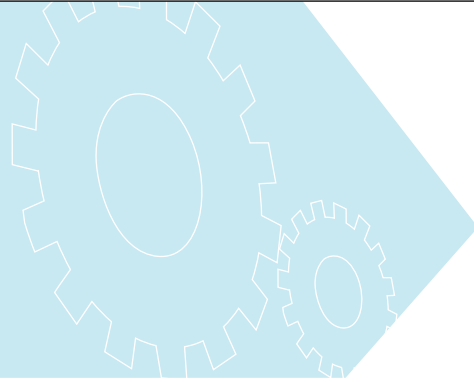
在二零零八年七月推出新的法團成立表格，供本地公司使用

擴大董事索引的範圍，以包括備任董事的資料

推出新的聯線閱覽功能，方便查閱公司資料

The Registry has been continuously enhancing ICRIS to cater for the changing needs of its customers. Major system enhancements carried out in 2008-09 to implement legislative and procedural changes, and to improve functionality include the following: —

- Upgrade of servers and the bandwidth of data communication line to ensure ICRIS has sufficient capacity to handle the Registry's workload
- Introduction of new incorporation forms for local companies in July 2008
- Expansion of the Index of Directors to include particulars of reserve directors
- Introduction of a new online viewing function for search of company information



未來展望

本處不斷致力提升客戶服務的水平。二零零九年六月，我們批出開發綜合系統第二階段的工程合約，以便在二零一零至一一年度推出在網上註冊成立公司和辦理文件登記的服務，以及提供一站式網上公司註冊及商業登記服務。本處已成立「電子註冊服務專責小組」，由公司註冊處處長擔任主席，負責制訂以電子方式辦理公司註冊及商業登記的新程序。

為了迎接未來的挑戰，我們採取了多項措施，以提升本處達成理想和使命的核心能力。本處的具體目標包括：—

開發和實施綜合系統第二階段，在二零一零 / 一一年度至二零一二 / 一三年度分期推出在網上註冊成立公司及辦理文件登記的服務

協助政府擬備及發表《公司條例草案》擬稿，在二零零九年年底進行公眾諮詢，以期在二零一零年年底向立法會提交新的《公司條例草案》

在二零一零至一一年度提供一站式網上公司註冊及商業登記服務

進一步加快及精簡公司註冊、登記及查冊服務的程序，以滿足市場的需要

透過宣傳教育及更有效的執法行動，促進公司遵從《公司條例》的規定並履行責任

Looking Ahead

The Registry is committed to continuously enhancing the quality of its customer service. In June 2009, we awarded the contract for the development of Phase II of ICRIS which will, upon its launch in 2010-11, facilitate the electronic incorporation of companies and filing of documents over the Internet, as well as the provision of one-stop service for electronic company incorporation and business registration. A Task Force on Electronic Incorporation, chaired by the Registrar of Companies, has been established to map out the new procedures for electronic company incorporation and business registration.

To embrace the challenges in the years ahead, the Registry has taken a number of initiatives to strengthen its core competencies in fulfilling its vision and mission. Specifically, our objectives include the following: —

- To develop and implement Phase II of ICRIS, in stages from 2010-11 to 2012-13, to introduce the electronic incorporation of companies and filing of documents over the Internet
- To support the Government in the preparation and issue of a draft Companies Bill for public consultation in late 2009, with a view to introducing the new Companies Bill to the Legislative Council in late 2010
- To provide one-stop service for electronic company incorporation and business registration in 2010-11
- To further expedite and streamline procedures for incorporation, registration and search services to meet market needs
- To promote a high level of compliance with statutory obligations under the Companies Ordinance through publicity campaigns, education, and more effective enforcement

迎接未來的挑戰 EMBRACING CHALLENGES AHEAD

透過不同形式的培訓，增進員工的知識和技能，以配合本處的需要及客戶不斷轉變的要求，同時促進員工的長遠事業發展

根據客戶的意見開拓新業務，例如推出「一籃子」或「度身訂造」的查冊服務；以及

透過建立官方接觸、安排實習 / 交流計劃及出席一年一度的國際性公司註冊論壇，與內地及海外司法管轄區的公司註冊機關加強聯繫

我們致力實現這份年報第四頁所述的理想，受世界認同為卓越的公司註冊處，為社會提供優質服務。

- To strengthen staff knowledge and skills through various forms of training, in order to meet the Registry's needs and the changing demands of its customers, and to facilitate their long term career development
- To explore new business opportunities: e.g. introducing "package" or "tailor-made" search services, taking into account feedback from customers; and
- To foster links with corporate registries in the Mainland and overseas jurisdictions by establishing official contacts with those registries, arranging attachment / exchange programmes and attending the annual global Corporate Registers Forum

As set out on page 4 of this report, we strive to achieve world-wide recognition as an excellent Companies Registry giving the community a quality service.

附錄 APPENDICES

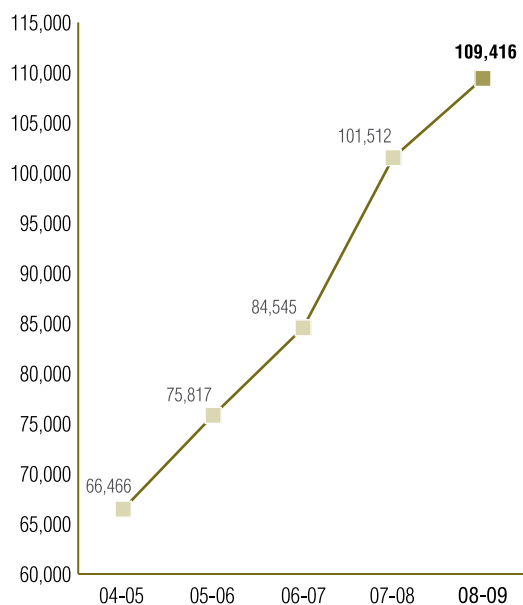
- A 二零零九年工作量主要統計數字
Key Workload Statistics for 2009
- B 一九九九至二零零九年主要統計數字
Statistical Highlights from 1999 to 2009
- C 審計署署長報告及周年帳目表
Report of the Director of Audit and
Annual Accounts
- D 重寫《公司條例》的一些主要建議
The Rewrite of the Companies Ordinance —
Some Major Proposals

附錄 A APPENDIX A

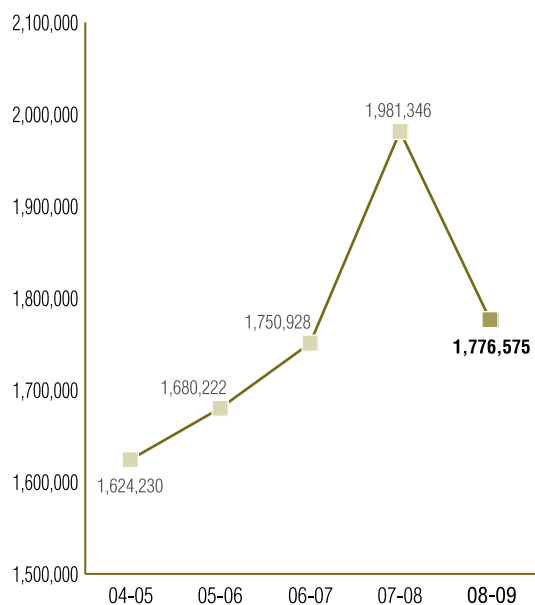
二零零九年工作量主要統計數字 Key Workload Statistics for 2009

		截至3月31日止年度 Year to 31 March	增/(減)百分比 % Increase / (Decrease)	
		2009	2008	
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public companies	675	723	(6.6)
— 私人公司	— private companies	108,741	100,789	7.9
註冊的非香港公司	Non-Hong Kong companies registered	783	833	(6.0)
公司文件登記	General Registration of Documents			
所收到的文件	Documents received	1,776,575	1,981,346	(10.3)
所收到的押記	Charges received	31,390	41,822	(24.9)
更改名稱通知書	Change of name notifications	10,875	11,698	(7.0)
自動清盤通知書	Voluntary liquidation notices	944	902	4.7
公司查冊	Company Search			
查閱文件影像紀錄	Document image records searches	2,914,702	2,991,074	(2.6)
查閱公司資料	Company particulars searches	157,462	139,389	13.0
查閱董事索引	Directors index searches	241,189	197,121	22.4
檢控	Prosecution			
發出傳票	Summonses issued	5,194	6,135	(15.3)
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	19,028	15,028	26.6
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	22,888	22,198	3.1

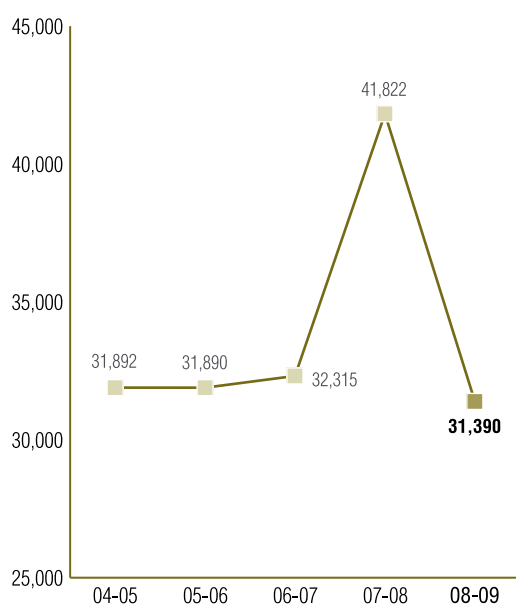
註冊成立公司總數
Number of Companies Incorporated



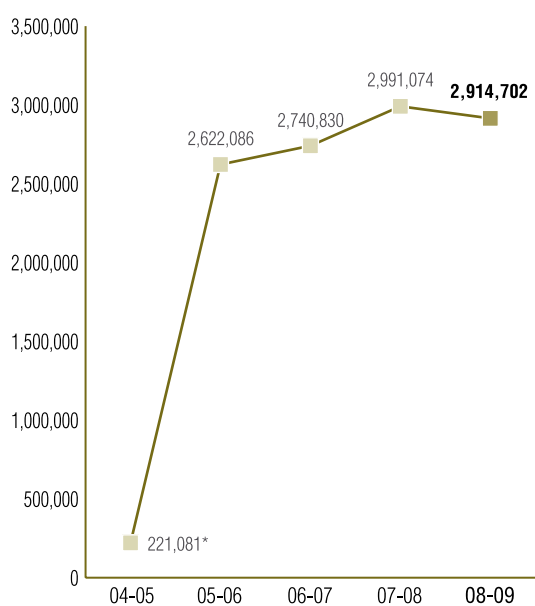
提交登記文件數目
Documents Received for Registration



登記押記
Charges Received for Registration



查閱文件影像紀錄
Document Image Records 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

一九九九年至二零零九年主要統計數字

Statistical Highlights from 1999 to 2009

	年份 Year										
	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009 (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	5	2	4	2	6	3	5	2	10	4
• 擔保有限公司 Limited by guarantee	356	383	345	462	373	459	547	537	718	650	375
— 私人公司 Private companies	35,197	42,971	37,911	46,088	49,674	65,093	72,809	81,432	100,041	97,985	51,586
更改公司類別 Conversions											
— 公眾公司轉為私人公司 Public companies to private companies	11	10	14	4	6	9	7	9	6	6	5
— 私人公司轉為公眾公司 Private companies to public companies	7	11	5	5	7	5	6	11	22	18	4
恢復註冊 Restorations											
— 公眾公司 Public companies	7	3	3	2	1	-	-	1	-	-	-
— 私人公司 Private companies	94	79	111	93	106	124	140	188	161	225	127
解散 Dissolutions											
— 清盤 Liquidation	3,747	3,312	2,090	1,978	2,319	1,961	1,752	1,653	2,113	1,922	1,011
— 撤銷註冊 (自1999年11月推行) Deregistration (starting from November 1999)	N/A	9,767	20,219	21,380	18,936	19,225	18,665	19,962	21,714	22,468	12,184
— 剔除名稱 Striking-off	15,620	9,747	17,185	30,560	34,606	22,922	22,156	17,830	13,998	18,749	8,583
— 其他 Others	-	-	1	-	-	-	-	4	3	3	-
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	6,058	6,310	6,576	6,922	7,171	7,562	7,912	8,376	9,052	9,665	10,013
— 私人公司 Private companies	484,830	505,193	503,804	496,189	490,235	511,418	541,320	583,568	645,986	701,101	731,069
包括 including											
• 不活動公司 Dormant companies	3,748	3,809	3,925	4,020	4,110	4,451	4,768	5,131	5,546	6,041	6,553
• 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	585	606	626	644	661	666	672	688	696	710	732

年份 Year

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009 (首6個月 first 6 months)
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登記文件 REGISTRATION OF DOCUMENTS

收到文件總數 Total no. of documents received	1,445,501	1,468,597	1,416,161	1,498,231	1,505,144	1,634,452	1,649,466	1,730,040	1,938,691	1,859,205	815,920
包括 including											
— 周年申報表 Annual returns	381,568	377,714	393,364	381,611	371,092	390,750	420,569	457,510	497,384	549,496	300,876
— 更改公司名稱 Change of company name	9,787	12,312	9,698	10,228	10,223	10,491	10,049	10,808	11,538	11,216	6,249
— 增加股本 Increase of share capital	5,595	6,263	5,510	5,591	5,778	6,181	5,870	5,955	6,395	6,145	2,842
— 減少股本 Reduction of share capital	11	11	18	20	26	26	23	19	19	16	12
— 押記 Charges											
• 押記 Charges	20,139	23,411	22,576	20,741	20,193	30,380	33,470	30,349	38,506	38,933	9,855
• 解除押記備忘錄 Memorandum of discharge	19,342	19,668	19,203	16,763	15,193	21,804	26,945	21,653	24,271	28,504	9,545
— 委任接管人通知書 Notices of appointment of receiver	195	250	316	205	176	131	51	58	42	47	33

公司查冊 COMPANY SEARCH

查閱縮微膠片/紙張檔案 (2005年2月28日起停止 的服務) Microfiches/Paper files search (service ceased on 28 February 2005)	1,636,075	1,660,690	1,690,984	1,575,561	1,548,891	1,585,314	225,919	N/A	N/A	N/A	N/A
查閱文件影像紀錄 (2005年2月28日起提供 的服務) Document image records search (service available since 28 February 2005)	N/A	N/A	N/A	N/A	N/A	N/A	2,196,679	2,706,566	2,906,186	3,015,954	1,399,896s
查閱董事索引 Directors index search	928	11,916	67,249	103,554	121,964	153,212	133,996	152,114	187,264	237,764	115,205
查閱公司資料 (2000年3月31日起提供 的服務) Company particulars search (service available since 31 March 2000)	N/A	5,400	47,379	60,887	82,616	95,518	107,872	122,705	134,631	157,325	75,347

附錄 B APPENDIX B

	年份 Year										
	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009 (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	3,067	1,581	1,178	1,085	946	825	788	776	761	749	400
— 處理中的個案 Cases in progress	3,000	1,870	1,518	1,333	1,235	1,141	1,150	1,137	1,128	1,158	1,124
債權人自動清盤 Creditors' voluntary winding-up											
— 已展開的個案 Cases commenced	322	164	229	267	217	256	192	175	139	172	132
— 處理中的個案 Cases in progress	573	490	560	657	589	636	656	600	571	615	670
檢控 PROSECUTIONS											
發出傳票數目 Summonses issued	172	235	238	139	1,351	1,474	3,462	6,028	6,125	5,442	2,495
罰款總數 Total fines (HK\$'000港元)	431	751	254	862	1,504	5,670	9,584	13,710	13,516	15,908	3,349
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	70	69	105	123	140	178	199	229	243	266	264
非香港公司 NON-HONG KONG COMPANIES											
在香港新註冊的非香港公司 Newly registered non-Hong Kong companies	658	814	812	700	724	735	620	608	748	872	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	341	350	448	447	451	439	411	387	376	467	989
截至年底登記冊上的非香港 公司數目 No. of non-Hong Kong companies on register at end of year	5,629	6,093	6,457	6,710	6,983	7,279	7,488	7,709	8,081	8,487	7,779

N/A = 不適用 Not Applicable

截至年底登記冊上的公司數目 No. of companies on register at end of year

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	截至2009年 6月30日 At 30 June 2009
<p>根據《公司條例》第XI部註冊的非香港公司數目(按成立地方劃分)</p> <p>DISTRIBUTION OF NON-HONG KONG COMPANIES REGISTERED UNDER PART XI OF THE COMPANIES ORDINANCE BY PLACE OF INCORPORATION</p>											
澳洲 Australia	107	112	121	116	110	110	106	113	109	106	68
百慕大 Bermuda	538	592	617	632	638	642	643	647	648	647	630
英屬維爾京群島 British Virgin Islands	1,816	2,044	2,215	2,372	2,493	2,655	2,754 [†]	2,876	3,094	3,306	3,192
開曼群島 Cayman Islands	234	332	442	532	583	630	677	729	791	874	840
日本 Japan	318	304	297	283	281	274	260	257	249	249	203
利比里亞 Liberia	131	140	132	124	182	179	154	120	124	168	164
巴拿馬 Panama	80	93	104	111	133	177	212	229	242	291	288
中國大陸 The Mainland of China	108	119	129	155	186	204	207	231	237	241	236
新加坡 Singapore	212	224	227	218	224	227	241	238	244	244	217
英國 United Kingdom	398	400	407	395	393	388	400 [†]	412	426	431	359
美國 United States of America	796	799	776	756	729	736	734	730	724	721	573
其他 Others	891	934	990	1,016	1,031	1,057	1,100 [†]	1,127	1,193	1,209	1,009

[†] 重列 Restated

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審計署署長報告



香港特別行政區政府
審計署

獨立審計報告 致立法會

茲證明我已審核及審計列載於第75至99頁公司註冊處營運基金的財務報表，該等財務報表包括於2009年3月31日的資產負債表與截至該日止年度的損益表、權益變動表和現金流量表，以及主要會計政策概要及其他附註解釋。

公司註冊處營運基金總經理 就財務報表須承擔的責任

公司註冊處營運基金總經理須負責按照《營運基金條例》(第430章)第7(4)條及香港財務報告準則，製備及真實而中肯地列報該等財務報表。這責任包括設計、實施及維護與製備及真實而中肯地列報財務報表有關的內部控制，以使財務報表不存有由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；以及按情況作出合理的會計估計。

審計師的責任

我的責任是根據我的審計對該等財務報表作出意見。我已按照《營運基金條例》第7(5)條及審計署的審計準則進行審計。這些準則要求我遵守道德規範，並規劃及執行審計，以合理確定財務報表是否不存有任何重大錯誤陳述。

審計涉及執程序以獲取有關財務報表所載金額及披露資料的審計憑證。

Report of the Director of Audit

Audit Commission
The Government of the Hong Kong
Special Administrative Region

Independent Audit Report To the Legislative Council

I certify that I have examined and audited the financial statements of the Companies Registry Trading Fund set out on pages 75 to 99, which comprise the balance sheet as at 31 March 2009, and the profit and loss account, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

General Manager, Companies Registry Trading Fund's responsibility for the financial statements

The General Manager, Companies Registry Trading Fund is responsible for the preparation and the true and fair presentation of these financial statements in accordance with section 7(4) of the Trading Funds Ordinance (Cap.430) and Hong Kong Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with section 7(5) of the Trading Funds Ordinance and the Audit Commission auditing standards. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial

所選定的程序取決於審計師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，審計師考慮與該基金製備及真實而中肯地列報財務報表有關的內部控制，以設計適當的審計程序，但並非為對基金的內部控制的效能發表意見。審計亦包括評價公司註冊處營運基金總經理所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我相信，我所獲得的審計憑證是充足和適當地為我的審計意見提供基礎。

意見

我認為，該等財務報表已按照香港財務報告準則真實而中肯地反映公司註冊處營運基金於2009年3月31日的狀況及截至該日止年度的運作成果及現金流量，並已按照《營運基金條例》第7(4)條所規定的方式妥為製備。

審計署署長
(審計署助理署長陳霸強代行)

審計署
香港灣仔
告士打道7號
入境事務大樓26樓
2009年9月10日

statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the General Manager, Companies Registry Trading Fund, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit 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 2009 and of its results of operations and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the manner provided in section 7(4) of the Trading Funds Ordinance.

(CHAN Bar-keung)
Assistant Director of Audit
for Director of Audit

Audit Commission
26th Floor, Immigration Tower
7 Gloucester Road
Wanchai, Hong Kong
10 September 2009

周年帳目表
Annual Accounts

公司註冊處營運基金
截至2009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 2009

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2009年3月31日止年度

for the Year Ended 31 March 2009

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2009	2008
營業額	Turnover	(3)	389,325	366,436
運作成本	Operating costs	(4)	(242,478)	(229,484)
運作盈利	Profit from operations		146,847	136,952
其他收入	Other income	(5)	11,477	17,135
除稅前盈利	Profit before tax		158,324	154,087
稅款	Taxation	(6)	(23,585)	(23,942)
除稅後盈利	Profit after tax		134,739	130,145
股息	Dividend	(7)	(134,739)	(65,073)
保留盈利	Profit retained		0	65,072
固定資產回報率	Rate of return on fixed assets	(8)	30.6%	26.8%

第八十一頁至九十九頁之註釋亦為本財務報表的一部分。

The notes on pages 81 to 99 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

於2009年3月31日
as at 31 March 2009

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2009	2008
非流動資產	Non-current assets			
物業、設備及器材	Property, plant and equipment	(9)	349,873	351,959
無形資產	Intangible assets	(10)	44,036	60,327
			393,909	412,286
流動資產	Current assets			
應收帳款及預付款項	Debtors and prepayments		8,326	10,704
應收有關連機構帳款	Amounts due from related parties		3,895	1,115
銀行存款	Bank deposits		486,000	409,800
現金及銀行結餘	Cash and bank balances		11,963	16,330
			510,184	437,949
流動負債	Current liabilities			
應付帳款	Creditors		(18,476)	(23,762)
應付有關連機構帳款	Amounts due to related parties		(28,851)	(38,235)
應付稅款	Tax payable		(7,325)	(9,022)
			(54,652)	(71,019)
流動資產淨額	Net current assets		455,532	366,930
總資產減去流動負債	Total assets less current liabilities		849,441	779,216
非流動負債	Non-current liabilities			
遞延稅款	Deferred tax	(11)	(8,420)	(11,291)
僱員福利撥備	Provision for employee benefits		(50,936)	(47,506)
			(59,356)	(58,797)
淨資產	NET ASSETS		790,085	720,419

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2009	2008
資本及儲備	CAPITAL AND RESERVES			
營運基金資本	Trading fund capital	(12)	138,460	138,460
保留盈利	Retained earnings	(13)	516,886	516,886
擬發股息	Proposed dividend		134,739	65,073
			790,085	720,419

第八十一頁至九十九頁之註釋亦為本財務報表的一部分。
The notes on pages 81 to 99 form part of these financial statements.



鍾麗玲太平紳士 Ms Ada LL Chung, JP

公司註冊處處長暨 Registrar of Companies and

公司註冊處營運基金總經理 General Manager, Companies Registry Trading Fund

二零零九年九月十日 10 September 2009

附錄 C APPENDIX C

公司註冊處營運基金權益變動表 Companies Registry Trading Fund Statement of Changes in Equity

截至2009年3月31日止年度
for the Year Ended 31 March 2009

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2009	2008
在年初的結餘	Balance at beginning of year		720,419	649,592
年內除稅後盈利	Profit after tax for the year		134,739	130,145
年內已付股息	Dividend paid during the year		(65,073)	(59,318)
在年終的結餘	Balance at end of year		790,085	720,419

第八十一頁至九十九頁之註釋亦為本財務報表的一部分。
The notes on pages 81 to 99 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2009年3月31日止年度
for the Year Ended 31 March 2009

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2009	2008
來自營運項目之 現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		146,847	136,952
折舊及攤銷	Depreciation and amortisation		38,108	35,990
應付帳款的(減少) / 增加	(Decrease) / Increase in creditors		(4,617)	4,399
應付有關連機構帳款的 (減少) / 增加	(Decrease) / Increase in amounts due to related parties		(9,215)	8,329
僱員福利撥備的增加	Increase in provision for employee benefits		2,761	3,973
應收帳款及預付款項的 增加	Increase in debtors and prepayments		(111)	(4,816)
應收有關連機構帳款的 增加	Increase in amounts due from related parties		(2,780)	(514)
已付利得稅	Profits tax paid		(28,153)	(23,164)
來自營運項目之 現金淨額	Net cash from operating activities		142,840	161,149
來自投資項目之 現金流量	Cash flows from investing activities			
銀行存款的增加 (等同現金除外)	Increase in bank deposits (other than cash equivalents)		(124,600)	(36,400)
已收利息	Interest received		13,966	16,889
購買物業、設備及器材 和無形資產	Purchase of property, plant and equipment and intangible assets		(19,900)	(21,419)
用作投資項目之 現金淨額	Net cash used in investing activities		(130,534)	(40,930)

附錄 C APPENDIX C

公司註冊處營運基金現金流量表 (續)

Companies Registry Trading Fund Cash Flow Statement (Continued)

截至2009年3月31日止年度
for the Year Ended 31 March 2009

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		註釋 Note	2009	2008
來自融資項目之 現金流量	Cash flows from financing activities			
已付股息	Dividend paid		(65,073)	(59,318)
用作融資項目之 現金淨額	Net cash used in financing activities		(65,073)	(59,318)
現金及等同現金的 (減少) / 增加淨額	Net (decrease) / increase in cash and cash equivalents		(52,767)	60,901
在年初的現金及 等同現金	Cash and cash equivalents at beginning of year		102,730	41,829
在年終的現金及 等同現金	Cash and cash equivalents at end of year	(14)	49,963	102,730

第八十一頁至九十九頁之註釋亦為本財務報表的一部分。
The notes on pages 81 to 99 form part of these financial statements.

財務報表註釋

Notes to the Financial Statements

(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。

香港會計師公會頒布多項於本會計年度首次生效的新增及經修訂的香港財務報告準則。適用於本財務報表所呈報的年度的會計政策，並未因這些發展而有任何改變。

公司註冊處營運基金並沒有採納在本會計期尚未生效的任何新準則(註釋18)。

(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。

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 its 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 first effective for the current accounting period. There have been no changes to the accounting policies applied in these financial statements for the years presented as a result of these developments.

The CRTF has not applied any new standard that is not yet effective for the current accounting period (note 18).

(b) Basis of preparation of the financial statements

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

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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。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

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, 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 of 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. Financial assets and financial liabilities are measured initially at fair value, which normally equals to the transaction

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。

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 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.

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(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任何減值虧損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、傢具及裝置、汽車及其他器材。

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

- | | |
|----------------------------|-----------|
| — 物業 | 30年 |
| — 電腦器材 | 3 – 5年 |
| — 傢具及裝置 | 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。 |

(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.

Depreciation is calculated to write off the cost of property, plant and equipment, less their estimated residual value, on a straight-line basis over their 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. | |

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任何減值虧損列帳(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。

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 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.

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(g) 收益稅

- (i) 政府要求營運基金須支付根據《稅務條例》(第112章)的規定計算的名義利得稅。本年度稅項支出包括本期稅款及遞延稅款資產和負債的變動。
- (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。

遞延稅款的確認金額的計算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。

(g) Income tax

- (i) The Government requires the CRTF to pay a notional profits tax calculated on the basis of the provisions of the Inland Revenue Ordinance (Cap. 112). Tax expense for the year comprises current tax and movements in deferred tax assets and liabilities.
- (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 recognised is measured 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.

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。

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.

(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

(i) Employee benefits

Salaries and annual leave are accrued and recognised as expenditure in the year in which the associated services are rendered by the staff. Staff oncosts including pensions provided to the staff

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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。

by the Government of the Hong Kong Special Administrative Region are charged to the CRTF and charged as expenditure 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。

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

(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。

(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. 營業額

3. Turnover

		2009	2008
押記文件登記費	Charges registration fees	16,418	18,995
公司註冊成立費	Incorporation fees	187,385	174,336
年報表登記費	Annual registration fees	102,823	89,359
查冊及影印收費	Search and copying fees	49,608	49,057
管理及代收服務費用	Fees for administration and collection services	7,112	6,943
其他費用	Others fees	25,979	27,746
總額	Total	389,325	366,436

4. 運作成本

4. Operating costs

		2009	2008
員工費用	Staff costs	165,024	156,778
一般運作開支	General operating expenses	37,190	35,121
中央行政費用	Central administration overheads	1,699	1,159
折舊及攤銷	Depreciation and amortisation	38,108	35,990
審計費用	Audit fees	457	436
總額	Total	242,478	229,484

5. 其他收入

5. Other income

		2009	2008
銀行存款利息	Interest from bank deposits	11,477	17,135

6. 稅款

6. Taxation

(a) 於損益表內扣除的稅額如下：

(a) Taxation charged to the profit and loss account represents:

		2009	2008
本期稅款	Current tax		
本年名義利得稅的撥備	Provision for notional profits tax for the year	26,456	27,029
遞延稅款	Deferred tax		
暫時性差異產生及轉回	Origination and reversal of temporary differences	(2,226)	(3,087)
因調低稅率對遞延稅款期初結餘的減少	Reduction in opening deferred taxes resulting from reduction in tax rate	(645)	—
稅項支出總額	Total tax expense	23,585	23,942

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(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:

		2009	2008
除稅前盈利	Profit before tax	158,324	154,087
按香港利得稅稅率16.5% (2008年：17.5%) 計算的稅項	Tax at Hong Kong profits tax rate of 16.5% (2008 : 17.5%)	26,123	26,965
2007-08年度的一次過 稅項寬減	One-off tax reduction in 2007-08	—	(25)
非應課稅收入的稅項 影響	Tax effect of non-taxable revenue	(1,893)	(2,998)
因調低稅率對遞延稅款期 初結餘的減少	Reduction in opening deferred tax resulting from reduction in tax rate	(645)	—
實際稅項支出	Actual tax expense	23,585	23,942

7. 股息

就截至2009年3月31日止年度擬發1億3,473.9萬元作股息給政府(2008年：6,507.3萬元)，相等於除稅後盈利的100% (2008年：50%)，其中50%為特別股息(2008年：無)。

7. Dividend

An amount equivalent to 100% of the profit after tax (2008: 50%) of \$134.739 million (2008: \$65.073 million), 50% of which is special dividend (2008: Nil), is proposed as dividend to the Government for the year ended 31 March 2009.

8. 固定資產回報率

固定資產回報率是以除稅後盈利(不包括利息收入及利息支出)除以固定資產平均淨值計算，並以百分比的方式表達。固定資產包括物業、設備及器材和無形資產。預期營運基金可以達到由財政司司長所釐定的固定資產目標回報率每年8.3%。

8. Rate of return on fixed assets

The rate of return on fixed assets is calculated as profit after tax (excluding interest income and interest expenses) divided by average net fixed assets, and expressed as a percentage. Fixed assets include property, plant and equipment, and intangible assets. The CRTF is expected to meet a target rate of return on fixed assets of 8.3% per year as determined by the Financial Secretary.

9. 物業、設備及器材

9. Property, plant and equipment

		土地及 建築物 Land and buildings	電腦器材 Computer equipment	傢具及 裝置 Furniture and fittings	辦公室及 特殊器材 Office and specialist equipment	總額 Total
成本	Cost					
在2007年4月1日	At 1 April 2007	398,511	23,324	7,545	275	429,655
增加	Additions	—	212	5,891	—	6,103
在2008年3月31日	At 31 March 2008	398,511	23,536	13,436	275	435,758
增加	Additions	—	5,706	3,273	—	8,979
在2009年3月31日	At 31 March 2009	398,511	29,242	16,709	275	444,737
累計折舊	Accumulated depreciation					
在2007年4月1日	At 1 April 2007	59,251	13,922	604	275	74,052
年內費用	Charge for the year	4,445	3,226	2,076	—	9,747
在2008年3月31日	At 31 March 2008	63,696	17,148	2,680	275	83,799
年內費用	Charge for the year	4,445	3,711	2,909	—	11,065
在2009年3月31日	At 31 March 2009	68,141	20,859	5,589	275	94,864
帳面淨值	Net book value					
在2009年3月31日	At 31 March 2009	330,370	8,383	11,120	—	349,873
在2008年3月31日	At 31 March 2008	334,815	6,388	10,756	—	351,959

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10. 無形資產

10. Intangible assets

		電腦軟件牌照及 系統開發成本 Computer software licences and system development costs	
		2009	2008
成本	Cost		
在年初	At beginning of year	140,920	130,290
增加	Additions	10,752	10,630
在年終	At end of year	151,672	140,920
累計攤銷	Accumulated amortisation		
在年初	At beginning of year	80,593	54,350
年內費用	Charge for the year	27,043	26,243
在年終	At end of year	107,636	80,593
帳面淨值	Net book value		
在年終	At end of year	44,036	60,327

11. 遞延稅款

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及攤銷而產生。年內的變動如下：

11. Deferred tax

The deferred tax liability recognised in the balance sheet arises entirely from depreciation allowances which are in excess of the related depreciation and amortisation. The movements during the year are as follows:

		2009	2008
在年初的結餘	Balance at beginning of year	11,291	14,378
損益表內轉回	Credited to profit and loss account	(2,871)	(3,087)
在年終的結餘	Balance at end of year	8,420	11,291

12. 營運基金資本

此為政府對公司註冊處營運基金的投資。

12. Trading fund capital

This represents the Government's investment in the CRTF.

13. 保留盈利

13. Retained earnings

		2009	2008
在年初的結餘	Balance at beginning of year	516,886	451,814
年內除稅後盈利	Profit after tax for the year	134,739	130,145
擬發股息	Proposed dividend	(134,739)	(65,073)
在年終的結餘	Balance at end of year	516,886	516,886

14. 現金及等同現金

14. Cash and cash equivalents

		2009	2008
現金及銀行結餘	Cash and bank balances	11,963	16,330
銀行存款 (等同現金部分)	Bank deposits (cash equivalents portion)	38,000	86,400
在年終的現金及 等同現金	Cash and cash equivalents at end of year	49,963	102,730

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15. 有關連機構的交易

除了那些在本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1,077.0萬元(2008年：1,056.6萬元)；
- (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1,701.1萬元(2008年：1,481.2萬元)；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314.6萬元(2008年：585.7萬元)。

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。

15. Related party transactions

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 \$10.770 million (2008 : \$10.566 million);
- (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 \$17.011 million (2008 : \$14.812 million); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to \$3.146 million (2008 : \$5.857 million).

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.

16. 資本承擔

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：

16. Capital commitments

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

		2009	2008
已核准及簽約	Authorised and contracted for	5,712	15,548
已核准惟未簽約	Authorised but not yet contracted for	53,813	17,000
總額	Total	59,525	32,548

17. 金融風險管理

(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。

17. Financial risk management

(a) Investment policy

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

(b) 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。

(b) 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.

在結算日，營運基金並無信貸風險相當集中的情況。下表列出在結算日未計及所持有的任何抵押品或其他改善信貸質素項目的最高信貸風險承擔：

At the balance sheet date, the CRTF did not have significant concentrations of credit risk. The maximum exposure to credit risk at the balance sheet date without taking account of any collateral held or other credit enhancements is shown below:

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		2009	2008
應收帳款	Debtors	3,219	5,708
應收有關連機構帳款	Amounts due from related parties	3,895	1,115
銀行存款	Bank deposits	486,000	409,800
銀行結餘	Bank balances	11,935	16,303
總額	Total	505,049	432,926

應收帳款主要包括應收利息，相關的信貸風險極低。

Debtors include mainly accrued interest and the associated credit risk is minimal.

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。

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

(c) 流動資金風險

流動資金風險指機構在履行與金融負債相關的責任時遇到困難的風險。

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

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。由於營運基金的流動資金充裕，因此流動資金風險極低。

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. As the CRTF has a strong liquidity position, it has a very low level of liquidity risk.

(d) 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。

(d) 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.

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，市場利率變動不會影響其帳面值及營運基金的盈利和儲備。

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。營運基金無須面對重大的現金流量利率風險，因為營運基金的主要金融工具，並不是浮息的。

下表以主要計息資產在結算日的帳面值並按到期日列載營運基金須承擔的利率風險。

Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates. Since the CRTF's bank deposits bear interest at fixed rates, their fair values will fall when market interest rates increase. However, as all the bank deposits are stated at amortised cost, changes in market interest rates will not affect their carrying amounts and the CRTF's profit and reserves.

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 is not exposed to material cash flow interest rate risk because it has no major financial instruments bearing interest at a floating rate.

The table below sets out the CRTF's exposure to interest rate risk, based on the major interest bearing assets stated at carrying amounts at the balance sheet date and categorised by maturity dates.

		3個月或 以下 3 months or less	超過3個月 但不超過1年 More than 3 months but not more than 1 year	總額 Total
2009				
銀行存款	Bank deposits	192,800	293,200	486,000
2008				
銀行存款	Bank deposits	218,600	191,200	409,800

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(e) 貨幣風險

貨幣風險指金融工具的公平值或未來現金流量會因匯率變動而波動的風險。

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。

(f) 公平值

在活躍市場買賣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。

18. 已頒布但於截至2009年3月31日止年度尚未生效的修訂、新準則及詮釋的可能影響

直至本財務報表發出之日，香港會計師公會已頒布多項修訂、新準則及詮釋。該等修訂、新準則及詮釋於截至2009年3月31日止年度尚未生效，亦沒有提前在本財務報表中採納。

(e) Currency risk

Currency risk is the risk that the fair value or future cash flows 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.

(f) Fair values

The fair value of financial instruments traded in active markets is based on quoted market 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.

18. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2009

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2009 and which have not been early adopted in these financial statements.

營運基金正就該等修訂、新準則及詮釋在首次採納期間預期會產生的影響進行評估。直至目前為止，營運基金得出的結論為採納該等修訂、新準則及詮釋不大可能會對營運基金的運作成果及財務狀況構成重大影響。

The CRTF is in the process of making an assessment of what the impact of these amendments, new standards and interpretations is expected to be in the period of initial adoption. So far it has concluded that the adoption of them is unlikely to have a significant impact on the CRTF's results of operations and financial position.

下列修訂準則可能會導致日後的財務報表須作出新的或經修訂的資料披露：

The following revised standards may result in new or amended disclosures in future 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
香港會計準則第1號(修訂)：財務報表的呈報 HKAS1 (Revised), Presentation of Financial Statements	2009年1月1日 1 January 2009
香港財務報告準則第7號「金融工具：披露」的修訂 — 改善金融工具的披露 Amendments to HKFRS 7 Financial Instruments: Disclosures — Improving Disclosures about Financial Instruments	2009年1月1日 1 January 2009

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重寫《公司條例》的一些主要建議

The Rewrite of the Companies Ordinance — Some Major Proposals

加強董事的問責性

將董事以謹慎、技巧及努力行事的責任所需達到的標準，編纂為成文法則，以便釐清董事在法律上的責任，並為董事提供一致的指引

規定每間私人公司最少須有一名自然人出任董事，以限制法團董事的委任，從而提高透明度和問責性

提高透明度及 加強公司的資料披露

規定上市公司(如其他公司持有不少於5%總表決權的股東提出要求，則亦包括在內)另外擬備董事酬金報告書

規定公司(獲豁免者除外)須在董事報告書內擬備更具分析性和前瞻性的業務回顧

規定公司須記錄大會上的表決結果，並把有關紀錄提供給成員查閱

賦予成員在大會結束後不久查閱投票文件(包括代表委託書及投票書)的權利

規定公司當股本結構出現變更時，須向公司註冊處交付最新的股本資料

規定公司的押記文書須予登記及提供給公眾查閱，並將登記押記的期限由五個星期縮短至21天

Strengthen Accountability of Directors

- Codify the standard of directors' duty of care, skill and diligence with a view to clarifying directors' duties in law and providing consistent guidance to directors

- Restrict the appointment of corporate directors by requiring every private company to have at least one natural person as director so as to enhance transparency and accountability

Improve Transparency and Disclosure of Company Information

- Require listed companies (and other companies if requested by shareholders representing not less than 5% of total voting rights) to prepare a separate directors' remuneration report

- Require companies (unless otherwise exempted) to prepare a more analytical and forward-looking business review as part of the directors' report

- Require a company to record the results of a poll at general meetings and make the record available for members' inspection

- Give members a right to inspect voting documents (including proxies and voting papers) shortly after the conclusion of a general meeting

- Require companies to deliver to the Companies Registry updated information on their share capital whenever there is a change to their capital structure

- Require companies' instruments of charges to be registered and available for public inspection. Shorten the time period for registration of charges from five weeks to 21 days

加強核數師的權利

在執行核數師職務期間及因辭去核數師一職而作出的陳述應享有附條件的特權

核數師有權向更廣泛的人士索取資料

退任核數師有權向公司的成員作出陳述，說明與他停任該職有關的情況

加強保障股東

訂立更嚴格的規則，以處理公司各種交易所涉及的董事利益衝突事宜(例如貸款及簽訂合約)，如屬公眾公司，則一般規定有關交易須獲得沒有利益關係的股東批准

擴大法定衍生訴訟的適用範圍，以涵蓋「多重」衍生訴訟，即由有關連公司的股東代表母公司或附屬公司提出訴訟

將股東有權要求以投票方式表決的門檻由持有總表決權的10%降低至5%

賦予股東法定權利，以委任代表出席大會及在會上代其發言和表決

Strengthen Auditors' Rights

- Provide auditors with qualified privilege for statements made in the course of their duties as auditors and in respect of their resignation
- Provide auditors with a right to require information from a wider group of persons
- Provide outgoing auditors with a right to issue to members a statement of the circumstances connected with their cessation of office

Foster Shareholder Protection

- Introduce more stringent rules to deal with directors' conflicts of interests in various kinds of transactions of a company (involving, e.g., loans and contracts), including requiring disinterested shareholders' approval in respect of those transactions in the case of public companies in general
- Expand the scope of statutory derivative action to cover "multiple" derivative action, i.e. an action by a shareholder of a related company on behalf of its parent company or subsidiary
- Reduce the threshold requirement for shareholders to demand a poll from 10% to 5% of the total voting rights
- Give shareholders a statutory right to appoint a proxy to attend a general meeting on their behalf and to speak and vote at the meeting

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方便營商

引入由公司註冊處處長將公司恢復名列登記冊的行政程序，以便在簡單的剔除公司名稱個案中，提供法庭程序以外的另一途徑，讓公司恢復名列登記冊

就減少股本引入以償債能力測試作為依據的非法院認許程序，作為另一選擇

就集團內公司之間的合併引入不涉及司法程序的法定合併程序

簡化和釐清公司就回購其股份而提供資助的規則

取消有股本公司所有股份的面值

准許使用實時電子通訊設施，在超過一個地點舉行大會

便利公司以電子方式及利用網站與成員通訊

如得到股東一致同意，准許公司免除召開周年大會

准許更多私人公司遵從簡化會計規定

Business Facilitation

- As an alternative to court procedure, introduce "administrative restoration" procedure by the Registrar for restoring a company which has been struck off in straight-forward cases

- Introduce a court-free procedure based on solvency test as an alternative process for reduction of capital

- Introduce a court-free statutory amalgamation procedure for wholly-owned intra-group companies

- Simplify and clarify the rules for provision of financial assistance by a company in connection with the purchase of its own shares

- Remove par-value for all shares in companies having a share capital

- Allow general meetings to be held at more than one location by using real-time electronic communications

- Facilitate companies to communicate with their members by electronic means and websites

- Allow companies to dispense with Annual General Meetings with unanimous shareholders' consent

- Allow more private companies to take advantage of simplified accounting requirements