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附錄 A

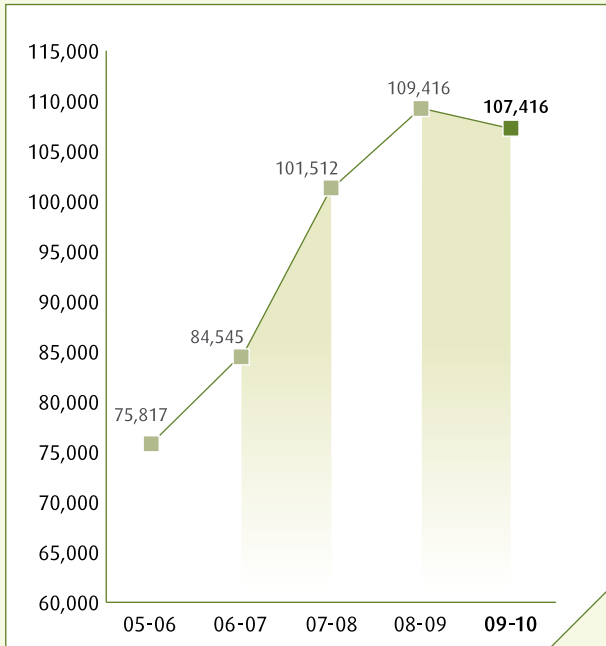
APPENDIX A

二零零九至一零年度工作量主要統計數字

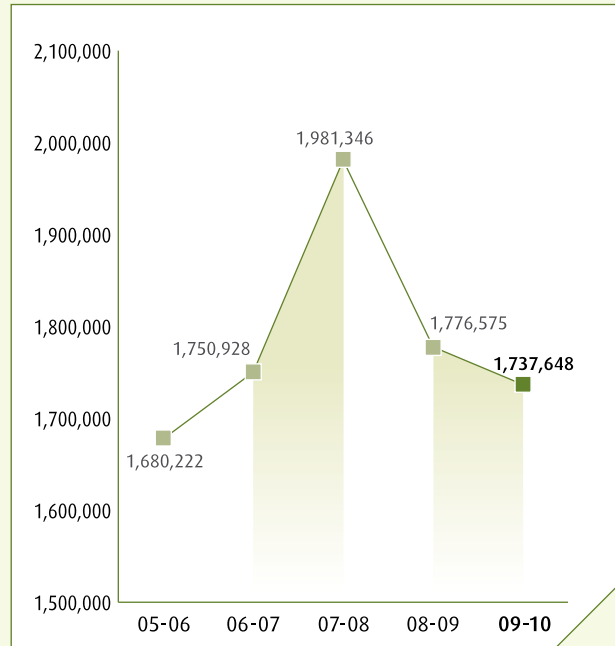
Key Workload Statistics for 2009-10

		截至3月31日止的年度 Year to 31 March		增/(減)百分比 % Increase / (Decrease)
		2010	2009	
新公司	New Companies			
註冊成立	Incorporations			
— 公眾公司	— public companies	937	675	38.8
— 私人公司	— private companies	106,479	108,741	(2.1)
註冊的非香港公司	Non-Hong Kong companies registered	692	783	(11.6)
公司文件登記	General Registration of Documents			
所收到的文件	Documents received	1,737,648	1,776,575	(2.2)
所收到的押記	Charges received	32,102	31,390	2.3
更改名稱通知書	Change of name notifications	13,465	10,875	23.8
自動清盤通知書	Voluntary liquidation notices	1,133	944	20.0
公司查冊	Company Search			
查閱文件影像紀錄	Document image records searches	2,980,398	2,914,702	2.3
查閱公司資料	Company particulars searches	179,895	157,462	14.2
查閱董事索引	Directors index searches	261,761	241,189	8.5
檢控	Prosecution			
發出傳票	Summonses issued	5,443	5,194	4.8
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	19,118	19,028	0.5
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	28,286	22,888	23.6

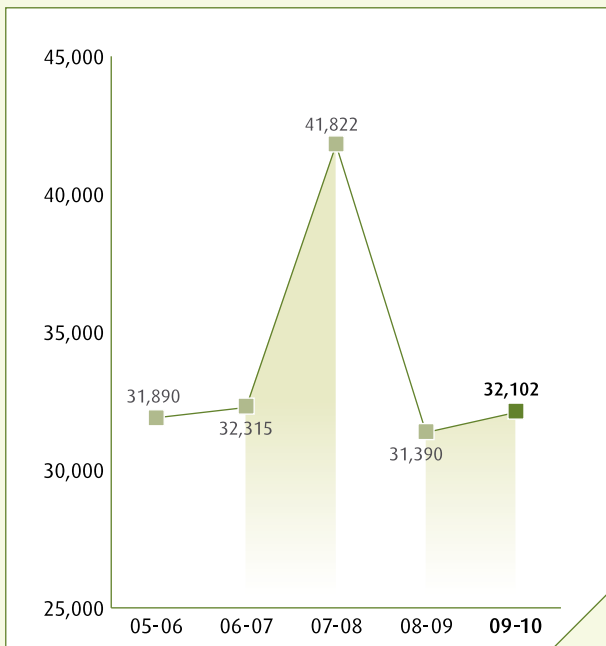
註冊成立公司總數
Number of Companies Incorporated



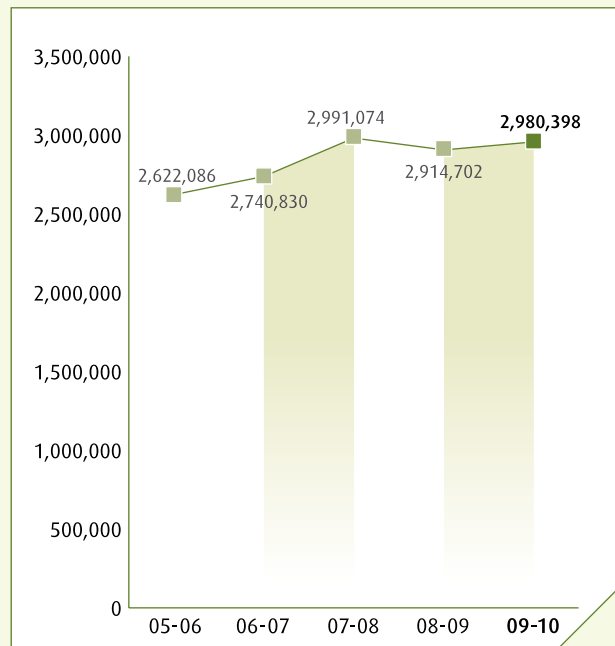
提交登記文件數目
Documents Received for Registration



登記押記
Charges Received for Registration



查閱文件影像紀錄
Document Image Records Searches



附錄 B APPENDIX B

服務指標及工作表現 Performance Targets and Achievements

服務 Service	2009-10 服務水平 Service Standard	2009-10 工作表現 Achievement			2010-11 目標 Target	
		(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						
- 遞交紙張文件 paper submission	4	95	99	4	4	95
- 網上提交文件 e-submission ¹	-	-	-	-	1 [#]	90 [#]
- 非香港公司 non-Hong Kong company	14	90	100	10	14	95 [#]
本地公司更改名稱 Change of name of a local company						
- 遞交紙張文件 paper submission	4	90	99	9	4	90
- 網上提交文件 e-submission ¹	-	-	-	-	1 [#]	90 [#]
公司文件登記 Registration of general documents	6	90	99	9	6	90
押記登記 Registration of charges	8	90	99	9	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	5	97	99	2	5	97

服務 Service	2009-10 服務水平 Service Standard	2009-10 工作表現 Achievement			2010-11 目標 Target	
		(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)						
網上聯線查冊 Online search on the internet						
- 提供文件影像紀錄以供下載 supply of image records of documents for download	10分鐘 min.	95	100	5	5分鐘 min. [#]	95
- 提供查冊結果的核證副本 ² supply of certified copies of search results ²	3小時 hr.	90	100	10	3小時 hr.	95 [#]
- 提供證書 ² supply of certificates ²	1	95	100	5	1	95
在公眾查冊中心查冊 Onsite Search at the Public Search Centre						
- 提供查冊結果的印文本 supply of hard copies of search results	20分鐘 min.	90	100	10	20分鐘 min.	90
- 提供查冊結果的核證副本 supply of certified copies of search results	3小時 hr.	90	100	10	3小時 hr.	95 [#]
- 提供證書 supply of certificates	1	95	100	5	1	95
在本處遞交文件 (僅指排隊輪候時間) Onsite submission of documents (queuing time only)						
	20分鐘 min.	90	98	8	20分鐘 min.	90

¹ 指以電子方式提交及採用本處提供的範本公司組織章程大綱及細則的申請。
For applications submitted electronically which adopt the model form of Memorandum and Articles of Association provided by the Registry.

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。
Day of submission is excluded.

[#] 新訂 / 提升的目標。
New / Improved targets.

附錄 C APPENDIX C

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61至87頁公司註冊處營運基金的財務報表，該等財務報表包括於2010年3月31日的財務狀況表與截至該日止年度的全面收益表、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。

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 61 to 87, which comprise the statement of financial position as at 31 March 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows 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.

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。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2010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
2010年9月14日

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial 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 2010 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
14 September 2010

周年帳目表
Annual Accounts

公司註冊處營運基金
截至2010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 2010

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全面收益表

Companies Registry Trading Fund Statement of Comprehensive Income

截至2010年3月31日止年度
for the year ended 31 March 2010

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2010	2009
營業額	Turnover	(3)	391,507	389,325
運作成本	Operating costs	(4)	(230,184)	(242,478)
運作盈利	Profit from operations		161,323	146,847
其他收入	Other income	(5)	6,584	11,477
除稅前盈利	Profit before tax		167,907	158,324
稅款	Taxation	(6)	(26,618)	(23,585)
盈利及年度總全面收益	Profit and total comprehensive income for the year		141,289	134,739
固定資產回報率	Rate of return on fixed assets	(7)	35.3%	30.6%

第六十七頁至八十七頁之附註亦為本財務報表的一部分。
The notes on pages 67 to 87 form part of these financial statements.

附錄 C

APPENDIX C

公司註冊處營運基金財務狀況表

Companies Registry Trading Fund Statement of Financial Position

於2010年3月31日
as at 31 March 2010

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2010	2009
非流動資產	Non-current assets			
物業、設備及器材	Property, plant and equipment	(8)	338,779	349,873
無形資產	Intangible assets	(9)	29,889	44,036
			368,668	393,909
流動資產	Current assets			
應收帳款及預付款項	Debtors and prepayments		4,660	8,326
應收有關連機構帳款	Amounts due from related parties		587	3,895
銀行存款	Bank deposits		480,400	486,000
現金及銀行結餘	Cash and bank balances		91,886	11,963
			577,533	510,184
流動負債	Current liabilities			
應付帳款	Creditors		(26,656)	(18,476)
應付有關連機構帳款	Amounts due to related parties		(58,583)	(28,851)
應付稅款	Tax payable		(9,675)	(7,325)
			(94,914)	(54,652)
流動資產淨額	Net current assets		482,619	455,532
總資產減去流動負債	Total assets less current liabilities		851,287	849,441

公司註冊處營運基金財務狀況表 (續)

Companies Registry Trading Fund Statement of Financial Position (Continued)

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2010	2009
非流動負債	Non-current liabilities			
遞延稅款	Deferred tax	(10)	(5,521)	(8,420)
僱員福利撥備	Provision for employee benefits		(49,131)	(50,936)
			(54,652)	(59,356)
淨資產	NET ASSETS		796,635	790,085
資本及儲備	CAPITAL AND RESERVES			
營運基金資本	Trading fund capital	(11)	138,460	138,460
保留盈利	Retained earnings	(12)	516,886	516,886
擬發股息	Proposed dividend	(13)	141,289	134,739
			796,635	790,085

第六十七頁至八十七頁之附註亦為本財務報表的一部分。
The notes on pages 67 to 87 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

二零一零年九月十四日 14 September 2010

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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2010年3月31日止年度
for the year ended 31 March 2010

(以港幣千元位列示)

(Expressed in thousands of Hong Kong dollars)

		2010	2009
在年初的結餘	Balance at beginning of year	790,085	720,419
年度總全面收益	Total comprehensive income for the year	141,289	134,739
年內已付股息	Dividend paid during the year	(134,739)	(65,073)
在年終的結餘	Balance at end of year	796,635	790,085

第六十七頁至八十七頁之附註亦為本財務報表的一部分。

The notes on pages 67 to 87 form part of these financial statements.

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

截至2010年3月31日止年度
for the year ended 31 March 2010

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2010	2009
來自營運項目之 現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		161,323	146,847
折舊及攤銷	Depreciation and amortisation		35,078	38,108
應付帳款的增加 / (減少)	Increase / (Decrease) in creditors		7,679	(4,617)
應付有關連機構帳款的 增加 / (減少)	Increase / (Decrease) in amounts due to related parties		29,732	(9,215)
僱員福利撥備的 (減少) / 增加	(Decrease) / Increase in provision for employee benefits		(1,304)	2,761
應收帳款及預付款項的 減少 / (增加)	Decrease / (Increase) in debtors and prepayments		2,301	(111)
應收有關連機構帳款的 減少 / (增加)	Decrease / (Increase) in amounts due from related parties		3,308	(2,780)
已付利得稅	Profits tax paid		(27,167)	(28,153)
來自營運項目之 現金淨額	Net cash from operating activities		210,950	142,840
來自投資項目之 現金流量	Cash flows from investing activities			
銀行存款的減少 / (增加) (等同現金除外)	Decrease / (Increase) in bank deposits (other than cash equivalents)		22,600	(124,600)
已收利息	Interest received		7,949	13,966
購置物業、設備及器材 和無形資產	Purchase of property, plant and equipment and intangible assets		(9,837)	(19,900)
來自 / (用作) 投資項目之 現金淨額	Net cash from / (used in) investing activities		20,712	(130,534)

附錄 C

APPENDIX C

公司註冊處營運基金現金流量表 (續)

Companies Registry Trading Fund Statement of Cash Flows (Continued)

截至2010年3月31日止年度
for the year ended 31 March 2010

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2010	2009
來自融資項目之 現金流量	Cash flows from financing activities			
已付股息	Dividend paid		(134,739)	(65,073)
用作融資項目之 現金淨額	Net cash used in financing activities		(134,739)	(65,073)
現金及等同現金的 增加 / (減少) 淨額	Net increase / (decrease) in cash and cash equivalents		96,923	(52,767)
在年初的現金及 等同現金	Cash and cash equivalents at beginning of year		49,963	102,730
在年終的現金及 等同現金	Cash and cash equivalents at end of year	(14)	146,886	49,963

第六十七頁至八十七頁之附註亦為本財務報表的一部分。
The notes on pages 67 to 87 form part of these financial statements.

財務報表附註

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。

(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.

(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，或在報告期結束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。

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 end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next year.

(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，其帳面值在每個報告期結束日作出評估，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，在全面收益表內確認。如其後減值虧損降

(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 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 the end of each reporting period to determine whether there is objective evidence of impairment. If any impairment evidence exists, a loss is recognised in the statement of comprehensive income 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

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低，並證實與在確認減值虧損後出現的事件相關，則該減值虧損在全面收益表內回撥。

金融負債採用實際利率法按攤銷成本值列帳。

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

(d) 物業、設備及器材

在1993年8月1日撥給營運基金使用的各項物業、設備及器材，最初的成本值是以前立法局成立營運基金的決議中所列的估值入帳。至於自1993年8月1日購置的各項物業、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列帳（附註2(f)）：

- 在1993年8月1日撥給營運基金自用的物業；及

after the impairment loss was recognised, the impairment loss is reversed through the statement of comprehensive income.

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

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

(d) Property, plant and equipment

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

The following property, plant and equipment are stated 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

- 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 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。

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，並在出售當天列入全面收益表內確認。

(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

- 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 5 years
- Furniture and fittings 5 years
- Motor vehicles and other equipment 5 years

The land on which the CRTF's buildings are situated as appropriated to the CRTF on 1 August 1993 is regarded as a non-depreciating asset.

Gains or losses arising from the disposal of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in the statement of comprehensive income 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

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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（附註2(f)）。

無形資產的攤銷按估計可使用年期（5年）以直線法列入全面收益表。

(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）的帳面值在每個報告期結束日評估，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全面收益表內確認入帳。資產的可收回數額為其公平值減出售成本與使用值兩者中的較高者。

(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報告期結束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。

expenditure capitalised includes direct labour and cost 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 statement of comprehensive income on a straight-line basis over the assets' estimated useful lives of 5 years.

(f) Impairment of fixed assets

The carrying amounts of fixed assets, including property, plant and equipment and intangible assets, are reviewed at the end of each reporting period to identify any indication of impairment. If there is an indication of impairment, an impairment loss is recognised in the statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use.

(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 end of the reporting period, and any adjustment to tax payable in respect of previous years.

- (iii) 遞延稅款資產及負債分別由可扣稅及應課稅的暫時性差異產生。暫時性差異是指資產及負債在財務報表上的帳面值與其計稅基礎的差異。遞延稅款資產也可由未使用稅務虧損及稅項抵免而產生。

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，按在報告期結束日已生效或基本上已生效的稅率計算。遞延稅款資產及負債均不貼現計算。

遞延稅款資產的帳面值於每個報告期結束日重新審閱，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。

- (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 end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period 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.

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(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。

(i) 僱員福利

薪金與年假開支均在僱員提供有關服務所在年度以應計基準確認入帳。僱員附帶福利開支包括香港特別行政區政府給予僱員的退休金福利，均在營運基金支銷，並在僱員提供有關服務所在年度確認入帳。

(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) 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 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。這些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。

(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。

(l) 新訂及經修訂香港財務報告準則的影響

香港會計師公會頒布了多項在本會計期內生效的新訂或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。然而，鑑於採納香港會計準則第1號（經修訂）「財務報表的呈報」，本財務報表的呈報方式作出變更。

(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) 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.

(l) Impact of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs which are 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. However, as a result of adopting HKAS 1 (Revised), Presentation of Financial Statements, there are changes to the presentation of these financial statements.

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香港會計準則第1號（經修訂）引入全面收益表，並容許以單一報表或兩份相連報表呈報所有已確認收入及支出。公司註冊處營運基金選擇以單一報表呈報。該項準則亦把「資產負債表」改為「財務狀況表」及把現金流量表的英文標題“Cash Flow Statement”改為“Statement of Cash Flows”。

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（附註18）。

HKAS 1 (Revised) introduces the statement of comprehensive income and presents all items of recognised income and expense, either in one single statement, or in two linked statements. The CRTF has elected to present one statement. The standard also introduces title changes from “Balance Sheet” to “Statement of Financial Position” and from “Cash Flow Statement” to “Statement of Cash Flows”.

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

3. 營業額

3. Turnover

		2010	2009
押記文件登記費	Charges registration fees	15,341	16,418
公司註冊成立費	Incorporation fees	184,650	187,385
年報表登記費	Annual registration fees	106,366	102,823
查冊及影印收費	Search and copying fees	53,001	49,608
管理及代收服務費用	Fees for administration and collection services	9,332	7,112
其他費用	Others fees	22,817	25,979
總額	Total	391,507	389,325

4. 運作成本

4. Operating costs

		2010	2009
員工費用	Staff costs	155,995	165,024
一般運作開支	General operating expenses	37,781	37,190
中央行政費用	Central administration overheads	930	1,699
折舊及攤銷	Depreciation and amortisation	35,078	38,108
審計費用	Audit fees	400	457
總額	Total	230,184	242,478

5. 其他收入

5. Other income

		2010	2009
銀行存款利息	Interest from bank deposits	6,584	11,477

6. 稅款

6. Taxation

(a) 於全面收益表內扣除的稅額如下：

(a) Taxation charged to the statement of comprehensive income represents:

		2010	2009
本期稅款	Current tax		
本年名義利得稅的撥備	Provision for notional profits tax for the year	29,517	26,456
遞延稅款	Deferred tax		
暫時性差異產生及轉回	Origination and reversal of temporary differences	(2,899)	(2,226)
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	26,618	23,585

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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:

		2010	2009
除稅前盈利	Profit before tax	167,907	158,324
按香港利得稅稅率16.5% (2009年：16.5%) 計算的稅項	Tax at Hong Kong profits tax rate of 16.5% (2009 : 16.5%)	27,705	26,123
非應課稅收入的稅項 影響	Tax effect of non-taxable revenue	(1,087)	(1,893)
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)
實際稅項支出	Actual tax expense	26,618	23,585

7. 固定資產回報率

固定資產回報率是以總全面收益（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%。

7. Rate of return on fixed assets

The rate of return on fixed assets is calculated as total comprehensive income (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.

8. 物業、設備及器材

8. Property, plant and equipment

		土地及 建築物	電腦器材	傢具及 裝置	辦公室及 特殊器材	總額
		Land and buildings	Computer equipment	Furniture and fittings	Office and specialist equipment	Total
成本	Cost					
在2008年4月1日	At 1 April 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
增加	Additions	—	388	601	—	989
在2010年3月31日	At 31 March 2010	398,511	29,630	17,310	275	445,726
累計折舊	Accumulated depreciation					
在2008年4月1日	At 1 April 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
年內費用	Charge for the year	4,444	4,275	3,364	—	12,083
在2010年3月31日	At 31 March 2010	72,585	25,134	8,953	275	106,947
帳面淨值	Net book value					
在2010年3月31日	At 31 March 2010	325,926	4,496	8,357	—	338,779
在2009年3月31日	At 31 March 2009	330,370	8,383	11,120	—	349,873

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9. 無形資產

9. Intangible assets

		電腦軟件 牌照及系統開發成本 Computer software licences and system development costs	
		2010	2009
成本	Cost		
在年初	At beginning of year	151,672	140,920
增加	Additions	8,848	10,752
在年終	At end of year	160,520	151,672
累計攤銷	Accumulated amortisation		
在年初	At beginning of year	107,636	80,593
年內費用	Charge for the year	22,995	27,043
在年終	At end of year	130,631	107,636
帳面淨值	Net book value		
在年終	At end of year	29,889	44,036

10. 遞延稅款

在財務狀況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：

10. Deferred tax

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

		2010	2009
在年初的結餘	Balance at beginning of year	8,420	11,291
全面收益表內轉回	Credited to statement of comprehensive income	(2,899)	(2,871)
在年終的結餘	Balance at end of year	5,521	8,420

11. 營運基金資本

此為政府對公司註冊處營運基金的投資。

11. Trading fund capital

This represents the Government's investment in the CRTF.

12. 保留盈利

12. Retained earnings

		2010	2009
在年初的結餘	Balance at beginning of year	516,886	516,886
年度總全面收益	Total comprehensive income for the year	141,289	134,739
擬發股息	Proposed dividend	(141,289)	(134,739)
在年終的結餘	Balance at end of year	516,886	516,886

13. 擬發股息

就截至2010年3月31日止年度擬發1億4,128.9萬元作股息給政府(2009年: 1億3,473.9萬元), 相等於總全面收益的100%, 其中50%為特別股息。

13. Proposed dividend

An amount equivalent to 100% of the total comprehensive income of \$141.289 million (2009: \$134.739 million), 50% of which is special dividend, is proposed as dividend to the Government for the year ended 31 March 2010.

14. 現金及等同現金

14. Cash and cash equivalents

		2010	2009
現金及銀行結餘	Cash and bank balances	91,886	11,963
銀行存款 (等同現金部分)	Bank deposits (cash equivalents portion)	55,000	38,000
在年終的現金及 等同現金	Cash and cash equivalents at end of year	146,886	49,963

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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1,327.5萬元（2009年：1,077.0萬元）；
- (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1,525.5萬元（2009年：1,701.1萬元）；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60.1萬元（2009年：314.6萬元）。

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 \$13.275 million (2009: \$10.770 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 \$15.255 million (2009: \$17.011 million); and
- (c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to \$0.601 million (2009: \$3.146 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

在報告期結束日，營運基金未有在財務報表中作出準備的資本承擔如下：

		2010	2009
已核准及簽約	Authorised and contracted for	63,322	5,712
已核准惟未簽約	Authorised but not yet contracted for	—	53,813
總額	Total	63,322	59,525

16. Capital commitments

At the end of the reporting period, the CRTF had capital commitments, so far as not provided for in the financial statements, as follows:

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。

(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。

營運基金並無信貸風險相當集中的情況。下表列出在報告期結束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：

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) 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.

The CRTF does not have significant concentrations of credit risk. The maximum exposure to credit risk at the end of the reporting period without taking account of any collateral held or other credit enhancements is shown below:

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		2010	2009
應收帳款	Debtors	1,854	3,219
應收有關連機構帳款	Amounts due from related parties	587	3,895
銀行存款	Bank deposits	480,400	486,000
銀行結餘	Bank balances	91,858	11,935
總額	Total	574,699	505,049

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

(c) Liquidity risk

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。

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

(d) Interest rate risk

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

Interest rate risk refers to the risk of loss arising from changes in market interest rates. This can be

進一步分為公平值利率風險及現金流量利率風險。

公平值利率風險指金融工具的公平值會因市場利率變動而波動的風險。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報告期結束日的帳面值並按到期日列載營運基金須承擔的利率風險。

further classified into fair value interest rate risk and cash flow interest rate risk.

Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes 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 end of the reporting period and categorised by maturity dates.

		3個月 或以下	超過3個月但 不超過1年	總額
		3 months or less	More than 3 months but not more than 1 year	Total
2010				
銀行存款	Bank deposits	136,500	343,900	480,400
2009				
銀行存款	Bank deposits	192,800	293,200	486,000

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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報告期結束日的市場報價釐定。如沒有該等市場報價，則以現值或其他估值方法以報告期結束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財務狀況表。

18. 已頒布但於截至2010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2010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。

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

(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 end of the reporting period. 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 end of the reporting period.

All financial instruments are stated in the statement of financial position 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 2010

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 2010 and which have not been early adopted in these financial statements.

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

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。

下列財務報告準則修訂及新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：

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.

The following developments 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24號（經修訂）「關連人士披露」 HKAS 24 (Revised), Related Party Disclosures	2011年1月1日 1 January 2011
香港財務報告準則第9號「金融工具」 HKFRS 9, Financial Instruments	2013年1月1日 1 January 2013

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(至15.1.2010止)

公司註冊處處長
鍾麗玲女士，JP

香港交易及結算所有限公司代表
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(由16.1.2010起)

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秘書

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Ex-Officio Members

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(until 15 January 2010),
representing the Hong Kong Exchanges and Clearing Limited

Ms Ada CHUNG, JP
Registrar of Companies

Mr Mark DICKENS, JP
(from 16 January 2010),
representing the Hong Kong Exchanges and Clearing Limited

Mr Stefan GANNON, JP
representing the Hong Kong Monetary Authority

Mr John LEUNG, JP
representing the Secretary for Financial Services and the Treasury

Mr E T O'CONNELL, JP
Official Receiver

Professor Edward LG TYLER,
representing the Department of Justice

Mr Andrew YOUNG,
representing the Securities and Futures Commission

Secretary

Mrs Karen HO

附錄 E

APPENDIX E

重寫《公司條例》的主要建議

Rewrite of the Companies Ordinance — Major Proposals

加強董事的問責性

- 把董事須以謹慎、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
- 限制委任法人團體為董事，規定每間私人公司最少須有一名董事為自然人，以增加透明度及提高問責性

提高透明度及 加強公司的資料披露

- 規定公司（獲豁免者除外）須擬備更具分析性和前瞻性的業務回顧，以作為董事報告書的一部分
- 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
- 規定公司須在其資本結構有變動時，向公司註冊處交付資本陳述，也就是公司股本最新資料的速寫
- 規定影響公司的押記文書須予登記並供公眾查閱。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 a director to enhance transparency and accountability

Improve Transparency and Disclosure of Company Information

- 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 inspection by members
- Require companies to deliver to the Companies Registry a statement of capital that is a snapshot of up-to-date information on their share capital whenever there is a change to their capital structure
- Require instruments of charges affecting companies to be registered and available for public inspection. Shorten the period for registration of charges from five weeks to 21 days

加強核數師的權利

- 核數師在執行其職務期間及在停任核數師一職而作出的陳述應享有受約制的特權
- 賦予核數師向更多相關人士索取資料的權利
- 賦予退任核數師向公司成員作出陳述的權利，說明與其停任該職有關的情況

加強對股東的保障

- 訂立更有效的規則來處理公司各種交易之中董事的利益衝突（例如貸款及合約），包括如屬公眾公司，則規定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
- 把股東要求以投票方式表決的最低規定由總表決權的10%減至5%
- 賦予股東法定權利委託代表出席大會，並在會上代其發言和表決，包括委任多過一名代表的權利，以反映所持股數

Strengthen Auditors' Rights

- Provide auditors with qualified privilege for statements made in the course of their duties and in respect of their ceasing to hold office as auditors
- 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 effective rules to deal with directors' conflicts of interests in various kinds of company transactions (involving, for instance, loans and contracts), including requiring disinterested shareholders' approval for these transactions in the case of public companies
- 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, including the right to appoint multiple proxies to represent the number of shares held

附錄 E

APPENDIX E

確保規管更為妥善

- 透過賦權公司註冊處處長（1）在收到法院禁制公司使用其名稱或其名稱任何部分的命令時，向公司發出指示要求公司更改其名稱；及（2）在公司不遵從指示時，以公司的註冊編號取代其名稱，以加強對「影子公司」執法[#]
- 更新有關調查公司的條文
- 賦予公司註冊處處長取得文件、紀錄及資料的權力，以執行新《公司條例》某些條文
- 賦權公司註冊處處長可就指明的罪行准以繳款代替檢控

方便營商

- 推出以電子方式成立公司的服務及加快公司名稱註冊程序[#]
- 廢除組織章程大綱：載於現有公司組織章程大綱的資料將被視為該公司組織章程細則的條文
- 讓公司自行選擇是否備存及使用法團印章，以及放寬對公司須備有供在外地使用的正式印章的規定
- 引入公司註冊處處長以行政方式將公司恢復名列登記冊的程序，以

Ensure Better Regulations

- Enhance the enforcement against “shadow companies” by empowering the Registrar of Companies to (1) issue a direction to a company requiring it to change its name, upon receipt of a court order restraining the company to use its name or part of its name, and (2) change the name of the company to its company registration number if it fails to comply with the direction[#]
- Update the provisions on company investigations
- Give the Registrar of Companies powers to obtain documents, records and information for the enforcement of certain provisions under the new Companies Ordinance
- Empower the Registrar of Companies to compound specified offences

Business Facilitation

- Introduce electronic incorporation and expedite the company name registration process[#]
- Abolish the memorandum of association: the information contained in the memoranda of existing companies to be deemed to be regarded as provisions of the company's articles of association
- Make the keeping and use of a common seal optional and relax the requirement for a company to have an official seal for use abroad
- As an alternative to court procedure, introduce an “administrative restoration” procedure by the Registrar

[#] 有關條文已納入於二零一零年七月通過的《2010年公司（修訂）條例》。
Relevant provisions have been incorporated in the Companies (Amendment) Ordinance 2010 which was passed in July 2010.

便在簡單的除名個案中，恢復公司註冊，作為法院程序以外的另一選擇

- 就減少股本引入以償債能力測試作為依據的不經法院認許程序，作為法院認許程序以外的另一選擇
- 准許所有公司從資本中撥款購買本身股份，但必須通過償債能力測試
- 訂立免經法院的法定合併程序，准許集團內的全資公司合併
- 修訂公司就回購其股份或其控股公司的股份而提供資助的規則
- 准許公司使用影音科技在多於一個地點舉行大會
- 利便公司以電子方式及透過網站與其成員通訊
- 在取得所有成員同意的情況下無須舉行周年大會
- 准許更多私人公司遵從簡化的會計規定
- 使有關財務摘要報告的條文更簡便易行，以鼓勵公司印發該等報告

for restoring a company that has been struck off in straight-forward cases

- As an alternative to court sanction procedure, introduce a court-free procedure based on a solvency test for the reduction of share capital
- Allow all companies to purchase their own shares out of capital subject to a solvency test
- Introduce a court-free statutory amalgamation procedure for wholly-owned intra-group companies
- Revise the rules for provision of financial assistance by a company in connection with the purchase of its own shares or the shares of its holding company
- Allow general meetings to be held at more than one location by using audio-visual technology
- 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
- Make the summary financial report provisions more user-friendly to encourage the publication of such reports

附錄 E

APPENDIX E

使法例現代化

- 廢除面值制度，並規定所有股本公司的股份須採用無面值制度
- 刪除法定資本的規定
- 取消《公司條例》的限制條文，准許以無紙化方式持有和轉讓股份及債權證[#]
- 取消公司向持有人發行認股權證的權力，以及公司將股份轉換為股額的權力
- 簡化須登記的押記類別

Modernise the Law

- Remove the par-value regime and adopt a mandatory system of no par for all shares in companies with share capital
- Remove the requirement for authorised capital
- Remove the restrictive provisions under the Companies Ordinance to allow for scripless holding and transfer of shares and debentures[#]
- Remove the power of companies to issue share warrants to bearers and the power of companies to convert shares into stock
- Streamline the categories of registrable charges

[#] 有關條文已納入於二零一零年七月通過的《2010年公司（修訂）條例》。
Relevant provisions have been incorporated in the Companies (Amendment) Ordinance 2010 which was passed in July 2010.