



附錄 Appendices

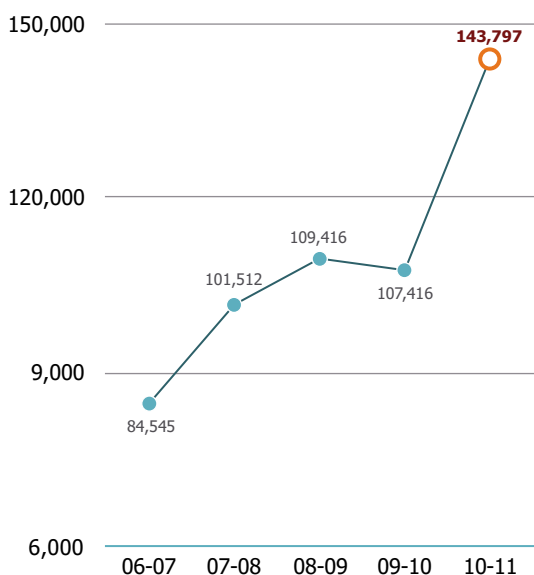
- A 二零一零至一一年度工作量主要統計數字
Key Workload Statistics for 2010-11
- B 服務指標及工作表現
Performance Targets and Achievements
- C 審計署署長報告及周年帳目表
Report of the Director of Audit and
Annual Accounts
- D 《公司條例草案》法案委員會成員名單
List of Members of the Bills Committee on
Companies Bill
- E 《公司條例草案》— 主要建議¹
The Companies Bill (CB) — Major Proposals¹
- F 二零一零至一一年度公司法改革
常務委員會成員名單
List of Members of the Standing Committee
on Company Law Reform 2010-11
- G 公司註冊處企業社會責任政策聲明
Companies Registry Corporate Social
Responsibility Policy Statement

附錄A Appendix A

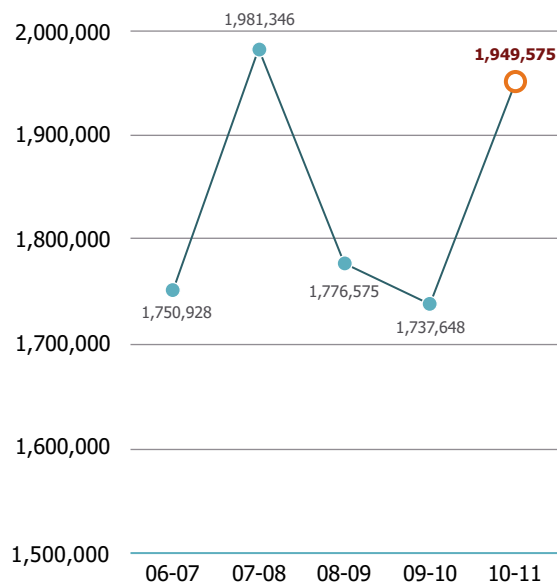
二零一零至一一年度工作量主要統計數字 Key Workload Statistics for 2010-11

		截至3月31日止年度 Year to 31 March	增/(減)百分比 % Increase / (Decrease)	
		2011	2010	
新公司註冊	Registration of New Companies			
本地公司	Local companies			
— 公眾公司	— public companies	766	937	(18.3)
— 私人公司	— private companies	143,031	106,479	34.3
非香港公司	Non-Hong Kong companies	760	692	9.8
公司文件登記	General Registration of Documents			
所收到的文件	Documents received	1,949,575	1,737,648	12.2
所收到的押記	Charges received	42,530	32,102	32.5
更改名稱通知書	Change of name notifications	14,643	13,465	8.8
自動清盤通知書	Voluntary liquidation notices	988	1,133	(12.8)
公司查冊	Company Search			
查閱文件影像紀錄	Document image records searches	3,178,276	2,980,398	6.6
查閱公司資料	Company particulars searches	189,772	179,895	5.5
查閱董事索引	Directors' index searches	295,133	261,761	12.8
檢控	Prosecution			
發出傳票	Summonses issued	5,483	5,443	0.7
剔除行動	Striking Off Action			
被剔除名稱的公司	Companies struck off	20,983	19,118	9.8
撤銷註冊	Deregistration			
被撤銷註冊的公司	Companies deregistered	26,222	28,286	(7.3)

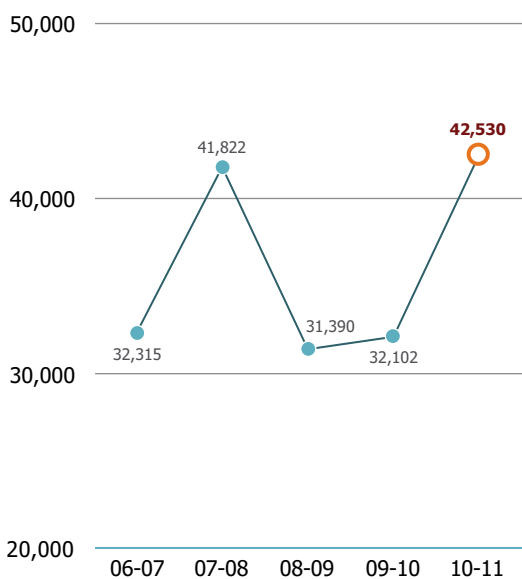
註冊成立公司總數
Number of Companies Incorporated



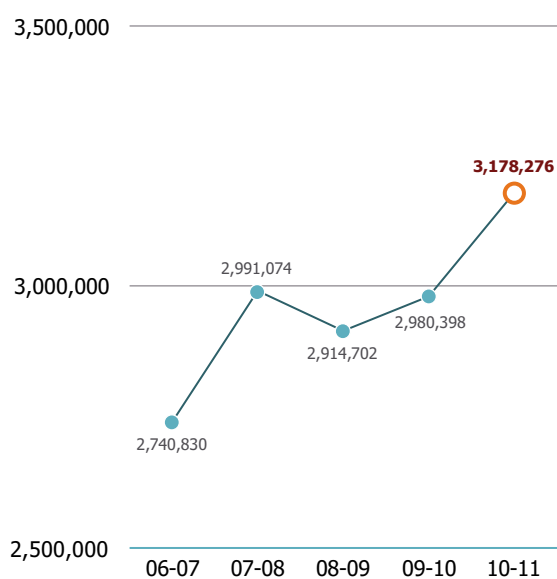
提交登記文件數目
Documents Received for Registration



提交登記押記數目
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	2010-11 工作表現 Achievement			2011-12 目標 Target		
	2010-11 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						
- 遞交紙張文件 paper submission	4	95	99	4	4	95
- 網上提交文件 e-submission ^{1*}	24小時 hrs	90	100	10	24小時 hrs	90
- 非香港公司 non-Hong Kong company	14	95 [#]	99	4	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 [*]	24小時 hrs	90	100	10	24小時 hrs	90
公司文件登記 Registration of documents						
- 本地公司 local company	6	90	98	8	6	90
- 非香港公司 non-Hong Kong company	6	90	98	8	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	100	3	5	97

服務 Service	2010-11 工作表現 Achievement			高於目標 百分比 % Over Achieved	2010-11 目標 Target	
	2010-11 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		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 On-line search						
- 提供文件影像紀錄以供下載 supply of image records of documents for download	5分鐘 mins [#]	95	100	5	5分鐘 mins	95
- 提供查冊結果的核證副本 ² supply of certified copies of search results ²	3小時 hrs	95 [#]	100	5	3小時 hrs	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 mins	90	100	10	20分鐘 mins	90
- 提供查冊結果的核證副本 supply of certified copies of search results	3小時 hrs	95 [#]	100	5	3小時 hrs	95
- 提供證書 supply of certificates	1	95	100	5	1	95
在本處遞交文件 (僅指排隊等候時間) Onsite submission of documents (queuing time only)	20分鐘 mins	90	96	6	20分鐘 mins	90

¹ 適用於採用本處提供的公司組織章程大綱及細則範本。
The Model Memorandum and Articles of Association provided by the Registry is adopted.

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 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.

* 二〇一一年三月十八日正式推出。
Launched on 18 March 2011.

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81至105頁公司註冊處營運基金的財務報表，該等財務報表包括於2011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資料。

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真實而中肯的財務報表，及落實其認為必要的內部控制，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。

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。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真實

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 81 to 105, which comprise the statement of financial position as at 31 March 2011, 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 information.

General Manager, Companies Registry Trading Fund's Responsibility for the Financial Statements

The General Manager, Companies Registry Trading Fund is responsible for the preparation of financial statements that give a true and fair view in accordance with section 7(4) of the Trading Funds Ordinance (Cap. 430) and Hong Kong Financial Reporting Standards, and for such internal control as the General Manager, Companies Registry Trading Fund determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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 about 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 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

而中肯的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2011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
(審計署助理署長劉新和代行)

審計署
香港灣仔
告士打道7號
入境事務大樓26樓
2011年9月14日

auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 2011, 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.

LAU Sun-wo
Assistant Director of Audit
for Director of Audit

Audit Commission
26th Floor, Immigration Tower
7 Gloucester Road
Wanchai, Hong Kong
14 September 2011

周年帳目表 Annual Accounts

公司註冊處營運基金

截至2011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 2011

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2011年3月31日止年度
for the year ended 31 March 2011

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2011	2010
營業額	Turnover	(3)	476,052	391,507
運作成本	Operating costs	(4)	(211,382)	(230,184)
運作盈利	Profit from operations		264,670	161,323
其他收入	Other income	(5)	5,812	6,584
除稅前盈利	Profit before tax		270,482	167,907
稅項	Taxation	(6)	(43,671)	(26,618)
年度盈利	Profit for the year		226,811	141,289
其他全面收益	Other comprehensive income		—	—
年度總全面收益	Total comprehensive income for the year		226,811	141,289
固定資產回報率	Rate of return on fixed assets	(7)	59.4%	35.3%

第八十七頁至一五頁之附註為本財務報表的一部分。
The notes on pages 87 to 105 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2011年3月31日
as at 31 March 2011

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2011	2010
非流動資產	Non-current assets			
物業、設備及器材	Property, plant and equipment	(8)	331,401	338,779
無形資產	Intangible assets	(9)	43,783	29,889
			375,184	368,668
流動資產	Current assets			
應收帳款及預付款項	Debtors and prepayments		2,908	4,660
應收關連人士帳款	Amounts due from related parties		604	587
銀行存款	Bank deposits		634,500	480,400
現金及銀行結餘	Cash and bank balances		24,143	91,886
			662,155	577,533
流動負債	Current liabilities			
應付帳款	Creditors		(27,941)	(24,731)
應付關連人士帳款	Amounts due to related parties		(48,627)	(58,583)
僱員福利撥備	Provision for employee benefits		(1,618)	(1,925)
應付稅款	Tax payable		(19,655)	(9,675)
			(97,841)	(94,914)
流動資產淨額	Net current assets		564,314	482,619
總資產減去流動負債	Total assets less current liabilities		939,498	851,287

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	2011	2010
非流動負債	Non-current liabilities			
遞延稅款	Deferred tax	(10)	(7,398)	(5,521)
僱員福利撥備	Provision for employee benefits		(49,943)	(49,131)
			(57,341)	(54,652)
淨資產	NET ASSETS		882,157	796,635
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)	226,811	141,289
			882,157	796,635

第八十七頁至一五頁之附註為本財務報表的一部分。

The notes on pages 87 to 105 form part of these financial statements.



鍾麗玲太平紳士 Ms Ada LL Chung, JP

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

二零一一年九月十四日 14 September 2011

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2011年3月31日止年度

for the year ended 31 March 2011

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		2011	2010
在年初的結餘	Balance at beginning of year	796,635	790,085
年度總全面收益	Total comprehensive income for the year	226,811	141,289
年內已付股息	Dividend paid during the year	(141,289)	(134,739)
在年終的結餘	Balance at end of year	882,157	796,635

第八十七頁至一五頁之附註為本財務報表的一部分。

The notes on pages 87 to 105 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2011年3月31日止年度
for the year ended 31 March 2011

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2011	2010
來自營運項目之 現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		264,670	161,323
折舊及攤銷	Depreciation and amortisation		12,880	35,078
應付帳款的增加	Increase in creditors		3,210	7,679
應付關連人士帳款的 (減少) / 增加	(Decrease) / Increase in amounts due to related parties		(9,956)	29,732
僱員福利撥備的 增加 / (減少)	Increase / (Decrease) in provision for employee benefits		505	(1,304)
應收帳款及預付款項的 減少	Decrease in debtors and prepayments		2,697	2,301
應收關連人士帳款的 (增加) / 減少	(Increase) / Decrease in amounts due from related parties		(17)	3,308
已付利得稅	Profits tax paid		(31,814)	(27,167)
來自營運項目之 現金淨額	Net cash from operating activities		242,175	210,950
來自投資項目之 現金流量	Cash flows from investing activities			
原有期限為3個月以上的 銀行存款的(增加) / 減少	(Increase) / Decrease in bank deposits with original maturity beyond 3 months		(191,200)	22,600
已收利息	Interest received		4,867	7,949
購買物業、設備及器材 和無形資產	Purchase of property, plant and equipment and intangible assets		(19,396)	(9,837)
(用作) / 來自投資項目之 現金淨額	Net cash (used in) / from investing activities		(205,729)	20,712

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2011年3月31日止年度
for the year ended 31 March 2011

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2011	2010
來自融資項目之 現金流量	Cash flows from financing activities			
已付股息	Dividend paid		(141,289)	(134,739)
用作融資項目之 現金淨額	Net cash used in financing activities		(141,289)	(134,739)
現金及等同現金的 (減少) 增加淨額	Net (decrease) / increase in cash and cash equivalents		(104,843)	96,923
在年初的現金及 等同現金	Cash and cash equivalents at beginning of year		146,886	49,963
在年終的現金及 等同現金	Cash and cash equivalents at end of year	(14)	42,043	146,886

第八十七頁至一五頁之附註為本財務報表的一部分。
The notes on pages 87 to 105 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。

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。

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.

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.

附錄C Appendix C

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。

(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。如其後減值虧損降低，並證實與在確

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, or 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) 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 assets or issue of the financial liabilities.
- (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

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
- 設備及器材，包括電腦器材、傢具及裝置、汽車及其他器材。

occurring 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 or cancelled, or when it 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
- plant and equipment, including computer equipment, furniture and fittings, motor vehicles and other equipment.

附錄C Appendix C

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：

— 建築物	30年
— 電腦器材	5年
— 傢具及裝置	5年
— 辦公室及特殊器材	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。

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
— Office and specialist 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 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) 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) 所得稅

(i) 香港特別行政區政府(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。

(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。

(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 of the Hong Kong Special Administrative Region ("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) 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.

附錄C Appendix C

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。

(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。

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.

(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。

(j) 關連人士

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關連人士進行交易。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，而且所涉及之價值改變風險不大。

(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。

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香港財務報告準則(附註18)。

(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 are charged to the CRTF as expenditure in the year in which the associated services are rendered.

(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.

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

附錄C Appendix C

3. 營業額

3. Turnover

		2011	2010
押記文件登記費	Charges registration fees	20,284	15,341
公司註冊成立費	Incorporation fees	246,953	184,650
周年申報表登記費	Annual registration fees	120,401	106,366
查冊及影印收費	Search and copying fees	58,146	53,001
管理及代收服務費用	Fees for administration and collection services	7,676	9,332
其他費用	Others fees	22,592	22,817
總額	Total	476,052	391,507

4. 運作成本

4. Operating costs

		2011	2010
員工費用	Staff costs	151,679	155,995
一般運作開支	General operating expenses	44,331	37,781
中央行政費用	Central administration overheads	2,067	930
折舊及攤銷	Depreciation and amortisation	12,880	35,078
審計費用	Audit fees	425	400
總額	Total	211,382	230,184

5. 其他收入

5. Other income

		2011	2010
銀行存款利息	Interest from bank deposits	5,812	6,584

6. 稅項

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:

		2011	2010
本期稅款	Current tax		
本年名義利得稅的撥備	Provision for notional profits tax for the year	41,794	29,517
遞延稅款	Deferred tax		
暫時性差異產生及轉回	Origination and reversal of temporary differences	1,877	(2,899)
稅項支出總額	Total tax expense	43,671	26,618

附錄C Appendix C

(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:

		2011	2010
除稅前盈利	Profit before tax	270,482	167,907
按香港利得稅稅率16.5% (2010年：16.5%) 計算的稅項	Tax at Hong Kong profits tax rate of 16.5% (2010 : 16.5%)	44,630	27,705
非應課稅收入的稅項 影響	Tax effect of non-taxable revenue	(959)	(1,087)
實際稅項支出	Actual tax expense	43,671	26,618

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2009年4月1日	At 1 April 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
增加	Additions	—	224	3,978	—	4,202
在2011年3月31日	At 31 March 2011	398,511	29,854	21,288	275	449,928
累計折舊	Accumulated depreciation					
在2009年4月1日	At 1 April 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
年內費用	Charge for the year	4,445	3,127	4,008	—	11,580
在2011年3月31日	At 31 March 2011	77,030	28,261	12,961	275	118,527
帳面淨值	Net book value					
在2011年3月31日	At 31 March 2011	321,481	1,593	8,327	—	331,401
在2010年3月31日	At 31 March 2010	325,926	4,496	8,357	—	338,779

附錄C Appendix C

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

		2011	2010
成本	Cost		
在年初	At beginning of year	160,520	151,672
增加	Additions	15,194	8,848
在年終	At end of year	175,714	160,520
累計攤銷	Accumulated amortisation		
在年初	At beginning of year	130,631	107,636
年內費用	Charge for the year	1,300	22,995
在年終	At end of year	131,931	130,631
帳面淨值	Net book value		
在年終	At end of year	43,783	29,889

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:

		2011	2010
在年初的結餘	Balance at beginning of year	5,521	8,420
全面收益表內撇銷/ (轉回)	Charged/(Credited) to statement of comprehensive income	1,877	(2,899)
在年終的結餘	Balance at end of year	7,398	5,521

11. 營運基金資本

此為政府對營運基金的投資。

11. Trading fund capital

This represents the Government's investment in the CRTF.

12. 保留盈利

12. Retained earnings

		2011	2010
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	226,811	141,289
擬發股息	Proposed dividend	(226,811)	(141,289)
在年終的結餘	Balance at end of year	516,886	516,886

附錄C Appendix C

13. 擬發股息

就截至2011年3月31日止年度擬發2億2,681.1萬港元作股息給政府(2010年：1億4,128.9萬港元)，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 HK\$226.811 million (2010: HK\$141.289 million), 50% of which is special dividend, is proposed as dividend to the Government for the year ended 31 March 2011.

14. 現金及等同現金

14. Cash and cash equivalents

		2011	2010
現金及銀行結餘	Cash and bank balances	24,143	91,886
銀行存款	Bank deposits	634,500	480,400
小計	Subtotal	658,643	572,286
減：原有期限為3個月 以上的銀行存款	Less: Bank deposits with original maturity beyond 3 months	(616,600)	(425,400)
現金及等同現金	Cash and cash equivalents	42,043	146,886

15. 關連人士的交易

除了那些在本財務報表內獨立披露的交易外，年內與關連人士的其他重要交易概述如下：

- (a) 本處提供予關連人士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1,170.9萬港元(2010年：1,327.5萬港元)；
- (b) 關連人士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1,759.9萬港元(2010年：1,525.5萬港元)；及

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 HK\$11.709 million (2010: HK\$13.275 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 HK\$17.599 million (2010: HK\$15.255 million); and

(c) 由關連人士提供的資訊科技及翻修設備方面的資本開支，款額達到307.1萬港元(2010年：60.1萬港元)。

(c) Capital expenditure in relation to information technology and renovation services provided by related parties amounted to HK\$3.701 million (2010: HK\$0.601 million).

與關連人士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關連人士，收費則按全部成本徵收。

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：

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:

		2011	2010
已核准及簽約	Authorised and contracted for	51,877	63,322

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.

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：

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:

附錄C Appendix C

		2011	2010
應收帳款	Debtors	2,831	1,854
應收關連人士帳款	Amounts due from related parties	508	587
銀行存款	Bank deposits	634,500	480,400
銀行結餘	Bank balances	24,115	91,858
總額	Total	661,954	574,699

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。利率風險可進一步分為公平值利率風險及現金流量利率風險。

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。由於營運基金的銀行存款為定息存款，

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

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。

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
2011				
銀行存款	Bank deposits	212,900	421,600	634,500
2010				
銀行存款	Bank deposits	136,500	343,900	480,400

附錄C Appendix C

(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。

(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. 已頒布但於截至2011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。其中包括於截至2011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的修訂、新準則及詮釋。

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。

18. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2011

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 2011 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 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：

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
香港會計準則第1號(經修訂)「財務報表的呈報」的修訂 — 其他全面收益項目的呈報 Amendments to HKAS 1 (Revised), Presentation of Financial Statements — Presentation of Items of Other Comprehensive Income	2012年7月1日 1 July 2012
香港會計準則第19號(2011)「僱員福利」 HKAS 19 (2011), Employee Benefits	2013年1月1日 1 January 2013
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
香港財務報告準則第13號「公平值計量」 HKFRS 13, Fair Value Measurement	2013年1月1日 1 January 2013

附錄D Appendix D

《公司條例草案》法案委員會成員名單

List of Members of the Bills Committee on Companies Bill

主席

陳茂波議員，MH，JP

Chairman

Hon Paul CHAN Mo-po, MH, JP

副主席

李慧琼議員，JP

Deputy Chairman

Hon Starry LEE Wai-king, JP

委員

何鍾泰議員，SBS，S.B.St.J.，JP

何俊仁議員

涂謹申議員

陳鑑林議員，SBS，JP (至2011年5月25日)

黃宜弘議員，GBS

劉健儀議員，GBS，JP

石禮謙議員，SBS，JP

余若薇議員，SC，JP

林健鋒議員，GBS，JP

梁君彥議員，GBS，JP

黃定光議員，BBS，JP

湯家驊議員，SC

詹培忠議員 (至2011年3月14日)

劉秀成議員，SBS，JP

Members

Ir Dr Hon Raymond HO Chung-tai, SBS, S.B.St.J., JP

Hon Albert HO Chun-yan

Hon James TO Kun-sun

Hon CHAN Kam-lam, SBS, JP (to 25 May 2011)

Dr Hon Philip WONG Yu-hong, GBS

Hon Miriam LAU Kin-yee, GBS, JP

Hon Abraham SHEK Lai-him, SBS, JP

Hon Audrey EU Yuet-mee, SC, JP

Hon Jeffrey LAM Kin-fung, GBS, JP

Hon Andrew LEUNG Kwan-yuen, GBS, JP

Hon WONG Ting-kwong, BBS, JP

Hon Ronny TONG Ka-wah, SC

Hon CHIM Pui-chung (to 14 March 2011)

Prof Hon Patrick LAU Sau-shing, SBS, JP

附錄E Appendix E

《公司條例草案》— 主要建議¹ The Companies Bill (CB) — Major Proposals¹

加強企業管治的措施

加強董事的問責性

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。

在成文法中釐清董事須以謹慎、技巧及努力行事的責任，為董事提供明確的指引。

提高股東在決策過程中的參與程度

訂立一套有關提出和通過書面決議的詳盡規則。

規定公司如及時收到成員就周年成員大會提出與大會的事務及決議有關的陳述書，使公司在發出會議的通知時可同時送交該等陳述書，就須承擔傳閱陳述書的費用。

把成員要求以投票方式表決的最低人數規定由佔總表決權的10%減至5%。

改善公司資料的披露

規定公眾公司、「大型」（即不符合擬備簡明報告資格的公司）私人公司²及擔保公司³須擬備更詳盡的董事報告，包括具分析性及前瞻性的「業務審視」，但同時容許私人公司藉特別決議選擇不遵從這項規定。業務審視為股東提供有用的資料，特別是業務審視須包括對公司有重大影響的環境事務和僱員事務資料這項規定，與提倡企業社會責任的國際趨勢一致。

Measures for Enhancing Corporate Governance

Strengthening the Accountability of Directors

- Restricting the appointment of corporate directors by requiring every private company to have at least one natural person acting as director, to enhance transparency and accountability.
- Clarifying in the statute the directors' duty of care, skill and diligence with a view to providing clear guidance to directors.

Enhancing Shareholder Engagement in the Decision-Making Process

- Introducing a comprehensive set of rules for proposing and passing a written resolution.
- Requiring a company to bear the expense of circulating members' statements relating to the business of, and proposed resolutions for, Annual General Meetings, if they are received in time to be sent with the notice of the meeting.
- Reducing the threshold requirement for members to demand a poll from 10 per cent to 5 per cent of the total voting rights.

Improving the Disclosure of Company Information

- Requiring public companies and "large" (i.e., companies that do not qualify for simplified reporting) private companies² and guarantee companies³ to prepare a more comprehensive directors' report which includes an analytical and forward-looking "business review", whilst allowing private companies to opt out by special resolution. The business review will provide useful information for shareholders. In particular, the requirement to include information relating to environmental and employee matters that have a significant effect on the company is in line with international trends to promote corporate social responsibility.

附錄E Appendix E

加強對股東的保障

引入更有效的規則來處理董事的利益衝突，包括擴大須獲股東批准的範圍至涵蓋超過三年的董事聘任合約。

規定若公眾公司及其附屬公司的交易須獲股東批准，則須由無利益關係的股東批准。

規定追認董事的行為必須獲無利益關係的股東批准，以防止有利益衝突的情況，尤其是防止有利益關係的大股東可能濫用權力，追認董事的未准許行為。

保留通過妥協或債務償還安排計劃所採用的「人數驗證」，並授權法院新的酌情權，在適當的情況下，可就成員計劃酌情不施行驗證。

擴大不公平損害補救的範圍，以涵蓋「擬作出或不作出的作為」，讓成員可提出不公平損害的訴訟，即使損害成員權益的有關行為或不作出的行為只是在建議階段。

加強核數師的權利

賦權核數師可要求更多的人士(包括公司的香港附屬企業的高級人員，以及持有公司或其附屬企業的會計紀錄或須就該紀錄負責的任何人士)提供核數師為履行職責而合理所需的資料或解釋。

Fostering Shareholder Protection

- Introducing more effective rules to deal with directors' conflicts of interests, including expanding the requirement for shareholders' approval to cover directors' employment contracts exceeding three years.
- Requiring disinterested shareholders' approval in cases where shareholders' approval is required for the transactions of public companies and their subsidiaries.
- Requiring the conduct of directors to be ratified by disinterested shareholders' approval to prevent conflicts of interests; in particular, the possible abuse of power by interested majority shareholders in ratifying the unauthorised conduct of directors.
- Retaining the "headcount test" for approving a scheme of compromise or arrangement, while giving the court a new discretion to dispense with the test for members' schemes in appropriate circumstances.
- Extending the scope of the unfair prejudice remedy to cover "proposed acts and omissions", so that a member may bring an action for unfair prejudice even if the act or omission that would be prejudicial to the interests of members is at the proposal stage.

Strengthening Auditors' Rights

- Empowering an auditor to require a wider range of persons, including the officers of a company's Hong Kong subsidiary undertakings and any person holding or accountable for the company or its subsidiary undertakings' accounting records, to provide information or explanation reasonably required for the performance of the auditor's duties.

確保規管更為妥善的措施

確保公眾登記冊的資料準確無誤

釐清和加強公司註冊處處長(處長)在文件登記方面的權力，例如指明關於認證須交付公司註冊處的文件及交付文件方式的規定，以及在等待進一步詳情時，可暫緩登記不合要求的文件。

釐清處長在備存登記冊方面的權力，例如更正排印或文書方面的錯誤、加上註釋，以及規定公司須解決任何互相抵觸之處或提供最新的資料。

為法院申請提供法定依據，以便刪除登記冊內不準確、屬偽造或源自無效或無效力的事情或在沒有公司授權下作出的事情的資料。

規定公司須在其資本結構有變動時，向公司註冊處交付包括資本陳述的申報表或通知，以確保公眾登記冊包括公司股本結構的最新資料。

改善押記登記制度

修訂須予登記的押記的清單，例如明文規定就飛機或飛船的任何份額設立的押記須予登記，以及刪除為保證債權證的發行而設立的押記須予登記的規定。

就公司因不遵從登記規定而致使押記成為無效的情況，把自動加快還款的規定改為貸款人可選擇是否要求該項押記所保證的借款須立即償還。

除押記的訂明詳情外，規定押記文書的經核證副本也須予登記及讓公眾查閱，以便讓查閱登記冊的人士取得更詳細資料。

Measures for Ensuring Better Regulation

Ensuring the Accuracy of Information on the Public Register

- Clarifying and enhancing the powers of the Registrar of Companies (the Registrar) in relation to the registration of documents, such as specifying the requirements for the authentication of documents to be delivered to the Companies Registry (CR) and the manner of delivery, and withholding the registration of unsatisfactory documents pending further particulars.
- Clarifying the Registrar's powers in relation to the keeping of the register, such as rectifying typographical or clerical errors, making annotations and requiring a company to resolve any inconsistency or provide updated information.
- Providing a statutory basis for court applications that seek to remove information from the register that is inaccurate, forged or derived from anything invalid, ineffective or done without the authority of the company.
- Requiring a company to deliver to the CR a return or notification, including a statement of capital, whenever there is a change to its capital structure, to ensure the public register contains up-to-date information on a company's share capital structure.

Improving the Registration of Charges Scheme

- Revising the list of registrable charges, such as expressly providing that a charge on an aircraft or any share in an aircraft is registrable, and removing the requirement to register a charge for the purpose of securing an issue of debentures.
- Replacing the automatic acceleration of the repayment obligation, with a choice given to the lender as to whether the secured amount is to become immediately payable when a charge is void due to non-compliance with the registration requirements.
- Requiring a certified copy of the charge instrument (in addition to the prescribed particulars of the charge) to be registrable and available for public inspection, to provide more detailed information to those who search the register.

附錄E Appendix E

將押記文書及訂明詳情交付處長的期限由五個星期縮短至一個月，以縮短不可在登記冊上見到有關押記的期限。

規定為登記債項清償 / 解除押記而給予處長的通知須隨附該項清償 / 解除的書面證據，使該等文件可讓公眾查閱。

加強對公司自願撤銷註冊的規管

就不營運公司自願撤銷註冊增訂兩項條件，即申請人必須證實有關公司不是任何法律程序的一方，以及有關公司在香港沒有不動產，以減低撤銷註冊程序可能被利用的機會。

改善執法制度

加強審查員的調查權力，例如要求接受審查人士保存紀錄或文件，以及以法定聲明的方式證實陳述。

制訂更妥善的保障設施，以確保調查及查訊所得的資料保密和加強對舉報人的保障。

賦予處長取得文件或資料的新權力，以確定曾否發生會構成向處長提供任何虛假或具誤導性陳述罪行的行為。

加強對公司高級人員違反《公司條例草案》條文須承擔法律責任的執法制度，包括透過訂定「責任人」的新定義以降低不履行或違反規定的門檻，把其涵蓋範圍擴及魯莽的作為或不作為。

- Shortening the period for delivery to the Registrar of the charge instrument and the prescribed particulars from five weeks to one month, to reduce the period during which the charge is not visible on the register.
- Requiring written evidence of debt satisfaction/release of a charge to accompany a notification to the Registrar for registration of the debt satisfaction/release, thus making such documents available for public inspection.

Enhancing the Regulation of the Voluntary Deregistration of Companies

- Imposing two additional conditions for the voluntary deregistration of defunct companies, namely that the applicant must confirm that the company is not a party to any legal proceedings and that it has no immovable property in Hong Kong, to minimise any potential abuse of the deregistration procedure.

Improving the Enforcement Regime

- Enhancing the investigatory powers of an inspector, for example, by requiring a person under investigation to preserve records or documents, and to verify statements by statutory declaration.
- Providing better safeguards to ensure the confidentiality of information obtained in investigations and enquiries and better protection of informers.
- Providing new powers for the Registrar to obtain documents or information, to ascertain whether any conduct that would constitute an offence in relation to the provision of any false or misleading statement to the Registrar has taken place.
- Strengthening the enforcement regime in relation to a company officer's liabilities for the company's contravention of a provision in the Companies Bill, including lowering the threshold for a breach or contravention and extending it to cover reckless acts/omissions through a new definition of "responsible person".

賦權處長可就指明的罪行准以繳款代替檢控，以善用司法資源。以繳款代替檢控的罪行一般針對公司所犯簡單、輕微的規範性罪行，而此等罪行只可判處罰款及循簡易程序審訊。

- Empowering the Registrar to compound specified offences to optimise the use of judicial resources. Compoundable offences are generally confined to those relating to straightforward, minor regulatory offences committed by companies that are punishable only by a fine and summary trial.

方便營商的措施

簡化程序

公司可在取得股東一致同意的情况下無須舉行周年成員大會。

就減少股本引入以償付能力測試作為依據的不經法院程序，作為另一選擇。

准許所有類型的公司(而非如現行《公司條例》只准許私人公司)從資本中撥款購買本身股份，但必須通過償付能力測試。

准許所有類型的公司(無論是上市或非上市)提供資助，讓另一方購入公司的股份或其控權公司的股份，但必須通過償付能力測試及遵行某些指定程序。除了某些例外情況，現行《公司條例》廣泛地禁止公司提供資助購入公司股份。

為同一集團內的全資附屬公司的合併訂立新的不經法院的法定合併程序。

簡化已解散公司藉法院命令而恢復註冊的程序。

為簡單個案訂立處長以行政方式把已解散公司恢復註冊的新程序，而無須使用法院程序。

Measures for Facilitating Business

Streamlining Procedures

- Allowing companies to dispense with Annual General Meetings by unanimous shareholders' consent.
- Introducing an alternative court-free procedure for reducing capital based on a solvency test.
- Allowing all types of companies (rather than just private companies, as in the current Companies Ordinance (CO)) to purchase their own shares out of capital, subject to a solvency test.
- Allowing all types of companies (whether listed or unlisted) to provide financial assistance for the purpose of another party acquiring the company's own shares or the shares of its holding company, subject to the satisfaction of the solvency test and certain specified procedures. Under the current CO, subject to some exceptions, there is a broad prohibition on giving financial assistance to purchase the company's own shares.
- Introducing a new court-free statutory amalgamation procedure for wholly owned intra-group companies.
- Streamlining the procedures for the restoration of dissolved companies by court order.
- Introducing a new administrative restoration procedure for a company dissolved by the Registrar in straightforward cases, without the need for recourse to the court.

附錄E Appendix E

便利(尤以中小企為然)

擬備簡明報告

循以下方向便利中小企擬備簡明財務報告和簡明董事報告：

- 私人公司(銀行/接受存款公司、保險公司及證券經紀公司除外)如屬「小型私人公司」而又符合某些條件，即自動符合資格擬備簡明報告。
- 公司集團如屬「小型私人公司集團」，即符合資格擬備簡明報告。

全年總收入不超過港幣2,500萬元的小型擔保公司及小型擔保公司集團可獲准擬備簡明報告。

使有關財務摘要報告的條文更便於使用，並把條文的適用範圍擴至一般公司(而非如現行《公司條例》只限上市公司)。

方便營商

讓公司自行選擇是否使用法團印章，以及放寬對公司須備有供在外地使用的正式印章的規定。

准許公司使用影音科技在多於一個地點舉行成員大會。

例明管限以電子形式向公司作出或由公司作出通訊的規則。

Facilitating Simplified Reporting Particularly by SMEs

• Facilitating SMEs to prepare simplified financial and directors' reports along the following lines:

- a private company (except for a banking/deposit-taking company, an insurance company or a stock-broking company) will automatically qualify for simplified reporting, if it is a "small private company" that satisfies certain conditions.
- a group of companies that qualifies as a "group of small private companies" will also qualify for simplified reporting.

• Allowing small guarantee companies and groups of small guarantee companies, which have a total annual revenue of not more than \$25 million, to qualify for simplified reporting.

• Making the summary financial reporting provisions more user-friendly and extending their application to companies in general (rather than confining them to listed companies, as in the current CO).

Facilitating Business Operations

• Making the use of a common seal optional and relaxing the requirements for a company to have an official seal for use abroad.

• Permitting a general meeting to be held at more than one location using audio-visual technology.

• Setting out the rules governing communications to and by companies in electronic form.

使法例現代化的措施

廢除面值制度

強制所有有股本公司採用無面值制度，因為面值概念已經過時，並可能引起實際問題，例如阻礙籌集新資本和無必要地使會計制度過分繁複。

取消發行股份權證的權力

取消公司發行持有人股份權證的權力。股份權證現時已甚少發行，從打擊清洗黑錢的角度來看，亦不宜發行，因為這種權證在擁有權的記錄和轉讓方式方面均欠缺透明度。

加強對個人資料的保障

訂立新的條文，停止讓公眾檢視公司註冊處公眾登記冊所載董事的住址及完整的個人身分證 / 護照號碼，以加強對個人資料的保障。

釐清就董事對第三者的法律責任提供彌償的規則

釐清就董事對第三者的法律責任提供彌償的規則，以消除案例法不明確之處。

Measures for Modernising The Law

Retiring the Concept of Par Value

- Adopting a mandatory system of no-par for all companies with a share capital as par value is an antiquated concept that may give rise to practical problems, such as inhibiting the raising of new capital and unnecessarily complicating the accounting regime.

Removing the Power to Issue Share Warrants

- Removing the power of companies to issue share warrants to bearers. Share warrants are rarely issued nowadays and are undesirable from the perspective of anti-money laundering because of the lack of transparency in the recording of their ownership and the manner by which they are transferred.

Better Protection of Personal Data

- Introducing new provisions for withholding directors' residential addresses and full identity card/passport numbers of individuals from public inspection in the Companies Registry's public register, to improve the protection of personal data.

Clarifying the Rules on Indemnification of Directors against Liabilities to Third Parties

- Clarifying the rules on the indemnification of directors against liabilities to third parties, to remove uncertainty in case law.

¹ 《公司條例草案》現正由立法會法案委員會審議，有關建議有待立法會通過。

The Companies Bill is being scrutinized by the Bills Committee of the Legislative Council and the proposals are subject to the endorsement of the Legislative Council.

² 根據《公司條例草案》，私人公司如符合以下條件的任何兩項，即被視為小型公司：(a)全年總收入不超過港幣5,000萬元；(b)總資產不超過港幣5,000萬元；及(c)僱員不多於50人。

Under the CB, a private company is regarded as small if it satisfies any two of the following conditions: (a) total annual revenue of no more than HK\$50 million; (b) total assets of no more than HK\$50 million; and (c) no more than 50 employees.

³ 根據《公司條例草案》，擔保公司如全年總收入不超過港幣2,500萬元，即被視為小型擔保公司。

Under the CB, a guarantee company is regarded as small if its total annual revenue does not exceed HK\$25 million.

附錄F Appendix F

二零一零至一一年度公司法改革常務委員會成員名單

List of Members of the Standing Committee on Company Law Reform 2010-11

主席

余若海先生, SBS, SC, JP (至2011年1月31日止)

林雲浩先生, SC (由2011年2月1日起)

Chairman

Mr Benjamin YU, SBS, SC, JP (to 31 January 2011)

Mr Godfrey LAM Wan-ho, SC (from 1 February 2011)

委員

白士文先生

Anne CARVER 女士

陳仲尼先生, JP

周福安先生

范佐華先生

吳世學先生

林英偉先生

江智蛟先生

莫莉女士

施熙德女士

黃天祐博士

余嘉寶女士 (由2011年2月1日起)

葉靜思女士 (由2011年2月1日起)

林學沖先生 (由2011年2月1日起)

伍成業先生 (由2011年2月1日起)

高育賢女士, JP (至2011年1月31日止)

林雲浩先生, SC (至2011年1月31日止)

Paul F WINKELMANN先生 (至2011年1月31日止)

黃志光先生 (至2011年1月31日止)

Members

Mr Stephen BIRKETT

Mrs Anne CARVER

Mr Rock CHEN Chung-nin, JP

Mr CHEW Fook-aun

Mr Vincent FAN Chor-wah

Mr GOO Say-hak

Mr Peter W GREENWOOD

Mr Johnson KONG Chi-how

Mrs Catherine MORLEY

Ms Edith SHIH

Dr Kelvin WONG Tin-yau

Ms Benita YU Ka-po (from 1 February 2011)

Ms Roxanne ISMAIL (from 1 February 2011)

Mr Rainier LAM Hok-chung (from 1 February 2011)

Mr Kenneth NG Sing-yip (from 1 February 2011)

Ms Teresa KO Yuk-yin, JP (to 31 January 2011)

Mr Godfrey LAM Wan-ho, SC (to 31 January 2011)

Mr Paul F WINKELMANN (to 31 January 2011)

Mr Patrick WONG Chi-kwong (to 31 January 2011)

當然委員

香港交易及結算所有限公司代表
狄勤思先生，JP

香港金融管理局代表
簡賢亮先生，JP

證券及期貨事務監察委員會代表
楊以正先生

公司註冊處處長
鍾麗玲女士，JP

財經事務及庫務局局長代表
梁志仁先生，JP

破產管理署署長
區敬樂先生，JP

律政司代表
戴逸華教授

秘書

何劉家錦女士 (至2011年1月31日止)

麥錦羅女士 (由2011年2月1日起)

Ex-Officio Members

Mr Mark DICKENS, JP,
representing the Hong Kong Exchanges and Clearing Limited

Mr Stefan GANNON, JP,
representing the Hong Kong Monetary Authority

Mr Andrew YOUNG,
representing the Securities and Futures Commission

Ms Ada CHUNG, JP,
Registrar of Companies

Mr John LEUNG Chi-yan, 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

Secretary

Mrs Karen HO (up to 31 January 2011)

Ms Phyllis MCKENNA (from 1 February 2011)

附錄G Appendix G

公司註冊處企業社會責任政策聲明 Companies Registry Corporate Social Responsibility Policy Statement

公司註冊處(下稱「本處」)十分重視在業務運作上保持崇高的操守標準，並且關心社會、環境以至本處員工的福利。本政策聲明闡述本處履行企業社會責任的綱領。

保持崇高的操守標準

本處致力在業務運作上保持崇高的操守標準。本處實施了誠信管理計劃，該計劃闡述本處為推行誠信管理而設立的行政架構及採取的措施。在披露利益及避免利益衝突方面，本處制訂了清晰的指引和程序。此外，為了讓全體員工清楚了解本處在誠信管理方面作出的承擔和參與，本處亦會每年制訂工作計劃，說明有關的工作項目，以及推行的時限。

關懷員工

本處尊重及關懷員工，致力提升員工福利，加強員工培訓和發展，以及培養不斷進修與終身學習的文化，並力求在工作地方達至高水平的職業安全及健康標準。

關注環境

本處致力提高員工的環保意識，並透過採用環保技術，盡量把可能對環境造成的不良影響減至最低，以及繼續尋求方法對環保作出更大贡献。

關心社會

本處致力在業務範圍內，以現有的資源為公眾提供優質的服務，以及對社會作出更大的貢獻。本處及所有員工對於社會服務、慈善活動及富教育意義的項目均會熱心參與。

The Companies Registry (the Registry) attaches great importance to maintaining the highest ethical standards in the conduct of our business, caring for the community, the environment and the well being of our staff members. This Statement sets out the framework on how we manage our corporate social responsibilities.

Maintain Highest Ethical Standards

We are committed to maintaining the highest ethical standards in the conduct of our business. We have implemented an Integrity Management Plan which sets out the administrative structure and measures for promoting integrity management in the Registry. We have established clear guidelines and procedures for disclosing interests and avoiding conflicts of interest. We also draw up an Annual Action Plan setting out the programme of work and implementation time frames on a yearly basis to provide all staff members with a clear picture of the Registry's commitment and efforts in integrity management.

Care for Staff Members

We care for and respect our staff members. We are committed to enhancing the well being and the training and development of our staff members, fostering a culture of continuous learning and life-long self development and achieving a high standard of occupational safety and health in the workplace.

Care for the Environment

We are committed to maintaining a high level of environmental awareness among staff members and pursuing environmental protection through adoption of environmentally friendly technologies, minimisation of possible adverse impact on the environment and continuing to find ways to enhance the Registry's environmental friendliness.

Care for the Community

We are committed to giving the community a quality service within the scope of our businesses and available resources and enhancing our contributions to the community as a whole. The Registry and its members actively participate in social services, charitable activities and educational initiatives in the community.