

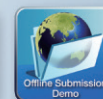
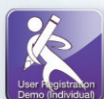


公司註冊處
COMPANIES REGISTRY



www.eregistry.gov.hk

年報 *Annual Report* 2010-11



註冊易 **e-Registry**



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

年 報
Annual Report

二零一零年四月一日至二零一一年三月三十一日

1 April 2010 to 31 March 2011



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公司註冊處管理委員會

Our Management Board



- | | | |
|----------|--------------------|--------------------------------------|
| 1 鍾麗玲女士 | Ms Ada LL Chung | 公司註冊處處長 Registrar of Companies |
| 2 劉麗芬女士 | Ms Peggy LF Lau | 公司註冊處經理 Registry Manager |
| 3 何珊珍女士 | Ms Rita SC Ho | 公司註冊處律師 Registry Solicitor |
| 4 何劉家錦女士 | Mrs Karen KK Ho | 副首席律師 Deputy Principal Solicitor |
| 5 麥錦羅女士 | Ms Phyllis McKenna | 副首席律師 Deputy Principal Solicitor |
| 6 吳輝明先生 | Mr Louie FM Ng | 業務經理 Business Manager |
| 7 葉寶蓮女士 | Ms Polly PL Yip | 助理首席律師 Assistant Principal Solicitor |
| 8 唐麗貞女士 | Ms Ada LC Tong | 部門主任秘書 Departmental Secretary |

理想 Vision

受世界認同為卓越的公司註冊處，
為社會提供優質服務。

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

使命 Mission

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

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

採用適當的人力資源管理策略，激勵員工，達成本處的目標。

To provide our customers with efficient, cost-effective
and quality services and facilities to incorporate
companies and to register and inspect company
documents.

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

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

信念 Values

以客為本：重視客戶的意見。按照他們的需要和期望，發展
服務項目和釐定質素水平。

群策群力：關懷和尊重我們的員工。透過全體熱誠能幹的
工作人員，同心協力，執行法定規例，提供
優質服務。

精益求精：採納嶄新的意念、科技和工作模式，不斷提升
本處的服務質素和設施。

To care for and respect our customers by listening
to them and taking into account their needs and
expectations when shaping the types and quality of
service which we deliver.

To care for and respect our colleagues as a quality
service and effective enforcement can be delivered
and undertaken only through dedicated people of high
calibre working together as a team.

To change for the better by remaining receptive to new
ideas, technologies and work practices so as to enhance
the level and quality of our services and facilities.

總經理報告 General Manager's Statement

「成功推出『註冊易』，標記著自從一八六五年第一間公司成立以來，香港在公司註冊及商業登記方面邁進一個嶄新的里程。」

"The successful launch of the e-Registry brought Hong Kong into a new era of company incorporation and business registration since the incorporation of the first company in 1865."



隨著香港經濟的蓬勃，公司註冊處在二零一零至一一年度再創佳績。本年報是本人自二零零七年八月接任公司註冊處處長一職以來第四份年報，我亦想藉此機會回顧一下我們努力的成果。

主要佳績：

成功推出「註冊易」，提供一站式公司註冊及商業登記服務，讓公司可於一日之內註冊成立

本處登記冊上的公司超越88.6萬間

年內創下超過14萬間公司註冊成立的紀錄

財務表現創下新的紀錄 – 自一九九三年公司註冊處以營運基金方式運作以來最高的年度回報。

- 營業額上升21.6%，達4億7,610萬元
- 除稅後盈利上升60.5%，達2億2,680萬元
- 固定資產平均淨值回報率上升24.1基點，達59.4%

保持財務狀況穩健

- 資產淨值增加近10.7%，達8億8,220萬元
- 銀行存款和手頭現金增加15.1%，達6億5,860萬元

實施《2010年公司(修訂)條例》

協助政府向立法會提交《公司條例草案》

超越本處16項主要服務所承諾的服務水平

在世界銀行公布的「二零一一年全球營商環境報告」內，香港在作為開辦企業的地方，排名在183個經濟體系中由第18位躍升至第6位

Flourishing with the Hong Kong economy, the Companies Registry achieved another year of remarkable results in 2010-11. As this is the fourth report since I assumed the post of Registrar in August 2007, I would also like to take this opportunity to review the progress we have made so far.

Highlights Include:

- Successfully launched the e-Registry and implemented a one-stop service for the incorporation of companies and business registration so that companies can be incorporated in less than a day
- Maintained over 886,000 companies on the register
- Incorporated a record of over 140,000 companies during the year
- Achieved a record level of financial performance – the highest yearly return since the establishment of the Companies Registry Trading Fund in 1993.
 - Increase in turnover of 21.6 per cent to \$476.1 million
 - Increase in profit after tax by 60.5 per cent to \$226.8 million
 - Increase in the rate of return on average net fixed assets by 24.1 basis points to 59.4 per cent
- Maintained a solid financial position
 - Net assets up by almost 10.7 per cent to \$882.2 million
 - Cash at bank and in hand up by 15.1 per cent to \$658.6 million
- Implemented the Companies (Amendment) Ordinance 2010
- Supported the Government in the introduction of the Companies Bill to the Legislative Council.
- Exceeded all performance pledges for our 16 core services.
- Hong Kong leapt from eighteenth out of 183 economies to sixth as a place to start business in the World Bank's Doing Business Report 2011

資產淨值增加近10.7%
Net assets up by nearly
almost 10.7 per cent

獲香港中小型企業商會頒發「2011年中小企業最佳拍檔獎」

發表「公司註冊處企業社會責任政策聲明」

獲推廣義工服務督導委員會頒發義工服務金獎

連續三年獲香港社會服務聯會確認為「同心展關懷」機構

與深圳市市場監督管理局簽訂合作協議

- Received the 2011 Best SME's Partner Award from the Hong Kong Chamber of Small and Medium Business
- Issued the Companies Registry Corporate Social Responsibility Policy Statement
- Received a Gold Award for Volunteer Service from the Steering Committee on the Promotion of Volunteer Service
- Recognised as a Caring Organisation for the third year running by the Hong Kong Council of Social Service
- Signed a Cooperation Agreement with the Market Supervision Administration of Shenzhen Municipality

我們的工作表現

自二零零七年以來，我們在提升科技和法律基礎方面均有極大的發展。

面對著不斷轉變的營商環境及急劇的科技發展，我們竭盡所能、不遺餘力地發展及提升我們的資訊系統 – 公司註冊處綜合資訊系統（綜合系統），以切合我們客戶的需要。我們在完成整體可行性研究之後，於二零零九年六月展開綜合系統第二階段的開發工程。在全體同事多年來協力同心努力下，我們於二零一一年一月順利推出「註冊易」這個新的電子入門網站，並於同年三月推出新的電子成立公司服務。此外，作為發展計劃的一環，我們亦與稅務局攜手合作，於三月同時推出新的一站式成立公司及商業登記服務。成功推出「註冊易」，標記著自從一八六五年第一間公司成立以來，香港在公司註冊及商業登記方面邁進一個嶄新的里程。

至於法律基礎方面，年內制定了《2010年公司（修訂）條例》，大部分修文經已生效，《2010年公司（修訂）條例》令註冊的程序簡化，為一站式服務提供法律依據。重寫《公司條例》的工作，亦於二零零六年年中在財經事務及庫務局的督導下展開，經過五輪的公眾諮詢（其中兩輪是諮詢新草案的條文擬稿），《公司條例草案》已在二零一一年一月提交立法會。負責

Our Achievements

Since 2007, we have moved a long way towards enhancing our infrastructure, both technologically and legally.

Faced with an ever-changing business environment and accelerated technological advancements, we have spared no efforts in developing and enhancing our information system, the Integrated Companies Registry Information System (ICRIS), to meet the needs of our customers. After completing a comprehensive feasibility study, we embarked on the development of Phase II of ICRIS in June 2009. With the concerted efforts of all our staff over the years, we successfully and smoothly launched a new electronic portal, the e-Registry, in January 2011, followed by a new electronic company incorporation service in March 2011. As part of the development project, and in collaboration with the Inland Revenue Department, a new one-stop electronic service for company incorporation and business registration was introduced at the same time. The successful launch of the e-Registry brought Hong Kong into a new era of company incorporation and business registration since the incorporation of the first company in 1865.

As regards the legal infrastructure, the Companies (Amendment) Ordinance 2010 was enacted and mostly implemented this year, which among other things streamlined incorporation procedures and provided the legal basis for the one-stop service. The rewrite of the Companies Ordinance, which started in mid-2006 under the steer of the Financial Services and the Treasury Bureau, led to a Companies Bill being introduced into the Legislative Council in January 2011 after five rounds of public consultation, two of which were on the draft provisions of the

審議草案條文的法案委員會於二零一一年二月成立，並在主席陳茂波議員，MH，JP的帶領下，於二零一一年三月展開了工作。本人相信這是整項工作的一個里程碑。

持續發展

推出電子註冊成立公司服務並不表示「註冊易」的開發工作完結，相反，綜合系統第二階段的開發工作仍在不斷進行中。預計在未來兩年，我們會分期推出更多電子化服務，包括以電子方式提交文件、電子監察註冊資料，以及電子提示服務等。與此同時，當《公司條例草案》一經立法會通過，本處便要肩負起新的角色及職能，因此我們現正全面評估在工序及系統上必須作出的轉變，以配合實施新法例。因應新的角色及新的職能，本處在運作方面必然會有重大的改變。

在這一年，大家見證著工作上兩個重要里程碑，本人要衷心感謝全體同事，他們憑著堅毅不拔的精神，努力不懈、克盡己任地工作。沒有他們的支持，本處實難以取得如此豐碩的成果。

歷史由我們締造

讓我們一起攜手，在新時代中為本處展開新面貌作好準備。



鍾麗玲 太平紳士 Ms Ada L L Chung, JP

公司註冊處處長暨 Registrar of Companies and

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

new Bill. A Bills Committee was formed in February 2011 to scrutinise the provisions of the Bill and, under the chairmanship of the Honourable Paul Chan Mo-po, MH, JP, commenced its work in March 2011. I believe that this is a milestone in the process.

Sustained Development

The introduction of electronic incorporation of companies did not mark the end of the development of the e-Registry. Rather, Phase II of the development of ICRIS is ongoing. We envisage that more electronic services, including electronic filing, electronic monitoring of registration details and electronic reminders, will be introduced in phases over the next two years. In parallel, as the Companies Bill, when passed by the legislature, will lead to new roles and functions to be assumed by the Registry, we are undertaking a comprehensive review of the necessary procedural and system changes to facilitate the implementation of the new legislation. A major transformation of aspects of the Registry's operations will be inevitable for new roles to be assumed and new functions to be undertaken.

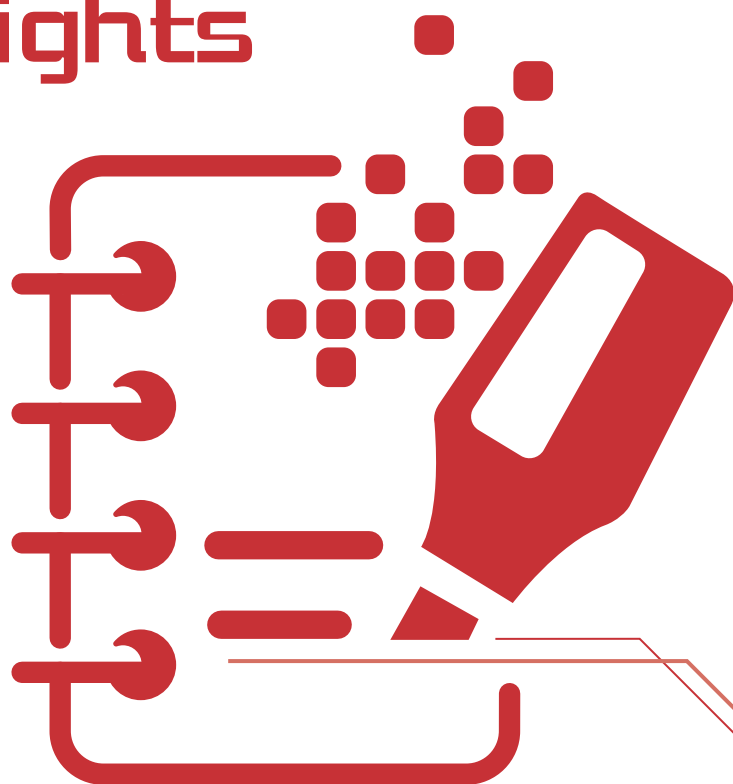
In a year that has witnessed the achievement of two major milestones, I would like to record my heartfelt thanks to all of my colleagues for their diligence, commitment and perseverance, without which we would not have progressed thus far.

We are making history.

Together, with your support, we will transform the Registry in this new era.

二零一零至一一年度的 工作表現及大事概要

Achievements and Highlights 2010-11



二零一零至一一年度的 工作表現

財務表現

本處的財務表現創下新的紀錄，主要指標載於下表。

Achievements in 2010-11

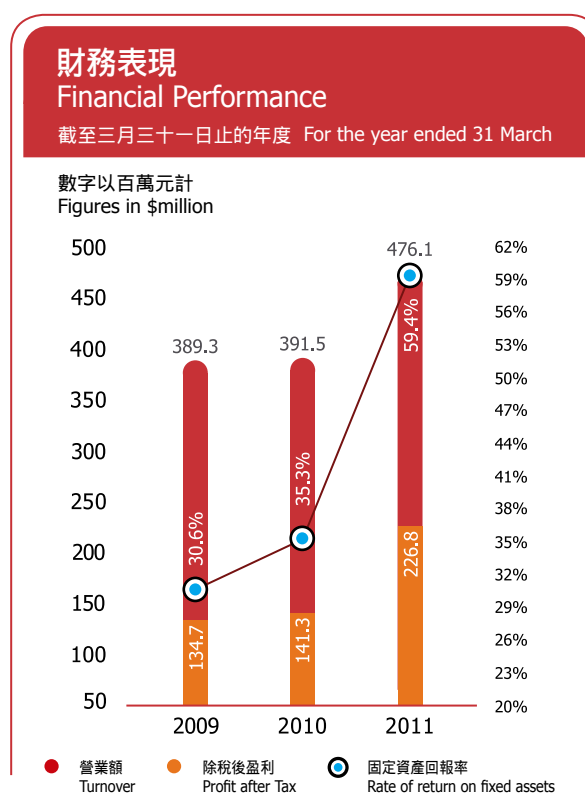
Financial Performance

A record level of financial performance was achieved. The key indicators are shown in the following table.

	2010-11 以千元計 \$'000	2009-10 以千元計 \$'000	增幅 Increase
營業總額 Total turnover	476,052	391,507	21.6%
除稅後盈利 Profit after tax	226,811	141,289	60.5%
淨資產 Net Assets	882,157	796,635	10.7%
現金及銀行存款 Cash and bank deposits	658,643	572,286	15.1%
固定資產回報率 ^註 Rate of return on fixed assets ^{Note}	59.4%	35.3%	24.1 基點 basis points

^註 固定資產回報百分率是以除稅後盈利(不包括利息收入及利息支出)除以固定資產平均淨值計算。

^{Note} The percentage rate of return on fixed assets is calculated by dividing the amount of profit after tax (excluding interest income and interest expenses) by the average net fixed assets.



二零一零至一一年度工作量主要統計數字載於附錄A。在二零一零至一一年度，本處16項主要服務的表現都超出指標，詳情載於附錄B。

The key workload statistics for 2010-11 are in Appendix A. In 2010-11, we well exceeded our 16 performance targets, details of which are set out in Appendix B.

二零一零至一一年度的工作表現及大事概要

Achievements and Highlights 2010-11

個案數目一覽 Caseload at a Glance

886,371

截至二零一一年三月三十一日，共有886,371間本地公司名列登記冊
886,371 local companies on the public register as at 31 March 2011

1,949,575

提交本處登記的文件數目有1,949,575份，或每個工作天7,798份
1,949,575 documents received for registration, or 7,798 documents per working day

26,222

26,222間不營運但有償債能力的私人公司根據《公司條例》第291AA條撤銷註冊
26,222 defunct solvent private companies were deregistered under section 291AA of the Companies Ordinance

99%

超過99%查閱資料的個案在網上進行
Over 99 per cent of searches were conducted on the Internet

143,797

143,797間新公司註冊成立，或每月11,983間新公司(在二零一零至一一年度，約81%註冊成立的新公司是一名成員組成的公司)
143,797 companies incorporated, or 11,983 new companies per month (About 81 per cent of the companies incorporated in 2010-11 were one-member companies)

1,812

1,812間公司以清盤方式解散
1,812 companies dissolved by liquidation

148,158

每月有148,158人次瀏覽本處網頁
148,158 visits to our website every month

295,133

查閱董事索引的個案有295,133宗
295,133 searches of the Directors' Index

42,530

提交本處的公司押記文件有42,530份，或每個工作天170份(提交本處登記的押記當中，約有三分之二與房地產有關)
42,530 charge documents received, or 170 documents per working day (About two-thirds of the charges received were related to landed properties)

49,834

本處電話諮詢熱線接獲的電話查詢數目有49,834宗，或每月4,153宗
49,834 enquiry calls received by the Registry's Enquiry Hotline, or 4,153 calls per month

60,163

1823電話查詢中心接獲的電話查詢數目有60,163宗，或每月5,014宗
60,163 enquiry calls received by the 1823 Call Centre, or 5,014 calls per month

189,772

查閱公司資料的個案有189,772宗
189,772 searches of company particulars

3,178,276

使用網上查冊中心查閱文件影像紀錄的個案有3,178,276宗
3,178,276 searches of document image records through the Cyber Search Centre

20,983

20,983間不營運公司根據《公司條例》第291條被剔除名稱
20,983 defunct companies were struck off under section 291 of the Companies Ordinance



二零一零至一一年度的工作表現及大事概要

Achievements and Highlights 2010-11

大事概要 Year Highlights



- 為本處主要的客戶及其他政府部門舉行「公司註冊處電子查冊服務」簡介會。
A briefing on the "Companies Registry's Electronic Search Services" was provided to the Registry's major customers and other government departments.

- 由公司註冊處、財經事務及庫務局和稅務局的代表組成的代表團在毛里求斯參加「2010年公司註冊論壇」。
A delegation comprising representatives from the Companies Registry, the Financial Services and the Treasury Bureau, and the Inland Revenue Department attended the Corporate Registers Forum 2010 in Mauritius.



- 在香港特許秘書公會主辦的「公司規管最新發展研討會」上發表「重寫《公司條例》最新發展及電子成立公司服務」簡報。
A presentation entitled "An Update on the Companies Ordinance Rewrite and e-Incorporation Service" was given at the Annual Corporate and Regulatory Update 2010, organised by the Hong Kong Institute of Chartered Secretaries.



- 佛山市常委赴港考察團到訪本處。
Members of the Standing Committee of Foshan City visited the Registry.

- 公司註冊處處長在香港會計師公會主辦的研討會上發表「《公司條例草案》擬稿第9部－帳目及審計」簡報。
The Registrar of Companies gave a presentation on "Part 9 of the Draft Companies Bill on Accounts and Audit" at a forum organised by the Hong Kong Institute of Certified Public Accountants.

- 荷蘭International Relations Commercial Register的Ricco Dun 先生到訪本處。
Mr Ricco Dun, Manager of the International Relations Commercial Register of the Netherlands, visited the Registry.

- 廣東省司法廳律師管理處處長到訪本處。
An official from the Department of Justice, Guangdong visited the Registry.



- 公司註冊處處長在香港董事學會主辦的「董事研討會2010」上發表「公司註冊處工作的最新發展及《公司條例》改革」簡報。

The Registrar of Companies gave a presentation on "Updates on the Work of the Companies Registry and Amendments to the Companies Ordinance" at the Directors' Symposium 2010, organised by the Hong Kong Institute of Directors.

- 公司註冊處處長頒發公司註冊證書予香港第一百五十萬間註冊成立的公司。
The Registrar of Companies presented the Certificate of Incorporation to the 1,500,000th company incorporated.



- 深圳市市場監督管理局代表團到訪本處。
A delegation from the Market Supervision Administration of Shenzhen Municipality visited the Registry.

2010



- 公司註冊處處長在香港大學法律學院主辦的研討會上發表「《2010年公司(修訂)條例》」簡報。
The Registrar of Companies gave a presentation on "Companies (Amendment) Ordinance 2010" at a seminar organised by the Faculty of Law of the University of Hong Kong.



- 統計處的同事到訪本處。
Colleagues from the Census and Statistics Department visited the Registry.

- 本處參加由香港特許秘書公會主辦的「企業管治研討會」。
The Registry participated in the "Conference on Corporate Governance" organised by the Hong Kong Institute of Chartered Secretaries.



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- 公司註冊處處長在香港特許秘書公會及香港會計師公會主辦的研討會上發表「《2010年公司(修訂)條例》及以電子方式成立公司」簡報。
The Registrar of Companies gave presentations on "Companies (Amendment) Ordinance 2010 and the Electronic Incorporation of Companies", at seminars organised by the Hong Kong Institute of Chartered Secretaries and the Hong Kong Institute of Certified Public Accountants.
- 日本的學者到訪本處。
Academics from Japan visited the Registry.



- 北京公證管理人員考察團到訪本處。
A delegation from the Beijing Municipal Judicial Bureau Notary Supervision Department visited the Registry.



- 北京市工商行政管理局代表團到訪本處。
A delegation from the Beijing Administration for Industry and Commerce visited the Registry.

二零一零至一一年度的工作表現及大事概要

Achievements and Highlights 2010-11



- 在香港貿易發展局主辦的「國際中小企博覽2010」上發表「有限公司的電子公司註冊」簡報。
A presentation on the "e-Incorporation of Limited Companies" was given at the World SME Expo 2010, organised by the Hong Kong Trade Development Council.
- 在投資推廣署的周年大會上發表「推出電子公司註冊服務及實施《2010年公司(修訂)條例》」簡報。
Presentations on the "Launching of e-Incorporation Services and Commencement of the Companies (Amendment) Ordinance 2010" were given at the Invest Hong Kong Annual Meeting.
- 公眾查冊組獲得本年度最佳服務獎。
The Public Search Section won the annual Best Service Award.



- 公司註冊處處長與深圳市市場監督管理局簽訂合作協議。
The Registrar of Companies signed a Cooperation Agreement with the Market Supervision Administration of Shenzhen Municipality.



- 英格蘭及威爾斯公司註冊處處長 Gareth Jones先生到訪本處。
Mr Gareth Jones, the Registrar of Companies of England and Wales, visited the Registry.



- 上海市工商行政管理局赴港考察團到訪本處。
A delegation from the Shanghai Administration for Industry and Commerce visited the Registry.

- 公司註冊處處長在香港華人會計師公會主辦的研討會上發表「《2010年公司(修訂)條例》」簡報。
The Registrar of Companies gave a presentation on "Companies (Amendment) Ordinance 2010" at a seminar organised by the Society of Chinese Accountants and Auditors.

- 舉辦多場「公司註冊處電子成立公司服務發布會」。
A series of "Marketing Conferences on Companies Registry's Electronic Incorporation Service" were conducted.



- 南京市工商行政管理局代表團到訪本處。
A delegation from the Nanjing Administration for Industry and Commerce visited the Registry.



- 向立法會提交《公司條例草案》。
Introduction of the Companies Bill to the Legislative Council.

2014

- 公司註冊處處長及業務經理邵國華先生向傳媒介紹一站式公司註冊成立及商業登記服務。
The Registrar of Companies and Mr Kenneth Siu, the Business Manager, introduced the one-stop company incorporation and business registration service to the media.



- 由陳茂波議員，MH，JP出任主席的法案委員會展開審議《公司條例草案》的工作。
The Bills Committee, chaired by the Honourable Paul Chan Mo-po, MH, JP, started to scrutinise the Companies Bill.

公司註冊處電子成立公司服務啟用酒會 Companies Registry Electronic Incorporation Service Launch Reception



- 財經事務及庫務局局長陳家強教授，SBS，JP及財經事務及庫務局常任秘書長(財經事務)區璟智女士，JP與其他主禮嘉賓主持「註冊易」的啟用儀式。
Professor K C Chan, SBS, JP, Secretary for Financial Services and the Treasury, and Miss Au King-chi, JP, Permanent Secretary for Financial Services and the Treasury (Financial Services), officiated at the Launch Ceremony of the e-Registry with other guests of honour.
- 公司註冊處處長就電子成立公司服務舉行新聞簡布會。
The Registrar of Companies conducted a media briefing on the Electronic Incorporation Service.



- 深圳市科技工貿和信息化委員會代表團到訪本處。
A delegation from the Science, Industry, Trade and Information Technology Commission of Shenzhen Municipality visited the Registry.



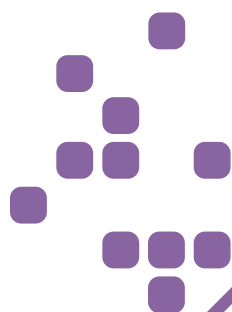
- 同事獲得金獎、銀獎及銅獎，以表揚他們在義工服務方面的卓越貢獻。
Colleagues received Gold, Silver, and Bronze awards for outstanding volunteer service.



- 公司註冊處獲頒2011年中小企業最佳拍檔獎。
The Companies Registry won the 2011 Best SME's Partner Award.

- 公司註冊處二零零八至二零一一年連續三年獲頒「同心展關懷」標誌。
The Companies Registry received the "Caring Organisation" logo 2008-2011.





「註冊易」 e-Registry

公司註冊處綜合資訊系統

公司註冊處(本處)一直致力為客戶提供高效率、具成本效益和優良的服務與設施，以辦理註冊成立公司及登記和查閱公司文件。近年來，本處致力於持續發展計劃，以擴展本處所提供公共服務的性質和範圍，其中一項主要措施是分階段實施「公司註冊處綜合資訊系統」(綜合系統)，以取代原有電腦系統，改革本處的核心業務，並促進本處邁向無紙運作模式。

網上查冊中心

網上查冊中心 (www.icris.cr.gov.hk) 於二零零五年二月在綜合系統第一階段投入服務時成立，為市民提供電子化的公司查冊服務。為方便網上查閱公司資料，本處把收到的所有文件轉換成數碼影像，綜合系統會按照預先訂定的規則，把文件影像傳送給適當的組別處理，以便本處人員將資料輸入系統以核對有關資料，並以聯線方式審閱資料。超過890,000間向本處註冊的本地和非香港公司的紀錄可全年全日24小時在網上查冊中心讓公眾查閱。目前，在網上查閱公司資料的比率超過99%。客戶在使用有關服務時遇上困難可向本處的服務組求助，服務組全日24小時為客戶解答查詢。

公司註冊處綜合資訊系統 第二階段

為進一步提升本地營商環境，本處於二零零九年六月展開綜合系統第二階段的開發工程。綜合系統第二階段包括開發公司註冊電子入門網站，而最重要的是提供電子成立公司服務。

Integrated Companies Registry Information System

The Companies Registry (the Registry) is fully committed to providing customers with efficient, cost-effective and high-quality services and facilities for incorporating companies and registering and inspecting company documents. In recent years, the Registry has embarked on a continuous development programme to expand the nature and scope of its services to the public. One of the major initiatives was the phased implementation of the Integrated Companies Registry Information System (ICRIS), which replaced the previous computer systems, transformed our core business activities and facilitated the Registry in moving towards a paperless operation.

Cyber Search Centre

The Cyber Search Centre (www.icris.cr.gov.hk), which provides electronic company search services to the public, was established in February 2005 upon the implementation of Phase I of ICRIS. To facilitate on-line searches of company data, all documents submitted to the Registry are converted into digitised images upon receipt. Document images are routed to the processing sections in accordance with pre-defined rules to facilitate data entry, system verification and on-line scrutiny by staff. Records of over 890,000 local and registered non-Hong Kong companies filed with the Registry are available for public search on the Internet 24 hours a day year-round. Presently, over 99 per cent of company searches are conducted on-line. Customers who experience difficulties in using the service can seek assistance from our Helpdesk, which is available round-the-clock to answer customers' enquiries.

Phase II of the Integrated Companies Registry Information System

To further enhance the local business environment, the development of Phase II of the Integrated Companies Registry Information System (ICRIS II) began in June 2009. ICRIS II covers the development of an electronic portal for company registration and, most importantly, an electronic company incorporation service.

「註冊易」新電子服務

「註冊易」

一個方便高效率的公司註冊制度，對香港作為主要國際商業和金融中心至為重要。本處於二零一一年一月推出名為「註冊易」(www.eregistry.gov.hk)的新電子入門網站，標誌著香港自第一間公司在一八六五年註冊成立以來，在公司註冊方面其中一個重要里程碑。

「註冊易」是一站式網上服務平台，全日24小時提供方便易用及全面的服務，讓客戶以電子方式註冊成立公司。由二零一一年一月起，客戶可透過「註冊易」在網上免費登記成為公司用戶或個人用戶。

電子方式成立公司

由二零零八年一月起，辦理本地公司註冊成立所需的時間由六個工作天縮短至四個工作天，這主要是透過精簡公司註冊程序達到的。

為了進一步加快公司註冊服務，本處在二零一一年三月十八日推出新的電子成立公司服務，讓公眾可隨時透過「註冊易」在網上註冊成立公司。如屬簡單個案(即不需人手處理的個案)，辦理公司註冊所需的時間已由四個工作天大幅縮短至少於一天，而新公司成立後，公司的資料亦可立即在本處的網上查冊中心讓公眾查閱。本地公司亦可透過「註冊易」提交「更改公司名稱通知書」。

新電子服務不但利便公司在香港開業，亦使香港在公司註冊方面與英國和新加坡等地看齊。另一方面，更可提升香港作為主要國際商業和金融中心的競爭力和吸引力。

New Electronic Services at the e-Registry

e-Registry

We believe that a convenient and efficient company registration system is vital to Hong Kong as a leading international business and financial centre. The launch of the new electronic portal, entitled "e-Registry" (www.eregistry.gov.hk), in January 2011, undoubtedly represented one of the most significant milestones for company registration in Hong Kong since the incorporation of the first company in 1865.

The e-Registry is a 24-hour Internet portal and a one-stop platform providing convenient, user-friendly and integrated services for electronic company registration. Since January 2011, users have been able to register on-line at the e-Registry and open Company User Accounts or Individual User Accounts free of charge.

Electronic company incorporation

Since January 2008, the time needed to incorporate a company in Hong Kong has been reduced from six to four working days. This has been achieved principally through the streamlining of incorporation procedures.

With a view to further expediting the incorporation service, we launched a new electronic incorporation service on 18 March 2011, allowing members of the public to incorporate a company at the e-Registry on-line, at any time. For straightforward cases (i.e. cases which do not require manual intervention), the processing time for company incorporation has been significantly reduced from four working days to less than one day. Particulars of new companies are also readily available for on-line inspection at the Registry's Cyber Search Centre after incorporation. Local companies may also submit Notifications of Changes of Company Names at the e-Registry.

The new electronic incorporation service not only facilitates Hong Kong business start-ups, but also puts Hong Kong on a par with comparable jurisdictions, such as the United Kingdom and Singapore, in terms of company registration. It also enhances Hong Kong's competitiveness and attractiveness as a major international business and financial centre.

事實上，由於公司註冊程序精簡及沒有最低資本規定，在世界銀行公布的「二零一一年全球營商環境報告」內「開辦企業」這項企業營運指標中，香港的排名在183個經濟體系中由第18位躍升至第6位。

一站式公司註冊及商業登記服務

本處亦與稅務局攜手合作，於二零一一年三月十八日在「註冊易」推出一站式公司註冊及商業登記服務，作為本處其中一個發展計劃。一站式新服務的主要特點如下：

公眾可在網上註冊成立公司，並同時申請商業登記。

任何人申請註冊成立公司即會被視為同時申請商業登記。

備有組織章程大綱及細則範本供申請人採用。

申請一經接納，本處會以電子方式一併發出公司註冊證書及商業登記證。

辦理公司註冊及商業登記之後，公司隨即可以開業。

電子證書與印文本證書具有相同法律效力。

整個申請程序只需經過一個步驟就可在一天內完成處理。

本處會把新公司的相關資料傳轉予稅務局商業登記署，以更新商業登記冊。

設有服務組全日24小時協助申請人。

立法修訂

《2010年公司(修訂)條例》第2及5部和《2010年商業登記(修訂)條例》於二零一一年二月二十一日實施，以配合一站式公司註冊及商業登記服務，包括以電子紀錄形式向公司

In fact, owing to the streamlining of incorporation procedures and the absence of a minimum capital requirement, Hong Kong leapt from 18th to 6th out of 183 economies on the "Starting a Business" ranking in the World Bank's "Doing Business Report 2011".

One-stop company incorporation and business registration

As part of the development project, and in collaboration with the Inland Revenue Department (IRD), a new one-stop service for company incorporation and business registration was also introduced by the e-Registry on 18 March 2011. The salient features of the new one-stop service are as follows:

- Members of the public can incorporate companies and apply for business registration on-line at the same time.
- Any person who submits an application for company incorporation will be deemed to have applied for business registration.
- Samples of model Memorandum and Articles of Association are provided for applicants.
- For successful applications, the Registry will issue electronic certificates of incorporation and business registration certificates in one go.
- Companies can commence business immediately upon incorporation and business registration.
- Electronic certificates have the same legal status as certificates in paper form.
- The entire process can be completed in one step and in less than one day.
- The Registry will transmit relevant information relating to new companies to the Business Registration Office of the IRD for updating the business register.
- A 24-hour helpdesk service is available to provide assistance to applicants.

Legislative Amendments

Parts 2 and 5 of the Companies (Amendment) Ordinance 2010 and the Business Registration (Amendment) Ordinance 2010 came into operation on 21 February 2011 to facilitate the one-stop service for company incorporation and business registration, including the delivery of

註冊處處長(處長)交付文件，以及以數碼簽署或通行密碼簽署文件。此外，處長亦獲賦權以電子紀錄形式發出公司註冊證書及商業登記證。

「註冊易」正式啟用

為慶祝「註冊易」服務啟用，本處於二零一一年三月十八日舉行了啟用儀式，由財經事務及庫務局局長陳家強教授，SBS，JP、財經事務及庫務局常任秘書長(財經事務)區璟智女士，JP、稅務局局長朱鑫源先生，JP、公司註冊處處長鍾麗玲女士，JP，以及負責開發新電子服務系統的承辦商電訊盈科企業方案有限公司董事總經理霍耀昌先生主禮。約有120名嘉賓出席酒會，包括主要客戶、專業團體及商會的代表。客戶及其他持分者對新電子服務有十分正面及令人鼓舞的評價。

documents to the Registrar of Companies (the Registrar) in the form of electronic records and the signing of documents using digital signatures or passwords. The Registrar is also empowered to issue certificates of incorporation and business registration certificates in the form of electronic records.

Official Launch of the e-Registry

To mark the opening of the e-Registry, a launch ceremony was held on 18 March 2011. The ceremony was officiated by Professor KC Chan, SBS, JP, Secretary for Financial Services and the Treasury, along with Miss Au King-chi, JP, Permanent Secretary for Financial Services and the Treasury (Financial Services), Mr Chu Yam-yuen, JP, Commissioner of Inland Revenue, Ms Ada Chung, JP, Registrar of Companies, and Mr George Fok, Managing Director of PCCW Solutions Limited, the Registry's system development contractor for the new electronic service. Around 120 guests, comprising representatives of major customers, professional bodies and chambers of commerce, attended the reception. Feedback from customers and other stakeholders on the new electronic service was very positive and encouraging.



公司註冊處處長向主禮嘉賓陳家強教授，SBS，JP及區璟智女士，JP介紹「註冊易」
The Registrar of Companies introduced the e-Registry to the guests of honour, Professor KC Chan, SBS, JP and Miss Au King-chi, JP

約有120名嘉賓出席啟用儀式
Around 120 guests attended the Launch Ceremony

「註冊易」的推廣活動

為了提高公眾對新電子服務的認識，本處舉辦以下多項推廣活動。

Publicity for the e-Registry

To promote public awareness of the new electronic services, a wide range of publicity activities were held, including the following.



於二零一一年一月舉辦五場「註冊易」發布會
Five briefing sessions at the e-Registry Marketing Conference were held in January 2011



由二零一一年三月至五月舉行巡迴展覽，展出本處新的電子服務及公司註冊的歷史
Roving exhibitions of the new electronic services and the history of company incorporation were held from March to May 2011



於二零一一年三月十八日舉行新聞發布會
A media briefing was held at the Registry on 18 March 2011

「註冊易」 e-Registry



由二零一零年十一月至二零一一年一月舉辦多場有關以電子方式成立公司的研討會
Seminars on the electronic incorporation of companies were organised from November 2010 to January 2011



在電視台及電台的不同頻道播放宣傳短片或廣告
Announcements or advertisements on the new services were broadcast on various channels, including television and radio

在四份本地報章刊登「註冊易」的專題文章
Featured articles on the e-Registry were published in four local newspapers



未來路向

本處會繼續提升「註冊易」的電子提交文件服務，以涵蓋所有根據《公司條例》須提交的指明表格及文件。由於涉及大量的指明表格，本處計劃分批推出以電子方式提交表格及其他新服務，包括電子監察文件註冊情況及電子提示服務等，以便客戶順利過渡。首批表格，包括較常提交的表格將於二零一一年末季在「註冊易」推出。

與此同時，為配合新《公司條例》實施後本處須肩負的新角色及職能，我們現正全面評估因實施新法例下的措施而在提升系統及改變程序方面所造成的影響。本處計劃於二零一一至一二年度展開系統提升工程，以配合新通過的《公司條例》的實施。

Way Forward

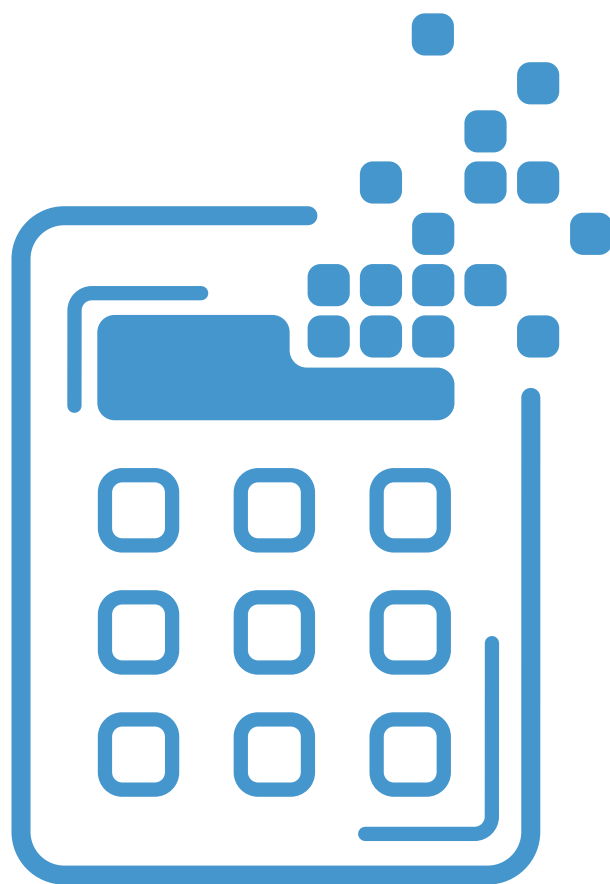
We will continue to enhance our electronic filing service at the e-Registry with a view to covering all specified forms and documents required to be filed under the Companies Ordinance. Given the number of forms involved, it is planned that electronic filing of forms and other new services, such as electronic monitoring of document registration details and electronic reminders, will be introduced in batches to facilitate a smooth transition. The first batch, which includes the more commonly filed forms, will be launched at the e-Registry in the last quarter of 2011.

At the same time, in preparation for the Registry taking up new roles and functions upon commencement of the new Companies Ordinance, we are undertaking a comprehensive assessment of the implications of the system enhancement and procedural changes arising from the initiatives contained in the new legislation. We plan to commence the system enhancement work in 2011-12 to facilitate the implementation of the new Companies Ordinance after its enactment.



財務與 人力資源

Finance and Human Resources



財務狀況

財政目標及摘要

一九九三年八月一日，公司註冊處根據前立法局通過的決議成立營運基金。根據《營運基金條例》(第430章)的條文，本處必須按照商業原則，在財政自給的基礎上運作。營運基金的目標是：

使營運基金的收入足以支付提供服務的一切開支；以及
為固定資產平均淨值取得合理的回報，而回報率(現時是8.3%)由財政司司長制訂。

本處的主要財務資料載於下表：

Finance

Financial Objectives and Highlights

The Companies Registry was established as a trading fund on 1 August 1993 by a resolution of the Legislative Council. In accordance with the Trading Funds Ordinance (Cap. 430), the Registry is required to operate under commercial principles on a self-financing basis. It aims to:

- meet all expenses incurred in the provision of services out of its income; and
- achieve a reasonable return, now standing at 8.3 per cent, as determined by the Financial Secretary, on the average net fixed assets employed.

Key financial information is provided below.

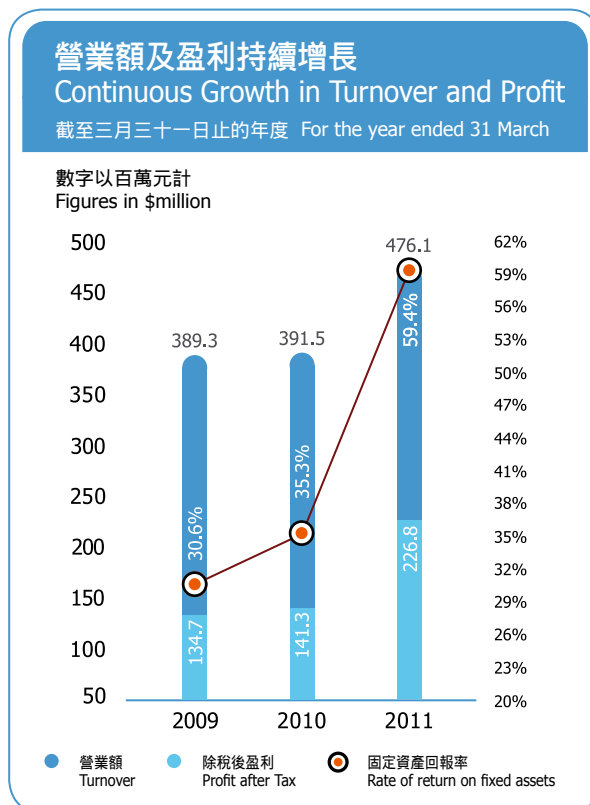
三年財務摘要

3-Year Financial Summary

(數字以百萬元計) (Figures in \$million)	2008-09	2009-10	2010-11
營業額 Turnover	389.3	391.5	476.1
運作成本 Operating costs	242.5	230.2	211.4
除稅後盈利 Profit after tax	134.7	141.3	226.8
已付予 / 須付予政府的股息 Dividends paid / payable to government	134.7	141.3	226.8
固定資產回報率 Rate of return on fixed assets	30.6%	35.3%	59.4%

財務與人力資源

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財務表現

按照公認會計原則製備的二零一零至一一年度周年帳目表和審計署署長報告載於附錄C。

《營運基金條例》規定，周年帳目表須提交立法會省覽。

在二零一零至一一年度，由於香港經濟表現強勁，本處的營業額及除稅後盈利分別上升21.6%及60.5%，達4億7,610萬元及2億2,680萬元，創下新的紀錄。年內，本處所運用的固定資產平均淨值的回報率亦創下新紀錄，達59.4%。

Financial Performance

The Annual Accounts for 2010-11, prepared in accordance with generally accepted accounting principles and together with the Report of the Director of Audit, are in Appendix C. The Annual Accounts will be tabled before the Legislative Council, as required by the Trading Fund Ordinance.

In 2010-11, against the backdrop of Hong Kong's strong economic performance, turnover and profit after tax were up by 21.6 per cent and 60.5 per cent to a record level of \$476.1 million and \$226.8 million respectively. The Registry also achieved a record return on the average net fixed assets employed of 59.4 per cent for the year.

年內，本處一直維持十分穩健的財務狀況。截至二零一一年三月三十一日，營運基金資本及保留盈利合計為6億5,530萬元，而營運基金資產淨值則為8億8,220萬元。本處提供服務所得的收入，令本處得以財政自給，無需借貸，負債主要包括員工所積存假期的貨幣化價值、網上查冊中心及「註冊易」登記用戶的預付款項、稅款及應累算費用。年內，本處的手頭現金及銀行存款增加15.1%，達6億5,860萬元。本處的財政儲備充裕，為本處持續進行的發展項目提供了資金。這些項目包括開發「公司註冊處綜合資訊系統」第二階段、草擬《公司條例草案》及其附屬法例，以及實施新的《公司條例》的準備工作。

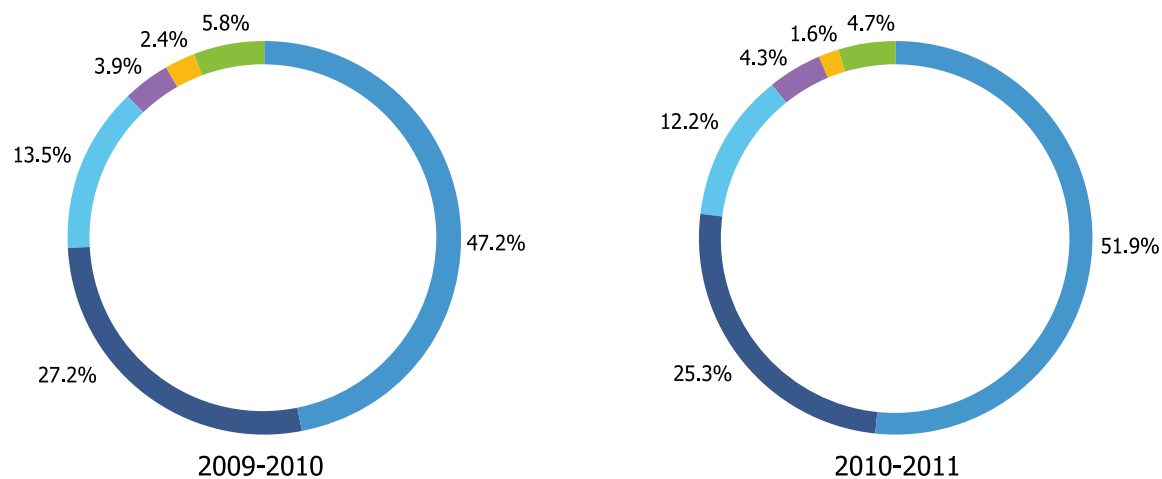
The Registry maintains a very solid and healthy financial position for the year. As at 31 March 2011, the capital plus retained earnings and net assets of the trading fund amounted to \$655.3 million and \$882.2 million, respectively. The Registry is self-financed by income generated from its services and no loan financing is required. Its liabilities mainly consisted of the monetised value of the untaken leave of its staff, prepayments received from the registered users of the Cyber Search Centre, and the e-Registry, taxation and accrued expenses. Cash and placements with banks for the year increased by 15.1 per cent to \$658.6 million. The Registry has built up a healthy reserve to finance its continuous development, including implementing Phase II of the Integrated Companies Registry Information System, the drafting of the Companies Bill and its subsidiary legislation, and preparation for the implementation of the new Companies Ordinance.



財務與人力資源

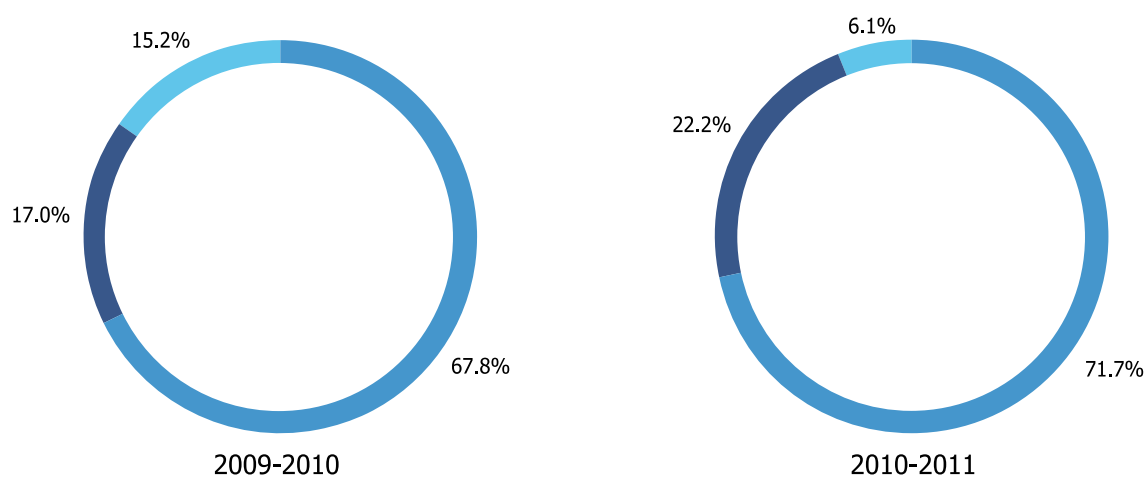
Finance and Human Resources

營業額 Turnover



● 公司註冊成立費 Incorporation fees ● 周年申報表登記費 Annual registration fees ● 查冊及影印收費 Search and copying fees
 ● 押記文件登記費 Charges registration fees ● 管理及代收服務費用 Fees for administration and collection services ● 其他費用 Other fees

運作成本 Operating Costs



● 員工費用 Staff costs ● 運作開支 Operating expenses ● 折舊及攤銷 Depreciation and amortisation



12,000

平均每月註冊成立的新公司數目
Average number of new companies
incorporated per month

業務回顧

受惠於中國內地及香港強勁的經濟增長，本處在二零一零至一一年度的財務表現繼續創下新紀錄。本處充裕的財政儲備讓本處可以藉提升綜合資訊系統和重寫《公司條例》不斷提升服務水平，令註冊和規管制度得以現代化。

公司註冊成立及解散

在二零一零至一一年度，註冊成立的公司數目有143,797間，較二零零九至一零年度增加33.9%，即每月有11,983間公司註冊成立，當中一人公司佔81%。

Business Review

With the strong economic growth in mainland China and Hong Kong, the Registry achieved yet another record financial performance in 2010-11. The healthy financial reserve enables the Registry to continuously improve its services and modernise the registration and regulatory framework through system enhancements and rewriting of the Companies Ordinance.

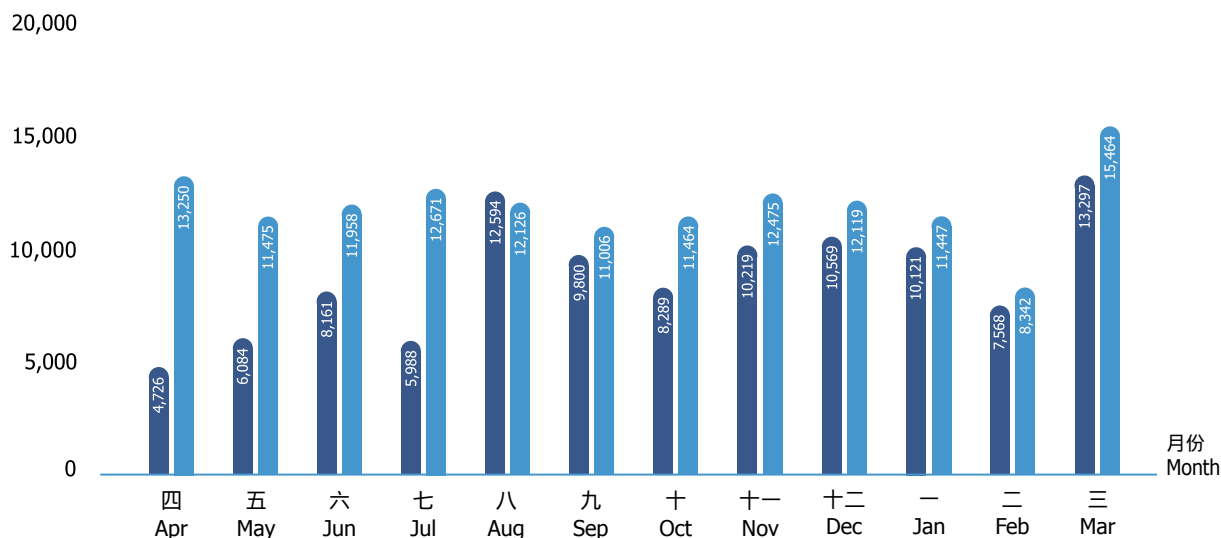
Incorporation and Dissolution of Companies

In 2010-11, 143,797 companies were incorporated, an increase of 33.9 per cent on 2009-10, and representing a monthly incorporation rate of 11,983 companies. About 81 per cent of companies incorporated were one-member companies.

註冊成立公司 Incorporation

公司數目 Number of Companies

● 2009-10 ● 2010-11



在二零一零至一一年度，共有20,983間不營運公司根據《公司條例》第291條被剔除名稱，另有26,222間不營運但有償債能力的私人公司根據《公司條例》第291AA條撤銷註冊。以清盤方式解散的公司共有1,812間。

In 2010-11, 20,983 defunct companies were struck off under Section 291 of the Companies Ordinance, and 26,222 defunct, solvent private companies were deregistered under Section 291AA of the Companies Ordinance. 1,812 companies were dissolved by liquidation.

財務與人力資源

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文件登記

在二零一零至一一年度，提交本處登記的文件有1,949,575份，較二零零九至一零年度增加12.2%，即平均每個工作天7,798份。

Registration of Documents

In 2010-11, 1,949,575 documents were received for registration, an increase of 12.2 per cent on 2009-10. This represents an average of 7,798 documents received every working day.



7,798

平均每天提交的文件數目
Average number of documents
received each working day

須交付公司註冊處處長登記的文件涵蓋公司營運各方面的資料，包括組織章程大綱及組織章程細則、公司秘書或董事的委任及更改通知書、註冊辦事處地址通知書、股份分配申報表和周年申報表。

Documents required to be delivered to the Registrar of Companies for registration cover different aspects of the operation of a company, including the memorandum and articles of association, notification of appointment of and change of company secretary or director, notification of address of registered office, return on allotments and the annual return.

公眾查冊

客戶可以使用本處的網上查冊中心(www.icris.cr.gov.hk), 全年全日24小時透過互聯網查閱公司資料, 包括向本處註冊的公司現況資料及文件影像紀錄。客戶可聯線閱覽或下載查冊結果。此外, 客戶亦可在網上查冊中心訂購文件或紀錄的核證副本, 並選擇以郵寄或速遞方式收取, 或親自到本處的公眾查冊中心領取。網上查冊中心提供的服務方便易用, 因此, 現時在網上查閱公司資料的比率超過99%。

客戶只須繳交低廉的年費, 便可以登記為登記聯線客戶, 以優惠的費用查閱文件影像紀錄, 並享有從帳戶的預付款項扣除查冊費的方便。非登記聯線客戶則可使用信用卡或透過繳費靈在網上付款。截至二零一一年三月三十一日, 登記聯線客戶共有2,034名, 較二零一零年三月三十一日的1,886名增加7.8%。

在二零一零至一一年度, 使用電子查冊服務查閱文件影像紀錄的個案總數為3,178,276宗, 較二零零九至一零年度增加6.6%。查閱公司資料和董事索引的個案分別為189,772宗及295,133宗, 較二零零九至一零年度分別增加5.5%及12.7%。

Public Search

Through the Registry's Cyber Search Centre (CSC) (www.icris.cr.gov.hk), customers can conduct company searches via the Internet on a 24-hour basis throughout the year. Information available for searching includes the current particulars of companies and digitised images of documents registered with the Registry. Search results can either be viewed on-line or downloaded by customers. Customers can also place orders through the CSC for certified copies of documents or records, which may be delivered by post or courier or collected in person from the Registry's Public Search Centre. Because the services provided by CSC are easily accessible and user-friendly, over 99 per cent of company searches are now conducted on the Internet.

Customers can become registered on-line users of the CSC upon payment of a small annual subscription fee. Registered on-line users can enjoy lower fees for searching image records and the convenience of having search fees deducted from their prepayment accounts. Unregistered on-line users can pay their search fees on-line by using credit cards or PPS by Internet. As at 31 March 2011, there were 2,034 registered on-line users, an increase of 7.8 per cent compared with 1,886 as at 31 March 2010.

In 2010-11, a total of 3,178,276 searches of document image records were made through the e-search services, an increase of 6.6 per cent on 2009-10. The total number of searches of company particulars and Directors' Index were 189,772 and 295,133 respectively, up by 5.5 per cent and 12.7 per cent respectively, compared with 2009-10.



12,713

平均每天查閱文件影像紀錄的個案數目
Average daily number of searches of
document image records

押記登記

在二零一零至一一年度，提交本處登記的公司押記數目為42,530份，較二零零九至一零年度增加32.5%，即平均每個工作天170份。提交本處登記的押記當中，約有三分之二與房地產有關。

Registration of Charges

In 2010-11, 42,530 charges created by companies were received for registration, an increase of 32.5 per cent on 2009-10. This represents an average of 170 charges received on each working day. About two-thirds of the charges received related to landed property.



170

平均每個工作天提交的押記數目
Average number of charges
received each working day

前膽

全球經濟的不明朗因素自二零一一年初起一直增加。美國脆弱的經濟復蘇和財政狀況，以及歐元區主權債務問題陰霾未散，依然是籠罩著全球經濟前景的主要下行風險因素。儘管本地經濟可望保持韌力，本處預計二零一一至一二年度的營業額只有溫和的增長。除了周年申報表註冊費的收入預計會因去年註冊成立的公司大增而增加7%之外，預計在二零一一至一二年度帶來收入的主要業務只會增長百分之二至三。

Forecasts

The level of uncertainty in the global economy has been increasing since the beginning of 2011. The fragile economic recovery and fiscal positions of the United States of America and the lingering sovereign debt problem in the eurozone remain the key sources of downside risks to the global economy. Therefore, despite that the local economy is expected to stay resilient, we expect our business volume in 2011-12 to grow only moderately. Apart from the income from registration fees for annual returns, which has a projected growth rate of 7 per cent due to the upsurge in the number of companies incorporated last year, the projected growth rate for our major revenue-generating activities is 2 to 3 per cent in 2011-12.

本處的業務很大程度受全球和本地經濟表現所影響，但面對全球經濟潛在的不明朗及風險因素，要推算二零一一至一二年度之後的業務情況變得十分困難。一如以往，我們在進行財務策劃時採取審慎態度。鑑於過去數年本處的營業額持續大幅增長，我們預計在二零一二至一三年度，本處的主要業務會輕微放緩，長遠來說往後的增長溫和。儘管要進一步削減或控制本處開支的空間有限，但是透過對資源運用的周詳策劃和嚴格監控，我們有信心在未來數年仍然可以達到固定資產平均淨值回報率所訂下的目標。

與此同時，經濟增長一旦放緩，公司的營運難免受到影響，而本處的財務表現亦會受到拖累。由於員工薪酬及系統維修佔本處營運開支的大部分，屬經常承擔額，因此審慎管理現金以應付這些經常開支對本處來說至為重要。本處因而必須保持足夠的儲備，以應付經濟情況可能逆轉的影響。為了進一步加強本處的服務和營商環境的規管制度，本處亦需要有足夠儲備才可持續推行多項新措施。這些新措施包括：

在二零一二至一三年度結束前，繼續開發及全面實施「公司註冊處綜合資訊系統」第二階段，讓客戶以電子方式把一些較常提交的法定申報表交付本處存檔；
繼續就《公司條例草案》的立法工作協助政府及立法會，繼續擬備相應修訂及相關規例和附屬法例；

The Registry's business is largely dependent on global and local economic performance. However, inherent uncertainties and risk factors in global economies have made it very difficult for us to forecast our business activities beyond 2011-12. As always, we have adopted a prudent approach in our financial planning. Given the continuous upsurge in our turnover in recent years, we project a slight dip in our major business activities in 2012-13, followed by moderate growth in the longer term. Although there is limited scope for the Registry to further reduce or contain its expenditure, with thorough planning and stringent control on the utilisation of our resources, we remain confident that we will be able to meet the target rate of return on average net fixed assets in the coming years.

Meanwhile, any slowdown in economic growth will inevitably affect company activities, which in turn will have a considerable effect on the Registry's financial performance. As the majority of our operational costs relate to staff emoluments and system maintenance, which represent regular commitments, prudent cash management is vital for the Registry to meet these recurrent expenses. It is important, therefore, for the Registry to retain sufficient reserves to safeguard against potential adverse economic conditions. To further enhance the Registry's services and the regulatory framework of our business environment, adequate reserves will also be required for the Registry to continue to carry out a number of initiatives. These include:

- continuing to develop and fully implement Phase II of the Integrated Companies Registry Information System by 2012-13 to introduce electronic filing of the more commonly filed statutory returns;
- continuing to support the Government and the Legislative Council in the legislative process of the Companies Bill, to prepare consequential amendments and related rules and subsidiary legislation;

財務與人力資源

Finance and Human Resources

為本處在新的《公司條例》下要肩負新的角色及職能作出準備；

開發及實施「公司註冊處綜合資訊系統」第IIB期，以配合新的《公司條例》的實施；

透過特定工作項目、宣傳教育及執法行動，促使公司達到高度企業管治水平，並遵從《公司條例》的規定，履行法定責任；

為「公司註冊處綜合資訊系統」建立熱址備援系統 ('hot site')，把系統故障的風險減至最低；及

全面檢討「公司註冊處綜合資訊系統」，以便日後進行系統提升/開發工程，以配合本處的目標和運作需要。

- preparing for the new roles and functions to be taken up by the Registry under the new Companies Ordinance;
- developing and implementing Phase IIB of the Integrated Companies Registry Information System to facilitate the implementation of the new Companies Ordinance;
- promoting a high level of corporate governance and compliance with statutory obligations under the Companies Ordinance through special projects, publicity programmes, education and enforcement;
- establishing a 'hot site' for the Integrated Companies Registry Information System to minimise the risk of service breakdown; and
- conducting an overall review of the Integrated Companies Registry Information System for future enhancement/development to align with the Registry's objectives and meet operational needs.

組織

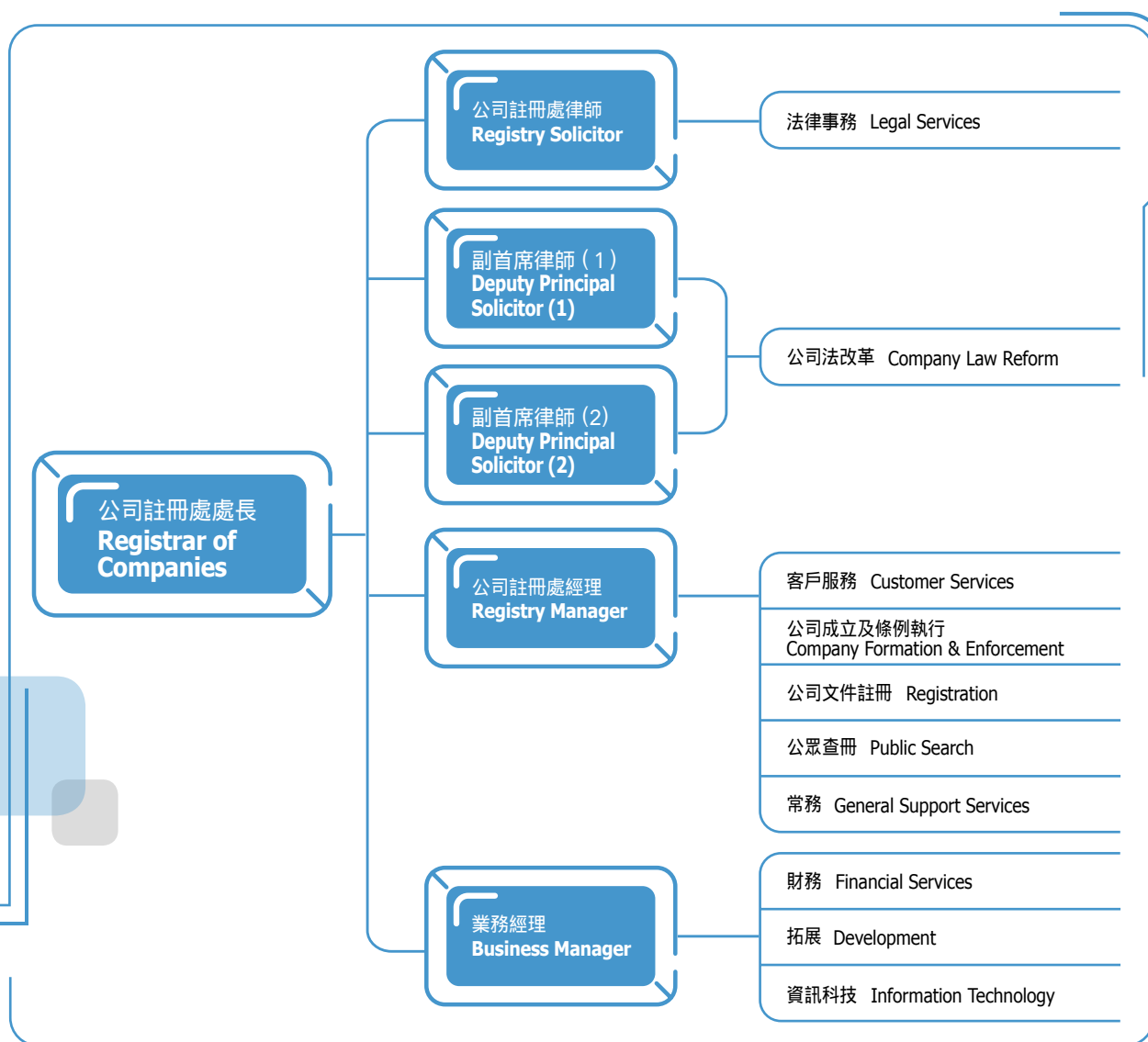
截至二零一一年三月三十一日，本處共有351名員工，其中280名為公務員，其餘71名為合約員工。在二零一零年三月三十一日，本處聘用的員工共有342名。人手稍微增加主要是由於日常運作的工作量增加，以及開發「公司註冊處綜合資訊系統」所致。

本處的組織架構如下：

Organisation

As at 31 March 2011, a total of 351 people, comprising 280 civil servants and 71 contract staff, were employed by the Registry, compared to 342 as at 31 March 2010. The slight increase was mainly attributable to the increase in workload in daily operations and the development of the Integrated Companies Registry Information System.

The Registry's organisation is as follows:



財務與人力資源 Finance and Human Resources



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



公眾查冊部的管理人員
Managers of the Public Search Division



公司文件註冊部的管理人員
Managers of the Registration Division



總部的管理人員
Managers of the Headquarters Team

財務與人力資源

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人力資源

培訓及發展

本處認同專業、高效率的團隊對本處提供優質服務及持續發展至為重要。我們每年均會擬訂部門培訓發展計劃，以切合本處的運作需要，並促進員工的發展。本處已委任培訓經理，負責監督及推行為本處不同職系人員而設的培訓計劃。此外，由二零一零年六月起推出的培訓通，亦有助本處處理及監察培訓事宜。

在二零一零至一一年度，本處員工共接受622天培訓。除了公務員事務局轄下公務員培訓處舉辦的培訓課程之外，本處亦為員工舉辦培訓課程，讓員工知悉本處各項新措施的最新情況，以及認識新的工作流程。本處亦安排員工參加本地或外地舉行的研討會和工作坊。此外，為培養本處員工不斷學習及自我提升的精神，本處一直有資助員工修讀與工作有關的課程和參加考試。

Human Resources

Training and Development

The Registry recognises that a team of high-calibre professional staff is essential for the provision of quality services to our customers and sustaining the development of the Registry. Every year, we draw up a Departmental Training and Development Plan to meet the operational needs of the Registry and to facilitate the development of staff. Training managers have been appointed to monitor and implement the training initiatives for different grades of officers in the Registry. A Training Administration System has also been operating since June 2010 to process and monitor training.

In 2010-11, staff undertook a total of 622 training days. In addition to the training courses provided by the Civil Service Training and Development Institute of the Civil Service Bureau, various in-house training sessions were conducted to update staff members on the Registry's new initiatives and to familiarise them with new work procedures. We also arranged for staff to attend local or overseas seminars and workshops. Furthermore, to promote a culture of continuous learning and self-development in the Registry, we have been providing financial support to staff to attend work-related courses and examinations.



本處舉辦《2010年公司(修訂)條例》簡介會，向員工介紹最新的立法修訂
In-house briefings on the Companies (Amendment) Ordinance 2010 were organised to update staff on the latest legislative amendments

本處三位律政人員參加在北京大學舉行為期六天的內地法律制度研習班
Three legal officers of the Registry attended a 6-day course on the mainland's legal system, held at Peking University

與員工溝通

本處十分重視與員工溝通。由管方及員方代表組成的部門協商委員會定期召開會議，討論員工關注的事項。此外，公司註冊處處長亦定期與各部別的管理人員舉行會議，討論與本處運作及新措施有關的專題事項。本處出版了《公司註冊處員工通訊》，以加強內部溝通。

管方致力提高員工的表現，讓他們發揮潛能，以加強本處整體的效率和生產力。主管人員每年均會撰寫下屬的工作表現評核報告，作為工作表現管理過程的其中一環，並就員工的評核報告和事業發展進行會見，與員工討論其工作表現、事業前途、抱負及事業發展計劃。

本處十分重視員工的投訴，並已訂定處理員工投訴的機制及向全體員工發布。部門的員工投訴主任由公司註冊處經理擔任，以確保所有員工的投訴得到妥善處理，並作出必需的糾正。

員工關係

本處繼續致力促進員工關係和健康。在二零一零至一一年度，本處舉辦各項聯誼及康樂活動，以助培養員工的歸屬感。活動包括西貢地質公園一天生態之旅、聖誕自助午餐聯歡會、中醫養生食療講座、有關預防流感的午間影片放映會，以及多個興趣班，例如蛋糕曲奇製作班、袖珍黏土雞蛋仔車仔檔製作班、迎春接福水仙班等，其中有些活動更邀請員工家屬參加。

Communications with Staff

The Registry values communications with its staff. A departmental Consultative Committee, comprising representatives from both management and staff, convenes regular meetings to discuss issues of concern. The Registrar of Companies also holds regular meetings with divisional managers to discuss topical issues relating to the Registry's operations and new initiatives. A Staff Newsletter has been published to enhance internal communication.

The management strives to maximise staff performance and potential with a view to enhancing the Registry's overall effectiveness and productivity. As part of the performance management process, supervising officers compile annual staff performance appraisal reports to assess staff performance. Appraisal and career development interviews are also conducted to discuss staff members' performance, career prospects, aspirations and career development plans.

The Registry recognises the importance of staff complaints. A mechanism for handling staff complaints has been established and promulgated to all staff members. The Registry Manager, as the Departmental Staff Complaints Officer, ensures that all complaints are properly handled and any necessary rectifications are made.

Staff Relations

The Registry continues to place emphasis on enhancing staff relations and physical well-being. In 2010-11, the Registry organised various social and recreational activities, including a local trip to the Hong Kong Geopark at Sai Kung, a Christmas party-cum lunch buffet, a talk on Chinese medicine, a video show on preventing influenza, and a number of interest classes such as cake-making, miniature clay food stall making and Chinese Narcissus bulb carving. Family members of the Registry's staff were also invited to join some of these activities, which help to cultivate a sense of belonging among staff members.

財務與人力資源 Finance and Human Resources



同事們暢遊西貢地質公園
Colleagues enjoying a trip to the Hong Kong Geopark at Sai Kung



本處管理委員會在聖誕聯歡會向員工祝酒
The Management Board proposing a toast to the Registry's staff at the Christmas Party



同事們參加興趣班
Colleagues participating in an interest class

激勵及嘉許員工

為激勵員工的表現及士氣，本處設有增進員工表現計劃，以加強員工對部門服務承諾的認識和承擔，並不斷提升服務水平。該計劃設有四個獎項，分別是工作表現獎、最佳建議獎、最佳服務獎及最佳櫃檯職員獎，得獎者由客戶投票選出，獎項有助培養員工承擔的精神，為客戶提供有禮及高效率的服務。此外，還有其他嘉許公務員的計劃，例如長期優良服務公費旅行獎勵計劃和長期優良服務獎勵計劃，以表揚長期服務而表現優良的員工。在二零一零至一一年度，本處有四名人員獲頒長期優良服務公費旅行獎，而獲頒長期優良服務獎狀的人員則有18名。

職業安全及健康

本處致力為全體員工達至高水平的職業安全及健康標準，並於二零零零年成立公司註冊處安全委員會，負責制訂和推行安全政策及措施，並加以監察和檢討。此外，本處亦鼓勵員工參加職業安全及健康訓練課程，並定期進行職業安全巡查，以找出工作間潛在的職安健風險。

Staff Motivation and Recognition

As an incentive to boost staff performance and morale, the Registry has implemented a Staff Motivation Scheme to promote awareness of, commitment to and continuous enhancement of performance pledges. There are four awards under the scheme, namely, the Registry Performance Award, the Best Suggestion Award, the Best Service Award and the Best Counter Staff Award. The award winners are voted and chosen by our customers and the awards have helped to promote a sense of commitment to providing a courteous and efficient service. Apart from this, other civil service-wide staff recognition schemes, such as the Long and Meritorious Service Travel Award and the Long and Meritorious Service Award schemes, are also in place to recognise long and meritorious service. In 2010-11, four officers from the Registry received the Long and Meritorious Service Travel Awards and 18 officers were awarded the Long and Meritorious Certificates.

Occupational Safety and Health

The Registry strives to achieve a high standard of occupational safety and health for all staff. The Companies Registry Safety Committee was established in 2000 to formulate, implement, monitor and review safety policies and measures. Staff members are also encouraged to attend training courses on occupational safety and health issues. In addition, the Registry conducts occupational safety inspections periodically to identify potential hazards in the workplace.

制定法例與規管任務

Legislation and Regulation



《2010年公司(修訂)條例》

除了關於採用無紙化方式持股的第7部之外，《2010年公司(修訂)條例》(修訂條例)已於二零一零至一一年度實施。修訂的主要目的在於：

加快公司名稱的審批程序，並賦權公司註冊處處長指示公司依據法院的命令或在其他指明情況下更改其名稱；

賦權處長可在公司沒有遵從更改名稱的指示時，以該公司的註冊編號取代其名稱；

擴大法定衍生訴訟的適用範圍至涵蓋多重衍生訴訟，准許指明法團的有關連公司的成員代表該指明法團提出法定衍生訴訟；

利便公司通過電子方式(包括公司網站)向處長以外的任何人作出通訊；

簡化公司成立的程序；

方便以電子方式向公司註冊處申請成立公司及提交公司文件存檔；

方便提交公司註冊處存檔的文件以數碼簽署或通行密碼簽署；及

賦權處長以電子紀錄形式發出證明書。

修訂條例第7部載列有關無紙化持股和進行股份及債權證轉讓的修訂，該等修訂將於香港推行無紙化市場之後實施。

Companies (Amendment) Ordinance 2010

The Companies (Amendment) Ordinance 2010 (Amendment Ordinance), with the exception of Part 7, which provides for paperless holding of shares, was implemented in 2010-11. The main purposes of the amendments include:

- expediting the company name approval process and empowering the Registrar of Companies to direct a company to change its name pursuant to a court order or under other specified circumstances;
- empowering the Registrar to replace a company name with the company's registration number if the company in question fails to comply with the Registrar's direction to change its name;
- expanding the scope of statutory derivative actions to cover multiple derivative actions, by allowing a member of a related company of a specified corporation to bring a statutory derivative action on behalf of the specified corporation;
- facilitating companies to communicate with any person other than the Registrar through electronic means, including company websites;
- streamlining the procedure for company incorporation;
- facilitating electronic company incorporation and the electronic filing of documents with the Companies Registry;
- facilitating the signing of documents to be filed with the Registry using digital signatures or passwords; and
- empowering the Registrar to issue certificates in the form of electronic records.

Part 7 of the Amendment Ordinance, which contains amendments relating to the paperless holding and transfer of shares and debentures, will be implemented on the introduction of a scripless market in Hong Kong.

制定法例與規管任務

Legislation and Regulation

《公司條例草案》

上一次對《公司條例》作出較大幅檢討和修訂時為一九八四年。過去二十年，公司法改革常務委員會及政府進行了數次大規模的檢討，目的是使《公司條例》現代化和改善本港的企業管治制度。這些檢討提出了多項修訂各條文的建議，其中一些建議已經實施。然而，作出小規模修訂的做法有其限制。《公司條例》需要全面重寫，使香港的公司法現代化，以進一步提升香港作為主要國際商業和金融中心的地位。此外，許多主要的普通法司法管轄區在過去二十年已改革當地的公司法。重寫《公司條例》讓香港可參考全世界在公司法發展方面的經驗，以加強本港的競爭力。本處獲得立法會支持，在二零零六年年中展開全面重寫《公司條例》的工作。

由財經事務及庫務局和公司註冊處人員組成的公司條例草案專責小組已經成立，負責重寫《公司條例》的工作。此外，還有四個由有關的專家和相關專業組織代表組成的專責諮詢小組亦已成立，負責就《公司條例》的不同範疇協助制訂修訂建議和推薦方案。公司條例草案專責小組亦會考慮公司法改革常務委員會所提出的意見及推薦方案，以及政府和香港會計師公會檢討《公司條例》會計及審計條文聯合工作小組提出的推薦方案。經過多年來五輪公眾諮詢，以及多個論壇和研討會上的討論，《公司條例草案》已經定稿，並已於二零一一年一月二十六日提交立法會。負責審議草案條文的法案委員會於二零一一年二月成立，由陳茂波議員，MH，JP出任主席。審議工作仍在進行中。法案委員會委員名單載於附錄D。

《公司條例草案》有四個主要目標，分別是加強企業管治、確保規管更為妥善、方便營商及

The Companies Bill

The Companies Ordinance (CO) was last substantially reviewed and amended in 1984. Over the past two decades, the Standing Committee on Company Law Reform and the Government have conducted several major reviews with a view to modernising the CO and upgrading our corporate governance regime, resulting in recommendations to amend various sections. Some of those recommendations have been implemented. However, this piecemeal approach has limitations. A comprehensive rewrite of the CO was needed to modernise our company law and further enhance Hong Kong's status as a major international business and financial centre. In addition, many major common law jurisdictions have reformed their company law over the past two decades. Rewriting the CO promised to allow us to leverage the developments in company law taking place around the world and enhance our competitiveness. With the support of the Legislative Council, a comprehensive rewrite was launched in mid-2006.

A dedicated Companies Bill Team comprising officers from the Financial Services and the Treasury Bureau and the Companies Registry was established to undertake the rewriting. Four advisory groups, comprising experts in related fields and representatives from relevant professional bodies, were also specifically set up to help formulate the proposals and recommendations for amendments to various areas of company law. The Companies Bill Team also took into account the views and recommendations of the Standing Committee on Company Law Reform and the recommendations made by the Joint Working Group of the Government and the Hong Kong Institute of Certified Public Accountants on accounting and auditing provisions. After five rounds of public consultation and numerous discussions at a series of public forums and seminars over the years, a Companies Bill was finalised and introduced into the Legislative Council on 26 January 2011. A Bills Committee chaired by the Honourable Paul Chan Mo-po, MH, JP was formed in February 2011 to scrutinise the provisions in the Bill, and the work of the Bills Committee is underway. A list of the members of the Bills Committee is provided in Appendix D.

The Companies Bill has aims to achieve four main purposes: to enhance corporate governance, to ensure better regulation, to facilitate business,

使公司法例現代化。為達致這些目標而建議的一些重要措施載於附錄E。當部分新條文通過成為法例之後，本處便要肩負起新的角色及職能。

我們在重寫《公司條例》時，參考了其他國際商業及金融中心的普通法司法管轄區(例如英國、澳洲及新加坡)在公司法發展方面的經驗，以確保我們建議的制度符合國際標準，並確保我們可以從其他普通法司法管轄區的法院案例中獲益。我們在提出建議之前，亦有考慮本地市場的特殊需要和情況，例如，由於意見紛紜，與其倣效英國和澳洲的做法把董事責任全面編纂為成文法則，我們建議只在法例中澄清董事謹慎行事的標準。此外，我們亦建議，如屬公眾公司及其附屬公司，涉及董事或其關連實體的某些交易，規定須得到沒有利益關係的股東的批准。雖然這項法定規定或會比某些普通法司法管轄區較為嚴格，但考慮到不少本港的公眾公司是由家族操控，為了令股東權益更有保障，這項規定實屬必要。

草案共有909條條文及10個附表。除了實質條文及過渡性條文之外，還會包括經諮詢政府決策局及部門後草擬的有關其他條例的相應修訂。此外，亦會草擬規則及規例，以配合《公司條例草案》的實施。

and to modernise the law. The notable measures proposed to achieve these purposes are set out in Appendix E. Some of the new provisions, when enacted, will lead to new roles and functions to be assumed by the Registry.

In the rewrite of the CO, we have made reference to and benchmarked ourselves against the company law developments in other major common law jurisdictions with internationally active business and financial sectors, such as the United Kingdom, Australia and Singapore, to ensure that our proposed regime is in line with international standards and that we will be able to benefit from precedent cases in other common law courts. We have also taken into account the special needs and circumstances of the local market in arriving at our proposals. For example, given the diversity of views on the issue, rather than comprehensively codifying the duties of directors, as in the United Kingdom and Australia, we propose that only the standard for directors' duty of care should be clarified in the statute. We also propose to require the approval of disinterested shareholders for certain transactions involving directors or their connected entities in the case of public companies and their subsidiaries. Although this statutory requirement may be more stringent than in some other common law jurisdictions, we consider it necessary for fostering shareholder protection given the large number of family-controlled public companies in Hong Kong.

The Bill has a total of 909 clauses and 10 schedules. Apart from the substantive provisions and transitional provisions, consequential amendments to other ordinances will be provided for in consultation with government bureaux and departments. Rules and regulations to facilitate the implementation of the Companies Bill will also be drafted.



法案委員會正在審議《公司條例草案》
The Bills Committee was scrutinising the Companies Bill

制定法例與規管任務

Legislation and Regulation

公司法改革常務委員會

公司法改革常務委員會(常委會)是在一九八四年成立的非法定諮詢組織，負責定期檢討《公司條例》，以確保能配合本地營商環境不斷轉變的需要。常委會的現任主席為資深大律師林雲浩先生，他自二零一一年二月一日起接替資深大律師余若海先生，SBS，JP出任主席一職。公司註冊處為常委會提供秘書處服務。常委會二零一零至一一年度成員名單載於附錄F。

在二零一零至一一年度，常委會共召開四次會議，審議多項與公司法改革有關的建議。常委會將在二零一一年下半年發表第27號年報。

遵從法規與執法

良好的企業管治及按時履行遵從法規的責任對建立有效的規管架構，以及改善香港的營商環境以提升競爭力至為重要。除了致力促進企業管治及依賴懲罰和檢控確保遵從法規之外，本處亦採取溫和及便利營商的措施，鼓勵公司遵從法規。

近年，本地公司根據《公司條例》的規定提交周年申報表的整體遵從比率維持在一個高水平。二零零九至一零年度及二零一零至一一年度的遵從比率均為89%。儘管如此，為進一步推動及鼓勵公司遵從法規，在本處提出檢控前提交周年申報表，本處自二零零九年起展開兩項大型行動。

Standing Committee on Company Law Reform

The Standing Committee on Company Law Reform (SCCLR) is a non-statutory advisory body formed in 1984 to review the CO on a regular basis to ensure that it meets the changing needs of the local business environment. The SCCLR is currently chaired by Mr Godfrey Lam, SC, who took up the chairmanship from Mr Benjamin Yu, SBS, SC, JP on 1 February 2011. The Registry provides secretarial support to the SCCLR. A list of SCCLR members for 2010-11 is in Appendix F.

During 2010-11, the SCCLR held four meetings and considered a number of proposals relating to company law reform. The SCCLR will publish its 27th Annual Report in the latter half of 2011.

Compliance and Enforcement

Good corporate governance and timely compliance are of paramount importance in building up an effective regulatory environment and making Hong Kong a better and more competitive place to do business. In addition to promoting corporate governance and relying on sanctions and prosecutions to ensure compliance, the Registry has also employed soft and business-friendly measures to encourage compliance.

The overall rate of compliance in the filing of annual returns by local companies under the Companies Ordinance has remained high in recent years. A compliance rate of 89 per cent was recorded in 2009-10 and 2010-11. Despite this, the Registry has undertaken two major exercises since 2009 to further promote and encourage the filing of annual returns before any prosecution action is taken.

在二零零九年，本處展開一項特別行動，向未有提交周年申報表及帳目的失責擔保有限公司（擔保公司），發出催辦通知書。這項行動分三個階段進行，涉及約3,000間擔保公司。由於其中一些牽涉的擔保公司是接受市民捐款或政府資助的獲豁免繳稅慈善團體，因此必須確保這些擔保公司根據《公司條例》的規定，準時申報及披露公司資料。本處預期，這項行動最後一個階段將於二零一一年年中結束。至目前為止，約43%的失責公司在收到催辦通知書後補交申報表存檔。至於餘下的公司，本處會視乎適當情況採取檢控或剔除註冊的行動。

在二零一一年三月，本處進行了另一項特別行動，以鼓勵公司提交周年申報表。在是次行動中，本處共發出超過67,000封通知書給未有提交二零一零年周年申報表的失責私人公司。

本處持續加強對違反《公司條例》非涉及提交文件罪行的執法。過去一年本處提出檢控的罪行包括在處長發出有關指示後未有更改公司的名稱、未有舉行周年大會、未有將公司名稱緊附於其處所外面，以及未有在單據上方註明公司名稱及其成立為法團的地方。此外，三名公司董事被成功檢控就撤銷公司註冊的申請提供虛假資料。本處會在適當情況下向香港警方尋求協助。

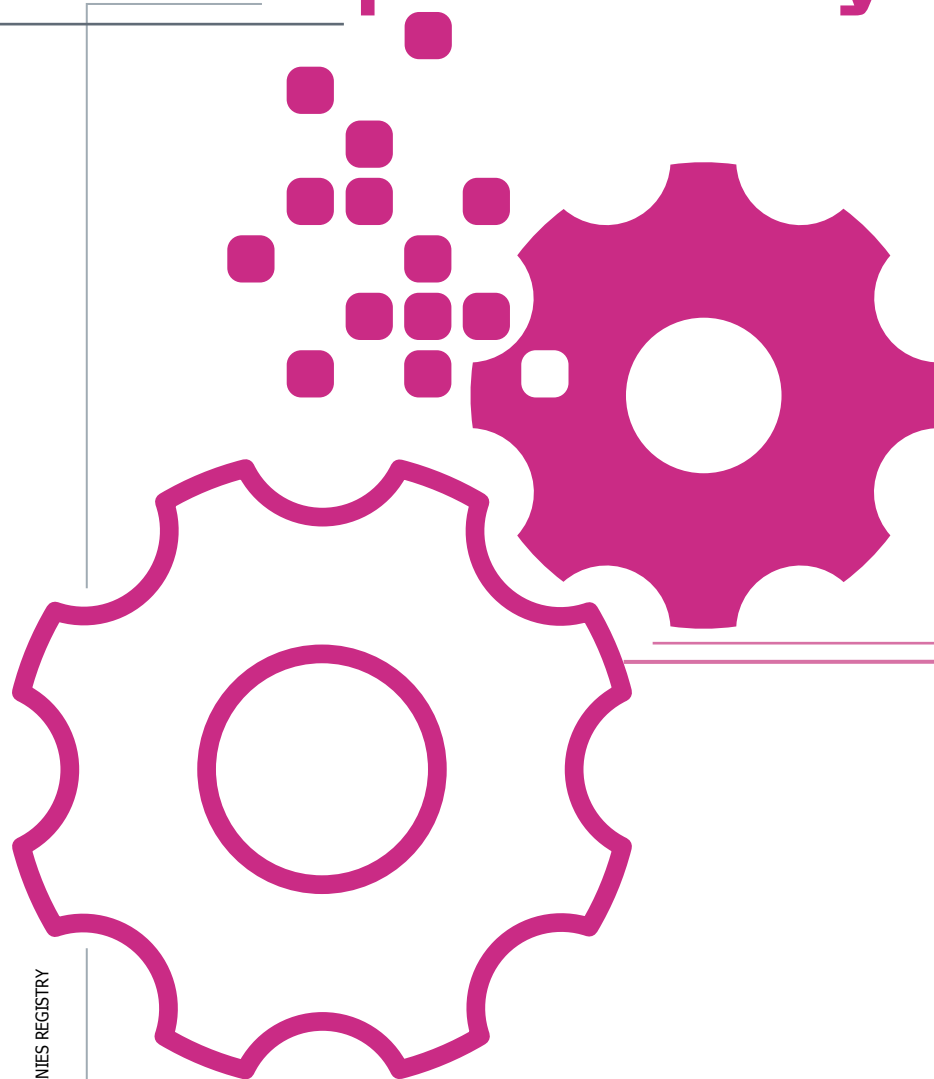
In 2009, the Registry commenced a special exercise to send reminder letters to companies limited by guarantee (guarantee companies) that were in default of filing their annual returns and accounts. The exercise was conducted in three phases and covered around 3,000 guarantee companies. As some of the guarantee companies involved are tax-exempt charities that receive donations from the public or Government subvention, it is particularly important to ensure the timely reporting and disclosure of company information required under the Companies Ordinance. We envisage that the final phase of the exercise will be completed in mid-2011. So far, about 43 per cent of the companies in default filed their outstanding returns after receiving reminders from the Registry. Prosecution or striking-off actions were taken as appropriate for the balance.

In March 2011, the Registry conducted the second round of a special exercise to encourage the filing of annual returns. In the exercise, over 67,000 notices were issued to private companies which were in default of filing their 2010 annual returns.

The Registry has continued to step up its enforcement efforts in respect of non-filing offences under the Companies Ordinance. In the past year, it has instituted prosecutions for failure to comply with the Registrar's direction to change names, failure to hold annual general meetings, failure to affix a company name on the outside of premises, and failure to state a company's name and place of incorporation in its bill-heads. Three company directors were also prosecuted and convicted of offences for giving false information in connection with applications to deregister companies. The Registry enlists the assistance of the Hong Kong Police in appropriate cases.

企業管治及社會責任

Corporate Governance and Social Responsibility

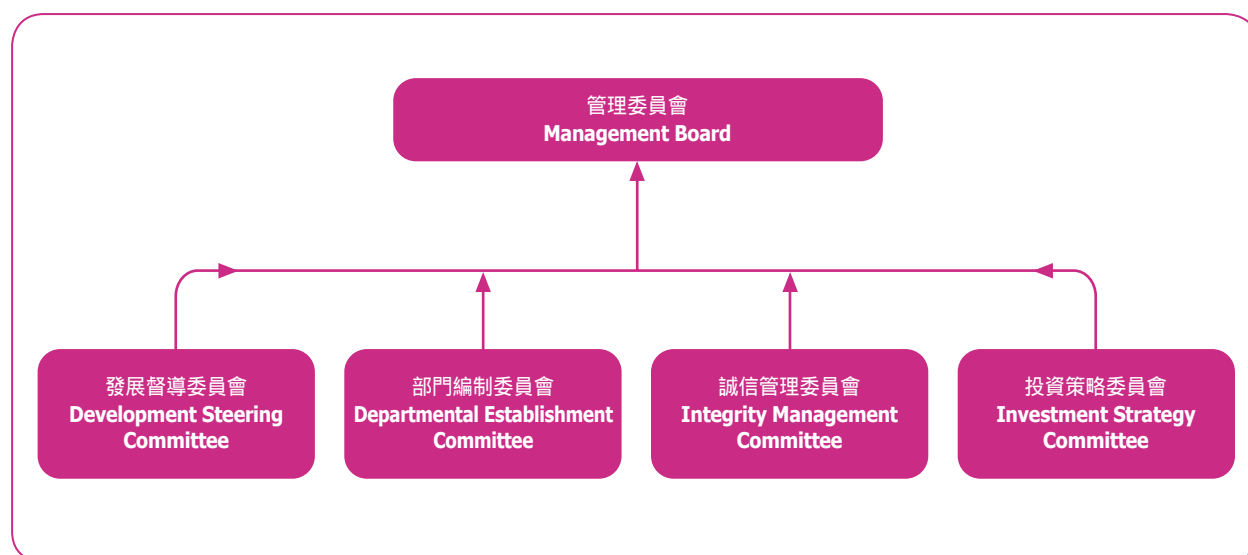


高水平企業管治的承諾

公司註冊處致力維持高水平的企業管治，因為我們相信，有效的管治方式，對達至本處的長遠策略目標及保障所有利益相關者的權益，至為重要。本處建立了十分全面的架構，以確保有明確的問責制度、有成效卓著的內部監控、以及有高水平的誠信和透明度。

Commitment to High Standard of Corporate Governance

The Companies Registry is committed to maintaining a high standard of corporate governance, which we believe is vital to achieving our long-term strategic goals and safeguarding the interests of our stakeholders. The Registry has established a comprehensive framework to ensure clear accountability, effective internal control and a high level of integrity and transparency.



委員會

管理委員會

管理委員會由公司註冊處處長擔任主席，成員包括本處全體首長級人員。委員會負責訂定本處的策略方向，以及管理本處的業務和事務，務求達到本處的理想和使命。委員會每月召開會議一次，如有需要會召開更多會議，以確保妥善處理政策、運作和法例方面相關的事宜。

其他委員會

本處成立了四個各有特定職權範圍的委員會，負責就特定運作範疇提供有效及針對性的監督和領導：發展督導委員會、部門編制委員會、誠信管理委員會和投資策略委員會。

Board and Committees

The Management Board

The Management Board, chaired by the Registrar of Companies and comprising all of the directorate officers of the Registry, is responsible for setting strategic directions and managing the business and affairs of the Registry with the aim to achieve its vision and mission. The Board meets monthly, or more frequently if necessary, to ensure that relevant policy, operational and legislative issues are properly dealt with.

Committees

To provide effective and focused oversight and leadership to specific areas of the operation, four committees have been established with specific terms of reference: the Development Steering Committee, the Departmental Establishment Committee, the Integrity Management Committee and the Investment Strategy Committee.

企業管治及社會責任

Corporate Governance and Social Responsibility

發展督導委員會

本處認同訂定長遠業務發展計劃和策略，對於維持公司註冊處卓越的表現，以及為社會提供優質服務方面至為重要。發展督導委員會由公司註冊處處長擔任主席，成員包括本處高層管理人員和財經事務及庫務局的代表。委員會負責就本處的長遠業務發展訂定方向目標，並監督本處各項主要措施及計劃的推行。在委員會的領導下，本處於二零一一年三月成功推出一站式電子成立公司及商業登記服務。在未來的日子，委員會會繼續監督以電子方式提交文件服務的進一步開發工程，以及必需的系統提升工程，以配合本處在新的《公司條例》下要肩負的新角色和職能。

部門編制委員會

員工費用約佔本處運作成本的70%。本處認同有效的人力策劃，不僅對成本，還對所提供服務的質素有所影響。有見及此，本處成立了部門編制委員會，由本處的高層管理人員組成，負責審議人手方面的建議，並向公司註冊處處長提出推薦方案，以制訂本處短期和長期的人力規劃。

誠信管理委員會

作為一間公共機構，本處完全明白擁有一支持廉守正的隊伍是極其重要的。因此，本處十分重視提倡和管理誠信，並於二零零八年二月成立公司註冊處誠信管理委員會，負責統籌和監察本處推行的誠信管理措施。委員會成立之後，積極向員工推廣崇高的操守標準，並制訂誠信管理的周年工作計劃，為本處人員提供清晰的指引，以了解本處在誠信管理方面的承擔和工作。二零一零至一一年度工作計劃的措施已順利完成。透過在處內播放影片和舉行講座，員工對誠信事宜和防貪的警覺性得以提

Development Steering Committee

We recognise that long-term business development planning and strategies are critical to the Registry in maintaining an excellent Companies Registry and providing a high quality service for the community. The Development Steering Committee, chaired by the Registrar of Companies and comprising members of the Registry's senior staff and representative of the Financial Services and the Treasury Bureau, is responsible for setting the direction for the Registry's long-term business development and overseeing the implementation of key initiatives and projects. Under the leadership of the Committee, the one-stop service for electronic company incorporation and business registration was successfully launched in March 2011. In the years ahead, the Committee will continue to oversee the further development of electronic filing services and the necessary system enhancement to cater for the new roles and functions introduced by the new Companies Ordinance.

Departmental Establishment Committee

About 70 per cent of the Registry's operating costs are staff costs. The Registry recognises the importance of good manpower planning, which has a bearing not only on costs but also on the quality of services provided. In this respect, a Departmental Establishment Committee has been formed, composed of senior officers of the Registry, to consider staffing proposals and make recommendations to the Registrar of Companies for the formulation of the Registry's short and long-term manpower plans.

Integrity Management Committee

As a public organisation, the Registry is fully aware that it is vital to have an ethical, clean and honest workforce. The Registry therefore places great emphasis on promoting and managing integrity, and an Integrity Management Committee was established in February 2008 to coordinate and monitor the Registry's integrity management initiatives. Since its establishment, the Committee has strived to promote high ethical standards among staff members and has drawn up an annual Integrity Management Programme Action Plan to provide staff members with clear guidance on the Registry's commitment to and efforts in integrity management. The initiatives in the 2010-11 Action Plan were successfully completed during the year. Staff were alerted to integrity

高。此外，本處亦鼓勵員工參加由公務員事務局誠信領導計劃舉辦的會議、研討會和工作坊。

投資策略委員會

本處自成立以來，累積的盈餘可以為日常運作及未來發展提供資金，並足以應付不時之需。截至二零一一年三月三十一日，本處的現金儲備為6億5,860萬元，可供本處作短期或長期投資之用。投資策略委員會於二零零八年十月成立，由公司註冊處處長擔任主席，負責制訂本處的投資政策，並審議其他投資策略和建議。委員會定期及有需要時舉行會議，監察本處的投資組合和投資表現。

問責及風險管理

本處是一個以營運基金形式運作的部門，按類似商業方式提供服務。我們須就本處所提供的服務及表現，向財經事務及庫務局局長及公眾負責。

整體工作及業務計劃

本處每年須提交整體工作及業務計劃予財經事務及庫務局局長批核。有關計劃載列本處在業務和政策方面要達至目標所訂定的短期及長期策略。計劃一經批核，便會成為衡量本處表現的準則。

與財經事務及庫務局舉行會議

財經事務及庫務局(財經事務科)是本處的決策局。本處定期與財經事務及庫務局常任秘書長(財經事務)及財經事務科的代表舉行會議，以檢討本處的表現，並就運作和立法方面的主要措施尋求政策上的支持。此外，我們每六個月與財經事務及庫務局庫務科的代表舉行會議，以評估及監察本處的財務表現。

issues and prevention of corruption through in-house video shows and talks. They were also encouraged to attend conferences, seminars and workshops organised by the Civil Service Bureau as part of the Ethical Leadership Programme.

Investment Strategy Committee

Since its establishment, the Registry has built up a reserve to finance its daily operations and future development and to meet contingency needs. As at 31 March 2011, the Registry had a cash reserve of \$658.6 million available for short or long-term investment. The Investment Strategy Committee chaired by the Registrar of Companies was established in October 2008 to formulate the Registry's investment policies and consider alternative investment strategies and proposals. The Committee meets at regular intervals and whenever a need arises to oversee the Registry's investment portfolio and performance.

Accountability and Risk Management

As a trading fund department, the Registry provides services on a quasi-commercial basis. We are accountable to the Secretary for Financial Services and the Treasury and the public for our service delivery and performance.

Corporate and Business Plan

The Registry will submit an annual Corporate and Business Plan to the Secretary for Financial Services and the Treasury for approval. The plan sets out the short and long-term strategies for achieving the Registry's business and policy objectives and, once approved, will serve as the standard for evaluating the Registry's performance.

Meetings with the Financial Services and the Treasury Bureau

The Financial Services and the Treasury Bureau (Financial Services Branch) is the policy bureau of the Registry. We meet with the Permanent Secretary for Financial Services and the Treasury (Financial Services) and representatives of the Financial Services Branch on a regular basis to review the Registry's performance and obtain policy endorsement on any major operational and legislative initiatives. We also meet with representatives of the Treasury Branch of the Bureau to evaluate and monitor our financial performance every six months.

企業管治及社會責任

Corporate Governance and Social Responsibility

規則及規例

雖然本處按類似商業方式運作，但我們在進行採購及其他財務活動時仍須遵從政府的規則及規例行事，以確保本處在採購和財務工作上保持應有的誠信和內部監控。此外，本處亦為員工提供內部運作和財務管理的指引。

風險管理

本處的網上查冊中心及「註冊易」投入運作之後，為客戶提供全日24小時的查冊及公司註冊服務。這些服務必須有安全、穩定和可靠的電腦系統加以支援。為此，發展督導委員會亦會監督本處在資訊科技方面的功能，以及監督這些功能與本處核心業務的配合，以確保系統切合本處的使命、政策及目標。

本處制訂了業務應變計劃，以減低系統一旦故障對業務所造成的風險。計劃包括一個運作復原系統，可以支援重要功能或運作，確保維持最低限度服務。此外，我們定期進行運作復原演習，以測試復原程序，確保運作復原系統操作正常。

本處認同高水平的資訊保安對確保為客戶提供服務的基礎設施穩定可靠至為重要。為此，本處制訂了資訊科技保安政策、資訊保安事故處理指引，以及終端用戶的資訊科技保安指示，供本處員工有所遵循。這些指示和指引會不時作出檢討和更新，以確保有關措施符合現行的指引和標準。

為確保員工妥為遵從各項指示及指引，本處定期向員工提供最新資料，以提高員工對資訊保安的認識，並促使員工遵從各項保安政策和指示。此外，本處每年進行獨立的資訊保安審核工作，並在推出新功能前先進行風險評估。

Rules and Regulations

Although the Registry operates on a quasi-commercial basis, we are still required to follow a number of government rules and regulations when we conduct procurement and other financial activities. This ensures that integrity and internal controls are properly maintained in the Registry's procurement and financial processes. There are also internal operational guidelines and financial management guides for staff members.

Risk Management

With the implementation of the Cyber Search Centre and the e-Registry, we provide round-the-clock company search and incorporation services to our customers. The provision of such services has to be supported by secure, stable and reliable computer systems. Thus, the Development Steering Committee oversees, among other things, the Registry's information technology (IT) functions and their interface with the Registry's core business activities to ensure the alignment of IT systems with the corporate mission, policies and objectives.

A business contingency plan has been developed to reduce the risk to business in the event of system disruptions. The plan includes a disaster recovery system, which supports critical functions or operations and ensures the continuity of a minimum level of services. Disaster recovery drills are carried out periodically to test the recovery procedures and ensure proper functioning of the disaster recovery system.

The Registry recognises that high-level information security is essential for ensuring a reliable infrastructure for the provision of services to customers. For this purpose, an IT Security Policy, Guidelines on Information Security Incident Handling, and End Users Instructions on IT Security have been developed for staff to follow. These instructions and guidelines are reviewed and updated from time to time to ensure they are consistent with the prevailing guidelines and standards.

To ensure proper compliance with the instructions and guidelines, the Registry provides regular updates to staff members with a view to fostering security awareness and compliance with various security policies and instructions. The Registry also engages independent auditors to conduct IT security audits annually and carry out risk assessments before rolling out new functions.

溝通及透明度

與客戶及公眾溝通

本處致力與客戶及公眾保持緊密的溝通。本處的網站(www.cr.gov.hk)讓公眾便於閱覽本處的最新資料，包括本處的發展，以及最新的法定要求和程序規定。網站備有繁體版、簡體版及英文版。在二零一零至一一年度，共有1,777,897人次瀏覽。

此外，本處亦透過拜訪、諮詢和刊物，例如對外通告及資料小冊子等，與客戶保持緊密聯繫。本處亦有舉辦研討會、簡介會和展覽，以介紹法例修訂或程序更改，以及本處的機構活動。其中有些活動是在本處處內舉行，有些則是與專業機構合辦，例如香港特許秘書公會及香港貿易發展局。

Communication and Transparency

Communication with Customers and the Public

The Registry strives to maintain close contact with its customers and the public. The Registry's website (www.cr.gov.hk) provides the public with easy access to updated information relating to the Registry and its developments, together with the latest statutory and procedural requirements. The website has three versions: traditional Chinese, simplified Chinese, and English. In 2010-11, it was accessed 1,777,897 times.

In addition, we maintain close connections with our customers through visits, consultations and publications, such as external circulars and information pamphlets. Seminars, briefings and exhibitions are also held for the purpose of introducing legislative or procedural changes and organisational functions. Some of these functions are organised in-house and some jointly with professional bodies, such as the Hong Kong Institute of Chartered Secretaries and the Hong Kong Trade Development Council.



客戶在「電子查冊服務簡介會」上提問
A question raised by a customer at the "Briefing on e-Search"



客戶在新的電子註冊服務推出後作出回應
Customers' feedback following the introduction of the new electronic incorporation service

企業管治及社會責任

Corporate Governance and Social Responsibility

審計及報告

本處按照公認會計原則每年製備周年帳目表，並經由審計署署長審核。本處的經審計周年帳目表及年報每年須一併提交立法會省覽。

Audit and Report

The Registry prepares its annual accounts in accordance with generally accepted accounting standards. The annual accounts are audited by the Director of Audit and the audited accounts together with the Registry's annual report are tabled in the Legislative Council each year.

公開資料守則

本處認同有需要讓市民充分認識本處和本處所提供的服務，以及對個人以至整個社會均有影響的政策和決定的依據。為達到這個目標，本處一直全面遵從政府的公開資料守則。該守則就政府向公眾人士提供資料訂定正式的行政綱領。

Code on Access to Information

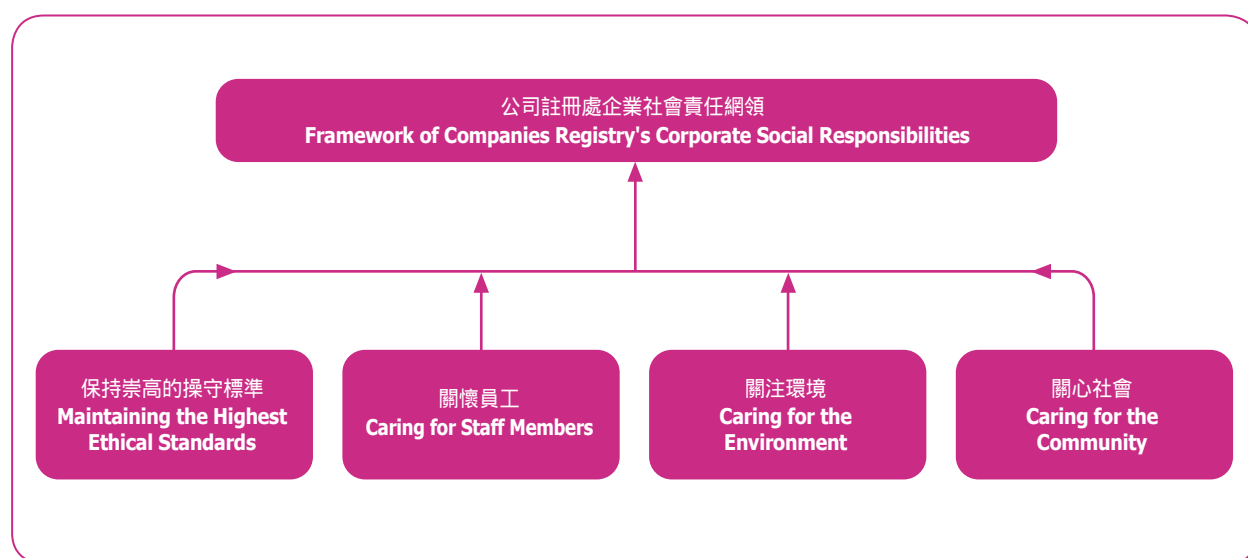
The Registry recognises the need for members of the public to be well informed about the Registry, the services it provides and the basis for policies and decisions that affect individuals and the community as a whole. To achieve this objective, the Registry is in full compliance with the requirements of the government's Code on Access to Information, which provides a formal administrative framework for the provision of information to members of the public.

社會責任

作為一間公共機構，本處認同社會的可持續發展與本處的業務發展同樣重要。此外，本處亦十分重視對客戶、員工和社會作出企業在社會和環境持續發展方面的承諾。為此，本處在二零一零年九月發出企業社會責任政策聲明，闡述本處履行企業社會責任的綱領。企業社會責任政策聲明載於附錄G。

Social Responsibility

As a public organisation, the Registry recognises that sustainable growth of the community is just as important as business growth. It also values the corporate social and environmental sustainability commitments made to its customers, staff members and community. To this end, the Registry issued a Corporate Social Responsibility (CSR) Policy Statement in September 2010 that sets out the framework for discharging its corporate social responsibilities. The CSR Policy Statement is provided at Appendix G.





公司註冊處處長在「企業社會責任大獎 2011」頒獎典禮上簽署企業社會責任宣言
The Registrar signed a CSR Statement at the Award for CSR 2011

保持崇高的操守標準

公司註冊處誠信管理委員會在二零一零至一一年度誠信管理工作計劃下訂定的工作項目已全部於年內圓滿完成。

Maintaining the Highest Ethical Standards

All programmes of work set out in the Integrity Management Programme Action Plan 2010-11, formulated by the Companies Registry Integrity Management Committee, were successfully completed during the year.



廉政公署的誠信講座
Integrity Talk by the ICAC



播放誠信管理影片「辦公室的鏡子」
Integrity Management Video Show on "The Mirror"

企業管治及社會責任

Corporate Governance and Social Responsibility

關懷員工

年內，本處為員工舉辦多項康樂活動。

Caring for Staff Members

The Registry organised a number of amenity activities for staff members during the year.



西貢地質公園一天生態之旅
Local Trip to the Hong Kong Geopark at Sai Kung



二零一零年聖誕自助午餐聯歡會
2010 Christmas Party cum Lunch Buffet



室內空氣質素檢定證書
Certificate of Indoor Air Quality



蛋糕曲奇製作班
Cake Making Class

袖珍黏土雞蛋仔車仔檔製作班
Making Miniature Clay Food Stall Class



企業管治及社會責任

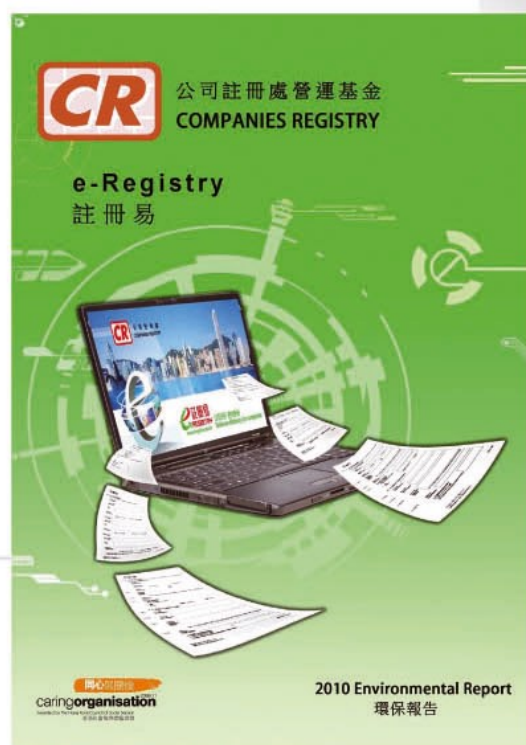
Corporate Governance and Social Responsibility

關注環境

本處致力以符合環保的方式管理及運作。為此，本處分階段開發「公司註冊處綜合資訊系統」，以期為客戶提供全自動電子化及無紙化的服務。

Caring for the Environment

The Registry adopts environmentally friendly practices as an integral part of its operations and to this end has been developing the Integrated Companies Registry Information System by phases with a view to delivering fully automated electronic and paperless services.



公司註冊處環保報告及網頁
The CR's Environmental Report and Website



公司註冊 更快更易
Delivers efficiency for companies

網上查冊中心及「註冊易」- 邁向無紙化的業務環境
Cyber Search Centre and e-Registry – Moving towards a paperless business environment

關心社會

年內，本處員工參與多項義工和慈善活動，貢獻備受讚揚。

Caring for the Community

Throughout the year, the Registry participated in a number of volunteer and charitable services and the efforts were well recognised.



本處自二零零八年起獲頒贈「同心展關懷」標誌

The Registry has been awarded the Caring Organisation Logo since 2008



本處獲頒發義工服務金獎

The Registry won the Gold Award for Volunteer Service

企業管治及社會責任

Corporate Governance and Social Responsibility

本處在二零零二年成立義工隊，為弱勢社群、長者和社會提供不同的義工服務。

The Companies Registry Volunteer Team, established in 2002, has provided various volunteer services to the underprivileged, the elderly and the community.



二零一零年度公益服飾日
Dress Special Day 2010



香港仔賽馬會黃志強長者地區中心長者探訪活動
Visit to senior citizens living in Aberdeen



「同賀中秋慶團圓」探訪活動探訪九龍城區的獨居長者
Visit to senior citizens living in Kowloon City for the Mid-Autumn Festival



由香港失明人協進會舉辦的「心睇·力行」國際白杖日2010
"Cane-athon" International White Cane Day 2010, organised by the Hong Kong Blind Union



「串串心思」製作班
Beaded Flower and Butterfly Ornament Making Class

企業管治及社會責任

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為支持社會的持續發展，本處參與不同的活動以支援青少年。

For the sustained development of the community, the Registry has participated in various activities supporting young people.



香港專業教育學院（屯門分校）的學生到本處參觀
Students from the Hong Kong Institute of Vocational Education (Tuen Mun) visited the Registry



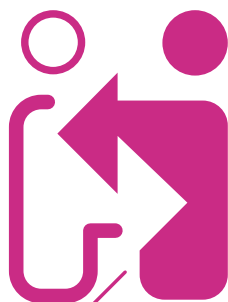
香港大學專業進修學院的學生到本處參觀
Students from HKU Space visited the Registry



香港城市大學的學生到本處參觀
Students from City University of Hong Kong visited the Registry



培英中學的學生參與工作影子計劃
Students from Pui Ying Secondary School participated in the Job Shadowing Programme





客戶服務及與其他司法 管轄區的聯繫

Serving Customers and Liaison with Other Jurisdictions

客戶聯絡小組

本處十分重視客戶的意見和建議，因此我們成立了公司註冊處客戶聯絡小組，以提供一個平台向客戶介紹本處的政策和程序，並就本處的服務及新措施交流意見。客戶聯絡小組的成員包括香港律師會、香港會計師公會、香港特許秘書公會、香港銀行公會的代表，以及一些主要客戶。

Customer Liaison Group

The Registry values customer feedback and suggestions. A Companies Registry Customer Liaison Group (CRCLG) has been formed to provide a forum for briefing our customers on the Registry's policies and procedures and for exchanging ideas and views on the Registry's services and new initiatives. The CRCLG comprises representatives from the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Hong Kong Association of Bankers and some major customers.



公司註冊處客戶聯絡小組的成員
Members of the Companies Registry Customer Liaison Group

客戶服務及與其他司法管轄區的聯繫

Serving Customers and Liaison with Other Jurisdictions

服務承諾

本處持續為客戶提供優質服務。為使客戶得知本處工作表現及服務水平的最新資料，本處每年公布服務承諾，說明本處在過去一年的成績及往後的工作目標。在二零一零至一一年度，全賴員工勤奮工作，本處的16項主要服務表現大幅超出服務指標。

Performance Pledge

The Registry continues to provide quality services to its customers. To keep customers updated on our performance and standards, we publish our Performance Pledge annually, setting out our achievements in the preceding year and the performance targets for the ensuing years. In 2010-11, thanks to the hard work of our staff, the performance of our 16 core services substantially exceeded our targets.

公司註冊處服務承諾2011
Companies Registry's Performance Pledge for 2011



與其他司法管轄區的聯繫

與內地及其他公司註冊機關的聯繫

本處與內地及其他司法管轄區的公司註冊機關保持並加強聯繫，此舉有助交流經驗、做法和意見，亦有助本處培養新思維及制訂新措施，以提升對客戶的服務。二零一零年十二月，政務司司長率領代表團到訪深圳，身為代表團成員之一的公司註冊處處長，與深圳市市場監督管理局簽訂合作協議，以加強雙方的交流合作。二零一零年八月，處長又前赴悉尼到訪澳洲證券及投資事務監察委員會的辦事處。

Liaison with Other Jurisdictions

Contacts with the Mainland and Other Registries

The Registry maintains and develops contacts with its counterparts in the mainland and other jurisdictions. These contacts facilitate the exchange of experiences, practices and ideas, and help the Registry to cultivate ideas and initiatives to improve our services to customers. In December 2010, the Registrar of Companies visited Shenzhen as a member of a delegation led by the Chief Secretary, and signed a Cooperation Agreement with the Market Supervision Administration of Shenzhen Municipality to enhance communication and co-operation between the two parties. In August 2010, the Registrar also visited the Australian Securities and Investments Commission's Office in Sydney.

深港合作会议签



公司註冊處處長與深圳市市場監督管理局局長交換簽署的合作協議書
The Registrar of Companies exchanged the signed Cooperation Agreement with the Director of Market Supervision Administration of Shenzhen Municipality

年內，本處亦接待了13個來自海外規管機構、專業或學術團體的訪問團。

During the year, the Registry also received 13 groups of visitors from overseas regulatory authorities and professional or academic bodies.



馬來西亞公司註冊處的代表團到訪本處
A delegation from the Companies Commission of Malaysia visited the Registry



新西蘭公司註冊處商業註冊組經理Justin Hygate先生到訪本處
Mr Justin Hygate, Group Manager of Business Registries at the New Zealand Companies Office, visited the Registry

客戶服務及與其他司法管轄區的聯繫

Serving Customers and Liaison with Other Jurisdictions

公司註冊論壇

公司註冊論壇是一個由公司及證券註冊機關成立的非牟利國際組織，讓不同司法管轄區的專業註冊人員可以藉這個網絡交流經驗和意見，並根據其他司法管轄區的表現和做法，作基準比較。本處積極參與論壇的活動，自二零零八年起一直擔任論壇的司庫。在二零一零年，公司註冊處經理率領本處代表團，出席在毛里裘斯舉行的公司註冊論壇周年會議。

Corporate Registers Forum

The Corporate Registers Forum (CRF) is an international non-profit organisation formed by administrators of corporate and securities registers. It provides a network through which registry professionals from different jurisdictions can share experiences or ideas, and benchmark their performance and practices. The Registry actively participates in the activities of the CRF, and Hong Kong has served as the Treasurer for the CRF since 2008. In 2010, the Registry Manager led a delegation to attend the CRF Annual Conference held in Mauritius.



香港的代表團出席二零一零年四月在毛里裘斯舉行的公司註冊論壇
The Hong Kong delegation attended the Corporate Registers Forum in Mauritius in April 2010



附錄 Appendices

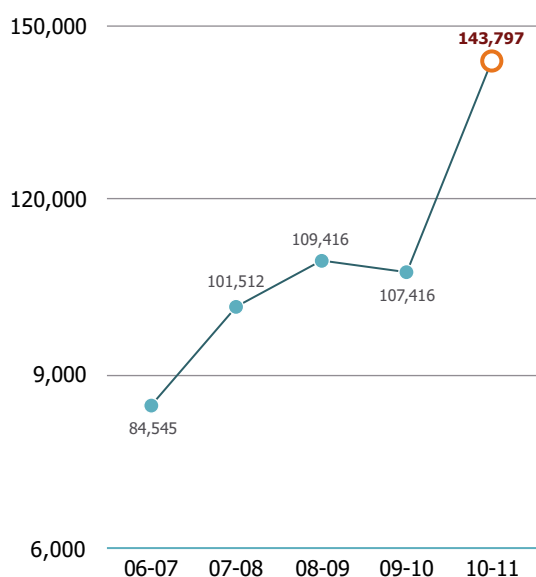
- A 二零一零至一一年度工作量主要統計數字
Key Workload Statistics for 2010-11
- B 服務指標及工作表現
Performance Targets and Achievements
- C 審計署署長報告及周年帳目表
Report of the Director of Audit and Annual Accounts
- D 《公司條例草案》法案委員會成員名單
List of Members of the Bills Committee on Companies Bill
- E 《公司條例草案》— 主要建議¹
The Companies Bill (CB) — 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

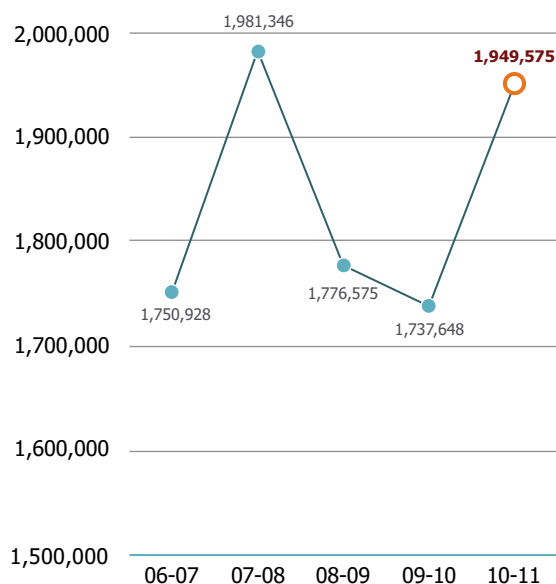
二零一零至一一年度工作量主要統計數字 Key Workload Statistics for 2010-11

		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)

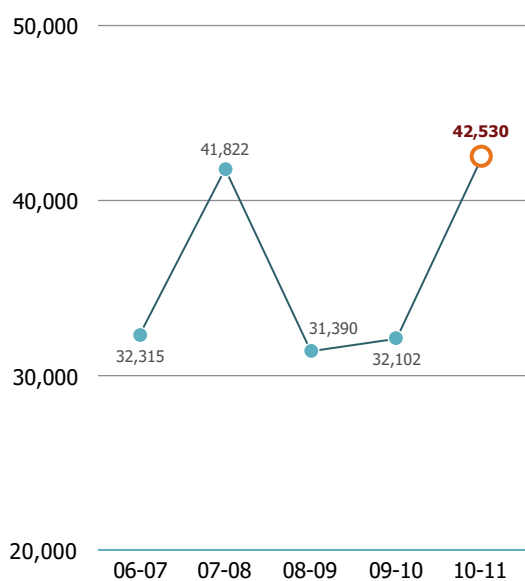
註冊成立公司總數 Number of Companies Incorporated



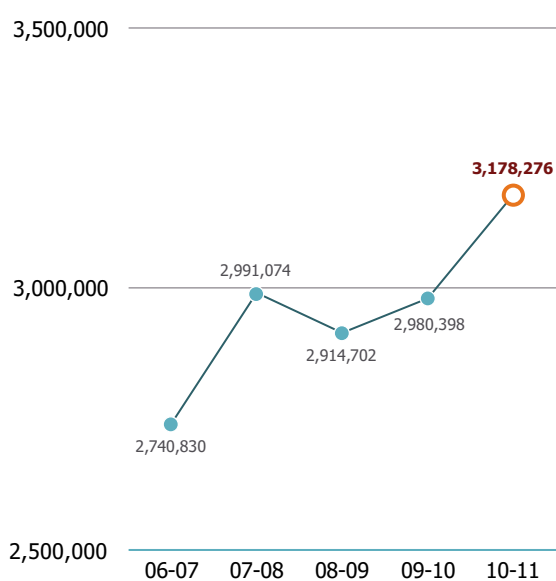
提交登記文件數目 Documents Received for Registration



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

		2010-11 工作表現 Achievement		2011-12 目標 Target		
服務 Service	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

		2010-11 工作表現 Achievement			2010-11 目標 Target	
服務 Service	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)						
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 (僅指排隊輪候時間) 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。

審計涉及執执行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.



Ms Ada LL Chung, JP

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.

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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.

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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.

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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。這等機構包括各政策局及政府部門，營運基金，以及受政府所控制或政府對其有重大影響力的財政自主組織。

(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。

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).

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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

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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:

		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 Land and buildings	電腦器材 Computer equipment	傢具及 裝置 Furniture and fittings	辦公室及 特殊器材 Office and specialist equipment	總額 Total
成本	Cost					
在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

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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

		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

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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)。

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。

(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).

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。

(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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		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的風險。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 3 months or less	超過3個月但 不超過1年 More than 3 months but not more than 1 year	總額 Total
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

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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。

(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機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況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股公司的股份，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)

林學冲先生 (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貢獻。

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.