



穩固根基
璀璨未來

Solid Foundations
Brilliant Future



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

年 報
Annual Report

二零一一年四月一日至二零一二年三月三十一日

1 April 2011 to 31 March 2012

按照《營運基金條例》第8條呈交
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公司註冊處管理委員會 Our Management Board



- 1 黃兆雄先生 Mr Ambrose SH WONG
部門主任秘書 Departmental Secretary
- 2 徐麗貞女士 Ms Kitty LC TSUI
助理首席律師 Assistant Principal Solicitor
- 3 鍾麗玲女士 Ms Ada LL CHUNG
公司註冊處處長 Registrar of Companies
- 4 吳輝明先生 Mr Louie FM NG
業務經理 Business Manager
- 5 何珊珍女士 Ms Rita SC HO
公司註冊處律師 Registry Solicitor
- 6 麥錦羅女士 Ms Phyllis McKenna
副首席律師 Deputy Principal Solicitor
- 7 何劉家錦女士 Mrs Karen KK HO
副首席律師 Deputy Principal Solicitor
- 8 劉麗芬女士 Ms Peggy LF LAU
公司註冊處經理 Registry Manager

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.**



新《公司條例》通過成為法例，令香港作為世界級商業中心的地位更形鞏固。

The enactment of the new Companies Ordinance reinforces Hong Kong's position as a world-class place to do business.



總經理報告

General Manager's Statement

本人欣然向大家發表二零一一至二零一二年公司註冊處年報。

業績

過去一年，本處的業績反映了香港經濟的整體氣氛。在二零一一年年初，隨著經濟蓬勃發展的勢頭，我們的業務在四月至七月的四個月裡成績非常理想。然而，在年內隨後的時間，隨著全球及區內經濟前景普遍瀰漫著更為審慎的氣氛，我們的營業額亦開始放緩。

雖然如此，本處盈利仍達至2億1,660萬港元的水平，而所運用固定資產平均淨值的回報率亦達54.9%。此外，本處的財政儲備維持充裕，讓我們得以按計劃推展我們各項提升立法及服務質素的工作。

由於環球經濟持續不穩定，以及對香港經濟增長造成影響，本處在未來數年的財務規劃及營運管理方面，都會採取保守方針，以便應付經濟放緩對本處財務表現造成的任何不良影響。

年內工作表現

年內，本處：

- 處理139,366間新公司的成立；
- 處理3,254,565宗透過本處網上查冊中心查閱文件影像紀錄的個案；
- 收到2,133,701份提交本處登記的文件及33,579份押記文件；
- 處理194,250宗查閱公司資料及316,618宗查閱董事索引的個案；
- 推出新的電子提交常用法定申報表服務及電子登記註冊代理人服務；以及
- 遠遠超越本處16項服務指標。

I have great pleasure in presenting the Companies Registry's Annual Report for 2011-12.

Business Performance

Our business reflected the overall sentiment of the Hong Kong economy during the past year. It got off to a strong start during the four months up to July 2011, on the back of robust economic growth. However, our turnover slowed down during the rest of the year, in line with the more cautious mood that prevailed about the prospects for the global and regional economy.

Despite this, we still managed to achieve a profit level of HK\$216.6 million, as well as a return of 54.9 per cent on our average net fixed assets employed. Our financial reserve remained strong, and this enabled us to plough ahead with all the legislative and service enhancement programmes we had planned.

Given the continued uncertainties in the global economy and the implications on Hong Kong's economic growth, we shall adopt a conservative approach in the financial planning and management of the Registry's operations in the coming years in order to cater for any adverse impact on the Registry's financial performance arising from any slowdown in the economy.

The Year's Highlights

During the course of the year, the Registry:

- Handled the incorporation of 139,366 new companies;
- Processed 3,254,565 searches of document image records via our Cyber Search Centre;
- Received 2,133,701 documents for registration and 33,579 charge documents;
- Dealt with 194,250 searches of company particulars and 316,618 searches of the Directors' Index;
- Launched new electronic filing services for the more commonly filed statutory returns and for the registration of agents; and
- Exceeded all the 16 performance targets by wide margins.

過去一年，本處的網上服務使用率持續上升。在二零一一至一二年度，瀏覽本處網頁的人數接近二百萬人次，超過99%查閱公司資料的個案在網上進行。截至二零一二年三月三十一日，本處「訂閱電子資訊」服務的訂戶共有5,834名，而「提交周年申報表電子提示」服務的訂戶共有22,633名。

同時，在二零一一至一二年度內，本處的1823電話查詢中心與24小時電話互動熱線共答覆超過115,000宗電話查詢。

主要佳績

重寫《公司條例》工作的一個重要里程碑，就是立法會法案委員會完成《公司條例草案》的審議工作。《公司條例草案》於二零一一年一月二十六日提交立法機關後，法案委員會年內在草案的審議工作方面取得重大進展，而本處亦不遺餘力地在立法程序上提供了支援。《公司條例草案》於七月十二日獲得立法會通過，標誌著超過六年工作累積的成果。亦全賴立法會法案委員會主席和各委員、公司條例草案專責小組及本處同事的努力不懈，這項工作才得以完成。

為提升香港作為企業註冊地的競爭力，財政司司長在二零一二至一三年度預算案演辭中，提出取消向本地公司徵收股本註冊費的建議，以鼓勵投資者在香港設立公司，協助現有公司進行集資活動和擴展業務。有關的法例修訂已於二零一二年三月十六日完成，並於二零一二年六月一日開始實施。

與此同時，本處的「註冊易」及一站式公司註冊及商業登記服務無論在質素、效率及方便程度等方面均備受讚賞，更獲得了「2012香港資訊及通訊科技獎」的「最佳公共服務應用(電子轉化)獎」金獎，而本處亦獲得「2011年公務員優質服務獎勵計劃」的「精進服務獎」(小部

The popularity of our online services continued to grow during the year. Our website received almost 2 million visits in 2011-12, and more than 99 per cent of the company searches were conducted online. As of 31 March 2012, the Registry's electronic news subscription service had 5,834 subscribers, and the Annual Return e-Alert service had 22,633 subscribers.

Meanwhile, our 1823 Call Centre and Enquiry Hotline answered more than 115,000 calls within 2011-12.

Major Achievements

A major milestone of the Companies Ordinance rewrite exercise is the completion of the scrutiny of the Companies Bill by the Bills Committee of the Legislative Council. Since the introduction of the Companies Bill into the legislature on 26 January 2011, there was significant progress in the scrutiny of the Bill by the Bills Committee during the year and the Registry spared no effort in providing support for the legislative progress. The passage of the Companies Bill on 12 July marked the culmination of more than six years' work, and it was made possible only by the sustained and tireless efforts of the Chairman and Members of the Bills Committee of the Legislative Council, the Companies Bill Team and colleagues of the Registry.

To enhance Hong Kong's competitiveness as a corporate domicile, the Financial Secretary in his speech for the 2012-13 Budget proposed the abolition of the levy on capital duty on local companies in order to encourage investors to establish companies here and help existing companies to raise capital and expand their business. The legislative amendments for the proposal were made on 16 March 2012 and commenced operation on 1 June 2012.

Meanwhile, the quality, efficiency and convenience of our e-Registry and the one-stop company incorporation and business registration service received widespread commendation and won the Best Public Service Application (Transformation) Gold Award in the Hong Kong ICT Awards 2012. The Registry was awarded the Silver Prize of the Departmental Service Enhancement Award (Small Department

門組別)銀獎，以及由香港中小型企業商會頒發的「2012年中小企業最佳拍檔獎」。本處二零一零至一一年度年報也獲頒Mercury國際年報大獎榮譽獎。

與商界緊密聯繫

年內，我們繼續加強與本地商界不同界別的客戶及相關持份者的聯繫，包括安排探訪活動、贊助舉行會議或研討會，以及參加商貿展覽等。我們藉這些機會介紹及講解本處新的電子服務，以及新《公司條例》的各個課題。

合作遍及全球

我們亦不斷擴大與內地及海外國家的公司註冊機關聯繫的廣度及深度，包括參加有關規管公司營運的重要國際會議、派代表團訪問其他公司註冊機關，以及接待這些機關訪港的人員。

在二零一一年十月，我們與北京市工商行政管理局及寧波市工商行政管理局簽署諒解備忘錄。協議有助加強本處與北京市及寧波市對口單位的溝通合作。

積極準備 邁進新紀元

新《公司條例》是香港歷史上制定的法例其中最長的一條，新條例包含超過900項條文、11個附表，以及接近700條對現行法例的相應修訂。對所有參與者來說，這確實是一項極具挑戰的工作。《公司條例草案》於二零一一年一月二十六日提交立法會後，法案委員會的審議工作涉及44次會議合共超過120個小時，超過200份文件及意見書，而會議大部分時間都超過四小時。

Category) in the Civil Service Outstanding Service Award Scheme 2011 and the 2012 Best SME's Partner Award from the Hong Kong Chamber of Small and Medium Business. Our 2010-11 Annual Report also received the Honors Award in the Mercury Awards.

Closer Ties with the Business Sector

During the year, we continued to strengthen our ties with customers and stakeholders in various sectors of the local business community by paying visits to them, sponsoring conferences or symposiums and participating in trade exhibitions. We took these opportunities to introduce and explain the Registry's new electronic services and issues raised by the new Companies Ordinance.

Cooperation Spanning the Globe

We also broadened the scope and depth of our links with registries in the Mainland and overseas by participating in major international conferences on corporate regulation, sending delegations to visit other registries, and receiving their officials in Hong Kong.

In October 2011, we signed memoranda of understanding with the Beijing Administration for Industry and Commerce and the Ningbo Administration for Industry and Commerce. The agreements helped to enhance communication and cooperation between the Registry and our counterparts in Beijing and Ningbo.

Preparing for a New Era

The new Companies Ordinance, one of the longest pieces of legislation ever enacted in Hong Kong and consisting of more than 900 sections, 11 Schedules and near 700 consequential amendments to the existing law, has been an enormously challenging project for all involved. Since the introduction of the Companies Bill into the Legislative Council on 26 January 2011, the Bills Committee considered over 200 papers and submissions in 44 meetings lasting a total of over 120 hours, with many of the meetings lasting more than four hours.

在審議過程中，多項複雜及具爭議性的課題引發了法案委員會委員仔細的考量及辯論，部分課題更備受有關持份者關注，當中包括例如批准公司協議安排所施行的「人數驗證」、與核數師報告內容有關的罪行、香港公司擬備簡明報告需要符合的規模準則及資格，以及降低對未有遵守法定責任的公司高級人員檢控的門檻等條文。在整個審議過程中，所有參與者都竭盡所能去解決這些問題及其他備受關注的事項，致使我們對草案作出超過850項委員會審議階段修正案，以平衡各方利益。

草案於二零一二年七月三日在立法會恢復二讀。經過為期超過八天廣泛審議及討論各項條文，草案最終於二零一二年七月十二日順利獲得通過，令所有參與這項工作的人都感到非常欣慰。

新《公司條例》獲通過成為法例，可確保香港公司法的法律框架得以與世界主要國際及金融中心看齊，令香港作為世界級商業中心的地位更形鞏固。我們預計，新條例可在所需的附屬法例全部獲通過後實施。

面對即將出現的改變，本處正積極準備擔當新的角色及職能。本處現正提升我們的資訊系統，擬備新政策及程序，並已開展準備工作，計劃多項宣傳及教育項目，加強大家對新法例的了解。面對種種挑戰，未來一年我們的工作將會非常艱巨，但我們一定會致力確保附屬法例獲得通過，而所有相關人士亦能順利適應新條例所帶來的轉變。

The scrutiny process has stimulated detailed consideration and debates of various issues. Some of the issues drew much attention of the relevant stakeholders. These include, for example, the "headcount test" for approving a scheme of arrangement; the offences relating to the contents of auditor's report; the appropriate criteria and eligibility for simplified reporting for Hong Kong companies and the appropriateness of lowering the threshold for prosecuting officers of companies who fail to comply with their statutory obligations. All those involved in the scrutiny process have worked hard to resolve these and other concerns, generating more than 850 Committee Stage Amendments to the Bill to balance diverse interests.

The second reading of the Bill resumed in the Legislative Council on 3 July 2012. To the relief of all involved in the exercise, the Bill was passed on 12 July 2012 after extensive deliberations and discussions of clauses of the Bill over a period of 8 days.

The completion of this project and the enactment of the new Companies Ordinance, which is expected to come into operation after enactment of all the necessary subsidiary legislation, ensures that the legal infrastructure for company law in Hong Kong remains on a par with the world's major international and financial centres, and reinforces Hong Kong's position as a world-class place to do business.

With the imminent changes ahead, the Registry is preparing to take up new roles and functions. Its information system is being overhauled, new policies and procedures are being developed, and preparations are underway to launch extensive publicity and educational programmes to promote understanding of the new legislation. The year ahead will be challenging and busy, but no effort will be spared to ensure that the subsidiary legislation is enacted and that the transition to the new regime will be smooth and easy for all concerned.

感謝之言

過去一年，縱使本處遇到很多重大挑戰，我們仍然取得非常理想的成績。就此，本人要衷心感謝立法會負責審議《公司條例草案》的法案委員會主席及委員所給予我們的寶貴意見，有賴委員會的努力和作出的貢獻，令整項審議工作得以在上立法年度完成。

本人亦要感謝公司法改革常務委員會的委員、我們的四個專責諮詢小組、政府和香港會計師公會組成的聯工作小組，以及就重寫《公司條例》諮詢作出回應的所有人士，多謝他們的寶貴意見及積極參與。

最後，本人要感謝本處全體同事，特別是由財經事務及庫務局和本處同事組成的公司條例草案專責小組的成員，感謝他們本著專業進取的精神，努力不懈，克盡厥職。

我們會繼續竭盡所能，為香港的企業監管開創新的一頁。



鍾麗玲太平紳士
公司註冊處處長暨
公司註冊處營運基金總經理

A Word of Thanks

In a year that has seen tremendous challenges and achievements for the Registry, I am very grateful for the great efforts, valuable advice and contributions of the Chairman and Members of the Bills Committee of the Legislative Council formed to consider the Companies Bill, who have all worked exceedingly hard to complete the scrutiny process within this legislative term.

I am also indebted to members of the Standing Committee on Company Law Reform, our four dedicated advisory groups, the Joint Working Group between the Government and the Hong Kong Institute of Certified Public Accountants, and all those who responded to our consultations relating to the rewrite exercise for their valuable inputs and active participation.

Last but not the least, I would like to put on record my heartfelt thanks to all of my colleagues for their hard work, professionalism and commitment, with particular indebtedness to the members of the Companies Bill Team, comprising colleagues from the Financial Services and the Treasury Bureau and the Registry.

We will continue to work tirelessly for a new chapter in Hong Kong's corporate regulation.

Ms Ada LL Chung, JP
Registrar of Companies and
General Manager, Companies Registry Trading Fund

二零一一至一二年度的工作表現及大事概要 Achievements and Highlights 2011-12



二零一一至一二年度的 工作表現及大事概要

財務表現

由於本地及環球經濟出現波動及不明朗因素，公司註冊處二零一一至一二年度首四個月強勁的業績表現，在二零一一年八月後開始轉弱。儘管如此，公司註冊處年內整體的財務業績仍然令人非常滿意。

Achievements and Highlights 2011-12

Financial Performance

The Companies Registry's strong business performance during the first four months of 2011-12 tapered off after August 2011, owing to fluctuations and uncertainties in the local and global economies. Despite this, its overall financial results for the year were very satisfactory.

	2011-12 以千港元計 HK\$'000	2010-11 以千港元計 HK\$'000	增/(減) Increase/(Decrease)
營業額 Turnover	483,191	476,052	1.5%
除稅後盈利 Profit after tax	216,586	226,811	(4.5%)
淨資產 Net assets	871,932	882,157	(1.2%)
現金及定期存款 Cash in hand and fixed deposits	675,132	658,643	2.5%
固定資產平均淨值回報率 ^註 Rate of return on average net fixed assets ^{Note}	54.9%	59.4%	(4.5) 基點 basis points

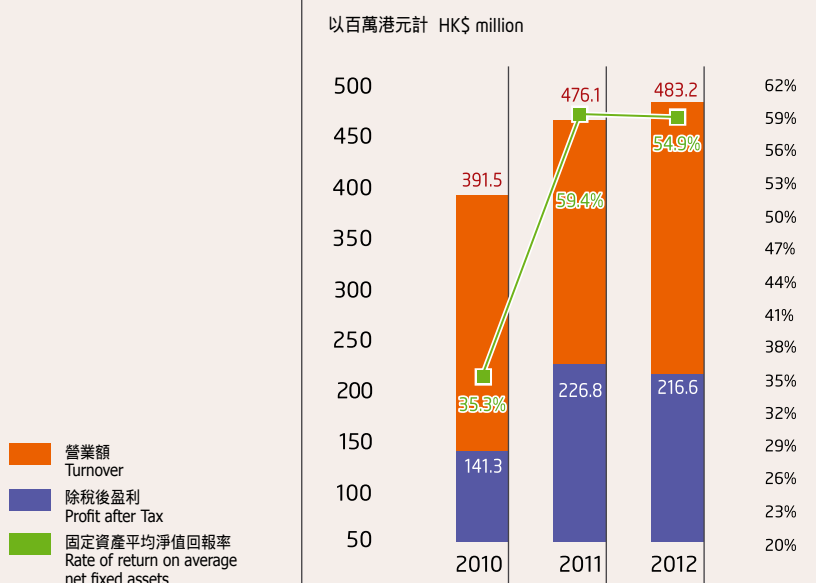
^註 固定資產平均淨值回報率是以除稅後盈利(不包括利息收入及利息支出)除以固定資產平均淨值計算。

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

財務表現

Financial Performance

截至三月三十一日止的年度 For the year ended 31 March



二零一一至一二年度工作量主要統計數字載於附錄A。

Key workload statistics for 2011-12 are shown in Appendix A.

在二零一一至一二年度，本處全部16項主要服務的表現都超出指標，詳情載於附錄B。

The Registry exceeded all of its 16 performance targets for 2011-12. Details of these are set out in Appendix B.

統計數字一覽 Statistics at a Glance

3,254,565

使用網上查冊中心查閱文件影像紀錄的個案有3,254,565宗。

3,254,565 searches of document image records were made via the Cyber Search Centre.

139,366

139,366間新公司註冊成立 – 平均每月11,614間。當中約81%是一名成員組成的公司。

139,366 new companies were incorporated – an average of 11,614 per month. Approximately 81 per cent of them were one-member companies.

27,158

27,158間不營運公司根據《公司條例》第291條被剔除名稱。

27,158 defunct companies were struck off under section 291 of the Companies Ordinance.

1,967,030

在二零一一至一二年度，共有1,967,030人次瀏覽本處網頁 – 平均每月163,919人次。

The Registry's website was visited 1,967,030 times during 2011-12 – an average of 163,919 visits per month.

968,665

截至二零一二年三月三十一日，共有968,665間本地公司名列登記冊。

968,665 local companies were on the public register, as of 31 March 2012.

2,133,701

提交本處登記的文件數目有2,133,701份 – 平均每個工作天8,674份。

2,133,701 documents were received for registration – an average of 8,674 per working day.

99%

超過99%查閱公司資料的個案在網上進行。

More than 99 per cent of company searches were made online.

28,623

28,623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。

28,623 defunct solvent private companies were deregistered under section 291AA of the Companies Ordinance.

1,565

1,565間公司以清盤方式解散。

1,565 companies were dissolved by liquidation.

316,618

查閱董事索引的個案有316,618宗。

316,618 searches of the Directors' Index were made.

194,250

查閱公司資料的個案有194,250宗。

194,250 searches of company particulars were made.

33,579

提交本處的公司押記文件有33,579份 – 平均每個工作天137份。當中約有三分之二與房地產有關。

33,579 charge documents were received – an average of 137 per working day. Around two-thirds of them related to landed properties.

5,834/22,633

截至二零一二年三月三十一日，本處就有關服務及新措施提供最新資料的「訂閱電子資訊」服務有5,834名訂戶，而發出電郵提醒訂戶提交周年申報表的「提交周年申報表電子提示」服務有22,633名訂戶。

As of 31 March 2012, the Registry's electronic news subscription service, which provides regular information updates on its services and initiatives, had 5,834 subscribers. Meanwhile, the Annual Return e-Alert service, which issues email reminders for the filing of annual returns, had 22,633 subscribers.

59,871

1823電話查詢中心接獲有關本處服務的電話查詢數目有59,871宗 – 平均每月4,989宗。

The 1823 Call Centre received 59,871 enquiries on the Registry's services – an average of 4,989 per month.

55,621

本處電話諮詢熱線接獲的電話查詢數目有55,621宗 – 平均每月4,635宗。

The Enquiry Hotline took 55,621 calls – an average of 4,635 per month.

二零一一至一二年度的工作表現及大事概要 Achievements and Highlights 2011-12

大事概要 The Year's Highlights

二零一一年四月 April 2011



二零一一年四月及二零一二年三月，立法會邀請了不同團體或代表就《公司條例草案》向立法會法案委員會提供意見。

Deputations are invited to provide their views on the Companies Bill to the Legislative Council's Bills Committee in April 2011 and March 2012.

二零一一年五月 May 2011

公司註冊處在「公司規管最新發展研討會2011」上發表本處最新發展的簡報。

The Companies Registry gives a presentation on its latest developments at the Annual Corporate and Regulatory Update 2011.



公司註冊處處長及其他人員出席在新加坡舉行的「公司註冊論壇2011」。

The Registrar of Companies and other officers from the Companies Registry attend the Corporate Registers Forum 2011 in Singapore.

二零一一年六月 June 2011



浙江省工商行政管理局代表團到訪公司註冊處。
A delegation from the Zhejiang Administration for Industry and Commerce visits the Companies Registry.

二零一一年七月 July 2011

公司註冊處處長在方便營商諮詢委員會第17次會議上發表「電子成立公司服務」簡報。

The Registrar of Companies gives a presentation on the Electronic Incorporation Service at the 17th meeting of the Business Facilitation Advisory Committee.

二零一一年八月 August 2011

公司註冊處處長在民主建港協進聯盟主辦的研討會上發表《公司條例草案》簡報。

The Registrar of Companies makes a presentation on the Companies Bill at a seminar organised by the Democratic Alliance for the Betterment and Progress of Hong Kong.



公務員事務局局長到訪公司註冊處。

The Secretary for the Civil Service visits the Companies Registry.



公司註冊處和財經事務及庫務局人員訪問深圳市市場監督管理局。

Officers of the Companies Registry and the Financial Services and the Treasury Bureau visit the Market Supervision Administration of Shenzhen Municipality.

二零一一年九月 September 2011

在香港工業總會主辦的研討會上發表「電子成立公司服務及註冊公司名稱」簡報。

A presentation entitled Electronic Incorporation Service and Registration of Company Names is given at a seminar organised by the Federation of Hong Kong Industries.



公司註冊處榮獲「2011年公務員優質服務獎勵計劃」的「部門精進服務獎」(小部門組別)銀獎。

The Companies Registry wins the Silver Prize in the Departmental Service Enhancement Award (Small Department Category) under the Civil Service Outstanding Service Award Scheme 2011.

副首席律師何劉家錦女士參加巴黎經合組織就稅務透明度和資料交換舉行的成員相互評估小組會議。

Mrs Karen Ho, the Deputy Principal Solicitor attends the OECD's Peer Review Group Meeting on Tax Transparency and Exchange of Information in Paris.

二零一一年十月 October 2011



公司註冊處處長率領代表團參加第十五屆北京 香港經濟合作研討洽談會。

The Registrar of Companies leads a delegation to the 15th Beijing Hong Kong Economic Cooperation Symposium in Beijing.



公司註冊處處長與北京市工商行政管理局簽訂合作協議。

The Registrar of Companies signs a Cooperation Agreement with the Beijing Administration for Industry and Commerce.

二零一一至一二年度的工作表現及大事概要 Achievements and Highlights 2011-12



公司註冊處處長與寧波市工商行政管理局簽訂合作協議。
The Registrar of Companies signs a Cooperation Agreement with the Ningbo Administration for Industry and Commerce.

二零一一年十一月 November 2011



英屬格恩西島商業和就業部部長率領代表團到訪公司註冊處。
A delegation led by the Minister for Commerce and Employment, States of Guernsey, visits the Companies Registry.

二零一一年十二月 December 2011



公司註冊處人員在「國際中小企博覽2011」上發表「電子公司註冊」簡報。
The Companies Registry makes a presentation on e-Incorporation at the World SME Expo 2011.



毛里裘斯公司註冊處處長到訪公司註冊處。
The Registrar of Companies of Mauritius visits the Companies Registry.

公司註冊處公布推出「註冊代理人登記」服務及「監察易」服務。

The Companies Registry announces the launch of the Registration of Agents and e-Monitor services.



二零一二年一月 January 2012

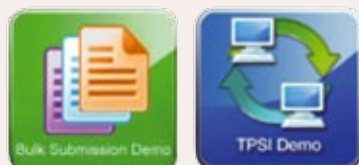


安徽省及山東省工商行政管理局代表團到訪公司註冊處。
A delegation from the Anhui and Shandong Administration for Industry and Commerce visits the Companies Registry.

二零一二年二月 February 2012

公司註冊處推出「公司營業地址更改通知」新的一站式服務。
The Companies Registry launches a new one-stop service for Notifications of Changes of Business Addresses.

公司註冊處推出多款指明表格的電子提交服務。
The Companies Registry introduces electronic filing services for a number of specified forms.



公司註冊處人員出席在印度新德里舉行的「公司註冊論壇 2012」。
Officers from the Companies Registry attend the Corporate Registers Forum 2012 in Delhi, India.

二零一二年三月 March 2012



公司註冊處的「一站式電子成立公司暨商業登記服務」榮獲「2012香港資訊及通訊科技獎」的「最佳公共服務應用(電子轉化)獎」金獎。
The One-stop Electronic Service for Company Incorporation and Business Registration is awarded the Best Public Service Application (Transformation) Gold Award in the Hong Kong ICT Awards 2012.



公司註冊處榮獲「2012年中小企業最佳拍檔獎」。
The Companies Registry wins the 2012 Best SME's Partner Award.



公司註冊處榮獲二零一一年度「義工服務」金獎。
The Companies Registry is awarded the Gold Award for Volunteer Service in 2011.



公司註冊處部門主任秘書及三位關懷大使代表本處領取二零零八至二零一二年的「同心展關懷」標誌。

The Departmental Secretary and three caring ambassadors of the Companies Registry receive the Caring Organisation 2008-2012 logo on behalf of the Registry.

財務摘要及業務回顧 Financial Highlights and Business Review

財務摘要

目標及成果

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。《營運基金條例》(第430章)規定，本處必須按照商業原則，在財政自給的基礎上運作。

此外，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
- 為所運用的固定資產平均淨值取得合理的回報(回報率由財政司司長制訂，二零一一至一二年度的回報率是8.3%)。

主要財務資料

三年財務摘要

Three-Year Summary

以百萬港元計 HK\$ million	2009-10	2010-11	2011-12
營業額 Turnover	391.5	476.1	483.2
運作成本 Operating costs	230.2	211.4	239.9
除稅後盈利 Profit after tax	141.3	226.8	216.6
已付予 / 須付予政府的股息 Dividends paid / payable to the Government	141.3	226.8	216.6
固定資產平均淨值回報率 Rate of return on average net fixed assets	35.3%	59.4%	54.9%

Financial Highlights

Objectives and Outcomes

The Companies Registry was established as a trading fund by resolution of the Legislative Council on 1 August 1993. The Trading Funds Ordinance (Cap. 430) requires it to operate in accordance with commercial principles and on a self-financing basis.

Furthermore, its aims are to:

- Meet all the expenses it incurs in providing services out of its income; and
- Achieve a reasonable return (as determined by the Financial Secretary and set at 8.3 per cent for 2011-12) on the average net fixed assets it employs.

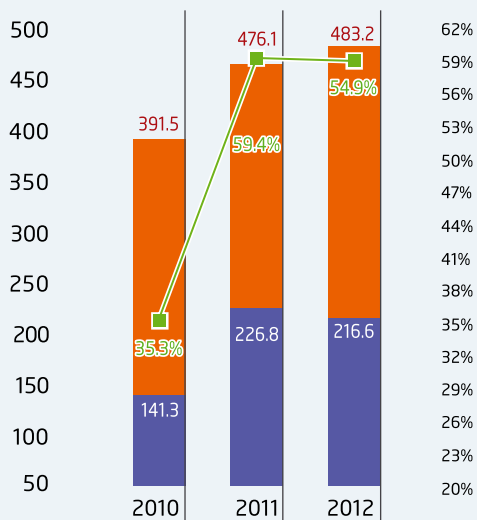
Key Financial Information

營業額及盈利 Turnover and Profit

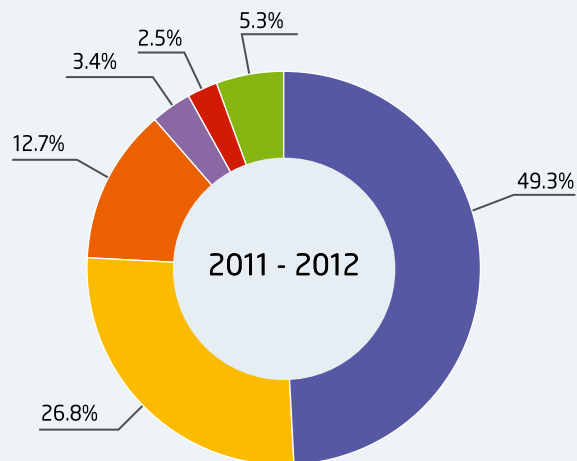
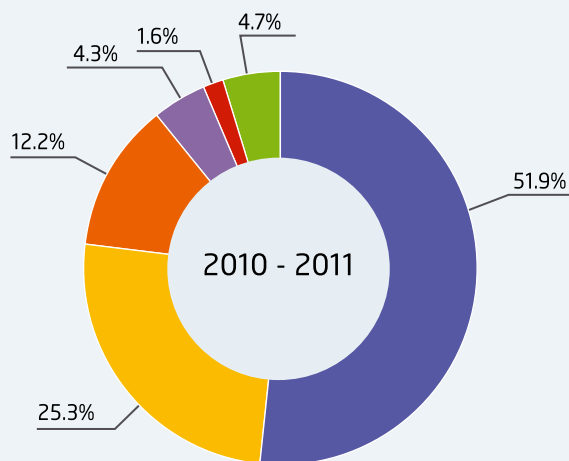
截至三月三十一日止的年度 For the year ended 31 March

以百萬港元計 HK\$ million

營業額
Turnover
除稅後盈利
Profit after Tax
固定資產平均淨值回報率
Rate of return on average
net fixed assets

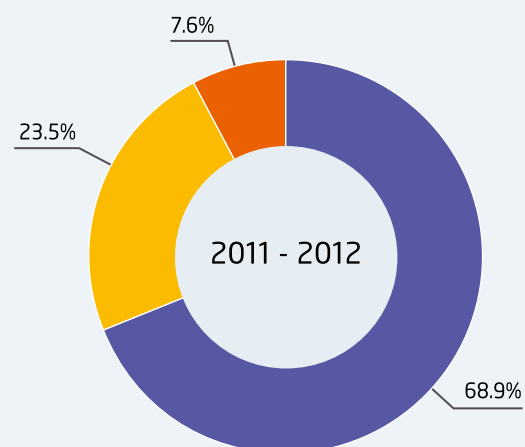
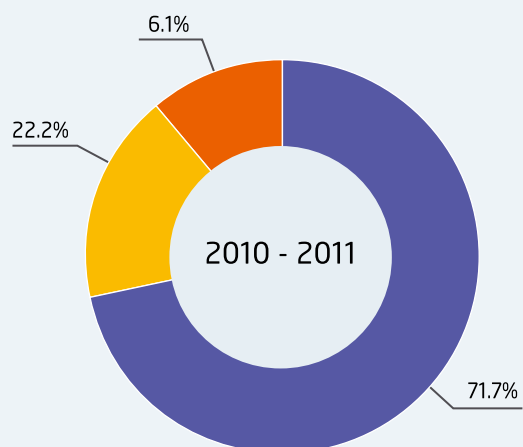


營業額 Turnover



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

周年帳目表

按照公認會計原則製備的二零一一至一二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，周年帳目表和審計署署長報告須提交立法會省覽。

財務表現

本處在本年度開始時的成績亮麗，二零一一年四月至七月收入與上年同期數字相比有所增長。然而，隨著歐元區因主權債務危機惡化，加上人們日益憂慮全球經濟復蘇放緩，嚴重影響香港的營商環境，導致本處的收入下跌。儘管如此，與二零一零至一一年度的4億7,610萬元營業額及59.4%的回報率相比，本處全年的營業額仍達4億8,320萬元，而所運用的固定資產回報率亦達54.9%。

本處提供服務所得的收入，為本處提供資金，令本處得以營運，無需借貸。本年度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。截至二零一二年三月三十一日，本處的現金及銀行和外匯基金存款合共達6億7,510萬元，較十二個月前同一日的數字高出2.5%。

本處的財政儲備充裕，讓本處得以持續進行提升服務的發展項目，並更新註冊及規管制度，以作好準備，在新《公司條例》實施時肩負更重大的職能。

Annual Accounts

The Annual Accounts for 2011-12, which have been prepared in accordance with generally accepted accounting principles, are contained in Appendix C, together with the Report of the Director of Audit. These will be tabled before the Legislative Council, as required by the Trading Funds Ordinance.

Financial Performance

The year under review began on a high note, with the Registry recording year-on-year growth in its revenues for the months from April to July 2011. However, the worsening sovereign debt crisis in the Eurozone, combined with growing concerns about the slow pace of the global economic recovery, adversely affected the Hong Kong business environment as the year continued, resulting in a decline in the Registry's revenue. Even so, it was still able to achieve a turnover of \$483.2 million and a return of 54.9 per cent on fixed assets employed for the full year, compared with \$476.1 million and 59.4 per cent for 2010-11.

The Registry's operations are financed by the income generated by its services. It does not require any loan financing. Most of the Registry's liabilities during the year under review consisted of the monetised value of its staff's untaken leave, prepayments by registered users of the Cyber Search Centre (CSC) and e-Registry, taxation and accrued expenses. As of 31 March 2012, the Registry had a total of \$675.1 million cash in hand and cash deposited with banks and the Exchange Fund. This was 2.5 per cent more than on the same date 12 months earlier.

The Registry's healthy financial reserves allowed it to push ahead with its service enhancement programmes and the updating of its registration and regulatory systems in preparation for the increased responsibilities which will fall on its shoulders when the new Companies Ordinance is implemented.

業務情況

公司註冊成立及解散

在二零一一至一二年度，共有139,366間公司註冊成立，平均每個月約11,614間公司註冊成立，較二零一零至一一年度下跌3.1%，新公司當中一人公司約佔81%。

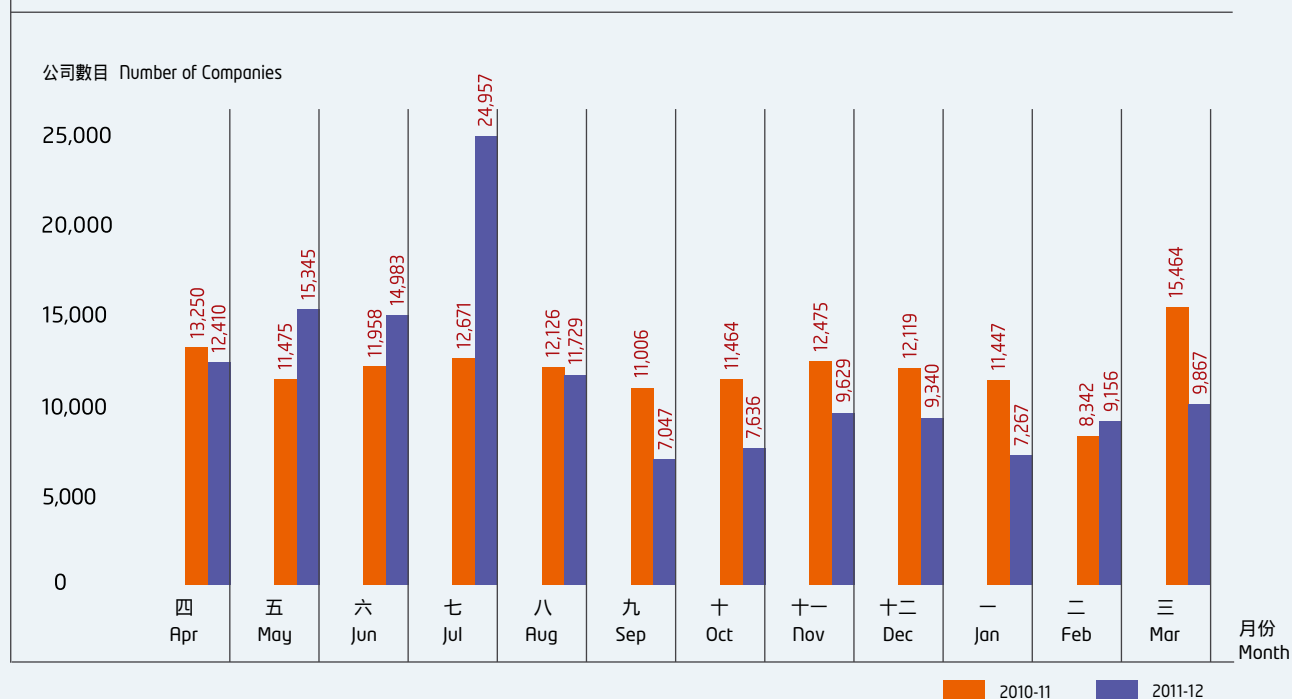
Business Operations

Incorporation and Dissolution of Companies

A total of 139,366 companies - an average of around 11,614 per month - were incorporated in 2011-12. That was a decrease of 3.1 per cent on the figure for 2010-11. About 81 per cent of the new companies were one-member companies.

註冊成立公司

Incorporation



在同一段期間，共有27,158間不營運公司根據《公司條例》第291條被剔除名稱；另有28,623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；而以清盤方式解散的公司共有988間。

During the same period, 27,158 defunct companies were struck off under section 291 of the Companies Ordinance; 28,623 defunct, solvent private companies were deregistered under section 291AA of the Companies Ordinance; and 988 companies were dissolved by liquidation.

文件登記

在二零一一至一二年度，提交本處登記的文件有2,133,701份，平均每個工作天8,674份，較前一年的數字增加9.4%。

Registration of Documents

The Registry received 2,133,701 documents - an average of 8,674 every working day - for registration during 2011-12, an increase of 9.4 per cent on the previous year's figure.

8,674

平均每個工作天提交的文件數目

Average number of documents received each working day

提交的文件涵蓋公司各方面的資料，包括組織章程大綱及組織章程細則、公司秘書及董事的委任及更改通知書、註冊辦事處地址更改通知書、股份分配申報表和周年申報表。

The documents covered many different aspects of a company's operations. They included, for example, memoranda and articles of association, notifications of appointments and changes of company secretaries and directors, changes of registered office addresses, returns on allotments and annual returns.



公眾查冊

公眾可以使用本處的網上查冊中心(www.icris.cr.gov.hk)，全年365日全日24小時在網上查閱公司資料，包括公司現況資料及已登記文件的影像紀錄。公眾可聯線閱覽或下載查冊結果。此外，公眾亦可在網上查冊中心訂購文件或其他紀錄的核證副本，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%。

公司或個人只須繳交低廉的年費，便可以登記為登記聯線客戶，以較低的費用查閱文件影像紀錄，並可享有從預付款帳戶扣除查冊費的方便。非登記聯線客戶則可使用信用卡或透過繳費靈網上服務付款。在過去兩年，登記聯線客戶超過2,000名。

在二零一一至一二年度，使用電子查冊服務查閱文件影像紀錄的個案總數為3,254,565宗，較之前十二個月增加2.4%。查閱公司資料和董事索引的個案分別為194,250宗及316,618宗，較二零一零至一一年度分別增加2.4%及7.3%。

Public Searches

The Registry's CSC (www.icris.cr.gov.hk) allows members of the public to conduct online searches for company information 24 hours a day, 365 days a year. These include current particulars of companies and digitised images of documents filed with the Registry. The results can be viewed online or downloaded. In addition, certified copies of documents and other records may be ordered via the CSC and delivered by post or courier, or else collected in person from the Registry's Public Search Centre. Over 99 per cent of company searches are now conducted online via the easily accessible and user-friendly CSC.

Companies and individuals may register as CSC online users upon payment of a small annual fee. In return, they enjoy lower fees for searching image records, plus the convenience of having search fees deducted from their prepayment accounts. Unregistered online users may pay search fees online, using a credit card or PPS by Internet. There were more than 2,000 registered online users during the past two years.

A total of 3,254,565 e-searches of document image records were made during 2011-12, an increase of 2.4 per cent on the previous 12 months. The numbers of searches of company particulars and the Directors' Index were 194,250 and 316,618, respectively, 2.4 per cent and 7.3 per cent up on the 2010-11 figures.



二零一一至一二年度查閱文件影像紀錄的個案數目

Number of searches of document image records during 2011-12

押記登記

在二零一一至一二年度，提交本處登記的公司押記總數為33,579份，平均每個工作天137份，較二零一零至一一年度下跌21.1%。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

A total of 33,579 company charges, an average of 137 per working day, were received for registration during 2011-12, 21.1 per cent fewer than in 2010-11. About two-thirds of the charges related to landed property.



來年前瞻

全球經濟持續不明朗及其對香港經濟增長有所影響，致使本處在預測未來數年主要業務所帶來的收入採取保守的態度。由於本處主要收入是來自公司業務，尤其是公司註冊，低迷的氣氛似乎無可避免會對本處二零一二至一三年度的業績造成負面影響。註冊新公司的數目，經過過去兩年急劇增長，預計在二零一二年至一三年度會回復至之前約10萬間的水平，較二零一一至一二年度下跌約25%。同樣，登記押記及公司查冊的數目在二零一二年至一三年度亦可能會下跌約3至5%，而撤銷註冊的數目則會上升約4%。儘管如此，有鑑於登記冊上的公司數目，周年申報表每年註冊費的收入預計仍有9%的增長。這個增幅可抵銷預計下跌的公司註冊收入。往後數年，經過二零一二至一三年度預期的業務調整，本處的業績預計會重上溫和增長的軌道，繼續達到所訂下的目標回報率。

Outlook for the Coming Year

The continued uncertainties in the global economy and the implications on Hong Kong's economic growth incline the Registry to adopt a conservative approach when forecasting the revenues from its major activities in the coming years. Since the Registry derives most of its revenues from the activities of companies - especially company incorporations - it seems inevitable that the downbeat sentiment will cast a shadow over its business during 2012-13. After a sharp increase in the past two years, the number of new incorporations is expected to return to its previous level of around 100,000 in 2012-13, a drop of about 25 per cent compared with 2011-12. Similarly, the numbers of charges registered and company searches are likely to decline by about 3 to 5 per cent and the number of deregistrations will rise by about 4 per cent in 2012-13. Nevertheless, given the number of companies already on the register, the income from annual registration fees from annual returns is still expected to grow by 9 per cent. That would offset the expected drop in revenues from company incorporations. Following the anticipated adjustment in 2012-13, the Registry's business is expected to resume moderate growth in the following years, while it will continue to achieve its target rate of return.

有鑑於現時的波動，本處需要維持充足儲備，以應付任何未能預料的經濟逆轉情況，以及為本處的發展項目提供資金，尤其是以下項目：

- 協助政府制訂新《公司條例》的附屬法例；
- 為本處在新《公司條例》下要肩負的新角色及職能作好準備；
- 全面推行指明表格電子提交服務，包括周年申報表；
- 進行系統提升工程，以配合新《公司條例》的實施；
- 宣傳及推廣新《公司條例》，使其順利實施；
- 為本處的資訊系統建立熱址備援系統（'hot site'），把因系統故障導致服務中斷的風險減至最低；及
- 全面檢討「公司註冊處綜合資訊系統」，以配合本處的長遠發展。

In view of the present fluctuations, the Registry will need to maintain an adequate reserve to cater for any unexpected adverse economic conditions and to finance its development projects, particularly the following:

- Supporting the Government in the preparation of subsidiary legislation for the new Companies Ordinance;
- Preparing for the Registry's new roles and functions under the new Companies Ordinance;
- Full implementation of the e-Filing service for specified forms, including annual returns;
- System enhancements to facilitate the implementation of the new Companies Ordinance;
- Publicising and promoting the new Companies Ordinance to facilitate its smooth implementation;
- Establishment of a hot site for the Registry's information system, to minimise the risk of service disruption due to breakdown of computer systems; and
- An overall review of the Integrated Companies Registry Information System for the Registry's longer-term development.

開發新科技

Developing New Technology



公司註冊處綜合資訊系統

公司註冊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，包括辦理公司註冊和文件登記，以及提供查閱在本處登記及保存的公司資料和文件影像紀錄的服務。

一個方便和高效率的公司註冊及資料查閱系統，對香港作為主要國際商業和金融中心實在不可或缺。多年來，本處不斷擴大服務範圍及改善服務質素、精簡工作程序，並且開發「公司註冊處綜合資訊系統」（綜合系統），以取代以前零散的操作系統。

新系統於二零零五年推出第一階段的「電子查冊服務」，而第二階段則自二零一一年一月起逐步推出「電子成立公司」及「電子提交文件」服務。綜合系統使本處能有效及合乎經濟原則地應付迅速增長的工作量。此外，該系統亦改革了本處的核心業務，使香港在公司註冊程序方面與其他司法管轄區如英國和新加坡等地看齊。

新《公司條例》實施後，本處須肩負多項新角色及職能，令本處現時的工作程序須作出多項轉變。經評估有關影響後，本處於二零一一年七月開始著手提升現有電腦系統，以應付有關轉變，並同時繼續開發新的電子提交文件服務。本處一直全力工作，確保在實施新《公司條例》前一切準備就緒。

The Integrated Companies Registry Information System

The Companies Registry has always been fully committed to providing customers with efficient, cost-effective and high-quality services and facilities. These encompass the incorporation and registration of companies and the registration of documents, as well as the inspection of company information and image records of documents it registers and maintains.

The Registry understands that a convenient and efficient system for company registration and the inspection of information is indispensable to Hong Kong as a leading international business and financial centre. Over the years, it has continuously expanded and improved the quality of its services and streamlined the work processes involved. At the same time, it has developed the Integrated Companies Registry Information System (ICRIS) to replace its former fragmented operating systems.

The first phase of the new system introduced electronic search services in 2005, whereas the second phase has encompassed the gradual introduction of electronic incorporation (e-Incorporation) and electronic filing (e-Filing) services, beginning in January 2011. ICRIS has also enabled the Registry to handle its rapidly growing workload efficiently and economically. In addition, it has transformed the Registry's core business activities and put Hong Kong's company registration procedures on a par with those in comparable jurisdictions, such as the United Kingdom and Singapore.

The implementation of the new Companies Ordinance means the Registry will assume a number of new roles and functions. These will require a number of changes to its existing working procedures. Having assessed their implications, the Registry launched a programme in July 2011 to enhance its existing computer systems to accommodate the changes, while simultaneously continuing to develop new e-Filing services. It has since been working full steam ahead to ensure that everything will be ready before the implementation of the new Ordinance.

網上查冊中心

綜合系統第一階段 – 網上查冊中心(www.icris.cr.gov.hk) 於二零零五年二月推出，為公眾提供一個全日24小時的網上平台查閱公司資料。本處把收到的所有文件立即轉換成數碼影像，再經綜合系統把文件影像傳送到有關組別處理，以便本處人員將資料輸入系統以核對資料，並以聯線方式審閱資料。文件一經本處登記後，可即時供公眾查閱。

用戶對網上查冊服務的反應非常正面，這些服務幾乎完全取代親身到本處查冊的傳統方式。目前透過網上查冊中心以聯線方式查閱公司資料的比率超過99%，客戶可於網上查冊中心查閱約一百萬間仍在公司登記冊上的香港註冊公司的最新資料。服務支援組亦隨時協助客戶解決使用服務時所遇到的困難。

網上查冊中心
Cyber Search Centre

Cyber Search Centre

ICRIS Phase I – the Cyber Search Centre (CSC) (www.icris.cr.gov.hk) was implemented in February 2005 to provide the public with a round-the-clock platform for online searches of company information. All the documents received by the Registry are immediately converted into digitised images that are routed to its processing sections for data entry, system verification and online scrutiny by its staff. These documents are almost instantly available for the public's inspection once they have been registered.

The online search services have received very positive feedback from users, and they have almost completely superseded traditional onsite search services. Today, more than 99 per cent of all the searches made for the latest information of about a million live registered companies in Hong Kong are conducted online via the CSC. A Helpdesk is also available at all times to assist customers who experience any difficulties in using the services.



「註冊易」

綜合系統第二階段的開發工作於二零零九年六月展開。第一期的「註冊易」(www.eregistry.gov.hk)於二零一一年一月啟用。「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，讓客戶以電子方式成立公司。用戶登記費用全免，登記用戶亦可開立預付款帳戶，以繳付相關費用。截至二零一二年三月三十一日，「註冊易」共有超過11,000個登記用戶。

The e-Registry

The development of ICRIS Phase II began in June 2009. Stage 1 saw the inauguration of the e-Registry (www.eregistry.gov.hk) in January 2011. This round-the-clock internet portal and one-stop platform provides convenient, user-friendly and integrated electronic company registration services. User registration is free of charge, and registered users can also open deposit accounts for the payment of relevant fees. It had more than 11,000 active registered user accounts, as of 31 March 2012.

「註冊易」
e-Registry



公司註冊及商業登記新概念

二零零八年一月及二零一一年三月是公司註冊兩個重要的里程碑。二零零八年一月之前，成立一間公司需要六個工作天。即使當時已精簡了公司註冊的程序，但仍需四個工作天完成，而且只可在辦公時間內辦理。不過，自二零一一年三月本處推出「電子成立公司」服務後，公眾可隨時隨地在網上經「註冊易」成立公司。

超過90%在網上提交成立公司的申請可於一個小時內完成處理，而新公司的資料亦會即時載於網上查冊中心供公眾查閱。

為方便客戶開立新業務，本處新的電子服務亦納入了一站式電子成立公司及商業登記服務，讓申請人可一次過申請成立公司及商業登記。申請一經接納，申請人便會一併獲發電子「公司註冊證書」及電子「商業登記證」。相關資料亦會傳送到稅務局商業登記署，以更新商業登記冊。

此外，「註冊易」備有公司組織章程大綱及組織章程細則的範本供申請人使用。

New Concept for Company Incorporation and Business Registration

January 2008 and March 2011 were two significant milestones for company incorporation in Hong Kong. Before January 2008, it took six working days to incorporate a company. Even after the procedure was streamlined at that time, it still required four working days and could only be done during normal office hours. However, the launch of the e-Incorporation service in March 2011 has meant members of the public can now incorporate a company online via the e-Registry at any time and from anywhere.

More than 90 per cent of all online company incorporations are now processed and completed within one hour, and particulars of new companies are readily available for inspection online at the CSC.

To facilitate the establishment of new businesses, the new electronic service also incorporates a one-stop online company incorporation and business registration service to allow applicants to incorporate a company and apply for business registration in one step. Electronic certificates of incorporation and business registration certificates are issued together to successful applicants. Relevant information are then transmitted to the Business Registration Office at the Inland Revenue Department (IRD), so that the business register can be updated.

Furthermore, the e-Registry provides model Memoranda and Articles of Association for use by applicants.

在二零一二年二月，該一站式服務進一步擴展，涵蓋申報業務地址同時變更為註冊辦事處地址的事宜。自此，客戶只需向本處提交一份通知書，有關更改詳情便會自動傳轉到稅務局，以更新商業登記冊內的業務地址。

精簡的公司成立程序及無須最低資本的規定，使香港在世界銀行公布的「二零一一年全球營商環境報告」內，在「開辦企業」這項企業營運指標中的排名，在183個經濟體系中由第18位躍升至第6位；而推出電子成立公司及一站式服務後，香港在「二零一二年全球營商環境報告」內的國際排名，更由第6位進一步升至第5位。

一站式電子成立公司服務深受中小型企業歡迎。超過90%以電子方式成立的公司是一名成員組成的公司，而約95%的公司是持有10,000元或以下法定股本的中小型企業。

為表揚本處透過一站式電子成立公司服務提供公共服務，本處獲頒「2012香港資訊及通訊科技獎」的「最佳公共服務應用(電子轉化)獎」金獎。此外，該一站式服務使本處整體服務質素及運作效率得以提升，更藉此在「2011年公務員優質服務獎勵計劃」中獲頒「部門精進服務獎」(小部門組別)銀獎。

In February 2012, the one-stop service was further extended to cover cases in which a change of the registered office address constitutes a change of the business address. Since then, customers need only file a notification of the change with the Registry, and details will be automatically transmitted to the IRD, so that the business address can be updated in the business register.

This streamlining of company incorporation procedures and the absence of a minimum capital requirement helped Hong Kong to leap from eighteenth to sixth position out of 183 economies in the "Starting a Business" indicator in the World Bank's Doing Business Report 2011. The introduction of the e-Incorporation and one-stop service further advanced Hong Kong's global position from sixth to fifth place in the 2012 Report.

The one-stop e-Incorporation service has been warmly welcomed by small and medium-sized enterprises (SME). More than 90 per cent of companies incorporated electronically are one-member companies, and about 95 per cent are SMEs with an authorised share capital of \$10,000 or less.

In recognition of its achievements in delivering public services via the one-stop e-Incorporation service, the Registry was awarded the Hong Kong ICT Awards 2012: Best Public Service Application (Transformation) Gold Award. Furthermore, the one-stop service has enabled the Registry to improve its overall service quality and operational efficiency, which resulted in its winning a Silver Prize in the Departmental Service Enhancement Award (Small Department Category) of the Civil Service Outstanding Service Award Scheme 2011.

公司註冊處榮獲「2012香港資訊及通訊科技獎」的
「最佳公共服務應用(電子轉化)獎」金獎

The Companies Registry is awarded the Hong Kong
ICT Awards 2012: Best Public Service Application
(Transformation) Gold Award



公司註冊處榮獲「2011年公務員優質服務獎勵計劃」中
「部門精進服務獎」(小部門組別)銀獎

The Companies Registry receives the Silver Prize in the Departmental
Service Enhancement Award (Small Department Category) of the
Civil Service Outstanding Service Award Scheme 2011



其他增值服務

本處綜合系統第二階段第二期於二零一一至一二年度開發了其他增值服務。

註冊代理人登記服務於二零一一年十月推出，「註冊易」的公司用戶及個人用戶可委任已向本處登記的代理人，以電子方式提交文件。註冊代理人一經委任，便可在網上提交通知書更改本地公司名稱、更改董事和秘書及其資料，以及更改註冊辦事處地址。公眾可於「註冊易」查閱註冊代理人名單。

二零一一年十二月，本處推出「監察易」服務。當訂戶所選訂的公司有文件獲本處登記在公眾紀錄時，訂戶便會立即收到有關的電郵通知。客戶可訂用「監察易(自行監察)」服務，以收取其公司文件存檔的最新情況，或者訂用「監察易(其他公司)」服務，以便當其客戶、業務伙伴或供應商等相關公司的資料有任何變更時，接收相關通知。

第一階段電子提交文件服務，已於二零一二年二月推出，涵蓋四款較常用的指明表格，包括更改董事和秘書及其資料，以及更改註冊辦事處地址的通知書。客戶可在網上或透過軟體提交資料聯繫系統功能，以個別或大量形式提交電子表格。本處於二零一二年會推出更多以電子方式提交文件的服務，包括提交周年申報表。

Other Value-Added Services

As part of Stage 2 of ICRIS Phase II, the Registry developed other value-added services during 2011-12.

The agent registration service rolled out in October 2011 allows company and individual users of the e-Registry to appoint agents registered with the Registry for the purpose of electronic filing. Once appointed, the registered agent may submit online notifications of changes of the names, directors and secretaries and their particulars, as well as registered office addresses of local companies. A list of registered agents is available at the e-Registry for public inspection.

In December 2011, the Registry launched the e-Monitor service. This immediately sends an email notification to subscribers whenever a document concerning companies they have selected is registered in the public records. Customers may also subscribe to the "e-Monitor (Self-Monitor)" service to get updates about the filing position of their own companies, or the "e-Monitor (Other Companies)" service to receive notifications about any changes of information concerning companies they are interested in, such as their customers, business partners or suppliers.

The first phase of the e-Filing service was launched in February 2012. It covers four commonly filed specified notification forms concerning changes in directors and secretaries and their particulars, as well as registered office addresses. Customers may submit these electronic forms on-line or via a third-party software interface function, either individually or in bulk. More e-Filing services, including the filing of annual returns, are being rolled out during the course of 2012.

鞏固法律基礎

Strengthening Legal Infrastructure



《2012年公司條例 (修訂附表8)令》

財政司司長在《二零一二至一三年度政府財政預算案》演辭中，建議取消向本地公司徵收股本註冊費。這項建議旨在鼓勵投資者在香港設立公司，並有助現有公司進行集資活動和擴展業務，藉此加強香港作為企業註冊地的競爭力。

《2012年公司條例(修訂附表8)令》於二零一二年三月十六日刊登憲報。該命令修訂《公司條例》(第32章)附表8第 部，令本地公司無須就下述各項事宜繳付股本註冊費：

- (a) 註冊成為公司時的名義股本額；
- (b) 公司成立為法團後增加的名義股本額；及
- (c) 公司以溢價發行股份時的股份溢價額。

有關修訂適用於就上述目的在二零一二年六月一日或之後向公司註冊處處長提交相關文件的公司。

Companies Ordinance (Amendment of Eighth Schedule) Order 2012

In his speech for the 2012-13 Budget, the Financial Secretary proposed the abolition of the levy on capital duty on local companies. This proposal is intended to enhance Hong Kong's competitiveness as a corporate domicile by encouraging investors to establish companies there, and help existing companies to raise capital and expand their businesses.

The Companies Ordinance (Amendment of Eighth Schedule) Order 2012 was subsequently published in the Gazette on 16 March 2012. It amends Part I of the Eighth Schedule to the Companies Ordinance (Cap. 32) so that no capital duty would be payable by local companies with share capital on the following:

- (a) The amount of the company's nominal share capital at the time of its incorporation;
- (b) Any increase in its nominal share capital following its incorporation; and
- (c) The amount of premium for an issue of shares at a premium.

These amendments apply to companies that lodge relevant documentation for the above purposes with the Registrar of Companies on or after 1 June 2012.

重寫《公司條例》

背景

上一次對《公司條例》作出大幅檢討和修訂時為一九八四年。自此，政府及公司法改革常務委員會(常委會)一直定期檢討《公司條例》，以更新其內容，目的是要加強本港的企業管治制度，確保符合本地營商環境不斷轉變的需要。

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，而我們一直都很清楚《公司條例》需要全面重寫。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，而重寫《公司條例》讓香港可參考全世界在這方面的經驗。

在立法會財經事務委員會的支持下，重寫《公司條例》的工作在二零零六年年中全面展開。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，負責重寫《公司條例》的工作。此外，由有關的專家和相關專業組織及規管機構代表組成的四個專責諮詢小組，負責就公司法的不同範疇協助制訂修訂建議和推薦方案。

Rewriting the Companies Ordinance

The Background

The last time the Companies Ordinance was substantially reviewed and amended was in 1984. Since then, the Government and the Standing Committee on Company Law Reform (SCCLR) have been reviewing the Ordinance on a regular basis in order to update its content, with the aim of enhancing Hong Kong's corporate governance regime and ensuring that it satisfies the changing needs of the local business environment.

Past reviews of the Ordinance have resulted in a number of recommendations about amending various sections, some of which have been implemented. This piecemeal approach to amending the Ordinance nevertheless has its limitations and it has been clear that a comprehensive overhaul of the Ordinance is needed. Moreover, many major common law jurisdictions have reformed their company law during the past two decades, and rewriting the Ordinance would offer an opportunity to make reference to such developments taking place around the world.

With the support of Legislative Council Panel on Financial Affairs, a comprehensive rewrite of the Ordinance began in mid-2006. It has been undertaken by a dedicated Companies Bill Team consisting of officers from the Financial Services and the Treasury Bureau and the Companies Registry. Four advisory groups consisting of experts in related fields and representatives of relevant professional and regulatory bodies were also set up specifically to help formulate proposals and recommendations concerning amendments to various areas of company law.

公司條例草案專責小組在工作過程中，亦會考慮常委會以及政府和香港會計師公會組成的聯合作小組所提出的意見及推薦方案。該工作小組負責詳細審議《公司條例》的會計及審計條文。

經過多年來五輪公眾諮詢，以及與相關持份者不斷交流意見，《公司條例草案》終於定稿，並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。經過44次會議合共超過120小時，委員會於二零一二年六月完成逐一審議草案條文的工作。委員會亦審議超過850項委員會審議階段修正案，以及接近700條對現行法例的相應修訂。《公司條例草案》委員會成員名單載於附錄D。

In its work, the Companies Bill Team also took into account the views and recommendations of the SCCLR and a Joint Working Group formed by the Government and the Hong Kong Institute of Certified Public Accountants that has closely scrutinised the accounting and auditing provisions.

Following five rounds of public consultation and continuous exchanges with stakeholders concerned over the years, the Companies Bill was finalised and introduced into the Legislative Council on 26 January 2011.

A Bills Committee was formed under the chairmanship of the Honourable Paul Chan Mo-po, MH, JP, in February 2011 to scrutinise the Bill. After 44 meetings lasting a total of more than 120 hours, the Committee completed its clause-by-clause scrutiny of the Companies Bill in June 2012. The Committee also considered over 850 Committee Stage Amendments, as well as near 700 consequential amendments that will be required to the existing law. A list of the members of the Bills Committee on Companies Bill is provided in Appendix D.

立法會正在審議《公司條例草案》
The Companies Bill is being scrutinised
by the Legislative Council



新《公司條例》的主要特色

新《公司條例》包含超過900項條文及11個附表，目的是要令規管香港公司的法律架構現代化，使符合現代的國際標準，進一步提升香港作為主要國際商業和金融中心的競爭力。新條例的四個主要目的是要加強企業管治、確保規管更為妥善、方便營商及使公司法例現代化。為達致這些目的而提出的一些主要新猷載於附錄E。

我們在重寫《公司條例》時，參考了其他相類似的普通法司法管轄區，尤其是英國、澳洲及新加坡在公司法發展方面的經驗。目的是要確保我們的制度繼續符合國際常規，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。

此外，《公司條例草案》亦有考慮本地商界的特殊需要和情況，例如，若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。在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。

Main Features of the new Companies Ordinance

Consisting of more than 900 sections and 11 schedules, the new Companies Ordinance is intended to modernise the legal framework for companies in Hong Kong by bringing it into line with modern international standards, thereby increasing the city's competitiveness as a major international business and financial centre. The four main objectives of the new Ordinance are to enhance corporate governance, ensure better regulation, facilitate business, and modernise the law. The major initiatives introduced to achieve these objectives are set out in Appendix E.

Rewriting the Companies Ordinance has involved making reference to and benchmarking Hong Kong's existing legislation against developments in company law in other comparable common law jurisdictions, particularly the United Kingdom, Australia and Singapore. The aim has been to ensure that Hong Kong's regime will remain in line with international norms, and that it will be able to benefit from precedent cases in other common law courts.

Moreover, the distinct needs and circumstances of the local business community have been taken into account in the Companies Bill. One example is that the approval of disinterested shareholders would be required for certain transactions that involve the directors (or their connected entities) of public companies and their subsidiaries. This requirement is regarded as necessary for fostering shareholder protection, given the large number of family-controlled public companies in Hong Kong.

一般所說的「人數驗證」，即「通過決議收購要約或回購股份而作出的公開要約，包括私有化計劃的票數，須為出席該會議且有投票的成員中佔大多數同意」這項規定由新規定所取代。新規定述明，反對通過某項協議安排的決議的票數，不得超過附於所有無利害關係股份的表決權的10%。新條文亦述明，反對計劃的成員如被視為瑣屑無聊或無理取鬧，才可能會被著令支付訟費。

為減輕公司的合規成本，但同時要適當地維持公司財務報告的透明度，我們建議引入新條文，准許符合指定規模準則的公司擬備簡明財務報告及簡明董事報告。不符合指定規模準則的較大型私人公司，其規模如沒有超出一個更高的門檻，只要獲持有75%表決權的成員通過決議，而且沒有其他成員反對，則亦可擬備簡明財務報告及簡明董事報告。

新條例將於所有附屬法例獲通過後實施。

The so-called "headcount" test - in which a majority in number of members present and voting is required for a resolution to approve a takeover offer or general offer to buy back shares, including a privatisation scheme - would be replaced by a new requirement that the number of votes cast against a resolution to approve such a scheme must not be more than 10 per cent of votes attached to all disinterested shares. The new provision would also provide that a dissenting member might be ordered to pay legal costs only if his or her opposition to the scheme was deemed frivolous or vexatious.

To save compliance costs while maintaining an appropriate level of transparency in a company's financial reports, new provisions have been proposed to allow companies that meet specified size criteria to prepare simplified financial statements and directors' reports. Larger private companies that do not meet the specified size criteria would also be entitled to prepare simplified reports if their size does not exceed a higher threshold, provided that members holding 75 per cent of the voting rights so resolve and no member objects.

The new Ordinance will be implemented after passing of all subsidiary legislation.



鞏固法律基礎 Strengthening Legal Infrastructure

公司法改革常務委員會

公司法改革常務委員會(常委會)是在一九八四年成立的非法定諮詢組織，負責定期檢討《公司條例》，以確保能切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，JP。本處為常委會提供秘書處服務。常委會二零一一至一二年度成員名單載於附錄F。常委會在二零一一至一二年度召開了一次會議，並將於二零一二年下半年發表第28號年報。

遵從法規與執法

公司註冊處處長致力保持公司登記冊的完整性，因此，在香港註冊成立的公司按時履行《公司條例》相關條文所規定的責任至為重要。為確保公司遵從法規，本處會對違規公司提出檢控或採取其他適當措施。

Standing Committee on Company Law Reform

The Standing Committee on Company Law Reform (SCCLR) is a non-statutory advisory body formed in 1984 to review the Companies Ordinance on a regular basis, to ensure that it meets the changing needs of the local business environment. The SCCLR is currently chaired by Mr Godfrey Lam, SC, JP. It receives secretarial support from the Registry. A list of SCCLR members for 2011-12 is given in Appendix F. The SCCLR held one meeting during 2011-12, and it will publish its 28th Annual Report in the latter half of 2012.

Compliance and Enforcement

The Registrar of Companies strives to maintain the integrity of the Companies Register. It is therefore of the utmost importance that companies incorporated or registered in Hong Kong comply with their obligations under the relevant provisions of the Companies Ordinance and in a timely manner. The Registry ensures that this is done by prosecuting or taking other appropriate measures in cases of non-compliance.



在二零一一至一二財政年度，本地公司提交周年申報表的遵從比率達88%，而非香港公司的遵從比率則達94%。兩個數字均與前一年相若。

本處完成一項特別行動，向遲交周年申報表及帳目的擔保有限公司，發出催辦通知書。約45%的公司收到催辦通知書後補交申報表存檔，而52%的公司未有就失責情況作出補救，本處已採取行動把他們從登記冊中剔除。

本處大部分的檢控個案，均是對未有提交周年申報表或其他公司文件的公司採取法律行動。然而，本處亦著重其他方面的執法工作。過去一年，本處向公司及其高級人員提出檢控的罪行包括：未有舉行周年大會、在處長發出有關指示後未有更改公司的名稱、就撤銷公司註冊的申請提供虛假資料，以及未有妥善註冊而以有限公司的名義營業。本處在有需要時會聯同其他規管機構執法。

During the financial year 2011-12, 88 per cent of local companies complied with the requirement to file annual returns, whereas 94 per cent of non-Hong Kong companies did so. Both figures are similar to those of the previous year.

The Registry completed a special exercise that involved sending reminders to companies limited by guarantee that were late in filing their annual returns and accounts. About 45 per cent of those companies filed their outstanding annual returns after receiving the reminder, whereas 52 per cent of them failed to remedy the default, and action was taken to strike them off the register.

Most of the prosecutions undertaken by the Registry were legal actions against companies that failed to file annual returns or other company documents. However, the Registry also emphasises enforcement efforts in other areas. During the past year, the Registry instituted proceedings against companies and their officers for offences such as failure to hold annual general meetings, failure to comply with the Registrar's directions to change names, providing false information in applications for deregistration, and carrying on business in the name of a limited company that has not been duly incorporated. The Registry cooperated with other regulators whenever necessary.



企業管治 Corporate Governance

企業管治政策

作為香港的企業監管機構，公司註冊處十分重視良好的企業管治。企業管治除了對本處運作效率及效能起著關鍵的作用之外，還能提升公眾對本處企業管治能力及誠信的信心和信任，以至員工對部門的滿意度。

本處制訂了企業管治綱領，並在二零一二年五月發表了本處的企業管治政策聲明，使本處能維持最高的企業管治標準。

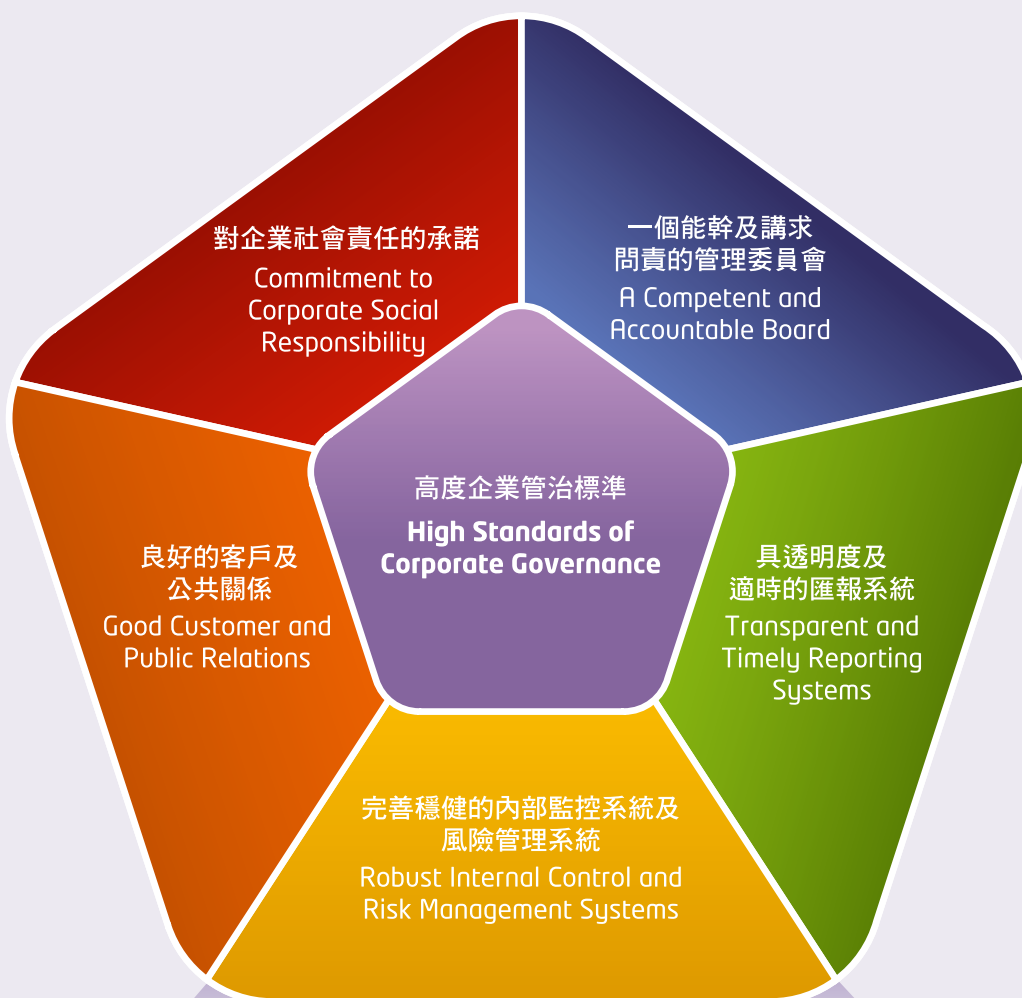
Corporate Governance Policy

As Hong Kong's corporate regulator, the Companies Registry acknowledges the great importance of good governance. Besides the critical role this plays in the efficiency and effectiveness of the Registry's operations, it underpins the public's confidence and trust in the Registry's capability and integrity, as well as the level of satisfaction of its employees.

The Registry has developed the following Corporate Governance Framework and promulgated its Corporate Governance Policy Statement in May 2012 to enable it to uphold the highest standards in this respect.

公司註冊處企業管治綱領

Companies Registry Corporate Governance Framework



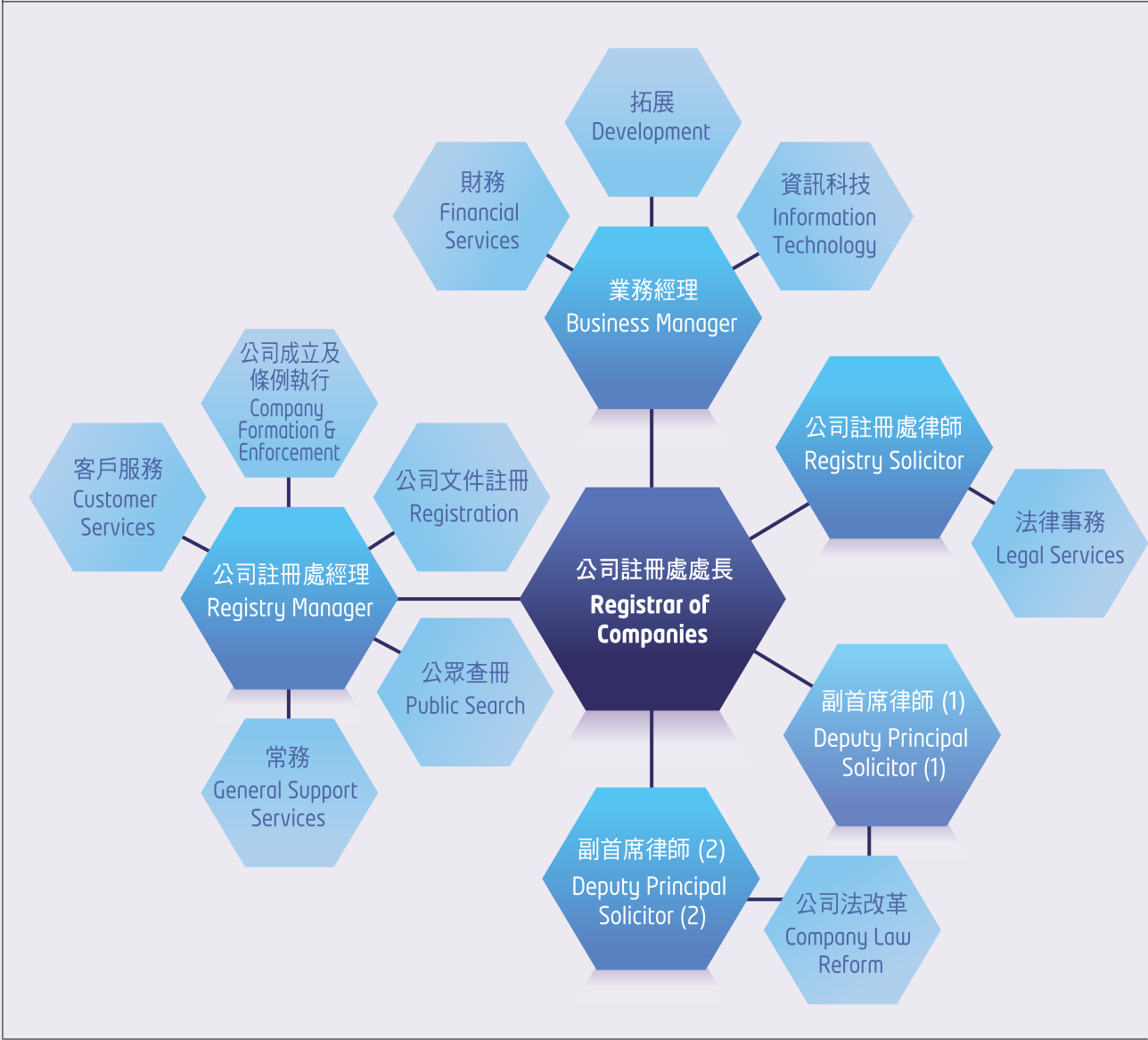
一個能幹及講求問責的管理委員會

本處已設立一個明確的組織架構，架構的最高層組織載於下圖：

A Competent and Accountable Board

The Registry has established a clear organisational structure, the highest level of which is shown in the diagram below.

公司註冊處組織圖
Companies Registry's Organisation Chart



以上組織架構確保本處能妥善地肩負法定角色、執行法定職能，以及向公眾提供法定服務，並清楚界定各級管理人員及員工的職能和職責，而每名員工均熟知有關職能和職責。

管理委員會

本處的管理委員會由公司註冊處處長領導，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及管理本處的業務，以確保妥善落實政府的政策和目標，及實現本處的理想和使命。委員會每月(或因應需要更頻密)召開會議，討論、檢討並監察本處已展開或有待展開的主要措施及工作，以確保策劃妥善、運作有效，以及遵從有關規例和既定程序。管理委員會亦成立了四個專責委員會，分別涵蓋誠信、投資策略、發展及部門編制等特定範疇，以提高效率，務求穩妥地管理及監督本處的表現。這些專責委員會亦會向管理委員會作出建議，以持續監察及加強良好之企業管治常規。

This structure ensures that the Registry's statutory roles, functions and services to the public are delivered properly. The roles and responsibilities of all its levels of management and staff are well defined, and every staff member is familiar with them.

The Management Board

The Registry's Management Board is headed by the Registrar of Companies and consists of all its directorate officers. It is responsible for setting strategic directions and managing the Registry's business affairs, with the aim of ensuring the appropriate implementation of the Government's policies and objectives and realising the Registry's vision and mission. The Board meets monthly (or more frequently if necessary) to discuss, review and monitor the Registry's major initiatives and activities, both those in progress or in the pipeline, to ensure that they are being effectively planned and executed, and that they comply with relevant regulations and established procedures. The Board also has four committees covering the specific areas of integrity, investment strategies, development and departmental establishment. These have been set up to enhance efficiency and ensure proper management and oversight of the Registry's conduct. The committees also make recommendations to the Board concerning the continuous monitoring and enhancement of good corporate governance practices.

委員會

Board and Committees



整體工作及業務計劃

為達致業務及政策目標，本處每年製備整體工作及業務計劃，載列短期及長遠策略。計劃須獲財經事務及庫務局局長批核。一經批核，計劃便會成為衡量本處表現的準則，並會作為制訂本處未來五年發展及工作計劃的依據。

具透明度及適時的匯報系統

管理委員會已設立一套有效益及有效率的財政預算及財務管理系統，務求能妥善地運用本處的資源，以達致本處的理想。本處向相關持份者及公眾提供充足及清楚的資料，讓他們清楚了解本處營運基金在財務及經營業績方面的業務詳情、現行運作情況及日後的發展方向。

本處的周年帳目表按照公認的會計準則製備，再經由審計署署長審核，然後連同本處的年報，每年提交立法會省覽。審計帳目及年報提交立法會後，便會上載本處網頁，讓公眾知悉。

由公司註冊處處長擔任主席的投資策略委員會，負責監察本處投資組合的表現，以及制定投資政策，並研究其他投資策略和建議。該委員會定期舉行會議及因應需要舉行特別會議。

此外，本處人員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，並就運作及立法方面的主要措施尋求支持。此外，他們亦會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。

Corporate and Business Plan

The Registry prepares annual Corporate and Business Plan setting out its short and longer-term strategies for achieving its business and policy objectives. These are subject to approval by the Secretary for Financial Services and the Treasury. Once approved, the Plan serves as benchmarks for evaluating the Registry's performance and for formulating its development and work plans for the following five years.

Transparent and Timely Reporting Systems

The Board has established effective and efficient budgetary and financial management systems to ensure that it properly deploys the Registry's resources to achieve its vision. The Registry provides stakeholders and the general public with clear and adequate information about its Trading Fund's financial and operating results to enable them to understand fully the details of its business, its current status and how it is being developed for the future.

The Registry's annual accounts are prepared in accordance with generally accepted accounting standards. They are audited by the Director of Audit and subsequently tabled in the Legislative Council every year, together with the Registry's annual report. After they have been tabled, the audited accounts and annual report are uploaded onto the Registry's website to keep the public informed.

Chaired by the Registrar of Companies, the Investment Strategy Committee oversees the performance of the Registry's investment portfolio, formulates its investment policies, and considers alternative investment strategies and proposals. The Committee meets regularly, and on an ad-hoc basis if the need arises.

In addition, the Registry's officers regularly meet with the Permanent Secretary for Financial Services and the Treasury (Financial Services) and representatives of the Financial Services Branch to review the Registry's performance and obtain endorsement of any major operational and legislative initiatives. They also meet with representatives of the Bureau's Treasury Branch to evaluate and monitor the Registry's financial performance every six months.

完善穩健的內部監控系統及風險管理系統

本處確立了健全而有效的風險管理及內部監控系統，在履行本處的計劃、政策及目標期間，能於行政、採購和財務事宜、適當的職責分工、資訊科技系統運作，以及妥善提供客戶服務職能等各方面，提供清晰的政策及規例。這些政策及規例會定期檢討和更新，以配合不斷轉變的營商環境，並與政府決策局公布的政策及規例保持一致。本處亦會定期及適時地提醒本處人員注意這些政策及規例的最新資料。

發展督導委員會

制定長遠的計劃和策略，對於本處業務發展至為重要，尤其要維持本處卓越的表現，及為社會提供優質服務。由公司註冊處處長擔任主席的發展督導委員會，成員包括本處高層管理人員。該委員會負責就本處長遠的業務發展訂定方向，並監察本處各項主要措施及計劃的推行。

隨著本處於二零一一年三月成功推出「註冊易」及一站式電子成立公司及商業登記服務，該委員會繼續監察電子提交文件服務的進一步開發工程，以及系統提升工程，以便為實施新《公司條例》作好準備。

Robust Internal Control and Risk-Management Systems

The Registry has established a sound and effective risk-management and internal control system with clear policies and regulations concerning administrative, procurement and financial matters; proper segregation of duties; alignment of IT systems with its corporate mission, policies and objectives; and the provision of services to customers. All these are reviewed regularly and updated to suit the changing business environment and to align with policies and regulations promulgated by Government bureaux. Major updates of such policies and regulations are brought to the attention of the Registry's staff members on a regular and timely basis.

Development Steering Committee

Long-term planning and strategies are essential for the Registry's business development, especially in terms of maintaining an excellent Registry and providing high-quality services to the community. Chaired by the Registrar of Companies, the Development Steering Committee consists of senior members of the Registry's staff. It is responsible for charting a course for the Registry's long-term business development and overseeing the implementation of key initiatives and projects.

Following the successful launch of the e-Registry and the one-stop service for electronic company incorporation and business registration in March 2011, the Committee continues to oversee the further development of electronic filing services and system enhancements to prepare for the implementation of the new Companies Ordinance.

資訊科技保安

網上查冊中心及「註冊易」的設立，讓本處可全日24小時向客戶提供公司查冊及註冊的服務。這些服務有賴安全、穩定及可靠的電腦系統的支援。因此，發展督導委員會特別著重本處資訊科技的功能及其界面與其他核心業務的聯繫，以確保其運作配合本處的計劃、政策及目標。

此外，為確保本處有可靠的基礎設施為客戶提供服務，高度的保安至為重要。本處為員工制訂了資訊科技保安政策、資訊保安事故處理指引及終端用戶的資訊科技保安指示。這些指引及指示會定期檢討及更新，以確保與現行的指引及標準一致。本處亦會定期向員工發布有關指引及指示，藉此提高員工對資訊科技保安的認識，並遵從這方面的政策和指示。另外，本處亦聘請獨立的審核員進行資訊科技保安風險評估及審核工作，確保本處在資訊科技保安方面採取有效及符合標準的保護措施。

業務持續運作計劃

本處制訂了業務持續運作計劃，以減低系統故障造成的業務風險。這項計劃包括一個可支援重要功能及運作，並維持最低限度服務的運作復原系統。我們亦會定期進行運作復原演習，以測試復原程序，確定運作復原系統在有需要時操作正常。

IT Security

The establishment of the Cyber Search Centre and e-Registry means the Registry now provides round-the-clock online company search and incorporation services to its customers. These need to be supported by secure, stable and reliable computer systems. The Development Steering Committee pays particular attention to the Registry's IT functions and their interface with other core business activities, to ensure that they align with the Registry's corporate mission, policies and objectives.

Furthermore, high-level security is essential for ensuring a reliable infrastructure for providing services to customers. For this purpose, the Registry has developed an IT Security Policy, Guidelines on Information Security Incident Handling, and End Users' Instructions on IT Security for its staff. These are reviewed and updated periodically to ensure that they are consistent with prevailing guidelines and standards. Registry staff members are regularly updated in order to reinforce their security awareness and compliance with policies and instructions concerning this subject. Furthermore, independent auditors are engaged to conduct IT security risk assessments and audits to make certain that the Registry's IT security protection measures are effective and up to standard.

Business Continuity Plan

A business continuity plan is in place to reduce the risk to business in the event of system disruptions. It includes a disaster recovery system to support critical functions and operations and to maintain at least a minimal level of services. Periodic disaster recovery drills test recovery procedures and ensure the disaster recovery system will function properly if needed.

廉潔守正及誠實可信的公務人員

本處員工須遵守及遵從《公務員守則》。有關守則列出公務員隊伍須保持廉潔守正、誠信不阿，以及須恪守的操守準則等至為重要的核心價值，當中包括的準則有：組織及操守公正、不偏不倚、廉潔守正、竭盡所能，以及對所作決策和行動負責。

作為公營機構，擁有廉潔奉公、守正忘私的隊伍對本處至為重要。因此，推廣及管理誠信是本處的首要任務。誠信管理委員會自二零零八年成立以來，一直協調並監察本處在這方面的措施。該委員會亦致力促進員工保持崇高的操守標準，並制訂每年的誠信管理工作計劃，為本處人員提供清晰的指引，以了解本處推行誠信管理的工作及其決心。

公司註冊處經理是本處的誠信事務主任，負責監察本處策劃及推行誠信管理計劃的情況。為新加入本處的員工而設的入職課程亦特別納入誠信的課題，而本處入門網站亦專設誠信管理欄目，內載有關誠信、操守及紀律的指引及通告，供員工隨時參閱。

誠信管理計劃二零一一至一二年度工作計劃所列出的工作項目已全部於年內圓滿完成。本處透過在處內播放影片和舉行講座，提醒員工注意誠信問題及防止貪污，並鼓勵員工參加由公務員事務局舉辦以誠信為題的會議、研討會和工作坊。

Integrity and Honesty in Public Service

The Registry's staff members are required to abide by and comply with the Civil Service Code. The Code sets out the core values that are central to the integrity and probity of the civil service, and the standards of conduct required of them, including organisational and ethical principles of justice, impartiality, integrity, diligence and accountability for decisions and actions.

As a public organisation, it is imperative for the Registry to have an ethical, upright and honest workforce. Promotion and management of integrity is therefore a top priority. Since its establishment in 2008, the Integrity Management Committee has been coordinating and monitoring the Registry's initiatives in this area. Moreover, it has strived to promote high ethical standards among staff members, and it draws up annual Integrity Management Programme Action Plan to give them clear guidance about the Registry's commitment to and efforts in the area of integrity management.

As the Registry's Ethics Officer, the Registry Manager oversees the planning and implementation of its integrity management programme. The subject of integrity is also highlighted in the induction programme for new staff members, and a section dedicated to integrity management has been set up in the Departmental Portal as a repository for guidelines and circulars on integrity, conduct and discipline that all staff members can refer to readily.

All the initiatives set out in the 2011-12 Integrity Management Programme Action Plan were implemented successfully during the year. Staff members were alerted about integrity issues and the prevention of corruption via in-house video shows and talks. They were also encouraged to attend conferences, seminars and workshops on this subject organised by the Civil Service Bureau.

員工投訴程序

本處已採納及公布員工投訴程序，讓員工可在身份保密的情況下，就政策、規例或道德操守等方面的違規情況提出投訴。作為本處指定的員工投訴主任，公司註冊處經理負責處理本處員工的投訴。本處設有監察制度，確保所有投訴均獲得公平及適當的處理。

良好的客戶及公共關係

與客戶及公眾建立適當及有效的溝通渠道

為確保本處的相關持份者及公眾獲得有關本處運作的清晰及充足資料，本處全面遵從政府的《公開資料守則》。有關守則就政府向公眾人士提供資料訂定行政綱領。本處自政府在一九九五年推行《公開資料守則》以來，便一直遵守該套守則。

有關個人資料方面，本處已按照政府及個人資料私隱專員公署公布的指引，快捷及妥當地處理所有根據《個人資料(私隱)條例》提出的適當要求。除此之外，本處亦已設立與客戶及公眾溝通的有效渠道，詳情請參閱「與客戶及其他司法管轄區的聯繫」一章。

評估機制

年內，本處專注完善現有的既定渠道，以蒐集不同群組客戶的意見和建議，使該等渠道能在檢討現有業務程序時充分發揮效用，並可用作策劃新措施，進一步提升本處的服務。

Staff Complaints Procedures

The Registry has adopted and promulgated procedures that allow employees to raise concerns in confidence about possible breaches of policies, regulations or the code of ethics. As its designated Staff Complaints Officer, the Registry Manager is responsible for dealing with staff complaints. A monitoring system is in place to ensure that all of these are handled in a fair and appropriate manner.

Good Customer and Public Relations

Proper and Effective Channels of Communications with Customers and the Public

To ensure the Registry's stakeholders and the general public are provided with clear and sufficient information about its operations, the Registry fully complies with the Government's Code on Access to Information, which sets out a formal administrative framework for the provision of information to the public. The Registry has adhered to the Code ever since it was first introduced in 1995.

All appropriate requests made under the Personal Data Privacy Ordinance for information concerning personal data have been handled in a timely and appropriate way, and in accordance with the guidelines promulgated by the Government and the Office of the Privacy Commissioner for Personal Data. Apart from this, the Registry has set up effective channels for communicating with its customers and the public. These are explained in detail in the section entitled Liaison with Customers and Other Jurisdictions.

Evaluation Mechanisms

During the past year, the Registry has focused on refining its existing and well-established channels for gathering comments, suggestions and opinions from different groups of customers. The goal is to use these more effectively during reviews of existing business processes, and for the purpose of planning initiatives that will result in further upgrades to its services.

同時，本處致力令公眾更全面了解本處的服務承諾，以及本處如何成功履行這些服務承諾。本處每年都進行客戶服務調查，並透過客戶的建議和意見表格及「電子查冊」服務組蒐集客戶的意見。二零一一至一二年度，本處透過上述方法及公司註冊處客戶聯絡小組，蒐集了34項建議及意見。我們已仔細審視這些建議及意見，並作出適當跟進。

對企業社會責任的承諾

本處的既定做法，是確保本處在業務運作上保持崇高的操守標準，並且關心社會、環境以至員工的福利。這部份已在「人力資源及企業社會責任」一章詳細述明。

At the same time, it endeavours to promote awareness of its performance pledges and its success in complying with these more fully among the public. Every year, the Registry conducts a Customer Services Survey, and it gathers customer feedback via suggestion and comment forms and the e-Search Helpdesk. In 2011-12, it collected 34 suggestions and comments by such means and through the Companies Registry Customer Liaison Group. All of them were carefully reviewed and acted upon where appropriate.

Commitment to Corporate Social Responsibility

The Registry's established methods of ensuring the maintenance of the highest ethical standards in the conduct of its business, and for fostering a caring attitude towards the community, the environment and the wellbeing of its staff members are fully described in the section entitled Human Resources and Corporate Social Responsibility.



人力資源及企業社會責任

Human Resources and Corporate Social Responsibility



組織

截至二零一二年三月三十一日，公司註冊處共有364名員工，包括290名公務員及74名合約員工，較上年同日多出13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」(綜合系統)所致。

人力資源

招聘員工

本處制定了人力資源政策及策略，以建立一支高質素的專業團隊，達成本處為客戶提供優質服務的使命，並為日後擔當更重要的角色做好準備。由本處高層管理人員組成的部門編制委員會，負責審議人手方面的建議，並向公司註冊處處長推薦方案，務求善用本處的人力資源。

培訓及發展

本處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，配合於二零一零年六月推出的培訓通，以推行及監督為本處人員而設的培訓計劃。

本處一向重視不斷學習及自我提升的精神。為此，本處鼓勵員工參加由公務員培訓處舉辦的培訓課程。本處亦資助員工修讀與工作有關的外間課程和參加考試。此外，本處在二零一一至一二年度亦為員工在處內舉辦多項培訓課程，讓員工知悉本處各項最新措施，並幫助他們熟習新的工作流程。

Organisation

As at 31 March 2012, a total of 364 people - 290 civil servants and 74 contract staff - worked at the Companies Registry, 13 more than on the same day a year earlier. The slight increase in the headcount was mainly due to the increased workload of the Registry's daily operations, as well as the development of the Integrated Companies Registry Information System (ICRIS).

Human Resources

Staff Recruitment

The Registry has developed its human resources policies and strategies in order to build the team of high-calibre and professional staff members it needs to fulfil its mission to provide quality services to customers, and for the further development of its role in the future. Its Departmental Establishment Committee, which consists of senior officers, considers staffing proposals and makes recommendations to the Registrar of Companies on how to optimise the use of the Registry's manpower resources.

Training and Development

Every year, the Registry draws up a Departmental Training and Development Plan to satisfy its operational requirements and support the development of its staff members. Training managers are appointed to implement and oversee training initiatives for officers, in line with the Training Administration System established in June 2010.

The Registry always emphasises a culture of continuous learning and development. For this purpose, it encourages staff members to attend training programmes organised by the Civil Service Training and Development Institute. It also offers financial support to staff members who wish to attend external work-related courses and examinations. In addition, the Registry conducted a number of in-house training sessions during 2011-12. These updated staff members about its latest initiatives, and helped to familiarise them with new working procedures.

人力資源及企業社會責任
Human Resources and Corporate Social Responsibility



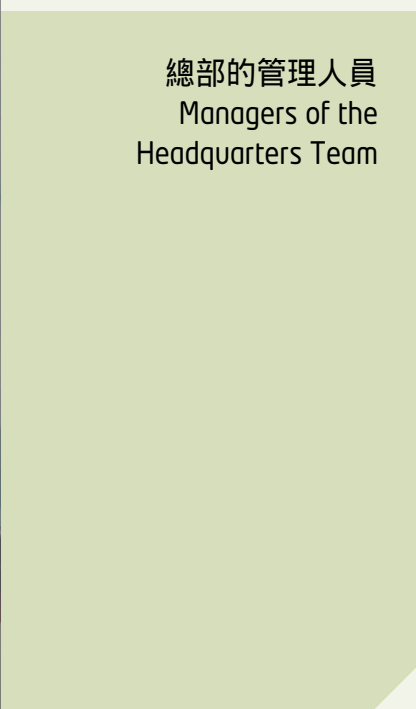
公司成立及條例執行部的
管理人員
Managers of the
Company Formation and
Enforcement Division

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



人力資源及企業社會責任 Human Resources and Corporate Social Responsibility

新加入本處的員工會參加一個為期兩天的迎新課程，讓他們了解本處及本處的工作。去年，本處為管理人員舉辦有關團隊合作及處理轉變的進修課程，參加者的範圍有所擴大，涵蓋包括擔任管理職務的文書職系人員。進修課程加強了參加者處理轉變時的能耐及鞏固員工間的團隊合作精神。此外，本處為擴闊員工的視野，安排他們參與和其他司法管轄區公司註冊機關的員工交流計劃。

年內，本處員工共參加516天培訓課程及活動。

溝通

管方與員方之間，以及員工之間的雙向有效溝通，是確保任何機構達致成功的不二法門，本處也不例外。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。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。此外，本處出版的員工通訊亦有助員工更加認識部門的發展及同事的情況。

New staff members undergo a two-day Induction Programme to give them a better understanding of the Registry and its work. The participants of the Registry's Management Retreat Programme was last year expanded to include clerical staff members who have assumed managerial roles. This programme allows the participants to enhance their change-management competencies and team spirit. In addition, the Registry aims to broaden the perspectives of its staff members by arranging for them to take part in attachment programmes with the companies registries of other jurisdictions.

Registry staff members spent a total of 516 days participating in various training programmes during the year.

Communication

Effective two-way communication between management and staff and between staff members is a valuable tool for ensuring the success of any organisation. The Registry is no exception. Its Departmental Consultative Committee consists of management and staff representatives, and it holds regular meetings to discuss topics that concern staff members. The Registrar of Companies also meets divisional managers regularly to discuss issues relating to the Registry's operations and initiatives. Furthermore, its staff newsletter helps staff members to learn more about developments in the Registry and their colleagues.



公司註冊處員工通訊
CR Staff Newsletter

本處管方致力鼓勵所有員工充分發揮潛能，以加強本處整體的效率和生產力。每名員工的主管人員，每年均會就員工工作表現的評核報告進行面談，討論員工的工作表現，並就培訓或事業發展需要提出建議。這些面談提供良好機會，讓主管人員及下屬專注討論員工的事業前途、抱負及事業發展計劃。

此外，本處十分重視員工的投訴。本處設有完善機制處理員工的投訴，並已向全體員工公布有關詳情。本處已委任公司註冊處經理擔任部門的員工投訴主任，負責確保員工的每個投訴均得到妥善處理，並迅速作出必需的糾正。

員工關係

聯誼及康樂活動對促進員工關係和健康至為重要。在二零一一至一二年度，本處為員工舉辦多項聯誼及康樂活動，以培養員工的歸屬感。活動包括尋找中華白海豚一日遊、澳門文化遺產．水舞間一日遊、聖誕自助午餐聯歡會及有關壓力管理的影片放映會。此外還舉辦多項專題興趣班，涵蓋不同的主題，例如馬賽克手工藝製作班、迎新春書法班及意大利菠菜芝士雲吞製作班。其中有些活動更邀請員工家屬參加。

The Registry management strives to encourage all staff members to perform to their full potential as a means of enhancing its overall effectiveness and productivity. Each staff member's supervising officer conducts an annual appraisal interview, during which they discuss the staff member's performance and recommends training or development needs. These interviews are also good opportunities for supervisors and subordinates to focus on career prospects, aspirations and development plans.

Moreover, the Registry recognises the importance of staff complaints. It has a well-established mechanism for handling these, details of which have been promulgated to every staff member. The Registry Manager has been appointed as its Departmental Staff Complaints Officer, with the responsibility of ensuring that every complaint is properly handled, and that any necessary remedial action is taken promptly.

Staff Relations

Social and recreational activities are essential for enhancing relations between staff members and their physical well-being. The Registry organised a wide range of these for its staff members during 2011-12. They included a Trip to the habitat of Chinese Pink Dolphins at Lung Kwu Chau, a Day trip to Macau, a Christmas Party-cum-Lunch Buffet, and the screening of a video about stress management. A number of special interest classes were also held, covering subjects like Mosaic Art, Chinese Calligraphy and Western Cuisine Cookery. Members of the families of Registry staff members were also invited to join some of these events, in order to cultivate a sense of belonging among staff members.

人力資源及企業社會責任 Human Resources and Corporate Social Responsibility

尋找中華白海豚一日遊
Trip to the habitat of Chinese
Pink Dolphins at Lung Kuu Chau



澳門文化遺產：水舞間一日遊
Day trip to Macau



二零一一年聖誕自助午餐聯歡會
2011 Christmas Party-cum-Lunch Buffet

馬賽克手工製作班
Mosaic Art Class



迎新春書法班
Chinese Calligraphy Class



意大利菠菜芝士雲吞製作班
Western Cuisine Cookery Class



獎勵及嘉許

本處設有三個增進員工表現計劃，以加強員工對部門服務承諾的認識和承擔，分別是工作表現獎、最佳服務獎及最佳櫃檯職員獎。

在二零一一至一二年度，本處超越了所有服務承諾的目標水平。本處因此向合資格的員工頒發工作表現獎，以表揚他們的工作及出色表現。在二零一一年，本處的客戶投票選出「新公司註冊(本地公司) — 網上提交文件」服務(一項由新公司註冊組提供並由拓展組支援的服務)為最佳服務獎。與此同時，最佳櫃檯職員獎有助促進本處員工竭誠為客戶提供有禮及高效率的服務。去年，我們的客戶交回共2,126份投票表格，選出14名得獎者。

Motivation and Recognition

The Registry's three Staff Motivation Schemes promote awareness of its performance pledges and commitment to fulfilling them. They are the Registry Performance Award, Best Service Award and Best Counter Staff Award.

The Registry exceeded all the targets for its pledges during 2011-12. The Registry Performance Award was therefore bestowed on all eligible staff members in recognition of their efforts and excellent performance. In 2011, our customers voted Registration of New Companies - Local company (e-Submission), one of the services provided by the New Companies Section and supported by the Development Section, as the winner of the Best Service Award. Meanwhile, the Best Counter Staff Award helps to foster the dedication of our staff to providing courteous and efficient services. Last year, our customers returned a total of 2,126 ballot forms to choose 14 recipients for this accolade.

新公司註冊組及拓展組獲頒
2011年最佳服務獎

The New Companies Section and
Development Section receives
the 2011 Best Service Award



企業社會責任

作為一間公共機構，本處認同社會的可持續發展與自身的業務發展同樣重要。因此，本處高度重視對客戶、員工和社會整體作出企業在社會和環境持續發展方面的承諾。在二零一零年，本處發布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的內容載於附錄G。

保持崇高的操守標準

公司註冊處誠信管理委員會在誠信管理計劃二零一一至一二年度工作計劃下訂定的工作目標已全部於年內達致。

Corporate Social Responsibility

As a public organisation, the Registry recognises that the sustainable growth of the community is as important as the growth of individual businesses. It therefore assigns a high priority to social and environmental sustainability commitments to its customers, staff members and the community as a whole. In 2010, it adopted a Corporate Social Responsibility (CSR) Policy Statement that sets out the framework for discharging its corporate social responsibilities. The text of this is provided in Appendix G.

Upholding the Highest Ethical Standards

All the targets set by the Registry's Integrity Management Committee in its Integrity Management Programme Action Plan for 2011-12 were attained during the course of the year.



二零一二年一月廉政公署為員工舉辦的講座
A talk for staff members conducted by the ICAC in January 2012



觀看誠信管理影片「辦公室的鏡子」
Viewing an integrity management video on "the Mirror"

人力資源及企業社會責任 Human Resources and Corporate Social Responsibility

關注環境

本處致力以有利環保的方式管理及運作。除了在日常運作著重採用符合環保的做法外，還鼓勵員工關注環境。在二零一一年，本處全面達致重要環保措施的目標。詳情可參閱本處二零一一年的環保報告，報告可於本處網站下載。

Caring for the Environment

The Registry is committed to managing and conducting its operations in an environmentally responsible manner. It has adopted environmentally friendly practices as an integral part of its operations, and it encourages staff members to care for the environment. In 2011, the Registry fully achieved its targets for key green measures. Details of these can be found in its Environmental Report 2011, which can be downloaded from the Registry's website.



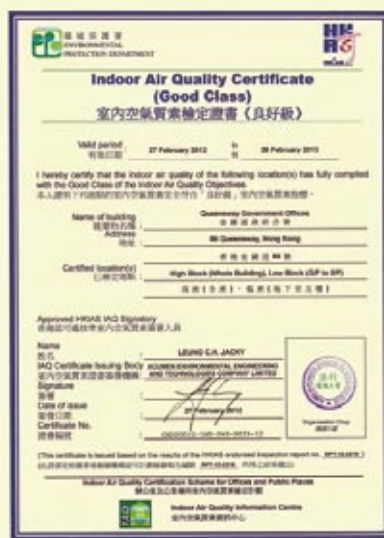
二零一一年公司註冊處環保報告
2011 Environmental Report

本處全面推行綜合系統的電子服務，加上更多客戶改用電子提交文件服務，本處深信本處及商界在不久的將來會大幅減少使用紙張。

With the full implementation of electronic services under ICRIS and with more customers switching to the electronic filing services, the Registry strongly believes the use of paper by the Registry and the business community will decrease substantially in the near future.

本處參加了環境保護署的部門辦公室及公眾場所室內空氣質素檢定計劃，獲頒「良好級」證書。

The Registry participated in the Environmental Protection Department's Indoor Air Quality Certificate Scheme for Offices and Public Places, and it received a "Good Class" certificate for this.



室內空氣質素證書
Certificate of Indoor Air Quality

關心社會

年內，本處員工參與多項義工和慈善活動，貢獻備受受惠機構讚揚。

Caring for the Community

The Registry took part in a number of voluntary and charitable services during the year, and these efforts were warmly received by their beneficiaries.

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 was established in 2002 to provide a variety of voluntary services to the underprivileged, the elderly, and the entire community.

公司註冊處榮獲二零一一年度「義工服務」金獎
The Companies Registry is awarded the
Gold Award for Volunteer Service in 2011



人力資源及企業社會責任 Human Resources and Corporate Social Responsibility

公司註冊處義工隊舉辦的活動：

Activities Organised by the Companies Registry Volunteer Team:



「公益金便服日2011」員工穿上運動服

Staff members put on sporty attire for Dress Casual Day 2011



「端午粽子傳愛心」探訪九龍城區的獨居長者

Visit to senior citizens living in Kowloon City during the Tuen Ng Festival

「同賀中秋慶團圓」探訪九龍城區的獨居長者

Calling on the elderly in Kowloon City during the Mid-Autumn Festival





為學習障礙兒童舉辦聖誕聯歡會

A Christmas Party for children with learning disabilities



香港仔賽馬會黃志強長者地區中心的長者歡迎義工隊
Senior citizens welcome Team members at the Jockey Club Wong Chi Keung District Elderly Community Centre in Aberdeen



為香港兔唇裂顎協會賣旗
Selling flags for the Hong Kong Association for Cleft Lip and Palate

製作義工活動派發的禮物
Preparing gifts to distribute
during voluntary activities



由二零零八至二零一二年，本處獲頒「同心展關懷」標誌。

The Registry was granted the Caring Organisation Logo from 2008 to 2012.

同心展關懷®
caringorganisation 2008-12
Awarded by The Hong Kong Council of Social Service
香港社會服務聯會頒發



二零一二年二月為來自靈糧堂怡文中學的學生
舉辦工作影子計劃

A Job Shadowing Programme for students from
Ling Liang Church E Wun Secondary School
conducted in February 2012

職業安全及健康

本處致力為全體員工提供一個健康安全的工作間，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。本處定期進行職業安全巡查，以找出工作間潛在的職安健風險，並妥善跟進。此外，本處亦鼓勵員工參加相關的訓練課程，以提高他們的職業安全意識。

Occupational Safety and Health

The Registry is committed to providing a healthy and safe workplace for all its staff members. It established a Safety Committee in 2000, to formulate, implement, monitor and review safety policies and measures. Regular occupational safety inspections are conducted to identify potential hazards on its premises, and any identified areas are followed up effectively. Moreover, staff members are encouraged to attend relevant training courses to promote their occupational safety awareness.



與客戶及其他司法管轄區的聯繫
Liaison with Customers and
Other Jurisdictions

與社區的溝通

徵求客戶意見

公司註冊處十分重視客戶的意見及建議，這是我們的核心價值之一，因此我們認為要按照客戶的需要和期望，制訂及提供服務項目。為此，本處設有完善的溝通渠道，蒐集不同群組客戶的意見。

其中最重要的渠道之一是公司註冊處客戶聯絡小組。客戶聯絡小組的成員除了本處的高層人員外，還包括香港律師會、香港會計師公會、香港特許秘書公會和香港銀行公會的代表，以及一些主要客戶。客戶聯絡小組定期舉行會議，提供良好的平台讓我們向客戶介紹本處的政策和工作程序，並就各項服務及最新措施交流意見。

Communicating with the Community

Soliciting the Views of Customers

Caring for and respecting its customers is one of the Companies Registry's core values. It values their feedback and suggestions, and it believes in listening to them and taking their needs and expectations into account when it designs and delivers its services. To do this, the Registry has well-established communication channels for collecting views and opinions from various customer groups.

One of the most important of these is the Companies Registry Customer Liaison Group (CRCLG). Besides senior Registry officers, it consists of representatives from the Law Society of Hong Kong, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries, the Hong Kong Association of Banks, and some major customers. The Group's regular meetings offer a useful and effective forum for briefing customers about the Registry's policies and procedures, and for exchanging ideas about its services and latest initiatives.

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



與客戶及其他司法管轄區的聯繫 Liaison with Customers and Other Jurisdictions

本處亦拜訪主要客戶，並就立法及程序上的轉變作出諮詢。為了向商界介紹本處的服務，本處經常參與由專業團體主辦的講座及活動。

本處每年都進行客戶服務調查，並透過客戶的建議、意見表格及「電子查冊」服務組蒐集客戶的意見。二零一一至一二年度，本處透過上述方法及公司註冊處客戶聯絡小組，蒐集了34項建議及意見。我們已仔細審視這些建議及意見，並作出適當跟進。

本處網站

本處網站(www.cr.gov.hk)內容詳盡，載有關於本處核心業務、法例修訂、提交文件的規定及拓展計劃的最新資料。網站備有繁體中文、簡體中文及英文版，我們定期檢討和更新網站的資料，使客戶了解本處的最新發展。

客戶亦可從網站下載多款表格和各類刊物(例如公司註冊處年報、公司法改革常務委員會的報告及諮詢文件、重寫《公司條例》的諮詢文件)，以及本處發出的對外通告。

The Registry also pays courtesy visits to major customers and carries out public consultations about legislative and procedural changes. To showcase its services to the business community, the Registry frequently participates in talks and activities organised by professional bodies.

Every year, the Registry conducts a Customer Services Survey, and it gathers customer feedback via suggestion and comment forms and the e-Search Helpdesk. It collected 34 suggestions and comments via these and the CRCLG during 2011-12. All were carefully reviewed and acted upon where appropriate.

Registry Website

The Registry's website (www.cr.gov.hk) presents comprehensive and up-to-date information about its core business activities, legislative changes, filing requirements and development programmes. Its contents are available in traditional and simplified Chinese and English, and they are regularly reviewed and updated to keep customers abreast of the latest developments.

Customers may also download a number of forms from the website, as well as publications such as the Companies Registry Annual Reports, Reports and Consultation Papers of the Standing Committee on Company Law Reform, Consultation Papers on the rewriting of the Companies Ordinance, and external circulars issued by the Registry.



1,967,030

全年瀏覽本處網頁人次

Number of visits to the Registry's website per annum

電話諮詢熱線

公司註冊處電話諮詢熱線((852) 2234 9933) 每周七天、全日二十四小時解答有關本處服務的查詢，查詢者亦可利用傳真索取資料小冊子。

Enquiry Hotline

The Companies Registry Enquiry Hotline ((852) 2234 9933) answers enquiries about its services on a 24/7 basis. Callers can also obtain information pamphlets from it by fax.

55,621

全年接獲電話查詢數目

Number of calls taken by enquiry hotline per annum

接待訪客

本處不時接待來自其他政府部門、本地專業團體及教育機構的訪客，讓有關的組織有機會更加了解本處的服務及香港的公司註冊制度。

Receiving Visitors

The Registry receives visitors from other government departments, local professional bodies and educational institutions from time to time. These are very good opportunities for the organisations concerned to learn more about the Registry's services and the Hong Kong company registration system.

司法同事到訪公司註冊處
Judiciary colleagues visit the
Companies Registry



與客戶及其他司法管轄區的聯繫 Liaison with Customers and Other Jurisdictions

香港城市大學學生到訪公司註冊處
City University of Hong Kong students
visit the Companies Registry



與其他公司註冊機關的聯繫

與內地及其他公司註冊機關的 聯繫及合作

本處一貫與內地及其他司法管轄區的公司註冊機關建立並加強聯繫，就其他司法管轄區的公司註冊服務及公司法的發展，交流意見和經驗，此舉有助本處制訂新的措施和策略，以提升服務水平。

年內，本處的代表團亦訪問了其他公司註冊機關及參加國際論壇，包括：

- 二零一一年五月及二零一二年二月分別在新加坡及印度新德里舉行的公司註冊論壇周年會議；

Liaison with other Registries

Contacts and Cooperation with the Mainland and Other Registries

The Registry continuously establishes and fosters links with its counterparts in Mainland China and other jurisdictions. This enables it to exchange ideas and share experience about company registration services and the development of company laws in other jurisdictions, which in turn helps the Registry to formulate new initiatives and strategies to enhance the quality of its services.

During the past year, delegations from the Registry visited a number of other registries and attended international forums, including:

- Annual Conferences of the Corporate Registers Forum (CRF) in Singapore in May 2011, and in New Delhi, India, in February 2012;



處長率領本處代表團參加「公司註冊論壇2011」
The Registrar heads the Registry's delegation to the
CRF Conference 2011



業務經理率領本處代表團參加「公司註冊論壇2012」
The Business Manager leads the Registry's delegation
to the CRF Conference 2012

- 二零一一年八月訪問深圳市市場監督管理局；

A visit to the Market Supervision Administration of Shenzhen Municipality in August 2011;



公司註冊處和財經事務及庫務局人員訪問深圳市
市場監督管理局
Officers of the Companies Registry and the Financial
Services and the Treasury Bureau visit the Market
Supervision Administration of Shenzhen Municipality

與客戶及其他司法管轄區的聯繫 Liaison with Customers and Other Jurisdictions

- 二零一一年九月，副首席律師何劉家錦女士參加法國巴黎經合組織的成員相互評估小組會議；以及
- 二零一一年十月訪問內地國家工商行政管理總局及北京市工商行政管理局。
- Mrs Karen Ho, Deputy Principal Solicitor, attended the OECD Peer Review Group Meeting in Paris, France, in September 2011; and
- A visit to the State Administration for Industry and Commerce and Beijing Administration for Industry and Commerce, Mainland China in October 2011.

公司註冊處訪問內地國家工商行政管理總局及
北京市工商行政管理局

The Registrar of Companies visits the
State Administration for Industry and Commerce
and Beijing Administration for Industry and
Commerce, Mainland China



此外，本處接待了其他來自世界各地的規管機構和專業團體的訪客，包括：

- 西班牙中央商業登記處處長；
- In addition, the Registry received visitors from other regulatory authorities and professional bodies from around the world, including:
- The Registrar of the Central Mercantile Registry, Spain;

西班牙中央商業登記處處長到訪公司註冊處
The Registrar of the Central Mercantile Registry,
Spain visits the Companies Registry



- 英屬格恩西島商業和就業部部長率領的代表團；
- 毛里裘斯公司註冊處處長；
- A delegation led by the Minister for Commerce and Employment, the States of Guernsey;
- The Registrar of Companies of Mauritius;



毛里裘斯公司註冊處處長
到訪公司註冊處

The Registrar of Companies of Mauritius
visits the Companies Registry

- 新加坡警務處的人員；及
- 多個內地省級局及機構的人員。
- Officials from the Singapore Police Force; and
- Officials from a number of Mainland provincial departments and institutions.

此外，本處繼續為來自北京市和上海市工商行政管理局的人員安排實習計劃。

In addition, the Registry continued to arrange attachment programmes for officials from the Beijing and Shanghai Administrations for Industry and Commerce.

與客戶及其他司法管轄區的聯繫 Liaison with Customers and Other Jurisdictions

合作協議

在二零一一至一二年度，本處與北京市工商行政管理局和寧波市工商行政管理局簽署合作協議，促進雙方的聯繫、溝通及合作。

Cooperation Agreements

During the year 2011-12, the Registry signed Cooperation Agreements to promote liaison, communication and co-operation with the Beijing Administration for Industry and Commerce and the Ningbo Administration for Industry and Commerce.

公司註冊處處長在北京與
北京市工商行政管理局簽署合作協議
The Registrar of Companies signs a
Cooperation Agreement with the
Beijing Administration for Industry and
Commerce in Beijing



公司註冊處處長在香港與寧波市
代表團出席簽署儀式
The Registrar of Companies attends
the Signing Ceremony with delegates
from Ningbo in Hong Kong



公司註冊論壇

公司註冊論壇是一個由公司註冊機關成立的非牟利國際組織，每年均舉行周年會議，讓不同司法管轄區的專業註冊人員有機會交流經驗，並根據其他司法管轄區的表現和做法，作基準比較，從而獲得嶄新構思及知識。本處積極參與論壇，自二零零八年起公司註冊處處長一直代表香港擔任論壇的司庫。二零一一年五月及二零一二年二月分別在新加坡及印度新德里舉行的周年會議，出席者分別來自44個司法管轄區的140名代表，以及42個司法管轄區的129名代表。世界銀行的代表亦有出席會議，協助各司法管轄區探討全球最佳的做法。

Corporate Registers Forum

The Corporate Registers Forum is an international non-profit organisation of administrators of corporate registers. Its annual conferences offer opportunities for registry professionals from different jurisdictions to share their experience, benchmark their performance and practices, and gain new ideas and knowledge. The Registry actively participates in the Forum, and the Registrar of Companies has represented Hong Kong in serving as its treasurer since 2008. The annual conferences held in Singapore in May 2011 and in New Delhi, India, in February 2012 were attended by 140 delegates from 44 jurisdictions and 129 delegates from 42 jurisdictions, respectively. Representatives from the World Bank were also present to help jurisdictions explore global best practices.



業務經理出席
「公司註冊論壇2012」

The Business Manager attends
the CRF Conference 2012



前瞻

Looking Ahead

新「註冊易」

二零一一年年初成功推出的「註冊易」和電子成立公司服務，以及一站式公司註冊及商業登記服務，帶領香港公司註冊進入一個新紀元。公眾人士可使用公司註冊處的一站式網上服務註冊成立公司，並同時申請商業登記。如屬簡單個案，新成立的公司可於一小時內取得公司註冊證書及商業登記證。

New e-Registry

The successful launch of the e-Registry and the electronic incorporation (e-Incorporation) service and one-stop service for company incorporation and business registration (one-stop service) in early 2011 has brought Hong Kong into a new era of company registration. Members of the public can now simultaneously incorporate a company and apply for business registration by using the Companies Registry's one-stop online service. In straightforward cases, they can obtain a certificate of incorporation and business registration certificate for their newly formed company within one hour.



電子提交文件

在二零一二年二月推出電子提交文件的新途徑，把本處的電子提交文件服務擴展至包括所有根據《公司條例》較常提交本處存檔的指明表格。這項新服務將會分期推出，以確保實施順利，並讓客戶有足夠時間作好準備。與此同時，本處正繼續研究及開發其他「註冊易」增值服務，以切合客戶的需要。

e-Filing

The new electronic filing channel launched in February 2012 has extended the Registry's e-Filing services to include all the specified forms most commonly filed with the Registry under the Companies Ordinance. A phased approach is being adopted to ensure the smooth implementation of the new services and to allow customers sufficient time to prepare for them. Meanwhile, the Registry is continuously exploring and developing other value-added e-Registry services in response to customers' needs.

周年申報表及e提示

更快捷地披露公司資料，對維持香港作為主要國際商貿及金融中心的地位，以及保障公司投資者和相關持份者的利益至為重要。本處計劃於二零一二年推出本地私人公司提交周年申報表的新電子服務。這項服務其中一個主要特色，是提供一份已載入公司主要資料的周年申報表，讓客戶填報及在網上提交。本處亦會推出「周年申報表e提示」服務，在公司成立為法團的周年日當天發出電子通知提醒訂戶提交周年申報表。

公司查冊流動版服務

隨著使用智能手機和其他流動裝置日益普及，本處推出新措施透過流動裝置提升電子查冊服務。公司查冊流動版新服務於二零一二年六月推出，讓客戶可以透過流動裝置查閱公司名稱、查閱文件索引及取得公司資料報告。這標誌著本處在利用科技加強本處服務方面的另一個里程碑。

Annual Returns and e-Reminders

Timely disclosure of company information is essential for Hong Kong to maintain its status as a major international business and financial centre, and to safeguard the interests of investors and stakeholders in a company. The Registry plans to launch a new electronic service for the submission of annual returns by local private companies during 2012. One of its key features will be the provision of an annual return already populated with key information about the company for completion and submission online. An Annual Return e-Reminder service to remind subscribers electronically about filing annual returns on the anniversary dates of incorporation of their companies will also be introduced.

Company Search Mobile Service

Given the increasing popularity of smartphones and other mobile devices, the Registry has taken the initiative to enhance its search services via mobile devices. The new Company Search Mobile Service rolled out in June 2012 allows customers to conduct company name searches and document index searches and obtain company particulars reports via their mobile devices. This marks another milestone in the technological enhancement of the Registry's services.



實施新《公司條例》

繼《公司條例草案》於二零一二年七月十二日獲通過後，當局現正擬備十多條執行該條例所需的附屬法例。我們的目標是在二零一三年年初把附屬法例提交立法會審議，並在二零一二至一三年度立法會會期內通過成為法例。之後，新《公司條例》便告生效。

實施新《公司條例》後，本處會承擔多項新角色及職能。其中包括，例如某些指明違規罪行准以罰款代替檢控的新制度；保障董事及公司秘書個人資料的新制度；以及加強押記登記透明度的新制度。公司註冊處處長亦有更大的規管權力保障登記冊的完整性。此外，亦有提交文件的新規定，例如每當公司股本結構有變更時須提交股本說明及提交股本幣值重訂通知。新角色及新職能和相關的準備工作要點載於附錄H。

Implementing the new Companies Ordinance

Following the passage of the Companies Bill on 12 July 2012, more than ten pieces of subsidiary legislation needed for implementation of the new Companies Ordinance are now being prepared. We target to submit the subsidiary legislation to the Legislative Council for scrutiny in early 2013 and for enactment within the 2012-13 legislative session. The new Companies Ordinance will come into force thereafter.

The implementation of the new Companies Ordinance will entail a number of new roles and functions for the Registry. They will include, for example, a new regime for compounding certain specified offences, rather than prosecuting such breaches; a new regime to protect personal information about directors and company secretaries; and a new system to enhance transparency in the registration of charges. The Registrar of Companies will also have wider regulatory powers to safeguard the register's integrity. In addition, there will be new filing requirements involving, for example, the submission of a statement of capital every time a company's capital structure is changed, and notices of the redenomination of share capital. Highlights of the new roles and functions and relevant preparatory work are set out in Appendix H.



前瞻 Looking Ahead

本處致力令相關持份者順利過渡至新制度，而新《公司條例》將會包含詳盡的過渡性條文，以確保達至這個目標。儘管新條例會帶來重大變革，例如取消股份面值或取消組織章程大綱，但條例亦有詳盡的推定條文，以確保現有公司可容易地過渡至新制度。

本處現正提升我們的資訊系統，並檢討我們的政策、表格及工作程序，為新制度作好準備。我們會於二零一三年展開全面的宣傳活動及教育項目，以確保公眾知悉實施新條例所帶來的改變。

本處會竭盡所能，確保大家可順利過渡。

The Registry aims to make the transition to the new regime as smooth as possible. The new Companies Ordinance will contain detailed transitional provisions to ensure that this is the case. Where there are major changes – for example, the abolition of par value for shares or the abolition of the memorandum of association – the new legislation has detailed deeming provisions to ensure that existing companies can make the transition to the new regime without difficulty.

In readiness for the new regime, the Registry is overhauling its information systems and reviewing its policies, forms and operational procedures. It will embark on a comprehensive publicity campaign and educational programme in 2013 to ensure that the public are aware of the changes that will result from the implementation of the new Companies Ordinance.

The Registry is working tirelessly to ensure a smooth transition.

A	二零一一至一二年度工作量主要統計數字 Key Workload Statistics for 2011-12
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》委員會成員名單 List of Members of the Bills Committee on Companies Bill
E	新《公司條例》— 主要新猷 The New Companies Ordinance – Major Initiatives
F	二零一一至一二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 2011-12
G	公司註冊處企業社會責任政策聲明 Companies Registry Corporate Social Responsibility Policy Statement
H	實施新《公司條例》 Implementing the new Companies Ordinance

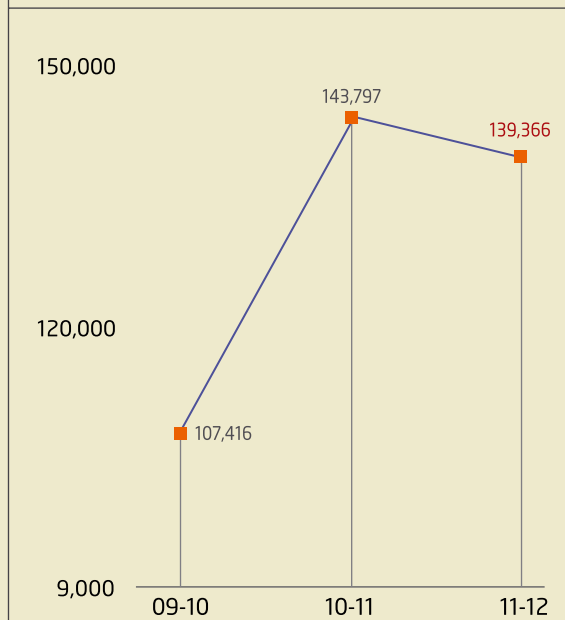
附錄 Appendices

附錄A
Appendix A

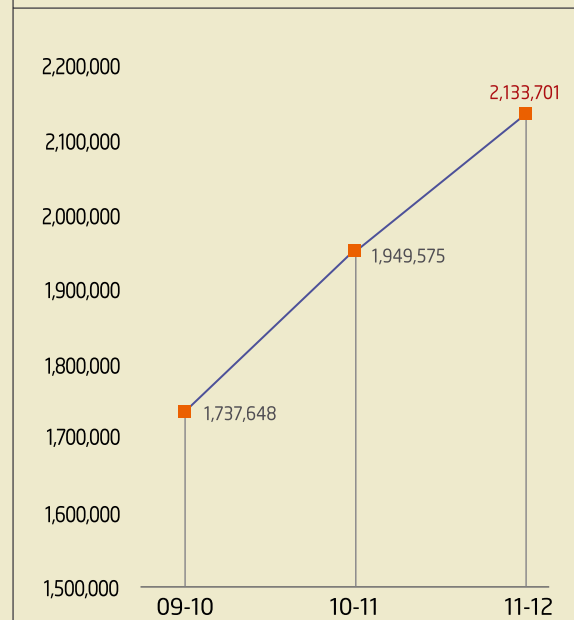
二零一一年至一二年度工作量主要統計數字
Key Workload Statistics for 2011-12

		截至3月31日止年度 Year to 31 March	增/(減)百分比 % Increase / (Decrease)	
		2012	2011	
新公司註冊	Registration of New Companies			
本地公司	Local companies			
— 公眾公司	– public companies	792	766	3.4
— 私人公司	– private companies	138,574	143,031	(3.1)
非香港公司	Non-Hong Kong companies	781	760	2.8
公司文件登記	General Registration of Documents			
所收到的文件	Documents received	2,133,701	1,949,575	9.4
所收到的押記	Charges received	33,579	42,530	(21.0)
更改名稱通知書	Change of name notifications	16,052	14,643	9.6
自動清盤通知書	Voluntary liquidation notices	955	988	(3.3)
公司查冊	Company Searches			
查閱文件影像紀錄	Document image records searches	3,254,565	3,178,276	2.4
查閱公司資料	Company particulars searches	194,250	189,772	2.4
查閱董事索引	Directors' index searches	316,618	295,133	7.3
檢控	Prosecutions			
發出傳票	Summonses issued	6,200	5,483	13.1
剔除行動	Striking Off Actions			
被剔除名稱的公司	Companies struck off	27,158	20,983	29.4
撤銷註冊	Deregistrations			
被撤銷註冊的公司	Companies deregistered	28,623	26,222	9.2

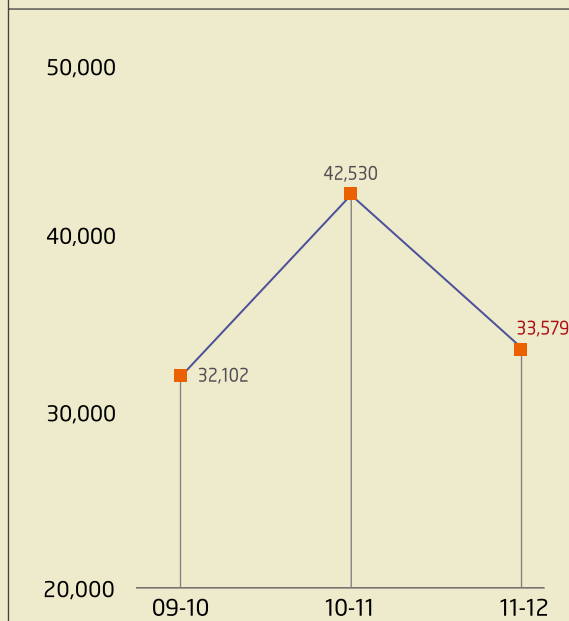
註冊成立公司總數
Number of Companies Incorporated



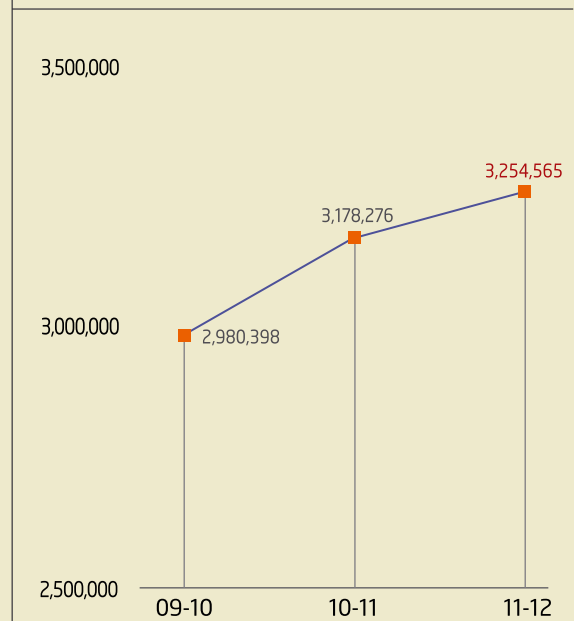
提交登記文件數目
Documents Received for Registration



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

2011-12 工作表現 Achievements				2012-13 目標 Targets		
服務 Service	2011-12 服務水平 ¹ Service Standard ¹	(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 ¹ Service Standard ¹	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 ²						
- 本地公司 local company						
- 提交紙張文件 paper submission	4	95	98	3	4	95
- 網上提交文件 e-Submission	24小時 hrs	90	100	10	1小時 hr [#]	90
- 非香港公司 non-Hong Kong companies	14	95	98	3	14	95
本地公司更改名稱 Change of names of local companies						
- 提交紙張文件 paper submission	4	90	99	9	4	95 [#]
- 網上提交文件 e-Submission	24小時 hrs	90	100	10	1小時 hr [#]	90
公司文件登記 Registration of general documents						
- 提交紙張文件 paper submission	6	90	98	8	6	90
- 網上提交指明表格 e-Submission of specified forms ^{3*}	不適用 N.A.	不適用 N.A.	不適用 N.A.	不適用 N.A.	24小時 hrs	90
押記登記 Registration of charges	8	90	99	9	8	90
公司撤銷註冊 Deregistration of companies						
- 發出批准撤銷註冊函件 issue of approval letter	5	97	99	2	5	95

服務 Service	2011-12 工作表現 Achievements				2012-13 目標 Targets	
	2011-12 服務水平 ¹ Service Standard ¹	(目標) 達到 服務水平 的百分比 (Target) % Meeting Standard	(實際表現) 達到到 服務水平 的百分比 (Actual) % Meeting Standard	高於目標 百分比 % Over Achieved	服務水平 ¹ Service Standard ¹	達到 服務水平 的百分比 % Meeting Standard
(以工作天計算，另外述明者除外) (expressed in working days unless otherwise specified)						
網上聯線查冊 Online searches on the internet						
- 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	99	4	5分鐘 mins	95
- 提供查冊結果的核證副本 ⁴ supply of certified copies of search results ⁴	3小時 hrs	95	100	5	3小時 hrs	95
- 提供證書 ⁴ supply of certificates ⁴	1	95	100	5	1	95
在公眾查冊中心查冊 Onsite searches 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	95 [#]
- 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
在本處提交文件 (僅指排隊候時間) Onsite submission of documents (queuing time only)	20分鐘 mins	90	97	7	20分鐘 mins	90

¹ 提交紙張文件的服務水平不包括提交文件當天。網上提交文件的服務水平則由提交文件的時間起計。
The service standard for paper submission excludes the day of submission. The service standard for e-Submission is calculated from the time of submission.

² 商業登記證由公司註冊處代稅務局連同公司註冊證書一併發出。
Business Registration Certificates are issued by the Companies Registry for the Inland Revenue Department, together with Certificates of Incorporation.

³ 服務水平適用於以電子方式提交及直接由公司註冊處綜合資訊系統處理的指明表格。
The service standard applies to specified forms which are submitted electronically and automatically processed by the Integrated Companies Registry Information System.

⁴ 不包括以郵寄或速遞方式送達所需的時間。
Time for delivery by post or by courier service is excluded.

[#] 提升的目標
Improved targets

* 二〇一二年二月二十日正式推出
Launched on 20 February 2012

審計署署長報告
Report of the Director of Audit



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95至119頁公司註冊處營運基金的財務報表，該等財務報表包括於2012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

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 95 to 119, which comprise the statement of financial position as at 31 March 2012, 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2012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
2012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 2012, 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 2012

周年帳目表 **Annual Accounts**

公司註冊處營運基金
截至2012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 2012

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2012年3月31日止年度
for the year ended 31 March 2012

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2012	2011
營業額	Turnover	(3)	483,191	476,052
運作成本	Operating costs	(4)	(239,882)	(211,382)
運作盈利	Profit from operations		243,309	264,670
其他收入	Other income	(5)	14,241	5,812
名義利得稅前盈利	Profit before notional profits tax		257,550	270,482
名義利得稅	Notional profits tax	(6)	(40,964)	(43,671)
年度盈利	Profit for the year		216,586	226,811
其他全面收益	Other comprehensive income		—	—
年度總全面收益	Total comprehensive income for the year		216,586	226,811
固定資產回報率	Rate of return on fixed assets	(7)	54.9%	59.4%

第一零一頁至一一九頁之附註為本財務報表的一部分。
The notes on pages 101 to 119 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2012年3月31日
as at 31 March 2012

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2012	2011
非流動資產	Non-current assets			
物業、設備及器材	Property, plant and equipment	(8)	324,017	331,401
無形資產	Intangible assets	(9)	40,862	43,783
外匯基金存款	Placement with the Exchange Fund	(10)	103,518	–
			468,397	375,184
流動資產	Current assets			
應收帳款及預付款項	Debtors and prepayments		8,499	2,908
應收關連人士帳款	Amounts due from related parties		927	604
銀行存款	Bank deposits		558,700	634,500
現金及銀行結餘	Cash and bank balances		12,914	24,143
			581,040	662,155
流動負債	Current liabilities			
應付帳款	Creditors		(22,967)	(27,941)
應付關連人士帳款	Amounts due to related parties		(83,108)	(48,627)
僱員福利撥備	Provision for employee benefits	(11)	(494)	(1,618)
應付名義利得稅	Notional profits tax payable		(10,092)	(19,655)
			(116,661)	(97,841)
流動資產淨額	Net current assets		464,379	564,314
總資產減去流動負債	Total assets less current liabilities		932,776	939,498

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	2012	2011
非流動負債	Non-current liabilities			
遞延稅款	Deferred tax	(12)	(6,925)	(7,398)
僱員福利撥備	Provision for employee benefits	(11)	(53,919)	(49,943)
			(60,844)	(57,341)
淨資產	NET ASSETS		871,932	882,157
資本及儲備	CAPITAL AND RESERVES			
營運基金資本	Trading fund capital	(13)	138,460	138,460
保留盈利	Retained earnings	(14)	516,886	516,886
擬發股息	Proposed dividend	(15)	216,586	226,811
			871,932	882,157

第一零一頁至一一九頁之附註為本財務報表的一部分。

The notes on pages 101 to 119 form part of these financial statements.



鍾麗玲 太平紳士

公司註冊處營運基金總經理

二零一二年九月十四日

Ms Ada LL Chung, JP

General Manager, Companies Registry Trading Fund

14 September 2012

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2012年3月31日止年度
for the year ended 31 March 2012

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		2012	2011
在年初的結餘	Balance at beginning of year	882,157	796,635
年度總全面收益	Total comprehensive income for the year	216,586	226,811
年內已付股息	Dividend paid during the year	(226,811)	(141,289)
在年終的結餘	Balance at end of year	871,932	882,157

第一零一頁至一一九頁之附註為本財務報表的一部分。
The notes on pages 101 to 119 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2012年3月31日止年度
for the year ended 31 March 2012

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2012	2011
來自營運項目之 現金流量	Cash flows from operating activities			
運作盈利	Profit from operations		243,309	264,670
折舊及攤銷	Depreciation and amortisation		18,227	12,880
應收帳款及預付款項的 (增加)/減少	(Increase) / Decrease in debtors and prepayments		(3,848)	2,697
應收關連人士帳款的 增加	Increase in amounts due from related parties		(323)	(17)
應付帳款的(減少)/增加	(Decrease) / Increase in creditors		(4,974)	3,210
應付關連人士帳款的 增加/(減少)	Increase / (Decrease) in amounts due to related parties		34,481	(9,956)
僱員福利撥備的增加	Increase in provision for employee benefits		2,852	505
已付名義利得稅	Notional profits tax paid		(51,000)	(31,814)
來自營運項目之 現金淨額	Net cash from operating activities		238,724	242,175
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 銀行存款的減少/(增加)	Decrease / (Increase) in bank deposits with original maturity over three months		63,201	(191,200)
外匯基金存款的增加	Increase in placement with the Exchange Fund		(103,518)	–
已收利息	Interest received		12,498	4,867
購置物業、設備及器材 和無形資產	Purchase of property, plant and equipment and intangible assets		(7,922)	(19,396)
用作投資項目之現金淨額	Net cash used in investing activities		(35,741)	(205,729)

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2012年3月31日止年度
for the year ended 31 March 2012

(以港幣千元位列示) (Expressed in thousands of Hong Kong dollars)		附註 Note	2012	2011
來自融資項目之 現金流量	Cash flows from financing activities			
已付股息	Dividend paid		(226,811)	(141,289)
用作融資項目之 現金淨額	Net cash used in financing activities		(226,811)	(141,289)
現金及等同現金的 減少淨額	Net decrease in cash and cash equivalents		(23,828)	(104,843)
在年初的現金及 等同現金	Cash and cash equivalents at beginning of year		42,043	146,886
在年終的現金及 等同現金	Cash and cash equivalents at end of year	(16)	18,215	42,043

第一零一頁至一一九頁之附註為本財務報表的一部分。
The notes on pages 101 to 119 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.

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。

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

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 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

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。有關計算包括與實際利率相關的所有收取自或支付予合約各方的費用、交易成本及所有其他溢價或折讓。

貸款及應收帳款的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。

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.

The carrying amount of loans and receivables is reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any impairment evidence exists, a loss is recognised in the statement of comprehensive income as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. If in a subsequent period, the amount of such impairment loss decreases and the decrease can be linked objectively to an event occurring 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) 物業、設備及器材

在1993年8月1日撥給營運基金使用的各項物業、設備及器材，最初的成本值是以前立法局成立營運基金的決議中所列的估值入帳。至於自1993年8月1日購置的各項物業、設備及器材，則是以購置時的實際直接開支入帳。

以下各項物業、設備及器材以成本值扣除累計折舊及任何減值虧損列帳(附註2(f))：

- 在1993年8月1日撥給營運基金自用的物業；及
- 設備及器材，包括電腦器材、傢具及裝置、汽車及其他器材。

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

- | | |
|------------|-----|
| - 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。

(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.

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) 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。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。

(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) 名義利得稅

(i) 根據《稅務條例》(第112章)營運基金並無稅務責任，但香港特別行政區政府(政府)要求營運基金須向政府一般收入支付一筆款項以代替利得稅(即名義利得稅)，該款項是根據《稅務條例》的規定所計算。本年度名義利得稅支出包括本期稅款及遞延稅款資產和負債的變動。

(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) 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) Notional profits tax

(i) The CRTF has no tax liability under the Inland Revenue Ordinance (Cap. 112). However, the Government of the Hong Kong Special Administrative Region ("the Government") requires the CRTF to pay to the General Revenue an amount in lieu of profits tax (i.e. notional profits tax) calculated on the basis of the provisions of the Inland Revenue Ordinance. Notional profits tax expense for the year comprises current tax and movements in deferred tax assets and liabilities.

(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。

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。

(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.

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.

(i) 僱員福利

營運基金的僱員包括公務員及合約員工。薪金、約滿酬金及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。就公務員而言，僱員附帶福利開支包括政府給予僱員的退休金及房屋福利，均在僱員提供有關服務所在年度支銷。

就按可享退休金條款受聘的公務員的長俸負債已包括於支付予政府有關附帶福利開支中。就其他員工向強制性中央公積金計劃的供款於全面收益表中支銷。

(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20)。

(i) Employee benefits

The employees of CRTF comprise civil servants and contract staff. Salaries, staff gratuities, and annual leave entitlements are accrued and recognised as expenditure in the year in which the associated services are rendered by the staff. For civil servants, staff on-costs, including pensions and housing benefits provided to the staff by the Government, are charged as expenditure in the year in which the associated services are rendered.

For civil servants employed on pensionable terms, their pension liabilities are discharged by reimbursement of the staff on-cost charged by the Government. For other staff, contributions to Mandatory Provident Fund Scheme are charged to the statement of comprehensive income as incurred.

(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 20).

3. 營業額

3. Turnover

		2012	2011
押記文件登記費	Charges registration fees	16,388	20,284
公司註冊成立費	Incorporation fees	238,328	246,953
周年申報表登記費	Annual registration fees	129,331	120,401
查冊及影印收費	Search and copying fees	61,130	58,146
管理及代收服務費用	Fees for administration and collection services	12,225	7,676
其他費用	Other fees	25,789	22,592
總額	Total	483,191	476,052

4. 運作成本

4. Operating costs

		2012	2011
員工費用	Staff costs	165,324	151,679
一般運作開支	General operating expenses	54,675	44,331
中央行政費用	Central administration overheads	1,218	2,067
折舊及攤銷	Depreciation and amortisation	18,227	12,880
審計費用	Audit fees	438	425
總額	Total	239,882	211,382

5. 其他收入

5. Other income

		2012	2011
銀行存款利息	Interest from bank deposits	9,282	5,812
外匯基金存款利息	Interest from placement with the Exchange Fund	4,959	–
總額	Total	14,241	5,812

6. 名義利得稅

6. Notional profits tax

(a) 於全面收益表內扣除的
名義利得稅如下：

(a) The notional profits tax charged to the statement of
comprehensive income represents:

		2012	2011
本期稅款	Current tax		
本年名義利得稅 的撥備	Provision for notional profits tax for the year	41,437	41,794
遞延稅款	Deferred tax		
暫時性差異產生 及轉回	Origination and reversal of temporary differences	(473)	1,877
名義利得稅	Notional profits tax	40,964	43,671

(b) 稅項支出與會計溢利按適用稅率計算的對帳如下：

(b) The reconciliation between tax expense and accounting profit at applicable tax rates is as follows:

		2012	2011
名義利得稅前盈利	Profit before notional profits tax	257,550	270,482
按香港利得稅稅率16.5% (2011年：16.5%) 計算的稅項	Tax at Hong Kong profits tax rate of 16.5% (2011 : 16.5%)	42,496	44,630
非應課稅收入的稅項 影響	Tax effect of non-taxable revenue 影響	(1,532)	(959)
實際稅項支出	Actual tax expense	40,964	43,671

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%(2011：8.3%)。

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 cent (2011: 8.3 per cent) 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2010年4月1日	At 1 April 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
增加	Additions	–	1,352	150	–	1,502
在2012年3月31日	At 31 March 2012	398,511	31,206	21,438	275	451,430
累計折舊	Accumulated depreciation					
在2010年4月1日	At 1 April 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
年內費用	Charge for the year	4,445	747	3,694	–	8,886
在2012年3月31日	At 31 March 2012	81,475	29,008	16,655	275	127,413
帳面淨值	Net book value					
在2012年3月31日	At 31 March 2012	317,036	2,198	4,783	–	324,017
在2011年3月31日	At 31 March 2011	321,481	1,593	8,327	–	331,401

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

		2012	2011
成本	Cost		
在年初	At beginning of year	175,714	160,520
增加	Additions	6,420	15,194
在年終	At end of year	182,134	175,714
累計攤銷	Accumulated amortisation		
在年初	At beginning of year	131,931	130,631
年內費用	Charge for the year	9,341	1,300
在年終	At end of year	141,272	131,931
帳面淨值	Net book value		
在年終	At end of year	40,862	43,783

10. 外匯基金存款

外匯基金存款結餘為1.03518億港元(2011年：無)，其中1億港元為原有存款，351.8萬港元為報告期結束日已入帳但尚未提取的利息。該存款為期六年(由存款日起計)，期內不能提取原有存款。

外匯基金存款利息按每年1月釐定的固定息率計算。該息率是基金投資組合過去6年的平均年度投資回報，或3年期外匯基金債券在上一個年度的平均年度收益，兩者取其較高者，下限為0%。2012年固定息率為每年5.6%，2011年為每年6.0%。

10. Placement with the Exchange Fund

The balance of the placement with the Exchange Fund amounted to HK\$103.518 million (2011: HK\$ Nil), being the original placement of HK\$100 million plus HK\$3.518 million interest paid but not yet withdrawn at the end of the reporting period. The term of the placement is six years from the date of placement, during which the amount of original placement cannot be withdrawn.

Interest on the placement is payable at a fixed rate determined every January. The rate is the average annual investment return of the Exchange Fund's Investment Portfolio for the past six years or the average annual yield of three-year Exchange Fund Notes for the previous year subject to a minimum of zero per cent, whichever is the higher. The interest rate has been fixed at 5.6 per cent per annum for the year 2012 and at 6.0 per cent per annum for the year 2011.

11. 僱員福利撥備

此為在計至報告期結束日就所提供的服務給予僱員年假及合約僱員約滿酬金的估計負債。

11. Provision for employee benefits

This represents the estimated liability for employees' annual leave and obligations on contract-end gratuities payable to contract staff for services rendered up to end of the reporting period.

12. 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：

12. 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:

		2012	2011
在年初的結餘	Balance at beginning of year	7,398	5,521
全面收益表內 (轉回)/撇銷	(Credited) / Charged to statement of comprehensive income	(473)	1,877
在年終的結餘	Balance at end of year	6,925	7,398

13. 營運基金資本

此為政府對營運基金的投資。

13. Trading fund capital

This represents the Government's investment in the CRTF.

14. 保留盈利

14. Retained earnings

		2012	2011
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	216,586	226,811
擬發股息	Proposed dividend	(216,586)	(226,811)
在年終的結餘	Balance at end of year	516,886	516,886

15. 擬發股息

向政府擬發股息是根據年度總全面收益及經財經事務及庫務局局長核准的年度營運計劃列出的100%目標派息比率(2011: 100%)作出。

15. Proposed dividend

The proposed dividend to the Government is based on the total comprehensive income for the year and the target dividend payout ratio of 100 per cent (2011: 100 per cent) stated in the annual business plan approved by the Secretary for Financial Services and the Treasury.

16. 現金及等同現金

16. Cash and cash equivalents

		2012	2011
現金及銀行結餘	Cash and bank balances	12,914	24,143
銀行存款	Bank deposits	558,700	634,500
小計	Subtotal	571,614	658,643
減：原有期限為3個月以上的銀行存款	Less: Bank deposits with original maturity over three months	(553,399)	(616,600)
現金及等同現金	Cash and cash equivalents	18,215	42,043

17. 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：

17. 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) 營運基金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1,706.7萬港元(2011年：1,170.9萬港元)；
- (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\$17.067 million (2011: HK\$11.709 million);
- (b) 關連人士提供予營運基金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1,641.2萬港元(2011年：1,759.9萬港元)；及
- (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\$16.412 million (2011: HK\$17.599 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15.0萬港元(2011年：307.1萬港元)。

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\$0.150 million (2011: HK\$3.701 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.

18. 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：

18. 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:

	2012	2011
已核准及簽約 Authorised and contracted for	50,826	51,877

19. 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。

19. Financial risk management

(a) Investment policy

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

(b) 信貸風險

信貸風險指金融工具的一方持有者會因未能履行責任而引致另一方蒙受財務損失的風險。

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

下表列出在報告期結束日未計及所持有的任何抵押品或其他改善信貸質素項目的最高信貸風險承擔：

The 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:

		2012	2011
應收帳款	Debtors	4,542	2,831
應收關連人士帳款	Amounts due from related parties	927	508
外匯基金存款	Placement with the Exchange Fund	103,518	–
銀行存款	Bank deposits	558,700	634,500
銀行結餘	Bank balances	12,887	24,115
總額	Total	680,574	661,954

應收帳款主要包括應收利息，相關的信貸風險極低。至於外匯基金存款，其相關信貸風險亦甚低。

Debtors include mainly accrued interest and the associated credit risk is minimal. For the placement with the Exchange Fund, the credit risk is considered to be low.

為盡量減低信貸風險，所有定期存款均存放於香港的持牌銀行。

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

(c) 流動資金風險

流動資金風險指機構在履行與金融負債相關的責任時遇到困難的風險。

(c) Liquidity risk

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

營運基金採用預期現金流量分析來管理流動資金風險，透過預測所需的現金款額及監察營運基金的營運資金，確保可以償付所有到期負債及應付所有已知的資金需求。由於營運基金的流動資金充裕，因此流動資金風險極低。

The CRTF employs projected cash flow analysis to manage liquidity risk by forecasting the amount of cash required and monitoring the working capital of the CRTF to ensure that all liabilities due and known funding requirements could be met. As the CRTF has a strong liquidity position, it has a very low level of liquidity risk.

(d) 利率風險

利率風險指因市場利率變動而引致虧損的風險。利率風險可進一步分為公平值利率風險及現金流量利率風險。

(d) Interest rate risk

Interest rate risk refers to the risk of loss arising from changes in market interest rates. This can be further classified into fair value interest rate risk and cash flow interest rate risk.

公平值利率風險指金融工具的公平值會因市場利率變動而波動的風險。由於營運基金的銀行存款為定息存款，當市場利率上升，這些存款的公平值便會下跌。然而，由於所有銀行存款均按攤銷成本值列示，市場利率變動不會影響其帳面值及營運基金的盈利和儲備。

現金流量利率風險指金融工具的未來現金流量會因市場利率變動而波動的風險。營運基金無須面對重大的現金流量利率風險，因為營運基金的主要金融工具，並不是浮息的。

下表按主要計息資產在報告期結束日的帳面值，以及合約重訂利率日期或到期日兩者中的較早者，分類列示營運基金所面對的利率風險。

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

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The CRTF is not exposed to material cash flow interest rate risk because it has no major financial instruments bearing interest at a floating rate.

The table below sets out the CRTF's exposure to interest rate risk, based on the major interest bearing assets stated at carrying amounts at the end of the reporting period and categorised by the earlier of contractual repricing dates or 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
2012				
銀行存款	Bank deposits	203,900	354,800	558,700
2011				
銀行存款	Bank deposits	212,900	421,600	634,500

(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) 其他金融風險

營運基金因於每年一月釐定的外匯基金存款息率(附註10)的變動而須面對金融風險。於2012年3月31日，假設2011年及2012年的息率增加/減少50個基點而其他因素不變，估計年度盈利及儲備將增加/減少50萬港元。

(g) 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) Other financial risk

The CRTF is exposed to financial risk arising from changes in the interest rate on the placement with the Exchange Fund which is determined every January (Note 10). It was estimated that, as at 31 March 2012, a 50 basis point increase / decrease in the interest rates for 2011 and 2012, with all other variables held constant, would increase / decrease the profit for the year and reserves by HK\$0.5 million.

(g) 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.

20. 已頒布但於截至2012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2012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。

20. Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2012

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 2012 and which have not been early adopted in these financial statements.

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

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

下列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
香港會計準則第32號「金融工具：呈報」的修訂 – 金融資產與金融負債的對銷 Amendments to HKAS 32, Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities	2014年1月1日 1 January 2014
香港財務報告準則第7號「金融工具：披露」的修訂 – 披露 – 金融資產的轉移 – 披露 – 金融資產與金融負債的對銷 Amendments to HKFRS 7, Financial Instruments: Disclosures – Disclosures – Transfer of Financial Assets – Disclosures – Offsetting Financial Assets and Financial Liabilities	2011年7月1日 2013年1月1日 1 July 2011 1 January 2013
香港財務報告準則第9號「金融工具」 HKFRS 9, Financial Instruments	2015年1月1日 1 January 2015
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

《公司條例草案》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 議員JP

Deputy Chairman

Hon Starry LEE Wai-king, JP

委員

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何鍾泰議員，SBS，S.B.St.J.，JP

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，SBS，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

Hon Albert HO Chun-yan

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

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-ye, 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, SBS, JP

Hon Ronny TONG Ka-wah, SC

Hon CHIM Pui-chung (to 14 March 2011)

Prof Hon Patrick LAU Sau-shing, SBS, JP

秘書

司徒少華女士

Clerk

Ms Connie SZETO

法律顧問

顧建華先生

曹志遠先生

Legal Adviser

Mr KAU Kin-wah

Mr Timothy TSO

新《公司條例》— 主要新猷¹ The New Companies Ordinance – Major Initiatives¹

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，及與決議有關的陳述書，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

- 規定公眾公司及較大型(即不符合擬備簡明報告資格的公司)的私人公司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擬備有關審視。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 to act 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 expenses 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 the larger (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.

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及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。
- 就公司進行私有化計劃及指定安排計劃的「人數驗證」，由「佔不超過10%的無利害關係股份表決權」這項規定所取代。法院獲賦予一項新的酌情權，倘若就有關的成員計劃「人數驗證」的要求是保留的話，法院有酌情權不施行「人數驗證」。
- 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，即使有關行為或不作出的行為仍未損害成員的權益。

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，以及任何持有該公司或其附屬企業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。違反提供資料或解釋的罪責擴及至公司的高級人員及更多的人士。

Fostering Shareholder Protection

- Introducing more effective rules to deal with directors' conflicts of interests, including expanding the requirement for seeking shareholders' approval to cover directors' employment contracts which exceed three years.
- Requiring disinterested shareholders' approval in cases where shareholders' approval is required for transactions of public companies and their subsidiaries.
- Requiring the conduct of directors to be ratified by disinterested shareholders' approval to prevent conflicts of interest and possible abuse of power by interested majority shareholders in ratifying the unauthorised conduct of directors.
- Replacing the "headcount test" with a not more than 10 per cent disinterested voting requirement for privatisations and specified schemes of arrangement, while giving the court a new discretion to dispense with the test (in cases where it is retained) for members' schemes.
- 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 not yet effected.

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. The offence for failure to provide the information or explanation is extended to cover officers of the company and the wider range of persons.

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

- 釐清公司註冊處處長(處長)在文件登記方面的權力，例如指明須交付公司註冊處的文件認證的規定及交付文件的方式，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。
- 為向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之事情或在沒有公司授權下作出的事情的資料。
- 規定公司須在其股本結構有變動時，向公司註冊處交付包括股本說明的申報表，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

- 修訂須予登記的押記的清單，例如明文規定就飛機或飛船的任何份額設立的押記須予登記，以及刪除為保證債權證的發行而設立的押記須予登記的規定。
- 就公司因不遵從登記規定而致使押記成為無效的情況，把自動加快還款的規定改為貸款人可選擇是否要求該項押記所保證的借款須立即償還。

Measures for Ensuring Better Regulation

Ensuring the Accuracy of Information on the Public Register

- Clarifying 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 (the Registry) 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 applications to court for removing 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 Registry a return, including a statement of capital, whenever there is a change to its capital structure, to ensure that the public register contains up-to-date information on a company's share capital structure.

Improving the Registration of Charges

- 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.

- 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。
- 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，以縮短未能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。
- Requiring a certified copy of the charge instrument (in addition to the prescribed particulars of the charge) to be registered and available for public inspection, to provide more detailed information to those who search the register.
- 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 satisfaction/release of a charge to accompany a notification to the Registrar for registration of the satisfaction/release, thus making such documents available for public inspection.

改善撤銷註冊制度

- 就不營運公司撤銷註冊增訂三項條件，即申請人必須證實有關公司不是任何法律程序的一方，以及有關公司及其附屬公司在香港均沒有不動產，以減低撤銷註冊程序可能被濫用的機會。

加強執法制度

- 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。

Refining the Scheme for Deregistration of Companies

- Imposing three additional conditions for the deregistration of defunct companies, namely that the applicant must confirm that the company is not a party to any legal proceedings and that neither the company nor its subsidiary has any 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 made by statutory declaration.
- Providing better safeguards to ensure the confidentiality of information obtained in investigations and enquiries and for the better protection of informers.

- 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新《公司條例》條文須承擔法律責任的執法制度，包括透過訂定「責任人」的新定義以降低檢控不履行或違反規定的門檻，並把其涵蓋範圍擴及至魯莽的作為。
- 制訂有關失實核數師報告的新罪行。如有關核數師明知或罔顧後果地導致兩項重要的陳述沒有載於核數師報告內，即屬違法。
- 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，而此等罪行只可被判處罰款。
- 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 false or misleading statement to the Registrar has taken place.
- Strengthening the enforcement regime in relation to the liabilities of officers of companies for the companies' contravention of provisions in the new Ordinance, including lowering the threshold for prosecuting a breach or contravention and extending it to cover reckless acts through a new definition of "responsible person".
- Introducing a new offence in relation to inaccurate auditor's reports. The offence would be committed if the auditors in question knowingly or recklessly caused two important statements to be omitted from the auditor's report.
- Empowering the Registrar to compound specified offences to optimise the use of judicial resources. Compoundable offences are generally confined to straightforward, minor regulatory offences committed by companies that are punishable by a fine.

方便營商的措施

簡化程序

- 公司可在取得股東一致同意的情况下無須舉行周年成員大會。
- 就減少股本引入以償付能力測試作為依據的不經法院程序，作為另一選擇。
- 准許所有類型的公司(而非如現行《公司條例》(第32章)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公司)提供資助予另一方，讓其購入公司的股份或其控權公司的股份，但必須通過償付能力測試。除了某些指明的例外情況，現行《公司條例》一般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 (Cap. 32)) 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 to another party for the purpose of acquiring the company's own shares or the shares of its holding company, subject to a solvency test. Under the current Companies Ordinance, subject to certain specified exceptions, there is a broad prohibition on the giving of 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.

便利擬備簡明報告

- 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)如符合「小型私人公司」的資格，即自動符合資格擬備簡明報告。
 - 公司集團如符合「小型私人公司集團」的資格，其控股公司即符合資格擬備簡明報告。
 - 非企業集團成員的私人公司在成員一致同意下，可擬備簡明報告。
- 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。
- 不符合「小型私人公司」資格的私人公司，或不符合「小型私人公司集團」資格的私人公司集團，兩者如符合較高規模準則限額，在獲得佔表決權75%的成員同意並沒有其他成員反對的情況下，可擬備簡明報告。
- 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。
- 准許公司使用電子科技在多於一個地點舉行成員大會。
- 列明以電子形式向公司作出或由公司作出通訊的規則。

Facilitating Simplified Reporting

- Facilitating SMEs to prepare simplified financial and directors' reports along the following lines:
 - a private company (with the exception of a bank/deposit-taking company, an insurance company or a stockbroker) will automatically qualify for simplified reporting if it qualifies as a "small private company".
 - the holding company of a group of companies that qualifies as a "group of small private companies" will also qualify for simplified reporting.
 - a private company that is not a member of a corporate group may adopt simplified reporting with the agreement of all the members.
- 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.
- A private company or a group of private companies which is not qualified as a "small private company" or a "group of small private companies" respectively may prepare simplified reports if it meets a higher size criteria and if the members holding 75 per cent of the voting rights so resolve and no member objects.
- 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 Companies Ordinance).

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

使法例現代化的措施

廢除股份面值

- 強制所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。現今公司已甚少發行股份權證，從打擊清洗黑錢的角度來看，公司亦不宜發行該等權證，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，停止讓公眾查閱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。

釐清董事對第三者的法律責任提供彌償的規則

- 釐清董事對第三者的法律責任提供彌償的規則，以消除普通法不明確之處。

Measures for Modernising The Law

Abolishing Par Value for Shares

- 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 by companies 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 order to foster 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 in order to remove the uncertainties at common law.

¹ 《公司條例草案》於2012年7月12日經立法會通過。新《公司條例》將於超過10條的相關附屬法例獲通過後開始實施。
The Companies Bill was passed by the Legislative Council on 12 July, 2012. The new Companies Ordinance would come into operation after the enactment of over ten subsidiary legislation.

² 根據新《公司條例》，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一億元；(b)總資產不超過港幣一億元；及(c)僱員不多於100人。
Under the new Ordinance, 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\$100 million; (b) total assets of no more than HK\$100 million; and (c) no more than 100 employees.

³ 根據新《公司條例》，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 new Ordinance, a guarantee company is regarded as small if its total annual revenue does not exceed HK\$25 million.

二零一一至一二年度公司法改革常務委員會成員名單

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Mr Darryl CHAN Wai-man,
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(from 5 December 2011)

Mr John LEUNG Chi-yan, JP,
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(prior to 2 December 2011)

Ms Teresa WONG Siu-wan,
Official Receiver (from 29 June 2011)

Mr E T O'CONNELL, JP,
Official Receiver (prior to 28 June 2011)

Professor Edward L G TYLER,
representing the Department of Justice

Secretary

Ms Phyllis MCKENNA

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.

實施新《公司條例》 Implementing the new Companies Ordinance

公司註冊處的新角色及 新職能，以及為此而進行的 準備工作要點

- **加強企業管治**
 - 檢討並修訂《董事責任指引》，以特別指出新的董事責任；以及
 - 公布《企業管治守則》，該守則適用於所有在香港註冊成立的公司。
- **方便營商**
 - 執行新的法定程序，准許單一集團內的全資公司合併，以替代法律程序；以及執行新的行政程序，把自登記冊中剔除名稱的公司恢復名列登記冊；及
 - 執行新制度，不提供董事及秘書的通常住址和個別人士的完整身分證明文件號碼予公眾查閱。
- **提高公司資料的透明度**
 - 諮詢香港會計師公會後擬備指引，促使遵從擬備董事報告須包括「業務審視」這項新規定；
 - 執行提交文件的法定新規定，包括須提交股本說明、股本幣值重訂通知、股份轉換為股額通知等；及
 - 執行登記押記的全新制度，讓公眾可查閱所有押記文件。

Summary of the Companies Registry's New Roles and Functions, and Preparatory Work for These

- **Enhancing Corporate Governance**
 - Reviewing and revising the Guide to Directors' Duties to highlight the important new obligations of directors; and
 - Promulgating a Code of Corporate Governance that is applicable to all companies incorporated in Hong Kong.
- **Facilitating Business**
 - Administering a new statutory procedure for the amalgamation of wholly-owned companies within a single group, as an alternative to court proceedings, as well as a new administrative procedure to restore companies that have been struck off the Register; and
 - Administering a new regime to withhold the usual residential addresses of directors and secretaries, as well as the full Hong Kong identification numbers of individuals.
- **Enhancing the transparency of company information**
 - Preparing guidelines in consultation with the Hong Kong Institute of Certified Public Accountants to facilitate compliance with the new requirements for preparing a business review as part of directors' reports;
 - Administering new statutory filing requirements, including statements of capital, notices of redenomination of share capital, notices of conversion of stock into shares etc.; and
 - Administering an entirely new system for registering charges, with the entire charge documents available for public inspection.

• 確保規管更為妥善

- 行使法定規管權力，以保障公司登記冊的完整性，包括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等方面的權力；
- 行使新的權力，就指明的違規罪行准以罰款代替檢控，並為執行新《公司條例》的指明條文而取得文件、紀錄及資料；及
- 執行提交文件的新規定，尤其制訂一套新制度，以執行公司必須有董事的規定。

• 為實施新《公司條例》做好準備

- 資訊系統
 - 進一步提升公司註冊處綜合資訊系統（資訊系統第IIB期），以助實施新《公司條例》，包括按公司的新分類方法而設立多個數據庫。
- 政策、表格及運作程序
 - 檢討新條例所訂立的新違規罪行及本處的新職權，包括檢討有關檢控政策及執行機制；
 - 檢討所有現有表格並設計新表格。估計新《公司條例》下須引入約90份新的或修訂表格；及
 - 檢討現行的運作程序受新《公司條例》條文影響的範疇，並制訂新的運作程序及內部指引。

• Ensuring better regulation

- Exercising statutory regulatory powers to safeguard the integrity of the Companies Register, including powers to rectify typographical or clerical errors, make annotations and require a company to resolve any inconsistency or provide updated information;
- Exercising new powers to compound specified offences and obtain documents, records and information for the enforcement of specified provisions under the new Companies Ordinance; and
- Enforcing new filing requirements, in particular devising a new system to enforce the requirement that companies must have directors.

• Preparing for the implementation of the new Companies Ordinance

- Information systems
 - Further enhancing the Integrated Companies Registry Information System (ICRIS IIB) to facilitate implementation of the new Companies Ordinance, including the establishment of databases that align with the new classifications of companies.
- Policies, Forms and Operational Procedures
 - Reviewing the new offences created by the Ordinance, as well as the Registry's new functions and powers, which will entail reviewing its policy concerning prosecutions and its enforcement mechanisms;
 - Reviewing all existing forms and designing new ones. It is estimated that around 90 new or revised forms will be introduced under the new Companies Ordinance; and
 - Reviewing existing operational procedures in areas that will be affected by the provisions of the new Companies Ordinance, and formulating new operating procedures and internal guidelines.

- 就有關轉變培訓及通報本處員工；
 - 為本處員工準備簡介會、參考資料及指引，讓他們熟知新《公司條例》的條文。
- 檢討組織架構
 - 檢討組織架構及資源，以應付履行本處新職能之所需。
- 檢討現行收費項目並釐定新收費項目
 - 申請停止讓公眾查閱住址及身分證明文件號碼的新收費；
 - 沒有遵行新《公司條例》指明條文而准以罰款代替檢控的新收費；及
 - 擔保有限公司交付周年申報表時須繳付的遞增式每年登記費。
- 宣傳及教育
 - 制訂及推行公關策略，向相關持份者宣傳新《公司條例》的各項規定；
 - 擬備簡報資料、指引、對外通告、資料小冊子及最新資料；及
 - 與專業團體合作，舉行有關新條例條文及規定的簡介會及研討會。
- Training and briefing Registry staff about the changes
 - Preparing briefings, reference materials and guidelines for Registry staff to acquaint them with the provisions of the new Ordinance.
- Organisational review
 - Reviewing the organisational structure and resources needed to carry out the Registry's new roles and functions.
- Reviewing existing revenue items and determination of new fees:
 - New fees for applications to withhold residential addresses and identification numbers from public inspections;
 - New fees for compound offers for non-compliance with specific provisions of the new Ordinance; and
 - Escalating annual registration fees payable on delivery of annual returns by companies limited by guarantee.
- Publicity and Education
 - Developing and implementing PR strategies to publicise the requirements of the new Ordinance among stakeholders;
 - Preparing briefing materials, guidelines, external circulars, pamphlets and updates; and
 - Collaborating with professional bodies to conduct briefings and seminars concerning the provisions and requirements of the new Ordinance.