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業務回顧 Business Review





服務與運作

二零一三至一四年度工作量主要統計數字載於附錄 A。對本處而言，今年是特別繁忙的一年，除了要應付不斷增加的日常工作量外，亦要積極參與新《公司條例》的立法及籌備工作。儘管如此，全賴本處全體員工努力不懈及竭盡所能地工作，本處繼續達到所有服務指標，詳情載於附錄 B。

公司註冊成立及解散

由於商業登記費的豁免日期於二零一四年四月一日屆滿，因此二零一四年二月及三月湧現大批註冊成立公司的申請，令二零一三至一四年度註冊成立的新公司數目創新紀錄，達 191 713 宗，較前一財政年度高出 18.1%。平均每月有 15 976 間新公司註冊成立，新公司當中由一名成員組成的公司約佔 83%。

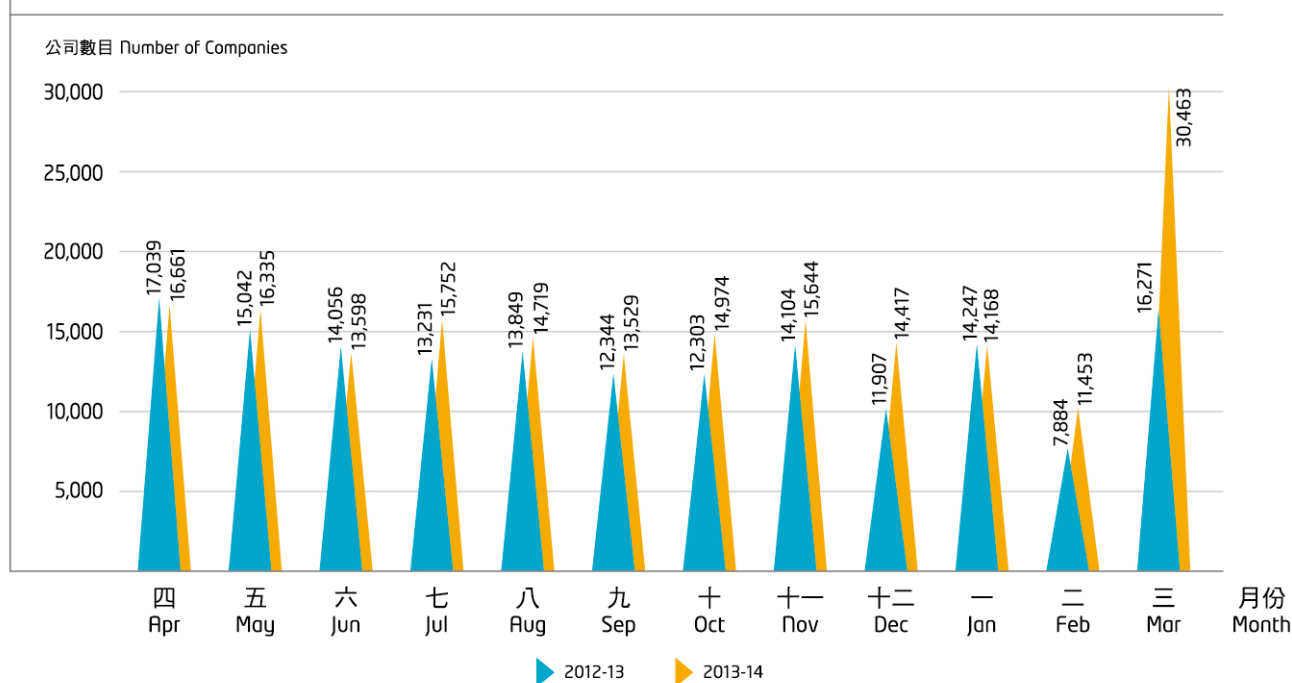
Services and Operations

The key workload statistics for 2013-14 are in Appendix A. This year was an extremely busy year for the Registry. Apart from coping with the increasing workloads from the daily operations, the Registry had also been heavily engaged in the legislative and preparation work for the new Companies Ordinance ("the new Ordinance"). Nevertheless, with the hard work and full commitment of the Registry's colleagues, the Registry continued to meet all its performance targets, details of which are contained in Appendix B.

Incorporation and Dissolution of Companies

Owing to the expiry of the waiver of business registration fee on 1 April 2014, a great influx of applications for incorporation of companies was seen in February and March 2014. This pushed the number of new companies incorporated in 2013-14 to a record level of 191,713, 18.1 per cent higher than the previous financial year. On average, there were 15,976 new companies incorporated a month of which about 83 per cent were one-member companies.

註冊成立公司
Incorporation of Companies





同年，共有 54 169 間公司解散，當中有 20 701 間公司根據前《公司條例》（第 32 章）第 291 條（或根據二零一四年三月三日生效的新《公司條例》（第 622 章）第 746(2) 及 747(7) 條）被剔除名稱；另有 32 199 間不營運但有償債能力的私人公司根據前《公司條例》第 291AA 條（或根據二零一四年三月三日生效的新《公司條例》第 751(3) 條）撤銷註冊；而以清盤方式解散的公司共有 1 254 間。

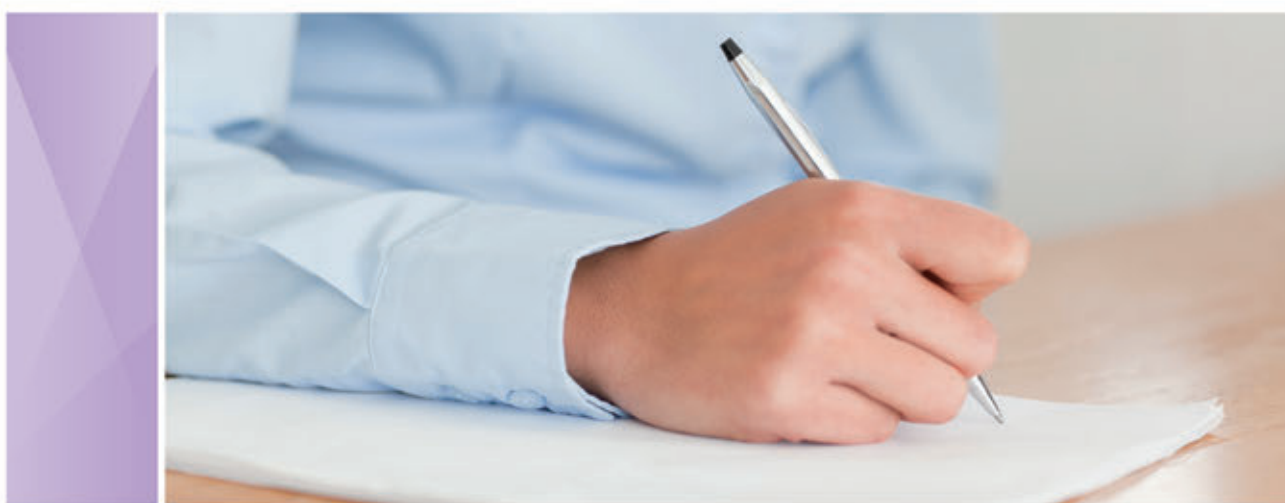
54,169 companies were dissolved in the same financial year. These included 20,701 companies struck off under section 291 of the predecessor Companies Ordinance (Cap. 32) (or sections 746(2) and 747(7) of the new Companies Ordinance (Cap. 622) since 3 March 2014), 32,199 defunct, solvent private companies deregistered under section 291AA of the predecessor Companies Ordinance (or section 751(3) of the new Companies Ordinance since 3 March 2014), and 1,254 companies dissolved by liquidation.

文件登記

在二零一三至一四年度，提交本處登記的文件數目為平均每個工作天 10 314 份，全年共有 2 547 563 份，較前一財政年度上升約 11.1 %。

Registration of Documents

In 2013-14, the Registry on average received 10,314 documents for registration every working day, or 2,547,563 in total, which represents an increase of 11.1 per cent on the previous financial year's figure.



10,314

平均每個工作天提交本處登記的文件數目
Average Number of documents received each working day

登記文件提供了公司在不同範疇的營運資料，而該等文件包括組織章程大綱及組織章程細則¹、董事及公司秘書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等。

These documents provided information on different aspects of a company's operations, including the memorandum and articles of association¹, notifications of appointments and changes of company secretaries and directors, changes of registered office addresses, returns of allotments and annual returns.

¹ 新《公司條例》（第 622 章）於二零一四年三月三日實施後，公司只須設有組織章程細則。

With the implementation of the new Companies Ordinance (Cap. 622) on 3 March 2014, companies are only required to have articles of association.

公眾查冊

二零一三至一四年度，使用電子查冊服務查閱文件影像紀錄，以及查閱公司資料的數目，分別達 3 557 627 宗及 236 589 宗，較之前 12 個月輕微增加約 1%。至於查閱董事索引的數目為 330 261 宗，增幅約 3.9%。

Public Searches

The numbers of electronic searches of document image records and company particulars increased slightly by about 1 per cent to 3,557,627 and 236,589 respectively in 2013-14 as compared to the past 12 months. Searches on the Directors' Index were increased by about 3.9 per cent to 330,261.



二零一三至一四年度查閱文件影像紀錄的個案數目
Number of searches of document image records during 2013-14

公眾透過全日 24 小時運作的網上查冊中心 (www.icris.cr.gov.hk) 查閱公司資料的比率超過 99%。客戶繳付一小筆查冊費後，即可聯線閱覽或下載公司現況資料及已提交本處登記文件的數碼影像紀錄。透過「註冊易」註冊成立的新公司，其資料在公司註冊成立後可隨即讓公眾查閱。本處設有常用的付款方法，例如透過信用卡或繳費靈網上服務付款，方便客戶以電子方式繳交查冊費。此外，客戶亦可訂購文件或紀錄的經核證副本，並選擇以郵遞或速遞方式收取，或親自到本處的公眾查冊中心領取。

客戶只須繳交年費，便可以登記成為網上查冊中心的登記聯線用戶（下稱「登記用戶」），以較低的費用查閱公司資料，並可享有從預付款帳戶扣除查冊費的方便，以及定期收取其查冊紀錄的報告。在此期間登記用戶約有 2 400 名。

Over 99 per cent of company searches were made through the Registry's Cyber Search Centre ("CSC") (www.icris.cr.gov.hk) on a round-the-clock basis. Current particulars of companies and digitised image of documents registered with the Registry can be viewed or downloaded by payment of a small sum of search fees. Particulars of new companies incorporated through the e-Registry are available for public inspection immediately upon incorporation. Popular payment channels such as credit card payment or PPS by Internet have been in place to facilitate electronic payment of search fees. Certified true copies of documents or records can be ordered and delivered to customers by post or courier or collected in person at the Registry's Public Search Centre.

By payment of an annual fee, customers can register as CSC registered online users ("registered users") and enjoy lower rates for searching company information. They can also enjoy the convenience of having the search fees deducted from their prepayment accounts and receiving periodical reports on their search activities. There were about 2,400 registered users during the period.

登記押記

在二零一三至一四年度，提交本處登記的公司押記總數為 26 484 份，平均每個工作天 107 份，較前一財政年度下跌約 22.1%。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 26,484 company charges, an average of 107 per working day, were received for registration during 2013-14, which is about 22.1 per cent fewer than the figure for the previous financial year. About two-thirds of the charges related to landed property.



平均每個工作天提交本處登記的押記數目
Average Number of charges received each working day





財務表現

財務目標及摘要

一九九三年八月一日，前立法局通過決議成立公司註冊處營運基金（下稱「營運基金」）。營運基金的運作受《營運基金條例》（第 430 章）規管。該條例規定，營運基金必須按照商業原則，在財政自給的基礎上運作，目標是：

- 使營運基金的收入足以支付本處提供服務的一切開支；及
- 為所運用的固定資產平均淨值取得目標回報率。目標回報率由財政司司長釐訂，二零一三至一四年度的目標回報率是 6.7%。

Financial Performance

Financial Objectives and Highlights

The Companies Registry Trading Fund ("CRTF") was established on 1 August 1993 by a resolution passed by the Legislative Council ("LegCo"). The operations of the CRTF are governed by the Trading Funds Ordinance (Cap. 430) which requires the CRTF to operate under commercial principles on a self-financing basis. The CRTF aims to:-

- meet all the expenses incurred by the Registry in the provision of services out of its income; and
- achieve a target rate of return on average net fixed assets employed as determined by the Financial Secretary. The rate for 2013-14 is 6.7 per cent.

經審計的周年財務報表

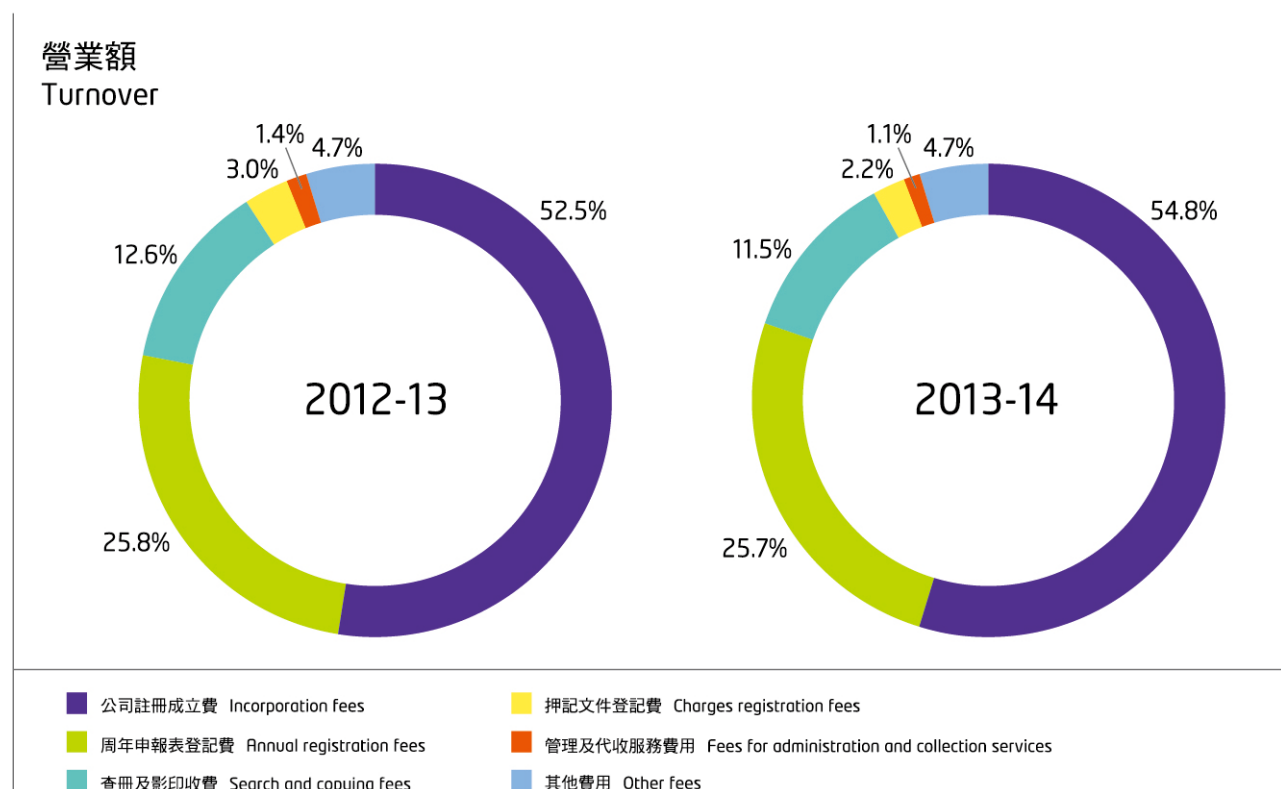
本處按照公認會計原則製備周年財務報表。報表經由審計署署長審核，並提交立法會省覽。經審核的二零一三至一四年度財務報表及審計署署長報告載於附錄 C。

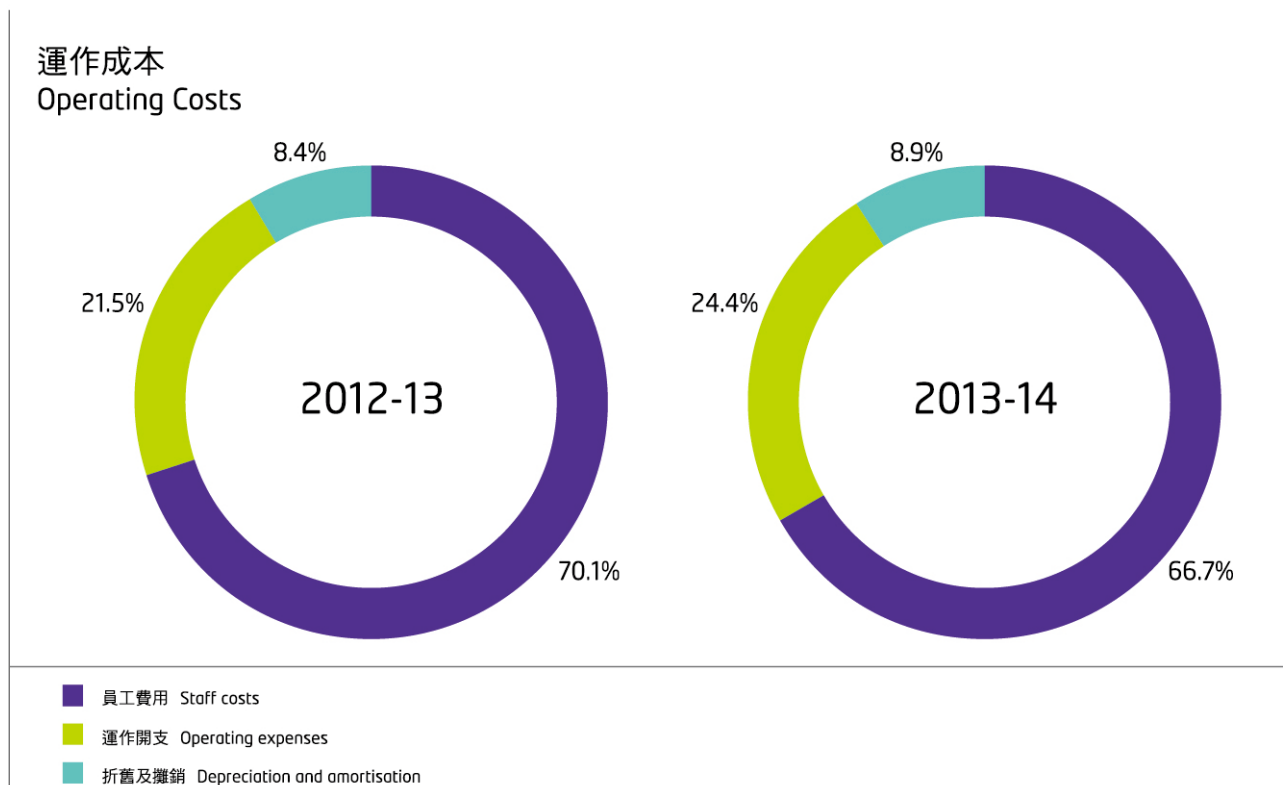
Audited Annual Financial Statements

The annual financial statements of the Registry were prepared in accordance with generally accepted accounting principles, audited by the Director of Audit and tabled before the LegCo. The audited financial statements for 2013-14 together with the Report of the Director of Audit are set out at Appendix C.

財務摘要 Financial Summary

以百萬港元計	HK\$ million	2012-13	2013-14
營業額	Turnover	532.1	605.6
運作成本	Operating costs	249.0	271.7
除稅後盈利	Profit after tax	253.6	291.5
已付予 / 須付予政府的股息	Dividends paid / payable to the Government	253.6	291.5
固定資產平均淨值回報率	Rate of return on average net fixed assets	63.6%	72.5%





財政檢討

整體來說，本處二零一三至一四年度的業務有溫和增長。不過，二零一四年二月及三月湧現大批註冊成立公司的申請，結果今年內的營業額及除稅後盈利創下新紀錄。營業額及除稅後盈利分別為 6 億 560 萬元及 2 億 9,150 萬元，較二零一二至一三年度分別上升 13.8% 及 14.9%。

Financial Review

In general the business of the Registry grew moderately in 2013-14. However, the huge influx of new incorporation applications in February and March 2014 resulted in record figures of turnover and profit after tax for the year. Turnover and profit after tax were \$605.6 million and \$291.5 million respectively, 13.8 per cent and 14.9 per cent higher than those of 2012-13 respectively.



本處收入均來自在《公司條例》下提供給公司的服務，尤其是從新公司註冊成立的收入，佔本處的總營業額一半以上。不過，這方面的收入很大程度視乎全球和本地經濟狀況而定。由於二零一四年二月及三月湧現大批註冊成立公司的申請，在二零一三至一四年度，本處收取的公司註冊成立費，較前一年上升約 18.6%。

除了公司註冊成立費外，周年申報表的每年登記費及查閱公司資料費用亦是本處的主要收入來源。隨着公司登記冊上的公司數目增加，在二零一三至一四年度，周年申報表登記費及查冊費較二零一二至一三年度，分別上升約 13.3% 及 3.9%。

至於開支方面，則較二零一二至一三年度上升約 9.1%，主要涉及新《公司條例》的宣傳及推廣費用、系統提升工程的維修費和攤銷成本及通脹因素。

The Registry's revenue is derived from the services provided by the Registry to companies under the Companies Ordinance. In particular, the revenue from incorporation of new companies, which contributes more than half of the Registry's total turnover, largely depends on global and local economic conditions. With the huge influx of applications of new incorporation in February and March 2014, the amount of incorporation fees collected in 2013-14 is about 18.6 per cent higher than that for previous financial year.

Apart from incorporation fees, annual registration fees of annual returns and search fees for company information are also the major sources of the Registry's income. Consequential to the increasing number of companies on the Companies Register ("the Register"), the revenue from annual registration fees and search fees increased by about 13.3 per cent and 3.9 per cent respectively in 2013-14 as compared to 2012-13.

On expenditure side, the increase of about 9.1 per cent over 2012-13 mainly stemmed from the publicity and promotion costs of the new Ordinance, the maintenance and amortised costs of system projects and enhancements as well as inflation.

本處透過系統提升、內部資源調配及精簡程序，令生產力不斷提升。因此，本處一直都能夠在財政自給的基礎上運作，並累積足夠儲備用以持續發展。無論是現時或日後推行的發展項目，本處均無須借貸。本處的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、稅款及應計費用。截至二零一四年三月三十一日，本處的現金及銀行和外匯基金存款合共達 7 億 7,800 萬元，充裕的儲備使本處能制訂和推行發展策略，以保持向公眾提供優質服務及應付不可預見的逆向經濟波動。

前瞻

本處多年來對資源運用一直嚴格監控，並在策劃未來財務時採取審慎態度。

本處的主要收入來自註冊成立公司的申請。雖然新公司註冊成立的數目在近兩年大幅增加，但是預計公司註冊成立的數目在來年大致會在現有的水平維持不變。至於本處其他主要業務，在計及登記冊上的公司數目增加後，預期在二零一四至一五年度向本處提交的周年申報表數目及查閱公司資料的數目分別會有溫和增長。不過，預期因通脹令運作成本增加，會大致抵銷該等業務所增加的收入。因此，預計二零一四至一五年度的業績穩定。就中期而言，本處會繼續維持良好的整體財務狀況為長遠服務提升項目提供資金。

With continuous improvement of the Registry's productivity through system enhancement, internal redeployment of resources and procedure streamlining, the Registry has been able to operate on a self-financing basis and accumulate adequate reserve for ongoing development. The Registry did not require any loan financing for existing or future development. Most of the Registry's liabilities were monetised value of the untaken leave of staff, prepayments from registered users of CSC and e-Registry, taxation and accrued expenses. As at 31 March 2014, the Registry had a total of \$778.0 million cash in hand and deposits with banks and the Exchange Fund which enabled the Registry to formulate and implement development strategies for maintaining its services to the public at a high quality level, as well as meet any unforeseeable adverse business fluctuation.

Looking Ahead

The Registry has, over the years, exercised stringent control on utilisation of resources and a prudent approach has been adopted for planning ahead.

Application for incorporation of companies has been a major source of revenue of the Registry. Notwithstanding the surge in the annual number of applications for incorporation received in the past two years, we anticipate that the annual number of incorporation applications in the coming years will show a more stable trend. For the other major activities of the Registry, taking into account the increasing number of companies on the Register, the number of annual returns to be filed with the Registry and searches of company information are expected to grow modestly in 2014-15. The increase in revenue from these activities will be mostly offset by an envisaged increase in operating costs due to inflation, resulting in a steady outturn for 2014-15. In the medium term, the Registry will strive to maintain a sound overall financial position so as to enable the Registry to commit to long-term plans for service improvement.

可持續發展的資訊系統策略

多年來，為了配合香港作為主要國際商業及金融中心的發展步伐，本處透過精簡工作程序並引進新科技，一直不遺餘力地提升服務及生產力。在二零零五年二月，推出了「公司註冊處綜合資訊系統」第一階段的「網上查冊中心」，提供了一個方便易用的網上平台，讓客戶可全日 24 小時查閱在本處登記的公司資料。現時超過 99% 的查閱公司資料在網上進行，而客戶在數分鐘內便可下載公司文件的影像紀錄。於二零一一年年初，亦推出「公司註冊處綜合資訊系統」第二階段的「註冊易」，使香港進入電子成立公司及電子提交文件的新紀元。新公司可透過「註冊易」於一個小時內完成註冊程序，而公司的資料亦可隨即讓公眾在網上查閱。隨着流動軟件日益普及的使用，本處亦在二零一二年六月推出公司查冊流動版服務。

在二零一三年十一月，本處順利完成「公司註冊處綜合資訊系統」計劃，並完成該系統配合新《公司條例》實施的大型重建工程。

為了向客戶提供優質服務，一個安全、穩定、可靠的資訊科技基礎設施對本處至為重要。過去數年，本處在資訊科技發展方面已取得長足進展，但本處仍有需要為資訊系統制訂短中長期的策略，以切合本處日後在業務及運作上的需要。

Information System Strategy for Sustainability Development

Over the years, the Registry has spared no efforts in improving its services and productivity through streamlining of work procedures and introduction of new technology in order to keep up with the pace of the development of Hong Kong as a major international commercial and financial centre. The CSC, Phase 1 of the Integrated Companies Registry Information System ("ICRIS"), implemented in February 2005 provides a 24-hour and convenient internet platform for the public to access company information registered with the Registry. Over 99 per cent of company searches are now conducted online and customers may download image records of companies within minutes. The launch of the e-Registry, Phase 2 of ICRIS, in early 2011 brought Hong Kong to a new era of electronic incorporation of companies and filing of documents. Through the e-Registry, a new company can be incorporated within an hour, with its information readily available for inspection online immediately. With the widespread use of mobile applications, the Registry has also launched its mobile search service from June 2012.

In November 2013, the Registry successfully completed the ICRIS project and concluded a major revamp of ICRIS for the implementation of the new Ordinance.

The Registry recognises that a secure, stable and reliable IT infrastructure is vital to the provision of quality services to its customers. Whilst achieving significant milestones in IT development over the past years, short, medium and long term information system strategies are necessary for the Registry to meet its business and operational needs in future.



為此，「部門資訊科技規劃」的項目已開展，藉此全面檢討現行的資訊科技基礎設施（包括「公司註冊處綜合資訊系統」）。本處會因應持份者時刻轉變的需要而不斷提升服務，以確保本處的資訊系統與時並進，備有最新的硬件和軟件，使本處能迎接資訊科技變更及發展所帶來的機遇。

For this purpose, the Departmental Information Technology Planning project has been initiated for an overall review of the existing IT infrastructure including the ICRIS, and the Registry will undertake continuous enhancements in response to stakeholders' changing needs. We aim to improve the IT infrastructure to ensure that the Registry's information system is supported by updated hardware and software and is resilient to technological changes and development.