

立法會
Legislative Council

LC Paper No. LS139/00-01

**Paper for the House Committee Meeting
of the Legislative Council
on 10 July 2001**

**Legal Service Division Further Report on
Companies (Amendment) Bill 2001**

1. At the meeting of the House Committee on 8 June 2001, Members agreed to defer the decision on whether to set up a bills committee pending the Administration's reply to the queries raised by this Division. We have since received the Administration's response and have studied the arguments advanced in support of the position of the Government.

2. The Administration has now agreed to introduce a Committee Stage Amendment (CSA) to the Bill to set out expressly the deeming provision, under which any person entitled to receive the relevant financial documents of a listed corporation would be deemed to have sent a notice under the proposed section 141CA. He would be so deemed if he has not informed the corporation within 30 days of a notice served by it on him requiring him to indicate whether he wishes to continue to receive the full financial documents. The end effect of the proposed deeming provision is that he would be taken to have agreed to receive instead a summary financial report. The draft CSA would only be supplied in the near future.

3. The remaining issues are all of a technical or drafting nature. We have discussed them with the Administration. Our main concern has been that the present drafting may cause problem if any financial documents are to be produced at an extraordinary general meeting. Since such meetings could be held at random intervals, it would affect the period during which the documents or reports would be published in accordance with the proposed section 141CG(2). The Administration has now proposed to introduce a CSA to limit the general meetings to those at which relevant financial documents are required to be laid before the company under the Companies Ordinance (Cap. 32) (CO) or in accordance with a direction of the court made under CO. This would greatly reduce the possibilities of the period of publication under the proposed section 141CG(2) being affected by the holding of an extraordinary general meeting. We therefore do not insist on an alternative drafting.

4. Subject to Members' views, it appears that the Bill may be ready for resumption of second reading debate after the CSAs have been accepted by this Division.

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