

**立法會**  
**Legislative Council**

LC Paper No. CB(1) 2064/02-03  
(These minutes have been seen  
by the Administration)

Ref: CB1/BC/6/01/2

**Bills Committee on Companies (Amendment) Bill 2002**

**Minutes of the twenty-first meeting  
held on Tuesday, 3 June 2003, at 8:30 am  
in Conference Room A of the Legislative Council Building**

- Members present** : Hon Audrey EU Yuet-mee, SC, JP (Chairman)  
Dr Hon David CHU Yu-lin, JP  
Hon Albert HO Chun-yan  
Hon Eric LI Ka-cheung, JP  
Hon NG Leung-sing, JP  
Hon CHAN Kwok-keung  
Hon CHAN Kam-lam, JP  
Hon SIN Chung-kai  
Hon Miriam LAU Kin-yee, JP  
Hon Emily LAU Wai-hing, JP
- Member absent** : Hon Henry WU King-cheong, BBS, JP
- Public officers attending** : Financial Services and the Treasury Bureau  
  
Mr Esmond LEE  
Principal Assistant Secretary for Financial Services and  
the Treasury (Financial Services)4  
  
Mr Arthur AU  
Assistant Secretary for Financial Services and the  
Treasury (Financial Services) (4)1  
  
Companies Registry  
  
Mr G W E JONES  
Registrar of Companies

Mr Edward LAU  
Secretary  
Standing Committee on Company Law Reform

Ms D SILKSTONE  
Registry Solicitor

Department of Justice

Mr J E GUNTER  
Senior Assistant Law Draftsman

Mr Vidy CHEUNG  
Senior Government Counsel

**Clerk in attendance** : Miss Becky YU  
Chief Assistant Secretary (1)1

**Staff in attendance** : Miss Monna LAI  
Assistant Legal Adviser 7

Miss Mandy POON  
Legislative Assistant 4

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**I. Confirmation of minutes**

(LC Paper No. CB(1) 1849/02-03 -- Minutes of the meeting held on  
20 May 2003)

The minutes of meeting held on 20 May 2003 were confirmed.

**II. Meeting with the Administration**

(LC Paper No. CB(1) 1856/02-03(01) -- List of follow-up actions arising from  
the discussion on 30 May 2003

LC Paper No. CB(1) 1856/02-03(02) -- Administration's response to the list  
of follow-up actions arising from the  
discussion on 20 May 2003)

2. The Committee deliberated (Index of proceedings attached at **Annex A**).

3. The Administration was requested to -

- (a) consider extending the two-month period under new section 153A(5)  
to four months;

- (b) include the filing requirements in respect of reserve director in specified form;
- (c) advise the relevant provisions under the Electronic Transactions Ordinance (Cap. 553) regarding electronic records;
- (d) provide a paper on the policy direction in respect of meetings being held by electronic means. To also advise if there were provisions under the Companies Ordinance (Cap. 32) or Common Law which prohibited the conduct of electronic meetings; and
- (e) consider reinstating new section 95A.

4. There being no other business, the meeting ended at 10:35 am.

Council Business Division 1  
Legislative Council Secretariat  
24 June 2003

**Proceedings of the meeting of the  
Bills Committee on Companies (Amendment) Bill 2002  
Meeting on Tuesday, 3 June 2003, at 8:30 am  
in Conference Room A of the Legislative Council Building**

<b>Time marker</b>	<b>Speaker</b>	<b>Subject(s)</b>	<b>Action required</b>
000000 – 000042	Chairman	Confirmation of minutes of meeting on 20 May 2003 (LC Paper No. CB(1) 1849/02-03)	
000043 – 002520	Chairman Administration Ms Miriam LAU ALA7	Continuation of discussion of Administration's response to the concerns raised at the meeting on 20 May 2003 (LC Paper No. CB(1) 1800/02-03(02))  (d) Responses to the further submission from Democratic Alliance for Betterment of Hong Kong  (e) Responses to the further submission from Law Society of Hong Kong  (f) Clauses 44 and 55 and the Committee Stage amendments to section 116BC (LC Paper No. CB(1) 1815/02-03(01))	
002521 – 002831	Chairman Ms Miriam LAU Administration	Registration of grant of administration of a deceased sole member and director of a one-member company (LC Paper No. CB(1) 1856/02-03)	The Administration to consider extending the two-month period under new section 153A(5) to four months
002832 – 003224	Chairman ALA7 Administration	Definition of conditional sale agreement	
003225 – 005443	Chairman Administration Mr Eric LI Ms Emily LAU ALA7	Nomination of reserve directors under new section 153A(6) to (9)	The Administration to include the filing requirements in respect of reserve director in specified form

<b>Time marker</b>	<b>Speaker</b>	<b>Subject(s)</b>	<b>Action required</b>
005444 –011531	Chairman Administration	Continuation of clause-by-clause examination - Clauses 90 to 107 (CB(1) 2346/01-02(01))	
011532 – 012900	Chairman Administration Mr Eric LI Mr Albert HO	Clause 108 - amendments to First Schedule allowing for meetings to be held by electronic means; the need to specify the electronic means to be used; and whether there were provisions under the Companies Ordinance (Cap. 32) or Common Law which prohibited the conduct of electronic meetings	The Administration to advise the relevant provisions under the Electronic Transactions Ordinance (Cap. 553) regarding electronic records and to provide a paper on the policy direction in respect of meetings being held by electronic means. To also advise if there were provisions under the Companies Ordinance (Cap. 32) or Common Law which prohibited the conduct of electronic meetings
012901 –013627	Chairman Administration	Clauses 109 to 111	
013628– 014318	Chairman Administration	Clause 112 - Punishment of offences under this Ordinance	
014319 –020447	Chairman Administration Ms Miriam LAU ALA7 Mr Albert HO	Reinstatement of new section 95A requiring the provision of a statement in the company's register of members when the number of members in the company was reduced to one or increased from one to two or more	The Administration to consider reinstating new section 95A