

## 《公司條例草案》委員會

### 二零一二年六月五日會議的跟進行動 – 以法律行動反對安排計劃的費用

#### 目的

如委員會在二零一二年六月五日會議上所同意，本文件載述我們建議有關公司股東以法律行動反對安排計劃的費用經修訂的委員會審議階段修正案。

#### 委員的關注

2. 在二零一二年六月五日的會議上，委員考慮我們提出訂立新條文的建議，有關條文處理就股東以法律行動反對在第664A(2)條下涉及收購要約或公開要約的安排計劃的費用（參閱立法會CB(1)2091/11-12(01)號文件）。根據建議，原訟法庭須信納有關股東反對認許安排計劃的申請是真誠行事並有合理理由，方可就訟費作出有利於該股東的命令。

3. 由於有關建議只處理公司股東的訟費，委員提議增訂條文進一步為少數股東，除非他們對安排計劃提出的反對屬瑣屑無聊或無理取鬧，否則他們無需支付公司的訟費。我們應允作出所需修訂，並傳閱經修訂的委員會審議階段修正案供委員參閱。

#### 經修訂的委員會審議階段修正案

4. 正如立法會CB(1)2054/11-12(01)號文件所解釋，現時已確立有利於提出反對的股東的案例。經考慮相關案例及因應委員的建議，我們建議在擬議的第665A條加入條款，訂明原訟法庭只會在股東對安排計劃提出的反對屬瑣屑無聊或無理取鬧時，方可就訟費作出不利於該股東的命令。經修訂的第665A款載於附件。

5. 法案委員會法律顧問認為新的第 665A(5)條已回應委員在審議第 665A 條時表達的關注。

**財經事務及庫務局**  
**公司註冊處**  
**二零一二年六月六日**

**665A. Court may order costs**

- (1) This section applies in relation to an application made for the purposes of section 664(3) for an order of the Court sanctioning an arrangement that falls within section 664A(2).
- (2) The Court may make any order that it thinks fit about the costs incurred or to be incurred by a member who dissents from the arrangement in opposing the application.
- (3) An order may require the company or any other party to the application to indemnify the member against the costs incurred or to be incurred by the member.
- (4) The Court may only make an order about costs (including the requirement as to indemnification) under this section in favour of the member if it is satisfied that the member was acting in good faith in, and had reasonable grounds for, opposing the application.
- (5) The Court may only make an order about costs under this section against the member if the member's opposition to the arrangement is frivolous or vexatious.