



梁繼昌議員 Hon Kenneth Leung

7 February 2014

The Honourable Starry LEE Wai-king, JP  
Chairman, Financial Affairs Panel  
Legislative Council  
via Ms Connie Szeto, CCS(1)4

Dear *Starry*

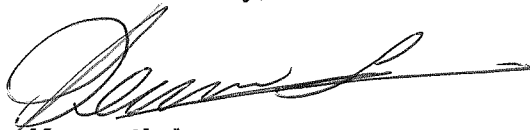
**Companies Ordinance – Section 678 to Section 686**

I would like to follow up on the questions I raised in the Financial Affairs Panel Special Meeting of 29 January 2014 addressed to the Secretary for Financial Services and the Treasury. The questions are related to Part 13 – Division 3 on the provisions on amalgamation of companies of the Companies Ordinance (Cap 622). Part of the questions has been slightly rephrased to enable the Administration to provide a more focused response.

- (1) Assuming Company A and Company B merged and Company B is the surviving entity after the merger, will Company B be regarded as the same legal person as Company A under the amalgamation regime?
- (2) If the answer of (1) is affirmative, is the amalgamation regime under the Companies Ordinance consistent with the concept of universal succession commonly recognized in a number of civil law jurisdictions including Switzerland?
- (3) Will the amalgamation regime under the Companies Ordinance be applicable to future bank mergers, therefore doing away the need to combine banks and financial institutions by private members ordinances?

I would be grateful if you could urge the Financial Services and the Treasury Bureau to respond to the above questions expeditiously.

Yours sincerely,



**Kenneth Leung**