

C084-e

A Bill

to

Provide for---

(a) the establishment of a body corporate to be known in the English language as the "Hong Kong Science and Technology Parks Corporation" and in the Chinese language as "香港科技園公司";

(b) the purposes and functions of the Hong Kong Science and Technology Parks Corporation;

(c) the repeal of the Hong Kong Industrial Estates Corporation Ordinance (Cap. 209) and the Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431);

(d) the dissolution of The Hong Kong Industrial Estates Corporation, the Hong Kong Industrial Technology Centre Corporation and the Provisional Hong Kong Science Park Company Limited;

(e) the vesting of the rights, obligations, assets and liabilities of The Hong Kong Industrial Estates Corporation, the Hong Kong Industrial Technology Centre Corporation and the Provisional Hong Kong Science Park Company Limited in the Hong Kong Science and Technology Parks Corporation; and

(f) related matters.

Enacted by the Legislative Council.

PART I

Preliminary

1. Short title and commencement

(1) This Ordinance may be cited as the Hong Kong Science and Technology Parks Corporation Ordinance.

(2) This Ordinance shall come into operation on a day to be appointed by the Secretary for Commerce and Industry by notice published in the Gazette.

2. Interpretation

In this Ordinance---

"appointed day" (指定日期) means the day on which Part VII comes into operation;

"Board" (董事局) means the Board of Directors referred to in section 4(1);

"Chairman" (主席) means the Chairman of the Board;

"Chief Executive Officer" (行政總裁) means the person appointed under section 14(a) to be the Chief Executive Officer of the Corporation;

"committee" (委員會) means a committee established under section 9(1);

"Corporation" (科技園公司) means the body established by section 3(1);

"function" (職能) includes a power and a duty;

"HKIEC" (工業邨公司) means The Hong Kong Industrial Estates Corporation established by section 3(1) of the Hong Kong Industrial Estates Corporation Ordinance (Cap. 209);
"HKITCC" (工業科技中心公司) means the Hong Kong Industrial Technology Centre Corporation established by section 3(1) of the Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431);

"land" (土地) includes, where applicable---

- (a) the foreshore and seabed;
- (b) any buildings and structures erected on land; and
- (c) any interest in land;

"perform" (執行), in relation to a function which is---

- (a) a power, includes exercise;
- (b) a duty, includes discharge;

"PHKSPCL" (臨時科學園公司) means the company incorporated under the Companies Ordinance (Cap. 32) and registered under that Ordinance by the name "Provisional Hong Kong Science Park Company Limited";

"Secretary" (司長) means the Financial Secretary;

"specified premises" (指明處所) means any premises set out in Schedule 1.

PART II

The Corporation

3. Establishment of Corporation

(1) There is established a body to be known in the English language as the "Hong Kong Science and Technology Parks Corporation" and in the Chinese language as "香港科技園公司".

(2) The Corporation shall be a body corporate and shall be able to sue and be sued.

(3) The Corporation is neither a servant nor an agent of the Government and it does not enjoy any status, immunity or privilege of the Government.

4. Establishment of Board of Directors

(1) The Corporation shall have a Board of Directors.

(2) The Board shall be the governing body of the Corporation with authority, in the name of the Corporation, to perform the functions of the Corporation.

(3) The provisions contained in Schedule 2 shall apply to the Board.

(4) The Chief Executive in Council may by notice published in the Gazette amend Schedule 2.

5. Seal of Corporation

(1) The Corporation shall provide itself with a corporate seal.

(2) The affixing of the corporate seal of the Corporation shall be authenticated by the signatures of 2 members of the Board.

(3) The corporate seal of the Corporation shall be affixed only with the authority of a resolution of the Board.

(4) Any document purporting to be duly executed under the corporate seal of the Corporation shall, unless the contrary is proved, be deemed to have been duly executed.

(5) A contract or an instrument which, if entered into or executed by an individual, would not require to be under seal, may be entered into or executed on behalf of the Corporation by a person generally or specially authorized for that purpose by the Board.

6. Purposes of Corporation

(1) The purposes of the Corporation are---

(a) to establish or develop any premises where activities related to the purposes prescribed in paragraph (b), (c) or (d) are, or are to be, carried out, and to manage and control the land and other facilities comprised in such premises;

(b) to facilitate the research and development and application of technologies in industry in Hong Kong;

(c) to support the development, transfer and use of new or advanced technologies in Hong Kong;

(d) to engage in such activities or to perform such functions as the Chief Executive in Council may, after consultation with the Corporation, permit or assign to it by order published in the Gazette.

(2) An order under subsection (1)(d) is subsidiary legislation.

7. Commercial principles

The Corporation shall conduct its business according to prudent commercial principles.

8. Powers of Corporation

(1) The Corporation shall have powers---

(a) to do, in any part of the world, such things as are expedient for or conducive to the attainment of the purposes of the Corporation or of any purpose reasonably incidental to or consequential upon any of those purposes;

(b) to do any thing referred to in paragraph (a) jointly with other persons.

(2) Without prejudice to the generality of subsection (1), the Corporation may---

(a) purchase, hire or otherwise obtain, hold, sell, let or otherwise dispose of property of any description;

(b) build, rebuild, repair, maintain, alter, improve or demolish buildings, structures and other facilities;

(c) subject to the terms and conditions contained in the land grant, conveyance or lease related to any specified premises---

- (i) lay out land in the specified premises;
- (ii) sell, let, sublet or otherwise dispose of land or any facilities in the specified premises on such terms and conditions as the Board considers appropriate; or
- (iii) prepare, approve or execute plans for the establishment, improvement or development of the specified premises;
- (d) manage any buildings, structures and other facilities (including any land ancillary to them) in specified premises;
- (e) enter into contracts or other agreements;
- (f) with the prior approval of the Secretary, borrow or raise money on such security or other conditions as the Board considers appropriate;
- (g) engage technical, professional or other persons to provide services for the Corporation and determine all matters relating to such engagement;
- (h) determine the services and facilities to be provided by the Corporation and the manner in which such services and facilities are to be provided, operated and managed;
- (i) fix and charge fees for the services and facilities provided by the Corporation, and such fees need not be limited by reference to the costs incurred or likely to be incurred in the provision of such services and facilities;
- (j) be a member, or otherwise take part in the activities, of any association or other body of persons concerned with any matter related to the purposes of the Corporation;
- (k) organize and hold seminars or exhibitions;
- (l) produce, publish and sell publications and audio-visual materials related to the purposes of the Corporation;
- (m) accept gifts of money or other property of any description upon such terms and conditions (if any) as shall be specified by the donor; but a gift shall not be accepted by the Corporation if any term or condition specified by the donor is inconsistent with the purposes of the Corporation;
- (n) with the prior approval of the Secretary, establish one or more funds which shall be used for the purposes of the Corporation;
- (o) approve the annual budget of the Corporation, which shall include the annual estimate of income and expenditure and a business plan of the Corporation;
- (p) approve the annual report of the Corporation, which shall include a statement of accounts referred to in section 23(2); and
- (q) establish any subsidiary company within the meaning of the Companies Ordinance (Cap. 32) the purposes of which are consistent with the purposes of the Corporation.

(3) (a) Moneys may be paid or transferred by the Corporation to the credit of a fund established under subsection (2)(n) only with the prior consent of the Secretary.

(b) The Secretary may give the Corporation directions in writing as regards the management or operation of a fund established under subsection (2)(n) and the Corporation shall give effect to such directions.

(4) (a) Without prejudice to the generality of subsection (1), the Corporation may, for the purposes of the Corporation, enter into commercial dealings or operations with respect to---

(i) any service developed in the course of the performance of its functions;
(ii) any product or by-product resulting from the performance of its functions;

(iii) any intellectual property resulting from the performance of its functions; and

(iv) its land or other property.

(b) The Corporation may, for the purposes of exercising its powers under paragraph (a)---

(i) establish or join in establishing a company, partnership or trust;
(ii) subscribe for, invest in, or otherwise acquire, or dispose of, shares, units or other interests in a sole proprietorship, company, partnership or trust;
(iii) enter into any joint venture or arrangement for sharing profits; and
(iv) manage, or participate in the management of, a sole proprietorship, company, partnership or trust.

9. Establishment of committees

(1) The Board may establish such committees as it considers appropriate for the purposes of the Corporation.

(2) The Board may determine the composition, functions and procedures of a committee.

10. Disclosure of interest

(1) As soon as practicable after appointment to membership, and when occasion requires after the appointment, a member of the Board or a committee shall declare to the Board in such manner as is for the time being determined by the Board (whether by standing orders or otherwise) any interest of his which is of a class or description so determined.

(2) (a) Where a member of the Board or a committee is in any way directly or indirectly interested in a contract made or proposed to be made by the Corporation, or in any other matter whatsoever which is to be considered or determined by the Board or committee (as the case may be), he shall---

(i) disclose to the relevant meeting of the Board or committee (as the case may be) the nature of his interest (and such disclosure shall be recorded in the minutes of the meeting);

(ii) withdraw from the meeting while the matter is being discussed or considered, unless---

(A) if he is not the person presiding at the meeting, he is permitted to take part in such discussion or consideration by the person so presiding; or

(B) if he is the person so presiding, a majority of the other members present at the meeting decide so to permit him;

(iii) not vote, or otherwise act (apart from, where appropriate, acting pursuant to subparagraph (ii)) as a member of the Board or committee (as the case may be) in relation to the matter; and

(iv) neither influence nor seek to influence a decision of the Board or committee (as the case may be) as regards the matter otherwise than in accordance with subparagraph (ii).

(b) Where a disclosure is made under paragraph (a) and the person concerned is not required to withdraw from the relevant meeting, then for so long as the matter to which the disclosure relates is being discussed or otherwise considered at such meeting the presence of the person by whom the disclosure was made shall be disregarded for the purposes of forming a quorum for the meeting.

(c) The validity of any proceeding of the Board or a committee shall not be affected by the failure by a member of the Board or committee to comply with a provision of this section.

11. Delegation and sub-delegation of functions

(1) (a) The Board may delegate any of its functions or the Corporation's functions, other than a function specified in subsection (5), to---

(i) the Chief Executive Officer;

(ii) any other person employed or engaged by the Corporation to provide a service for the Corporation; or

(iii) a committee.

(b) Nothing in this subsection shall be construed as enabling any person to execute on behalf of the Corporation any document under seal.

(2) (a) A delegation under this section shall not prevent the concurrent performance by the Board of the function delegated.

(b) A delegation under this section may contain restrictions or conditions as regards the performance of the function delegated.

(c) The Board may amend or revoke a delegation under this section.

(3) Where the Board makes a delegation under this section, it may at the same time authorize the Chief Executive Officer or the person or committee to whom the delegation is made to sub-delegate the function delegated and such authorization may contain restrictions or conditions as regards the exercise of such power to sub-

delegate.

(4) Where the Chief Executive Officer or any other person or a committee acts or purports to act pursuant to a delegation or sub-delegation under this section, he or it shall be presumed, until the contrary is proved, to be acting in accordance with the terms of the delegation or sub-delegation.

(5) The Board shall not delegate under this section the function to---

(a) delegate under subsection (1);

(b) approve plans for the establishment, improvement or development of specified premises under section 8(2)(c)(iii);

(c) establish any fund under section 8(2)(n);

(d) approve the annual budget of the Corporation under section 8(2)(o);

(e) approve the annual report of the Corporation under section 8(2)(p);

(f) appoint, and determine the terms and conditions of service of, the Chief Executive Officer under section 14;

(g) determine the general terms and conditions of service of other employees of the Corporation under section 15(b);

(h) establish or enter into any arrangement for the establishment of a scheme under section 16; and

(i) appoint an auditor under section 23(5).

12. Directions to Corporation

(1) The Chief Executive may, if he considers it to be in the public interest so to do, give the Corporation such general directions in writing as regards the performance of its functions as he considers appropriate.

(2) The Corporation shall give effect to a direction given under subsection (1).

13. Chief Executive may obtain information

The Corporation shall, if required by the Chief Executive, furnish to him such information related to its activities as may be specified by him.

PART III

Staff of Corporation

14. Chief Executive Officer

The Board shall, subject to the prior approval of the Secretary---

(a) appoint a person, who may be a public officer, to be the Chief Executive Officer of the Corporation; and

(b) determine all matters relating to the terms and conditions of service of the Chief Executive Officer, including his remuneration, suspension and dismissal from office.

15. Other staff

Subject to section 14, the Board---

(a) may appoint such and so many persons to be the employees of the Corporation as

the Board considers appropriate; and

(b) shall determine all matters relating to the terms and conditions of service of employees appointed under paragraph (a), including their remuneration, suspension and dismissal from office.

16. Staff benefits

The Board may, subject to the Mandatory Provident Fund Schemes Ordinance (Cap. 485), establish, manage and control such scheme as it considers appropriate for the payments to or in respect of the Chief Executive Officer and other employees of retirement benefits, gratuities or other benefits.

PART IV

Finance and Reports

17. Capital of Corporation

(1) Subject to subsection (2), the authorized capital of the Corporation is equal to the value of the net assets in respect of all assets and liabilities vested in the Corporation on the appointed day.

(2) The Secretary may, after consultation with the Corporation, increase the authorized capital of the Corporation by notice published in the Gazette.

(3) A notice under subsection (2) is not subsidiary legislation.

(4) The authorized capital of the Corporation shall be divided into shares of such denomination as the Secretary shall determine.

(5) The Corporation may from time to time issue to the Government such number of shares (in a denomination determined in accordance with subsection (4)) as the Secretary considers appropriate.

(6) The Corporation shall not issue shares otherwise than under this section.

18. Dividends

The Corporation may declare and pay into the general revenue dividends on shares issued under section 17(5).

19. Investment

The Corporation may invest money that is not immediately required to be expended in such forms of investment as the Secretary may in writing approve.

20. Payment of certain moneys into general revenue

The Secretary may declare any part of the moneys of the Corporation to be surplus moneys and direct the payment of such surplus moneys into the general revenue.

21. Financial year

The financial year of the Corporation shall be the period of 12 months beginning on 1 April, but its first financial year shall commence on the appointed day and end on the following 31 March.

22. Estimates of income and expenditure

(1) Subject to subsection (2), the Corporation shall, in each financial year, and not later than the date which is for the time being specified for the purposes of this subsection by the Secretary, send to the Secretary estimates of its income and expenditure for the subsequent financial year.

(2) As regards a particular financial year, the Secretary may, if he thinks fit, extend the period during which estimates are to be sent to him pursuant to subsection (1).

(3) The Secretary may refuse to accept estimates sent to him pursuant to subsection (1) and where he does so he shall require the Corporation, within such time as shall be specified in the requirement, to send to him revised estimates of the relevant income and expenditure.

23. Annual reports, accounts and audits

(1) The Corporation shall keep proper accounts and records of all its financial transactions.

(2) The Corporation shall as soon as practicable after the expiry of a financial year prepare a statement of accounts in respect of the financial year in accordance with generally accepted accounting principles.

(3) A statement of accounts prepared under subsection (2) shall include a statement of income and expenditure for, a cash flow statement for, and a balance sheet as on the last day of, the financial year to which the statement of accounts relates.

(4) The Secretary may give to the Corporation a direction in writing requiring it to keep the accounts and records referred to in subsection (1) in a form and in a manner specified in the direction, and in case such a direction is given, the Corporation shall comply with it.

(5) The Board shall appoint an auditor who shall prepare an auditor's report on a statement of accounts prepared under subsection (2).

(6) The Corporation shall, within 6 months after the end of a financial year or such longer period as the Secretary may allow, furnish to him---

(a) a report on the activities of the Corporation for that financial year;

(b) a copy of its statement of accounts prepared under subsection (2) for that financial year; and

(c) a copy of the auditor's report prepared under subsection (5) for that financial year.

(7) In this section "auditor" (核數師) means a person who for the time being is registered under the Professional Accountants Ordinance (Cap. 50) and holds a practising certificate within the meaning of that Ordinance.

24. Reports to be laid on the table

of Legislative Council

The Secretary shall cause a copy of each of the documents specified in section 23(6) to be laid on the table of the Legislative Council within the financial year immediately following the one to which the documents are related.

25. Tax

No tax within the meaning of the Inland Revenue Ordinance (Cap. 112) shall be charged on the Corporation.

PART V

Specified Premises

26. Interpretation

In this Part---

"common parts" (公共地方) means any place within any specified premises to which the public have access either continuously or periodically, whether the place is the property of the Corporation or of other persons;

"leased land" (出租土地) means any land which has been let or sublet by the Corporation to any person;

"manager" (管理人) means a person who is employed or engaged to manage any specified premises.

27. Premises set out in Schedule 1

(1) Schedule 1 sets out, for the purposes of this Ordinance, the premises in Hong Kong where activities related to the purposes of the Corporation as prescribed in section 6(1)(b), (c) or (d) are, or are to be, carried out.

(2) The Corporation may by notice published in the Gazette amend Schedule 1.

28. Power to prohibit certain persons from entering specified premises

(1) A manager may---

(a) prevent a person from entering; or

(b) remove a person from,

any specified premises if he reasonably believes that the person is likely to disrupt or obstruct the operation or management of the specified premises.

(2) A manager may use such force as may be reasonably necessary to prevent a person from entering, or remove a person from, any specified premises under subsection (1) and, for that purpose, may request the assistance of a police officer or any other person.

29. Power to take possession and dispose of property

(1) The Corporation may take possession of any property---

(a) found on land in any specified premises which has been leased land, after the tenant has left the land following the termination of his lease;

(b) which is placed in or affixed to leased land in any specified premises in contravention of any condition in the relevant lease;

(c) which a manager reasonably believes to have been left or abandoned on land in any specified premises which is not leased land; or

(d) which causes an obstruction or nuisance on or in any land in any specified premises which is not leased land.

(2) The Corporation shall post at or near the location where the property is or was situated a notice setting out details of the property of which it has taken possession under subsection (1) and shall, in such notice, require any claimant to submit his claim to the property within such reasonable time as is specified in the notice.

(3) In the case of any property referred to in subsection (1)(a) or (b), the Corporation shall serve a copy of the notice under subsection (2) on the relevant tenant by ordinary post.

(4) The Corporation shall return to any claimant any property of which it has taken possession under subsection (1) if it is satisfied that the claimant is the owner of the property.

(5) The Corporation may recover from a claimant to whom any property, of which it has taken possession under subsection (1), is returned any expenses incurred by it in the removal and storage of the property.

(6) If any claimant fails to satisfy the Corporation that he is the owner of any property of which it has taken possession under subsection (1), it shall continue to take possession of such property for such further period of time after the expiry of the time referred to in subsection (2) as it considers reasonably necessary for ascertaining the ownership of the property.

(7) The Corporation may dispose of, by sale or otherwise, any property of which it has taken possession under subsection (1) free from the rights of any person if---

(a) the property is not claimed within the time referred to in subsection (2); or

(b) after the expiry of the further period of time referred to in subsection (6), the Corporation is not satisfied that any claimant is the owner of the property.

(8) If, within 6 months after the day on which any property was sold pursuant to subsection (7), any person satisfies the Corporation that he was the owner of the property at the time the property was sold, the Corporation shall pay to such person the balance of the proceeds of sale after deducting any expenses incurred by it in the removal, storage and sale of the property.

(9) The Corporation shall not be liable for any loss or damage suffered by any person in consequence of anything reasonably done under this section.

30. Parts of specified premises to be public places

All common parts of any specified premises shall be deemed to be public places for the purposes of---

(a) the Summary Offences Ordinance (Cap. 228); and

(b) the Public Order Ordinance (Cap. 245).

PART VI

Miscellaneous

31. Preservation of secrecy

(1) Subject to subsection (3), a person who performs, or assists another person in the performance of, a function of the Corporation---

(a) shall, at all times after he has performed or so assisted in the performance of any such function preserve and aid in preserving secrecy with regard to the information described in subsection (2) and which comes to his knowledge in the performance of, or in assisting in the performance of, any such function;

(b) except while so performing or assisting, shall not at any time communicate any such information to any other person; and

(c) shall not at any time suffer or permit any other person to have access to any record or other document which is in his possession or under his control by virtue of his performing or having performed, or assisting or having assisted any other person in the performance of, such a function.

(2) The information referred to in subsection (1)(a) is any information relating to the commercial or other business affairs of any person.

(3) A person may disclose the information described in subsection (2)---

(a) with the permission in writing of the person in whose interest secrecy is preserved under this section;

(b) to the Chief Executive in compliance with a requirement under section 13;

(c) for the purposes of any criminal proceedings, criminal or official investigation or official inquiry instituted, commenced or conducted in Hong Kong or whose institution, commencement or conduct in Hong Kong is under consideration; or

(d) in connection with any civil proceedings to which the Corporation is a party.

(4) Where information is disclosed in any of the circumstances described in subsection (3)(a), (c) or (d), neither---

(a) the person to whom that information is disclosed; nor

(b) any person obtaining or receiving the information, whether directly or indirectly, from the person referred to in

paragraph (a),

shall disclose the information, or any part of it, to any other person without the consent in writing of the Chief Executive Officer.

(5) Subject to subsection (3), any person who contravenes subsection (1) or (4)

commits an offence and shall be liable on summary conviction to a fine at level 3 and to imprisonment for 6 months.

(6) In this section "official investigation" (正式調查) and "official inquiry" (正式查訊) mean an investigation or, where appropriate, an inquiry instituted, commenced or conducted pursuant to any Ordinance or instituted, commenced or conducted by or on behalf of a public body.

32. Immunity

Subject to section 31(5), no personal liability shall be incurred by any individual person in respect of anything done or omitted to be done by him in good faith and with reasonable care in the performance or purported performance of any function under this Ordinance.

33. Bylaws

(1) The Corporation may make bylaws for all or any of the following purposes---

- (a) the management and control of specified premises;
- (b) the use of any equipment, facility or service provided for use at specified premises;
- (c) the preservation of good order and discipline and prevention of nuisances in specified premises; and
- (d) the better performance of the functions of the Corporation.

(2) Any bylaw made under subsection (1) which provides that hawking within any specified premises is an offence may also provide that all or any of the provisions of sections 86, 86A, 86C and 86D of the Public Health and Municipal Services Ordinance (Cap. 132) shall apply as if such offence were a hawker offence within the meaning of section 83 of that Ordinance.

(3) Any bylaw made under subsection (1) may apply generally to all specified premises or may apply only to any specified premises particularly mentioned in the bylaw.

(4) The Corporation shall cause printed copies of any bylaw made under subsection (1) to be---

- (a) prominently displayed in the specified premises to which the bylaw applies;
- (b) kept at its offices; and
- (c) available for sale to any person at a reasonable cost.

34. Corporation may prosecute in its name

Without prejudice to any Ordinance relating to the prosecution of criminal offences or to the powers of the Secretary for Justice relating to the prosecution of criminal offences, the prosecution of an offence under this Ordinance may be brought in the name of the Corporation.

PART VII

Repeal, Vesting, Transitional and Savings Provisions
and Consequential Amendments

35. Repeal, etc.

(1) The Hong Kong Industrial Estates Corporation Ordinance (Cap. 209) and the Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431) are repealed.

(2) HKIEC and HKITCC are dissolved.

(3) Any shares issued by HKITCC to the Government under section 14(2) of the Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431) are cancelled.

36. Dissolution of PHKSPCL

(1) Notwithstanding any provisions in the memorandum and articles of association of PHKSPCL governing the winding up or dissolution of PHKSPCL and notwithstanding the provisions of any other Ordinance, PHKSPCL is deemed to be dissolved under section 291A(1) of the Companies Ordinance (Cap. 32) as if, on the appointed day, the Court of First Instance had made an order under that section that PHKSPCL be struck off the register of companies and dissolved and, accordingly, the Registrar of Companies shall, on the appointed day, or so soon after that day as is possible, strike PHKSPCL off the register.

(2) For the purposes of subsection (1)---

(a) section 291A(2) of the Companies Ordinance (Cap. 32) shall not apply; and

(b) section 291B of that Ordinance shall apply,
to PHKSPCL.

37. Vesting of rights, obligations,
assets and liabilities

(1) All rights, obligations, assets and liabilities of HKIEC, HKITCC and PHKSPCL shall be vested in the Corporation as from the appointed day by virtue of this section.

(2) The Stamp Duty Ordinance (Cap. 117) shall not apply to any vesting effected by this section.

(3) The production of a Government Printer's copy, or a document certified by a solicitor to be a true copy of a Government Printer's copy, of this Ordinance shall be conclusive evidence for all purposes of any vesting effected by this section.

(4) Without affecting the generality of subsection (3), a certificate given by or on behalf of the Corporation on or after the appointed day that any right, obligation, asset or liability specified in the certificate (being any right, obligation, asset or liability which immediately before the appointed day was that of HKIEC, HKITCC or PHKSPCL) is vested in the Corporation under this section is conclusive evidence for all purposes of the fact so certified.

(5) The vesting in the Corporation of any rights, obligations, assets or liabilities under this section does not constitute an assignment, transfer,

devolution, parting with possession, dealing with or other disposition of such rights, obligations, assets or liabilities for the purposes of any instrument concerning or affecting such rights, obligations, assets or liabilities.

(6) A provision contained in any deed, contract or other document made by HKIEC, HKITCC or PHKSPCL---

(a) prohibiting, having the effect of prohibiting, requiring or having the effect of requiring any consent or approval for, the vesting under this section; or

(b) to the effect that a default shall occur or be deemed to occur, or any right or obligation shall cease, as a result of the vesting under this section, is deemed to have been waived.

38. Interests in land

(1) The vesting in the Corporation of an interest in land effected by section 37 does not---

(a) operate as a breach of covenant or condition against alienation;

(b) give rise to any right of pre-emption, right of forfeiture, right of re-entry, option, damages or other right of action affecting land;

(c) invalidate or discharge any contract or security;

(d) operate so as to merge any leasehold interest in the reversion expectant on it;

(e) extinguish, affect, vary, diminish or postpone any priority of that interest, whether under the Land Registration Ordinance (Cap. 128), at law or in equity.

(2) The Corporation shall register or cause to be registered in the Land Registry a Government Printer's copy of this Ordinance in respect of the vesting of any interest in land effected by section 37.

39. Transitional and savings

Schedule 3 sets out the transitional and savings provisions applicable from the appointed day.

40. Consequential amendments

The enactments specified in Schedule 4 are amended as set out in that Schedule.

SCHEDULE 1 [ss. 2 & 27]

Specified Premises

1. Tai Po Industrial Estate Tai Po Town Lot No. 1, No. 13 and extensions thereto, New Territories, Hong Kong

2. Yuen Long Industrial Estate Yuen Long Town Lot No. 313 and extensions thereto, New Territories, Hong Kong

3. Tseung Kwan O Industrial Estate Tseung Kwan O Town Lot No. 39 and extensions thereto, New Territories, Hong Kong

4. Tech Centre 72 Tat Chee Avenue Kowloon Tong Kowloon Hong Kong

5. Tech Centre at the Hong Kong Rooms G028--G038, The Hong Kong University

University of Science and Technology of Science and Technology Clear Water Bay
Kowloon Hong Kong

6. CyberIncubator Rooms 2206--8, Kodak House II 39 Healthy Street East North Point
Hong Kong

7. Hong Kong Science Park Tai Po Town Lot No. 171, Pak Shek Kok New Territories
Hong Kong

SCHEDULE 2 [s. 4]

Constitution and Proceedings of Board

1. Membership of Board

(1) The Board shall consist of the following members---

- (a) the Chairman, who shall be appointed by the Chief Executive; and
- (b) such number, to be determined by the Secretary (but being neither less than 8 nor more than 16), of other members, who shall be appointed by the Secretary.

(2) A member of the Board appointed under subsection (1)(b) may be a public officer.

(3) A member of the Board (not being a public officer)---

- (a) shall be appointed for a term not exceeding 3 years;
 - (b) may, upon the expiry of his term of office, be re-appointed;
 - (c) shall not be re-appointed if he has been removed from office under subsection (4)
- or (5);
- (d) may, before the expiry of his term of office, resign his office by notice in writing to---

- (i) the Chief Executive, if the member is the Chairman; or
- (ii) the Secretary, if the member is not the Chairman.

(4) The Chief Executive may by notice in writing remove from office the
Chairman---

- (a) whom he reasonably believes has failed to perform the duty imposed by section 10 of this Ordinance; or
- (b) who, in the Chief Executive's opinion, has become incapable through ill-health of performing his functions, or has committed misbehaviour, or whose removal from office appears to the Chief Executive to be desirable for the effective performance by the Corporation of its functions.

(5) The Secretary may by notice in writing remove from office a member of the Board appointed by him under subsection (1)(b) (not being a public officer)---

- (a) whom he reasonably believes has failed to perform the duty imposed by section 10 of this Ordinance; or

(b) who, in the Secretary's opinion, has become incapable through ill-health of performing his functions, or has committed misbehaviour, or whose removal from office appears to the Secretary to be desirable for the effective performance by the Corporation of its functions.

(6) A public officer appointed as a member of the Board under subsection (2) shall hold his office as a member of the Board at the discretion of the Secretary.

2. Temporary replacement of Chairman

(1) Where the Chief Executive is satisfied that the Chairman is unable, because of temporary incapacity or otherwise, to act as the Chairman, the Chief Executive may appoint another person so to act, during a period specified in the appointment, in place of the Chairman.

(2) The period specified in an appointment under subsection (1) may be extended by the Chief Executive if he is satisfied that the person whose inability caused the appointment to be made continues to be unable to act as the Chairman.

(3) An appointment under subsection (1) shall continue in force until the period specified in the appointment or, where appropriate, that period as extended, expires or until the appointment is revoked by the Chief Executive, whichever first occurs.

(4) For so long as an appointment under subsection (1) is in force, the person whose incapacity caused it to be made shall not act as the Chairman.

3. Temporary replacement of other members of Board

(1) Where the Secretary is satisfied that a member of the Board (other than the Chairman) is unable, because of temporary incapacity or otherwise, to act as a member of the Board, the Secretary may appoint another person so to act, during a period specified in the appointment, in place of the member.

(2) The period specified in an appointment under subsection (1) may be extended by the Secretary if he is satisfied that the person whose inability caused the appointment to be made continues to be unable to act as a member of the Board.

(3) An appointment under subsection (1) shall continue in force until the period specified in the appointment or, where appropriate, that period as extended, expires or until the appointment is revoked by the Secretary, whichever first occurs.

(4) For so long as an appointment under subsection (1) is in force, the person whose incapacity caused it to be made shall not act as a member of the Board.

4. Proceedings of Board

(1) At a meeting of the Board---

(a) not less than one-third of the members of the Board for the time being shall form a quorum;

(b) the Chairman shall preside;

(c) if the Chairman is not able to preside for any reason, other members present at

the meeting shall elect among themselves a member to preside;

(d) all questions for determination shall be decided by a majority of votes of the members present and in the event of an equality of votes the member presiding shall have a casting vote in addition to his original vote.

(2) Subject to this section, the Board may determine the procedure at, and the conduct of, its meetings.

5. Validity of proceedings

The validity of any proceedings of the Board shall not be affected by---

- (a) any defect in the appointment of a member of the Board;
- (b) the absence of any member from the meeting at which such proceedings occurred;
- (c) a vacancy among members of the Board.

SCHEDULE 3 [s. 39]

Transitional and Savings

1. Continuance of employment

(1) Subject to subsection (3)---

- (a) a person who, immediately before the appointed day was employed by HKIEC, HKITCC or PHKSPCL, continues to be employed by the Corporation on the same terms and conditions, including the remuneration payable, as applied to that person immediately before that day; and
- (b) there is no break or interruption in the employment of such person only because of the commencement of Part VII of this Ordinance.

(2) The employment of a person referred to in subsection (1) may be terminated, or the terms and conditions of such employment varied, after the appointed day by the Corporation in the same manner and to the same extent as immediately before that day.

(3) Notwithstanding section 14 of this Ordinance, the person who held the offices of the Chief Executive of HKIEC, the Chief Executive Officer of HKITCC and the Chief Executive Officer of PHKSPCL immediately before the appointed day becomes the Chief Executive Officer of the Corporation as if he were appointed under that section, and holds such office until the Board makes the appointment under that section.

(4) The person referred to in subsection (3) is employed by the Corporation on the same terms and conditions, including the remuneration payable, as applied to that person immediately before that day.

2. Unexpired term of office

The term of office of the chairman or any other member of---

- (a) the Board of HKIEC;
- (b) a committee appointed by HKIEC;

- (c) the board of directors of HKITCC;
 - (d) a committee established by the board of directors of HKITCC;
 - (e) the board of directors of PHKSPCL;
 - (f) a committee appointed by PHKSPCL,
- which is current immediately before the appointed day shall expire on that day.

3. Completion of acts already commenced

Anything which immediately before the appointed day is being done by, on behalf of or in relation to HKIEC, HKITCC or PHKSPCL may be carried on or completed by, on behalf of or in relation to the Corporation (as the case may be).

4. Right of action

(1) The Corporation may be sued for the obligations or liabilities to which it is subject under section 37 of this Ordinance and they may be recovered from the Corporation.

(2) The Corporation may sue on, recover or enforce a chose in action vested in it under section 37 of this Ordinance without having to give notice of the vesting to a person bound by the chose in action.

5. Continuance of pending legal proceedings

Where, immediately before the appointed day, any legal proceedings to which HKIEC, HKITCC or PHKSPCL is a party are pending, the name of the Corporation shall be substituted for that of HKIEC, HKITCC or PHKSPCL (as the case may be) and the proceedings shall not abate by reason only of such substitution.

6. Evidence: books and documents

(1) Books and other documents which would, before the appointed day, have been evidence in respect of any matter for or against HKIEC, HKITCC or PHKSPCL are admissible in evidence in respect of the same matter for or against the Corporation (as the case may be).

(2) In this section "documents" (文件) has the same meaning as in section 46 of the Evidence Ordinance (Cap. 8).

7. Effect of existing agreements, etc.

Any agreement, arrangement or contract made or entered into or transaction effected or other thing done by, to or in relation to HKIEC, HKITCC or PHKSPCL which is in force or effective immediately before the appointed day or which is to take effect on or after that day shall have effect as from that day as if made, entered into, effected or done by, to or in relation to the Corporation (as the case may be).

8. References to bodies dissolved

References to HKIEC, HKITCC or PHKSPCL---

- (a) in any agreement, arrangement or contract or in any deed, bond or instrument;
- (b) in any process or other document issued, prepared or employed for the purpose

of any proceeding before a court, tribunal or similar body; and
(c) in any other document whatever (other than an enactment) relating to or affecting any right, obligation, asset or liability of HKIEC, HKITCC or PHKSPCL which vests in the Corporation under section 37 of this Ordinance, shall be taken as from the appointed day as referring to the Corporation.

9. Record of property

The record of property of HKIEC, HKITCC or PHKSPCL immediately before the appointed day that is in the form of an entry in the books of a bank, company or other corporation is to be transferred in those books to the Corporation on the request of the Corporation, by the bank, company or other corporation.

SCHEDULE 4 [s. 40]

Consequential Amendments

Specification of Public Offices

1. Schedule amended

The Schedule to the Specification of Public Offices (Cap. 1 sub. leg.) is amended---

(a) by repealing---

"Financial Secretary Hong Kong Industrial Estates Corporation Ordinance (Chapter 209), section 26.

Financial Secretary Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431), section 20(5).";

(b) by adding---

"Financial Secretary Hong Kong Science and Technology Parks Corporation Ordinance (of 2000), sections 23(6) and 24.".

Prevention of Bribery Ordinance

2. Public bodies

Schedule 1 to the Prevention of Bribery Ordinance (Cap. 201) is amended---

(a) by repealing items 38 and 66;

(b) by adding---

"97. Hong Kong Science and Technology Parks Corporation.".

Protection of Investors Ordinance

3. Schedule amended

The Schedule to the Protection of Investors Ordinance (Cap. 335) is amended in Part IV by repealing item 2 and substituting---

"2. Hong Kong Science and Technology Parks Corporation.".

Environmental Impact Assessment Ordinance

4. Interpretation

Schedule 1 to the Environmental Impact Assessment Ordinance (Cap. 499) is amended by repealing the definition of "industrial estate" and substituting---
""industrial estate" (工業邨) means any industrial estate referred to in Schedule 1 to the Hong Kong Science and Technology Parks Corporation Ordinance (of 2000);".

Explanatory Memorandum

The purpose of this Bill is to---

- (a) incorporate a body by the name of Hong Kong Science and Technology Parks Corporation;
- (b) repeal the Hong Kong Industrial Estates Corporation Ordinance (Cap. 209) and the Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431); and
- (c) dissolve The Hong Kong Industrial Estates Corporation, the Hong Kong Industrial Technology Centre Corporation and the Provisional Hong Kong Science Park Company Limited.

2. The Bill---

- (a) establishes the Hong Kong Science and Technology Parks Corporation ("the Corporation") (clause 3);
- (b) provides for the Board of Directors of the Corporation ("the Board") (clause 4);
- (c) states the purposes of the Corporation (clause 6);
- (d) sets out the powers of the Corporation (clause 8);
- (e) enables the Board to establish committees (clause 9);
- (f) provides for the disclosure of interest by Board members or committee members (clause 10);
- (g) enables the Board to delegate functions (clause 11);
- (h) enables the Chief Executive to exercise certain powers in respect of the Corporation (clauses 12 and 13);
- (i) provides for the appointment of the staff of the Corporation (clauses 14 and 15);
- (j) makes provisions for the financial arrangements, annual budgets and reports of the Corporation (clauses 17 to 24);
- (k) provides that a notice is to be published in the Gazette where any specified premises is added to or removed from the list of specified premises contained in Schedule 1 (clause 27);
- (l) enables a person who has a duty to manage any specified premises to prevent a person from entering, or to remove a person from, the specified premises on certain grounds (clause 28);
- (m) states the manner of handling objects left or abandoned in specified premises

(clause 29);

(n) provides that the Summary Offences Ordinance (Cap. 228) and the Public Order Ordinance (Cap. 245) shall apply to the common parts of specified premises (clause 30);

(o) imposes a duty to preserve secrecy in respect of the commercial or other business affairs of any person (clause 31);

(p) enables the Corporation to make bylaws (clause 33);

(q) repeals the Hong Kong Industrial Estates Corporation Ordinance (Cap. 209) and the Hong Kong Industrial Technology Centre Corporation Ordinance (Cap. 431) (clause 35);

(r) dissolves the Provisional Hong Kong Science Park Company Limited (clause 36);

(s) effects the vesting of all rights, obligations, assets and liabilities of The Hong Kong Industrial Estates Corporation, the Hong Kong Industrial Technology Centre Corporation and the Provisional Hong Kong Science Park Company Limited in the Corporation (clause 37);

(t) sets out the specified premises (Schedule 1);

(u) provides for the constitution and proceedings of the Board (Schedule 2);

(v) makes transitional and savings provisions (Schedule 3); and

(w) makes consequential amendments (Schedule 4).