

立法會
Legislative Council

LC Paper No. CB(1)2375/03-04
(These minutes have been seen
by the Administration)

Ref: CB1/BC/18/02

Bills Committee on Companies (Amendment) Bill 2003

**Minutes of the thirtieth meeting
held on Thursday, 10 June 2004, at 8:30 am
in Conference Room B of the Legislative Council Building**

- Members present** : Hon Audrey EU Yuet-mee, SC, JP (Chairman)
Hon Albert HO Chun-yan
Hon CHAN Kam-lam, JP
Hon SIN Chung-kai
Hon Miriam LAU Kin-yee, JP
Hon Emily LAU Wai-hing, JP
Hon Henry WU King-cheong, BBS, JP
- Members absent** : Dr Hon Eric LI Ka-cheung, GBS, JP
Hon Mrs Sophie LEUNG LAU Yau-fun, SBS, JP
Dr Hon Philip WONG Yu-hong, GBS
- Public officers attending** : Financial Services and the Treasury Bureau

Ms Shirley LAM
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

Miss Annie KONG
Assistant Secretary for Financial Services and
the Treasury (Financial Services) (4) 2

Companies Registry

Ms Dorothy SILKSTONE
Registry Solicitor

Mr Edward LAU
Secretary, Standing Committee on
Company Law Reform

Department of Justice

Mr Allen LAI
Senior Government Counsel

Clerk in attendance : Ms Anita SIT
Chief Council Secretary (1)6

Staff in attendance : Miss Monna LAI
Assistant Legal Adviser 7

Mr Matthew LOO
Senior Council Secretary (1)3

I Confirmation of minutes of meeting

LC Paper No. CB(1)2040/03-04 - Minutes of meeting on 20 May 2004

The minutes of the meeting held on 20 May 2004 were confirmed.

II Meeting with the Administration

LC Paper No. CB(3)733/02-03 - Bill gazetted on 13 June 2003

Schedules 1 to 3 of the Bill

- LC Paper No. CB(1)2094/03-04 (01) - Administration's revised draft Committee Stage Amendments (CSAs) on Schedules 1 to 3 of the Bill as at 9 June 2004
- LC Paper No. CB(1)2043/03-04 (01) - Administration's paper on follow-up actions arising from the discussion at the meeting on 3 June 2004
- LC Paper No. CB(1)2070/03-04 (01) - Administration's paper on "Illustration of the operation of Section 333B"
- LC Paper No. CB(1)2070/03-04 (02) - Letter dated 7 June 2004 from Assistant Legal Adviser 7 (ALA7) to the Administration on Schedule 3 of the Bill

Schedule 4 of the Bill

- LC Paper No. CB(1)2094/03-04 (02) - Administration's revised draft CSAs on Schedule 4 of the Bill as at 7 June 2004
- LC Paper No. CB(1)2013/03-04 (04) - Letter dated 31 May 2004 from the Law Society of Hong Kong
- LC Paper No. CB(1)1922/03-04 (02) - Submission dated 22 May 2004 from Mr David Webb
- LC Paper No. CB(1)1982/03-04 (03) - Administration's response to submission from Mr David Webb on 22 May 2004
- LC Paper No. CB(1)1962/03-04 (04) - Submission dated 25 May 2004 from the Securities and Futures Commission (SFC)
- LC Paper No. CB(1)1982/03-04 (04) - Administration's response to SFC on 25 May 2004
- LC Paper No. CB(1)1964/03-04 (03) - Submission dated 27 May 2004 from Mr John Brewer
- LC Paper No. CB(1)1982/03-04 (05) - Administration's response to Mr John Brewer on 27 May 2004

- LC Paper No. CB(1)1613/03-04 (01) - Administration's consultation paper on Statutory Derivative Action (SDA)
- LC Paper No. CB(1)1867/03-04 (06) - Summary of submissions in response to Administration's Consultation Paper on SDA and the Administration's response (Position as at 20 May 2004)
- LC Paper No. CB(1)1962/03-04 (01) - Submission dated 24 May 2004 from Hong Kong Bar Association (HKBA)
- LC Paper No. CB(1)1982/03-04 (02) - Administration's response to submission from HKBA on 25 May 2004
- LC Paper No. CB(1)1982/03-04 (06) - Submission dated 27 May 2004 from Mr Winston POON, QC

2. The Bills Committee discussed the outstanding matters on Schedule 3 of the Bill, and then proceeded to the clause-by-clause examination of the proposed provisions on SDA and other further amendments to Schedule 4 of the Bill.

3. The following papers were tabled at the meeting -

- (a) Administration's paper on follow-up actions arising from the discussion at the meeting on 3 June 2004 (CB(1)2043/03-04 (01)) (*Chinese and revised English versions*);
- (b) Administration's revised draft CSAs to Schedules 1 to 3 of the Bill as at 9 June 2004 (CB(1)2094/03-04 (01)) (*Chinese and English versions*);
- (c) Administration's paper on "Mark-up version of CSAs" (Schedule 3 of the Bill) (*Chinese and English versions*);
- (d) Administration's paper on "Registration requirement for change in authorized representative" (*English version only*); and
- (e) Administration's paper on "Revised CSAs on section 333A" (*English version only*); and
- (f) Letter dated 9 June 2004 from Assistant Legal Adviser 7 to the Administration on draft CSAs to Schedule 4 of the Bill as at 7 June 2004 (*Chinese and English versions*).

4. The Bills Committee completed the scrutiny of the Bill and agreed to report to the House Committee on 18 June 2004.

III Any other business

5. There being no other business, the meeting ended at 10:05 am.
6. The index of proceedings of the meeting is at **Appendix**.

Council Business Division 1
Legislative Council Secretariat
12 July 2004

**Proceedings of the meeting of the
Bills Committee on Companies (Amendment) Bill 2003**

**30th meeting on Thursday, 10 June 2004, at 8:30 am
in Conference Room B of the Legislative Council Building**

Time marker	Speaker	Subject(s)	Action required
000000 - 000115	Chairman	Confirmation of minutes of meeting on 20 May 2004 Welcoming and introductory remarks	
000116 - 005058	Chairman Administration Mr Albert HO ALA7 Ms Miriam LAU	The Bills Committee followed up the outstanding matters relating to Schedule 3 of the Bill <i>[CB(1)2043/03-04 (01)]</i> Briefing by the Administration on revised proposed section 333A in the paper "Mark-up version of CSAs" and the paper "Registration Requirement for Change in Authorized Representative" tabled by the Administration at the meeting Members considered that it should be made clear in section 333A(2) that registration of a new authorized representative within a specified period should be deemed to be in compliance with the continuing obligation stipulated in section 333A(1) and that the registration of the new authorized representative should be in accordance with the procedure specified in section 335(1). In response to members' views, the Administration tabled another version of revised section 333A which included a deeming provision and linked up sections 333A(2) and 335(1).	

Time marker	Speaker	Subject(s)	Action required
000116 - 005058 (Cont'd)		<p>The Bills Committee accepted the revised version of proposed section 333A tabled by the Administration and noted that the Administration would replace "<i>section 335(1)(c)</i>" with "<i>section 335(1)(b)</i>" in the revised version.</p> <p>In response to Ms Miriam LAU, the Administration confirmed that the same form would be used for the notification of the cessation of the appointment of an authorized representative and the registration of the particulars of the new authorized representative.</p> <p>The Bills Committee noted further amendments to proposed sections 158(10), 168C, 333B and 335, and the 12th Schedule.</p>	
005059 - 005324	Chairman Administration Ms Miriam LAU	<p>The Bills Committee continued the clause-by-clause examination of the English version of the provisions relating to the Statutory Derivative Action (SDA) under Schedule 4 of the Bill starting from section 168BC. The Administration also briefed members on further amendments made since last meeting.</p> <p><i>[CB(1)2043/03-04 (02)]</i> <i>[Letter from ALA7 to Administration on proposed amendments on SDA on draft CSAs tabled at the meeting]</i></p>	
005325 - 005522	Chairman Administration	Proposed section 168BCA	
005523 - 005601	Chairman Administration	Proposed section 168BE	
005602 - 005719	Chairman Administration	Proposed section 168BF	
005720 - 005746	Chairman Administration	Proposed section 168BFA	
005747 - 005915	Chairman Administration Mr Albert HO	Proposed section 168BG	

Time marker	Speaker	Subject(s)	Action required
005916 - 010108	Chairman Administration	Proposed sections 168BH and 168BI	
010109 - 010205	Chairman Administration	Briefing by the Administration on further amendments to the English version of the provisions relating to Injunction under Schedule 4 of the Bill	
010206 - 010502	Chairman Administration	The Bills Committee proceeded to the clause-by-clause examination of the Chinese version of the provisions relating to SDA under Schedule 4 of the Bill. The Administration also briefed members on further amendments to other provisions under Schedule 4 made since last meeting.	
010503 - 010644	Chairman Administration	Proposed section 168BA	
010645 - 010900	Administration Chairman ALA7	Proposed section 168BAA	
010901 - 011454	Chairman Ms Miriam LAU Administration Ms Emily LAU Mr Albert HO	Proposed section 168BB The Chairman requested and the Administration undertook to reconsider the Chinese translation of " <i>serious question to be tried</i> " under section 168BB(3)(b). The Administration agreed to ALA7's comment on proposed section 168BB(4A).	Administration to review Chinese version of proposed section 168BB
011455 - 011903	Chairman Administration Ms Miriam LAU	Proposed section 168BC The Administration agreed to the ALA7's comment to delete " <i>提起該法律程序或</i> " in proposed section 168BC(1).	Administration to revise proposed section 168BC

Time marker	Speaker	Subject(s)	Action required
011904 - 012142	Chairman Administration ALA7	Proposed section 168BCA The Administration agreed to the following comments made by ALA7 on proposed section 168BCA - (a) to add "的" after "提起" in the heading; and (b) to add "任何" before "普通法" in subsection (1)	Administration to revise proposed section 168BCA
012143 - 012218	Chairman Administration	Proposed section 168BE	
012219 - 012257	Chairman Administration	Proposed section 168BF	
012258 - 012320	Chairman Administration	Proposed section 168BFA	
012321 - 012405	Chairman Administration ALA7	Proposed section 168BG	
012406 - 012423	Chairman	Proposed sections 168BH and 168BI	
012424 - 012521	Chairman Administration	Briefing by the Administration on further amendments to the Chinese version of the provisions relating to Injunction under Schedule 4 of the Bill	
012522 - 012750	Chairman Clerk Ms Emily LAU Mr Albert HO Ms Miriam LAU Administration	Ms Emily LAU confirmed that she would neither move CSAs nor request separate voting on provisions relating to SDA. The Bills Committee completed the scrutiny of Schedules 1, 3 and 4 of the Bill. The Chairman would report to the House Committee on 18 June 2004. The Administration would give notice to resume the Second Reading of the Bill at the Council meeting on 7 July 2004.	