



議員個人利益監察委員會
就對梁君彥議員
的投訴提交的報告

**Report of the
Committee on Members' Interests
on a complaint against
Hon Andrew LEUNG Kwan-yuen**

2017 年 5 月
May 2017

中華人民共和國香港特別行政區立法會
LEGISLATIVE COUNCIL
OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION
OF THE PEOPLE'S REPUBLIC OF CHINA

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* Annexes I and II as mentioned in question 3(c), (k) and (l) of Appendix 8 are in Appendix 9.

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Report of the Committee on Members' Interests on a complaint against Hon Andrew LEUNG Kwan-yuen

Introduction

This is the report of the Committee on Members' Interests ("CMI") on its consideration and investigation of a complaint against a Member of the Legislative Council ("LegCo"), namely Hon Andrew LEUNG Kwan-yuen ("Mr LEUNG").

Membership and terms of reference of CMI and its procedure for handling complaints

2. The membership of CMI is in **Appendix 1**.
3. As provided in Rule 73(1) of the Rules of Procedure ("RoP") (**Appendix 2**), the terms of reference of CMI, among other things, are to consider any complaint made in relation to the registration and declaration of Members' interests or any complaint of a failure to do so and, if it thinks fit after consideration, investigate such complaint.
4. For the purpose of handling complaints, CMI has adopted the "Procedure of the Committee on Members' Interests for Handling Complaints" ("the Procedure") (**Appendix 3**).

The complaint

5. On 11 November 2016, the Clerk to CMI received a letter (**Appendix 4**) from Hon Kenneth LEUNG ("the complainant"), lodging a complaint against Mr LEUNG. Based on a number of media reports published earlier on (**Appendix 5**) (one of which was attached to the complaint letter), the complainant alleged that Mr LEUNG owned shares of two companies registered in the United Kingdom ("UK"), namely Sun Hing (UK) Limited ("SHL") and 47 Onslow Gardens Limited ("OGL"), but had, since 2008, failed to register such interests with the Clerk to LegCo. As the registration records of Mr LEUNG published on the LegCo website showed that he had only registered such interests on 19 October 2016, the complainant considered that Mr LEUNG had breached the requirement for Members to register their interests as stipulated in RoP 83 (**Appendix 6**).

6. CMI considers that the complaint relates to Mr LEUNG's registration of interests under RoP 83 and, according to RoP 73(1)(c), CMI should consider the complaint.

Rules relevant to the complaint

7. RoP 83 provides for the requirement for Members to register their interests. Particulars of the interests registered by Members are entered into a Register of Members' Interests which is available for public inspection. Members are required:

- (i) under RoP 83(1) to furnish to the Clerk to LegCo particulars of their registrable interests not later than the first meeting of each LegCo term (i.e. to make the first-round registration of registrable interests); and
- (ii) under RoP 83(3) to furnish to the Clerk to LegCo particulars of any subsequent change in their registrable interests within 14 days of any such change.

8. CMI considers that the following category of “registrable interests”, as defined in RoP 83(5)(h), is relevant to the complaint:

“the names of companies or other bodies in which the Member has, to his knowledge, either himself or with or on behalf of his spouse or infant children, a beneficial interest in shares of a number greater than one-hundredth of the total number of issued shares” (“shareholding interests”).

Consideration and investigation of the complaint

9. After considering the contents of the complaint, the media reports referred to by the complainant, the interests registered by the Member under complaint and the relevant rules of RoP, CMI decided to conduct an investigation into the complaint. From November 2016 to April 2017, CMI held a total of four meetings¹, all of which were held in camera in accordance with the Procedure.

Relevant period

10. Paragraph 2(c) of the Procedure provides that CMI will not consider a complaint about a Member's act(s) or omission(s) which allegedly took place seven years or more prior to the date of receipt of the complaint. As the complaint against Mr LEUNG was received on 11 November 2016 and Mr LEUNG was a Member of the Fourth and Fifth LegCo, CMI decided that the period relevant to the complaint was from 11 November 2009 to 10 November 2016 (both days inclusive) (“the relevant period”).

¹ 22 November and 13 December 2016; 21 February and 10 April 2017.

Registration records

11. During the relevant period, Mr LEUNG registered his shareholding interests in various companies for five times, and his registrations in respect of SHL and OGL are summarized below:

	LegCo term	Registration date	Companies relevant to the complaint	
			SHL	OGL
<div style="border: 1px solid black; padding: 5px; display: inline-block;">Relevant period</div>	Fourth	6.10.2008	✗	✗
		8.10.2008	First meeting of the term	
		11.11.2009	Seven years before receipt of the complaint	
	Fifth	9.10.2012 (1)	✗	✗
		10.10.2012	First meeting of the term	
		31.10.2012 (2)	✗	✗
		5.4.2013 (3)	✗	✗
	Sixth	7.10.2016 (4)	✗	✗
		12.10.2016	First meeting of the term	
		19.10.2016 (5)	✓	✓
		10.11.2016	The day before receipt of the complaint	

✓ Registration of shareholding interests included this company.

✗ Registration of shareholding interests did not include this company.

12. During the relevant period, Mr LEUNG registered his shareholding interests in SHL and OGL just once on 19 October 2016.

Alleged breach of RoP

13. Having regard to RoP 83(1) and (5)(h), CMI determined the alleged breach of RoP by Mr LEUNG as follows:

“That Hon Andrew LEUNG Kwan-yuen has breached RoP 83(1) for failing to register his shareholding interests in SHL and OGL, as required under RoP 83(5)(h), when he made his first-round registration of registrable interests in the Fifth and Sixth LegCo respectively.”

Mr LEUNG’s response and further clarifications

14. In accordance with the Procedure, CMI informed Mr LEUNG of the complaint against him and CMI’s decision to conduct an investigation into the complaint. CMI also invited Mr LEUNG to provide information and

explanations in writing in response to the complaint. After considering Mr LEUNG's reply dated 5 December 2016 (**Appendix 7**) ("first reply"), CMI invited him to elucidate his response and provide further information in writing, which he did on 6 February 2017 (**Appendix 8**) ("second reply").

(a) Alleged failure to register shareholding interest in SHL

15. Mr LEUNG stated that SHL had issued only one share. He and Mr Lawrence LEUNG each held half of the share throughout the relevant period. SHL was a representative office of his family business of garment trading, namely Sun Hing Knitting Factory Limited ("Sun Hing"). It was set up only to service European customers of Sun Hing. Since May 2015, SHL had ceased all activities and become dormant. SHL was eventually dissolved on 24 January 2017.

Decision to withdraw shareholding interest in SHL not executed

16. Mr LEUNG stated that in 2012, he had instructed his secretary to execute his decisions to:

- (i) resign as a director of SHL; and
- (ii) withdraw his shareholding interest in SHL by transferring it to the other shareholder of SHL, i.e. Mr Lawrence LEUNG.

While the resignation² had taken place, the transfer of shareholding interest was not effected due to miscommunication between Sun Hing and SHL.

17. CMI notes that even if Mr LEUNG had withdrawn his shareholding interest in SHL in 2012, it would not change the fact that he still had not registered his shareholding interest in SHL during the period from the beginning of the relevant period (i.e. 11 November 2009) to the moment the withdrawal took effect. As the withdrawal decision had never been executed, the question for CMI to consider remains that Mr LEUNG has failed to register his shareholding interest in SHL throughout the relevant period.

Mr LEUNG's explanations and CMI's findings

18. Mr LEUNG stated that his failure to register his shareholding interest in SHL during the relevant period was due to an inadvertent oversight on his part. He stressed that "*SHL was a company set up to provide a more*

² SHL was included in each of the registrations of interests under the category of "remunerated directorships" by Mr LEUNG on 6 October 2008, 27 April 2011, 22 December 2011 and 5 July 2012 in the Fourth LegCo, but was not included in any of the registrations of interests under this category by him on 9 and 31 October 2012 in the Fifth LegCo.

intimate service to the European customers of Sun Hing” and it only played a peripheral role in his family business. SHL “*did not per se have any customers*” as the garment trading contracts with customers were signed by Sun Hing and not by SHL. Mr LEUNG also stated that there was no conflict of interests with his role as a LegCo Member.

19. In the light of paragraphs 15 to 18 above and Mr LEUNG’s admission of failure to register his shareholding interest in SHL during the relevant period, CMI has determined that Mr LEUNG has breached RoP 83(1) and the complaint against him in respect of SHL is **substantiated**.

(b) Alleged failure to register shareholding interest in OGL

20. Mr LEUNG informed CMI that OGL owned the freehold land of a property at 47 Onslow Gardens, London, UK. CMI notes from the Memorandum of Association of OGL (pages 13 of Appendix 8) that one of its objects was to manage and administer the freehold common parts of the land and buildings at 47 Onslow Gardens and the respective freehold reversion of each of the leasehold flats (i.e. flats A and 1 to 6) at Onslow Gardens. According to the Articles of Association (“AA”) of OGL (pages 19 of Appendix 8), the authorized and issued share capital of OGL, as at the date of the adoption of these Articles, was one hundred pounds divided into one hundred ordinary shares of one pound each. Shares were issued to the leaseholders of the aforesaid flats.

21. Mr LEUNG further informed CMI that Culligan Enterprises Corporation (“CEC”) owned a flat in a residential block located at 47 Onslow Gardens and hence was a shareholder of OGL. CMI notes from the registration records that Mr LEUNG was a remunerated director and shareholder of CEC throughout the relevant period.

Misconceived transfer of shares of OGL

22. In his first reply, Mr LEUNG admitted that he had a shareholding interest in OGL because “[s]omehow the shares were transferred” to him without his knowledge. Mr LEUNG added that since October 2004, he had registered the interest under RoP 83 that he owned a property in UK under the category of “Land and property”. As such, his failure to register such shareholding interest was not a deliberate concealment and involved no conflict of interests with his role as a LegCo Member.

23. As some of the media reports in October 2016 (Appendix 5) had published what purported to be extracts from the Annual Returns (“ARs”) of OGL, CMI studied two ARs (**Appendix 9**) dated 18 June 2013 and 18 June

2014 respectively, which had been downloaded³ from the official website of the Companies House of the UK Government and confirmed by Mr LEUNG to be the true and authentic records filed by OGL. CMI notes from these ARs that 16 out of the 100 allotted shares of OGL were held by CEC as Shareholding 4 as at 18 June 2013, and these 16 shares were held by “A LEUNG” as at 18 June 2014. CMI sought clarifications from Mr LEUNG on whether the aforesaid change in Shareholding 4 of OGL was consequential upon the transfer of shares mentioned in his first reply. CMI also asked Mr LEUNG to explain how the shares of OGL could have been transferred to him without his knowledge, given that he was a remunerated director and shareholder of CEC at the relevant time.

24. In his second reply, Mr LEUNG did not maintain the statement he had made in his first reply that there had been a transfer of shares of OGL to him. He explained to CMI that the solicitor who handled all matters relating to the flat owned by CEC had advised him that for a transfer of OGL’s shares from CEC to him to take place:

- (i) he must sign a stock transfer form and pay stamp duty;
- (ii) CEC must return the original share certificate to OGL; and
- (iii) OGL, upon approving the share transfer, must issue a new share certificate to the transferee.

Mr LEUNG stated that none of the aforesaid events had happened.

25. Mr LEUNG also drew CMI’s attention to Article 6(1) and (2) (page 20 of Appendix 8) of the AA of OGL, which clearly provided that only the registered owner (i.e. the leaseholder) of the flat may hold the shares of OGL. Hence, the owner of a flat cannot dispose of such shares whilst holding a legal estate in the dwelling and such transfer would also be refused by the directors of OGL.

26. Based on the aforesaid premises, Mr LEUNG stated that he verily believed that no transfer of shares of OGL had ever taken place and the information in relation to the shareholding of OGL as set out in the ARs was inaccurate and did not reflect the true position. He had also taken active steps to alert a director and the solicitor of OGL to the said mistake and asked them to “*confirm and rectify the public records*”.

³ <https://beta.companieshouse.gov.uk/company/03213668>

CMI's findings

27. On the basis of the AA of OGL and the land search record (pages 29 to 31 of Appendix 8) provided by Mr LEUNG, CMI notes that CEC should be holding 17 out of the 100 shares allotted by OGL.

28. Given the clarifications made and the supporting documents provided by Mr LEUNG in his second reply, CMI accepts his explanation that no transfer of OGL's shares from CEC to him has ever taken place. As such, Mr LEUNG had no registrable shareholding interest in OGL⁴ during the relevant period. CMI has therefore determined that:

- (i) his registration of a shareholding interest in OGL on 19 October 2016 is erroneous; and
- (ii) the complaint in respect of his failure to register shareholding interest in OGL is **unsubstantiated**.

Whether to recommend a sanction

29. Having determined that Mr LEUNG had breached RoP 83(1) for failing to register his shareholding interest in SHL (see paragraph 19 above), CMI deliberated on whether or not to recommend, under RoP 73(1)(e), a sanction against Mr LEUNG under RoP 85⁵, and if so, what sanction should be recommended.

30. In accordance with paragraph 18 of the Procedure, CMI has taken into consideration whether there is evidence that the breach of the registration requirement by Mr LEUNG:

- (i) was a deliberate act; and
- (ii) involved any conflict of interests with his role as a LegCo Member.

31. CMI concludes that there is no information showing that the breach was a deliberate act or it involved any conflict of interests with Mr LEUNG's role as a LegCo Member. In view of this conclusion and CMI's past

⁴ The ARs of OGL showed that "A. LEUNG" (i.e. "Andrew LEUNG") held 1 out of the 100 shares of OGL as Shareholding 7 as at 18 June of 2013 and 2014. CMI accepts Mr LEUNG's explanation in his second reply that the one share should have been issued to CEC instead of "A. LEUNG" in accordance with the AA of OGL. CMI also notes from the correspondence attached to the second reply (page 34 of Appendix 8) that CEC owned flat 3 at 47 Onslow Gardens and according to Article 2(2) of the AA of OGL, 17 shares should have been issued to the leaseholder of flat 3 (i.e. CEC).

⁵ RoP 85 provides, among other things, that any Member who fails to comply with the registration requirement under RoP 83 may be admonished, reprimanded or suspended by the Council on a motion to that effect.

experience in handling similar cases, CMI has decided not to recommend any sanction against Mr LEUNG for the breach.

Concluding remarks

32. Mr LEUNG stated in his second reply that in October 2016, he had not doubted the accuracy of the ARs of OGL as they were public documents filed by OGL. He had assumed that they were accurate and genuinely thought that a share transfer had somehow taken place when he gave his first reply. Yet, he was perplexed at that time because to the best of his recollection, he had not effected any transfer of OGL's shares from CEC to himself or anyone else.

33. CMI considers that it was due to Mr LEUNG's mistaken belief that a share transfer had taken place that he erroneously registered a shareholding interest in OGL on 19 October 2016, which was one day after the media first reported on his failure to register that interest. CMI considers that this erroneous registration⁶ was misleading, resulting in the mistaken belief that Mr LEUNG owned more than 1% shareholding interest in OGL during the relevant period.

34. CMI notes that about seven weeks later when Mr LEUNG tendered his first reply on 5 December 2016, he still believed that the share transfer had taken place. CMI is disappointed that despite his perplexity about the share transfer, Mr LEUNG had not thoroughly verified the relevant facts before he made that reply, and as a result, wrong information had been provided to CMI, resulting in CMI having been misled by wrong information during its consideration of the complaint.

35. Given that the main purpose of Members' registration of interests is to provide information about Members' pecuniary interests or other material benefits they received which might reasonably be thought by others to influence their actions taken in the capacity as a LegCo Member, Members should make timely registrations of their interests and take all reasonable steps to verify the accuracy of the particulars of the interests before furnishing them to the Clerk to LegCo for registration.

⁶ Paragraph III(1) of the Guidelines on Registration of Interests advises Members that it would be up to Members, if they think it right and relevant, to disclose interests beyond those required by RoP. In practice, quite a number of Members made registrations beyond the requirements, either for the sake of enhanced transparency or to err on the safe side. However, such registrations should be distinguished from erroneous registrations.

**The Sixth Legislative Council
Committee on Members' Interests**

Membership List

Chairman	Hon YIU Si-wing, BBS
Deputy Chairman	Hon Claudia MO
Members	Prof Hon Joseph LEE Kok-long, SBS, JP Dr Hon Priscilla LEUNG Mei-fun, SBS, JP Dr Hon Elizabeth QUAT, JP Hon Martin LIAO Cheung-kong, SBS, JP Hon LAM Cheuk-ting
Clerk	Mr Arthur LEUNG
Legal Adviser	Mr Stephen LAM

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Committee on Members' Interests

Terms of Reference

(Rule 73(1) of the Rules of Procedure)

- (1) to examine the arrangements made for the compilation, maintenance and accessibility of the Register of Members' Interests;
- (2) to consider any proposals made by Members or others as to the form and contents of the Register;
- (3) to consider any complaint made in relation to the registration and declaration of Members' interests or any complaint of a failure to do so and, if it thinks fit after consideration, investigate such complaint;
- (4) to consider any complaint made in relation to the conduct of Members referred to in Rule 83AA (Claims for Reimbursement of Operating Expenses or Applications for Advance of Operating Funds) and, if it thinks fit after consideration, investigate such complaint;
- (5) to consider matters of ethics in relation to the conduct of Members in their capacity as such, and to give advice and issue guidelines on such matters; and
- (6) to report to the Council and make recommendations, including a recommendation as to a sanction under Rule 85 (Sanctions relating to Interests, Operating Expenses or Operating Funds).

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**Procedure of the Committee on Members' Interests
for Handling Complaints**

(9 December 2014)

Part I: Initial handling of a complaint

1. All complaints lodged with the Committee on Members' Interests ("the Committee"), whether by a Member or a member of the public ("the complainant"), must be in writing. The complainant's identity will be disclosed to the Member under complaint and in any report on the complaint made by the Committee to the Council.
2. Where a complaint:
 - (a) is made by an anonymous person, or by a person (i) who cannot be contacted, (ii) whose identity cannot be verified, or (iii) who has refused to allow his or her identity to be disclosed; or
 - (b) is made against a former Member; or
 - (c) is about a Member's act(s) or omission(s) which allegedly took place seven years or more prior to the date of receipt of the complaint; or
 - (d) is outside the purview of the Committee, as set out in Rule 73(1)(c) and (ca) of the Rules of Procedure ("the RoP"),

the Clerk should send a written reply to the complainant, if the complainant can be contacted, that the Committee will not consider the complaint, and circulate the complaint and the written reply to members of the Committee ("members"). Where the Member under complaint has given the advance instruction that the Member should be informed of any complaint against the Member which the Committee does not consider, the Clerk should forward the complaint and the written reply to the Member. If item (a)(iii) of this paragraph is applicable, the Clerk should block out the information in relation to the identity of the complainant before forwarding the complaint to the Member under complaint.
3. Unless the complaint has been disposed of under paragraph 2, the Clerk should invite the Chairman to decide whether the Committee should hold a meeting to consider the complaint. The Chairman should inform the Clerk of such a decision within three working days from the date of being notified of the complaint.

4. The Chairman may decide not to hold a meeting to consider the complaint for the following reasons:
 - (a) the complaint is based merely on speculations, inferences or unfounded judgements; or
 - (b) the complaint involves substantially repeated allegations which have already been dealt with by the Committee and no fresh information has been produced; or
 - (c) other reasons the Chairman deems appropriate.
5. If the Chairman decides not to hold a meeting to consider the complaint, the Chairman should inform the Clerk of the reason(s) for the decision. The Clerk should then forward the Chairman's decision and the reason(s) therefor to members by a circular. Any member disagreeing with the Chairman's decision should reply to the Clerk within three working days from the date of the circular.
 - (a) If the Clerk has received replies from a majority of members indicating disagreement with the Chairman's decision upon the expiry of the aforesaid three working days, the Chairman should forthwith direct the Clerk to arrange a meeting to be held within 10 working days to consider the complaint.
 - (b) If the Clerk has received replies from less than a majority of members indicating disagreement with the Chairman's decision upon the expiry of the aforesaid three working days, the Chairman's decision and reason(s) therefor will be deemed to be those of the Committee and the Committee will not take further action on the complaint. The Clerk should forward the Committee's decision and the reason(s) therefor to the complainant in writing. Where the Member under complaint has given the advance instruction that the Member should be informed of any complaint against the Member which the Committee does not consider, the Clerk should forward the complaint and the written reply to the Member.
6. If the Chairman decides to hold a meeting to consider the complaint, the Clerk should arrange for the meeting to be held within 10 working days from receipt of notification of such a decision.

Part II: Consideration of a complaint

7. The Committee may hold one or more closed meetings for consideration of a complaint. The purpose of such meeting(s) is to decide whether the Committee will conduct an investigation into the complaint after taking into account the following:
 - (a) the information contained in the complaint;
 - (b) the relevant rules(s) that the Member under complaint is alleged to have breached; and
 - (c) any other relevant information readily available, such as records of interests registered by the Member under complaint, A Guide for Reimbursement of Operating Expenses for Members of the Legislative Council (“Reimbursement Guide”), media reports, etc.
8. If the Committee decides not to conduct an investigation into the complaint, it will not take further action on the complaint. The Clerk should forward the decision and the reason(s) therefor to the complainant in writing. Where the Member under complaint has given the advance instruction that the Member should be informed of any complaint against the Member which the Committee does not investigate, the Clerk should forward the complaint and the written reply to the Member.
9. If the Committee decides to conduct an investigation into the complaint, the Clerk should inform the Member under complaint of the complaint and the Committee’s decision.

Part III: Investigation of a complaint

10. The Committee may hold one or more meetings for investigation of a complaint. During the investigation of a complaint, the Committee may:
 - (a) invite the Member under complaint to provide information in writing and/or to attend the Committee’s meeting(s) to give explanations and provide information;
 - (b) invite the complainant or any other persons to provide information in writing and/or to attend the Committee’s meeting(s) to provide information; and
 - (c) gather or cause to be gathered information relevant to the complaint from any other sources as the Committee deems appropriate.

11. If the complaint relates to a Member's claims for reimbursement of operating expenses or applications for advance of operating funds, the Committee should have regard to the provisions of the Reimbursement Guide, as provided in Rule 73(1A) of the RoP.
12. The Committee may invoke the powers under section 9(1) of the Legislative Council (Powers and Privileges) Ordinance (Cap. 382) to order by summons any person to attend before the Committee and to give evidence or to produce any paper, book, record or document in the possession or under the control of that person.
13. The Committee may cause any person summoned to attend before it to be examined upon oath, and ask the person to verify upon oath any information and statements that the person has provided previously or at any previous meetings.
14. Meetings of the Committee for investigating the complaint should be closed meetings unless the Committee has acceded to the request of the Member under complaint, or of any person invited or ordered to attend the relevant meeting(s), that they be held in public.
15. In attending meeting(s) before the Committee, the Member under complaint may be accompanied by a maximum of three persons for the purpose of giving the Member assistance or advice ("accompanying persons"). The accompanying persons may be different persons for different sessions of meetings of the Committee and may include legal adviser(s). The accompanying persons are not allowed to address the Committee. The Member under complaint must answer questions, give explanations or provide information personally.

Part IV: Report to the Council

16. Upon completion of investigation of the complaint, the Committee should submit a report on the complaint to the Council under Rule 73(1)(e). The relevant parts of the draft of the report should be forwarded to the Member under complaint, subject to the Member signing of a confidentiality undertaking referred to in paragraph 23. The Member under complaint may, within seven working days from the date of receipt of the relevant parts of the draft report, make a written response to the Committee.

17. After considering the written response of the Member under complaint under paragraph 16, if any, the Committee may finalize its report. The transcripts of evidence taken at meeting(s) should be published in full as far as possible in, and form part of, the Committee's report to the Council.
18. Where the Committee is of the opinion that the Member under complaint has breached any of the relevant rule(s) of the RoP, the Committee may make a recommendation on sanction of the Member under Rule 85 of the RoP. In considering whether or not to recommend a sanction, or what sanction to recommend, the Committee may take into account, among other things, whether there is evidence that the breach of the relevant rule(s) of the RoP by the Member under complaint:
 - (a) was a deliberate act; and
 - (b) involved any conflict of interests with the Member's role as a Legislative Council Member.
19. Upon reporting to the Council, the Committee should make available a copy of the report to the complainant.

Part V: Suspension of work on a complaint

20. If, in the course of considering or investigating a complaint, the Committee has come to the knowledge that the complaint is or matters related to it are being investigated by a law enforcement agency or related to a case pending in a court of law, the Committee may suspend its consideration or investigation of the complaint until the conclusion of the investigation by the law enforcement agency or the legal proceedings.

Part VI: Confidentiality requirements

21. All members, and other persons attending closed meetings of the Committee (except the Member under complaint), must each sign a confidentiality undertaking that the member or person will not publish, without the prior written authorization of the Committee, any matter relating to the proceedings of closed meetings of the Committee, including evidence taken before the Committee, documents produced to it, its deliberations and decisions, except such matter that has already been published or contained in any report presented by the Committee to the Council.

22. Where the Committee finds that a member or any person has breached the undertaking given to the Committee, the Committee will consider whether and how to deal with the member or that person, and may take actions including moving a motion in the Council for the admonishment or reprimand of the member under Rule 81 (Premature Publication of Evidence) of the RoP, or passing a motion of the Committee expressing its disapproval of the member or that person for breaching the undertaking.
23. Before the Committee forwards the relevant parts of its draft report to the Member under complaint under paragraph 16, the latter must sign a confidentiality undertaking that the Member will not publish, without the prior written authorization of the Committee, any matter relating to the draft report, except such matter that has already been published or contained in any report presented by the Committee to the Council. Where the Committee finds that the Member under complaint has breached the undertaking given to the Committee, the Committee may consider whether and how to deal with the Member, and may take actions including passing a motion of the Committee expressing its disapproval of the Member for breaching the undertaking.

Part VII: Participation of members in the handling of complaints

24. No member is allowed to participate as a member of the Committee in the handling of a complaint or to attend any of the meetings of the Committee to deliberate on or inquire into a complaint where the complaint is made by or against that member.



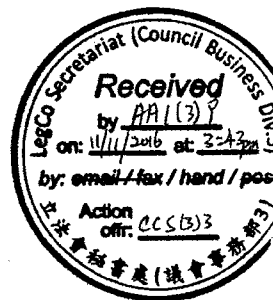
梁繼昌議員 Hon Kenneth Leung

議員個人利益監察委員會

主席

姚思榮議員, BBS

姚主席：



有關梁君彥議員漏報英國公司股份的事宜

早前有傳媒報導揭發，梁君彥議員持有兩間英國公司 Sun Hing (UK) Ltd. 及 47 Onslow Gardens 的股權，而未有及時向立法會申報。雖然梁議員於 2016 年 10 月 19 日向立法會補回相關申報的資料，但根據過往立法會個人利益登記冊所顯示，他自 2008 起均未有向立法會申報兩間公司的相關持股資料。

梁議員未有按規定及時申報相關公司股權的資料，有違反《議事規則》第 83 條內有關議員個人利益登記的條文之嫌。因此，本人建議議員個人利益監察委員會將事件列為跟進事項。

來函附上相關報導，以供閣下參考。

梁繼昌

梁繼昌

立法會議員

二零一六年十一月四日

附件：二零一六年十月十九日《香港 01》有關事宜的報導

梁君彥漏報英國公司股份長達12年 公 民黨促交代

撰文：張雯 馮普賢 發佈日期：2016-10-19 08:00

新上任的立法會主席梁君彥除捲入放棄英籍風波，更被外界質疑擔任多間公司受薪董事，有利益衝突之嫌。《香港 01》記者翻查英國公司註冊處文件，發現梁君彥擁有一間英國成衣貿易公司的股份長達 12 年，但一直未有向立會申報，涉違反申報機制。《香港 01》昨日（18 日）向梁君彥查詢，為何漏報及現時是否仍持有相關股份，至截稿未獲回覆。

立法會規定，所有議員須申報持有 1%以上股份的所有私營或公共公司的資料。綜合《壹週刊》報道和《香港 01》發現梁君彥從 2002 年開始與其弟梁嘉彥共同持有英國公司 SUN HING (UK) LTD. 股份，最新文件顯示至 2015 年 11 月仍持有相關股份。然而梁從 2004 年起擔任三屆立法會議員，連續 12 年從未申報過該公司股份。

英國公司註冊處文件顯示，2013 年 Culligan Enterprise Corporation 持有 47 Onslow 16% 股份。2014 年，將股份轉給 A. Leung。

英國註冊處文件顯示，SUN HING (UK) LTD.（簡稱 SH）成立於 2000 年，梁君彥和梁嘉彥兄弟是首任董事。文件指梁君彥於 2011 年 11 月辭任董事，其子、香港菁英會主席梁宏正同日成為該公司董事。梁君彥僅曾申報擔任 SH 的董事，公司主要業務是成衣貿易。

梁君彥於 2004 至 2012 年 3 月，還曾擔任另一間英國地產公司 47 ONSLOW GARDENS LIMITED（簡稱 47 Onslow）的董事和股東。梁於立法會從未申報該公司。

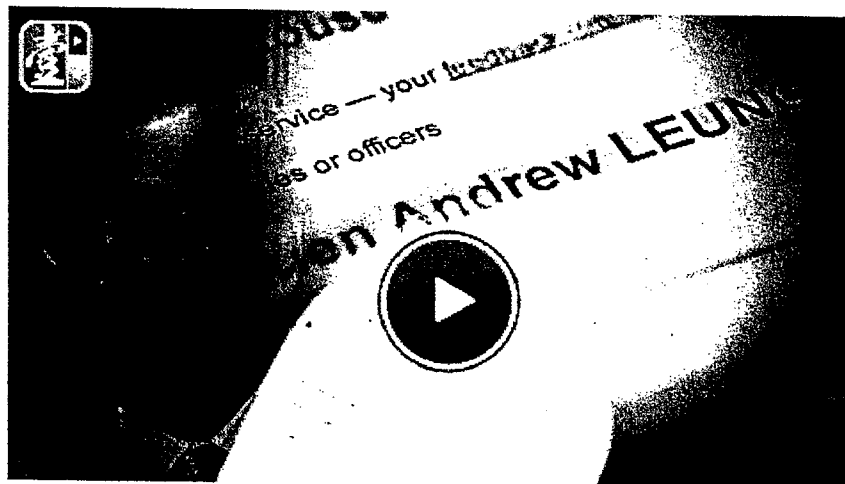
文件顯示，梁君彥從 1999 年開始擔任 47 Onslow 前身的 Formaldate Property Management Limited 董事。他以英文名 Andrew Leung Kwan Yuen 登記為董事，住址為九龍塘住宅。

梁君彥從 2004 年擔任立法會議員以來，從未申報持有 SH 股份（左圖）。英國公司註冊處文件（右圖）顯示，梁君彥從 2002 年開始成為 SH 股東。

英籍風暴》本刊英國查冊 揭梁君彥英國兩公司持股 無申報立法會 | 2016-10-18 | 壹...

壹週Plus

英籍風暴》本刊英國查冊 揭梁君彥英國兩公司持股 無申報立法會



梁君彥到最後一刻才肯入紙放棄英籍，參選立法會主席，令人感覺他對英國始終依依不捨。雖然梁君彥聲稱自己早已完成全部手續，本刊調查發現，梁君彥擁有最少兩間英國公司股份而未有作出申報，對「事頭婆」仍未「斬斷情絲」。

翻查英國公司註冊資料，梁君彥曾在英國公司Sun Hing (UK) Ltd. 及47 Onslow Gardens Limited擔任董事和股東。最新的公司資料顯示，截至一五年十一月，梁君彥仍與其弟梁嘉彥共同持有Sun Hing (UK) Ltd. 的股份，但梁君彥由零四年起的議員利益申報當中，未有就該項持股作出申報。

英籍風暴》本刊英國查冊 揭梁君彥英國兩公司持股 無申報立法會 | 2016-10-18 | 壹...

而47 Onslow Gardens Limited的一五年公司資料就顯示，一名「A. Leung」（梁君彥洋名為Andrew Leung）人士持有該公司17%股份，同樣地，梁君彥在四屆立法會議員申報中，亦未見有該公司的名字。

當年 梁君彥於 英國公司表格上的通訊地址，均是其香港九龍塘的獨立屋。

而董事職位方面，梁君彥則分別於一一年和一二年辭去Sun Hing (UK) Ltd.及47 Onslow Gardens Limited董事職位。但梁君彥並沒有於零八至一二年的立法會利益登記冊中，申報他在47 Onslow Gardens Limited的董事職位。

梁君彥過往在處理利益申報的問題上，亦多次出現錯漏。一一年梁君彥就曾被傳媒揭發，漏報在上市公司華南城(1668)的獨立非執董職位，當時他辯稱是助理一時疏忽，後來獲「議員個人利益監察委員會」放生。零四年，梁君彥首次當選立法會議員時，亦被指沒有依時將選舉網頁及印刷品的副本呈交選舉主任，違反《立法會選舉程序規例》。

撰文：關冠麒

攝影：高仲明

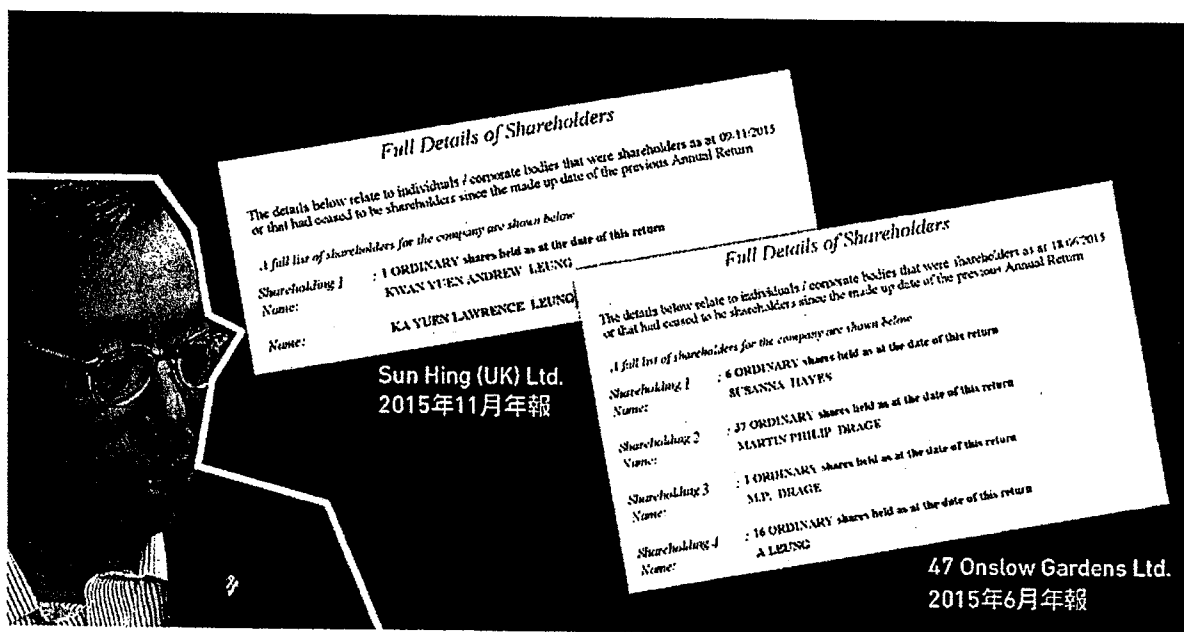
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壹周刊：梁君彥持英國公司股權 無向立會申報

立場報道 | 2016/10/18 — 14:20



梁君彥

新任立法會主席梁君彥，申報自己任職18間公司的受薪董事，以及擁有11間公司超過1%的實益股份。不過，壹周刊調查發現，英國公司註冊資料顯示，截至2015年，梁君彥擁有最少兩間英國公司股份，但未向立法會作出申報。

英國公司註冊紀錄顯示，梁君彥曾在英國公司Sun Hing (UK) Ltd. 及47 Onslow Gardens Limited擔任董事和股東。梁君彥分別在1999、2000年出任兩公司董事，並於2011年、2012年退任公司董事。

Sun Hing (UK) Ltd.公司資料顯示，截至2015年11月，梁君彥仍與其胞弟梁嘉彥，共同全資持有Sun Hing (UK) Ltd. 的股份。

而47 Onslow Gardens Limited於2015年6月的公司資料就顯示，一名「A. Leung」（梁君彥洋名為Andrew Leung）人士持有該公司16%股份，相信是指梁君彥，未知梁君彥目前是否持有兩公司股份。

《立場》翻查梁君彥過去三屆個人利益登記冊（2008年至2016年），梁君彥在2012年有申報出任Sun Hing (UK) Ltd.的董事，但一直未申報持有相關公司股權。

梁君彥自2008年起，亦一直未有申報47 Onslow Gardens Limite股權及董事職位。

根據立法會議員個人利益登記冊，議員需申報受薪、酬金或其他實惠的董事職位。「實惠」是指議員一年可從該職位，收到相當於立法會議員每年薪酬5%的實益，或一次過收取超過1萬元的實惠，無論是本地或海外公司的受薪董事職位均須登記。

另外，如議員仍持有本地或海外公司超過1%股權，也須作出申報。

香港

/ 01偵查

01偵查

梁君彥漏報英國公司股份長達12年 公民黨促交代

撰文：張雯 馮普賢 發佈日期：2016-10-19 08:00 最後更新日期：2016-10-19 09:03

標籤：

梁君彥

功能組別

立法會

利益衝突

讚好 分享 401

新上任的立法會主席梁君彥除捲入放棄英籍風波，更被外界質疑擔任多間公司受薪董事，有利益衝突之嫌。《香港01》記者翻查英國公司註冊處文件，發現梁君彥擁有一間英國成衣貿易公司的股份長達12年，但一直未有向立會申報，涉違反申報機制。《香港01》昨日（18日）向梁君彥查詢，為何漏報及現時是否仍持有相關股份，至截稿未獲回覆。



身陷英籍疑雲的立法會主席梁君彥，《香港01》發現他漏報英國公司股份達12年。（羅君豪攝）

立法會規定，所有議員須申報持有1%以上股份的所有私營或公共公司的資料。綜合《壹週刊》報道和《香港01》發現梁君彥從2002年開始與其弟梁嘉彥共同持有英國公司SUN HING

(UK) LTD.股份，最新文件顯示至2015年11月仍持有相關股份。然而梁從2004年起擔任三屆立法會議員，連續12年從未申報過該公司股份。

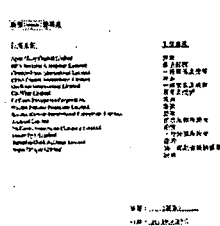
英國註冊處文件顯示，SUN HING (UK) LTD. (簡稱SH) 成立於2000年，梁君彥和梁嘉彥兄弟是首任董事。文件指梁君彥於2011年11月辭任董事，其子、香港菁英會主席梁宏正同日成為該公司董事。梁君彥僅曾申報擔任SH的董事，公司主要業務是成衣貿易。

梁君彥於2004至2012年3月，還曾擔任另一間英國地產公司47 ONSLOW GARDENS LIMITED (簡稱47 Onslow) 的董事和股東。梁於立法會從未申報該公司。

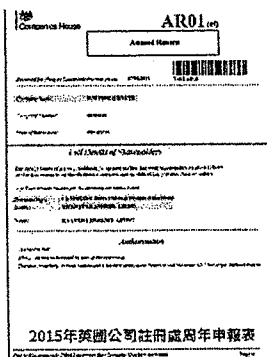
Shareholding 3 2013	: 1 ORDINARY shares held as at the date of this return M.P. DRAGE
Shareholding 4 Name:	: 16 ORDINARY shares held as at the date of this return CULLIGAN ENTERPRISE CORPORATION
Shareholding 5 Name:	: 1 ORDINARY shares held as at the date of this return D. BOYCOTT
Shareholding 3 2014	: 1 ORDINARY shares held as at the date of this return M.P. DRAGE
Shareholding 4 Name:	: 16 ORDINARY shares held as at the date of this return A. LEUNG
Shareholding 5 Name:	: 1 ORDINARY shares held as at the date of this return D. BOYCOTT

英國公司註冊處文件顯示，2013年Culligan Enterprise Corporation持有47 Onslow 16%股份。2014年，將股份轉給A. Leung。

文件顯示，梁君彥從1999年開始擔任47 Onslow前身的Formaldate Property Management Limited 董事。他以英文名Andrew Leung Kwan Yuen登記為董事，住址為九龍塘住宅。



第五屆立法會議員個人利益登記冊



2015年英國公司註冊處周年申報表

梁君彥從2004年擔任立法會議員以來，從未申報持有SH股份（左圖）。英國公司註冊處文件（右圖）顯示，梁君彥從2002年開始成為SH股東。

英國公司轉A. Leung持股

2004年，梁君彥持股的Culligan Enterprise Corporation成為47 Onslow 股東，獲16%股份。最新立法會申報顯示梁君彥仍持有Culligan Enterprise股份。

2014年，一名名為A. Leung的人士獲得梁君彥持股公司Culligan Enterprise Corporation的16%的股份，反映A. Leung與梁君彥關係密切。

五年前梁君彥亦曾漏報受查

2011年梁君彥亦曾漏報董事職務，被立法會議員個人利益監察委員會調查，但調查認為並非蓄意行為，沒有處分。梁則承認犯錯，但強調自己並沒有刻意漏報董事職務，而職務亦沒有影響投票意向。

立法會議員稱事件非常嚴重

公民黨立法會議員陳淑莊認為，議員不論在香港或外國持有公司股份都須向立法會申報，即使是普通議員漏報利益，都屬非常嚴重事件，何況是應該「whiter than white」（比白色更白）的立法會主席，漏報事件勢將影響公眾對立法會主席的觀感。陳淑莊表示，仍要與黨團商討如何跟進事件，例如是否向梁提出不信任動議或在要求梁交代。

Shareholding 3
2013

: 1 ORDINARY shares held as at the date of this return
M.P. DRAGE

Shareholding 4

: 16 ORDINARY shares held as at the date of this return
CULLIGAN ENTERPRISE CORPORATION

Name:

Shareholding 5

: 1 ORDINARY shares held as at the date of this return

Name:

D. BOYCOTT

Shareholding 3

: 1 ORDINARY shares held as at the date of this return

2014

M.P. DRAGE

Shareholding 4

: 16 ORDINARY shares held as at the date of this return

Name:

A LEUNG

Shareholding 5

: 1 ORDINARY shares held as at the date of this return

Name:

D. BOYCOTT

公司名稱

Apex Glory Capital Limited
BPA Services Company Limited
Champ Grace International Limited
China Capital International Limited
Co-Wear International Limited
Co-Wear Limited
Culligan Enterprises Corporation
Golden Fortune Properties Limited
Golden Harvest International Enterprises Limited
Kinfield Limited
Po Koon Investments Company Limited
Sunny Spot Limited
Sunshine Gold Holdings Limited
Super Unique Limited

主要業務

控股
提供服務
一般貿易及投資
投資
一般貿易及投資
貿易及投資
投資
控股
控股
貿易及物業發展
投資
一般貿易及投資
控股
為一間社會機構提供服務

簽署：(簽署)

日期：2013年4月5日

本文件只為備本，登記事項以
2013年4月5日登記的
原文為準。
This is a translated version only,
please refer to the original version
registered on 5/4/2013 for an
authentic record of registered name.

第五屆立法會議員個人利益登記冊



Companies House

AR01 (cf)

Annual Return



Received for filing in Electronic Format on the: 17/11/2015 X4KDABCH

Company Name: SUN HING (UK) LTD.

Company Number: 94104636

Date of this return: 09/11/2015

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 09/11/2015 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

Shareholding / ORDINARY shares held as at the date of this return
Name: KWAN YUEN ANDREW JELING

Name: KAYUEN LAWRENCE LEUNG

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.

2015年英國公司註冊處周年申報表



文章總數: 1 篇

1. 明報 | 2016-10-19
報章 | A10 | 港聞

梁君彥沒申報任英公司股東 泛民建制同籲交代

【明報專訊】立法會主席梁君彥的利益申報風波未息。本報翻查英國公司註冊處資料，發現梁君彥正擔任最少一間英國公司的股東，但未有申報。泛民及建制派都認為梁君彥應作交代。本報昨向梁君彥查詢，截稿前未獲回覆。

梁君彥未回應

根據立法會議員個人利益登記冊，梁君彥申報擔任18間公司的受薪董事，並擁有11間公司超過1%的實益股份。《壹週刊》昨報道，梁君彥未有申報英國公司利益。本報翻查英國公司註冊處資料，發現梁君彥擔任英國公司Sun Hing (UK) Ltd.股東，但未有向立法會申報。

曾申報是受薪董事

Sun Hing (UK) Ltd.在2000年9月成立，申報業務曾多番更改，起初為紡織品代理，後改為向海外公司提供業務諮詢服務，最新則顯示是未能分類的商業支援服務。梁君彥與其弟梁嘉彥自2005年起擔任股東，截至2015年11月資料，二人仍共同持有公司股份。梁君彥在該公司成立時已擔任董事，至2011年11月辭任，現任董事為其兒子梁宏正及其弟梁嘉彥。翻查立法會申報紀錄，梁君彥於2004年始提及自己為Sun Hing (UK) Ltd.的受薪董事，但一直沒提及其股份利益。

曾任另公司董事名字與股東相近

另外，梁君彥在1999年6月獲委任為47 Onslow Gardens Limited的董事，該公司資料顯示其業務為房地產管理，梁於2012年3月辭職。根據2015年6月的最新資料，該公司共有12名股東及2名英籍董事，當中有兩個名為「A LEUNG」的股東（梁君彥洋名為Andrew Leung）各持股1%及16%，未知是否與梁君彥有關。

民主黨林卓廷要求梁君彥公開交代漏報原因，不排除向議員個人利益監察委員會反映。對於會否對梁提不信任動議，林稱需先聽對方解釋。公民黨陳淑莊說需與黨團商討如何跟進，若報道屬實，梁須交代是故意漏報。民建聯周浩鼎說，會待梁君彥交代後再決定是否跟進。工聯會黃國健則稱未知報道是否真確，暫難評論。

立法會秘書處回覆稱，根據《議事規則》第85條，任何議員如不遵從議事規則第83條（個人利益的登記），可由立法會藉訓誡或譴責，或暫停職務或權利的議案加以處分。

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**Rule 83 of the Rules of Procedure of
the Legislative Council**

83. Registration of Interests

- (1) Except for the purpose of making registration of interests under subrule (2), every Member shall, not later than the first meeting of each term, furnish to the Clerk, in such form as may be approved by the President, particulars of his registrable interests. (*L.N. 107 of 1999*)
- (2) Every new Member of the Legislative Council shall, within 14 days from the date of his becoming a new Member to fill a vacant seat, furnish to the Clerk, in such form as may be approved by the President, particulars of his registrable interests.
- (3) Every Member shall furnish to the Clerk, in such form as may be approved by the President, particulars of any change in such registrable interests, within 14 days of any such change.
- (4) The Clerk shall cause those particulars to be entered in a Register of Members' Interests and that register shall be available for inspection by any person during office hours.
- (5) In this Rule, "registrable interests" means –
 - (a) remunerated directorships of companies, public or private, and if the company concerned has a holding company within the meaning of section 13 of the Companies Ordinance (Cap. 622), also the name of that holding company;
(*L.N. 73 of 2006; L.N. 1 of 2014*)
 - (b) remunerated employments, offices, trades, professions or vocations;
 - (c) the names of clients when the interests referred to above include personal services by Members which arise out of or are related in any manner to his membership of the Council;

- (d)
 - (i) all donations, as a candidate in the Legislative Council election in which the Member was elected as a Member of the Council, received by the Member or any person on his behalf for the purpose of meeting the Member's election expenses in the election; or *(L.N. 107 of 1999)*
 - (ii) financial sponsorships, as a Member of the Council, by any person or organization, stating whether any such sponsorships include any payment or any material benefit or advantage to the Member or his spouse, whether direct or indirect; *(L.N. 107 of 1999)*
- (e) overseas visits made by the Member or his spouse relating to or arising out of membership of the Council where the cost of any such visit has not been wholly borne by the Member or public funds;
- (f) any payments or any material benefits or advantages received by the Member or his spouse arising out of his membership of the Council from or on behalf of:
 - (i) any government or organization of a place outside Hong Kong; or
 - (ii) any person who is not a Hong Kong permanent resident;
- (g) land and property;
- (h) the names of companies or other bodies in which the Member has, to his knowledge, either himself or with or on behalf of his spouse or infant children, a beneficial interest in shares of a number greater than one-hundredth of the total number of issued shares. *(L.N. 1 of 2014)*

CONFIDENTIAL

REPLY SLIP

~~Appendix IV~~

(Please reply by Tuesday, 6 December 2016)

File : CB(3)/C/CON/15 (16-20)
To : Clerk to Committee on Members' Interests

Complaint against Hon Andrew LEUNG Kwan-yuen

A. Sun Hing (UK) Limited

1. In respect of Sun Hing (UK) Limited, whether you (either yourself or with or on behalf of your spouse or infant children) had a beneficial interest in that company's shares of a number/a nominal value¹ greater than 1% of the total number of issued shares/issued share capital¹ of that company on any one day during the period from 11 November 2009 (i.e. seven years immediately before the day on which the complaint was received) to 18 October 2016 (i.e. the day before you registered your shareholding interest in that company with the Clerk to LegCo) ("the relevant period")? *(please put a ✓ in the appropriate box)*

☒ I had a beneficial interest of more than 1% of the shares in that company.

☐ I did not have a beneficial interest of more than 1% of the shares in that company. *(please jump to Q.3 and continue to answer)*

2. If you had a beneficial interest of more than 1% of the shares in that company during the relevant period:

(a) please state the dates on which you had a beneficial interest of more than 1% of the shares in that company ("holding-share period"):

☒ I had a beneficial interest of more than 1% of the shares in that company throughout the relevant period.

☐ I had a beneficial interest of more than 1% of the shares in that company during one or more periods listed below.

(b) Nature of business of that company during the holding-share period:

It is a representative office for Sun Hing (my family business). It was set up only to service European customers.

¹ Under Rule 83(5)(h) of the Rules of Procedure, where a Member holds more than 1% of the shares in a company or other body, he is required to register such a shareholding interest. As the new Companies Ordinance, which came into operation on 3 March 2014, provides for a mandatory no-par regime for all local companies, Rule 83(5)(h) has been amended since that date, with "shareholdings of a nominal value" and "issued share capital" deleted and replaced by "shares of a number" and "total number of issued shares" respectively.

- (c) Why didn't you register with the Clerk to LegCo the relevant shareholding interest that you had during the holding-share period?

In 2012, I decided to withdraw my interests in Sun Hing UK. I have resigned as director in 2012, but there was miscommunication within the group and the UK office that I had one share in the company and had not dealt with the share interest accordingly.

It was an inadvertent oversight on my part for not realizing the mistake.

B. 47 Onslow Gardens Limited

3. In respect of 47 Onslow Gardens Limited, whether you (either yourself or with or on behalf of your spouse or infant children) had a beneficial interest in that company's shares of a number/a nominal value¹ greater than 1% of the total number of issued shares/issued share capital¹ of that company on any one day during the relevant period?
(please put a ✓ in the appropriate box)

☒ I had a beneficial interest of more than 1% of the shares in that company.

☐ I did not have a beneficial interest of more than 1% of the shares in that company. (please jump to Q.5 and continue to answer)

4. If you had a beneficial interest of more than 1% of the shares in that company during the relevant period:

- (a) please state the dates on which you had a beneficial interest of more than 1% of the shares in that company ("holding-share period"):

☒ I had a beneficial interest of more than 1% of the shares in that company throughout the relevant period.

☐ I had a beneficial interest of more than 1% of the shares in that company during one or more periods listed below.

-
- (b) Nature of business of that company during the holding-share period:

The purpose of this company is for the flat owners to hold the freehold Land of the property 47 Onslow Gardens.

- (c) Why didn't you register with the Clerk to LegCo the relevant shareholding interest that you had during the holding-share period?

Since 6th October 2004 I have declared owning a property in UK under Category 7 Land and Property.

The purpose of this company is for the flat owners to hold the freehold Land of the property 47 Onslow Gardens. One of my company, Culligan Enterprises Corporation, owns a unit of the block and was supposed to be

a shareholder. Somehow the shares were transferred to A Leung without my knowledge.

5. In respect of the complaint against you, do you have other responses and views?

It was an inadvertent oversight on my part. I must emphasize that I have already registered that I hold a property in the UK and thus the breach was not a deliberate concealment and that there is no conflict of interests with the Member's role as a Legislative Council Member.

6. Do you have any relevant paper that you wish to provide to the Committee on Members' Interests?

(please put a ✓ in the appropriate box)

☐ I attach the paper(s) listed below:

☒ No.



Signature: _____

Name of Member: _____

Date: _____

Andrew LEUNG Kwan-yuen

DEC 5, 2016

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File : CB(3)/C/CON/15 (16-20)
To : Clerk to Committee on Members' Interests

Complaint against Hon Andrew LEUNG Kwan-yuen

Please give **full, accurate and detailed** answers to the following further questions in relation to your reply dated 5 December 2016 in response to the questions set out in Appendix IV of the letter from the Clerk to the Committee on Members' Interests ("CMI's letter") to you dated 24 November 2016. In answering the questions, you may add lines (if you are using the softcopy of this document to give your answers) or attach additional sheets, where necessary.

A. Sun Hing (UK) Limited

1. In response to question 2(b) in CMI's letter on the nature of business of Sun Hing (UK) Limited ("SHL") during the holding-share period (i.e. from 11 November 2009 to 18 October 2016), you stated that SHL was "*a representative office for Sun Hing (my family business)*". However, in the registration form filed by you on 19 October 2016, i.e. the day immediately following the holding-share period, you stated that the nature of business of SHL was "*Garment Trading*".

(a) Did the nature of business of SHL remain unchanged throughout the holding-share period?

☒ Yes

☐ No

If the answer is "No", please set out the changes with relevant dates.

(b) Was the nature of business of SHL during the holding-share period as stated in your reply on 5 December 2016 (i.e. "*a representative office for Sun Hing (my family business)*") different from that registered by you on 19 October 2016 (i.e. "*Garment Trading*")?

☐ Yes, they are different

☒ No, they are the same

If they are different, when did the change in nature of business occur?

If they are the same, please explain why you used different expressions on 5 December 2016 and 19 October 2016 respectively to describe the same nature of business.

As stated in my response to CMI's letter on 5th December 2016, SHL was set up to service the European customers of Sun Hing (my family business) which is in garment trading.

The actual contracts of garment trading were between Sun Hing and its customers. However, SHL played a role as a representative office for Sun Hing so as to facilitate better customer service to the European customers of Sun Hing in the garment trading.

SHL which was based in London can serve the customers better with face to face meetings and can be contactable even during Sun Hing's non-office hours due to the time difference in Hong Kong.

Since May 2015, SHL has ceased all activities and become dormant. It was eventually dissolved on 24th January 2017.

2. In response to question 2(c) in CMI's letter on the reasons why you didn't register with the Clerk to LegCo your beneficial interests in the shares ("shareholding interest") of SHL during the holding-share period, you stated that:

*"In 2012, I decided to withdraw my interests in Sun Hing UK. I have resigned as director in 2012, but there was miscommunication within the group and the UK office that I had (one share in the company and had not dealt with the share interest accordingly.
It was an inadvertent oversight on my part for not realizing the mistake."*

- (a) When you stated in your reply that you had decided to withdraw your interests in SHL, what "interests" were you referring to?

Shareholding interest

If you were referring to shareholding interest in SHL, please provide the following information:

- (i) the number and percentage of SHL shares that I held immediately before I made the withdrawal decision : 50%*
- (ii) the number and percentage of SHL shares that I decided to withdraw : 50%*
- (iii) the number and percentage of SHL shares that I still hold at present : 0

* SHL has only issued 1 share which is jointly owned by myself and Lawrence Leung.

- (b) Please elaborate on the actions taken by you personally or through others to withdraw the interests.

I have instructed my secretary to tender my resignation as director of SHL and transfer my share to Lawrence Leung, the other shareholder of SHL.

- (c) By stating in your reply that "*there was miscommunication*", did you mean that due to such miscommunication, the aforesaid person(s) taking the actions did not withdraw the interests according to your decision?

Yes.

- (d) What entities were you referring to when you mentioned "*the group*" and "*the UK office*" in your reply?

Sun Hing Knitting Factory Ltd (my family business)

UK Office: SHL

- (e) As you said you decided to withdraw your interests in SHL in 2012, why didn't you register with the Clerk to LegCo the shareholding interest in SHL you held during the period from 11 November 2009 (i.e. the start of the holding-share period) up to the moment you made your withdrawal decision in 2012?

It was an inadvertent oversight on my part. As aforementioned,

SHL was a company set up to provide a more intimate service to the European customers of Sun Hing. It did not per se have any customers and only played a peripheral role in my family business.

B. 47 Onslow Gardens Limited

3. In response to question 4(b) and (c) in CMI's letter, you stated that:

"The purpose of this company is for the flat owners to hold the freehold Land of the property 47 Onslow Gardens"

and

"Since 6th October 2004 I have declared owning a property in UK under Category 7 Land and Property.

The purpose of this company is for the flat owners to hold the freehold Land of the property 47 Onslow Gardens. One of my company, Culligan Enterprises Corporation, owns a unit of the block and was supposed to be a shareholder. Somehow the shares were transferred to A Leung without my knowledge."

- (a) When you mentioned in your reply that *"I have declared owning a property in UK"*, were you referring to (i) a unit of the property at 47 Onslow Gardens, London, SW7 3PY, United Kingdom; or (ii) the freehold land held by 47 Onslow Gardens Limited ("OGL"); or something else?

☐ I was referring to (i)

☐ I was referring to (ii)

☒ I was referring to the following:

A unit of the property at 47 Onslow Gardens and the corresponding share of the freehold land on which it was built.

- (b) As you mentioned that the purpose of OGL is *"for the flat owners to hold the freehold Land of the property 47 Onslow Gardens"*, please clarify whether OGL owns (i) the freehold land of the property concerned; or (ii) a unit of the said property; or something else.

☒ OGL owns (i)

☐ OGL owns (ii)

☐ OGL owns the following:

- (c) Could you confirm that the documents at **Annexes I and II**, which have been downloaded from the official website¹ of the Companies House of the Government of the United Kingdom, are true and authentic records of the Annual Returns filed with the Companies House by OGL?

☒ Yes, they are authentic ☐ No

If the answer is "No", please provide the true and authentic records concerned.

- (d) When you mentioned in your reply that "*Culligan Enterprises Corporation ... was supposed to be a shareholder*", did you mean that Culligan Enterprises Corporation ("CEC") was a shareholder of OGL?

☒ Yes ☐ No

If the answer is "No", which company were you referring to?

- (e) When you mentioned in your reply that "*Somehow the shares were transferred to A Leung without my knowledge*", were you referring to the shares of OGL, CEC or another company?

☒ I was referring to the shares of OGL

☐ I was referring to the shares of CEC

☐ I was referring to the shares of the following company:

- (f) Who is the "A Leung" mentioned by you in your reply?

¹ <https://beta.companieshouse.gov.uk/company/03213668>

Andrew Leung

If the "A Leung" is you, please explain why the shares could have been transferred to you without your knowledge.

When I read the Annual Returns (Annex I and II) ("AR") in October 2016, I did not doubt the accuracy of its contents as they were public documents filed by OGL. I assumed that they were accurate and as a result, I genuinely thought that a share transfer did somehow take place. I was however perplexed because to the best of my recollection, I have not effected any transfer of shares of OGL from CEC to myself or anyone else.

I have since sought legal advice from the solicitor of CEC, Messrs Lee & Kan in London, who handled all matters relating to Flat 3 of 47 Onslow Garden.

I am advised that for a transfer to take place, I must sign a stock transfer form, pay stamp duty, CEC must return the original share certificate to OGL and after OGL's approval of the transfer, it must issue a new share certificate.

However, I hereby confirm that:

- 1) I have not effected any transfer of shares from CEC to myself or anyone;
- 2) I have not filled in or signed any stock transfer form as required under the law;
- 3) I have not paid any stamp duty;
- 4) The **original** share certificate of the 16 shares are **still in the possession of CEC** (Please see attached); and
- 5) I have not received any share certificate from OGL after the alleged transfer;

Moreover, article 6(1) and (2) of the Articles of Association of OGL clearly restricted that *only the registered owner (i.e. the leaseholder) of the flat can hold the shares of OGL*. Hence, the owner of the flat *cannot dispose of his shareholding of OGL whilst holding a legal estate in the dwelling* and such transfer

would be refused by the directors of OGL (Please see OGL's Articles of Association).

At all material times, CEC was and still is the registered owner of Flat 3, 47 Onslow Gardens (the "Flat"). The legal estate of the Flat has never been transferred to me (see the most updated search of the Flat conducted on 3rd February 2017).

Hence, the directors of OGL could not have approved any transfer of shares from CEC to me whilst CEC was still holding the legal estate of the Flat as such approval would have resulted in a breach of the constitution of OGL (see article 6(2)) and would be liable to be set aside.

In the premises, I am advised and verily believe that no transfer of shares had ever taken place and that the information in relation to the shareholding of OGL as stipulated in the AR was inaccurate and did not reflect the true position. I am advised that the ARs were filed by the officers of OGL and that they have not been circulated to the shareholders for verification prior to filing to the Companies House.

I have now taken active steps and have instructed Messrs. Lee & Kan to alert Mr. Drage, the director of OGL, as well as OGL's solicitor, Mr. Jeff Rawson of Messrs. Wedlake Bell, of the mistake and ask him to confirm and rectify the public records (See attached emails sent from Dominic Lee, Partner of Messrs. Lee & Kan).

- (g) When did you come to know that the shares were transferred to A Leung?

Ditto

- (h) Which party transferred the shares to A Leung?

Ditto

- (i) [If it was CEC which transferred the shares to A Leung]

According to the registration forms filed by you with the Clerk to LegCo, you (i) were a remunerated director of CEC throughout the holding-share period and (ii) have registered your shareholding interest in CEC since 9 October 2012 up to now.

Given that you have been both a remunerated director and shareholder of CEC since 9 October 2012, please explain why you had no knowledge of the shares being transferred out of CEC.

Ditto

- (j) According to your understanding, whether the transfer of shares to A Leung was effected in accordance with the formality (statutory or otherwise) required under the UK law?

☐ Yes

☒ No

If the answer is "No", please explain why.

Ditto

- (k) The Annual Return at Annex I showed that 16 out of the 100 allotted shares of OGL were held by CEC as Shareholding 4 as at 18 June 2013. However, according to the Annual Return at Annex II, CEC did not appear under Shareholding 4 or anywhere on the list of "Full Details of Shareholders"; instead "*A LEUNG*" held 16 shares of OGL as Shareholding 4 as at 18 June 2014.

Whether the aforesaid change in Shareholding 4 of OGL was consequential upon the transfer of shares mentioned in your reply?

☐ Yes

☒ No

If the answer is "No", please elaborate.

Ditto

- (1) The Annual Returns at Annexes I and II showed that "A. LEUNG" held 1 out of the 100 allotted shares of OGL as Shareholding 7 as at 18 June 2013 and 18 June 2014 respectively. Were you the "A. LEUNG"?

☐ Yes

☐ No

Article 2(2) stipulated that a total of 17 shares would be issued to the Flat. In light of the restriction as stated in article 6 as explained hereinabove, all 17 shares must therefore be issued to CEC and not A.Leung.

Signature: _____

Name of Member: Andrew LEUNG Kwan-yuen

Date: _____

6-2-17



SHARE CERTIFICATE

Certificate Number

16

Number of Shares

16

Company Name: 47 DUNLOW GARDENS LIMITED

Company Number: 3213668

This is to Certify that CULLIGAN ENTERPRISES CORPORATION

is/are the Registered holder(s) of SIXTEEN Shares of £1 each FULLY paid

in the above-named company, subject to the Memorandum and Articles of Association of the Company.

*This document is hereby executed by the Company/The Common Seal of the Company was hereto affixed in the presence of:

Director:

Handwritten signature

*Secretary/Director:

Handwritten signature FOR AND ON BEHALF OF PA LONDON LTD

Date: 22 April 2003

*Delete as appropriate
NO TRANSFER OF ANY OF THE ABOVE MENTIONED SHARES CAN BE REGISTERED UNTIL THIS CERTIFICATE HAS BEEN DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY

CK10.A4

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

47 ONSLOW GARDENS LIMITED

Rosling King
2/3 Hind Court
Fleet Street
London
EC4A 3DL

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

47 ONSLOW GARDENS LIMITED

1. The Company's name is "47 ONSLOW GARDENS LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (a) (i) to manage and administer the freehold common parts of the land and buildings at 47 Onslow Gardens, South Kensington, London SW7 3PY and the respective freehold reversion of each of the leasehold flats A, 1, 2, 3, 4, 5 and 6 at 47 Onslow Gardens aforesaid ("the Estate");
 - (ii) to collect all rents, charges and other income and to pay any rates, taxes, charges, duties, levies, assessments or other outgoings of whatsoever nature charged, assessed, or imposed on or in respect of the Estate or any part thereof;

- (iii) to provide services of every description in relation to the Estate and to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Estate and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation, maintenance, landscaping and planting of any land, gardens and grounds comprised in the Estate and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto;
 - (iv) to insure the Estate or any other property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against; and
 - (v) to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the Members of the Company to contribute towards such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest such moneys not immediately required in such manner as may from time to time be determined.
-
- (b) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
 - (c) To invest the moneys of the Company not immediately required in such manner as may from time to time be determined.
 - (d) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard

security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

- (e) To draw, make accept endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (f) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (g) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or Company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- (h) To make payments towards insurance including insurance for any director or other officer or auditor against any such liability as is referred to in Section 310(1) of the Companies Act 1985 ("the Act").
- (i) Subject to and in accordance with and due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act.

- (j) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- (k) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:

- (1) None of the objects set forth in any subclause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such subclause, or by reference to or inference from the terms of any other subclause of this Clause, or by reference to or inference from the name of the Company.
- (2) None of the subclauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such subclause, and the Company shall have as full a power to exercise each and every one of the objects specified in each subclause of this Clause as though each such subclause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
- 4. The liability of the Members is limited.
- 5. The Company's share capital is one hundred pounds divided into one hundred shares of one pound each.

WB, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

Names and addresses of Subscribers	Number of shares taken by each subscriber
------------------------------------	---

1. For and on behalf of Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU	- One
--	-------

2. For and on behalf of Swift Incorporations Limited 1 Mitchell Lane Bristol BS1 6BU	- One
---	-------

Total shares taken	Two
--------------------	-----

Dated 11 June 1996

Witness to the above signatures:- Mark Anderson
1 Mitchell Lane
Bristol BS1 6BU

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

47 ONSLOW GARDENS LIMITED

1. PRELIMINARY AND INTERPRETATION

- (1) The regulations contained in Table A ("Table A") in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended, shall apply to the Company save insofar as they are excluded or varied hereby.

- (2) In these Articles of Association:

"the Act" means the Companies Act 1985 including any statutory modifications or re-enactments thereof for the time being in force;

"the Articles" means the articles of association of the Company;

"the Estate" means the freehold common parts of the land and buildings at 47 Onslow Gardens, South Kensington, London, SW7 3PY and the respective freehold reversion of each Flat;

"Flat" means each of the leasehold Flats A, 1, 2, 3, 4, 5 and 6 at 47 Onslow Gardens aforesaid;

"Leaseholder" means the registered proprietor of the registered leasehold title of a Flat and so that whenever two or more persons are for the time being the registered proprietors of the registered leasehold title to a single Flat they shall for all purposes of these Articles be deemed to constitute one leaseholder; and

"the Members" means the members of the Company.

2. SHARE CAPITAL

- (1) The authorised and issued share capital of the Company, as at the date of the adoption of these Articles, is one hundred pounds divided into one hundred ordinary shares of one pound each.
- (2) Each of the shares in the Company shall be issued, whether or not they are fully paid up, to the Leaseholders of the Flats in the following proportions:

<u>Flat Number</u>	<u>Share Allocation</u>
A	13 shares
1	20 shares
2	19 shares
3	17 shares
4	17 shares
5	7 shares
6	7 shares

3. SHARE CERTIFICATES

- (1) A certificate signed by two directors or by one director and by the secretary of the Company specifying any shares held by a member is prima facie evidence of his title to the shares. Share certificates shall not be required to be sealed with the seal and regulation 6 of Table A shall be modified accordingly.

4. LIEN

Regulations 8 to 11 inclusive of Table A shall not apply.

5. ALLOTMENT OF SHARES

With effect from the date of adoption of these Articles, save for where determined by an ordinary resolution of the Company, there shall be no further allotments of shares in the Company.

6. TRANSFER OF SHARES

- (1) No share or shares shall be transferred except to the transferee of the registered title of the Flat to which that share or shares relate, to the intent that the Leaseholder of a Flat shall always be the registered holder of the share or shares which relate to that Flat.
- (2) If the holder of any share or shares in the Company transfers the registered leasehold title of the Flat to which that share or shares relate, he shall transfer that share or shares to the person who thereby becomes the registered proprietor of the registered leasehold title of such Flat. If the holder of any share or shares in the Company shall fail to transfer such share or shares in accordance with foregoing requirements within 30 days of notice requiring him to do so served either by the Company or by the person becoming the registered proprietor of the leasehold title of such Flat as aforesaid, then the Company or such person, as the case may be, shall be entitled to appoint a person or persons to execute such transfer on behalf of such holder for such consideration (if any) as may have been agreed in respect of such share or shares between the holder thereof and the transferee of the registered leasehold title of such Flat or, in the absence of such agreement, for a consideration of £1.
- (3) The directors shall refuse to register any transfer of shares made in contravention of any of the foregoing provisions of these Articles, but otherwise shall have no power to refuse to register a transfer.

7. TRANSMISSION OF SHARES

- (1) A person becoming entitled to a share or shares in consequence of the death or bankruptcy of a member may only elect to become registered as the holder of such share or shares if he becomes the proprietor of the registered leasehold title of the Flat to which such share or shares relate and shall only be entitled to have some person nominated by him as the transferee of that share or shares if the nominee becomes the registered proprietor of such registered leasehold title and Regulation 30 of Table A shall be modified accordingly.
- (2) A person becoming entitled to a share or shares in consequence of the death or bankruptcy of a member shall not be entitled to appoint a director pursuant to Article 17 before being registered as the holder of the share and Regulation 31 of Table A shall be modified accordingly.

8. PROCEEDINGS AT GENERAL MEETINGS

- (1) If a quorum is not present within half an hour from the time appointed for a general meeting then the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefore such adjourned general meeting shall be dissolved. Regulation 41 of Table A shall not apply.
- (2) Save in respect of an annual general meeting, a telephone call in which two or more Members of the Company participate shall, if they so agree, be deemed to be a meeting of such Members provided that:
 - (a) each of the participating Members is able to hear and speak to each of the other participating Members throughout the telephone call, whether by means of conference lines, loud speaker telephones, or a combination thereof; and
 - (b) all other requirements as to notice, quorum and otherwise for such meeting are duly observed, as if the Members were convened to meet together in the same place.

- (3) All meetings of the Members of the Company, other than deemed meetings held over the telephone, shall be held in England, unless otherwise agreed by all the Members of the Company. For the avoidance of doubt, an annual general meeting shall always be held in England.

9. NUMBER OF DIRECTORS

The number of directors (other than alternate directors) shall be not less than two and not more than seven. Regulation 64 of Table A shall not apply.

10. ALTERNATE DIRECTORS

Any director may at any time and from time to time appoint any person willing to act to be his alternate director, and may remove from office an alternate director so appointed by him, but so that each director shall not have more than one alternate director at the same time. Regulation 65 of Table A shall not apply.

11. APPOINTMENT AND REMOVAL OF DIRECTORS

- (1) Each member shall be entitled, at any time and from time to time, to appoint one director (who may be himself) in respect of each flat owned by him and to remove from office any director so appointed but so that there shall not at the same time be in office more than one director appointed by such member in respect of the same flat. A member owning more than one flat may appoint the same person as director in respect of each flat owned by him. Any appointment or removal of a director shall be by notice to the Company, signed by the member effecting the appointment or removal and specifying, by number, the Flat to which the appointment relates.
- (2) On any resolution submitted to the Members of the Company for the removal of a director, the member who appointed such director shall, on a poll, have fourteen (14) votes for each share held by him. Regulation 54 of Table A shall be modified accordingly.

- (3) Regulations 73 to 80 inclusive and paragraph (e) of Regulation 81 of Table A shall not apply.

12. REMUNERATION OF DIRECTORS

The directors shall not be entitled to any fees or remuneration in respect of their tenure of office as such directors, but a director who provides professional or other services to the Company may be paid such remuneration in respect of those services as the Members of the Company may, by ordinary resolution, determine. Regulation 82 of Table A shall not apply.

13. DIRECTORS' EXPENSES

Directors shall not be entitled to the payment of any expenses incurred by them in attending meetings of directors or meetings of Members, but any director who, with the approval of an ordinary resolution of the Company, undertakes particular duties for the Company which are not undertaken by the general body of directors, shall be entitled to be paid the expenses properly incurred by him in the discharge of those duties. Regulation 83 of Table A shall not apply.

14. DIRECTORS' APPOINTMENTS

- (1) No person who is not a Leaseholder shall be eligible to hold office as a director of the Company. Where there are two or more Leaseholders in respect of a single Flat, the said Leaseholders shall be entitled to nominate one of themselves to act as a director of the Company. The office of a director shall be vacated if the director ceases to be a Leaseholder and Regulation 81 of Table A shall be modified accordingly.
- (2) No director shall be appointed as managing director or to any other executive office under the Company and Regulations 84 and 87 of Table A shall not apply.

15. PROCEEDINGS OF DIRECTORS

- (1) Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of

a director shall, call a meeting of the directors. Notice of meetings shall be sent to all directors who have given to the Company a postal address, a telephone number, a fax number or an e-mail address, including any who are absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. The chairman shall have no second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote. A director who is appointed as director in respect of more than one Flat shall have one vote for each Flat in respect of which he is appointed as a director.

- (2) The quorum for the transaction of the business of the directors shall be two. A person who holds office only as alternate director shall, if his appointor is not present, be counted in the quorum. A person who has been appointed as director in respect of more than one Flat shall not be counted more than once in the quorum.
- (3) The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number.
- (4) Provided that a director declares his interest in a contract or an arrangement or proposed contract or arrangement with the Company in the manner provided by section 317 of the Act, he shall be counted in the quorum of any meeting of the directors at which the same is considered and shall be entitled to vote as a director in respect thereof.
- (5) A telephone call in which two or more directors of the Company participate shall, if they so agree, be deemed to be a meeting of such directors provided that:
 - (a) each of the participating directors is able to hear and speak to each of the other participating directors throughout the telephone call, whether by means of conference lines, loud speaker telephones, or a combination thereof; and

- (b) all other requirements as to notice, quorum and otherwise for such meeting are duly observed, as if the directors were convened to meet together in the same place.
- (6) All board meetings shall be held in England, unless all the directors agree otherwise.
- (7) Regulations 88, 89, 90, 94 and 96 of Table A shall not apply.

16. NOTICES

- (1) The Company may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of Members in respect of the joint holding and notice so given shall be sufficient to all the joint holders or their appointed agent. A member whose postal address is not within the United Kingdom and who gives to the Company:

- (a) a postal address outside the United Kingdom;
 - (b) a fax number outside the United Kingdom; or
 - (c) an e-mail address serviced by an Internet service provider within or outside the United Kingdom;

at which notice may be given to him shall be entitled to have notices given to him at that postal address, fax number or e-mail address. Regulation 112 of Table A shall not apply.

- (2) Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted;

(b) that a fax embodying a notice was properly addressed, transmitted and received; or

(d) that an e-mail embodying a notice was properly addressed, transmitted and received;

shall, in the absence of evidence to the contrary, be conclusive evidence that the notice was given.

(3) A notice, proven to have been given as aforesaid, shall be deemed to have been given:

(a) in the case of notice sent in an envelope to an address within the United Kingdom, at the expiration of forty-eight hours after such envelope was posted;

(b) in the case of notice sent in an envelope to an address outside the United Kingdom, at the expiration of seven days after such envelope was posted;

(c) in the case of notice embodied in a fax or e-mail on the next working day (exclusive of Saturday and Sunday) after the date of transmission.

Regulation 115 of Table A shall not apply.

(4) A notice may be given by the Company to the persons entitled to a share in consequences of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by the Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankruptcy or by any like description to the address, if any, supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred. Regulation 116 of Table shall not apply.

17. INDEMNITY

- (1) In addition to the indemnity contained in Regulation 118 of Table A and subject to the provisions of section 310 of the Act, every director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution of the discharge of the duties of his office.
- (2) The directors shall have power to purchase and maintain for any director, officer or auditor of the Company, insurance against any such liability as is referred to in section 310(1) of the Act.

18. RULES OR REGULATIONS

The directors shall have the power to exercise all the rights conferred on the Company under the leases of the Flats to make such rules or regulations as they may deem necessary or expedient or convenient for the proper conduct and management of the Company, provided that such rules or regulations shall not be inconsistent with the memorandum or articles of association of the Company.

Names and addresses of Subscribers

1. For and on behalf of
Instant Companies Limited
1 Mitchell Lane
Bristol BS1 6BU

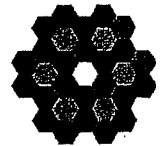
2. For and on behalf of
Swift Incorporations Limited
1 Mitchell Lane
Bristol BS1 6BU

Dated 11 June 1996

Witness to the above signatures:- Mark Anderson
1 Mitchell Lane
Bristol BS1 6BU

The electronic official copy of the register follows this message.

Please note that this is the only official copy we will issue. We will not issue a paper official copy.



Title number BGL69101

Edition date 19 02 2013

- This official copy shows the entries on the register of title on 03 FEB 2017 at 09:59:26.
- This date must be quoted as the "search from date" in any official search application based on this copy.
- The date at the beginning of an entry is the date on which the entry was made in the register.
- Issued on 03 Feb 2017.
- Under s.67 of the Land Registration Act 2002, this copy is admissible in evidence to the same extent as the original.
- This title is dealt with by Land Registry, Birkenhead Office.

A: Property Register

This register describes the land and estate comprised in the title. Except as mentioned below, the title includes any legal easements granted by the registered lease but is subject to any rights that it reserves, so far as those easements and rights exist and benefit or affect the registered land.

KENSINGTON AND CHELSEA

- 1 (10.09.2008) The Leasehold land shown edged with red on the plan of the above title filed at the Registry and being Flat 3, 47 Onslow Gardens, London (SW7 3PY).

NOTE: Only the second floor is included in the title.

- 2 (10.09.2008) Short particulars of the lease(s) (or under-lease(s)) under which the land is held:
 Date : 30 April 2003
 Term : 999 years from and including 1 July 2002
 Parties : (1) 47 Onslow Gardens Limited
 (2) Culligan Enterprises Corp
- 3 (10.09.2008) There are excepted from the effect of registration all estates, rights, interests, powers and remedies arising upon, or by reason of, any dealing made in breach of the prohibition or restriction against dealings therewith inter vivos contained in the Lease.
- 4 (10.09.2008) The title includes any legal easements granted by the registered lease but is subject to any rights that are granted or reserved by the said lease and affect the registered land.
- 5 (10.09.2008) The landlord's title is registered.

B: Proprietorship Register

This register specifies the class of title and identifies the owner. It contains any entries that affect the right of disposal.

Title absolute

- 1 (10.09.2008) PROPRIETOR: CULLIGAN ENTERPRISES CORP (incorporated in the British Virgin Islands) care of Sun Hing Knitting Factory Limited, 2/F Shui Hong Ind. Building, 547-9 Castle Peak Road, Kwai Chung, New

Title number BGL69101

B: Proprietorship Register continued

Territories, Hong Kong and of Flat 3, 47 Onslow Gardens, Kensington,
London SW7 3PY.

End of register



Christine Leung <[REDACTED]>

Fw: Flat 3 47 Onslow Gardens DL8198

1 message

[REDACTED] >
To: [REDACTED]

Thu, Jan 26, 2017 at 8:56 PM

FYI

From: [REDACTED]
Sent: Thursday, January 26, 2017 12:31 PM
To: Mason Drage Ltd.
Cc: [REDACTED]
Subject: Re: Flat 3 47 Onslow Gardens DL8198

Dear Mr Drage

I have done a company search against 47 Onslow Gardens Ltd and probably it was filed by you. The 16 shares were recorded as in Mr Leung's personal name.

The sixteen shares should be in the name of Culligan Enterprises Corpn and for your ease of reference, I enclose copy letters from Rosling King back in 2003. Can you kindly confirm it was a mistake and that you will rectify

Regards,

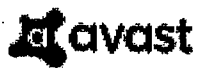
Dominic Lee
Partner

Authorised and Regulated by The Solicitors Regulation Authority

Lee & Kan Solicitors, SRA No.: 605819
National House
60-66 Wardour Street
London
W1F 0TA

Direct dial: [REDACTED]

This e-mail is intended solely for the addressee, is strictly confidential and may be legally privileged. If you are not the addressee, or the authorised agent thereof, please do not read, print, store, disseminate, distribute, copy or otherwise act in reliance on it or any attachments. If you have received this email in error, please notify us immediately by returning the original e-mail to us and then immediately permanently delete the message and attachment from your computer and server. Please note that neither Lee & Kan nor the sender accepts any responsibility for viruses and it is your responsibility to scan the e-mail and attachments (if any). We do not accept service by e-mail.



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www.avast.com



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885K

21 May 2003

2/3 Hind Court Fleet Street London EC4A 3D1.
Telephone 020 7353 2353 Fax: 020 7583 2035
DX 154 London
e-mail: malcolm.maclairane@roslingking.co.uk

Jackaman, Smith & Mulley
DX No 42500
DISS

RECEIVED

RoslingKing
SOLICITORS

Our ref: MDM/JTJ/2891-1-4
Your ref:

Dear Sirs

**Formaldate Property Management Limited
Flat 3 47 Onslow Gardens London SW7
Culligan Enterprises Corp**

We understand that Andrew Leung of Culligan Enterprises Corp has instructed you in relation to the taking of the new Lease of the above flat by Culligan Enterprises Corp from our clients.

Accordingly, all matters have now been completed as at 30th April 2003 and we write to enclose:-

1. The new Lease of the above dated 30th April 2003.
2. The Counterpart Underlease for your client's interest in the property together with all Supplemental documentation which you will want to merge with the new Lease when you apply for registration.
3. Certified copy Change of Name Certificate for 47 Onslow Gardens Limited. The new Memorandum and Articles of Association of the company now registered at Companies House were forwarded to you when we sent you the Counterpart Lease for execution.
4. Clear Land Charge Search in favour of your clients.

PARTNERS: Owen Rafferty Malcolm MacLairane Georgina Squire Andrew Hardman
John Beagley Paul Lowe Simon Geoghegan Peter Lewis Helen Thirkettle
ASSOCIATES: Suzannah Brown Ben Griffin James Walton
EXECUTIVES: Richard Powell Raymond Mount Ann Ebberson
CONSULTANTS: Kavan King (Retired Solicitor)
London Market Office at Bankside House, 107/112 Leadenhall Street London, EC3 4AH

Associated firms in over 100 cities including:
Berlin Brussels Düsseldorf Edinburgh Hong Kong
Madrid Milan New York Paris Singapore
Stockholm Zurich

Service not accepted by e-mail.

289111-4Letter 03050109 MDM



Your new share certificate will be forwarded to you shortly as soon as they are returned by the Company duly executed.

The Land Certificate for the freehold title number BGL20957 is now on deposit at Birkenhead (Rosebrae) District Land Registry under deposit number DEP/D121638.

Yours faithfully



ROSLING KING

Encs



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3213668

The Registrar of Companies for England and Wales hereby certifies that
FORMALDATE PROPERTY MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of

47 ONSLOW GARDENS LIMITED

Given at Companies House, Cardiff, the 23rd April 2003

We hereby Certify this
to be a true copy of the
original

.....
ROSLING KING
Dated 24/3/03



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

2/3 Hind Court Fleet Street London EC4A 3DL
Telephone 020 7363 2353 Fax 020 7583 2035
DX 164 London
e-mail: malcolm.mactartane@roslingking.co.uk

22 May 2003

Jackaman Smith & Mulley
DX No 42500
DISS

2003年5月22日

22

RoslingKing
SOLICITORS

Our ref: MDM/JTJ/2891-1-4
Your ref:

Dear Sirs

Formaldate Property Management Limited
47 Onslow Gardens London SW7

Further to completion, we now enclose the new Share Certificate Number 16 for sixteen shares now vested in Culligan Enterprises Corporation.

Yours faithfully



ROSLING KING

Enc

PARTNERS: Owen Rafferty, Malcolm Macfarlane, Georgina Squire, Andrew Hardman,
John Beagley, Paul Lowe, Simon Geoghegan, Peter Lewis, Helen Thurkelle
ASSOCIATES: Suzanne Brown, Ben Griffin, James Walton
EXECUTIVES: Richard Powell, Raymond Mount, Ann Ebberson
CONSULTANTS: Kavan King (Retired Solicitor)
London Market Office at Bankside House, 107/112 Leadenhall Street London, EC3 4AH

Associated firms in over 100 cities including:
Berlin, Brussels, Düsseldorf, Edinburgh, Hong Kong,
Madrid, Milan, New York, Paris, Singapore,
Stockholm, Zurich

Service not accepted by e-mail

289111-4/Letter 03052205 MDM

SHARE CERTIFICATE

Certificate Number

16

Number of Shares

16

Company Name: 47 ONSLOW GARDENS LIMITED

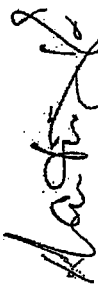
Company Number: 3213668

This Is to Certify that CULLIGAN ENTERPRISES CORPORATION

is/are the Registered holder(s) of SIXTEEN Shares of £1 each FULLY paid in the above-named company, subject to the Memorandum and Articles of Association of the Company.

*This document is hereby executed by the Company/The Common Seal of the Company was hereto affixed in the presence of:

Director:



*Secretary/Director:

ELLEN DAVENPORT FOR AND ON BEHALF OF PA LONDON LTD

Date: 22 April 2003

*Delete as appropriate
NO TRANSFER OF ANY OF THE ABOVE MENTIONED SHARES CAN BE REGISTERED UNTIL THIS CERTIFICATE HAS BEEN DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY

CK10.A4



Christina Leung [REDACTED]

Fw: Flat 3 47 Onslow Gardens DL8198

To: [REDACTED]
Cc: [REDACTED]

Thu, Jan 26, 2017 at 9:11 PM

Dear Jeff

I enclose an e-mail sent to Mr Drage earlier on about your client company. In the 2015 AR1 it showed not just 16 but also an additional share also in Mr Leung's personal name.

Our client's auditor is querying and can you ask Mr Drage to amend the company record as in the 2016 return that he filed showing no changes.

I also enclose 2015 return and 2016 confirmation

Regards,

Dominic Lee
Partner

Authorised and Regulated by The Solicitors Regulation Authority

Lee & Kan Solicitors, SRA No.: 605819
National House
60-66 Wardour Street
London
W1F 0TA

Direct dial: [REDACTED]

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From: [REDACTED]
Sent: Thursday, January 26, 2017 12:31 PM
To: Mason Drage Ltd.
Cc: [REDACTED]
Subject: Re: Flat 3 47 Onslow Gardens DL8198

Dear Mr Drage

I have done a company search against 47 Onslow Gardens Ltd and probably it was filed by you. The 16 shares were recorded as in Mr Leung's personal name.

The sixteen shares should be in the name of Culligan Enterprises Corpn and for your ease of reference, I enclose copy letters from Rosling King back in 2003. Can you kindly confirm it was a mistake and that you will rectify

Regards,

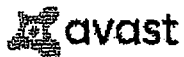
Dominic Lee
Partner

Authorised and Regulated by The Solicitors Regulation Authority

Lee & Kan Solicitors, SRA No.: 605819
National House
60-66 Wardour Street
London
W1F 0TA




Direct dial: [REDACTED]

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www.avast.com

3 attachments

-  **8198 rosling king 21 5 03.pdf**
885K
-  **47 Onslow Gardens Limited - AR01.pdf**
98K
-  **CS01 - Confirmation Stsatement 47 Onslow Gardens.pdf**
59K



Companies House
— for the record —

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: 02/07/2013

X2BRKHZM

Company Name: 47 ONSLOW GARDENS LIMITED

Company Number: 03213668

Date of this return: 18/06/2013

SIC codes: 68320

Company Type: Private company limited by shares

Situation of Registered Office: 47 ONSLOW GARDENS
LONDON
SW7 3PY

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **NOLLAG**

Surname: **LAMONT**

Former names:

Service Address: **6 COLLETTS COTTAGES
THAME ROAD GREAT MILTON
OXFORD
UNITED KINGDOM
OX44 7NX**

Company Director 1

Type: **Person**

Full forename(s): **MR DAVID EDWIN**

Surname: **BOYCOTT**

Former names:

Service Address: **2149 TOWER 7 HONG KONG PARKVIEW
88 TAI TAM RESERVOIR ROAD
HONG HONG
CHINA**

Country/State Usually Resident: **CHINA**

Date of Birth: **10/07/1957**

Nationality: **BRITISH**

Occupation: **BANKER**

Company Director 2

Type: **Person**
Full forename(s): **MR MARTIN PHILIP**

Surname: **DRAGE**

Former names:

Service Address: **47 ONSLOW GARDENS
LONDON
SW7 3PY**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **28/10/1957** *Nationality:* **BRITISH**
Occupation: **SURVEYOR**

Company Director 3

Type: Person
Full forename(s): TIMOTHY PETER

Surname: WILSON

Former names:

Service Address: FLAT 6 47 ONSLOW GARDENS
SOUTH KENSINGTON
LONDON
SW7 3PY

Country/State Usually Resident: USA

Date of Birth: 26/01/1980

Nationality: AUSTRALIAN

Occupation: FINANCE

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ORDINARY VOTING RIGHTS

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	100

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 18/06/2013 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for the company are shown below

<i>Shareholding 1</i>	: 6 ORDINARY shares held as at the date of this return
<i>Name:</i>	SUSANNA HAYES
<i>Shareholding 2</i>	: 37 ORDINARY shares held as at the date of this return
<i>Name:</i>	MARTIN PHILIP DRAGE
<i>Shareholding 3</i>	: 1 ORDINARY shares held as at the date of this return
<i>Name:</i>	M.P. DRAGE
<i>Shareholding 4</i>	: 16 ORDINARY shares held as at the date of this return
<i>Name:</i>	CULLIGAN ENTERPRISE CORPORATION
<i>Shareholding 5</i>	: 1 ORDINARY shares held as at the date of this return
<i>Name:</i>	D. BOYCOTT
<i>Shareholding 6</i>	: 16 ORDINARY shares held as at the date of this return
<i>Name:</i>	DAVID EDWIN BOYCOTT
<i>Shareholding 7</i>	: 1 ORDINARY shares held as at the date of this return

Name: A. LEUNG

Shareholding 8 : 6 ORDINARY shares held as at the date of this return
Name: TIMOTHY PETER WILSON

Shareholding 9 : 1 ORDINARY shares held as at the date of this return
Name: MASON DRAGE LTD

Shareholding 10 : 1 ORDINARY shares held as at the date of this return
Name: TIMOTHY PETER WILSON

Shareholding 11 : 1 ORDINARY shares held as at the date of this return
Name: SUSANNA HAYES

Shareholding 12 : 12 ORDINARY shares held as at the date of this return
Name: MASON DRAGE LTD

Shareholding 13 : 1 ORDINARY shares held as at the date of this return
Name: M. DRAGE

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.

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Companies House

AR01 (ef)

Annual Return



Received for filing in Electronic Format on the: 26/06/2014

X3AVOC0B

Company Name: 47 ONSLOW GARDENS LIMITED

Company Number: 03213668

Date of this return: 18/06/2014

SIC codes: 68320

Company Type: Private company limited by shares

Situation of Registered Office: 47 ONSLOW GARDENS
LONDON
SW7 3PY

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **NOLLAG**

Surname: **LAMONT**

Former names:

Service Address: **6 COLLETTS COTTAGES THAME ROAD
GREAT MILTON
OXFORD
UNITED KINGDOM
OX44 7NX**

Company Director **I**

Type: **Person**

Full forename(s): **MR DAVID EDWIN**

Surname: **BOYCOTT**

Former names:

Service Address: **2149 TOWER 7 HONG KONG PARKVIEW
88 TAI TAM RESERVOIR ROAD
HONG HONG
CHINA**

Country/State Usually Resident: **CHINA**

Date of Birth: **10/07/1957**

Nationality: **BRITISH**

Occupation: **BANKER**

Company Director 2

Type: **Person**

Full forename(s): **MR MARTIN PHILIP**

Surname: **DRAGE**

Former names:

Service Address: **47 ONSLOW GARDENS
LONDON
SW7 3PY**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **28/10/1957**

Nationality: **BRITISH**

Occupation: **SURVEYOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	100
		<i>Aggregate nominal value</i>	100
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

ORDINARY VOTING RIGHTS

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	100
		<i>Total aggregate nominal value</i>	100

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 18/06/2014 or that had ceased to be shareholders since the made up date of the previous Annual Return

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<i>Name:</i>	MARTIN PHILIP DRAGE
<i>Shareholding 3</i>	: 1 ORDINARY shares held as at the date of this return
<i>Name:</i>	M.P. DRAGE
<i>Shareholding 4</i>	: 16 ORDINARY shares held as at the date of this return
<i>Name:</i>	A LEUNG
<i>Shareholding 5</i>	: 1 ORDINARY shares held as at the date of this return
<i>Name:</i>	D. BOYCOTT
<i>Shareholding 6</i>	: 16 ORDINARY shares held as at the date of this return
<i>Name:</i>	DAVID EDWIN BOYCOTT
<i>Shareholding 7</i>	: 1 ORDINARY shares held as at the date of this return

Name: A. LEUNG

Shareholding 8 : 0 ORDINARY shares held as at the date of this return
Name: TIMOTHY PETER WILSON

Shareholding 9 : 1 ORDINARY shares held as at the date of this return
Name: MASON DRAGE LTD

Shareholding 10 : 0 ORDINARY shares held as at the date of this return
Name: TIMOTHY PETER WILSON

Shareholding 11 : 1 ORDINARY shares held as at the date of this return
Name: SUSANNA HAYES

Shareholding 12 : 12 ORDINARY shares held as at the date of this return
Name: MASON DRAGE LTD

Shareholding 13 : 1 ORDINARY shares held as at the date of this return
Name: M. DRAGE

Shareholding 14 : 7 ORDINARY shares held as at the date of this return
Name: YUAN TIAN

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.