

## 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

#### 目 錄

J	_
	_
ı	_

**報告** 1-8

#### 附錄

- 1 議員個人利益監察委員會的委員名單
- 2 議員個人利益監察委員會的職權範圍
- 3 《議員個人利益監察委員會處理投訴程序》
- 4 投訴函件
- 5 投訴人提述的報章報道
- 6 立法會《議事規則》第83條
- 7 梁君彥議員於2016年12月5日致議員個人利益 監察委員會秘書的回覆(中文翻譯本)
- 8 梁君彥議員於2017年2月6日致議員個人利益 監察委員會秘書的回覆\*(中文翻譯本)(附頁只 備英文本)
- 9 47 Onslow Gardens Limited 分別於2013年6月18日 及 2014年 6 月 18 日 提 交 的 周 年 申 報 表 ( 只 備 英文本)

空白頁 Blank page

#### 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

#### 引言

本報告是議員個人利益監察委員會("監察委員會")就對立法會議員梁君彥("梁議員")的投訴作出考慮及調查後提交的報告。

#### 監察委員會的委員名單、職權範圍及處理投訴程序

- 2. 監察委員會的委員名單載於附錄 1。
- 3. 根據《議事規則》第73(1)條(**附錄 2**),監察委員會的職權 範圍包括考慮與議員個人利益的登記及申報有關的投訴,或就 議員未有登記及申報其個人利益而作出的投訴,並經監察 委員會考慮後如認為適當,調查該投訴。
- 4. 監察委員會採納《議員個人利益監察委員會處理投訴程序》("《程序》")(**附錄 3**)處理投訴。

#### 投訴

- 5. 2016年11月11日,監察委員會秘書收到梁繼昌議員("投訴人")的函件(**附錄 4**),對梁議員作出投訴。投訴人根據早前刊登的多則傳媒報道(**附錄 5**)(其中一則夾附於投訴函件內),指稱梁議員擁有兩間英國註冊公司(即 Sun Hing (UK) Limited ("SHL")和 47 Onslow Gardens Limited ("OGL"))的股份,但自 2008年以來一直未有向立法會秘書登記該等利益。鑒於在立法會網站發布的梁議員登記紀錄顯示,他在 2016年 10月 19日才登記上述利益,投訴人認為梁議員違反了《議事規則》第83條(**附錄 6**)所訂明的議員登記個人利益的規定。
- 6. 監察委員會認為,該投訴與梁議員根據《議事規則》 第 83 條登記個人利益有關,監察委員會應按照《議事規則》 第 73(1)(c)條予以考慮。

#### 投訴所涉及的規則

- 7. 《議事規則》第 83 條訂明議員登記個人利益的規定。 議員登記的個人利益的詳情登錄於《議員個人利益登記冊》內, 供公眾查閱。議員須:
  - (i) 根據《議事規則》第 83(1)條,不遲於每屆立法會 任期舉行首次會議當天,向立法會秘書提供其須予 登記的個人利益詳情(即就須予登記的個人利益作 首輪登記);及
  - (ii) 根據《議事規則》第83(3)條,在其須予登記的個人 利益日後有任何變更時,在變更後14天內向立法會 秘書提供有關變更的詳情。
- 8. 監察委員會認為,投訴涉及《議事規則》第 83(5)(h)條所界定的下述類別"須予登記的個人利益":
  - "公司或其他團體的名稱,如據議員所知,其本人,或 連同其配偶或未成年子女,或代表其配偶或未成年 子女持有該公司或團體的股份的實益權益,而該等 股份的數目超過該公司或團體已發行股份總數的百分 之一者"("股份利益")。

#### 對投訴所作的考慮及調查

9. 經考慮投訴的內容、投訴人提及的傳媒報道、被投訴的議員所登記的個人利益,以及《議事規則》的相關條文後,監察委員會決定就投訴進行調查。由 2016 年 11 月至 2017 年 4 月期間,監察委員會合共舉行 4 次會議 <sup>1</sup>,全部按《程序》以閉門方式舉行。

#### 相關期間

10. 《程序》第 2(c)段訂明,若投訴關乎議員被指稱在接獲投訴日期之前 7 年或以上期間所作的作為或漏報事件,監察委員會不會予以考慮。鑒於對梁議員的投訴是於 2016 年 11 月 11 日接獲的,而梁議員是第四屆及第五屆立法會的議員,監察委員會因此決定,與投訴相關的期間為 2009 年 11 月 11 日至 2016 年 11 月 10 日(首尾兩天包括在內)("相關期間")。

<sup>2016</sup>年11月22日及12月13日;2017年2月21日及4月10日。

#### 登記紀錄

11. 在相關期間,梁議員曾 5 次登記他在各間公司的股份利益,當中有關 SHL 和 OGL 的登記撮述如下:

	立法會	登記日期		與投訴相關的公司	
	任期			SHL	OGL
相關期間	第四屆	6.10.2008		*	*
		8.10.2008		該屆首	次會議
		11.11.2009		接獲投訴之前7年	
	第五屆	9.10.2012	(1)	*	*
		10.10.2012		該屆首次會議	
		31.10.2012	(2)	*	*
		5.4.2013	(3)	*	×
	第六屆	7.10.2016	(4)	*	×
		12.10.2016		該屆首次會議	
		19.10.2016	(5)	✓	✓
		10.11.2016		接獲投訓	前一天

- ✔ 股份利益登記包含此公司
- ★ 股份利益登記不包含此公司
- 12. 在相關期間,梁議員只曾於 2016 年 10 月 19 日就他在 SHL 和 OGL 的股份利益作出一次登記。

#### 違反《議事規則》的指稱

- 13. 基於《議事規則》第 83(1)及(5)(h)條,監察委員會判定 有關梁議員違反《議事規則》的指稱如下:
  - "梁君彥議員分別在第五屆及第六屆立法會就其須予登記的個人利益作出首輪登記時,沒有按《議事規則》第 83(5)(h)條的規定,登記他在 SHL 和 OGL 的股份利益,因而違反了《議事規則》第 83(1)條。"

#### 梁議員的回應及進一步澄清

14. 按照《程序》,監察委員會告知梁議員有關對他的投訴 及監察委員會就投訴進行調查的決定。監察委員會並請梁議員 就該投訴提交書面資料及解釋。經考慮梁議員 2016 年 12 月 5 日 的回覆(**附錄 7**)("首封覆函")後,監察委員會請他以書面闡釋其 回覆的內容並提交進一步資料。梁議員於2017年2月6日作出回應並提交資料(附錄8)("第二封覆函")。

- (a) 沒有登記在 SHL 的股份利益的指稱
- 15. 梁議員表示,SHL 只發行了一股股份,而該股股份在整段相關期間,由他和梁嘉彥先生各持有一半。SHL 是他的家族成衣貿易生意(即新興織造廠有限公司("新興")的代表辦事處,而成立 SHL 的目的只為向新興的歐洲客戶提供服務。SHL 自2015 年 5 月起已停止所有活動和成為不活動公司,並最終於2017年1月24日解散。

放棄在SHL的股份利益的決定未獲執行

- 16. 梁議員表示,他在 2012 年已指示其秘書執行他的下述 決定:
  - (i) 辭任 SHL 董事; 及
  - (ii) 把他在 SHL 的股份利益轉讓予 SHL 的另一名股東 (即梁嘉彥先生),從而放棄他在 SHL 的股份利益。

儘管上述辭任一事<sup>2</sup>已實行,但由於新興與SHL在溝通上出錯,轉讓股份利益一事卻沒有實現。

17. 監察委員會察悉,就算梁議員確已在 2012 年放棄他在 SHL 的股份利益,也不會改變以下事實:由相關期間的起始(即 2009 年 11 月 11 日),直至放棄股份利益的安排生效的那一刻期間,他仍是沒有登記其在 SHL 的股份利益。鑒於放棄股份利益的決定從未獲執行,監察委員會須考慮的問題仍然是:梁議員在整段相關期間沒有登記他在 SHL 的股份利益。

梁議員的解釋和監察委員會的調查結果

18. 梁議員表明,他沒有在相關期間登記他在 SHL 的股份利益,實屬無心之失。他強調,"SHL 是一間為新興的歐洲客戶提供更貼身服務而成立的公司",而 SHL 在他的家族生意中只擔當輔助角色。SHL"本身並無任何客戶",因為與客戶簽訂成衣

<sup>&</sup>lt;sup>2</sup> 在第四屆立法會,梁議員於 2008 年 10 月 6 日、2011 年 4 月 27 日、2011 年 12 月 22 日及 2012 年 7 月 5 日在"受薪董事職位"類別下作出的利益登記,每項都包含 SHL。然而,在第五屆立法會,梁議員於 2012 年 10 月 9 日及 31 日就這類利益作出的登記均沒有包含 SHL。

貿易合約的是新興而不是 SHL。梁議員亦表明,此事與他擔任立法會議員的角色並無利益衝突。

- 19. 鑒於上文第 15 至 18 段所述,加上梁議員承認他沒有在相關期間登記他在 SHL 的股份利益,監察委員會判定,梁議員違反了《議事規則》第 83(1)條,而對他的投訴中有關 SHL 的部分成立。
- (b) 沒有登記在 OGL 的股份利益的指稱
- 20. 梁議員告知監察委員會,OGL擁有位於英國倫敦 47 Onslow Gardens 的一項物業的永久業權土地。監察委員會從 OGL 的組織章程大綱中察悉(附錄 8 第 13 頁),OGL 的其中一項 宗旨,是管理及掌管位於 47 Onslow Gardens 的土地和樓宇的永久業權公用部分,以及每個位於 Onslow Gardens 的批租物業單位(即 A室及1至6室)各自的永久業權復歸權益。根據 OGL 的組織章程 細則("細則")(附錄 8 第 19 頁),截至這些細則獲採用的日期, OGL 的法定股本及已發行股本為 100 英鎊,分成 100 股每股 1 英鎊的普通股。這些股份發行予上述物業單位的契約持有人。
- 21. 梁議員進一步告知監察委員會,Culligan Enterprises Corporation ("CEC")擁有位於 47 Onslow Gardens 的一幢住宅樓宇內一個物業單位,因此是 OGL 的股東。監察委員會從登記紀錄察悉,在整段相關期間,梁議員是 CEC 的受薪董事兼股東。

#### 對轉讓 OGL 股份的誤解

- 22. 梁君彥議員在他的首封覆函中承認他在 OGL 有股份利益,因為"不知何故,有關股份……轉讓予"他,而他並不知情。梁議員並表示,自 2004 年 10 月起,他已根據《議事規則》第 83 條,在"土地及物業"類別下登記他在英國擁有一項物業的利益。故此,他沒有登記所述的股份利益,並非蓄意隱瞞,而此事與他擔任立法會議員的角色並無利益衝突。
- 23. 由於若干 2016 年 10 月的傳媒報道(附錄 5)刊登了看來是OGL周年申報表的摘錄,監察委員會曾研究兩份日期分別為2013 年 6 月 18 日及 2014 年 6 月 18 日的周年申報表(**附錄 9**);

該兩份申報表是從英國政府公司登記處的官方網站下載<sup>3</sup>,並獲梁議員確認為OGL所提交的真實及真確紀錄。監察委員會從這些周年申報表察悉,在OGL已分配的 100 股股份當中,截至2013年6月18日,CEC以第4名持股者的身份持有其中16股,但截至2014年6月18日,該16股則由"ALEUNG"持有。監察委員會要求梁議員澄清,OGL第4名持股者的上述轉變,是否其首封覆函中所述的股份轉讓所引致。監察委員會亦請梁議員解釋,鑒於他在相關時間是CEC的受薪董事兼股東,OGL的股份如何能夠在他不知情的情況下轉讓予他。

- 24. 梁議員在其第二封覆函中,沒有維持他在其第一封覆函中所提、OGL的股份已轉讓予他的說法。他向監察委員會解釋,負責處理 CEC 所擁有物業單位的所有事務的律師告知他,如要進行 OGL的股份由 CEC 轉讓予他:
  - (i) 他必須簽署一份股份轉讓書並繳付印花稅;
  - (ii) CEC 必須把股份證明書的正本交回 OGL;及
  - (iii) OGL 在批准股份轉讓後,必須向承讓人發出新的股份證明書。

梁議員表明,上述事件皆從未發生。

- 25. 梁議員並請監察委員會注意 OGL 的細則第 6(1)及(2)條 (附錄 8 第 20 頁)。該等條文清晰訂明,只有物業單位的註冊擁有人(即契約持有人)才可以持有 OGL 的股份。因此,物業單位的擁有人在持有有關住宅的法定產業權期間,不能處置該等股份,而有關轉讓亦會遭 OGL 的董事拒絕。
- 26. 基於上述前設,梁議員表明他確實相信,OGL 的股份轉讓從未發生,而有關的周年申報表所載與 OGL 持股情況相關的資料並不準確,而且並不反映實情。此外,他已主動採取步驟,把該項錯誤通知 OGL 的一名董事和 OGL 的律師,並要求他們"確認並糾正有關的公開紀錄"。

<sup>&</sup>lt;sup>3</sup> https://beta.companieshouse.gov.uk/company/03213668

#### 監察委員會的調查結果

- 27. 根據由梁議員提供的 OGL 的細則和查冊紀錄(附錄 8 第 29 至 31 頁),監察委員會察悉,在 OGL 所分配的 100 股股份當中,CEC 應持有 17 股。
- 28. 鑒於梁議員在其第二封覆函中作出的澄清及提供的證明文件,監察委員會接納他的解釋,即OGL的股份由CEC轉讓予他一事從未發生。因此,梁議員在相關期間內在OGL並沒有須予登記的股份利益<sup>4</sup>。因此,監察委員會判定:
  - (i) 他在 2016 年 10 月 19 日登記其在 OGL 的股份利益 屬錯誤;及
  - (ii) 該投訴中有關他沒有登記在 OGL 的股份利益的 部分**不成立**。

#### 是否建議作出處分

- 29. 監察委員會判定梁議員沒有登記他在SHL的股份利益,因此違反了《議事規則》第83(1)條(請參閱上文第19段)後,曾商議是否根據《議事規則》第73(1)(e)條,建議對梁議員作出《議事規則》第85條<sup>5</sup>所訂的處分,以及若作出處分,應建議作出何種處分。
- 30. 按照《程序》第 18 段,監察委員會曾考慮有否證據顯示 梁議員違反登記規定:
  - (i) 是蓄意的作為;及
  - (ii) 與他擔任立法會議員的角色有利益衝突。
- 31. 監察委員會作出結論,認為沒有資料顯示該違規事件是蓄意的作為,或與梁議員擔任立法會議員的角色有利益衝突。

<sup>4</sup> OGL 的周年申報表顯示,截至 2013 年及 2014 年的 6 月 18 日, "A. LEUNG"(即"Andrew LEUNG",梁議員的英文姓名)以 OGL 第 7 名持股者的身份,持有 100 股 OGL 股份當中的 1 股。監察委員會接納梁議員在其第二封覆函中作出的解釋,即根據 OGL 的細則,該股股份應該是發行予CEC 而非"A. LEUNG"的。監察委員會並從夾附於第二封覆函的來往信函(附錄 8 第 34 頁)中察悉,CEC 擁有 47 Onslow Gardens 的 3 室,而根據 OGL的細則第 2(2)條,3 室的契約持有人(即 CEC)應獲發行 17 股股份。

<sup>5 《</sup>議事規則》第85條訂明多項事宜,包括任何議員如不遵從《議事規則》 第83條所訂的登記規定,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。

鑒於這項結論及監察委員會過往處理同類個案的經驗,監察 委員會決定不建議就該違規行為對梁議員作出處分。

#### 結語

- 32. 梁議員在其第二封覆函中表示,在 2016 年 10 月,他並不懷疑 OGL 的周年申報表的準確性,因為該等申報表是 OGL 提交的公開文件。他在發出其第一封覆函時,假定該等申報表是準確無誤的,並確實認為股份轉讓一事不知何故確曾發生。然而,他當時已感到困惑,因為就他記憶所及,他從未採取任何程序,把 OGL 的股份由 CEC 轉讓予他本人或任何其他人。
- 33. 監察委員會認為,由於梁議員誤以為股份轉讓一事確曾發生,以致他在2016年10月19日(即傳媒首次報道他沒有登記該項利益之後一天)錯誤地登記在OGL的股份利益。監察委員會認為,這項錯誤的登記 <sup>6</sup>帶有誤導性,令人誤以為梁議員在相關期間內擁有OGL多於1%的股份利益。
- 34. 監察委員會察悉,梁議員在大約 7 個星期後,即他於 2016 年 12 月 5 日提交首封覆函時,他仍然相信股份轉讓一事確曾發生。儘管梁議員對股份轉讓一事感到困惑,但他在提交該覆函前並未充分核證相關事實,並因而向監察委員會提供了錯誤資料,導致監察委員會在考慮該投訴期間曾被錯誤資料誤導,監察委員會對此表示失望。
- 35. 鑒於議員登記個人利益的主要目的,是提供議員所收受金錢或其他實惠的資料,而該等個人利益可能被其他人合理地視為會影響他們以立法會議員身份所作的行為,故此議員應適時登記他們的個人利益,並應採取一切合理步驟核實其個人利益的詳情是否準確,然後才送交立法會秘書以作登記。

<sup>6 《</sup>個人利益登記指引》第 III(1)段給議員的忠告是,議員如認為應該公開某些相關資料,則可自行決定是否透露《議事規則》規定範圍以外的個人利益。事實上,有不少議員為求行事更透明或為謹慎起見,作出規定範圍以外的登記。然而,這類登記與錯誤登記不應相提並論。

#### 附錄 1

## 第六屆立法會 議員個人利益監察委員會

#### 委員名單

主席 姚思榮議員, BBS

**副主席** 毛孟靜議員

李國麟議員, SBS, JP

梁美芬議員, SBS, JP

葛珮帆議員, JP

廖長江議員, SBS, JP

林卓廷議員

秘書 梁紹基先生

**法律顧問** 林秉文先生

空白頁 Blank page

# 議員個人利益監察委員會職權範圍

(《議事規則》第73(1)條)

- (1) 研究議員個人利益登記冊的編製、備存、取覽等各項安排;
- (2) 考慮議員或其他人士就該登記冊的形式及內容提出的建議;
- (3) 考慮與議員個人利益的登記及申報有關或就議員未有 登記及申報其個人利益而作出的投訴,並經委員會考慮後 如認為適當,調查該投訴;
- (4) 考慮與第83AA條(申請發還工作開支或申請預支營運 資金)所提述的議員行為有關的投訴,並經委員會考慮後 如認為適當,調查該投訴;
- (5) 考慮關乎議員以其議員身份所作行為的操守標準事宜,並 就該等事宜提供意見及發出指引;及
- (6) 向立法會作出報告及建議,包括關於根據本議事規則 第85條(與個人利益、工作開支或營運資金有關的處分) 作出處分的建議。

空白頁 Blank page

### 議員個人利益監察委員會 處理投訴程序

(2014年12月9日)

#### 第I部分:初步處理投訴

1. 議員或市民("投訴人")向議員個人利益監察委員會("委員會")作出的 所有投訴,均必須採用書面方式。投訴人的身份會向被投訴的議員 披露,以及在委員會就該投訴向立法會提交的報告中披露。

#### 2. 若投訴:

- (a) 是由匿名人士作出,或是由(i)無法取得聯絡的人、(ii)無法查證 其身份的人,或(iii)拒絕其身份被披露的人所作出;或
- (b) 是針對前任議員的;或
- (c) 關乎議員被指稱在接獲投訴日期之前7年或以上期間所作的作為 或漏報事件;或
- (d) 不屬《議事規則》第73(1)(c)及(ca)條所訂的委員會職權範圍,

秘書須向投訴人作出書面回覆(如可與投訴人取得聯絡的話),表明委員會不會考慮其投訴,並把投訴及書面回覆發送給委員會委員("委員")。若被投訴的議員事先已給予指示,表明應獲告知任何針對該議員而委員會不考慮的投訴,秘書須把投訴及書面回覆送交該議員。如本段(a)(iii)項適用,秘書把投訴送交被投訴的議員前,須把關於投訴人身份的資料遮蓋。

3. 除非投訴已按照第2段處理,否則秘書須請主席決定委員會應否 召開會議考慮該投訴。主席須在被告知有關投訴當日起計3個工作天 內,把其就此所作的決定告知秘書。

- 4. 主席可基於下列理由決定無須召開會議考慮投訴:
  - (a) 該投訴純粹是基於臆測、推論或無事實根據的判斷而作出;或
  - (b) 該投訴涉及實質重複的指稱,而該等指稱已獲委員會處理,以及 投訴人未有出示新的資料;或
  - (c) 主席認為適當的其他理由。
- 5. 若主席決定無須召開會議考慮投訴,主席須通知秘書作此決定的 理由。秘書隨後須藉通告把主席的決定及其理由送交委員。委員如 不同意主席的決定,須在通告日期起計3個工作天內回覆秘書。
  - (a) 如秘書在上述3個工作天屆滿時,收到過半數委員的回覆表明 不同意主席的決定,主席須立即指示秘書安排在10個工作天內 召開會議考慮投訴。
  - (b) 如秘書在上述3個工作天屆滿時,收到不足過半數委員的回覆表明不同意主席的決定,主席的決定及其理由將被視作委員會的決定及其理由,而委員會不會就該投訴採取進一步行動。秘書須以書面方式把委員會的決定及其理由送交投訴人。若被投訴的議員事先已給予指示,表明應獲告知任何針對該議員而委員會不考慮的投訴,秘書須把投訴及書面回覆送交該議員。
- 6. 若主席決定召開會議考慮投訴,秘書須安排在獲通知有關決定的日期 起計10個工作天內召開會議。

#### 第II部分:考慮投訴

- 7. 委員會可舉行一次或以上的閉門會議以考慮投訴。該(等)會議的目的 是讓委員會在考慮以下事官後決定會否調查投訴:
  - (a) 投訴所載的資料;
  - (b) 被投訴的議員被指稱違反的相關規則;及
  - (c) 任何其他相關的現成資料,例如被投訴的議員所登記的個人 利益的紀錄、《立法會議員申請發還工作開支的指引》("《發還 開支指引》")及傳媒報道等等。
- 8. 若委員會決定不調查投訴,委員會不會就該投訴採取進一步行動。 秘書須以書面方式把該項決定及其理由送交投訴人。若被投訴的議員 事先已給予指示,表明應獲告知任何針對該議員而委員會不調查的 投訴,秘書須把投訴及書面回覆送交該議員。
- 9. 若委員會決定調查投訴,秘書須通知被投訴的議員有關該投訴及 委員會的決定。

#### 第III部分:調查投訴

- 10. 委員會可舉行一次或以上會議以調查投訴。調查投訴期間,委員會可:
  - (a) 邀請被投訴的議員以書面提交資料及/或出席委員會的會議 作出解釋及提交資料;
  - (b) 邀請投訴人或任何其他人士以書面提交資料及/或出席委員會 的會議提交資料;及
  - (c) 從委員會認為適當的任何其他來源,收集或安排收集有關投訴 的資料。

- 11. 若投訴與議員申請發還工作開支或申請預支營運資金有關,委員會 須按《議事規則》第73(1A)條所訂,顧及《發還開支指引》的條文。
- 12. 委員會可引用《立法會(權力及特權)條例》(第382章)第9(1)條所賦予的權力,藉傳票命令任何人到委員會席前,作證或出示其所管有或控制的任何文據、簿冊、紀錄或文件。
- 13. 委員會可安排應傳票到其席前的任何人士在宣誓後接受訊問,以及 要求該人在宣誓後核實該人較早前或在任何先前的會議上提供的 任何資料及陳述。
- 14. 委員會調查投訴的會議須為閉門會議,除非被投訴的議員或應邀或 遵照命令出席相關會議的任何人士要求會議公開舉行,並獲委員會 接納。
- 15. 被投訴的議員可由最多3名人士陪同出席委員會的會議,向該議員提供協助或意見("陪同人士")。出席委員會會議的不同環節的陪同人士可以不相同,並可包括法律顧問。陪同人士不得向委員會發言。被投訴的議員必須親自回答提問、作出解釋或提供資料。

#### 第IV部分:向立法會提交報告

16. 委員會完成調查投訴後,須按照《議事規則》第73(1)(e)條向立法會提交就該投訴的報告。報告擬稿的相關部分須送交被投訴的議員,惟該議員必須先簽署第23段所述的保密承諾書。被投訴的議員可在收到報告擬稿的相關部分的日期起計7個工作天內,向委員會作出書面回應。

- 17. 經考慮被投訴的議員根據第16段所作出的書面回應(如有的話)後, 委員會可為報告定稿。會議中所聽取的證供的謄本全文須盡量刊載於 委員會向立法會提交的報告內,並作為該報告的一部分。
- 18. 若委員會認為被投訴的議員違反了《議事規則》的相關條文,委員會可根據《議事規則》第85條,就處分該議員作出建議。委員會在考慮是否建議作出處分或建議何種處分時,可考慮各項因素,包括有否證據顯示被投訴的議員違反《議事規則》的相關條文:
  - (a) 是蓄意的作為;及
  - (b) 與該議員的立法會議員角色有利益衝突。
- 19. 委員會向立法會提交報告後,須向投訴人提供報告的副本。

#### 第V部分: 暫時中止有關投訴的工作

20. 在考慮或調查投訴期間,若委員會獲悉該投訴或有關該投訴的事宜正 由執法機關調查,或與在法庭待決的案件有關,委員會可暫時中止其 對該投訴的考慮或調查,直至執法機關的調查或法律程序完結為止。

#### 第VI部分:保密規定

21. 出席委員會閉門會議的所有委員及其他人士(被投訴的議員除外), 每人均須簽署一份保密承諾書,承諾若未事先獲委員會的書面授權, 不會發表有關委員會閉門會議過程的任何事宜,包括在委員會席前 取得的證據、向委員會出示的文件、委員會的商議工作及決定,但若 該等事宜已向外發表或載於委員會向立法會提交的任何報告內則 除外。

- 22. 當委員會裁定某位委員或任何人士違反了其向委員會作出的承諾, 委員會將考慮是否及如何處置該委員或人士,並可採取行動,包括 根據《議事規則》第81條(證據的過早發表),在立法會動議議案訓誡 或譴責該委員,或由委員會通過議案,對該委員或人士違反承諾表達 不滿。
- 23. 在委員會按照第16段把報告擬稿的相關部分送交被投訴的議員 之前,後者必須簽署一份保密承諾書,承諾若未事先獲委員會的書面 授權,不會發表與報告擬稿有關的任何事宜,但若該等事宜已向外 發表或載於委員會向立法會提交的任何報告內則除外。當委員會裁定 被投訴的議員違反了其向委員會作出的承諾,委員會可考慮是否及 如何處置該議員,並可採取行動,包括由委員會通過議案對該議員 違反承諾表達不滿。

#### 第VII部分:委員參與處理投訴

24. 任何提出投訴或被投訴的委員,均不得以委員會委員的身份參與處理 該投訴,或出席委員會考慮或調查該項投訴的任何會議。



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

#### 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。

安维是

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 Onslow16%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。——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

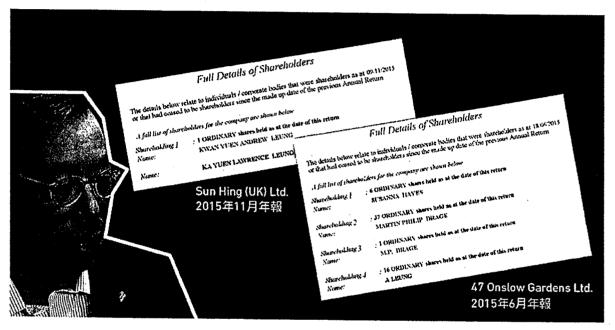
更多 壹週Plus 文章

桌面版 使用說明 使用條款 聯絡我們

©2016 AD Internet Limited. All rights reserved. 版權所有 不得轉載

## 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。

壹周刊:梁君彥持英國公司股權 無向立會申報|立場報道|立場新聞

而47 Onslow Gardens Limited於2015年6月的<u>公司資料</u>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。

關於我們 客戶查詢 技術支援 私隱政策 © 2016 立場新聞. All rights reserved.

/ 01偵查

01. 值查

標籤:

#### 梁君彥漏報英國公司股份長達12年 公民黨促交代

立法會

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

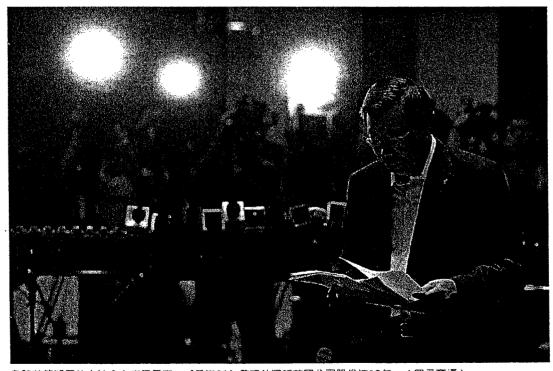
功能組別

**證好** 分享 ₹401

梁君彦

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。

利益衝突



身陷英籍疑雲的立法會主席梁君彦・《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

消委會 劉鎣雄 消委會測試調查 宣誓風波/釋法 人大釋法 美國大選 釋法衝突 深頌恆 特朗普 游蔥禎 希拉里

#### 梁君彥漏報英國公司股份長達12年 公民黨促交代 | 香港01 | 01偵查 |

(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。

· 1 ORDINARY shares held as at the date of this return M.P. DRAGE 16 ORDINARY shares held as at the date of this return Shareholding 4 CULLICAN ENTERPRISE CORPORATION ; 1 ORDINARY shares held as at the date of this return Shareholding 5 D. BOYCOTT
1 ORDINARY shares held as at the date of this return 2014 M.P. DRAGE . IG ORDINARY shares held as at the date of this return Shareholding 4 ALEUNG Name: . 1 ORDINARY shares held as at the date of this return Shareholding 5 D ROYCOTT Name.

英國公司註冊處文件顯示,2013年Culligan Enterprise Corporation持有47 Onslow16%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。



#### 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瞞報董事職務·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。

# 2013

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

> Shareholding4 Name:

16 ORDINARY shares held as at the date of this return CUBLIGAN BNTBRPRISE CORPORATION

> Shareholding 5 Name:

D. BOYCOTT

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

Sharoholding 3

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

ALBUNG

Shareholding 5 Shareholding 4 Name:

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

D. BOYCOTT

Name:

公司名稱

China Capital International Limited Champ Grace International Limited BPA Services Company Limited Co-Wear International Limited Apex Glory Capital Limited

Golden Harvest International Enterprises Limited Golden Fortune Properties Limited Culligan Enterprises Corporation Co-Wear Limited

Po Koon Investments Company Limited Sunstine Gold Holdings Limited Super Unique Limited Sureny Spot Limited Kinfield Limited

主要聚務

一般貿易及投資 校议

被供服務

一般貿易及投資 复码以花椒芍斑

校段

20一部社会被解极供服服器

後難: (後難)

日期: 2013年4月5日

本文件只為譯本·登尼斯斯以 1112年 4 月 5 日全紀的 東文為等。 This is a translated version easy, please sede to the original version registered on <u>C. 4., 43</u> 2, for no sufficient record of registered lesse. 第五屆立法會議員個人利益登記冊

Patrick

Companies House

**AR01**(en)

Annual Return

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

Company Name: Stry HING (UR) UTD.

Company Number;

9FST01F0

Date of this return:

89/11/2015

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 provious Annual Return

A full list of shareholders for the company are shown below

Standinding 1 ... 1082) INARY there beld mat the face of the return KWANYUEN ANDREW LEING

Name:

KA YUEN LAWRENCE LEUNG

Authenticated

This form was authorised by one of the following:

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

Authorisation

2015年英國公司註冊處周年申報表

End of Electronically Filed Document for Company Number: 04184636

Poge: 4



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 OnslowGardens 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。 空白頁 Blank page

## 立法會議事規則 第83條

#### 83. 個人利益的登記

- (1) 除按第(2)款的規定就個人利益作登記的目的外,每名議員不得遲於每屆任期擧行首次會議當天,以立法會主席批准的格式,向立法會秘書提供其須予登記的個人利益詳情。 (1999 年第 107 號法律公告)
- (2) 每名新任立法會議員,須在其為填補立法會議員空缺而成為立法會議員的日期起計 14 天內,以立法會主席批准的格式, 向立法會秘書提供其須予登記的個人利益詳情。
- (3) 每名議員須予登記的個人利益如有變更,該議員須在變更後 14天內,以立法會主席批准的格式,向立法會秘書提供變更 詳情。
- (4) 立法會秘書須安排將該等詳情登錄於議員個人利益登記冊 內,而該登記冊可供任何人士在辦公時間內查閱。
- (5) 在本條中,"須予登記的個人利益"指-
  - (a) 公共或私營公司的受薪董事職位,以及如有關公司有 一間《公司條例》(第 622 章)第 13 條所指的控權公司, 亦包括該控權公司的名稱; (2006 年第 73 號法律公告; 2014 年第 1 號法律公告)
  - (b) 接受薪酬的僱傭關係、職位、行業、專業或職業;
  - (c) 客戶的姓名或名稱,如以上所提述的個人利益包括議員 向客戶提供的個人服務,而該等個人服務是由於其 立法會議員身份所引致或以任何方式與該身份有關者;

(d) (i) 議員在其當選為立法會議員的選舉中,以候選人身份或由任何人代表其收取的所有捐贈,而該等捐贈目的為支付該議員在該選舉中的選舉開支;或

(1999 年第 107 號法律公告)

- (ii) 作為立法會議員時,來自任何人士或組織的財政 贊助,而提供詳情時須說明該項贊助是否包括以 直接或間接方式付予該議員或其配偶的款項,或 給予該議員或其配偶的實惠或實利; (1999 年第 107 號法律公告)
- (e) 議員或其配偶由於與其立法會議員身份有關或由該身份引致的海外訪問,而該次訪問的費用並非全數由該議員或公費支付;
- (f) 議員或其配偶因其議員身份從:
  - (i) 香港以外的政府或組織;或
  - (ii) 非香港永久性居民的人士 所收受或代表上述政府、組織或人士所收受的款項、 實惠或實利;
- (g) 土地及物業;
- (h) 公司或其他團體的名稱,如據議員所知,其本人,或連同其配偶或未成年子女,或代表其配偶或未成年子女持有該公司或團體的股份的實益權益,而該等股份的數目超過該公司或團體已發行股份總數的百分之一者。 (2014年第1號法律公告)

# 中文翻譯本

# 機密文件

# 回條

(請於 2016 年 12 月 6 日(星期二)或之前交回)

檔號 : CB(3)/C/CON/15 (16-20)

致 : 議員個人利益監察委員會秘書

# 對梁君彥議員的投訴

# A. Sun Hing (UK) Limited

2.

1. 就Sun Hing (UK) Limited而言,自 2009 年 11 月 11 日(即緊接收到投訴的日期之前 7 年)至 2016 年 10 月 18 日(即閣下向立法會秘書登記持有該公司的股份利益當天的前 1 天)(下稱"有關期間"),閣下(本人或連同配偶或未成年子女,或本人代表配偶或未成年子女)曾否在任何一天持有該公司的股份的實益權益,而該等股份的數目/面值 <sup>1</sup>超過該公司已發行股份總數/已發行股本 <sup>1</sup>的 1% ? (*請在合適的方格內加上√號*)

▼本人曾經持有該公司1%以上的股份的實益權益。
本人不曾持有該公司 1%以上的股份的實益權益。(請跳到問題3繼續回答)
若閣下在有關期間曾持有該公司 1%以上的股份的實益權益: (a) 請說明閣下持有該公司 1%以上的股份的實益權益的日期(下稱"持股期間"):  □ 本人在整段的有關期間持有該公司 1%以上的股份的實益權益。
□本人在下述的一段或多段時間,持有該公司 1%以上的股份的 實益權益。

(b) 該公司在持股期間的業務性質:

SHL 為新興 (本人的家族生意)的代表辦事處。成立該公司的目的 只為向歐洲客戶提供服務。

<sup>&</sup>lt;sup>1</sup> 根據《議事規則》第 83(5)(h)條,如議員持有某公司或其他團體超過百分之一的股份,便須登記該項股份利益。鑒於 2014年3月3日起生效的新《公司條例》就所有本地公司訂明一個強制無面值的制度,故此《議事規則》第 83(5)(h)條 自該日起已作修訂,刪去對"股份的面值"和"已發行股本"的提述,並分別以"股份的數目"和"已發行股份總數"取代。

(c) 為何閣下沒有向立法會秘書登記在持股期間持有有關的股份利益? 2012 年,本人決定放棄在 SHL 的利益。本人已在 2012 年辭任董事,但集團內部與英國的辦事處在溝通上出錯,本人持有該公司一股股份,而未有按相關情況處理該項股份利益。

本人未有察覺該錯誤,實為無心之失。

B.	17	Onelow	Gardens	Limited
D.	4/	Olisiow	Gardens	Limitea

3. 就47 Onslow Gardens Limited 而言,閣下(本人或連同配偶或未成年子女,或本人代表配偶或未成年子女)在有關期間曾否在任何一天持有該公司的股份的實益權益,而該等股份的數目/面值¹超過該公司已發行股份總數/已發行股本¹的1%?(*请在合適的方格內加上✓號*)

	▼本人曾經持有該公司1%以上的股份的實益權益。
	□本人不曾持有該公司 1%以上的股份的實益權益。(請跳到問題 5 繼續回答)
4.	若閣下在有關期間曾持有該公司 1%以上的股份的實益權益:  (a) 請說明閣下持有該公司 1%以上的股份的實益權益的日期(下稱"持股期間"):  ☑ 本人在整段的有關期間持有該公司 1%以上的股份的實益權益。
	□本人在下述的一段或多段時間,持有該公司 1%以上的股份的 實益權益。

(b) 該公司在持股期間的業務性質:

這間公司旨在讓物業單位業主持有 47 Onslow Gardens 這項物業的永久業權土地

(c) 為何閣下沒有向立法會秘書登記在持股期間持有有關的股份利益? 自 2004 年 10 月 6 日起,本人已在第 7 類別土地及物業下申報 在英國擁有一項物業。

這間公司旨在讓物業單位業主持有 47 Onslow Gardens 這項物業的永久業權土地。本人的其中一間公司 Culligan Enterprises Corporation 擁有該幢樓宇的一個單位,並應該是一名股東。

# 但不知何故,有關股份在本人不知情下轉讓予 A Leung。

5. 就對閣下的投訴,閣下有否其他回應及意見?

這實為本人無心之失。本人必須強調,本人已登記在英國持有一項物業,而因此有關違規事項並非蓄意隱瞞,以及當中並沒有涉及與立法會議員角色的利益衝突。

6.	閣下有否相關文件提供予議員個人利益監察委員會? ( <i>請在合適的方格內加上✔號</i> ) □本人現夾附下述文件:
	⊋沒有。
	簽署:(簽名)
	議員姓名: 梁君彥

日期:

2016年12月5日

空白頁 Blank page

## 機密文件

檔號 : CB(3)/C/CON/15 (16-20)

致 : 議員個人利益監察委員會秘書

# 對梁君彥議員的投訴

就議員個人利益監察委員會秘書於 2016年 11 月 24 日發出的函件 ("監察委員會函件")附錄 IV 所載的問題,你已於 2016年 12 月 5 日的覆函中作答。現謹就該回覆的內容提出進一步問題,請**全面、準確及詳細**作答。如有需要,可在回答問題時加行(如使用本文件的電子文本作答)或另頁填寫。

# A. Sun Hing (UK) Limited

- 1. 監察委員會函件問題 2(b)詢問, Sun Hing (UK) Limited ("SHL") 在持股期間(即由 2009 年 11 月 11 日至 2016 年 10 月 18 日)的 業務性質為何。你回應該問題時表示, SHL 為"a representative office for Sun Hing (my family business)"(翻譯: Sun Hing(本人的家族生意)的代表辦事處)。然而,你於 2016 年 10 月 19 日(即持股期間之後翌日)提交的登記表格中表示, SHL 的業務性質為("Garment Trading")(翻譯:成衣貿易)。

若答案為"否",請列出有關轉變及相關日期。

- (b) 你於 2016 年 12 月 5 日的回覆中所述、SHL 在持股期間的業務性質(即 "Sun Hing(本人的家族生意)的代表辦事處"),與你於 2016 年 10 月 19 日所登記的 SHL 業務性質(即"成衣貿易")是否並不相同?
  - □ 是,兩者並不相同 x 否,兩者相同

若兩者不相同,業務性質轉變於何時發生?

若兩者相同,請解釋為何你分別於 2016 年 12 月 5 日及 2016 年 10 月 19 日使用不同的用語描述同一業務性質。

正如本人在 2016 年 12 月 5 日回應監察委員會的函件時 說明,成立 SHL 旨在為從事成衣貿易的 Sun Hing(本人 的家族生意)的歐洲客戶提供服務。

成衣貿易的實質合約,是由 Sun Hing 與其客戶訂立。 然而,SHL 擔當 Sun Hing 的代表辦事處的角色,以便 為 Sun Hing 在歐洲的成衣貿易客戶提供更佳的客戶服 務。

設於倫敦的 SHL 可更妥善地服務客戶:可面對面會 談,以及因與香港有時差而在 Sun Hing 的非辦公時間 仍可聯絡得上。

自 2015 年 5 月起, SHL 已停止所有活動, 成為不活動 公司, 並最終於 2017 年 1 月 24 日解散。

2. 監察委員會函件問題 2(c)詢問,為何你沒有向立法會秘書登記你在持股期間持有的 SHL 股份的實益權益("股份利益")。你回應該問題時表示:

"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."

(翻譯:2012 年,本人決定放棄在 SHL 的利益。本人已在 2012 年辭任董事,但集團內部與英國的辦事處在溝通上出錯,本人持有該公司一股股份,而未有按相關情況處理該項股份利益。

本人未有察覺該錯誤,實為無心之失。)

(a) 當你在回覆中表示已決定放棄在 SHL 的利益時,所指的是甚麼"利益"?

股份利益

若你指的是 SHL 的股份利益,請填寫以下資料:

(i) 緊接本人作出放棄決定前, 本人持有 SHL 股份的數目及百分比 50%\*

(ii) 本人決定放棄 SHL 股份的數目及 百分比

50%\*

(iii) 本人現時仍然持有 SHL 股份的數目 及百分比

0

\* SHL 只發行了 1 股,由本人及 Lawrence Leung 共同擁 有。

請闡釋你親自或透過他人採取了甚麼行動,以放棄該 (b) 利益。

本人已指示本人的秘書,提出本人辭任 SHL 董事,以 及將本人的股份轉讓予 Lawrence Leung,即 SHL 的另 一名股東。

你的回覆中提到"在溝通上出錯"(there was (c) *miscommunication*)的意思是否為,上述採取行動的人士 由於溝通出錯,沒有按照你的決定放棄該利益?

是。

你在回覆中提及的"集團"(the group)及"英國的辦事處 (d) "(the UK office)所指的實體為何?

新興織造廠有限公司(本人的家族生意)

SHL:英國辦事處

鑒於你表示於 2012 年決定放棄在 SHL 的利益,為何你 (e) 沒有向立法會秘書登記,你由 2009 年 11 月 11 日(即 持股期間開始)至 2012 年你作出放棄該利益的決定那 一刻期間所持有 SHL 的股份利益?

這是本人無心之失。正如上文所述,SHL 是一間為了向

Sun Hing 的歐洲客戶提供更密切服務而成立的公司。 SHL本身並無任何客戶,而在本人的家族生意中只擔當 外圍的角色。

### B. 47 Onslow Gardens Limited

3. 你回應監察委員會函件的問題 4(b)及(c)時表示:

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

(翻譯:這間公司旨在讓物業單位業主持有 47 Onslow Gardens 這項物業的永久土地)

及

"Since 6<sup>th</sup> 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."

(翻譯:自2004年10月6日起,本人已在第7類別土地及物業下申報在英國擁有一項物業。

這間公司旨在讓物業單位業主持有 47 Onslow Gardens 這項物業的永久土地。本人的其中一間公司 Culligan Enterprises Corporation 擁有該幢樓宇的一個單位,並應該 是一名股東。但不知何故,有關股份在本人不知情下轉 讓予A Leung。)

(a) 當你在回覆中提及"本人已...... 申報在英國擁有一項物業" (I have declared owning a property in UK) 時 , 所 指 的 是 (i)位於英國倫敦 SW7 3PY 的 47 Onslow Gardens 這項物業 的 其 中 一 個 單 位 , 還 是 (ii)47 Onslow Gardens Limited ("OGL")所持有的永久土地 , 還是其他?

	本人所指的是 (i)
	本人所指的是 (ii)
X	本人所指的如下:

位於 47 Onslow Gardens 的物業的其中一個單位,以 及該物業座落的永久業權土地的相應股份。

(b) 鑒於你提到 OGL 旨在"讓物業單位業主持有 47 Onslow Gardens 這項物業的永久土地"(for flat owners to hold the freehold Land of the property 47 Onslow Gardens),請澄清 OGL 所擁有的是(i)有關物業的永久土地,還是(ii)該物業的其中一個單位,還是其他。

x OGL 所擁有的是 (i)
OGL 所擁有的是 (ii)
OGL 所擁有的如下:

(c)	官方網站 1下載的	國政府公司登記處(Companies House) 文件。你可否確認該等文件是否OGL向 周年申報表的真實及真確紀錄?
	x 是	□ 否
	若答案為"否",請	提供相關的真實及真確紀錄。
(d)	是一名股東"(C supposed to be a sh	"Culligan Enterprises Corporation應該 Culligan Enterprises Corporation was careholder)時,你意指的是否:Culligan on ("CEC")是 OGL 的股東?
	x 是	一 否
	若答案為"否",你	指的是哪間公司?
(e)	下轉讓予 A Leung	"但不知何故,有關股份在本人不知情 g"(Somehow the shares were transferred to knowledge)時,所指的是 OGL、CEC 抑 ?
	x 本人指的是 OC	GL 的股份
	☐本人指的是 CE	C的股份
	本人指的是下海	並公司的股份:
(f)	你在回覆中提及的	"A Leung"是誰?

 $<sup>^1\</sup> https://beta.companieshouse.gov.uk/company/03213668$ 

若"A Leung"是你,請解釋為何有關股份能夠在你不知情下轉讓給你。

當本人於 2016 年 10 月閱讀該等周年申報表時(附件 I 及 II),本人並無懷疑其內容的準確性,因為該等申報表是 及 OGL 提交的公共文件。本人假定該等申報表是準確的,因此本人真的以為股份轉讓一事不知何故確實有發生。然而,本人感到困惑,因為就本人記憶所及,本人沒有進行過任何程序,把 OGL 的股份由 CEC 轉讓予本人或任何其他人。

自此,本人尋求 CEC 的律師(即在倫敦的 Messrs Lee & Kan)的法律意見;該律師負責處理所有關於 47 Onslow Garden, Flat 3 的事務。

本人所得的意見是,如要進行轉讓,本人必須簽署一份股份轉讓表格、繳付印花稅;而 CEC 必須把股份證明書的正本交回 OGL,以及 OGL 在批准該轉讓後必須發出新的股份證明書。

# 然而,本人謹此確認:

- 1) 本人沒有進行過把股份由 CEC 轉讓予本人或任何人的程序;
- 2) <u>本人沒有填寫過或簽署過法律規定須填寫或簽署</u> 的任何股份轉讓表格;
- 3) 本人沒有繳付過任何印花稅;
- 4) <u>CEC 仍然管有</u>該 16 股的股份證明書的**正本**(請 參閱附錄);及
- 5) 本人沒有收過任何在指稱的轉讓後來自 OGL 的 股份證明書;

此外,OGL 的組織章程細則第 6(1)及(2)條作出清晰的限制,訂明*只有物業單位的註冊擁有人(即契約持有人)可以持有 OGL 的股份*。因此,物業單位的擁有人**在持有有關住宅的一個法定產業權的同時**,不能處置他在OGL 的持股權,而這項轉讓將會被 OGL 的董事拒絕

(請參閱 OGL 的組織章程細則)。

CEC 在所有相關時間是及現時仍是 47 Onslow Gardens, Flat 3 ("該物業單位")的註冊擁有人。該物業單位的法定產業權從未轉讓予本人(請參閱於 2017 年 2 月 3 日就該物業單位進行的最新搜尋結果)。

因此,在 CEC 仍持有該物業單位的法定產業權的同時,不可能發生 OGL 的董事已批准任何由 CEC 至本人的股份轉讓,因為倘若作出這項批准便已導致違反 OGL 的章程(請參閱第 6(2)條),並可予以作廢。

基於此等前設,本人獲告知並確實相信,股份轉讓一事從未發生,而周年申報表所載有關持有 OGL 股權情況的資料並不準確,並且沒有反映真實的情況。本人獲告知,該等周年申報表由 OGL 的職員提交,而他們未有把該等申報表,在向公司登記處提交前送交各股東以供核實。

本人現已主動採取步驟,並已指示 Messrs. Lee & Kan 把該錯誤通知 OGL 的董事 Drage 先生和 OGL 的律師(即 Messrs. Wedlake Bell 的 Jeff Rawson),並要求他確認及糾正有關的公共紀錄(請參閱附上由 Messrs. Lee & Kan 的合 夥人 Dominic Lee 發送的電郵)。

同上 哪一方將該等股份轉讓予 A Leung? 同上	同上	
同上		
	同上	
_		

(i) [如果是 CEC 把股份轉讓予 A Leung]

根據你向立法會秘書提交的登記表格,你(i)在整段持股期間一直擔任 CEC 的受薪董事,以及(ii)自 2012 年10月9日至今,一直有登記你在 CEC 的股份利益。

鑒於你自 2012 年 10 月 9 日起一直擔任 CEC 的受薪董事兼股東,請解釋你為何對該等股份從 CEC 轉出一事並不知情。

	該等股份轉讓予 A Leung 有否按照英 或非法定手續進行?
有	x 否
若答案為"?	写",請解釋箇中原因。
同上	
18 日,CE 100 股已分 附件 II 所 全部詳情"( 一欄或任何	載的周年申報表顯示,截至 2013 年 CC 作為第 4 名持股者(Shareholding 分配 OGL 股份當中的 16 股。然而 載的周年申報表,CEC 並無出現在" Full Details of Shareholders)中第 4 名 其他地方;反之,截至 2014 年 6 月 1 "作為第 4 名持股者而持有 16 股 OGL 月
18 日,CE 100 股已分 附件 II 所 全部詳情"( 一欄或任何 "A LEUNG	CC 作為第 4 名持股者(Shareholding) 配 OGL 股份當中的 16 股。然而載的周年申報表,CEC 並無出現在"Full Details of Shareholders)中第 4 名其他地方;反之,截至 2014 年 6 月 17作為第 4 名持股者而持有 16 股 OGL 服名持股者的上述轉變,是否由你在回覆
18 日,CE 100 股已分 附件 II 所 全部詳情"( 一欄或任何 "A LEUNG OGL 第 4	CC 作為第 4 名持股者(Shareholding) 配 OGL 股份當中的 16 股。然而載的周年申報表,CEC 並無出現在"Full Details of Shareholders)中第 4 名其他地方;反之,截至 2014 年 6 月 17作為第 4 名持股者而持有 16 股 OGL 服名持股者的上述轉變,是否由你在回覆
18 日,CE 100 股已分 附件 II 所 全部詳情"( 一欄或任何 "A LEUNG OGL 第 4 的股份轉讓	CC 作為第 4 名持股者(Shareholding) 配 OGL 股份當中的 16 股。然而載的周年申報表,CEC 並無出現在"Full Details of Shareholders)中第 4 名其他地方;反之,截至 2014 年 6 月 1 "作為第 4 名持股者而持有 16 股 OGL 原名持股者的上述轉變,是否由你在回覆所引致?

(1)	附件 I 及 II 所載的周年申報 6 月 18 日及 2014 年 6 月 18 的第 7 名持股者而持有 100 1 股。你是否該位"A. LEUNG	日,"A. LEUNG"作為 OGL 股已分配 OGL 股份當中的
	是	否
	第 2(2)條訂明將會向該物業 上文闡釋的第 6 條所訂明的	
	CEC 而非 A. Leung 發行。	
	簽署:	(簽名)
	議員姓名:	梁君彥
	日期:	6-2-17

# SHARE CERTIFICATE

Number of Shares

Certificate Number

47 ONSLOW CARDENS LIMITED Company Name:

Company Number:

3213668

This is to Certify that CULLIGAN ENTERPRISES CORPORATION

is/are the Registered holder(st) of

Shares of 1

paid each Rully

SIXTEEN

\*This document is hereby executed by the Company/T<del>he Common Seal of the Company was hereto affixed in the presence of:</del> in the above-named company, subject to the Memorandum and Articles of Association of the Company.

Director: Marth

FOR AND ON BRITHLY OF. PA LENDON LIT Secretary/Director: פאטטטולרן אוניטבר

Date: 11 April 2003

\*Delate as appropriate NO 1 farisfer of any of the above mentioned shares can be registered until this certificate has been deposited at the registered 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.

WE, 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 One Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU 2. For and on behalf of One Swift Incorporations Limited 1 Mitchell Lane Bristol BS1 6BU Total shares taken Two

Mark Anderson 1 Mitchell Lane Bristol BS1 6BU

Dated 11 June 1996

Witness to the above signatures:-

# 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>	Share Allocation
<b>A</b>	13 shares
1	20 shares
2	19 shares
3	17 shares
4	17 shares
<b>5</b>	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 facia 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.
  - 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

- For and on behalf of
   Instant Companies Limited
   1 Mitchell Lane
   Bristol BS1 6BU
- 2. For and on behalf of Swift Incorporations Limited1 Mitchell LaneBristol BS1 6BU

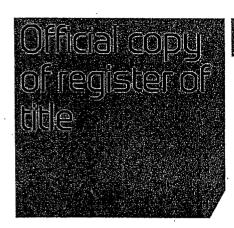
Dated 11 June 1996

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.









- 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

(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.

(10.09.2008) Short particulars of the lease(s) (or under-lease(s)) under which the land is held:

Date

: 30 April 2003 : 999 years from and including 1 July 2002 : (1) 47 Onslow Gardens Limited Term

(2) Culligan Enterprises Corp

- (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.
- (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.
- (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

(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 <	>

# Fw: Flat 3 47 Onslow Gardens DL8198

1 message

To: |

Thu, Jan 26, 2017 at 8:56 PM

FYI

From:

Sent: Thursday January 26, 2017 12:31 PM

To: Mason Drage Ltd:

Ce

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:

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.



This email has been checked for viruses by Avast antivirus software. www.avast.com

8198 rosling king 21 5 03.pdf 885K 21 May 2003

2/3 Hind Court Fleet Street London EC4A 3Dt. Telephone 020 7353 2353 Fax: 020 7583 2035 DX 154 London

e-mail: malcolm.macfarlane@roelingking.co.uk

Jackaman Smith & Mulley DX No 42500 DISS

**酶 虚 的 德 11 知 穆 (1)** 

Rosling King

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.
- 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.
- 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 Reifferty Melcolm Macfarlane Georgina Squire Andrew Hardman
John Beagley Paul Lowe Simon Geoghegan Peter Lewis Helen Thurkettle
ASSOCIATES: Suzannah Brown Ben Griffin James Walton
EXECUTIVES: Richard Powell Raymond Mount Ann Ebberson
CONSULTANTS: Kavan King (Reifred Solicitor)
London Market Office at Benkside House, 107/112 Leadenhall Street London, EC3 4AH

Service not accepted by e-mail.

ussociated firms in over 100 cities including: leafur Brussels: Düsseldorf Edinburgh Hong Kong leafur Millan New York Parls Singapore linebholis: Zusteh



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.





22 May 2003

2/3 Hind Court Fleet Street London EC4A 3DL Telephone 020 7363 2353 Fax: 020 7583 2035 DX 154 London

e-mail: malcolm.macfartane@roslingking.co.uk

Jackaman Smith & Mulley DX No 42500 DISS

的 医 也 传 4 物 色 也

Rosling King

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 Raffeity Malcolm Macfarlane Georgine Squife Andrew Hardman
John Beagley Paul Lowe Simon Geoghegan Peter Lewis Helen Thurkettle
ASSOCIATES: Suzannah Brown Ben Griffin James Walton
EXECUTIVES: Richard Powell Raymond Mount Ann Ebberson
CONSULTANTS: Kavan King (Retired Solicitor)
andon Market Office at Bankside House, 107/112 Leadenthall Street London, ECS 44H

Service not accepted by e-mail

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

# SHARE CERTIFICATE

Number of Shares

Certificate Number

47 ONSLOW EARBENS LIMITED

Company Number: 32.13668

Company Name:

This is to Certify that CULLIGAN ENTERPRISES CORPORATION

islare the Registered holder(s) of SIXTEEN

Shares of £

each rully

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

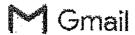
Director: Martin

"Secretary/Director: Elicitic Calibriums For And on Behalf of Pa London Lit

Date: 22 April 2003

TDalais as appropriate NO 1RANSFER OF ANY OF THE ABOVE MENTIONED SHARES CAN BE REGISTERED UNTIL THIS CERTIFICATE HAS BEEN DEPOSÍTED AT THE REGISTERED OFFICE OF THE COMPANY

CK10.A4



Christina Leurop

#### Fw: Flat 3 47 Onslow Gardens DL8198

To: Cc:

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 OTA

Direct dial:

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.

From:

Sent: Thursday, January 26, 2017 12:31 PM

To: Mason Drage Ltd.

Cc:

Subject: Re: Flat 3 47 Onslow Gardens DL8198

Dear Mr Drage

https://mail.google.com/mail/u/0/?ui=2&ik=662bcf9947&view=pt&...earch=query&msg=159dae8109695a31&dsqt=1&simi=159dae8109596a31

Page 1 of 2

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:

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.



This email has been checked for viruses by Avast antivirus software. www.avast.com

#### 3 attachments

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



AR01 (ef)

#### **Annual Return**

Received for filing in Electronic Format on the:

02/07/2013

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** 

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

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

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	Number allotted	100
		Aggregate nominal	100
Currency	GBP	value	
		Amount paid per share	1
		Amount unpaid per share	0
Prescribed partic	culars		
ORDINARY VOTE	NG RICHTS		
ORDINARY VOTIN	NG RIGHTS		

Statem	ent of Capital (	Totals)		
Currency	GBP	Total number of shares	100	
		Total aggregate nominal value	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

Shareholding 1

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

Name:

SUSANNA HAYES

Shareholding 2

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

Name:

MARTIN PHILIP DRAGE

Shareholding 3

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

Name:

M.P. DRAGE

Shareholding 4

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

Name:

CULLIGAN ENTERPRISE CORPORATION

Shareholding 5

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

Name:

D. BOYCOTT

Shareholding 6

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

Name:

DAVID EDWIN BOYCOTT

Shareholding 7

 $\div$  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.

空白頁 Blank page



# **AR01** (ef)

#### **Annual Return**

Received for filing in Electronic Format on the:

26/06/2014

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** 

Page:2

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

Page:3

9-10

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

Page:4

#### Statement of Capital (Share Capital)

Class of shares	ORDINARY	Number allotted	100
		Aggregate nominal	100
Currency	GBP	value	
		Amount paid per share	1
		Amount unpaid per share	0
Prescribed partic	culars	• •	
ORDINARY VOTIN	NG RIGHTS		

Statement of Capital (Totals)					
Currency	GBP	Total number of shares	100		
		Total aggregate nominal value	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

A full list of shareholders for the company are shown below

Shareholding 1

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

Name:

SUSANNA HAYES

Shareholding 2

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

Name:

MARTIN PHILIP DRAGE

Shareholding 3

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

Name:

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

Shareholding 6

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

Name:

DAVID EDWIN BOYCOTT

Shareholding 7

: 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.