



Minutes of the 69th Annual General Meeting, after incorporation, of the Members of the Craiengower Cricket Club, duly convened and held at 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Friday, 25 September 2020 at 6:00pm.

Present

Mr. Frederick Keung, President in the Chair
Dr. Stephen Wong, Vice President
Dr. James Lau, Honorary Secretary
Mr. Andrew Pau, Honorary Treasurer

Members of the General Committee: Messrs. Cheung Ching Yet, Chin Pak Hing, Henry Hui, Eric Lam, Kenny Leung, Paul Tam, David Tsoi and Marco Wu

Special Voting Members: Messrs. Anthony Chok, Cheung Wing Sang, Horace Cheung, Philip Chok, Chen Shu Huai, Danny Chan, Chow Pak Sum, Barnabas Fung, Ho Ping Kuen, James Kwan, Frank Lam, Joseph Law, Lam Wing Kam, David Leung, Martin Lai, Peter Mak, William Shum, Stephen Sum, Kevin Styles, Jacky Tso, Lucas Tsung, Harry Wong, Robert Wong, Samuel Wong, Philip Wee, Yik Yum Wah, Benedict Yeung and Danny Yau.

Ordinary Voting Members: Messrs. Chiang Larry, Dominic Chan, Dominic Cheng, David Chan, Cheng Chi Shun, Chan Tek Chung, Joseph Chok, Stephanie Cheung, Kevin Fung, Mable Hui, Laurence Ho, Ko Kam Yin, Edward Kan, Sammy Kwan, Stephen Leung, Tony Lee, Law Shui Yung, Liu Siu Ho, Darin Leung, Leo Lee, Lee Shu Cheung, James Lee, Susan Cheng Lai, Ling Chart Lum, Ng Sai Hoi, Lawrence Ng, Plato Poon, Gary Pun, Harry Rumjahn, Susanna Sham, Ting Ying Kawn, Philip Tsui, Wingle Wong, Ricky Wong, Alfred Wong, Johnny Wong, Wong Ki Kwok, Duffy Wong, Wong Zina, Partick Wu, Carmen Wong, Yuen Pui To, Yim Kwan Hoi, Kejohn Yiu, Josephine Yeung

Corporate Nominees: Messrs. Anthony Loo, Ng Leung Sing and Chan Yu Chung

Remarks:

- 181 Members casted their votes before 6:00pm on 25 September 2020 (61 Special Voting Members, 111 Ordinary Voting Members and 9 Corporate Nominee Members)
- 30 Members casted their votes after 6:00pm on 25 September 2020 (13 Special Voting Members, 15 Ordinary Voting Members and 2 Corporate Nominee Members)
- A total of 211 Members casted their votes on 25 September 2020 (74 Special Voting Members, 126 Ordinary Voting Members and 11 Corporate Nominee Members)

The Chairman opened the meeting by requesting the Honorary Secretary to read out the notice convening the meeting. The Honorary Secretary read the notice convening the meeting as follows:

NOTICE IS HEREBY GIVEN that the 69th Annual General Meeting, after incorporation, of Members of the Craigengower Cricket Club will be held at the Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Friday, 25 September 2020 at 6:00 p.m. for the following purposes:

1. President's remarks,
2. To confirm and adopt the Minutes of the 68th Annual General Meeting held on 26 April 2019,
3. To receive and adopt the Financial Statements and Reports of the General Committee and Auditors for the year ended 31 December 2019,
4. To appoint Auditors,
5. To receive the Report of the Audit Committee for the year 2019 / 20,
6. To elect Life Member,
7. To elect Officers of the General Committee,
8. To elect members of the General Committee,
9. To elect Convenors,
10. To elect additional Special Voting Members,
11. To elect members of the Audit Committee; and
12. Any other business.

Before proceeding with the Agenda, the Chairman requested Members who were present to be upstanding to pay tribute and in memory of Members who passed away during the year. The Members who passed away during the year were: Dr Louis Hsu, Mr Chan Cheuk Sang, Mr Tam Chung To, Mr Chan Siew Lai, Mr David Mok, Mr R I Mahtani, Mr Chung Nai Cheong, Mr Lam Kwan Chuen, Mr Hui Kin Chip, Dr Law Sai Kit, Dr Ng Yik, Mr Ng Hon Keung, Mr Poon Siu Chung, Mr Tong Shan Wei, Mr Tse Yue Lam, Ms Wong Cheuk Man, Ms Dorothy Wong and Mr Philip Yang.

1. PRESIDENT'S REMARKS

The President's report to the Members was as follows:

“Dear members, first of all, thank you for attending the AGM today. The negative impact of social events and COVID-19 in Hong Kong during the past year has caused much inconvenience to the operations of the Club. For example, most of our facilities were suspended and many members were not able to use the facilities and do exercise at the Club. Moreover, several Sub-committee meetings were cancelled owing to the prohibition on group gathering. In light of the above, I would like to express my sincere apology and hope that the disease can come to an end soon so that we can freely enjoy using the Club’s facilities again.

We took over the F&B services in April last year, during which enormous time, effort and engagement have been invested by the F&B Sub-committee Chairman, myself, the Vice President and Dr. C.Y. Cheung in dealing with F&B matters. I hereby thank you all. It was such a pity because of bad timing, the F&B accounts did not look good. We suffered a loss practically every month. We lost money except for December last year and January this year and I understand that a lot of Members were concerned. The only thing that made me feel a bit relieved is that our food quality has improved and is found by many to be better than before. I am concerned about the financial pressure, for which the General Committee is considering alternative plans. It means that we shall act according to the financial situation of the F&B operations. We will consult Members and perhaps reduce the scale and/or manpower etc. in order to make the account to break even. However, it really depends on the views of everyone here and the trend and development of COVID-19. We will keep monitoring the situation and report to you accordingly.

Another fairly important issue is that we have hired Ernst & Young, a consultant to review the corporate governance of the Club. In fact, we have already appointed this consulting company and they have started working. I hope that Ernst & Young can provide us with valuable advice regarding the management of the Club as well as the well as matters concerning our F&B operations. As of today, Ernst & Young has conducted meetings with Chairmen and Convenors of various sections. I expect that their report will be ready in around two months. The coming General Committee will

be able to report the results to all Members by then.

Lastly, regarding the Audit Committee election this year, I believe you have noticed that 66 Members are nominated for election to the Audit Committee. Certainly, you will be concerned as to ‘why there are so many candidates’? The Audit Committee has similarly shared their concerns in light of this. I believe you have read their views from their report. After learning this, I have had several meetings with the Chairman of the Audit Committee in the past week to discuss a possible solution. My personal view is the apparent conflict of interests as one Member has nominated many candidates for the election. This is a concern. I personally do not think that this is ideal. But we cannot stop this as every Member has the right to be nominated and to participate in an election. Therefore, I think we have not come up with a good solution as of today. The election of new Audit Committee members is the last item in today’s agenda. In my opinion, we should seek legal advice and handle this matter seriously. I don’t want to see conflicts among Members owing to the large number of candidates being involved in the election. I suggest that we should get legal advice as soon as possible, and suspend the Audit Committee election tonight. Currently we have received a number of withdrawals by candidates from the election. 45 candidates are left now and this number is still not ideal. We should set an upper limit to the number of members in the Audit Committee. For example, there are 12 members in the General Committee and so are many other Sub-committees. If the number of nominees exceeds this maximum number of 12, then an election would be conducted. This is a better and more acceptable solution.

That is the end of my report. Please share your views and opinions.”

In response, Mr. Philip Chok said: “President, I do not understand why the General Committee has not carried out an election for the Audit Committee. As Article 9 clearly stipulates that the Audit Committee should be elected by the Members at each Annual General Meeting, an election is mandatory. I would like to ask the President why no preparation has been made for the conduct of an Audit Committee election? Why have you deprived Members their right to choose whom they think should become Audit Committee members?”

The President answered: “I agree that the Audit Committee should be formed by

election at the AGM. However, there are difficulties. The number of Members nominated to the Audit Committee was low over the past years. Our Articles state that the Audit Committee shall comprise not less than 3 members. There was no mention of a maximum number for the Audit Committee. When the number of candidates nominated was 10 or 8, the practice was to allow all nominated members to be 'automatically elected'. But when the number of candidates is 60 or 45, we have difficulties. We all know that it would be difficult to have 60 or 45 members to be automatically elected to the Audit Committee. To have an election, we need to have a ceiling number for the Audit Committee.”

Mr. Philip Chok said: “President, I am sorry but I have to cut in. What you are doing is ultra vires. It is beyond your authority. Do you understand? Besides, I would like to seek the Legal Advisor’s advice to see if he agrees with what I said and why he did not share his advice with the Club.”

Mr. Duffy Wong said: “In fact I am very embarrassed.....regarding your question, I have already shared my views with the General Committee. I was asked by them and I have shared my advice with them.”

Mr. Philip Chok said: “So your advice agreed with what I said just now?”

Mr. Duffy Wong said: “My point is that, under the Article today, we can do nothing but let the election happen no matter how many candidates there are.”

Mr. Philip Chok said: “Then I would like to ask.....”

Mr. Duffy Wong said: “But I haven’t finished yet.....What we did in the past was wrong. Automatically being elected without voting was wrong, but nobody argued. We have to go back to the right track. Voting is necessary for all meeting decisions. That means if A wants to be elected, he will receive a vote for or against him (accept or object). If there are 40 candidates, the votes for them should be counted separately. Are there more acceptance or objection? A candidate will be elected if he/she receives more than 50% of the votes. Of course, more work needs to be done. However, I have shared my views with the Committee. I did ask if I have to follow up the matter, but have not received any reply yet. I have shared my advice with the General Committee. Of course,

I will share if you ask, and I will not share if you don't."

Mr. Philip Chok said: "Thank you our Legal Advisor. I totally agree with your advice and I believe the Club should have proceeded in this manner. I would now like to know why the General Committee did not follow your professional advice after you shared it with them?"

The President said: "Judge Fung has been waiting to speak. Maybe we let him say something?"

Mr. Barnabas Fung said: "I think in terms of Club's affairs, it is necessary to check the rules. If we say that we should do this or we should not do that, 100 different options will be generated. What a lawyer says is not always right. A lawyer must give his opinions based on our Articles. I studied law myself but it doesn't mean that I must be right. Let's see if you agree with my opinions. According to Article 9(1), an Audit Committee comprising not less than three Members, and they shall be elected."

Mr. Philip Chok said: "Elected.....by members at the Annual General Meeting."

Mr. Barnabas Fung said: "In this sense, there are two meanings. First, there must be no less than 3 members. Secondly, not everyone can be an Audit Committee member. Even if you are nominated, you have to go through an election. However, how the election should be arranged is not mentioned here. But if you look at Article 78, it described 'all matters not specially provided for by these Articles shall be left to the discretion of the Committee'. I think a reasonable way is to firstly set up a ceiling for the number of members for the Audit Committee, then an election is to be conducted. Now a ceiling has not been set up. If the election continues as suggested by checking which candidate has received more than 50% of the votes. This again has its own problem. Why must it be more than 50%? On the other hand, setting a ceiling would better conform to the spirit of the Articles, as it clearly states that not everyone can become an Audit Committee member. As to the suggestion of postponing this meeting, I suppose they do not mean to cancel the election but just postponing a part of the meeting to the next one. However, postponing the meeting requires a supporting reason. Now we have a reason. We need to postpone it. Nevertheless, if a ceiling is already set and nobody objects to it, then we should conduct the election without any

postponement. If someone objects to the ceiling and we need to seek for legal advice, then there is reason for the item to be postponed. But the postponed meeting and election must be resumed as soon as possible. This should be the extended part of the same AGM and NOT another AGM.

I would like to talk about another issue. There is a Supplemental Report from the Audit Committee. Let me make a declaration of interest first as I was nominated to be elected as an Audit Committee member. I have been a Member for 45 years. It might not be as senior as some of you but if someone needs my help and I am elected, I will offer my help. If I am not elected, I cannot help. But it was said that someone has conflicts of interests and that this person has nominated a lot of people. First of all, there are two types of conflict of interests. That actual conflict of interests is one type. This involves monetary connections. Evidence is required for this type of conflict. Another type is potential conflict of interests. This is not an actual conflict. The most important thing is a declaration of interest. It was suggested that the act constitutes an inappropriate interference. It means that this Member is in the process of committing inappropriate interference. We must be careful. We can say anything we want in a meeting. But we must not fall into the trap of slandering. I hope that we should be cautious about the wordings we use.

I think we should first settle down and come up with a solution today. If we decide to allow everyone to become an Audit Committee member just by the use of majority vote, there are problems with this method of voting. The General Committee needs to seek legal advice in order to set a ceiling on the number of Audit Committee members. Some Members may still object to the decision of the General Committee at the AGM. This is expected. Many things have to be decided by the General Committee. The General Committee is like a Board of Directors. A Member is like a shareholder. If a shareholder objects to the decision made by the Board of Directors, he can choose not to vote for the Directors. However, as a principle, a shareholder should not exceed his authority by instructing the Board of Directors of what to do or what not to do. This has violated the principle of division of power.

My understanding of Article 9(1) is that there must be an election. A candidate may win or lose in an election. If the number of candidates seeking for election is overwhelmingly high, using our past method will not work and it is against common

sense to have so many members in the Audit Committee. A quota or a limit must be set. However, whether the General Committee wants to do it or not, it is entirely the General Committee's decision. Thank you."

Mr. Philip Chok said: "Thank you, Judge Fung. I have been attentively listening to you. You also agree that according to Article 9, the Audit Committee members need to be elected. In your speech, you did not say that we cannot do it. Now what I would like to ask is why the General Committee did not act according to the legal advice."

Mr. Duffy Wong said: "President, I have something to add. In fact, what the Legal Advisor says may not be right all the time. Being a Legal Advisor for so many years, not every advice I gave was accepted by the General Committee. Of course, I cannot tell you what were accepted and what were not. So, if you ask why the General Committee didn't listen to....."

Mr. Philip Chok said: "I am asking the General Committee, not you. I want to know why they didn't follow your advice."

The President said: "Philip, I would like to have Leo to express his views first. Because he has been waiting for so long. I would like to invite Leo to say something."

Mr. Leo Lee said: "Dear all, in fact a number of you have already talked about this matter. But you have to take a look at our Articles of Association, which states that the Audit Committee can have no less than such a number of members, but the maximum number is not mentioned. Since our General Committee has the responsibility to deal with Club affairs, I can see that they should be the one to decide on the maximum number. According to the Article, it is not an ultra-vires act if a decision on the maximum number is made."

Mr. Philip Chok said: "Mr. Lee, I am not discussing the number of people here with you. What I am trying to say is our Articles states clearly that the Audit Committee has to be elected."

Mr. Leo Lee said: "I didn't say it is not."

Mr. Philip Chok said: “I want to ask why the General Committee did not do it.”

Mr. Leo Lee said: “Let’s have the General Committee to answer your questions.”

Mr. Philip Chok said: “Then there is no need for you to say anything.”

Mr. Leo Lee said: “I must finish my words because according to the procedures, the General Committee will make such a decision within the shortest and most reasonable time. Then they will call a meeting in which the Audit Committee can be elected. I have finished.”

Mr. Philip Chok said: “Thank you, Mr. Lee. President, let me explain why I am so concerned about this issue. Everybody knows we have over 60 nominations for the Audit Committee election this year and, there are more than 30 candidates nominated by the F&B Sub-Committee Chairman. As described by the Audit Committee it is an apparent conflict of interests. As for Members, many of them are worried about the situation. The Articles of Association provide a protection for them. In fact, the General Committee has provided two protections for them. The first protection is Article 9 which states clearly that the members must be elected. All Members have the right to vote for or against any candidate. If they think that conflict of interests exists, they will vote against certain candidates. What you are now doing is merely taking away such a protection. It causes all Members to lose the protection. So, I am very concerned. By the way, let me talk a bit about the other protection, which is the General Committee.....I would like to talk about it later on. In the Audit Committee Report, I will talk about the unusual phenomenon this year, i.e. Over 30 candidates being nominated by the F&B Sub-Committee Chairman. I will talk about the second protection later. Thank you, President.”

The President said: “Thank you Philip for your comments. I said earlier that we are not cancelling the election. I said so before you gave your speech. We will conduct the election. I only suggest adjourning this item.....that means postponing this election item of the AGM. Yes, Judge Fung.....”

Mr. Barnabas Fung said: “President, if the number of nominations is decided, we can then vote for such a number of candidates. It is as simple as that. If it does not work,

then we should look into why it doesn't and see if we need to seek for legal advice. We can simply do the above first, can't we?"

Mr. Leo Lee said: "In fact it is feasible, because I have personally considered the legal point of view that only the minimum, and not the maximum, is stated in the Article. The General Committee can immediately make a decision on how many candidates to vote for, and we can start the election. Since doing so is not ultra vires, the Article does not restrict you from doing so."

Mr. Philip Chok said: "Mr. Lee, but we cannot do this now because the election already began at 10:00 am today. Many members have already cast their votes. What you are doing is not allowing them to vote for this issue."

Mr. Barnabas Fung said: "If the Members who voted this morning are not allowed to vote now, it is not feasible. Then a ceiling number should be decided by the General Committee now. Then they can decide when the meeting should be postponed."

Mr. Chin Pak Hing said: "Thank you President for offering me the opportunity to say something. This Article 9 mentions about at least 3 people, and you want to set a limit to the number of people. In essence, you are amending this Article. You have to call an EGM to do so and not by 78 (Article 78). If Article 78 can do anything, then we can throw away the Articles. You can do whatever you want. 21 days' notice is required for even calling this meeting. Now you suddenly make a decision on the number of people in a few minutes. You think you can make a decision right here? Then why do we need the Article? Thank you, Chairman."

Mr. Leo Lee said: "He is not amending the Article, Mr. Chin. They did not amend the Article because the Article has purposely left a room for them to operate. The Article was not amended."

Mr. Chin Pak Hing said: "Mr. Lee, I disagree. I strongly disagree."

Dr. James Lau said: "In fact, I spotted the problem several years ago. I have voiced out this problem at the General Committee. There were 14 nominations for the Audit Committee last year. The number was manageable. All 14 members were automatically

elected last year. In the past, the number of nominations for the Audit Committee was usually small and often less than 10. Therefore, no election was actually conducted every year. All nominated candidates were automatically elected. Last year, the number was 14. Again, all were automatically elected. Ever since, I thought that this was not ideal. I voiced it out at the General Committee and you were present, Mr. Chin. In the General Committee, I suggested limiting the size of the Audit Committee to 12 and it was unanimously passed. However, the Audit Committee objected to our suggestion. They thought that the General Committee should not interfere with their affairs. This was a fact. It was recorded in the meeting minutes. Mr. Chin, you were a member of the General Committee. You participated in the discussion and you did not object at the time.”

Mr. Philip Chok said: “Ridiculous! Mr. Lau, you are ridiculous! You said that the Audit Committee disapproved, then who got the authority? The Audit Committee or the General Committee?”

Dr. James Lau said: “The General Committee of course.”

Mr. Philip Chok said: “So how could the Audit Committee override the decision of the General Committee?”

Dr. James Lau said: “That was a fact at that time.”

Mr. Philip Chok said: “This is not a matter of fact. It is a matter of division of power. Who got the authority?”

Dr. James Lau said: “Therefore, we are requesting E&Y this time to.....I think this was bad Corporate Governance. So, I have requested E&Y to study this point. To allow E&Y to tell us that there should be a ceiling of 12 members in the Audit Committee and not any number designated by the Audit Committee. Anyway, what I said was fact. I foresaw this problem long time ago. The incoming General Committee will, after seeking legal advice, decide on a ceiling number for the Audit Committee and restart the election. The number should preferably be 12, just like the membership of the General Committee and all other sub-committees. This was what we wished to do in the past. Is it ridiculous? It is a matter of opinions. You think so, but I don't think so.”

Mr. Lucas Tsung said: “You’ve just mentioned about the 12 people limit. In fact, the Audit.....I myself was a member of the 1st Audit Committee, the same as Mr. David Tsoi. There were only 4 members at that time. Of course, 4 people may not be enough. But since the Audit Committee handles a lot of issues, can everyone understand everything if the number is increased to say, 40? This is my first point. My second point is, if there are over 40 candidates and if the one who proposes and seconds are the same or different person(s), have you as Committee members checked whether the candidates on the list are fully aware of the works of Audit? They might not know. It might simply be someone putting their names on the application forms, and the Committee accepted and conducted the election without giving it a thought. Have you ever thought about it? You said there is no ceiling. Of course, we also don’t have a ceiling on new Members recruitment. You are allowed to ballot tens of Members every one or two months. However, we have to consider whether we have enough facilities to accommodate so many Members. Think about whether it is necessary to have 40+ or 50+ people in a Committee or Sub-committee. Do you know because there are too many Members entering a Sub-committee, the more experienced members were forced to quit? Why? Because you have turned the Club into a mess! You General Committee members never reflect on your own mistakes. You are just arguing, especially the Honorary Secretary. I don’t know what you are saying. At most, you can say this proposition is agreed by all General Committee members, and that is fair enough. Have you used your heads to think whether you ought to do this? These are what I want to say.”

Dr. James Lau said: “You have been a senior Member for so many years and how come you don’t know how to fill out that (nomination) form? Don’t you know that a Nomination Form has to be signed by the nominee? You don’t even know all these. You have been a member for so many years and you don’t even know this.”

Mr. Lucas Tsung said: “Surely, I have been a senior member for a long time as well as member of the General Committee and Sub-committee and Convenors of various sections of the Club. How is it possible that the allegation was lodged against me for not knowing the procedures of nominating Sub-committee members, in particular, the Audit Committee? My earlier view was, how could over 40 members as candidates for election be nominated by the same person and seconded by the other same person for

the Audit Committee? You are now in total control of the Club's management.”

The President said: “I have listened to so many opinions. Many members have concerns about this issue. This has proven my proposition just now is right. That means it sounds unfair to conduct the election today and so I would like to adjourn this item. We will conduct the election as soon as possible. In the meantime, we also have to seek for legal advice and listen to the views of different Members, enabling us to make the right decision. Your views are that 40 people are too many for the Audit Committee and so an election is necessary. Regarding the ceiling on the number of Members for the Audit Committee, I think we as General Committee members have the right to determine. It has to be reasonable. If it is reasonable, we can set it at 12 or 14. It depends on your votes then. I think our friendship should not be affected. If any Member doubts why there were no election before.....we are setting things right. We missed this part before because there were not many people wishing to join the Audit Committee and we welcomed everyone. Now the problem is, we suddenly have so many candidates this time. For decades, this has never happened before. As I said, we shall adjourn this election item. If you agree with me can you please raise your hands? That is, only this item will be postponed to the next meetingor Laurence please.”

Mr. Laurence Ho said: “Originally I have planned to talk about it in item 5. Now the situation has changed, can we discuss item 5 first? I can then provide an explanation because I was involved since the beginning of this matter. You've just mentioned about if a ceiling should be set several years ago. I joined the discussion too. In fact, the Audit Committee have submitted a Supplemental report. I think this is unusual. We prepared it in a rush but we submitted it to the General Committee, hoping they will look into it. As just mentioned by the President, there were just a few willing to become a member of the Audit Committee over the years. As the Chairman of the Audit Committee in the past few years, I had to invite potential Members to join the Audit Committee. Usually, we have to ask many people and were refused many times. I always asked Ludwig ‘Can you refer some good quality persons?’ and I also asked others to refer good people to join. However, we are surprised that the number of people has suddenly increased this year. I am quite disenchanted with the Committee member position. In fact, I expressed my views in front of the President and many senior Audit Committee members last year. As of last year, I have been the Chairman for three years. It is time to step down, because this job is heavy and important. The Audit Committee monitors

the operation of the Club. I am not sure if I have got the right perspective, but I have been a Chairman holding it for three years. This is the 4th year. With my AO background, I believe in passing the baton to the next person, allowing him to hold a different perspective towards the Club's affairs. This is good for the Club. This year, we suddenly received so many nominations, and my first response was good. However, I have also found that 39 names are nominated by the F&B Sub-committee Chairman and another member. First, I want to clarify that 'Uncle Water' and I.....I hope until today and at this moment, we are still friends. I met 'Uncle Water' this morning. We shook hands and greeted each other. We touched our elbows when we first met. So, this is not a personal conflict. This is a matter of how people understand a system and how to strike a balance. We have lawyers within the Audit Committee. We totally agree that under the laws of Hong Kong, this is totally legal. We totally agree that under the Articles, anyone can nominate another person to enter the Audit Committee. There are no rules as to who can be nominated and who cannot.....this is not the point of argument.

I am most worried about the fact that the government introduced a new guideline for all private sports clubs in Hong Kong on 30 September last year. It's about good practices in Corporate Governance for the reference of all private sports clubs in Hong Kong. And it states clearly when considering license renewal in 2026, Corporate Governance is one of the points for consideration. It explained that the Audit Committee is an independent Committee and has to be independent from the executive department of an organization. It states that (1) the number of Audit Committee members should not be high, a single-digit number can do, but still need to be independent from and unrelated to an executive department. (2) It also explains what 'potential conflict of interests' is in this guideline. Again, I am not an expert. But I was worried when I saw this. Many candidates came from one or two nominators. I wonder if potential conflict of interests exists. But since I am not an expert, I have stated clearly in my report – there is no conclusion. I am just requesting the General Committee to consult independent legal advice as soon as possible and consider how to deal with it. However, one point is very clear...we have already prohibited all Audit Committee members from being the members of other Sub-committees at the same time, and vice versa. In other words, members serving other Sub-committees are not allowed to become Audit Committee members. The principle is crystal clear. The Audit Committee must be separated from all executive Sub-committees. This principle

explains that, if a person controls an important operation of the Club, and that operation is running millions of income and millions of expenses monthly and he then nominates a batch of people to enter the Audit Committee. Is this appropriate? I am sure this must be a new issue to the Club, the General Committee and the Audit Committee. We should make serious consideration. Therefore, in the report we have requested the General Committee to seek legal advice before they make thorough consideration and deal with it cautiously.

In fact, we are here hoping to work together and get the job done. Despite witnessing this situation, I did not have a fight with 'Uncle Water'. In fact we have discussed before why such a situation appeared last year..... 'Uncle Water' is a frank person. He explained that last year's Audit Committee Annual Report has provided some advice on how to improve our F&B performance. Due to environmental and other factors (social events for last year and COVID-19 for this year), the F&B operation showed quite a big deficit every month except December last year and January this year. The deficit has accumulated to over \$10 million. In this respect, the General Committee and the Audit Committee share the same thought, both of them hope to provide better ways for 'Uncle Water' to reduce the deficit. These include the possibility of hiring some experienced F&B managers, professional consultants or purchasers with rich experience, in order to relieve the burden of 'Uncle Water' and get the job done. Of course, 'Uncle Water' may have better reasons why he thinks he doesn't need such personnel to help. Additional cost may incur with external help because not everyone is a volunteer and some of them charge fees. He has to keep the accounts and may lose control of costs and expenditures. Maybe he has his own reason, but not until recently when I listened to what he told me do I understand why he is thinking this way. So, this is not a conflict between two persons, but we are facing a very special situation. We encounter a request from the government asking us to do something. We have to think thoroughly to decide which is the best way for the interest of the Club and all Members. The Audit Committee does not mean to slander anyone. The Audit Committee only requests the General Committee to seek legal advice, consider seriously, look into the government's guidelines and find ways to effectively govern this organization. We are happy that the General Committee appointed the consultant EY. I hope EY can submit a good report as soon as possible, giving us a hint on how we can do better in terms of Club affairs. I also hope the incoming General Committee can really follow the government's guidelines to resolve the governance problem of the Club.

As to the ceiling number of the Audit Committee members, last year the Honorary Secretary mentioned 14.....In fact currently we still have 14. Can we set a ceiling? The saying then was that since the General Committee has 12 members, we the Audit Committee can have 12 members, too. I disagreed at that time because the governance problem of the Club is a common concern. The most basic concern is a small group of 111 members holding 50 votes each, whereas the other 3000 members each has one vote only. Therefore, the unbalance of power originates from those 111 members. In fact, among the 111 people, only around 80+ are active. These active Members each holding 50 votes, which means they are basically manipulating.....sorry, I cannot think of a better term.....manipulating the formation and election of the General Committee. So, if you say the Audit Committee is also formed by election, and the election still maintain the 50 votes - 1 vote system, we are simply giving the formation authority of the Audit Committee to these 80 members. This is a step backward. As of today, I observe that there is a subtle balance in the Club. Basically 80 SVM are controlling the formation of the General Committee. In the past, SVM did not care about the formation of the Audit Committee, so they passed everything towards the end of the meeting. Usually no one wanted to become Audit Committee members. If there was someone willing to do so, you would be happy. But the result turned into a subtle balance. The Audit Committee members are mostly OVM. Perhaps there is one or two: Harry Wong, CF who are 50-vote holders. Others are 1-vote holders. 1-vote holders are checking and monitoring 50-vote holders in the General Committee. If we suddenly change the system and conduct an Audit Committee election the same way as the General Committee election, the step back problem I've just mentioned will appear. This is a complicated issue. I think I have given a long speech today. Let me pass the speaking right to the President. I hope you can follow these up.”

The President said: “Great. Thank you, Laurence. Judge Fung please.”

Mr. Barnabas Fung said: “There are two issues. Firstly, can we run the election today? If the election has already started, or you don't let them join the election and you choose to change the rules, I think we should postpone the whole election and restart the process again. If it is postponed, I think the best way is to invite the nominations again. But if you ask whether it is legal or not, it is debatable. Secondly, if it is necessary to seek legal advice, please go ahead and do it as soon as possible. Thirdly, I have just

listened to what Mr. Lee had said. I agree that it is very difficult to continue now because it is unreasonable to amend the rules of an election if it is already in progress. So, I agree. Fourthly, this is out of scope, but I want to say that the issue of SVM is a big problem of the Club. Of course, you can find a way to amend. You can change it to allowing Non-SVMs to serve on the General Committee. It is because these SVMs, including myself, are getting old. Those were the days! Year by year, it doesn't make sense for an organization to get older and older without any updates. The new overthrows the old. I think there must be a way to change, but what is it? I think we need to make use of existing rules because to do so you have to amend the rules. If you care about the future of the Club, I think we should sit down (and talk). We should consider the future of the Club and not how many votes you can get.....You cannot 'force people' to do anything. Nevertheless, one may want to see what the government want us to be or you can simply ask the government what they approve or disapprove, then we can tell the Members so. In fact, what our inside world looks like may not be the same in the eyes of people in the outside world. And our existence is strongly connected to the world outside, as our lease may not be renewed and we need to comply.....I am not an expert, my thoughts like these.....Dr. Lau is an expert, but we need to sit down and talk openly about this issue. My speech will end here.”

The President said: “Well, thank you, Judge Fung. Because we have a new topic regarding OVM now. Actually, we have discussed this during the past year. And I have asked the Constitution Sub-committee Chairman to look into it. Of course, we also have to communicate with all Members and the Audit Committee. The General Committee is thinking to introduce OVMs into the General Committee though we have not yet reached any consensus on the best number, but we hope a certain number of OVMs will join us. As to the formation of the Audit Committee, I have discussed the issue with Laurence. We hope most of the Audit Committee members are OVMs, and we have reached consensus about this.

It's time for the Audit Committee agenda. In fact, Judge Fung has provided a very good suggestion. There were 66 candidates in the beginning, but as I discussed with Laurence, we know that many existing Audit Committee members are unhappy about it. Many of them have withdrawn. As a matter of fact, when we conduct this election again, it is possible to accept nominations again. In order words, all Members will be elected instead of elected automatically.....Of course, in the past because there were

not enough candidates for the Audit Committee and the way to fulfil the need was by 'automatically elected' all candidates. However, it is the first time we encounter such a special situation. Therefore, we can decide on a certain ceiling and later on accept nominations again, then we conduct the election. I think this is a good solution. Laurence please."

Mr. Laurence Ho said: "Yes, I will take this opportunity.....in fact out of the 14 members of the Audit Committee, 13 of us hope to submit our resignation letter to the President at this moment. Our resignation is not because of anger, but concern. We think this problem needs to be solved. To which direction should the Audit Committee go? Is it possible to get two or three persons to nominate many candidates to join the Audit Committee? Does manipulation exist? This is a serious question. We don't mean to slander anyone. We are not capable and brave enough. We just hope the General Committee can face the problem correctly and bravely. So, our resignation is not due to anger, but concern.

Besides, we as Audit Committee members have written a letter to the President. We hope you can follow up this issue seriously. On behalf of the Audit Committee, I hereby submit these two letters to the President."

Mr. Laurence Ho submitted the letter to the President.

Mr. Philip Chok said: "President, since it is the agenda for the Audit Committee, I would like to talk about their report. First, I think the Audit Committee has done a very good report this year. It has provided much constructive advice for the Club to consider. I am also happy to see the Club has accepted this advice positively, and even hired a consultancy to follow things up. In this respect, I appreciate it very much. I hereby express my gratitude towards members of the Audit Committee this year, for their effort and all they have done for us. Moreover, I want to talk about your suggested setting of upper limit for the membership of the Audit Committee. I don't have any objection. I think we should do this under normal conditions.

But I am worried about one point. The Chairman of the F&B Sub-committee has recommended a large number of friends as candidates for the Audit Committee. Even if we postpone the election, this could happen again. We cannot prevent this. This year

an unprecedented situation has appeared. Mr. Law Shui Yung, the Chairman of the F&B Sub-committee has recommended more than 30 friends to be candidates for the Audit Committee. Many Members have noticed that this year's Audit Committee Report has highlighted many problems in the F&B operation and has made various suggestions for improvement. Many Members surmised that the action taken by the Chairman of the F&B Sub-committee is related to the criticisms of the Audit Committee Report. Regardless of the reason, this unusual development has caused many Members to feel uneasy. They are worried that it will give rise to a potential conflict of interest scenario. The Chairman of the F&B Sub-committee may be in a position to manipulate the Audit Committee resulting in the Club's losing effective monitoring of its F&B operation in the next term. I believe everyone can understand it is imperative that the Audit Committee must maintain an independent status as its work is to monitor all aspects of the Club's operations. Article 9 clearly states that officers, members of the General Committee or Convenors may not join the Audit Committee. As such the Article has clearly imbedded the principle of avoiding conflict of interests. However, the Article is silent on whether the Chairmen of Sub-committees can nominate or second other members to be candidates for the Audit Committee. As a result, even if the General Committee realizes the implications of Mr. Law's actions and that many Members do not wish to see such a situation, they have no way of stopping him from doing so. But actually there is no need for the General Committee to stop Mr. Law. What they need to do is to take note of Mr. Law's reaction to the well-intended criticism of the Audit Committee, recognize the existence of potential conflict of interest created by Mr. Law, and understand the concern of a vast majority of members regarding the huge loss in the F&B operation and their yearn for improvement in this area.

Following the conclusion of today's elections, the incoming General Committee will be addressing the issue of appointing Chairman for the various Sub-committees for the next term. When considering the appointment for the Chairman of the F&B Sub-committee, I urge the General Committee to pay particular attention to the following points:

1. The existence of a potential conflict of interest created by Mr. Law in the Audit Committee;
2. The concern and worry of Members regarding this point;

3. The risk of other Chairmen initiating Mr Law's behavior and the potential chaos that might ensue;
4. The negative message sent to the Audit Committee members if Mr. Law is reappointed as Chairman of the F&B Sub-committee;
5. The deepening of speculation in the Club regarding the relationship between the General Committee and Mr. Law if he is reappointed as Chairman of the F&B Sub-committee.

Of course, the General Committee has full authority in the appointment of the Chairman of the F&B Sub-committee. However there are more than 3,000 members in the Club for the General Committee to choose from. Due to the current incident, please consider carefully before deciding on your choice, taking into account the best interest of the Club and the need to quell the concern of Members. Assuming the General Committee chose not to reappoint Mr. Law as the next Chairman of the F&B Sub-committee, this will effectively eliminate any potential conflict of interests concern and discourage such unusual incidents from recurring.

One last point. As Mr. Law has nominated many candidates for the Audit Committee, it is quite likely that one of them may end up as Chairman of the Audit Committee. This will give rise to a very undesirable situation wherein the Chairman of the Audit Committee is nominated or seconded by Mr. Law and his work will include monitoring the operation of the F&B Sub-committee. Should this happen, then the General Committee will be facing an even stronger reason not to reappoint Mr. Law as the next Chairman of the F&B Sub-committee.”

The President said: “Philip, thank you for your opinions. Judge Fung please.”

Mr. Barnabas Fung said: “I am reiterating the system issue. I am not discussing who you should appoint. However, I share Philip's view about the apparent potential conflict of interests. It depends on you.....First, I am saying the rules you formulated. I think you should restart from scratch because it is a new rule. Second, the rules you formulated.....You have the right to formulate if it is good and honest. You may consider not allowing people related to the operation of the Club to nominate because you have the right to set this rule. I think if you set the rule, you are already resolving the potential conflict of interests. We have been discussing for so long today, I think a

lot of Members will feel.....if you are independent, you should involve other people. All Convenors and appointed Chairmen of the Club should not nominate any Members for the Audit Committee election. This may help you sort out people's feeling that you are related. Please consider the above."

The President said: "Judge Fung, thank you for your opinions. Mr. Law please."

Mr. Joseph Law said: "President, as this discussion is entirely legal advice, it is a great opportunity for CCC.....However, President, I am positive with voting for Audit Committee members. You should set a longer period so that ample time could be provided for convening an EGM for amendment of Articles. What is defined by an Article cannot be changed without amending the Article. Otherwise, we have no rules to follow.....Set a date, e.g., 14 days or 28 days after which the re-election will be conducted. This reminds me of Marco Wu who has been the Audit Committee Chairman for a long time. He was a good chairman. However, he may have causal discussions with many Sub-committee members. This is important. If he thought any section was having bad performance, he first discussed with Sub-committee members in order to identify the causes for the problem. Moreover, not everyone can be an Audit Committee member. Are you working in the same industry? Are you still working? You can then make criticism. However, you should not criticize everything. This is important. President, I will talk to you regarding other issues later on. I have been an Audit Committee member for long and currently one of the Audit Committee members of a large NGO in Hong Kong. With such an organization size, we have only 6 people. It is co-operation that makes it possible. Furthermore, the existing Audit Committee members are still working. We don't have any retired people because you may lose track of the social development after retirement. I hope the President can take the above into consideration."

The President said: "Thank you, Mr. Law.....Samuel please."

Mr. Samuel Wong expressed his concern about hiring EY as the Club's consultancy. He suggested inviting Chinese Culinary Institute to review the Club's F&B operations because it is more practical. He believed the professions from the Institute can turn our F&B deficit into surplus.

The President said: “Thank you, Samuel. In fact, Ernst & Young is now responsible for reviewing our corporate governance. As Laurence just said, we have to act following the government regulations. Samuel suggested Chinese Culinary Institute. We can try approaching them to see how they can help us to make improvement to the operation of F&B, or how to increase our income. Thank you for your opinions.”

The President continued to say: “We have spent a long time expressing our views and comments. It has been over an hour now. Any more comments regarding the Audit Committee.....Philip, please.”

Mr. Philip Chok said: “President, I have one more thing to point out regarding the Report of the Audit Committee. The Audit Committee indicated in the Report this year about the irregular behavior of extensive treating of SVMs before the election. This is not ideal at all. The response of the General Committee was, ‘On the issue of extensive treating of SVMs, the GC wishes to point out that the GC does not encourage such practice, if any, and would remind potential election candidates not to do so.’

However, from my understanding, right after the clear declaration of the General Committee’s standpoint, Mr. Law Shiu Yung, a candidate this year, threw a banquet of 10 tables in the Centenary Building on 17th September (last Thursday). Over 40 SVMs were invited. It was incredible that most of the General Committee members of the Club were present in the banquet. During the banquet, a number of candidates made their speech and asked the participants to support and vote for them. Undoubtedly, the banquet is related to votes solicitation of the election. This is exactly the irregular behavior pointed out by the Audit Committee.

On the one side, the General Committee declared they don’t encourage such kind of banquet events. But on the other, they attended Mr. Law’s dinner. It seems what they said did not match with what they did. I hope the General Committee can tell us the reason why, and I hope the General Committee can keep their promise by reminding the relevant people not to organize any treating activities.”

The President said: “Thank you Philip for your opinions. I don’t have anything to add in this respect. Personally, I was present in the banquet, but what I said during the event was: ‘This is indeed not a vote soliciting event, but a friendly gathering dinner.’

Someone invited me for a treat so I was present. I had declared at the gathering that it was not related to the election. We have received your comments and understood your concern. We will review what we've done and try our best not to join such an activity again. But I have to say that perhaps your concern originated from the fact that the gathering was arranged at a date close to the election, but having dinner with our friends is a normal gathering. This is my opinion.”

Mr. Philip Chok said: “President, the majority of the Members sitting here all knew about what was happening. Please do not insult our intelligence. In a situation, where a meal was thrown by a candidate and other candidates had stood on stage calling on participants to support them in the election, how can you say that it was not related to vote solicitation? If this is not deemed to be meal treating for the purpose of vote solicitation, then I would like to ask the President what type of activity the General Committee is referring to when it states in its reply to the Audit Committee that it does not encourage? I would also like to ask the Audit Committee if the banquet thrown by Mr. Law on 17 September, is the type of extensive treating mentioned in its report and that it is concerned with.”

The President and Mr. Philip Chok exchanged their views whether “vote soliciting activity” happened in the above-mentioned banquet. The President opined that Mr. Philip Chok should not make such comment as he was not present in the dinner. Mr. Philip Chok however pointed out that the President had spoken on the stage to solicit votes for a Member called Mr. Ho. According to Mr. Chok, this member is a candidate for the General Committee election this year.

The President said: “I am simply introducing this Member (Mr. Ho).”

Mr. Philip Chok said: “President, I have nothing to say. Our members knew what was happening.”

The President said: “May I ask who would like to say something?”

Mr. Wong Ki Kwok said: “What do you mean by soliciting vote? ‘Uncle Water’ gave me a treat. That’s all. I was there. I don’t think it was vote soliciting. It was simply invited to a dinner gathering by a friend of mine.”

Mr. Philip Chok said: “You may say it was a dinner gathering among friends, but there were many Members holding 50 votes present at the banquet. Moreover, the President and others stood on stage calling on the participants to support them and vote for them. If this is not related to vote soliciting events, I would like to ask the President, what kind of activities do you refer to in the Report? Can you please clarify what kind of activities are those specified by the General Committee?”

The President said: “Mr. Ho, please.”

Mr. Ho Ping Kuen said: “Dear fellow Members, I would like to clarify that, in fact I was trying my best to provide service for the Building Sub-committee, with the hope to contribute my knowledge to the Club. In fact, the reason for my participation in the election is not joining the General Committee, as I don’t care whether I am a General Committee Member or not. However, the President thinks I am able to and I am willing to be one. He was only introducing me. Since I am a low-profile person, not joining any sports and social activities, many people do not know me. With my mouth shut, I am just here to help.....For example, any part of the Club that requires repair or decoration. I will offer my best effort and experience to help. I hope you will not misunderstand that the dinner on 17 September was soliciting votes for me. Indeed, I don’t care whether I am elected or not. I will strive to help the Club to achieve better. Thank you everyone.”

Mr. Philip Chok said: “Thank you Mr. Ho. I respect you. I don’t think you have any problems in this matter. I need to clarify one point. I am not asking you now, because the declaration was written by the General Committee in the Report of Audit Committee. Actually, they didn’t need to write this way, but they stated clearly, they don’t encourage this kind of activities.....this is a clear black and white report. Would you please have a look? I would like the General Committee to clarify what they were really saying?”

Dr. Stephen Wong said: “I have something to add. It was fun at the banquet because the prohibition on group gathering was just relaxed. It has been long time since our last gathering. I was the second person standing on the stage and giving a speech. My first words were ‘I am not soliciting votes today!’. If you don’t believe me, ask those who

were present in the banquet. Thirdly, my speech was merely a Club affair report. Many people joined the banquet that day. At the banquet, I showed my appreciation to all the past Presidents because reserve of CCC has not suffered from even a one cent loss. Many clubs, organizations and schools invested their reserves in HSBC shares and suffered from a big loss. I mean our previous General Committees and Presidents have done a great job by successfully protecting our reserves. They did not buy any HSBC shares and only placed the Club's money in time deposits. Many people doubt why we did not buy bonds or HSBC shares as the current interest rate was so low. However, the General Committee insisted on time deposits in various banks thus making no deficit in our reserve. You can ask you friends. Many other clubs and organizations lose big money after buying HSBC shares. I was simply reporting Club affairs at that time. I reported this good news to all Members and we chatted together. We are concerned about the Club's development. Since many people, many schools and retirement funds have lost big sums of money, I was simply reporting to our Members. Mr. Chok, please do not criticize against a particular point in the whole banquet, okay? You have to look at the whole picture.”

Mr. Philip Chok said: “Mr. Wong, thank you for your clarification. However do you really think that by dealing that you are not soliciting votes then the nature of the dinner gathering will change and become an event not related to vote solicitation? I would like to ask the Audit Committee whether it is concerned with the 10 table banquet thrown by a candidate on 17 September in which 40 odd Special Voting Members were invited, including the Club's Officers and the majority of General Committee members? Can any member of the Audit Committee answer my question please?”

Dr. Stephen Wong said: “May I interrupt? Most participants in the dinner gathering are holding 1 vote, not many of them are holding 50 votes. At least one-third are one-vote holders. It was not a 50-vote gathering. Please double check.”

Mr. Laurence Ho said: “Mr. Chok requested the Audit Committee to answer this question. Since I am the Chairman, I should be the one to answer. We are concerned about this gathering. But if you ask me about a specific incident on a certain day, for example the one on 17 September, I was not there and didn't observe anything. I did not know there was such a dinner gathering on 17 September until now. I think we, the Audit Committee, have nothing to base on to give judgement. This is also what we

need to pay attention as far as the entire corporate governance is concerned. The Audit Committee hope the General Committee will enhance its corporate governance in the future. We hope the Club will set up clear guidelines for our Members to follow so as to enable everyone to know what should be done and what should not be done. I am not against Stephen. We are good friends. However, one cannot deny by standing on stage and simply saying ‘this is not vote soliciting’. This is not possible. I joined many elections before.....but I have no way to know what had happened on 17 September. I am sorry about that.”

The President said: “I think most of us have already expressed our views for a number of times. Philip, I know you still have something to say, but this is the last time, okay?”

Mr. Philip Chok said: “I don’t want to say anything. But President, please understand my original point. My point is, I want to know what the General Committee said in the Report. I am not against what the General Committee said. In fact I am positive about it. I very much hope the Club will put things into practice. The bad habit of treating voting members in our Club before election is a kind of vote buying. If the election is for the Legislative Council or District Council, this is already an offense of the Corrupt and Illegal Conduct (at elections) Ordinance. I hope the General Committee can, put an end to such kind of treating because it is not appropriate. It will turn the election into an unfair one. We all hope to see a fair election. I believe Mr. President also wants to see a fair election. If we can put an end to these treating, it helps to make it a fair one. So now I hope the General Committee can, with their clear position and put it into practice. I don’t want to see this happens again. I have talked a lot and don’t want to say it again. I think all of you can get what I meant.”

Afterwards, the President invited Mr. Marco Wu to say something. Mr. Marco Wu thought the treating on 17 September had nothing to do with the General Committee, as he, being a member of the General Committee, was not invited. In response, Mr. Philip Chok said he didn’t think the treating was related to the entire General Committee. He only thought it was related to vote soliciting, and this was that kind of treating the Audit Committee concerned with.

The President said: “I think all of your speeches are almost done. I would like to invite Mr. Anthony Chok as the last one to speak. Then we will move on with other agenda.”

Mr. Anthony Chok said: “Actually I came to this meeting today hoping to hear one issue. But you did not mention at all. That is, there is a rumor spreading out in the Club about the loss of \$10 million by the F&B last year. I don’t know the truth of it. I expect to receive your clarification here, but no one mentioned about it. You kept your mouths shut. A loss is okay. You can do it better and earn the money back next year. However, you did not talk about it, you did not suggest any solution to it, and you did not give any explanation on why you have suffered from such a big loss. The second issue I would like to ask is that, Audit Committee election matter had created such a ‘mess’, what are your plans tonight? We have all kinds of elections for Officers, the General Committee tonight, only the one for Audit Committee will be postponed. And then call on an AGM for the election again? I don’t know if you will offend any other Ordinance. I am not a lawyer. But I am really not sure whether you will offend any other Ordinance. However, I hope you can give us an explanation. What are your plans for the coming year? Will you still let that person be the F&B Sub-committee Chairman? He has already lost \$10 million, and is he allowed to keep losing money? Thank you.”

Mr. President said: “I believe we all have spent a lot of time expressing our views. All your speech will be recorded. The last issue: regarding the Audit Committee election, I suggest extending the 11th item of our AGM, to be continued. Our election today will go on to item 10 only. As many of you mentioned, we should consult the advice of the lawyer and reach a consensus for the upper limit of the membership of Audit Committee, all get prepared for item 11.....I think Judge Fung’s comments just now is acceptable, i.e. we do the nomination again and elect for our new Audit Committee members in the AGM. Okay? If this is the case, we will continue, because we have already wasted too much time.

Now go back to our agenda. The first is to adopt the President’s remark.”

As no Members made any more comments or proposed any amendments for the President’s remark, Mr. David Tsoi proposed and Mr. William Shum seconded that the President’s remark be confirmed and adopted.

The motion was carried unanimously.

2. TO CONFIRM AND ADOPT THE MINUTES OF THE 68th ANNUAL GENERAL MEETING HELD ON 26 APRIL 2019

The minutes of the Annual General Meeting held on 26 April 2019 was mailed to Members on 2 September 2020. A suggested amendment received. That is in paragraph 5, the word “REVIEVE” in the title should be read as “REVIEW”.

After this, the Chairman invited Members present to comment on the minutes for the Annual General Meeting held on 26th April, 2019.

As no Members made any other comments or proposed any amendments for the minutes, Mr. Peter Mak proposed and Mr. James Kwan seconded that the minutes of the 68th AGM held on 26th April 2019 be confirmed and adopted subject to the above amendment.

The motion was carried unanimously.

3. TO REVIEVE THE REPORT OF THE AUDIT COMMITTEE FOR THE YEAR 2019/20

The discussion of the Audit Committee’s report is completed in item 1.

As there were no other questions or comments from Members, Mr. Leo Lee proposed and Mr. Philip Chok seconded that the Audit Committee’s report for the year 20119/2020 be adopted.

This was agreed unanimously by those present and the motion was carried.

4. TO RECEIVE AND ADOPT THE FINANCIAL STATEMENT AND REPORT OF THE GENERAL COMMITTEE AND AUDITORS FOR THE YEAR ENDED 31 DECEMBER 2019

The President invited Members present to comment on the annual accounts, the General Committee's report and the audited financial statements for the period up to 31st December 2019.

There were no other comments on the financial report from other Members. Mr Ho Ping Kuen proposed and Mr David Chan seconded that the financial statement and the Report from the General Committee and Auditors for the year ended 31st December 2019 be adopted.

This was agreed unanimously by those present.

5. APPOINTMENT OF AUDITORS

The Honorary Treasurer nominated “PKF HK” be appointed as the auditor for the Craigengower Cricket Club in 2020.

Mr Joseph Law proposed and Mr. David Chan seconded that “PKF HK” be appointed as the auditor for the Craigengower Cricket Club in 2020.

The motion was carried unanimously.

6. TO ELECT LIFE MEMBER

The President said the General Committee had passed a resolution to recommend Mr. Henry Hui, Mr. Eric Lam and Mr. Andrew Pau as a “Life Member”. The President said that every Member could vote to pass or not to pass the General Committee’s recommendations. Members could collect the ballot papers together with other ballot papers and then cast their votes.

Mr. Joseph Law: “President, please check Article 45(a), the paragraph about Life Members. ‘On the recommendation and subject to the approval of the Committee a Special Voting Member may be elected a Life Member at any General Meeting of the Club.’ Was it referring to one, two, or three persons?”

The President: “Is it about the ‘a’ ?”

Mr. Joseph Law: “Yes, I don’t understand here.”

The President: “For this question, we have consulted the Honorary Legal Advisor. Would the Honorary Legal Advisor explain for us, please?”

Mr. Duffy C. N. Wong: “Actually, I have already read this sentence clearly. The meaning of ‘a’ in English can be ‘any’, namely ‘any person’, any Special Voting Member can be elected as a Life Member. In my opinion, ‘a’ means ‘any one’. It is the same as ‘one’, is the meaning of ‘any one’. If you mean only one person can be elected at one time, or the Club can only have one Life Member, it is not written like this.”

Mr. Joseph Law: “Sorry, according to my experience in the Club, so far only one can be elected at one time. Therefore, I would like to make it clear.....it’s been decades, not just this year.”

The President: “Thank you. Now it has been clarified.”

Six staff members were responsible for counting the votes, and an auditor from PKF HK was responsible for supervising the counting of votes.

After counting the votes, the Chairman announced that the motions of recommending Mr. Henry Hui, Mr. Eric Lam and Mr. Andrew Pau to be the Club’s “Life Members” are passed.

7. TO ELECT OFFICERS AND MEMBERS OF THE GENERAL COMMITTEE

The President said that two Members, viz. Mr. Leo M.K. Lee and Mr. Duffy C. N. Wong, would take charge of the election tonight. As invited, Mr. Leo Lee thanked the President for the introduction and said: “The election arrangements this year are slightly different from last year. This year, voting starts from 10 am today and I believe some Members have already voted. For the Members who had not yet cast their votes, please pay attention to the matters below when marking the ballot papers:

- a. Use only the chop provided by the Club to stamp the “✓” sign on the ballot papers. Please do not write with pen or other markers. Otherwise the ballot papers will become invalid.
- b. Ballot papers should not be marked with other signs, which will render the ballot papers invalid.
- c. Please do not elect more than 8 members in the item of General Committee election. Otherwise the ballot papers will become invalid.

Due to social distancing requirements, only a small number of members are invited to collect their ballot papers and enter the voting area at one time. Please vote in turns.”

Mr. Leo Lee informed Members present that for the positions of President, Vice President, Honorary Secretary and Honorary Treasurer, as there was only one nomination for each position, they were duly elected as follows:

Positions

President
Vice President
Honorary Secretary
Honorary Treasurer

Names of Members

Mr. Frederick Keung
Dr. Stephen S. M. Wong
Dr. James C. W. Lau
Dr. Cheung Ching Yet

For the election of General Committee members, Mr. Leo Lee informed the meeting that nine nominations for membership of the General Committee were received, namely:

- Mr. Ho Ping Kuen
- Mr. Henry K.H. Hui
- Mr. James K.C. Kwan
- Mr. Eric W.K. Lam
- Mr. Kenny K.H. Leung
- Mr. Andrew K.C. Pau
- Mr. Paul Y.P. Tam
- Mr. David T.W. Tsoi
- Mr. Marco M. H. Wu

Six staff members were responsible for counting the votes, and an auditor from PKF HK was responsible for supervising the counting of the votes.

After voting, Mr. Leo M.K. Lee declared that, the following eight Members were elected to serve on the General Committee for the year 2020/21:

- Mr. Ho Ping Kuen
- Mr. Henry K.H. Hui
- Mr. James K.C. Kwan
- Mr. Kenny K.H. Leung
- Mr. Andrew K.C. Pau
- Mr. Paul Y.P. Tam
- Mr. David T.W. Tsoi
- Mr. Marco M. H. Wu

8. ELECTION OF CONVENORS

Mr. Leo M.K Lee informed the meeting that this year the following eleven nominations for the positions of sports and social convenors were received, namely:

<u>Positions</u>	<u>Candidates</u>
Badminton Convenor	Dr. Stephen Wong
Billiard & Darts Convenor	Mr. Eric Lam
Cricket Convenor	Mr. Kevin Styles
Golf Convenor	Mr. Johnny Wong
Lawn Bowls Convenor	Mr. Kevin Fung
Race Box Convenor	Mr. Andrew Liu
Social Convenor	Mr. Kenny Leung Mr. Jacky Tso
Squash Convenor	Mr. Lam Koon Fung
Table Tennis Convenor	Mr. Yim Kwan Hoi
Tennis Convenor	Mr. Tommy Luk

Mr. Leo Lee informed Members present that for the positions of Badminton, Billiard & Darts, Cricket, Golf, Lawn Bowls, Race Box, Squash, Table Tennis and Tennis

Convenor, as there was only one nomination for each position, the relevant candidates were duly elected.

For the election of Social Convenor, six staff members were responsible for counting the votes, and an auditor from PKF HK was responsible for supervising the counting of votes.

After voting, Mr. Leo M.K. Lee declared that Mr. Kenny Leung was elected as Social Convenor for the year 2020/21.

9. ELECTION OF ADDITIONAL SPECIAL VOTING MEMBERS

The Meeting noted that five nominations for Special Voting Membership were received as follows.

- Mr. David P.L. Chan
- Mr. Edward Y.K. Kan
- Mr. Law Shui Yung
- Mr. James S.L. Lee
- Mr. Wingle H.Y. Wong

Six staff members were responsible for counting the votes, and an auditor from PKF HK was responsible for supervising the counting of votes.

After voting, Mr. Leo M.K. Lee announced that Mr. David P.L. Chan had attained the 75% voting threshold, and was elected Special Voting Member of the Club.

10. ELECTION OF AUDIT COMMITTEE MEMBERS

Members present agreed to adjourn the election for the Audit Committee and resolved to seek legal advice on the arrangement that should be made.

11. CLOSE OF THE MEETING

The Chairman thanked Members for their attendance and declared the meeting be closed at 21:30.

Signed as a correct record

Chairman



紀利華木球會於二〇二〇年九月二十五日(星期五)晚上六時在香港跑馬地黃泥涌道 188 號紀利華木球會舉行第六十九屆週年會員大會的會議紀錄

出席者

姜榮輝先生，會長
黃守明醫生，副會長
劉志宏博士，義務秘書
鮑金柱先生，義務司庫

理事會理事：張振翊博士，錢北慶律師，許琪亨先生，林偉光先生，梁健開先生，譚耀波先生，蔡大維先生，鄔滿海先生

特別遴選會員：祝建平先生，張榮生先生，張子如先生，祝建勳先生，陳樹槐先生，陳漢良先生，周柏森先生，馮驊先生，何炳權先生，關健暢先生，林清寬先生，羅錫鴻先生，林榮金先生，梁鑑宏先生，黎桂培先生，麥海謙先生，沈鉅忠先生，沈樹釗先生，Kevin Styles 先生，曹廣慶先生，叢茂滋先生，黃永棣先生，王海康先生，黃民享先生，黃信先生，易蔭華先生，楊德興先生及游柏雄先生

普通遴選會員：姜閻華先生，陳少棠先生，鄭勳仁先生，陳柏林先生，鄭子信先生，陳德忠先生，祝建中先生，張天蔚女士，馮家麒先生，許美寶女士，何海明先生，高錦然先生，簡羽佳先生，關兆年先生，梁健棠先生，李文峰先生，羅兆容先生，廖少豪先生，梁偉源先生，李文光律師，李樹祥先生，李錫亮先生，黎孝慈女士，凌澤霖先生，吳世海先生，吳偉豐先生，潘澤生先生，潘志衛先生，Harry Rumjahn 先生，岑慧平女士，丁賢鈞先生，徐振福先生，黃憲忻先生，黃仲誠先生，黃振亞先生，黃毓康先生，黃祺國先生，黃鎮南律師，黃振亞先生，鄔崇彥先生，黃鸞櫻女士，袁沛濤先生，嚴鈞塏先生，姚金松先生及楊小杏女士

公司提名會員：盧劍聰先生，吳亮星先生及陳裕宗先生

備註：

- 有 181 位會員於 2020 年 9 月 25 日晚上六時前投票 (61 位特別遴選會員、111 位普通遴選會員及 9 位公司提名會員)
- 有 30 位會員於 2020 年 9 月 25 日晚上六時後投票 (13 位特別遴選會員、15 位普通遴選會員及 2 位公司提名會員)
- 2020 年 9 月 25 日當日共有 211 位會員投票 (74 位特別遴選會員、126 位普通遴選會員及 11 位公司提名會員)

大會主席宣佈會議開始，並邀請義務秘書宣讀大會議程，義務秘書宣讀議程如下：

「紀利華木球會定於二零二零年九月二十五日(星期五)晚上六時正，在香港跑馬地黃泥涌道 188 號紀利華木球會召開第六十九屆週年會員大會，議程如下：

- (一) 會長簡報，
- (二) 確認及通過於二零一九年四月二十六日舉行的第六十八屆週年會員大會會議記錄，
- (三) 接收及通過截至二零一九年十二月三十一日止的週年賬目及理事會和核數師報告，
- (四) 委任核數師，
- (五) 接收二零一九/二零年度的稽核委員會報告，
- (六) 選舉終生會員，
- (七) 選舉理事會常務理事，
- (八) 選舉理事會理事，
- (九) 選舉召集人，
- (十) 選舉特別遴選會員，
- (十一) 選舉稽核委員會成員；及
- (十二) 其他事項。

會長邀請各會員在會議開始前起立，向去年辭世的會員致哀。他們分別是：許子石醫生、陳焯生先生、譚宗杜先生、陳紹禮先生、莫富強先生、RIMahtani 先生、鍾乃昌先生、林焜泉先生、許建楫先生、羅世傑醫生、吳玃醫生、伍漢強先生、潘少忠先生、唐善偉先生、謝裕霖先生、黃鑠文女士、黃淑妍女士及楊浩峰先生。

(一) 會長簡報

會長向大會作出報告如下：「首先多謝各位會員今天出席週年大會。在過去一年，香港受到社會事件及疫情的影響，對會所的運作帶來很大的不便。例如我們很多設施在這段時間也須關閉，很多會員也無法做運動及使用會所的設施，亦有很多小組的會議因限聚令而無法召開。對此，我在此向各位說聲不好意思，我希望疫情盡快結束，令我們可以開開心心地享用會所設施。

在去年四月，我們接手營運餐飲服務。其間，餐飲部的 Chairman、我本人、副會長、Dr C.Y. Cheung，也投放了很多時間、心思、精神，處理 F&B 方面的事情。在此，我感謝各位。可惜時機不配合，使我們餐飲的帳目並不好看，每個月都錄得虧蝕，除了去年十二月及今年一月是賺錢外，其餘都是蝕錢的。我也知道很多會員對此十分關注，我唯一覺得有些安慰的是，食物質素較以前有所改善。唯一我們擔心的是財政壓力。其實這件事情理事會亦有兩手準備，即我們也會視乎未來餐飲的財政如何，我們亦會徵詢各會員的意見，必要時可能縮減規模、減省人手等，使我們收支平衡。但這方面要視乎各位意見，以及疫情的發展，我們會一直監察並向各位匯報。

另一件頗為重要的事情，我們聘請了 Ernst & Young 檢視我們會所的 corporate governance。其實我們聘請了這所顧問公司，她已經開始工作了。我希望 Ernst & Young 可以給我們很多寶貴的意見，有關我們管理、行政上的運作，亦包括大家關心的 F&B 運作等等。截至今天為止，Ernst & Young 已經與不同部門的 Chairmen 或 Convenors 會面，我估計他們大概在兩個月後便可提交 report，屆時我們來屆理事會將向各位會員匯報結果。

最後，有關今年 Audit 的選舉方面，我相信大家也注意到有 66 人獲選舉提名。當然，這也會引起大家的關注，『為什麼會有這麼多人參選？』。而 Audit Committee 亦已就此方面提出意見。我相信大家也從他們的報告中見到 Audit 對此事的看法。在過去這個星期，我知道這件事情後，已與 Audit 的 Chairman 傾談數次，大家商討如何去解決問題。我個人的看法是，有一位會員 nominate 了很多人，這裡是否存在利益衝突？這是大家同樣關注的事情。本人覺得這並不理想，但我們亦須照顧每位會員參選的權利，所以，我認為直到今天仍未有一個完善的解決方法。我們今天在最後的項目裡，也有選舉今屆 Audit Committee members 的安排。我的看法是，我們應尋求法律意見，好好地處理這次事件，我亦不希望因為太多人參選，令會員之間出

現矛盾。我建議我們須盡快取得法律意見，及暫停今晚 Audit Committee 的選舉，因為就目前而言，雖然已有一部份人退出了角逐，現在仍有 45 人，仍然是不理想。我們應限定一個人數，例如我們 General Committee 有 12 人，很多小組亦只有 12 人。如果超過了這個人數，就該由大家投票，這樣會比較好，我認為這樣各位會員會較易接受。

到此，我大致上已向各位作出報告。大家有甚麼意見？」

祝建勳先生說：「主席，我不太明白為什麼理事會沒有為 Audit Committee 進行選舉投票，因為會章第九條很清晰寫明，Audit Committee 應由會員在會員大會上 elect，是要選舉的。我想請問會長為什麼不進行選舉？為什麼不給會員一個權利、剝削了會員選出他們認為應該進入 Audit Committee 的候選人的權利？」

會長回答說：「其實我的意見是，參選 Audit Committee 的人應該由選舉產生的。你問得好，應該由選舉產生的。只不過我們今年沒有安排的原因是，多年來是很少人參選的。這裡說的『Audit Committee comprising not less than 3 members』，即最少有 3 個。以往可能有 10 個、8 個，或 10 多個，所以我們……以往的做法是自動當選，因為我們沒有設上限，可以這樣說……」

祝建勳先生說：「主席，對不起，我要 cut in。你們這樣做是 ultra vires 的，是超越權限的，你們沒有權這樣做的，你們明白嗎？我亦想問問法律顧問，他是否同意我的說法，及為什麼不將意見交給會方？」

黃鎮南律師說：「其實我也很尷尬，你問的這個問題我已經回答會方了。會方問我，我已經給了我的意見。」

祝建勳先生說：「那你的意見是否我剛剛所說的意見呢？」

黃鎮南律師說：「我的意見是，無論有多少人參選，在我們今天的條文，我們也無法做甚麼，都須讓選舉進行的。」

祝建勳先生說：「那我想問……」

黃鎮南律師說：「但是我還沒說完……因為以往的做法是不對的，以往不投

票，自動當選是不對的，但因為沒有人爭辯。那如果今天發生了爭議性的事情，就要走回正途，其實所有的會議決定均需要投票的。也就是說，A 君要競選，便須投正反票，贊成或反對。若有 40 人競選，便應 40 人分開，究竟是贊成的人多，還是反對的人多，得到過半數便能當選。功夫當然多了。但我的意見應該是幾天前交給會方，我亦有問是否要跟進，但到今天仍未有答案。我已經做了我的意見，當然你問到，我便說，你不問，我就不說的。」

祝建勳先生說：「多謝法律顧問，我完全同意你的見解，我亦認為是應該這樣做的。我現在想知道，當你將意見交給會方後，為什麼會方沒有遵從你的意見來做？」

會長說：「馮官等了很久，或許讓馮官發表意見吧。」

馮驊先生說：「我想在會務方面，每件事情都需要查看規條。如果是違心地說應該如何如何，則會有 100 個不同的意見。並不是說律師所言便是法律，但律師一定要根據條文發表言論，這包括……我也讀過法律的，也不是說我一定對，看看大家是否同意。根據第 9(1)條，Audit Committee 不可少於 3 個成員，然後是由選舉產生的。」

祝建勳先生說：「Elected……by members at the Annual General Meeting.」

馮驊先生說：「如果這個看法，它有兩個涵義：第一，它是不可以少於 3 個人；第二個是，並非所有人都可以當上的，並非 nominate 了便行，是要選舉出來的。但這裡便沒有提及要如何選舉。但你看看第 78 條，章程沒有提及的便由 General Committee 決定。我覺得一個合理的做法是，首先為 Audit Committee 的人數定上限，然後再選舉。如果你不定上限，只視乎他們每一個是否過半數，是其中一個做法。但是要過半數，那為什麼要限定過半數呢？反而如果是定上限的話，這個一定是最貼合條文的，因為條文說明並非所有人都可以當上的。至於他們說要延後這個會議，首先我想他們並不是不選舉，而是將某一部份延後至下一次。但要不要延後，要有一個理由來支持。如果有理由的話，那便須延後了。但如果定了一個上限，沒人反對，那便進行選舉，不需要延後。但如果有人反對，他要取法律意見的話，那便須要延後，但這個延後會議及選舉應盡速恢復，這應該是這個週年會議的延後部份，而不是另一個會議。」

我還想說另一件事，有一個附加的 Audit 報告。我先作一利益聲明，因為我被 nominate 進入 Audit Committee 的。我當了 45 年會員，可能沒有你們這麼久，但是如果有人需要我幫忙，而我被選上，我便做，不選我便不做。但是他說因為有人有利益衝突，有人 nominate 了很多人。首先，利益衝突是有兩種的：一種是實際利益衝突，即有錢銀瓜葛，這些是需要有證據的。有些是潛在利益衝突，潛在利益衝突是如果他有說出來，或他自己可以說有人說了出來，已經知道他的身份的話，那這個便交由選舉決定，這不是實際利益衝突而是潛在利益衝突，即 apparent conflict，最重要的是有 declaration of interest。第二個是說這是不當干擾，即被他 nominate 的人是這不當干擾的串謀者。如果是這樣的話，我說了很多人遍，開會時大家可以理直氣壯，什麼都可以說，但千萬不要跌入一個誹謗的陷阱，我希望大家用詞要小心。不過今天我覺得他們應先定下來，或定下任何方法。如果他是定了每個人都可以，取得贊成票多於反對票那些，這個有好有不好。不好的意思是走回我們特別遴選會員的漩渦裡。當然你們須 propose 出來如何，如果你們沒做到的話，我想你們 Committee 是要做的。如果現在 Committee 做到的話便做，做不到的話我想要留待下屆 Committee 做了。但就是說出來看看有沒有人反對，如果沒有反對便去做。如果你聽從大會的意見亦可，因為很多事情也須由 General Committee 決定，就像一個董事會。如果股東不同意董事會的決定，他可以不選他為董事，但原則上並非股東每次要求董事會作出行動，每件事都出來越俎代庖，這並不是分權的原則。

我對第 9(1)條的詮釋是，一定有一個選舉，選舉便一定有人贏及有人輸。如果超過很多，根本都不 work 的，against common sense 的，那便必須定一個額度出來。但你有做到沒做到，便由你們自己決定。謝謝。」

祝建勳先生說：「多謝馮官。我也很留心聽了你的說話，你也同意根據第 9 條，Audit Committee 的成員需要由選舉產生出來的。你的言論並沒有說不可以這樣做。我現在想問的是，為什麼會方沒根據法律顧問的意見去做這件事情。」

黃鎮南律師說：「會長，我想補充一下。其實法律顧問說的話不一定是對的，當了這麼多年法律顧問，我說的話不是每一句都被理事會接受的。當然我不會告訴你哪一些聽，哪一些不聽。所以你問為什麼理事會不聽……」

祝建勳先生說：「我問的是會方，不是問你。我是想知道會方為什麼不跟從你的意見。」

會長說：「Philp，首先我想請 Leo 發表意見，因為他已經等很久了，我想請 Leo 發言。」

李文光律師說：「各位，其實有幾位已經談到這件事了。不過大家要看看我們的 M&A，它寫明 Audit Committee 不少於多少個，但沒寫最多有多少個。因為我們的理事會是處理我們的會務，我看到如果最多的人數是交由理事會決定的，而根據會章，他們做這個決定並沒有 ultra vires。」

祝建勳先生說：「李先生，我現在不是跟你說人數問題，我想說的是，我們會章清楚列明我們這個委員會是由選舉產生出來的。」

李文光律師說：「我沒說不是。」

祝建勳先生說：「我想問會方為什麼沒有這樣做。」

李文光律師說：「這些則留待會方回答。」

祝建勳先生說：「那你可以不用說了。」

李文光律師說：「我一定要說完，因為程序上會方在最短而合理的時間內做出這個決定，決定最多有多少人，然後召開特別股東會，才可選舉 Audit Committee members，我說完了。」

祝建勳先生說：「多謝李先生。會長，我想解釋一下為什麼我這麼關注這件事。大家都知道今年 Audit Committee 有 60 多位的提名，在這個情況下有 30 多位是由餐飲小組主席提名的。這裡很明顯像稽核小組所言，有一個潛在的利益衝突問題。至於會員方面，很多都會擔憂這個情況的，會章是給他們一個保障的。其實會方給了他們兩個保障：第一個保障是第 9 條條文，清楚列明那些成員是選舉產生的。會員有權選或不選哪些人，他們認為有利益衝突存在，他們便可不選那些人。你們現在這樣做，是剝奪了這個保障，使得會員失去了這個保障。所以我對這件事十分關注。順帶提提還有一個保障，那便是理事會……這一點我留待在 Audit Committee Report 那裡，

再說說今年不尋常的現象，即有 30 多名成員是由餐飲小組主席推薦出來的，第二個保障我稍後說。多謝主席。」

會長說：「多謝 Philip 的意見。我早就說了並不是不選舉，你尚未發言的時候我已經說了，我們是會選舉的，只是這個 item 我建議 adjourn……即延續 AGM 來選。馮官請講。」

馮驊先生說：「主席決定要定多少個，那便可選多少個了，這麼簡單。如果這個不可行，那便看看為什麼不可行，再看是否需要取法律意見，簡單地先做了，行不行呢？」

李文光律師說：「其實是可行的，因為我自己考慮過在法律的觀點上，只提到最少，沒有說最多。理事會可以立即下決定，有多少個，便可馬上選舉了。因為你們這樣做並沒有 ultra vires，會章沒有限定你們不可以。」

祝建勳先生說：「李先生，但現在不可以這樣做的。因為現在的選舉已經在早上十時開始了，有很多會員已經投票了。你現在是不允許他們在此事上投票。」

馮驊先生說：「如果他不給早上已投票的人現在投票，那應該是不可行的。那便必須定下一個 number，他們理事會現在可以限定，那便可以立即決定延後至什麼時候。」

錢北慶律師說：「多謝主席給我發言的機會。這個 Article 9 提到最少有 3 個人，現在你要為人數設限，in essence，你正在 amend 這個 Article，你便要開 EGM，而不是 78（會章第 78 條）。如果 78 什麼都可以做，不如扔掉這份會章吧，你做什麼都可以了吧。你開這個會議也需要 21 天前通知，現在突然在這幾分鐘決定有多少人，在這裡就下決定？那要 Article 來做什麼？Thank you, Chairman。」

李文光律師說：「錢律師，他不是改 Article，他沒有改 Article。因為 Article 是刻意留空這一格來讓他們做事，是沒有改 Article 的。」

錢北慶律師說：「李律師，I disagree。我極度 disagree。」

劉志宏博士說：「其實幾年前我已經覺得有問題了，我也曾在理事會提出。因為當時 Audit Committee 有 14 人，所以每年都沒有選舉的，有 10 個便自動當選，14 個也自動當選，我一直都覺得不理想。我在理事會有提出，當時錢律師你也在場，在理事會裡，我建議 Audit Committee limit to 12 個，理事會當時是通過的。但到了 Audit Committee，Audit Committee 自己反對，他認為理事會是不可以 intervene with 他的。這是事實來的，minutes 也有寫。當日錢律師你也是 a member of General Committee，你自己有參與討論的。」

祝建勳先生說：「Ridiculous! 劉先生你是 ridiculous! 你說 Audit Committee 不同意，那權力是在 Audit Committee 還是在 General Committee？」

劉志宏博士說：「當然在理事會。但理事會不應該不考慮 Audit Committee 的反對。」

祝建勳先生說：「那 Audit Committee 又怎麼會 override 理事會的決定呢？」

劉志宏博士說：「當時這是事實。」

祝建勳先生說：「這不是事實的問題，是權力分配的問題。權力在哪一方？」

劉志宏博士說：「所以我這次是要求 E&Y……我認為這是一個 bad governance，所以我要求 E&Y study 這個 point，讓 E&Y 告訴我們 Audit Committee 是 12 人，而不是由 Audit Committee 說有多少人便算了。無論如何，你說的是事實，我很久以前已經 foresee 了這個問題。所以我們並沒有說不投票，只不過下一屆理事會將會決定有多少人，然後重新開始選 Audit Committee，是 12 人或不是，這是我們所想要做的。你說這是否 ridiculous，這是見仁見智的，你覺得是，我覺得不是。」

叢茂滋先生說：「你剛剛提到限制 12 人，其實 Audit……我本人是第一屆，David Tsoi 與我是同一屆，當時只有 4 人，當然 4 人可能不夠。但是 Audit 這個 section，說的很多事件，但 40 多人是否每個都明白？這是第一。第二，如果有 40 多人報名參加，如果 propose 的人及 second 的人都是同一人或兩個人，你們 Committee 有沒有研究一下，名單上的人究竟知不知道？他們可能不知道的，只是有人將他們的名字放了上去，然後你們 Committee 沒

有想一想便通過、便選舉，你們有沒有考慮過？你說沒有 ceiling，當然現在我們的新會員也沒有 ceiling，隨便你每一個月、兩個月，收幾十個也行，但是要想一想我們有沒有足夠的地方容納這麼多會員，想一想 40 多、50 多個人在 Committee、Sub-committee，有沒有需要？你知不知道因為有太多人進入 Sub-committee，他們那些有經驗的也不幹。為什麼？因為你們把這個會弄得烏煙瘴氣，你們這班 Committee 每個都不作反省，還在爭辯，尤其是秘書長，都不知道在說什麼。你說了算！你頂多說這是我們 General Committee 所有人都同意，那便算了。你們有沒有用腦筋想想是否應該這樣做？我要說的就是這些。」

劉志宏博士說：「你當了這麼多年會員還不知道那張 form 是怎樣填的嗎？你知不知道 Nomination Form 是需要被提名的人簽名的？你連這些事情都不知道，當這麼多年會員什麼都不知道。」

叢茂滋先生說：「事實上，我是本會資深會員很久了。亦曾擔任理事會及其他小組召集人及成員。我怎麼會不知道選舉稽核小組成員的手續？我提過，怎樣可以同一個提名人及同一個和議人為超過 40 名以上會員，推薦成為稽核小組的候選人？你現在已全面控制了整個會所的運作。」

會長說：「我聽了這麼多會員的意見，很多會員對此事亦有很多 concerns，也證明了我剛才的建議是對的，亦即是說如果今天選舉，似乎並不公道，所以我想這個 item adjourn，我們會盡快選舉這些人，in the meantime 我們亦須取得更多的法律意見，以及多聽會員不同意見，使我們可作出較明智的選擇。大家發表的意見說明 40 多人是太多了，所以我們便要選舉了，但所限定的人數是多少，我覺得我們 General Committee 是有權定下人數的。大家要 reasonable，定 12 人、14 人也好，沒所謂的，reasonable 便行，那時候便由大家投票。我覺得不要傷和氣。如果有會員覺得為什麼以前沒有 election……我們現在是撥亂反正。之前可能漏做了，原因是以前比較少人進入 Audit Committee，於是我們便來者不拒。現在問題是，幾十年來第一次出現這麼多人參選，我們從未遇過，於是我們接着便這樣處理了，好嗎？如果大家同意我所說的舉一下手好嗎？即只有這個 item 留待下次投票的……或者請 Laurence 發言。」

何海明先生說：「原本我是打算留待 item 5 才說的。但現在變成這樣，可否先進行 item 5？這便可解釋此事，因為此事我從頭到尾都有參與。剛剛提

到數年前是否應該定一上限，我亦有參與討論。其實我們稽核小組已提交了一份 Supplemental Report，我相信是罕見的。我們做得很匆忙，但也做出來交給了理事會，希望提交這份報告給理事會考慮。正如剛剛會長所說，over the years 來當稽核小組的成員是不多的。過去幾年做小組的主席的時候是要求人當的，通常要問很多個，『吃很多次檸檬』，才有人願意當的。我常常找 Ludwig，『介紹一些好人來吧』，間中我又問其他人介紹一些好人來。但今年事實上突然增加這麼多人，我們也很錯愕。我並不眷戀稽核委員會這個位置，其實我去年已向會長及很多資深的委員表達了我的意見。我到去年為止已經當了 3 年的小組主席了，是時候退位讓賢。因為這項工作是繁重的，是重要的，稽核小組是監查整個會所的運作。我不清楚我的看法是否正確，我用我的看法當了 3 年，到今年是第 4 年了，我們做政務官出身的人是相信將棒交給另一人，用不同的角度看會所事務是好事。而今年突然收到這麼多人報名，我第一個反應是好的，但我亦發現有 39 個名字是由 F&B 主席和另一個會員提名的。我先澄清，我和水爺……我希望到今時今日，到這個時刻為止，我們仍然是朋友。我今天早上遇見水爺，我們大家還握手、寒暄，剛剛見面時還互碰手肘。所以這並非人與人之間的矛盾，這是如何解讀一個制度、一個制衡的問題，我們稽核委員會內有律師，我們完全同意在香港法律之下這是完全合法的。我們完全同意在會章下，有人提名別人加入稽核委員會，沒規定誰可以提名、誰不可以……爭拗點不在此。

我最擔心的是，政府在去年 9 月 30 日……出了一份指引予全港的私人體育會所，說的是 good practices in corporate governance，良好企業管治的典範，希望全港的私人體育會參考，並明言在 2026 年續約時，其中一個考慮點便是會所的管治問題。裡面有解釋到，第一，稽核委員會是一個獨立的委員會，要與組織內的行政機關完全獨立。他說人數不應多，幾個人便足夠，但也應與行政機關完全獨立，沒有任何關係。第二，在這個 Guideline 也有解釋什麼是 potential conflict of interest。Again 我自己不是一個專家，但我看到便很擔心。很多人來自一、兩個人的提名，我擔心是否存在 potential conflict of interest？但由於我不是專家，所以我的報告寫得很清楚，是沒有結論的。我只是要求理事會盡快徵詢獨立的法律意見，及考慮如何處理。不過有一點很清晰……我們已要求所有稽核委員會的會員不能同時加入其他委員會，and vice versa，換言之服務於其他委員會的人亦不能加入稽核委員會，原則是清晰的。稽核委員會應與所有有執行權力的委員會分開的，這個原則說明了，如果一個掌握會內重要運作的人，而該部門每個月收入數百

萬、開支數百萬，而他提名一大批人加入稽核委員會，是否適當？我認為這肯定對會所、對理事會、對稽核委員會都是一個新的課題。我們應小心考慮，所以我們在報告裡請求理事會諮詢法律意見後，好好考慮，小心處理。

其實我們來到這裡也是希望一起把事情做好，雖然我看到這個情況，我沒有與水爺吵架。其實我與水爺談過為什麼去年會出現這個現象……水爺是個很坦誠的人，他解釋因為稽核委員會去年的小組報告提及，對如何令 F&B 做得更好提出了一些意見，但由於環境等其他因素，去年是社會事件，今年是疫情，令 F&B 的營運除了去年 12 月及今年 1 月外，每個月都出現一個比較大的赤字，到目前為止累積赤字已超過一千萬元。在這方面，理事會與稽核委員會的想法相同，希望向水爺提供一些好的方法，令赤字減少，包括可否聘請一些專業的經理，可否請一些顧問，可否請一些具專業經驗的買手，減輕水爺的負擔，希望做好這件事。當然水爺可能有很好的原因，為什麼他覺得不需要這些人幫忙，找這些人幫忙可能會增加成本，因為並非每個人都是義工，有些人需要收費的。他對着帳目來做，隨時不知道是『天一半大，還是地一半大』。可能他有他的原因，但是最近我聽他說才明白為什麼他會有這種想法。所以這並非兩個人之間的矛盾，而是我們正面對一個很特殊的情況，我們面對政府要求我們根據指引做一些事情，我們需要仔細考慮，以會所及會員的利益為依歸，考慮哪種做法最好。稽核委員會無意誹謗任何人，稽核委員會只是要求理事會徵詢法律意見，仔細考慮，好好研究政府發出的指引及如何有效地管治這個組織。我們很高興理事會 appoint 了 EY 這個 consultant，希望 EY 盡快提交一個好的報告，給我們一些提示，我們如何在會務方面做得更好。亦希望來年理事會真的根據政府的指引來改善會所的 governance 問題。

至於稽核委員會的人數上限，去年秘書長曾提到是 14 人……現在其實仍有 14 人……可否設一上限。當時是說既然理事會是 12 人，我們稽核委員會也是 12 人吧。我當時是不同意的，因為大家都明白，大家現在都關注會所的管治問題，最基本的 concern 是，一小撮 111 人，每人手握 50 票，其他 3000 多人則每人只有 1 票。所以現在權力的不平衡是那 111 人，其實根本沒有 111 人，active 可能只有 80 多人，active 的人每人手握 50 票，那 80 幾人基本上操控了……抱歉，我找不到一個更好的 term……操控了理事會的組成及選舉。所以如果說稽核委員會也由選舉產生，而這個選舉制度仍維持 50 票、1 票的制度進行的話，只不過是將稽核委員會的組成權力也交給了這 80 人。這是一個退步。直至今今天為止，我觀察到會所有很 subtle 的 balance，

基本上 80 個 SVM 控制了理事會的組成，以往 SVM 是不理會稽核委員會的組成的，所以到會議後段時間便全都通過，通常是沒人願意做的，有人願意做你們便高興了。但結果便是有一個 subtle balance，即稽核委員會內絕大部份是 OVM，可能有一、兩個，Harry Wong、CF 是 50 票，其他是 1 票的人。而由 1 票的 OVM 來審核、監察在理事會內持有 50 票的人。如果現在突然改變制度，與選舉理事會相同地選舉稽核委員會，則會出現剛剛我說的倒退的問題。這是一個複雜的問題，我想我今天發表了很長的言論，我先將發言權交回會長，希望你作出跟進。」

會長說：「好的，謝謝 Laurence。請馮官發言。」

馮驊先生說：「有兩件事情，第一是今天能不能選舉？如果選舉已經開始了，或者你不讓他們選，又要改規例來選，我想你整件事須延後，從頭再來。如果延後了，我想最好的辦法是連提名也從頭再來。但如果說是否合法，則還可以再爭辯。第二，如果說應取法律意見的話，那你可以取，但盡快取得。第三，我剛剛聽李律師說的那些，我也同意現在是很難再繼續進行，因為沒道理投票進行到一半才修改條例，所以我同意。第四，這個是離題的了，但我想說特別遴選會員這個問題是我們會所一個很大的問題。你當然有辦法改，你可以改成非特別遴選會員也可成為 Committee，因為這些特別遴選會員，包括我在內，已經開始老了。當初也不老，但一年一年過去，沒道理有一個機構是越來越老，不作更新，沒有長江後浪推前浪，這樣是不行的。我想也該有一個方法來改，但你用什麼方法呢，我想還是需要使用現行的條例。因為你需要修改條例，才可以的。但如果大家是為了會所的前途的話，我認為應該坐下來，不要算自己是多少票，要為會所的前途著想……不能去『監人』的。不過當然有人說想要看政府希望我們怎樣，或者你乾脆問問政府有什麼贊成、反對，我們再告訴會員，其實，我們裡面的世界是這樣，外面的世界又有別樣的看法。而我們的存在亦與外面的世界息息相關，因為他可能不給我們續約，當然我們需要聽從……我不是專家，我這些想法……劉博士是專家，但我想我們這件事需要大家開心見誠地傾談。我的言論到此為止。」

會長說：「好的，多謝馮官。因為現在有一個新的話題，關於 OVM。其實我們過去一年已經討論過，我亦已指示 Constitution 小組的 Chairman 盡量在這方面進行研究。當然，我們也須再多跟會員及 Audit Committee 溝通，General Committee 的想法是希望可在 General Committee 裡加入 OVM，人

數方面我們暫未 reach consensus，但我們希望有一定的 OVM 加入。至於 Audit Committee 的組成方面，我自己也與 Laurence 談過，希望大部份都是 OVM，對此我們已有共識。

現在到 Audit Committee 的議程，其實馮官已有一很好的 suggestion。本來有 66 人，我跟 Laurence 傾談，都知道有很多 existing Audit members 不高興，有很多人都 withdraw 了。其實當我們再進行這個選舉時，重新再接受 nomination 也未嘗不可。也就是說，我們會由一個選舉產生 members instead of 自動當選，所以，可能大家也誤會了以為可以自動當選。當然以前可以自動當選是因為不夠人，需要人進去，只不過這次是第一次出現這種情況。所以，我們可以定一個人數，到時候再重新接受 nomination，再 election，我覺得這是一個很好的方法。Laurence 請發言。」

何海明先生說：「是的，我趁這個機會……其實我們稽核委員會 14 名成員，有 13 名希望在這個 moment 遞上辭職信給會長。我們辭職不是憤怒，是因為關注。我們覺得這個問題是需要解決的，究竟稽核委員會何去何從？是否可以找兩、三個人提名很多人進入稽核委員會？這個是否存在操縱問題等等，這是一個嚴肅的問題。我們不打算誹謗任何人，沒這個能力、沒這個膽量，只不過希望理事會能正確、勇敢地面對問題。所以辭職不是憤怒，是關注。」

另外，我們稽核委員會亦寫了一封信給會長，希望你真的嚴肅跟進此事。我現在代表稽核委員會將這兩封信交給會長。」

何海明先生把信交給會長。

祝建勳先生說：「主席，既然已經到了稽核委員會的事情，我也想講一講他們的報告。首先我覺得稽核委員會今年做了一個非常好的報告，為會員提出了很多有建設性的意見予會方考慮。我亦很高興看到會方很正面地接受了這些意見，甚至聘請顧問公司跟進，在此方面我很讚賞。我想在這裡感謝本屆稽核委員會成員的努力及為我們做了很多事情。我亦想講剛剛大家提到為 Audit Committee 定一個人數，我完全沒有異議，我覺得在正常情況下也應該這樣做的。」

但有一點我很擔心，今次餐飲小組主席推選了多名好友進入稽核委員會，

即使我們延後選舉，仍然是會出現的。我們沒法阻止此事。今屆有一個前所未有的情況出現：餐飲小組主席羅兆容先生推薦了 30 多名好友加入稽核委員會，很多會員都注意到，今屆稽核報告突出了餐飲方面多個問題及作出多項改善建議。很多會員推測餐飲小組主席的舉動，是與稽核報告的批評有關。但無論如何，這個不尋常的發展為很多會員帶來不安，這些會員擔心會形成一個潛在利益衝突的情況，餐飲小組主席將能夠操控稽核委員會，而本會將喪失對下屆餐飲方面有效的監管。稽核委員會需要維持一定的獨立性，因為她的工作是監控各範疇的運作，這點相信大家都會明白。而會章第 9 條清楚列明理事會及各召集人等不能加入稽核委員會，所以會章已明顯包含了避免利益衝突的原則。但會章沒訂明小組主席不能推薦其他會員加入稽核委員會，所以即使理事會明白羅先生這個動作帶出的問題，明白很多會員不希望見到這個情況，他們也無法阻止羅先生這樣做。事實上，理事會無須阻止羅先生，但理事會必須認清羅先生對稽核委員會善意批評的反應，認清羅先生產生在稽核委員會一事上存在的潛在利益衝突問題，及明白大部份會員對餐飲方面龐大虧蝕的關注與改善的期望。

選舉過後，新一屆理事會將商討下屆各小組主席委任的問題。當商討餐飲小組主席時，請理事會務必要留意到以下幾點：

1. 羅先生在稽核委員會存在的潛在利益衝突問題，
2. 會員對事件的關注和擔憂，
3. 其他小組主席仿效羅先生榜樣的風險及帶來的混亂，
4. 重新委任羅先生會帶給稽核委員會成員的負面訊息，
5. 重新委任羅先生會深化會內對理事會及羅先生關係的揣測。

當然，委任餐飲小組主席是理事會全權處理的事情。但本會有 3000 多名會員供你選擇，由於今次的事件，請你們審慎考慮，以本會整體利益為依歸，平復會員的擔憂，小心選擇。假設理事會選擇不再委任羅先生為下屆餐飲小組主席，將會有效消除潛在的利益衝突及杜絕不尋常事件再度發生。

最後一點，因為羅先生推薦了多名會員進入稽核委員會，甚有可能其中一位會被推選為稽核委員會主席。那便會製造了一個非常不理想的局面，稽核委員會主席是由羅先生提名，而他的工作就是監控餐飲小組的運作。若果如此，理事會將面對更強理由，不委任羅先生為下屆餐飲小組主席。」

會長說：「Philip，多謝你的意見。請馮官發言。」

馮驊先生說：「我只是重申制度問題，不會說你們委任誰的問題。但我也同意 Philip 的說法，指表面上的潛在利益衝突並非有證據的利益衝突，視乎你們……首先我說你們訂下的條例，我認為你們應該從頭再來，因為是一條新的規例。第二，你訂下的條例……好的、誠實的事情，你們一定有權訂定的。你們可以考慮和會方運作上有關係的人便不可以提名，因為你們有權訂立的。我想你們訂下條例，已經解決了潛在利益衝突。我們今天商量了這麼久，我想很多會員也會覺得……如果你是獨立的話，你便找另一些人，所有會方的 Convenors、appointed Chairmen，也不可以提名稽核委員會，便可理順了別人覺得你們有關係的部份。你們考慮一下。」

會長說：「多謝馮官意見。羅先生請。」

羅錫鴻先生說：「會長，因為這個 debate 完全是法律界的意見，這對 3C 來說是非常難得的。但是會長，剛剛說選 Audit Committee，我是贊成的。不過你們定的日子應長一些，屆時便可有足夠的時間召開 EGM 來改 Article。Article 規定了的事情不能不經修改 Articles 而改變的，否則的話我們以後做什麼都沒有規矩了。定一個日子，例如 14 天之後，或者 28 天之後再作選舉。提到 Audit Committee，便想起 Marco Wu 當了很久的主席，當得非常好。但他可能與很多 Sub-committee 商討，這很重要。若認為某個 section 做得不好，首先須與 Sub-committee 商討，找出做不好的原因。還有不是任何人都可以當 Audit Committee 的，你是不是那一行呢？是不是現在仍繼續工作？這樣方能夠批評，不是什麼都批評，這很重要。會長，其他的事情我日後再為你傾談。我當 Audit Committee 很久了，目前也是一所很大的 NGO 的 Audit Committee。我們人數只有 6 人，也能應付這麼大的機構，主要是互相合作。還有我們在任的 Audit Committee 大部份仍在工作，沒有退休人任，因為退休以後對社會的運作有些脫節，希望會長再作考慮。」

會長說：「多謝羅先生的意見。請 Samuel 發言。」

黃民享先生表達了對聘請顧問公司 EY 的關注，他建議聘請「中華廚藝學院」來檢視餐飲方面會更為實際，可幫助我們的餐飲部轉虧為盈。

會長說：「多謝 Samuel。其實 Ernst & Young 現為我們檢視會所的 corporate

governance，正如 Laurence 剛剛所說，是須根據政府的規例行事的。Samuel 提出『中華廚藝』，我們可嘗試 approach 他們，看看我們的餐飲怎樣會更好，或者怎樣才可賺錢。多謝你的意見。」

會長繼續說：「大家也花了很長時間來發表意見，達一個多小時了，各位對 Audit Report 還有沒有意見？Philip 請。」

祝建勳先生說：「會長，我對 Audit Report 內還有一點想提出的。稽核委員會在今屆報告中有提出在選舉前夕，廣泛宴請特別遴選會員的不規範行為，實欠理想。而理事會在這方面的回應說：『特別遴選會員廣泛宴請的問題，理事會謹指出，理事會不鼓勵這種做法，如有的話，並將提醒選舉候選人不要進行宴請活動。』

但理事會作出這個明確的立場聲稱後，據我所知，今屆候選人羅兆容先生，在上星期四，即 9 月 17 日，在世紀大樓設宴十席，廣泛宴請 40 多名特別遴選會員，而令人費解的是本會高層及大部份理事會成員都有參加。席間有多名候選人發言及呼籲在場人仕支持及投票給他們，毫無疑問，該宴會是與選舉拉票有關，亦正是稽核委員會提出的不規範行為。

理事會一方面聲稱不鼓勵這種宴會，另一方面公然出席羅先生的宴請，言行似乎不一致，希望理事會可以解釋原因，亦希望理事會遵守承諾，提醒有關人仕，不要進行宴請活動。」

會長說：「多謝 Philip 的意見，我在這方面沒有補充。我自己也有出席，但我出席時所說的是，這個根本不是拉票活動，而是大家一起聚餐。有人請客，我才出席的，與選舉無關的，這是我早就發出的聲明。我們收到你的意見，知道你有這個 concern，我們會再反省，希望盡量不出席這種場合。但我也要說，也許你的 concern 是這個飯局與我們選舉的時間比較接近，但吃飯是我們日常跟朋友聚會的正常活動。這是我的看法。」

祝建勳先生說：「主席，在座的會員大部份都知道發生了什麼事，請你不要侮辱我們的智慧。在這情況下有人站在台上呼籲在場人仕支持他們，你還說是與拉票無關？那我想請問會長，你在報告中交代的『不鼓勵』的活動，究竟是指哪一類型的活動？如果連這種明顯拉票的活動也不包括在內，我亦想請問稽核委員會，他們在報告中批評有這種廣泛宴請，他們是否認為

羅先生在 9 月 17 日的宴請是他們關注的宴請？」

會長和祝建勳先生就該場宴請是否「拉票活動」進行討論，會長指祝建勳先生並不在場，祝建勳先生則指會長當時上台發言，為一位姓何的會員拉票，而這位會員今年競逐本屆理事會一職。

會長說：「我只是介紹這位姓何的會員。」

祝建勳先生說：「會長，我無話可說。會員自然心中有數，知道是怎麼一回事。」

會長說：「請問還有哪位會員想要發言？」

黃祺國先生說：「什麼拉票？水爺請我吃飯而已。我有在場，我不覺得是拉票，只是朋友請客的飯局。」

祝建勳先生說：「你也許說是朋友間的飯局，但有很多 50 票的人在場。而且，會長他們是有站在台上呼籲在場人仕支持他們及投票，如果這樣也不是與選舉拉票活動有關，我想請問會長，什麼才與選舉拉票活動有關？你們在報告中指的，究竟是哪一類型的活動？會長，請你澄清理事會究竟是指哪一類型的活動。」

會長說：「何先生，請發言。」

何炳權先生說：「各位，我希望澄清一下，其實我在會內只在建設小組內盡我的能力，希望把自己認識的事情能對會所有所貢獻。其實我參選，並不是我真的很想要進入理事會，因為我做事不需要計較自己是否 General Committee member，不過會長覺得我可以，我亦願意做。他只是介紹而已，因為我個人比較低調，也沒有參加任何體育等活動，所以很多人不認識我。我只是默默地看看有什麼需要我的便來幫忙，例如會所有什麼需要修葺的，盡我的能力及經驗去幫忙。希望大家不要誤會這是給我拉票，其實我是否可以當選，我是沒所謂的，我也會盡力幫助會所做得更好。多謝各位。」

祝建勳先生說：「多謝何先生。我是很尊重你的，我不覺得你在這件事情上有任何問題。我想要澄清一點，我現在不是問你，因為這個立場的聲稱是理

事會在稽核委員會報告中寫的，他其實不需要這樣寫的，但他們寫明了他們不鼓勵這類型活動……這是很清楚地白紙黑字寫在報告上的，請你們看看。我現在想要澄清、知道、明白、了解，究竟理事會是在說什麼呢？」

黃守明醫生說：「我想補充一些事情，那天吃飯很高興，因為剛放寬了限聚令，很久沒聚在一起吃飯。我是第二位上台發言的，我第一句便是『今天不是拉票』，不相信的話你可以問問有出席的人，我有否說這句話。第三，我發言是報告會務。當日很多人在場，我是讚揚歷任會長，因為我們 3C 會的儲備金沒有一分一毫的虧蝕。很多會所、組織、學校的儲備金用來買了匯豐銀行的股票，輸了很多錢。我說，我們理事會、歷任會長這些年來做得很好，守住了這筆錢，沒有購買任何匯豐股票，那些錢只是收息而已。多年來很多人質疑我們為什麼不買債券、匯豐銀行股票，因為息口很低，但理事會堅持這幾年只是在不同的銀行收息，因此沒有一分一毫的虧蝕。你問問朋友，很多外面的會所、組織輸了很多錢，因為買了匯豐銀行股票。我當時只是報告會務，報告這個好消息給大家，大家聊天，很關注會所，因為很多人、很多學校、退休基金失去了大筆金錢，我只是向會員報告會務而已。祝先生，你不要針對整個 dinner 上的某一件事，OK？要看整件事情。」

祝建勳先生說：「黃先生，多謝你的澄清，你說不是拉票，便不是拉票嗎？不過我想問稽核委員會，他們對 9 月 17 日候選人設宴 10 席，邀請 40 位特別遴選會員，包括本會高層及大部份理事，你們是否關注此事？此類宴請是否正是你們關注的事情？可否請稽核委員會的成員解答？」

黃守明醫生說：「可否讓我插一句說話？當晚出席飯局很多人是 1 票的，並非很多 50 票的人。我告訴你，至少三分之一是 1 票，並非所有 50 票的聚餐，請你調查清楚。」

何海明先生說：「祝先生點名要稽核委員會回答，我既然是主席，也應發言。我們是關注這種行為，但你問我某一天某一個 specific incident，例如你說 9 月 17 日，我現在才知道原來 9 月 17 日有一個 dinner。所以我不在場，也沒觀察到任何事情，我想我們稽核委員會今天是無從判斷這個活動是怎樣。這方面亦是整個 corporate governance 需要注意的事情，稽核委員會希望會所參考政府在這方面的指引，在接下來的 corporate governance 方面，真正制訂一些清晰的指引，希望大家日後在這方面知所行止，什麼該做、什麼該不做。我不是故意駁回 Stephen，我和 Stephen 是好朋友，但其實你不

可以指你站在台上說『這不是拉票』，這便不是了，這是不行的，我參加過很多選舉……但我無從知道9月17日發生了什麼事，對不起。」

會長說：「我想大家都發表了多次意見，Philip，我知道你很想發言，但最後一次了，好嗎？」

祝建勳先生說：「我不是想發言，但會長，請你明白我的原意，我的原意是想明白理事會在該報告裡說什麼。我不是反對理事會的言論，我是贊成那些言論，我很希望看到會所實踐這件事，我們會所內過往在選舉前夕宴請的陋習，這也屬於賄選。如果你是立法會、區議會的話，這已觸犯選舉舞弊及非法行為條例了。我很希望看到在理事會明確立場下，可以杜絕這一類型的宴請，因為真的不好，這樣使選舉變得不公平。我們大家都希望看到一個公平的選舉，我相信會長你也希望看到一個公平的選舉。如果能杜絕這些宴請，是對公平的選舉有所幫助，所以我現在很希望理事會能根據他們所表明的立場實行此事，我希望不會再出現這種事情。我已經說了很多，也不想再說了，我想大家也明白我的意思。」

會長隨後請鄔滿海先生發言，鄔滿海先生認為9月17日的宴請與理事會無關，因為他本人並沒有被邀請。祝建勳先生則表示他不認為該宴請與整個理事會有關，他只認為是與選舉拉票有關，而這正是稽核委員會須關注的宴請類型。

會長說：「我想大家的發言也差不多了，我想請 Anthony Chok 最後一位發言，接著我們將繼續其他議程。」

祝建平先生說：「其實我今天來開會想要聽一件事情，但你們完全沒提到，就是在很多人在會所傳言我們的餐飲部去年虧損了一千多萬。我不知道是真是假，我準備來這裡聽你們澄清，但是沒人提起，閉口不言。虧損是沒關係的，明年再做好些，賺回來便是了，你們又不提。你們也不說有什麼方案，也不解釋為什麼虧損這麼多錢。第二件事我想請問的是，現在你們 Audit Committee 弄出這一個『大頭佛』，今晚打算如何收場？今晚 Officers、General Committee，全部選舉，只有 Audit Committee 延後，日後再召開一個 AGM 選舉他們嗎？我也不知道你們會否再違反其他條例，因為我不懂，我不是 lawyer。但你們這樣做會不會再違反其他條例，我真的不敢說。不過我希望你們現在交代一下，明年你們有什麼計劃，是否仍找那個人當餐飲主席？」

他已經虧蝕一千多萬了，再繼續虧蝕下去嗎？謝謝。」

會長說：「我相信大家已花了很多時間發言，大家的意見均會被記錄。最後一個問題方面，我覺得我們 Audit 的選舉方面，我建議延續我們 AGM 第 11 項，終止待續。我們今天選舉只到第 10 項，第 11 項正如多位會員所提出的，我們要先徵得律師意見，也要有一個人數上限的共識，全準備好了……剛剛馮官的意見我認為也可接受的，即我們再重新提名，再在 AGM 上選出 Audit Committee members，好嗎？如果是這樣，我們便繼續下去，因為我們已經浪費很多時間了。」

我現在回到我們今天的 Agenda 上，現在首先要通過會長報告。」

由於沒有其他會員就會長報告發表意見或提出修改，蔡大維先生動議，沈鉅忠先生和議確認及通過會長報告。

有關議案獲得在席會員一致通過。

(二) 確認及通過於二零一九年四月二十六日舉行的第六十八屆週年會員大會會議記錄

二零一九年四月二十六日舉行的週年會員大會會議記錄已於 2020 年 9 月 2 日寄給各位會員，收到一些建議。那就是第 5 段，題目上的『REVIEVE』，應該是『REVIEW』。

會長邀請在席的會員就二零一九年四月二十六日舉行的週年會員大會會議紀錄提出意見。

由於沒有會員就會議紀錄發表意見或提出修改。麥海謙先生動議，關健暢先生和議確認及通過於二零一九年四月二十六日舉行的第六十八屆週年會員大會的會議紀錄。

有關議案獲得在席會員一致通過。

(三) 接收二〇一九/二〇年度的稽核委員會報告

稽核委員會報告的討論方面已在項目 1 完成。

由於沒有會員提出問題或意見，李文光律師動議，祝建勳先生和議接納二〇一九/二〇年度稽核委員會的報告。

在席會員一致通過上述議案。

(四) 接收及通過截至二零一九年十二月三十一日止的週年賬目及理事會和核數師報告

會長邀請出席的會員就二零一九年十二月三十一日止的週年賬目及理事會和核數師報告提出意見。

由於沒有會員就財政報告發表意見。何炳權先生動議，陳柏林先生和議，確認及通過二〇一九年十二月三十一日止的週年賬目及理事會和核數師報告。

有關議案獲得在席會員一致通過。

(五) 委任核數師

義務司庫提名繼續委任「大信梁學濂(香港)會計師事務所有限公司」為紀利華木球會二〇二〇年度的核數師。

羅錫鴻先生動議，陳柏林先生和議，確認繼續委任「大信梁學濂(香港)會計師事務所有限公司」為紀利華木球會二〇二〇年度的核數師。

有關議案被在席會員一致通過。

(六) 選舉終身會員

會長說理事會通過推薦許琪亨先生、林偉光先生、鮑金柱先生成為本會的「終身會員」。會長說各會員可以選票決定是否通過理事會的推薦。會員可於稍後領取其它選票時一并領取相關選票，然後投票。

羅錫鴻先生說：「請會長查看會章第45(a)條，關於 Life Members 那段。『On the recommendation and subject to the approval of the Committee a Special Voting Member may be elected a Life Member at any General Meeting of the Club.』這裡是指1個、2個，還是3個？」

會長說：「是不是『a』字的問題？」

羅錫鴻先生說：「是的，這裡我看不明白。」

會長說：「就這問題，我們也詢問了 Legal Advisor，請 Legal Advisor 解釋一下。」

黃鎮南律師說：「其實我也已經看清楚這句說話了。『a』的意思在英文可以是『any』，即 any person 的意思，any Special Voting Member，任何一個 SVM 都可以被選為 Life Member。『a』的讀法在我看來，是『任何一個』的意思。同樣是『一』，是任何一個的意思。如果你說每次只能選一人，或整個會所只能有一個 Life Member，則不是這樣寫的。」

羅錫鴻先生說：「抱歉，因為按照我在會內的經驗，so far 每次都只能選一個，所以我想問清楚這方面……幾十年了，不只是今年。」

會長說：「多謝你，現在經已澄清了。」

六位會所職員負責點票，大信梁學濂(香港)會計師事務所的助理經理負責監察點票的工作。

於點票後，主席宣佈理事會推薦許琪亨先生、林偉光先生、鮑金柱先生為本會「終身會員」的議案獲得通過。

(七) 選舉理事會常務理事及理事

主席說今晚的選舉事宜邀請了黃鎮南律師及李文光律師主持。李文光律師多謝大會主席的介紹，他說：「今年的選舉安排與去年略有不同，今年於早上十時開始已可以開始投票，相信有部份會員已投票。未有投票的會員於填寫選票時，請留意以下事項：

- a. 只可用本會提供的印章，於選票適當的位置上蓋上『✓』號，切勿以筆填寫，否則選票作廢。
- b. 選票上不應劃上其它記號，否則選票將被作廢。
- c. 於選舉理事會一項中，請勿選擇超過8位，否則選票將視作廢票。

由於社交距離的要求，我們每次只可容納少數會員前來領取選票及進入投票區，請分批進行投票。」

李文光律師告知出席會員今年競選「會長」、「副會長」、「義務秘書」、「義務司庫」的候選人，分別只有一人，所以，他宣佈他們自動當選，他們分別是：

常務理事

會長

副會長

義務秘書

義務司庫

姓名

姜榮輝先生

黃守明醫生

劉志宏博士

張振翊博士

李文光律師隨後告知出席會員今年接到九位提名競選理事會理事的提名，候選人姓名如下：

何炳權先生

許琪亨先生

關健暢先生

林偉光先生

梁健開先生

鮑金柱先生

譚耀波先生

蔡大維先生

鄔滿海先生

六位會所職員負責點票，大信梁學濂(香港)會計師事務所的助理經理負責監察點票的工作。

於點票後，李文光律師宣佈以下八位特別遴選會員被選為二〇二〇/二一年度的理事。他們分別是：

何炳權先生	鮑金柱先生
許琪亨先生	譚耀波先生
關健暢先生	蔡大維先生
梁健開先生	鄔滿海先生

(八) 選舉召集人

李文光律師宣佈今年接到十一位會員競選成為體育及社交召集人，他們分別是：

召集人

候選人

羽毛球召集人

黃守明醫生

桌球及飛鏢召集人

林偉光先生

木球召集人

Kevin Styles 先生

高爾夫球召集人

黃毓康先生

草地滾球召集人

馮家麒先生

賽馬包廂召集人

廖耀禮先生

社交召集人

梁健開先生

曹廣慶先生

壁球召集人	林冠峯先生
乒乓球召集人	嚴鈞堦先生
網球召集人	陸耀忠先生

由於羽毛球、桌球及飛鏢、木球、高爾夫球、草地滾球、賽馬包廂、壁球、乒乓球、網球召集人的競選分別只有一位候選人，李文光律師宣佈相關候選人自動當選。

在選舉社交召集人方面，六位會所職員負責點票，大信梁學濂(香港)會計師事務所的助理經理負責監察點票的工作。

於點票後，李文光律師宣佈梁健開先生被選為二〇二〇/二一年度的社交召集人。

(九) 選舉特別遴選會員

大會知悉今年接獲五份競選成為特別遴選會員的提名，候選人姓名如下：

- 陳柏林先生
- 簡羽佳先生
- 羅兆容先生
- 李錫亮先生
- 黃憲忻先生

六位會所職員負責點票，大信梁學濂(香港)會計師事務所的助理經理負責監察點票的工作。

於點票後，李文光律師宣佈宣佈陳柏林先生取得超過百分之七十五的贊成票數，獲選為特別遴選會員。

(十) 選舉稽核委員會成員

在席會員同意把相關選舉延後舉行，以便理事會尋求法律意見及安排提名及選舉工作。

(十一) 會議結束

大會主席多謝各會員出席會議及宣佈會議於晚上九時三十分正式結束。

簽署確認

大會主席