



**Minutes of the 72<sup>nd</sup> 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, 28 April 2023 at 6:00 p.m.**

**Present**

Mr. Chin Pak Hing, President in the Chair  
Dr. Stephen S. M. Wong, Vice President  
Mr. Eric W. K. Lam, Honorary Secretary  
Dr. Cheung Ching Yet, Honorary Treasurer

**Members of the General Committee (“GC”):** Messrs. David Chan, Ho Ping Kuen, Henry K. H. Hui, Frederick W. F. Keung, James C. W. Lau, Kenny K. H. Leung, Jacky K. H. Tso and Marco M. H. Wu

41 Special Voting Members, 213 Ordinary Voting Members and 23 Corporate Nominees attended the meeting.

33 Special Voting Members and 1448 Ordinary Voting Members appointed proxies to attend and vote for them at the meeting.

The Chairman declared that the meeting convened by requesting the Honorary Secretary to read out the notice of the meeting. The Honorary Secretary read the notice of the meeting as requested.

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 President in the Chair announced that, Mr. Richard Leung, JP, Barrister and Mr. Alfred Lam, one of the Honorary Legal Advisors of the Club, had been appointed by the GC to provide legal advice at the meeting.

**(I) PRESIDENT’S REMARK**

The President’s remark was highlighted as follows:

In 2022, operation and activities of the Club had shrunk due to the epidemic prevention measures imposed by the Government. Upon Government's relaxation in prevention measures in early 2023, the Club's activities had resumed normality.

Food and Beverage - our F&B facilities recorded a loss of HK\$8,288,000 in 2022, of which HK\$5,978,000 came from the Dragon Room and the Fortune Cafe, and HK\$2,311,000 came from the Family Lounge, the Centenary Bar and kiosks at the outdoor lawn bowls green and on the rooftop tennis court. It was mainly due to the drastic reduction in total sales and number of customers during the pandemic.

The sales revenue of our F&B facilities had improved since the relaxation in social distancing measures, profits of HK\$752,000 and HK\$292,000 were recorded in January and February 2023, respectively.

Renewal of Club's land lease – letter of the Culture, Sports and Tourism Bureau (the "CSTB") dated 14<sup>th</sup> December 2021 recommended the Club to narrow the differences of voting rights between Special Voting Members ("SVMs") and Ordinary Voting Members ("OVMs"). At the same time, all members should be eligible to run for all positions of the GC.

In this regard, the GC outlined the following work plan:

First phase of the reform: Lowering the voting rights of SVMs from 50 votes to 5 votes, and all Members could stand for election as a GC member. It was completed at the Extraordinary General Meeting held on 16<sup>th</sup> December 2022,

Second phase of the reform: further lowering the voting rights differences between SVMs and OVMs to between 1:4 and 1:2. It should be completed by the end of 2023.

Club activities – after three years of suspension, the Annual Prize Presentation Dinner was held on 22<sup>nd</sup> April 2023.

**(II) TO CONFIRM AND ADOPT THE MINUTES OF THE 71<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON 29<sup>th</sup> APRIL 2022.**

The President in the Chair invited Members present to comment on the minutes of the 71<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> April 2022 (the "Minutes").

Mr. Duffy Wong proposed to confirm and adopt the minutes.

Mr. Justin Lam enquired if Corporate Members could vote at the AGM. If Corporate Members could not vote at the AGM, which was different from the practice of last AGM, it would affect the truthfulness of the minutes of last year's AGM.

Barrister Mr. Richard Leung opined that the denial of voting right of Corporate Members at this year's AGM would not affect the accuracy of the Minutes.

The President in the Chair proposed to adopt the Minutes by show of hands.

After votes counting by the staff, the President in the Chair announced that there were 38 members voted "For" and 90 members voted "Against" the adoption of the Minutes. The Minutes were not adopted.

**(III) TO RECEIVE AND ADOPT THE ANNUAL ACCOUNTS AND REPORTS OF THE GENERAL COMMITTEE AND THE AUDITORS FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2022.**

The President in the Chair invited Members present to comment on the Annual Accounts and Reports of the General Committee and the Auditors for the year ended 31<sup>st</sup> December 2022.

Mr. Philip Chok commented that the following decisions made by the General Committee were not mentioned in the Report of General Committee:

1. Use of separate class voting at the EGM held on 3<sup>rd</sup> April.
2. Allow proxy voting for the election at the present AGM.
3. Revoke Corporate Nominees' rights to vote and to be elected in the elections at the forthcoming AGM.

Mr. Philip Chok pointed out that, regardless of the justifiability of legal opinions obtained by the GC, the AoA of the Club did not provide any base for the above three decisions made by the GC.

Therefore, these three decisions made by the GC contradicted with the existing AoA and the GC should hold in abeyance these three decisions and convene an EGM as soon as possible to let all Members to decide whether to accept the proposed amendments to the AoA.

The President in the Chair responded that the decisions made were in compliance with Section 188 of the Companies Ordinance, with reference to the legal opinions obtained from Mr. John Brewer.

The President in the Chair stated that the extract of Mr. John Brewer's legal opinions had been distributed to all Members.

Mr. Philip Chok requested a full disclosure of Mr. John Brewer's legal opinions.

The President in the Chair responded that Mr. John Brewer's legal opinions were issued to the General Committee but not to all Members.

After lengthy discussion, Dr. James C W Lau proposed and Mr. James S P Law seconded that the Annual Accounts and Reports of the General Committee and the Auditors for the year ended 31<sup>st</sup> December 2022 be confirmed and adopted.

The motion was carried unanimously by the members presented at the meeting.

#### **(IV) TO APPOINT AUDITOR**

The Honorary Treasurer proposed to reappoint "PKF Hong Kong Limited" as the auditor of Craiengower Cricket Club for the year 2023.

Dr. James C. W. Lau proposed, and Mr. Francis T. K. Lau seconded, to reappoint "PKF Hong Kong Limited" as the auditor of Craiengower Cricket Club for the year 2023.

The motion was carried unanimously by the members presented at the meeting.

#### **(V) TO RECEIVE THE REPORT OF THE AUDIT COMMITTEE FOR THE YEAR 2022/2023**

The President in the Chair thanked the AC for their hard work over the past year and invited members to give their opinions on the Report of the Audit Committee for the year 2022/2023.

As no members raised any questions or opinions, Mr. Frederick W.F. Keung proposed and Dr. James C W Lau seconded, to adopt the Report of the Audit Committee for 2022/2023.

The motion was carried unanimously by the members presented at the meeting.

#### **(VI) TO ELECT OFFICERS AND MEMBERS OF THE GENERAL COMMITTEE**

The President in the Chair announced that Mr. Ronald T. F. Yam and Mr. Albert K. M. Leung had been appointed to take charge of the election procedures.

Procedures of voting and elections were briefed by Mr. Ronald T. F. Yam. After that, 48 candidates participating in different elections were invited to introduce his/herself.

Mr. Anthony Chok opined that Corporate Membership should be classified as OVM, according to the articles of association.

Dr. Sharon Chu opined that the GC should clearly explain to the Corporate Nominees on the rationale of not allowing them to vote at the AGM.

Mr. Tang Pok Yan suggested to proceed with the election and the issue of voting rights of Corporate Nominees would be handled by the Audit Committee 2023/24.

Mr. Siu Man Yuen suggested to allow Corporate Nominees to vote first and their ballot papers be marked with "Corporate Members". Their votes could be ignored later if it had become certain that the Corporate Nominees did not have the right to vote at the AGM.

After counting the votes, Mr. Albert K. M. Leung announced that Dr. James C W Lau, Dr. Stephen S. M. Wong, Mr. Duffy C. N. Wong and Mr. Francis T. K. Lau were elected as the President, the Vice President, the Honorary Secretary and the Honorary Treasurer for the year of 2023/24 respectively.

Mr. Justin Lam doubted the test of control of the voting procedure as he noted that some of the Corporate Nominees were allowed to vote.

Mr. Ronald T. F. Yam responded that 6 sets of ballot papers were mistakenly distributed to the Corporate Nominees.

Mr. Justin Lam doubted on the validity of the election results.

Mr. Ronald T. F. Yam opined that he should report the case to the coming GC for handling.

After counting the votes, Mr. Ronald T. F. Yam announced that the following eight members were elected as GC members for the year of 2023/24, namely:

Mr David P L Chan

Mr Albert T W Wong

Mr Frederick W F Keung

Mr Wingle H Y Wong

Mr Lam Kin Keung

Mr Marco M H Wu

Mr James S P Law

Mr Yim Kwan Hoi

**(VII) Election of Convenors**

Since there was only one candidate running for the elections of Convenors of Badminton, Billiard and Darts, Cricket, Golf, Race Box, Squash, Table Tennis and Tennis Sub-committees, Mr. Albert K. M. Leung announced that the corresponding candidates were automatically elected. They were respectively Dr. Stephen S. M. Wong, Mr. Eric W. K. Lam, Mr. Kevin A. Styles, Mr. Johnny Y. H. Wong, Mr. Edward Y. K. Kan, Mr. Wilson K. F. Lam, Mr. Yim Kwan Hoi, and Mr. Tommy Y. C. Luk.

After counting the votes, Mr. Albert K. M. Leung announced that Mr. Lam Kin Keung and Mr. Wingle H. Y. Wong were elected as the Convenors of Lawn Bowls and Social Sub-committees for 2023/24 respectively.

**(VIII) Election of SVMs**

Four nominations had been received for the election of SVMs this year, namely:

Mr Edward Y K Kan  
Mr Johnny Y H Wong  
Mr Patrick C M Yeung  
Mr Paul C Y Yeung

After counting the votes, Mr. Ronald T. F. Yam announced that no candidate reached the 75% threshold and, therefore, no candidate was elected as a SVM.

**(IX) Election of Member of the Audit Committee**

Mr. Ronald T. F. Yam announced that there were 16 candidates in the election of members of the Audit Committee. Since Mr. Alex H. F. Chu, Mr. Wong Chung Fat and Mr. Harry W. T. Wong had withdrawn themselves from the election, Mr. Ronald T. F. Yam announced that the remaining 13 candidates were elected automatically, namely:

Mr Thomas M P Chan	Mr Gary C W Pun
Dr Sharon S Y Chu	Mr Nelson H C Poon
Ms Peggy P Y Fung	Mr Tang Pok Yan
Ms Barnadatte S W Ho	Mr Ken Y W Wong
Mr Daniel L C Leong	Mr Philip F Wong
Mr Edmund C K Leung	

(X) **Close of the Meeting**

Dr. Stephen S. M. Wong, the Vice Chairman in the chair thanked all Members for their attendance to the meeting and declared the meeting closed at 1:45 a.m. on 29th April 2023.

Signed as a correct record

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Dr. Stephen S. M. Wong  
Vice President



紀利華木球會於二零二三年四月二十八日(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七十二屆週年會員大會的會議紀錄

## 出席者

特別遴選會員：

錢北慶律師（大會主席）

黃守明醫生（副會長）

林偉光先生（義務秘書）

張振翊博士（義務司庫）

陳柏林先生，何炳權先生，許琪亨先生，姜榮輝先生，劉志宏博士，梁健開先生，曹廣慶先生及鄔滿海先生（理事會理事）

有 41 位特別遴選會員、213 位普通遴選會員及 23 位公司會籍會員出席會議及投票。

有 33 位特別遴選會員及 1448 位普通遴選會員委任了代表代其出席會議及投票。

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。

大會主席邀請各會員在會議開始前起立，向去年辭世的會員致哀。

大會主席宣布，今天大會的法律意見將由大律師梁偉強太平紳士及本會義務法律顧問林國昌律師提供。

## (一) 會長簡報

會長簡報如下：

剛剛過去的 2022 年，香港仍然籠罩在新冠肺炎疫情的陰影下。受制於政府的防疫措施，本會的營運及活動均有所縮減。2023 年初，政府取消防疫措施，本會的活動得以恢復正常。



第一點是餐飲。於 2022 年，餐飲設施錄得 8,288,000 元的虧損，其中 5,978,000 元來自威龍中餐廳和福星閣西餐廳；2,311,000 元則來自家樂廊、世紀吧、戶外草地滾球場旁的小食亭和網球場的天台小食亭。主要是由於疫情期間總銷售額和顧客數量的大幅減少所致。

自防疫措施放寬，餐飲設施的銷售營業額有所改善，於 2023 年 1 月及 2 月分別獲得 752,000 元及 292,000 元盈餘。

第二點是地契續約。文化體育及旅遊局曾於 2021 年 12 月 14 日來函，指本會必須改善特別遴選會員及普通遴選會員之間的投票權差距。同時，理事會所有席位亦應向所有會員開放。

為此，理事會草擬以下方案：

第一階段改革已經完成。特別遴選會員的投票權由 50 票減少至 5 票；而根據 2022 年 12 月 16 日舉行的特別會員大會，所有會員亦可以參選成為理事會成員。

至於第二階段改革，特別遴選會員與普通遴選會員之間的投票權差距應進一步減至 1:4 到 1:2 之間。文化體育及旅遊局於 2022 年 7 月 28 日的信函表示，這項改革應在 2023 年底前完成。

第三點是會所活動。闊別三年後，本會決定於 2023 年 4 月 22 日舉辦週年頒獎晚會。

## (二) 確認及通過於二零二二年四月二十九日舉行的第七十一屆會員大會會議記錄

大會主席邀請在席的會員就二零二二年四月二十九日舉行的第七十一屆週年會員大會會議記錄提出意見。

黃鎮南先生動議確認及通過該會議記錄。

林鑫民先生詢問公司會藉會員能否在週年會員大會上投票。如果公司會藉會員不能在週年會員大會上投票，這是有別於上一次週年會員大會，並會影響去年週年會員大會會議紀錄的真確性。

梁偉強大律師認為，公司會籍會員今年不能在週年會員大會上投票是不影響會議記錄的準確性。

大會主席建議以舉手投票形式通過會議紀錄。

會所職員點算人數後，大會主席宣布贊成通過於二零二二年四月二十九日舉行的第七十一屆會員大會會議記錄的會員有 38 人，反對的有 90 人，有關會議紀錄未獲通過。

### (三) 接收及通過截至二零二二年十二月三十一日止的週年賬目及理事會和核數師報告

大會主席邀請出席的會員就二零二二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。

祝建勳先生指出以下 3 項理事會的重要決定並沒有在其報告中提及：

1. 在 4 月 3 日的特別會員大會上，採用分組投票。
2. 在即將舉行的週年會員大會選舉容許代理投票(proxy voting)。
3. 在即將舉行的週年會員大會選舉取消公司會籍會員的投票權及被選權。

祝建勳先生指，不論理事會所獲取的法律意見是否合理，本會會章並沒有為理事會所做的上述三項決定提供依據。

因此理事會這三個決定與現行會章的條款背道而馳。理事會認為有充份理據去改變會章訂下的任何內容，應召開會員大會修改有關會章。

大會主席回應指，理事會的決定是依照《公司條例》第 188 條以及大律師 John Brewer 先生的法律意見。

大會主席指 John Brewer 先生的法律意見摘要已派發及各會員。

祝建勳先生要求把 John Brewer 先生的法律意見完整地派發及各會員。

大會主席回應指 John Brewer 先生的法律意見是給理事會而不是所有會員。

經長時間討論後，劉志宏博士動議，羅尚平先生和議，確認及通過二零二二年十二月三十一日止的週年賬目及理事會和核數師報告。

有關議案被在席會員一致通過。

#### (四) 委任核數師

義務司庫提議繼續委任「大信梁學濂(香港)會計師事務所有限公司」為紀利華木球會二零二三年度的核數師。

劉志宏博士動議，劉達基先生和議，繼續委任「大信梁學濂(香港)會計師事務所有限公司」為紀利華木球會二零二三年度的核數師。

有關議案被在席會員一致通過。

#### (五) 接收二零二二 / 二三年度的稽核委員會報告

大會主席感謝稽核委員會過去一年辛勤的工作，並邀請會員就二零二二/二三年度的稽核委員會報告提出意見。

由於沒有會員提出問題或意見，姜榮輝先生動議，劉志宏博士和議接納二零二二/二三年度稽核委員會的報告。

在席會員一致通過上述議案。

#### (六) 選舉理事會常務理事及理事

大會主席說今晚的選舉事宜邀請了任德輝先生及梁錦明先生主持。

任德輝先生簡述投票及選舉程序後，四十八位參加不同選舉的候選人分別介紹自己。

祝建平先生認為，根據會章，公司會籍會員應屬於普通遴選會員。

朱巧盈博士認為理事會應向公司會籍會員解釋他們不能在週年會員大會上投票的理據。

鄧博仁先生提議先進行選舉，有關公司會籍會員在週年會員大會上的投票權的事宜，來屆稽核委員會會跟進。

蕭文遠先生提議先讓公司會籍會員投票，並在他們的選票上寫上「公司會籍會員」。若確定公司會籍會員是沒有投票權，他們的選票可作廢。

於點票後，梁錦明先生宣佈劉志宏博士、黃守明醫生、黃鎮南先生及劉達基先生分別獲選為二零二三/二四年度的會長、副會長、義務秘書及義務司庫。

林鑫民先生投票程序的監控表示懷疑，因为他注意到一些公司會籍會員有進行投票。

任德輝先生說有大 6 張屬於公司會籍會員的選票錯誤地派發了出去。

林鑫民先生質疑選舉結果的有效性。

任德輝先生會向把此事交由來屆理事會處理。

於點票後，任德輝先生宣佈以下八位會員被選為二零二三/二四年度的理事。他們分別是：

陳柏林先生

黃德榮先生

姜榮輝先生

黃憲忻先生

林健強先生

鄔滿海先生

羅尚平先生

嚴鈞堦先生

## (七) 選舉召集人

由於羽毛球、桌球及飛鏢、木球、高爾夫球、賽馬包廂、壁球、乒乓球及網球召集人的競選分別只有一位候選人，梁錦明先生宣佈相關候選人自動當選，他們分別是黃守明醫生、林偉光先生、Kevin Styles 先生、黃毓康先生、簡羽佳先生、林冠峯先生、嚴鈞堦先生及陸耀忠先生。

於點票後，梁錦明先生宣佈林健強先生及黃憲忻先生分別被選為二零二三/二四年度的草地滾球及社交召集人。

#### (八) 選舉特別遴選會員

大會知悉今年接獲四份競選成為特別遴選會員的提名，候選人姓名如下：

- 簡羽佳先生
- 黃毓康先生
- 楊澤民先生
- 楊澤延先生

於點票後，任德輝先生宣佈沒有一位候選人能取得百分之七十五之門檻，因此，沒有候選人獲選為特別遴選會員。

#### (九) 選舉稽核委員會成員

任德輝先生宣佈今年接到十六位會員競選成為稽核委員會成員，由於其中三位包括朱漢輝先生、黃松發先生及黃永棣先生已退選，所以他宣佈以下十三位候選人自動當選，他們分別是：

陳文博先生	梁俊健先生	黃遠為先生
朱巧盈博士	盧展煌先生	黃琿 先生
馮碧恩小姐	潘志衛先生	袁泰來先生
何詩韻小姐	潘鴻昌先生	
梁靈智先生	鄧博仁先生	

#### (十) 會議結束

副會長黃守明醫生多謝各會員出席會議及宣佈會議於二零二三年四月二十九日凌晨一時四十五分正式結束。

簽署確認

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黃守明醫生  
副會長