

文化體育及旅遊局

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CULTURE, SPORTS AND  
TOURISM BUREAU

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**By email and mail**

14 December 2023

Dr LAU Chi-wang, James  
President  
Craigengower Cricket Club  
188 Wong Nai Chung Road  
Happy Valley  
Hong Kong

Dear Dr LAU,

**Reform in Corporate Governance of  
Craigengower Cricket Club**

I refer to your letter dated 18 September 2023 summarising the actions that the Club has taken to pursue reforms to strengthen its corporate governance in the past year.

To recapitulate, the Club submitted the Work Plan for pursuing reforms to strengthen its corporate governance to this bureau in July and August 2022. According to the Work Plan, the Club undertakes to trim down the voting right assignment between the Special Voting Members and Ordinary Voting Members from 50:1 to 5:1 (phase 1) and further lower the ratio to 4:1 or 2:1 (phase 2). Moreover, the Club also undertakes to entirely open up the General Committee (GC) so that all voting members can stand as candidates and nominate candidates for the GC elections. We are given to understand that the further trimming down of voting right assignment was proposed by some club members during an open forum organised by the Club, and the Club decided to adopt such proposal for implementation in phase 2.

We note that the special resolutions relating to the trimming down of voting right assignment to 5:1 and the open-up of the GC to all voting members were passed at the extraordinary general meeting (EGM) held on 12 December 2022, of which the Club's efforts were appreciated.

As regards the further trimming down of voting right assignment to 4:1 or 2:1, the Club convened further EGMs to consider the proposal on 3 April, 31 July and 4 September 2023. In addition to further trimming down of voting right assignment aforesaid, the Club also proposed to "formalise" the granting of voting right to holders of Corporate Nominee Members (CNM) and Associate Corporate Nominee Members (ACNM). We understand from the Club that the "formalisation proposal" arises from the ambiguities of the article regarding the rights of the CNMs and ACNMs in the Articles of Association (AoAs). Unfortunately, the special resolutions relating to the above proposals were voted down at all the three EGMs. Hence, the voting right assignment remained at 5:1 and, perhaps inadvertently, the CNMs and ACNMs were de facto stripped of the voting rights they used to possess.

We note that some club members were disappointed at the rejection of the proposals aforesaid in the previous three EGMs. In addition, some club members had different views towards the arrangement of the EGMs, in particular the adoption of class voting, which was unprecedented in the Club's history.

We are very much concerned with the de facto removal of the voting rights of the CNMs and ACNMs following the three EGMs in 2023. While we note the Club's intention in pursuing the "formalisation proposal" was to rectify the ambiguity of the AoAs concerned, the de facto removal of voting rights of the CNMs and ACNMs, which adversely affects the participation of these members in Club's businesses is unacceptable. In this regard, please take immediate and necessary measures to reinstate the voting rights of the CNMs and ACNMs and extend their eligibility to be elected or to make nominations for the GC.

As regards the further trimming down of voting right assignment to 2:1, we understand that the Club took the good advice from some club members and proposed such for implementation in phase 2. From the angle of enhancing corporate governance, please continue your efforts to further trim down the voting right assignment according to your proposal submitted back in 2022. It is entirely the Club's responsibility to make every effort to engage its members to enhance the governance of the Club. We will defer to the Club on how to take forward the proposal in consultation with club members in an earnest and amicable manner.

As we have reiterated before, good corporate governance practice should allow open, fair and balanced participation of members in the Club's businesses. As private sports clubs occupy sites by way of concessionary land grant, which is tantamount to the privileged use of public resources, effective corporate governance is thus essential for private sports clubs to ensure proper use of the public resources to the benefit of the community they serve. It is therefore in the public interest as well as the interest of the Club and its members to achieve effective corporate governance. We will closely monitor

the progress made by the Club and reserve the right to withdraw our policy support for renewing the Club's lease upon its expiry in end 2026 if the Club cannot meet our requirements, inter alia, achieving effective corporate governance.

Should you have any queries, please feel free to contact me at 3509 8071.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'Dorothy CHEUNG', written in a cursive style.

(Miss Dorothy CHEUNG)  
for Secretary for Culture, Sports and Tourism



中譯本

紀利華木球會  
CRAIENGOWER CRICKET CLUB

劉志宏博士  
紀利華木球會會長  
香港跑馬地黃泥涌道 188 號

劉博士，

紀利華木球會的公司管治改革

我謹回復您於 2023 年 9 月 18 日的來信，總結了會所在過去一年中為加強公司管治所採取的行動。

回顧一下，會所於 2022 年 7 月及 8 月向本局提交了加強公司管治的工作計畫。根據該工作計畫，會所承諾將特別遴選會員及普通遴選會員之間的投票權比例從 50：1 降至 5：1（第一階段），並進一步降低比例至 4：1 或 2：1（第二階段）。此外，會所還承諾完全開放理事會，以便所有遴選會員都可以作為候選人參選並提名理事會選舉人。我們瞭解到，在會所組織的一次公開論壇上，一些會員提出了進一步降低投票權分配的建議，會所決定在第二階段實施該建議。

我們注意到，關於將投票權分配降低至 5：1 及對理事會開放給所有遴選會員的特別決議已於 2022 年 12 月 12 日召開的特別大會上通過，本局對會所的努力表示讚賞。

關於進一步將投票權分配降低至 4：1 或 2：1，理事會召開了特別會員大會，於 2023 年 4 月 3 日、7 月 31 日及 9 月 4 日考慮了該提議。除了上述的進一步降低投票權分配之外，會所還提議對公司提名會員及副公司提名會員授予投票權進行“正式化”。我們瞭解到，該“正式化提議”源於公司章程中關於公司提名會員及副公司提名會員權益的不明確之處。不幸的是，關於上述提議的特別決議在所有三次特別會員大會上均被否決。因此，投票權分配仍然保持在 5：1，而公司提名會員及副公司提名會員則在事實上失去了他們曾經擁有的投票權。

我們注意到，一些會所會員對前三次特別會員大會中上述提議的否決感到失望。此外，一些會所會員對特別會員大會的安排持有不同意見，特別是採用分組投票制度，在會所歷史上是前所未有的。

我們非常關注在 2023 年的三次特別會員大會之後，公司提名會員及副公司提名會員被事實上剝奪了投票權。雖然我們注意到會所追求“正式化提議”的意圖是為了糾正相關公司章程的不明確之處，但事實上剝奪了公司提名會員及副公司提名會員的投票權，這對那些會員參與會所事務造成了不利影響，這是不可接受的。在這方面，請立即採取必要措施恢復公司提名會員及副公司提名會員的投票權，並擴大他們參選或提名理事會的資格。

關於將投票權分配進一步降低至 2：1，我們瞭解到會所接受了一些會所會員的建議，並在 2022 年提交的提案中提出了這一建議。從加強公司管治的角度來看，請繼續努力根據您們在 2022 年提交的提案進一步降低投票權分配。會所有責任盡一切努力與會員合作，以加強會所的管理。我們將尊重會所的意見，以認真而友好的方式與會所會員磋商如何推進這一提案。

正如我們之前所強調的，良好的公司管治實踐應該允許會員在會所的事務中進行開放、公正和平衡的參與。作為私人體育會所通過特許土地授予方式使用土地，這等同於特權性使用公共資源，有效的公司管治對於私人體育會所如何確保公共資源的合理利用，造福所服務的社區至關重要。因此，實現有效的公司管治既符合公眾利益，也符合會所及其會員的利益。我們將密切關注會所的進展，如果會所無法滿足本局要求，包括實現有效的公司管治，本局將保留在 2026 年底租約到期時撤回對會所續租的政策支持的權利。

如果您有任何疑問，請隨時致電 3509 8071 與我聯繫。

謹啟

文化體育及旅遊局局長  
(張寶琮女士代行)  
二零二三年十二月十四日