30/85

IN THE PRIVY COUNCIL Nos. 59, 60, 61 and 62 of 1984

ON APPEAL

FROM THE COURT OF APPEAL OF SINGAPORE

No. 59 of 1984

BETWEEN:

QUEK LENG CHYE — Appellant (Respondent)

- and -

ATTORNEY-GENERAL — Respondent (Appellant)

No. 60 of 1984

BETWEEN:

QUEK LENG CHYE — Appellant (Applicant)

- and -

ATTORNEY-GENERAL — Respondent (Respondent)

No. 61 of 1984

BETWEEN:

GAN KHAI CHOON — Appellant (Respondent)

- and -

ATTORNEY-GENERAL — Respondent (Appellant)

No. 62 of 1984

BETWEEN:

GAN KHAI CHOON — Appellant (Applicant)

- and -

ATTORNEY-GENERAL — Respondent (Respondent)

CASE FOR THE APPELLANTS

RECORD

1. These are Appeals by the Appellants, Quek Leng Chye ("Quek") and Gan Khai Choon ("Gan") from a Judgment and Order of the Court of Appeal of Singapore (Kulasekaram J., Sinnathuray J. and Rajah J.) dated 25th May, 1984, dismissing with costs the appeals of the Appellants and allowing

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with costs the cross-appeals of the Respondent from the Judgment and Order of Wee Chong Jin C.J. dated 20th October, 1983, whereby it had been ordered

(i) that leave should be refused to the Applicant, Quek, on his application under section 130 of the Companies Act (Cap. 185) to be a director or promoter of and/or to be concerned and take part in the management of any company or companies incorporated or to be incorporated in Singapore or alternatively to be a director of 41 named companies, but that leave should be granted to the said Applicant on his application to be concerned in and take part in the management of the said 41 named companies, with the exception of the companies known as C.C.C. (Holdings) Ltd. and City Country Club Pte. Ltd. and that the costs of and incidental to the application should be taxed and paid by the Applicant to the Respondent;

(ii) that leave should be refused to the Applicant, Gan, on his application under section 130 of the Companies Act (Cap. 185) to be a director or promoter of and/or to be concerned and take part in the management of any company or companies incorporated or to be incorporated in Singapore or alternatively to be a director of 11 named companies, but that leave should be granted to the said Applicant on his application to be concerned in and take part in the management of the said 11 companies with the exception of the companies known as C.C.C. Holdings Ltd. and City Country Club Pte. Ltd. and that the costs of and incidental to the application should be paid by the Applicant to the Respondent.

THE FACTS

2. On 9th February, 1983 in District Court No. 10, the Appellants, together with others, pleaded guilty to, and were convicted of, offences under section 39(4) read with section 43 of the Companies Act (Cap. 185) ("the Act") in that, being directors of C.C.C. (Holdings) Ltd., they had in April and May 1982 caused documents to be sent out offering for sale shares in C.C.C. (Holdings) Ltd. to the public,

which documents were deemed to be prospectuses issued by the company by virtue of section 43 of the Act and did not comply with the requirements of the Act.

3. In the same proceedings the Appellants were charged

(i) that in April and May 1982 they had made offers to members of the public to purchase shares in the said company in contravention of section 363(3) of the Act and had thereby committed an offence punishable under section 363(5) of the Act read with section 34 of the Penal Code (Cap. 103).

(ii) that between May 1981 and April 1982 they had conspired with one another to induce other persons to enter into agreements for acquiring shares in the said company by the dishonest concealment of the extent of the Directors' interest in the company and of the assets and liabilities of the company and that, pursuant to such conspiracy, an attempt had been made to induce named persons to agree to acquire one share in the company and that the Appellants had thereby committed an offence punishable under section 366(1) read with section 366(2) of the Act.

At the hearing of the charges, the Appellants consented to the offence charged in (i) above being taken into consideration for the purposes of fixing their respective sentences for the offences under section 39 of the Act. The prosecution withdrew the charges under section 366 of the Act referred to in (ii) above and the Appellants were granted a discharge amounting to an acquittal in respect of such charges.

4. By reason of their convictions under section 39 of the Act, the Appellants were, by virtue of section 130 of the Act, automatically disqualified from being directors or promoters of, and from being in any way whether directly or indirectly concerned or from taking part in the management of, any company without the leave of the Court for a period of five years from the date of their conviction.

5. The material facts giving rise to the Appellants' convictions and disqualification under section 130 may be summarised as follows:

(1) In 1977 one S.C. Huang ("Huang") and

one Derrick Chong ("Chong") proposed a scheme to establish a country club in Singapore. Huang was a prominent businessman in Singapore, being Chairman of 16 companies and a director of another; Chong had been a club manager for some 20 years and had been manager of the American Club in Singapore for about 10 years previously. Huang and Chong chose as a suitable site for the club premises land at Stevens Road which was then owned by City Developments Ltd., a publicly listed company of which Quek was a director. Quek was a director of 41 companies, all of which were member companies of the Hong Leong Group and one of which was Queens Pte. Ltd; Gan was a director of 11 companies in the Hong Leong Group.

(2) At an early stage in the planning of the scheme, Huang sought the advice of one Winston Chen ("Chen"), a senior partner in the firm of Shook, Lin and Bok, Solicitors. Huang's principal concern was to reduce as far as possible the tax liability on the anticipated profits of the club. To this end Chen sought the advice of tax Counsel (Mr Stephen Oliver Q.C.) whose first opinion on the matter was obtained in July 1979. This advice suggested the adoption of a scheme whereby a holding company would be formed to buy and develop the land at Stevens Road. The land would be revalued on the completion of the development and the holding company would issue bonus shares from the surplus realised by that revaluation. A subsidiary company would then be formed which would take a lease of the land from the holding company and would run the club. The subsidiary would canvas for members and anyone who wished to become a member of the club would be required to purchase shares in the holding company from the promoters of the holding company.

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(3) Following negotiations between Huang, Chong and Quek, it was decided that Huang, Chong and a subsidiary of Hong Leong Holdings Limited, together with a fourth party (Ng Cheng Bok), would enter into an agreement to

develop the piece of land as a country club. This agreement, which was dated 1 August 1979 and was signed by Huang, Chong, Ng Cheng Bok ("Ng") and one Tan Kee, acting as a nominee for Hong Leong Holdings Limited, provided that the parties would participate in and subscribe to shares in the company to be formed in the following proportions

Huang	30%
Tan Kee	(as nominee for Hong Leong Holdings Limited) - 30%
Ng	30%
Chong	10%

(4) The Company was incorporated on 11th August, 1979 with the name City Country Club Pte. Ltd. ("the Company"). On 21st August 1979 the Company allotted to its subscribers in the agreed proportions 999,990 fully paid shares of S $1 each which, together with the ten subscribers' shares, resulted in the Company having one million issued shares. On incorporation, the signatories to the agreement of 1st August 1979 were appointed as directors of the Company. Tan Kee's 30% share was allocated to Queens Pte Limited a wholly owned subsidiary of Hong Leong Holdings Limited. Queens Pte Limited nominated Quek and Gan as its representatives on the board of the Company and they were appointed directors of the Company on 6.9.79. Tan Kee resigned as a director.

(5) The Stevens Road land was bought by the Company from City Developments Ltd. for S $8.5 million. The conveyance was completed on 17th October, 1979 and, at the same time, the land was mortgaged to Hong Leong Finance Ltd. (a member of the Hong Leong Group), for a term loan of S $6 million for 3 years. This loan was used to finance part of the purchase price.

(6) At various times between 12th October, 1979 and 26th August, 1980, the paid up and issued capital of the Company was increased and at the latter date it stood at S $5 million,made up of 5 million shares of S $1 each.

(7) In September, 1980, Huang consulted Wardleys Ltd., a merchant bank, concerning the proposed scheme. Wardleys Ltd. expressed the view, inter alia, that the scheme as then proposed would require the issue of a prospectus and suggested that this could be avoided if the promoters sold membership rights in the club instead of shares in the Company. On 4 November, 1980, Huang informed Chen of this advice and, at a meeting between the two on 28th May, 1981, Chen was informed that, because of the need for a prospectus, the proposed scheme was unsatisfactory: Chen was instructed to "think of a scheme".

(8) On 8th September, 1981, Chen attended a consultation with Stephen Oliver Q.C. concerning the taxation position which was followed by a further Opinion from Mr. Oliver dated 9th September, 1981. On 18th September, 1981, a meeting was held attended by Huang, Quek, Gan, Chong and Chen together with two representatives of the firm of Peat, Marwick, Mitchell & Co., Accountants. The purpose of the meeting was to discuss the tax implications of the scheme. During the meeting, Chen explained that there was a problem concerning the issue of a prospectus and it was agreed that Chen would work out the problem.

PT. II Pp. 20-23

(9) On 21st September, 1981, a third Opinion was obtained from Stephen Oliver Q.C. which outlined the steps to be taken in setting up the scheme. A further Opinion was obtained on 6th October, 1981, which answered the taxation objections which had been raised by Peat, Marwick, Mitchell & Co.

PT. II Pp. 26-27

PT. II Pp. 34-35

(10) At about the same time Chen sought the advice of Australian Leading Counsel, D. Bennett Q.C., on the question of whether the members of a private club could be considered a "section of the public" within the meaning of section 4 (6) of the Act so as to require the issue of a prospectus. In his Opinion, which was dated 19th October 1981, Mr. Bennett expressed the view that the question was one of degree and depended on the number of members of the club to whom the offer was made, Mr. Bennett made reference in his opinion to a passage in Palmer's Company

PT. II Pp. 94-99

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Precedents (17th Edition) at pp. 58-60, which suggested that an offer of shares to the members of a club would not properly be regarded as an offer to a section of the public, but cautioned that this statement appeared to be made with reference to the position in England prior to 1947 and not to the position under the Companies Act 1948.

PT. II p. 96 l. 17-28

(11) On 31st October, 1981, Chen wrote to Huang enclosing a copy of Mr. Bennett's Opinion and suggesting that

> ".... in view of the uncertain position in law .... it would be preferable to have a prospectus issued unless exemption is obtained from the Registrar of Companies under section 39A of the Companies Act ...."

PT. II p. 158 l. 31-35

(12) On 17th November, 1981, there was a further meeting concerning the proposed scheme attended by Huang, Quek, Chong and Chen. At that meeting Chen explained, inter alia, that he was meeting Lee Theng Kiat, the Assistant Registrar of Companies, that afternoon in order to seek his views on the matter of the prospectus. Chen noted that, if the Assistant Registrar's views where adverse, the scheme would need rethinking.

PT. II p. 101 l. 15-17

(13) Chen met Lee Theng Kiat during the afternoon of 17th November, 1981 in the offices of Shook, Lim and Bok and they discussed the matter of the prospectus. On 2nd December, 1981 Chen wrote to the Registrar of Companies (marked for the attention of Lee Theng Kiat) setting out brief details of the proposed scheme. In paragraph 6 of the letter, Chen expressed the view that

PT. II Pp. 102-104

> "the scheme .... is not an offer of shares to the public as defined by section 4(6) of the Companies Act and the requirements of this Act for prospectuses need not be complied with. See pages 58 to 60 of Palmer's Company Precedents 17th Edn. (particularly page 58) enclosed ...."

PT. II p. 103 l. 29-35

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A copy of the relevant pages of Palmer was enclosed but Chen did not enclose a copy of Mr. Bennett's Opinion.

PT. II p. 105

(14) Lee Theng Kiat replied by letter dated 11th January, 1982 expressing his opinion that section 37 (2)of the Act would not apply and that a prospectus would not be required. On 2nd February, 1982 Chen wrote again to inquire whether the reference in Lee Theng Kiat's letter to section 37 (2) should in fact have been to section 37 (1). Lee Theng Kiat replied on 10th February 1982 confirming that it was an error in his earlier letter and further stating that

PT. II p. 106

PT. II p. 107

> ".... since no invitation to the public is being made, the company is exempted from the provisions of section 37(1) under section 37 (2) ...."

(15) In November, 1981 Richard Ellis, C.H. Williams Pte. Ltd. where asked to revalue the land on which the club was to be built. In a report dated 14th November, 1981 they valued it at S $27.5 million. In July 1981 the Company had obtained a second loan of S $2 million from Hong Leong Finance Ltd. for a term of 3 years and the Company executed a second mortgage. On 30th December, 1981 the Company took a third loan from Hong Leong Finance Ltd. of S $3 million for a term of one year and executed a third mortgage on the land in favour of the lender.

(16) On 22nd February, 1982 a meeting was held which was attended by, inter alios, Huang,Ng, Quek, Gan, Chong and Chen and by one S.K. Chan (another partner of Shook Lin & Bok) Peter Chi (a public accountant with Peat, Marwick Mitchell & Co.). At this meeting, Quek stated that the Company needed an injection of funds to pay for the development of the premises. It was decided that this could be achieved by a rights issue. Also at this meeting, Peter Chi raised the question of the requirement for a prospectus. Chen informed the meeting that he had obtained the Registrar of Companies'

approval in writing for the shares to be sold to members of the club without the need for a prospectus.

(17) At the conclusion of this meeting, it was decided that the meeting should be deemed to have been an Extraordinary General Meeting of the Company and subsequent decisions were deemed to be decisions taken at the meeting. The Minutes show that the following steps, inter alia, were taken:

(i) Ng transferred two-thirds of the shares in the Company that he held as Huang's nominee to one Robert Huang and Madam Chu Ya Tzen, so that each now held 10% of the share capital of the Company; — PT. II p. 109 l. 11-22

(ii) the Company resolved to have a rights issue and a bonus issue. The 5 million issued shares of S $1 each were consolidated into 1,000 ordinary shares of S $5,000 each. The authorised share capital was increased to S $20 million by the creation of 3,000 new shares of S $5,000. Of the 3,000 new shares, 1,000 were offered to the existing shareholders as a one for one rights issue at a premium of S $25,000 each (making a total price of S $30,000 per share); — PT.II p. 109 l. 29-33; PT. II p. 110 l. 9-12; PT. II p. 110 l. 14-33

(iii) a sum of S $20 million (being part of the surplus created by the revaluation of the land at Stevens Road) was capitalised and appropriated to pay for the other 2,000 new shares which were then distributed as a two for one bonus issue to those shareholders who accepted the shares offered in the rights issue. — PT. II p. 111 l. 7-10

All the shareholders took up the shares in the rights issue but the shares remained uncalled.

(18) On 10th March, 1982, the Company was converted into a public company and changed its name to "CCC (Holdings) Ltd." New Articles of Association were adopted. On 17th March, 1982,

the Company formed a wholly-owned subsidiary ("the subsidiary") under the Company's original name, City Country Club Pte. Ltd. The subsidiary held its first Board Meeting on 30th March, 1982 at which Huang and Chong (the subscribing members and the subsidiary's first directors) appointed Quek, Gan, Ng, Robert Huang and Madam Chu Ya Tzen as directors of the subsidiary. At the meeting, which was attended by Chen, the directors discussed several lists of persons (which they had submitted individually prior to the meeting) whom they wished to invite to be members of the Club. Huang submitted a list of 35 individuals, Quek, a list of 10 individuals, Gan, a list of 23 individuals and one company, Ng, a list of 21 individuals and Chong, a list of 257 individuals and 8 companies. At the meeting a draft letter of invitation was discussed.

(19) On 31st March 1982 the directors appointed Lim and Tan (Pte.), a firm of stockbrokers, to sell the shares in the Company. The intention was to sell the 2,000 bonus shares belonging to the directors of the Company which had been alloted to them in February.

(20) The first invitations were sent out on 2nd April 1982. By that time, the total number of invitees was 390 individuals and 17 firms or companies. More persons were invited in the following month. Each invitee received a letter of invitation signed by Huang, a brochure describing the Club and its facilities, a copy of the Rules of the Club and an application form for membership.

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Pp. 113-135

(21) The intended procedure for becoming a member of the club was as follows: an invitee who wished to become a member would return a completed application form together with S $2,000 (in the case of an individual) or S $3,000 (in the case of a firm or corporation). The invitee would then receive a letter stating that he was a "qualified person" for a period of one month. To become a member of the

Club the "qualified person" had to become, within one month, the registered holder of one share (in the case of an individual) or two shares (in the case of a firm or corporation) in the Company. The shares had a par value of S $5,000 and were to be sold through Lim and Tan (Pte). at a price of S $30,000 per share.

(22) By 10th May 1982, 129 individuals and 12 firms or corporations had been accepted as "qualified persons". These included friends, acquaintances and friends of friends of one or more of the directors as well as a few who did not know any of the directors or their friends personally.

(23) Police investigations of the share offer started on 10th May 1982 and a firm of public accountants, Messrs. Price Waterhouse, were instructed to conduct an audit of the accounts of the Company for the period from 1st July 1981 to 31st March 1982. This Report (dated 15th October 1982) showed, inter alia, that the net tangible asset backing for each share at 31st March, 1982 was S $7,374 and that, had the rights issue of 1,000 shares been fully paid up, the net tangible asset backing would have been S $13,030.

PT. II pp.138-148

(24) On 1st September, 1982, Quek and Gan were charged with the offences set out in paragraphs 2 and 3 above. Huang, Ng, and Chong were similarly charged. Chen was charged with the offence of conspiracy under section 366 of the Act and with aiding and abetting the commission of the offences under section 39 and section 363 of the Act.

(25) Proceedings were held before District Judge S. Chandra Mohan from 9th - 12th February 1983. The charges of dishonest conspiracy under section 366 were all dropped by the prosecution and, in respect of these charges, the accused were all granted a discharge amounting to an acquittal of the offence charged. Huang and Chong pleaded guilty to the offences under sections 39 and 363 of the Act: Huang was

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fined S $1,000 on each charge and Chong was fined S $500 on each charge. Quek, Gan and Ng pleaded guilty to the charge under Section 39 of the Act and consented to the offence charged under section 363 being taken into consideration: Quek and Gan were each fined S $500 (approximately £157) Ng was given a conditional discharge for 12 months. Chen pleaded guilty to the charge of aiding and abetting the offences under section 39 and 363 and was fined S $4,000, in default, 6 months imprisonment.

(26) On 16th February 1983 the Attorney-General lodged a Notice of Appeal against the sentences. The appeal was dismissed on 19th October, 1983.

PT. II p. 297-306

(27) On 5th March 1983, District Judge S. Chandra Mohan gave written grounds of decision in respect of the sentences which he had imposed. The grounds, inter alia, may be summarised as follows:

PT. II p. 300

(i) Sections 39 and 363 of the Act created strict liability offences, as they sought to protect certain public interests.

(ii) Although no prospectus had been issued, the accused had caused to be issued a statement in lieu of a prospectus and had also filed the statutory forms required under the Act.

PT. II p. 301

(iii) He had examined each accused persons' culpability for the infringements of the Act and had found that the cases were distinguished by the presence of a significant number of mitigating factors which could not be ignored by a court of law namely:

(a) the accused were all first offenders, men of excellent repute who had all readily pleaded guilty to the charges against them;

(b) the offences were committed without deliberation and without any element of dishonesty;

(c) the infringement of the law had not resulted in any conceivable loss to the public;

(d) in view of the nature of the proposed activities of the City Country Club, the lack of a prospectus would not have affected the choice of an invitee as materially as it would for example, the investment decision of a prospective shareholder in a trading company;

(e) Huang, Chong, Quek, Gan and Ng had been led to the commission of the offences by their reliance on the legal expertise of Chen and upon the opinion which Chen had obtained from the Assistant Registrar of Companies that a prospectus was not necessary. In particular, the learned District Judge found that Chen was "..... even as late as October 1981, obsessed with demonstrating to the other defendants that he was indeed capable of finding a solution to the prospectus problem ...." and that Chen ".... must accept, absolute responsibility for the present predicament that he and the other accused now find themselves in. " PT. II p. 304 PT. II p. 302

6. On 11th February, 1983 Quek and Gan through their Solicitors, Khattar Wong and Partners, gave notice to the Minister of Law (as required by section 130(2) of the Act) of their intention to apply to the Court for leave to be directors and/or concerned in the management of companies. On 28th Februrary, 1983 Quek and Gan (together with Huang, Ng and Chong) took out Originating Summons in the High Court of Singapore applying for leave under section 130 of the Act. PT. II p. 149 PT. I Pp 1-8

7. In support of his application for leave, Quek affirmed and filed Affidavits on 28th February, 1983, 9th March, 1983 and 16th March, 1983. In his Affidavit affirmed on 28th February, 1983, Quek deposed to the following facts and matters, inter alia:

(i) He and Gan had been content to leave detailed planning of the venture to Huang and Chong and in consequence, he PT. I p. 20, l.16 p. 21, l.11

had not been present at every meeting held in relation to the project between Huang and the professional advisers of the club. He had, therefore, been unaware

(a) that Wardleys Ltd. had advised that a prospectus would be required;

(b) that discussions had taken place between Huang and Chen concerning the prospectus;

(c) that the Opinion had been obtained from D. Bennett Q.C..

PT. I p. 21 l. 12-29

(ii) He first knew that the question of the need for a prospectus was being investigated at the meeting on 18th September 1981. At the meeting on 17th November, 1981 Chen had stated that there was some difference of opinion within his firm as to the need for a prospectus and that he was going to discuss the matter with the Registrar of Companies. At the meeting on 22nd February 1982 Chen had reported that the Registrar had given written confirmation that a prospectus was not required and had advised that, if the directors issued invitations only to their friends, such invitations would not be invitations to the public and a prospectus would therefore not be required. He (Quek) had accepted the advice of Chen in good faith and had acted upon it by submitting the names of only those of his friends who had approached him.

PT. I p. 23 l. 11-23

(iii) There had been no element of moral turpitude on his part: he had acted throughout in honesty and good faith. If he had known or been advised that a prospectus was required before invitations could be sent out he would most certainly have insisted that the law be complied with. He committed the offence of which he had been convicted unwittingly and as a result of an error in law on the part of the Company's Solicitors.

PT. I p. 23 l. 23-28

(iv) The interests of the shareholders, creditors and employees of the companies of which he had been a director or of the companies of which he might become a director or promoter would not in any way be at

risk by his being a director or by his being concerned, or taking part, in the management of any company.

8. In his Affidavit affirmed on 16th March, 1983, Quek deposed to the following facts and matters, inter alia:

(i) He had become a director of the Company on 6th September 1979 and from that time to the end of 1981 he had attended only five Board Meetings. The scheme based on the advice of Stephen Oliver Q.C. had been explained to him for the first time at the meeting on 18th September 1981, when Chen had raised the question of the prospectus and advised that he was looking into it further: this was the first time that he (Quek) had been informed of any problem concerning a prospectus and he had been content to leave the matter to be dealt with by Chen. PT. I Pp. 75-77

(ii) Until the meeting of 17th November, 1981, he had given no consideration to the question whether a prospectus should or should not be issued. It was his understanding that, if the Registrar of Companies decided that a prospectus was necessary, a prospectus would be issued: he did not consider that the issue of a prospectus was objectionable or that it would cause any problems from the point of view of Queens Pte. Ltd. (by which company he and Gan had been nominated to the Board) PT. I p. 78, l.16 - p. 79, l.17

(iii) He had not been told of what transpired at the meeting between Chen and Lee Theng Kiat and had not been supplied with copies of their correspondence until after the police investigations had commenced. PT. I p. 80 l. 7-14

(iv) The suggestion of a rights issue at a premium had been made by Peter Chi (of Peat, Marwick, Mitchell & Co.) at the meeting on 22nd February, 1982. he (Quek) considered the suggestion as being the appropriate method of raising the capital required for the completion of the project and accordingly supported the proposal. At the same meeting, Chen had stated that he would clear the PT. I p. 83, l.23 - p.86, l. 16

matter of the rights issue with the Registrar of Companies as soon as possible. Chen further stated that he had obtained written approval from the Registrar for the shares to be sold without a prospectus.

PT. I p. 86 l. 23-28

(v) At a meeting held on 6th March, 1982, Chen announced that he had cleared matters with the Registrar of Companies and that everything was alright.

PT. I p. 87, l. 22 - p. 88, l.18

(vi) At the first Board Meeting of the subsidiary on 30th March, 1982, he (Quek) suggested that the letter of invitation should state that a share of S $5,000 was to be sold at S $30,000 but that Chen had advised that the invitation should not be turned into an offer. He had understood Chen's explanation as being to the effect that this was a legal technicality, connected with the absence of any requirement for a prospectus. Chen had nevertheless accepted his further suggestion that, if the letter was not to state actual sale price, it should not state the figure of S $5,000 either, so as to avoid any confusion.

9. Further Affidavits were filed in support of Quek's application sworn or affirmed by

PT. I Pp. 67-68

(a) Thia Peng Heok George, a director of Morgan Grenfell (Asia) Ltd., sworn on 9th March 1983;

PT. I p. 60

(b) C.A. Banducci, Senior Vice-President and Country General Manager of Bank of Amercia VT & SA, Singapore, affirmed on 8th March, 1983;

PT. I Pp. 101-102

(c) Chan Kin Kum, secretary of various companies in the Hong Leong Group, sworn on 16th March, 1983.

10. In support of his application for leave, Gan affirmed and filed Affidavits on 28th February, 1983, 9th March, 1983, and 16th March, 1983. The Affidavits of 28th February and 16th March were to substantially the same effect as those sworn on the same dates by Quek, save that Gan deposed to the fact that he, unlike Quek, had not attended the meeting on 17th November 1981 and had had no knowledge of what had transpired concerning the question of the prospectus until the meeting on 22nd

PT. I p. 13 l. 14-29
PT. I p. 92 l. 7-25

February, 1982 (erroneously referred to as 2nd February) when Chen had reported that he had seen the Registrar of Companies who had given written confirmation that a prospectus was not required (Affidavit of 28th February, 1983, para. 10; Affidavit of 16th March, 1983, paras. 6,7).

11. The hearing of the applications for leave by Huang, Ng, Quek, Gan and Chong took place together before Wee Chong Jin C.J. on 7th, 10th 17th and 22nd March 1983. None of the Applicants was cross-examined on his Affidavits and no application was made to cross-examine any of the applicants. On 20th October, 1983, the learned Chief Justice delivered his judgment refusing the applicants leave to be directors of the companies listed in their respective applications or of any other companies but granting them leave to be concerned in the management of certain of the listed companies.

12. In his judgment, Wee Chong Jin C.J. held, inter alia, as follows:

(i) In deciding whether to grant leave under section 130 of the Act, the Court was required to consider — PT. I p. 140, l.18 - p. 141, l.9

(a) the nature of the offence of which the applicant had been convicted;

(b) the nature of the applicant's involvement in the offence;

(c) the applicant's general character;

(d) the structure and the nature of the business of each of the companies of which the applicant sought the leave of the Court to become a director or to take part in the management;

(e) the interests of the general public, the shareholders, creditors and employees of these companies and the risks to the public and to those persons should the applicant be permitted to be a director or to take part in management;

(ii) The argument that section 39(4) of the Act created an offence that was technical in nature and of the — PT. I p.142, l.26 - p.143, l.29

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character of strict liability was untenable in that it disregarded the provisions of section 39(5) which set out grounds on which a director might be absolved from incurring any liability by reason of his non-compliance with the section.

PT. I p. 143 l. 30-35

(iii) The only inference that could be drawn from the applicants' pleas of guilty to the offence charged under section 39(4) was that they could not plausibly put forward to the trial court a defence based on section 39(5).

PT. I p. 144 l. 18-31

(iv) Although every disqualification under section 130 would involve some financial hardship to an applicant and in some cases might involve management or even financial problems to the company or companies of which the applicant was a director or concerned in the management, Parliament when it enacted the disqualification section must have been taken to have known that this was the effect of the enactment and to have come to the conclusion that the protection of the public outweighed the punitive effect the enactment might have on a person to whom it applied.

PT. I p. 145 l. 18-23

(v) The scheme had been one which all the applicants knew, if the projected 2,000 invitees were persuaded to apply for membership and take a share in the company, would result in enormous profits from these invitees.

PT. I p. 145 l. 23-31

(vi) It was highly unlikely, to put it at its lowest, that all or a significant proportion of the 2,000 shares which were available to invitees under the scheme would have been taken up if a prospectus in compliance with the Act had been issued to each invitee, thus resulting in a situation, possibly a financial disaster to the original shareholders, which they must have wanted to avoid at any cost.

PT. I p.154, l.22- p.155, l.10

(vii) While it was obvious from the many directorships held by Gan before his conviction and from the fact that he was the group General Manager of two licensed publicly

listed successful finance companies that his disqualification for a period of five years would result in personal financial loss and while it was also obvious from the resolutions of the Board of the three listed public companies that he had the confidence of the respective Boards, there was no suggestion that any of the companies of which he was director or manager had been less successful or had in any way been in trouble or difficulty, management or financial, after his disqualification.

(viii) Leave to be directors of any company, including the named companies, should be refused to Quek and Gan. However after consideration of the relevant factors and weighing the punitive effect on Quek and Gan against the minimal risks to the general public and the interests of their shareholders, creditors, employees and others dealing with them, Quek and Gan should be permitted to be concerned in and take part in the management of the named companies with the exception of the Company and the subsidiary.

PT. I p. 155, l. 28 - p. 156, l. 15 and p. 161 l. 12-21

13. On 9th November, 1983, Quek and Gan lodged Notices of Appeal against the decision and orders of Wee Chong Jin C.J. Petitions of Appeal were filed on behalf of both Appellants on 17th December, 1983. Appeals from the said decisions and orders were similarly lodged on behalf of Huang, Ng and Chong. On 8th December, 1983, the Attorney-General lodged Petitions of Appeal in respect of each of the applicants seeking orders reversing such part of the judgment of Wee Chong Jin C.J. as gave leave to the applicants to be concerned in or take part in the management of certain companies. The appeals and cross-appeals were heard together by the Court of Appeal from 12th to 14th March, 1984. During the course of the hearing Quek and Gan tendered themselves for cross-examination on their Affidavits but the Court of Appeal declined to hear cross-examination.

14. On 25th May, 1984 the Court of Appeal delivered its judgment dismissing the appeals of each of the applicants and allowing the cross-appeals of the Attorney-General. In its judgment, the Court of Appeal held, inter alia, as follows :

PT. I p. 273 l. 21-22

(i) The applicants had all been vexed by the prospectus problem for many months.

PT. I p. 288, l. 26 - p. 289, l. 19

(ii) Huang knew that the proposed scheme required the issue of a prospectus as early as September 1980 and had obtained a written opinion on the matter from Wardleys Ltd. in October, 1980. The fact that the agreed summary of facts before the District Judge did not mention it did not mean that the other applicants did not know at that time that the proposed scheme required a prospectus. Quek and Gan had not said in their Affidavits that they did not know that a prospectus was required to sell the shares of the Company.

PT. I p. 289, l. 19 - 290, l. 21

(iii) By November, 1981, the applicants, as directors of the Company, must have had in the forefront of their minds that a prospectus had to be issued: it was no excuse for the applicants to say that they left the question of the issue of a prospectus to their solicitors. By November 1981, the applicants had been advised by several accountants, two Queen's Counsel and Chen, after Mr. Bennett's Opinion, that a prospectus was needed: it was the applicants who were adamant not to issue a prospectus and who instructed Chen to find a way out.

PT. I p. 290 l. 22-27

(iv) On the facts, the only proper finding was that the applicants had all intentionally and unlawfully avoided the issue of a prospectus.

PT.I p.290 l.27-p.291 l.18.

(v) The Chief Justice rightly rejected the submission that the offences to which the applicants had pleaded guilty were technical in nature and of the character of strict liability offences: such a submission disregarded the defences provided under section 39(5) of the Act and the only inference which could be drawn from their pleas of guilty was that they could not plausibly put forward any defence under section 39(5).

PT. I p. 292, l. 15-24

(vi) The applicants did not wish to issue a prospectus because:

(a) they did not want to disclose

to the buyers that the shares were being sold at an exorbitant price;

(b) they did not want to disclose that, as vendors, they would realise S $30 m. as profit from the sale of 2,000 shares and continue to hold 50% of the equity of the Company, because they feared that this disclosure would render their shares unmarketable leading to a financial disaster for them.

(vii) The Court of Appeal, like the Chief Justice, accordingly rejected the contention that the applicants had acted honestly: the lack of honesty displayed by the applicants as directors of a public company in selling the shares to the public showed that their commercial integrity was suspect. The letters of invitation reflected the wilful failure on the part of the applicants to disclose matters which the law required them to publish. PT. I p. 292, l. 24 - p. 293, l. 12

(viii) The excuse advanced by the applicants in mitigation of the offences that they had acted honestly and had run foul of the law because they were wrongly advised was untenable in law and "not quite the truth": the Chief Justice had rightly exercised his discretion to refuse the applicants leave to be directors of companies. PT. I p. 293 l. 16-24

(ix) The cross-appeals of the Attorney-General should be allowed. The Chief Justice had wrongly exercised his discretion in granting leave to the applicants to be concerned in the management of the specified companies: since he had failed to give close or sufficient regard to the fact that employees in managerial positions were increasingly exercising as much power in the management of companies as was exercised by directors of companies, that such employees were placed in a position where they were not without opportunity to manipulate the corporate structure to their own interests and that it was, therefore, essential that managers of companies, like directors, were persons of integrity. PT. I p. 293, l. 25 - p. 294, l. 20

15. By Orders dated 13th August, 1984 the Court

of Appeal Mr. Justice Wee Chong Jin, Mr Justice Lai Kew Chai and Mr Justice L.P. Thean granted leave to the Appellants Quek and Gan to appeal to the Privy Council against the said judgment and decision of the Court of Appeal insofar as it affected the Appellants.

THE ISSUES

16. The principal issues raised in these Appeals are:

(1) whether, in the light of the evidence before him, Wee Chong Jin C.J. properly exercised his discretion in refusing leave to Quek and Gan under section 130 of the Act to be directors or promoters or to be concerned or take part in the management of any company incorporated in Singapore other than the companies named in the applications of the two Appellants, or to be directors of any of the named Companies and whether, in the light of such evidence, the Court of Appeal were correct in law in confirming the said decision and order of Wee Chong Jin C.J. and in refusing such leave to the Appellants;

(2) whether, in the light of the evidence before them, the Court of Appeal were correct in law in allowing the cross-appeals of the Respondent in respect of Quek and Gan and in reversing the decision and order of Wee Chong Jin C.J., insofar as he granted leave to Quek and Gan under section 130 of the Act to be concerned and take part in the management of certain of the companies named in their said applications.

17. In the submission of the Appellants, Wee Chong Jin C.J. erred in law in so exercising his discretion to refuse leave to the Appellants and the Court of Appeal erred in law both in confirming the said decision and order to refuse leave and in reversing the said decision granting leave to take part in the management of the named companies, in that:-

(i) Wee Chong Jin C.J. and the Court of Appeal wrongly found facts and drew inferences as to the relevant knowledge and honesty of Quek and Gan which were unsupported by any evidence, contrary to the sworn evidence of Quek and Gan [and also

contrary to the express findings of the learned District Judge]

(ii) Wee Chong Jin C.J. and the Court of Appeal wrongly held that the only inference to be drawn from the Appellants' pleas of guilty to the charge under section 39(4) of the Act was that they could not plausibly put forward a defence to the charge under section 39(5) of the Act and that their failure so to defend the charge was inconsistent with the Appellants' assertions of honesty.

(iii) In determining whether leave should be granted to the Appellants, Wee Chong Jin C.J. and the Court of Appeal failed to have any, or any adequate, regard to :-

(a) the nature of the offence of which the Appellants had been convicted;

(b) the nature and extent of the Appellants' involvement in the offence;

(c) the general character of the Appellants;

(d) the negligible risks to the general public, or to the share-holders, creditors and employees of any company, including the named companies, if the Appellants were permitted to be directors or to take part in the management of any such company.

18. The refusal of Wee Chong Jin C.J. and the Court of Appeal to grant leave to the Appellants to be directors or promoters was based on their conclusion that the Appellants, in common with the other applicants for leave under section 130 had not acted honestly but, on the contrary, had been well aware of the need for a prospectus and had deliberately avoided issuing one for fear of disclosing to potential purchasers information concerning the value of the shares and their personal profit from the venture. This conclusion was in turn based on findings made, and inferences drawn, which were not only unsupported by any evidence but were directly contrary to the affidavit evidence before both Courts,including, in particular, the following:

(i) The Court of Appeal found that all the

PT. I p. 273 l. 21-22

applicants had been vexed by the prospectus problem for many months after November 1980. There was no evidence to support the finding that Quek or Gan had been so "vexed" for that period; indeed, the evidence of both Appellants is to the contrary, both deposing to the fact that they only became aware of any question concerning the need for a prospectus at the meeting on 18th September, 1981 (Quek's Affidavits of 28th February, 1983, para. 10 and 16th March, 1983, para. 6; Gan's Affidavit of 28th February, 1983, para. 10).

PT. I p. 21
PT. I p. 77
PT. I p. 13

PT. I p. 289 l. 9-22

(ii) The Court of Appeal inferred that Quek and Gan knew that a prospectus was required and placed reliance on the fact that neither Quek nor Gan had said in their evidence that they did not know that a prospectus was required. There was no evidence before the Court from which such an inference could properly have been drawn. Moreover, the Court of Appeal was incorrect in its assertion concerning the evidence of the Appellants: both Quek and Gan deposed to the fact that they had accepted in good faith the advice of Chen that no prospectus was required (Quek's Affidavit of 28th February, 1983, para. 11; Gan's Affidavit of 28th February, 1983, para. 11).

PT. I, p. 21
PT. I, p. 13

PT. I p. 289 l. 22-28

(iii) The Court of Appeal found that all the applicants must, by November 1981, have had in the forefront of their minds the requirement for a prospectus. This is unsupported by any of the evidence and is contrary to the evidence of :-

(a) Quek that in his mind the question whether a prospectus was required was a legal matter for the solicitor to advise on and that, at the meeting on 17th November 1981, he thought that Chen and the Registrar would resolve the question one way or the other (Quek's Affidavit of 16th March, 1983, para. 10); and

PT. I Pp. 78-79

(b) Gan that he had been content to

leave the question of a prospectus to Chen as a legal matter and that he had not attended the meeting on 17th November, 1981 and had no knowledge of what had transpired concerning the matter of a prospectus before the meeting on 22nd February, 1982 (Gan's Affidavit of 16th March, 1983, paras. 6, 7). PT. I, p. 92

(iv) The Court of Appeal found that all of the applicants were adamant not to issue a prospectus and instructed Chen to "find a way out". This finding is unsupported by any evidence and, in relation to the Appellants, is directly contrary to the evidence of both Quek and Gan that, if they had known or been advised that a prospectus was required they would most certainly have insisted that the law be complied with (Quek's Affidavit of 28th February 1983, para. 15; Gan's Affidavit of 28th February 1983, para. 15) and contrary to the evidence of Quek that he did not consider the issue of a prospectus as objectionable or as causing any problems from the point of view of Queens Pte. Ltd. (Quek's Affidavit of 16th March, 1983, para. 10). PT. I p. 290 l. 17-20 PT. I, p. 23 PT. I, p. 15 PT. I, p. 79

(v) The Court of Appeal held that the Chief Justice had been correct in his finding that all the applicants had intentionally and unlawfully avoided the issue of a prospectus. This is not only unsupported by any evidence but, in the case of the Appellants, is directly contrary to the evidence of both Quek and Gan that they had committed the offence of which they were convicted unwittingly and as a result of what turned out to be an error of law on the part of the Solicitors of the Company (Quek's Affidavit of 28th February, 1983, para. 16; Gan's Affidavit of 28th February, 1983, para. 16). PT. I p. 290 l. 22-27 PT. I, p. 23 l.20-23 PT. I, p. 15 l. 21-24

(vi) The Court of Appeal found that the applicants did not wish to issue a prospectus because none of them wished to disclose to the buyers that the shares were being sold at an exorbitant price. The finding is wholly unsupported by any evidence and is contrary to the evidence PT. I p. 292 l. 16-18

(a) that Quek suggested at the meeting of 30th March 1982 that the letter of invitation should state that a share of S $5,000 was to be sold at S $30,000 and when that suggestion was not accepted for legal reasons, further suggested that the letter should not state the figure of S $5,000 in order to avoid confusion (Quek's Affidavit of 16th March, 1983, para. 26; Gan's Affidavit of 16th March, 1983, para. 19).

PT. I, p. 88 l. 7-10
PT. I, p. 99

(b) that Quek did not consider the issue of a prospectus as objectionable or as causing any problems from the point of view of Queen's Pte. Ltd. (Quek's Affidavit of 16th March, 1983, para. 10).

PT. I, p. 79 l. 10-17

(c) that the reason why Quek thought it was preferable not to have a prospectus was that Chen had advised at the meeting on 17th November, 1981 that, if a prospectus was required, it would be more difficult to sell the shares in batches (Quek's Affidavit of 16th March 1983, para. 9).

PT. I, p. 78

(vii) The Court of Appeal found that none of the Applicants had wished to disclose that, as vendors, they would realise S $30 million as profit from the sale of 2,000 shares and continue to hold 50% of the equity of the Company because they all "feared that this disclosure would render their shares unmarketable leading to a financial disaster to them." This finding is similarly wholly unsupported and unwarranted by the evidence and is again directly contrary to the evidence of the Appellants referred to in (vi) above.

PT. I, p. 292 l. 18-24

(viii) The Court of Appeal found that the Chief Justice had been correct in rejecting the "contention" that any of the Applicants had acted honestly and that they had run foul of the law because they had been wrongly advised. Insofar as this finding relates to the Appellants it is unsupported and unwarranted by any evidence: there exists no proper

PT. I p. 293 l. 16-24

basis on which the Chief Justice or the Court of Appeal were entitled to reject the sworn and uncontradicted evidence of Quek and Gan

(a) that they accepted the advice of Chen in good faith and acted on it (Quek's Affidavit of 28th February 1983, para. 11; Gan's Affidavit of 28th February, 1983, para. 11); PT. I, p. 21 PT. I, p. 13

(b) that they had acted in all honesty faith and that the offences of which they had been convicted were committed unwittingly and as a result of what turned out to be an error of law on the part of the Company's Solicitors (Quek's Affidavit of 28th February, 1983, paras. 15, 16; Gan's Affidavit of 28th February, 1983, paras. 15, 16). PT. I, p. 23 PT. I, p. 15

19. It is further submitted that Wee Chong Jin C.J. and the Court of Appeal were in any event wrong to draw inferences and make findings of dishonesty and bad faith on the part of the Appellants contrary to their sworn evidence, in the absence of cross-examination of either of the deponents (see Re Smith and Fawcett Limited [1942] 1 Ch. 304, 308-9 per Lord Greene M.R., Cayne v. Global Natural Resources plc [1984] 1 All E.R. 225). In the case of the present Appellants, no request was made in either of the Courts below that they should submit themselves for cross-examination on their affidavits; on the contrary, the Court of Appeal expressly declined the tender of the Appellants by their Counsel for cross-examination. It is submitted that in the absence of cross-examination the Court of Appeal were unjustified in drawing inferences or making findings of dishonesty and bad faith on the part of the Appellants, when there was on the face of the affidavit evidence no justification for doing so and where the sworn evidence of the Appellants themselves was before the Court.

20. In rejecting the Appellants' evidence that they had acted innocently and in good faith, both the Chief Justice and the Court of Appeal placed reliance on the fact that the Appellants had pleaded guilty to the offence charged under section 39(4) and had not advanced defences under section 39(5) of the Act. It is submitted that the Chief Justice and the Court of Appeal erred in law in holding that the Appellants' failure to put PT. I, p. 291 l. 9-18

forward a defence under section 39(5) was inconsistent with their assertion that they had acted honestly and that no inference of dishonesty or lack of good faith can properly be drawn from the Appellants' pleas of guilty to the offence charged under section 39(4) of the Act.

21. Section 39(5) of the Act provides, so far as is material, as follows:

> "In the event of non-compliance with or contravention of any of the requirements set out in this section, a director or other person responsible for the prospectus shall not incur any liability by reason of the non-compliance or contravention, if :-
>
> (a) as regards any matter not disclosed he proves that he was not cognizant thereof;
>
> (b) he proves that the non-compliance or contravention arose from an honest mistake on his part concerning the facts;
>
> (c) the non-compliance or contravention was in respect of a matter which in the opinion of the Court dealing with the case was immaterial or was otherwise such as ought, in the opinion of that court, having regard to all the circumstances of the case, reasonably to be excused ...."

22. In the circumstances of the present case, no defence could have been advanced on behalf of Quek or Gan under subsection (5)(a) or (b), the Appellants' mistake being one of law arising out of the advice given to them by Chen; rather than one of fact. As to subsection (5)(c), in a case where the charge related to the failure of the defendants to issue a prospectus at all rather than to the omission from a prospectus of relevant facts and matters, a Court might well be very reluctant to conclude that the non-compliance or contravention was "immaterial" or that the Appellants or the other directors "ought .... reasonably to be excused." it is admitted that the decision of the Appellants on the advice of their legal advisers not to advance such a defence to the charge, but instead to rely on their lack of culpability for the non-compliance with the section by way of mitigation of the offence, can in no sense

be regarded as inconsistent with their assertion (which was accepted by the learned District Judge) that they had acted honestly and in good faith. Nor can such a plea of guilty to the charge under section 39(4) provide any grounds for the rejection of the Appellants' sworn evidence to that effect in the proceedings under section 130 of the Act. PT. II p. 301

23. It is further submitted that, in drawing inferences and making findings of dishonesty on the part of the Appellants, the Court of Appeal failed to have any or any proper regard to the nature of the charges against the Appellants and to the view of the facts taken by the trial Court. In determining whether to grant leave under section 130, it is submitted that a Court, while not compelled to adopt a view of the facts consistent with the facts found by the criminal court and while being entitled to have regard to other relevant matters put before it should, nevertheless, have close regard to the findings of the criminal court and to the course of the criminal proceedings in the exercise of its discretion (cf. R v. Foo [1976] Crim. L.R. 456; R v. Denniston [1977] Crim. L.R. 46).

24. It is respectfully submitted that the Chief Justice and the Court of Appeal wrongly failed to have any or any proper regard to

(i) the fact that the charge against the Appellants under section 366 (which was the only charge alleging dishonesty on the part of the Appellants) was withdrawn by the prosecution and that, in respect of that charge, the Appellants were granted a discharge amounting to an acquittal;

(ii) the facts found by the District Judge and, in particular, his findings that

(a) the Appellants were men of excellent repute; PT. II p. 242

(b) the offences were committed without deliberation and without any element of dishonesty;

(c) the infringement of the law had not resulted in any conceivable loss to the public;

(d) in view of the nature of the proposed activities of the City

RECORD

Country Club, the lack of a prospectus would not have affected the choice of an invitee as materially as it would the investment decision of a prospective shareholder in a trading company;

PT. II p. 243

(e) the Appellants were led to the commission of the offences by their reliance on the legal expertise of Chen and on the opinion that Chen had obtained from the Assistant Registrar of Companies that a prospectus was not necessary.

PT. II Pp. 247-248

(iii) the lack of culpability of the Appellants for the offence, as reflected in the comparatively small financial penalty imposed by the trial court.

25. In the respectful submission of the Appellants, having correctly identified the relevant considerations governing the exercise of the Court's discretion under section 130 of the Act (see para. 12 above), the Courts below, in refusing leave to the Appellants to act as directors and (in the case of the Court of Appeal) to take part in the management, of any company, wrongly failed to have any or any proper regard to such considerations and in particular to

(a) the relatively minor nature of the offence of which the Appellants had been convicted, involving no element of dishonesty or bad faith;

(b) the lack of culpability of the Appellants, who committed the offence without deliberation and in reliance on the advice of the Company's legal advisers;

(c) the excellent reputation and character of the Appellants themselves;

(d) the negligible or (to use the epithet of the learned Chief Justice) "minimal" risks to the interests of the public, or to the shareholders, creditors or employees of any company if the Appellants were permitted to act as directors, or take part in the management of, any such company;

(e) by contrast, the very serious effect on the Appellants themselves in being disqualified for the period of five years from acting as directors or

taking part in the management of any company.

CONCLUSION

26. In the premises, the Appellants respectfully submit that the decision and Order of the Court of Appeal were wrong and ought to be reversed and that these Appeals should be allowed with costs and that leave should forthwith be granted to the Appellants in the terms set out in their Applications to the High Court of Singapore for the following among other :-

REASONS

(1) BECAUSE, in refusing leave to the Appellants under section 130 of the Act, Wee Chong Jin C.J. and the Court of Appeal wrongly made findings and drew inferences which were contrary to and/or unsupported by the evidence before them.

(2) BECAUSE Wee Chong Jin C.J. and the Court of Appeal erred in making findings of dishonesty on the part of the Appellants which were contrary to the sworn evidence of the Appellants and in the absence of cross-examination of either of the Appellants.

(3) BECAUSE Wee Chong Jin C.J. and the Court of Appeal erred in law in drawing the inference of dishonesty on the part of the Appellants from the fact that the Appellants had pleaded guilty to the offence charged under section 39(4) and had not advanced any substantive defence to the charge under section 39(5) of the Act.

(4) BECAUSE Wee Chong Jin C.J.and the Court of Appeal wrongly failed, in refusing leave under section 130, to have any or any proper regard to the facts and matters material to the exercise of the discretion conferred by that section.

N.D. BRATZA

S. RAJENDRAN

S.A. STAMLER Q.C.

IN THE PRIVY COUNCIL

Nos. 59, 60, 61 and 62 of 1984

ON APPEAL FROM THE COURT OF APPEAL OF SINGAPORE

No. 59 of 1984

BETWEEN:

QUEK LENG CHYE — Appellant (Respondent)

- and -

ATTORNEY-GENERAL — Respondent (Appellant)

No. 60 of 1984

BETWEEN:

QUEK LENG CHYE — Appellant (Applicant)

- and -

ATTORNEY-GENERAL — Respondent (Respondent)

No. 61 of 1984

BETWEEN:

GAN KHAI CHOON — Appellant (Respondent)

- and -

ATTORNEY-GENERAL — Respondent (Appellant)

No. 62 of 1984

BETWEEN:

GAN KHAI CHOON — Appellant (Applicant)

- and -

ATTORNEY-GENERAL — Respondent (Respondent)

CASE FOR THE APPELLANTS

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