# Appendix IV

**Authorized Person’s Certificate**

To: The Director of Lands

c.c.: (1) [*insert name of registered owner of land*]

(2) [*insert name of solicitors’ firm*]

\*[(3) [*insert name of mortgagee under building mortgage*]]

Date: [*insert date*]

Lot No.: [*insert lot number*] (“the land”)

(1) I, [*insert name of authorized person*] of [*insert name and address of firm/corporation of authorized person*] (“the AP Company”), certify and confirm as follows:

1. I am \*an architect/an engineer/a surveyor listed in the authorized persons’ register kept by the Building Authority under section 3(1) of the Buildings Ordinance. I am \*a proprietor/the sole proprietor/a director/an employee of the AP Company.
2. I am appointed under section \*4(1)(a)/4(2) of the Buildings Ordinance as a co-ordinator of building works for β[Phase [*insert phase number*] (“the Phase”) of] the development now being constructed or to be constructed on the land and intended to be known as “[*insert name of development*]” (“the Development”). The Building Authority was notified of this appointment in Form BA 4 dated [*insert date*].
3. I give this certificate for the purpose of obtaining consent of the Director of Lands (“the Consent”) to [*insert name of registered owner of the land*] (“the Vendor”) to enter into agreements for sale and purchase of non-residential units in the γPhase/Development. β[The Phase comprises [*insert description of buildings comprising the Phase*].]
4. The building plans of the γPhase/Development have been approved by the Building Authority under the Buildings Ordinance (Reference No. [*insert number*]) (“the Building Plans”).
5. Foundations of the building(s) (“the Building(s)”) within the γPhase/Development have been completed and the Building Authority was notified in Form BA 14 dated [*insert date*].
6. (I) Consent to commence building works on the superstructure of the Building(s) has been issued by the Building Authority on [*insert date*] in Form BD 103 under section 14 of the Buildings Ordinance.

(II) The Building Authority was notified of the appointment of [*insert name of building contractor*] (“the Building Contractor”) in Form BA 10 dated [*insert date*]. The Building Contractor is a general building contractor registered with the Building Authority under section 8A of the Buildings Ordinance and is appointed under section \*9(1)/9(3) of the Buildings Ordinance to carry out building works for the γPhase/Development. Building works on the superstructure of the Building(s) \*have commenced/will commence on[*insert date*].

1. Contracts for [*insert type of works such as site formation works, substructure works, superstructure works for which contracts have been entered into*] and completion of the γPhase/Development (including the incorporation of all fittings and finishes and the provision of the communal and recreational facilities (if any) specified in the Agreements for Sale and Purchase (“the ASP”) in respect of units in the γPhase/Development) have been entered into. The contracts are as follows:

|  |  |
| --- | --- |
| Purpose of contracts | Names of contractors,  subcontractors and suppliers |
| [*insert purpose*] | [*insert names*] |

I confirm that I will not certify any money to be drawn from the stakeholder account or the Building Mortgage (as defined in the ASP) (“the Building Mortgage”) (if any) for payment of the construction costs to any contractors, subcontractors and suppliers except for construction costs which are identified in this certificate or any other certificate(s) issued by me.

|  |  |  |
| --- | --- | --- |
| (h) | (I) The construction costs of the γPhase/Development is: | HK$[*insert amount*] |
|  | (II) The professional fees in relation to completion of the γPhase/Development as confirmed by the Vendor to me in writing is: | HK$[*insert amount*] |
|  |
|  | (III) The total of the construction costs and the professional fees (“the Total Development Costs”) for completion of the γPhase/Development is: | HK$[*insert amount*] |

(i) As at [*insert date*] (“the Date”)[[1]](#footnote-2)(Note 1), the following sums have been expended on the γPhase/Development:

|  |  |  |
| --- | --- | --- |
|  | (I) Construction costs | HK$[*insert amount*] |
|  | (II) Professional fees | HK$[*insert amount*] |
|  | (III) Total of (I) and (II) above | HK$[*insert amount*] |

(j) I have received written confirmation with supporting evidence from the Vendor that, as at the Date, in respect of the sums expended in (i) of this paragraph, the following sums have been paid:

|  |  |  |
| --- | --- | --- |
|  | (I) Construction costs | HK$[*insert amount*] |
|  | (II) Professional fees | HK$[*insert amount*] |
|  | (III) Total of (I) and (II) above | HK$[*insert amount*] |
| (k) | The amount of that part of the Total Development Costs expended but not yet paid[[2]](#footnote-3)(Note 2) and that part of the Total Development Costs remaining to be expended to complete the γPhase/Development[[3]](#footnote-4)(Note 3) is: | HK$[*insert amount*] |

(l) As at the Date, [*insert description of the stage the building works has reached*].

(m) In my professional opinion, the θPhase/Development can be completed in all respects in accordance with the Building Plans by [*insert estimated completion date, completion date meaning the date on which the occupation permit is issued*].

(n) \*[A certificate from an independent authorized person or quantity surveyor is not necessary.

OR

The respective amounts set out in (h), (i), (j) and (k) of this paragraph will be verified and confirmed by [*insert name of independent authorized person/quantity surveyor*].]

(2) I undertake, in the event of my ceasing to be an authorized person for the γPhase/Development, to inform in writing Messrs. [*insert name(s) of solicitors’ firm(s) acting for the Vendor in the sale of units in the Phase or the Development (as the case may be)*] (“the Vendor’s Solicitors”) \*[and [*insert name of mortgagee under the Building Mortgage*] (“the Mortgagee”)] and the Legal Advisory and Conveyancing Office (“LACO”) of the Lands Department immediately. In the event of another authorized person being nominated to act temporarily in my absence in relation to the γPhase/Development, I understand that no certification from that authorized person will be accepted for the purposes of releasing monies from the stakeholder account or drawing of facilities under the Building Mortgage (if any) affecting the land except with the prior written approval of the Director of Lands.

(3) I undertake to inform in writing LACO, \*[the Mortgagee,] the Vendor and the Vendor’s Solicitors immediately if there is a change of information contained in paragraphs (1)(f)(II), (1)(h) and (1)(m) of this certificate.

(4) (a) φ(I) I confirm that:

(i) the Vendor is a corporation and is a \*private/listed company; and

(ii) the Building Contractor is a corporation and is a \*private/listed company; and

(iii) the holding company of the Vendor, [*insert name of holding company of the Vendor*] (“the holding company of the Vendor”), is a \*private/listed company; and

(iv) \*no director/a director/[*insert number*] directors of the Vendor \*is/are my immediate family member\*[s] \*[and \*no director/a director/[*insert number*] directors of the Vendor is an immediate family member/are immediate family members of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

(v) the company secretary of the Vendor is \*[not] my immediate family member \*[and the company secretary of the Vendor is \*[not] an immediate family member of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

1. no director/a director/[*insert number*] directors of the Building Contractor \*is/are my immediate family member\*[s] \*[and \*no director/a director/[*insert number*] directors of the Building Contractor \*is an immediate family member/are immediate family members of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and
2. the company secretary of the Building Contractor is \*[not] my immediate family member \*[and the company secretary of the Building Contractor is \*[not] an immediate family member of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and
3. \*no director/a director/[*insert number*] directors of the holding company of the Vendor \*is/are my immediate family member\*[s] \*[and \*no director/a director/[*insert number*] directors of the holding company of the Vendor \*is an immediate family member/are immediate family members of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

(ix) the company secretary of the holding company of the Vendor is \*[not] my immediate family member \*[and the company secretary of the holding company of the Vendor is \*[not] an immediate family member of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

(x) I \*[do not] hold at least [*insert 1% where the Vendor is a listed company OR insert 10% where the Vendor is a private company*] of the issued shares in the Vendor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*[each] holds at least [*insert 1% where the Vendor is a listed company OR insert 10% where the Vendor is a private company*] of the issued shares in the Vendor]; and

(xi) I \*[do not] hold at least [*insert 1% where the holding company of the Vendor is a listed company OR insert 10% where the holding company of the Vendor is a private company*] of the issued shares in the holding company of the Vendor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*[each] holds at least [*insert 1% where the holding company of the Vendor is a listed company OR insert 10% where the holding company of the Vendor is a private company*] of the issued shares in the holding company of the Vendor]; and

(xii) I \*[do not] hold at least [*insert 1% where the Building Contractor is a listed company OR insert 10% where the Building Contractor is a private company*] of the issued shares in the Building Contractor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*[each] holds at least [*insert 1% where the Building Contractor is a listed company OR insert 10% where the Building Contractor is a private company*] of the issued shares in the Building Contractor]; and

1. I am \*[not] an employee of the Vendor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is an employee/are employees of the Vendor]; and
2. I am \*[not] a director of the Vendor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is a director/are directors of the Vendor]; and
3. I am \*[not] the company secretary of the Vendor \*[and \*no/one other authorized person in the AP Company who is a \*proprietor/director of the AP Company is the company secretary of the Vendor]; and
4. I am \*[not] an employee of the Building Contractor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is an employee/are employees of the Building Contractor]; and
5. I am \*[not] a director of the Building Contractor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is a director/are directors of the Building Contractor]; and
6. I am \*[not] the company secretary of the Building Contractor \*[and \*no/one other authorized person in the AP Company who is a \*proprietor/director of the AP Company is the company secretary of the Building Contractor]; and
7. I am \*[not] an employee of the holding company of the Vendor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is an employee/are employees of the holding company of the Vendor]; and
8. I am \*[not] a director of the holding company of the Vendor \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is a director/are directors of the holding company of the Vendor]; and
9. I am \*[not] the company secretary of the holding company of the Vendor \*[and \*no/one other authorized person in the AP Company who is a \*proprietor/director of the AP Company is the company secretary of the holding company of the Vendor].

¥[(II) I have received confirmation in writing from the Vendor that:

1. the Building Contractor is \*[not] an associate corporation of the Vendor; and

(ii) the Building Contractor is \*[not] an associate corporation of the holding company of the Vendor.]

ν[(III) I confirm that:

(i) the AP Company is \*[not] an associate corporation of the Vendor; and

(ii) the AP Company is \*[not] an associate corporation of the Building Contractor; and

(iii) the AP Company is \*[not] an associate corporation of the holding company of the Vendor.]

∞[(b) (I) The Vendor has engaged [*insert name of corporation engaged*] (“the JV Partner”) to co-ordinate and supervise the process of designing, planning, constructing, fitting out, completing and marketing the γPhase/Development. I confirm that:

(i) the JV Partner is a corporation and is a \*private/listed company; and

(ii) the holding company of the JV Partner, [*insert name of the holding company of the JV Partner*](“the holding company of the JV Partner”)*,* is a \*private/listed company; and

(iii) \*no director/a director/[*insert number*] directors of the JV Partner \*is/are my immediate family member\*[s] \*[and \*no director/a director/[*insert number*] directors of the JV Partner \*is an immediate family member/are immediate family members of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

(iv) the company secretary of the JV Partner is \*[not] my immediate family member \*[and the company secretary of the JV Partner is \*[not] an immediate family member of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

1. \*no director/a director/[*insert number*] directors of the holding company of the JV Partner \*is/are my immediate family member\*[s] \*[and \*no director/a director/[*insert number*] directors of the holding company of the JV Partner \*is an immediate family member/are immediate family members of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and
2. the company secretary of the holding company of the JV Partner is \*[not] my immediate family member \*[and the company secretary of the holding company of the JV Partner is \*[not] an immediate family member of [*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company]; and

(vii) I \*[do not] hold at least [*insert 1% where the JV Partner is a listed company OR insert 10% where the JV Partner is a private company*] of the issued shares in the JV Partner\*[and \*no*/*[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*[each] holds at least [*insert 1% where the JV Partner is a listed company OR insert 10% where the JV Partner is a private company*] of the issued shares in the JV Partner]; and

(viii) I \*[do not] hold at least [*insert 1% where the holding company of the JV Partner is a listed company OR insert 10% where the holding company of the JV Partner is a private company*] of the issued shares in the holding company of the JV Partner \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*[each] holds at least [*insert 1% where the holding company of the JV Partner is a listed company OR insert 10% where the holding company of the JV Partner is a private company*] of the issued shares in the holding company of the JV Partner]; and

(ix) I am \*[not] an employee of the JV Partner \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is an employee/are employees of the JV Partner]; and

(x) I am \*[not] a director of the JV Partner \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is a director/are directors of the JV Partner]; and

(xi) I am \*[not] the company secretary of the JV Partner \*[and \*no/one other authorized person in the AP Company who is a \*proprietor/director of the AP Company is the company secretary of the JV Partner]; and

(xii) I am \*[not] an employee of the holding company of the JV Partner \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is an employee/are employees of the holding company of the JV Partner]; and

(xiii) I am \*[not] a director of the holding company of the JV Partner \*[and \*no/[*insert number*] other authorized person\*[s] in the AP Company who \*is/are \*a proprietor/proprietors/a director/directors of the AP Company \*is a director/are directors of the holding company of the JV Partner]; and

(xiv) I am \*[not] the company secretary of the holding company of the JV Partner \*[and \*no/one other authorized person in the AP Company who is a \*proprietor/director of the AP Company is the company secretary of the holding company of the JV Partner].

Æ[(II) I have received confirmation in writing from the Vendor that:

* + 1. the Building Contractor is \*[not] an associate corporation of the JV Partner; and

(ii) the Building Contractor is \*[not] an associate corporation of the holding company of the JV Partner.]

^[(III) I confirm that:

(i) the AP Company is \*[not] an associate corporation of the JV Partner; and

(ii) the AP Company is \*[not] an associate corporation of the holding company of the JV Partner.]]

(c) I undertake to inform in writing LACO, \*[the Mortgagee,] the Vendor and the Vendor’s Solicitors immediately of any change of the information contained in φ[(a)(I)(i) to (a)(I)(xxi)] ν[and (a)(III)(i) to (a)(III)(iii)] ∞[and (b)(I)(i) to (b)(I)(xiv) ^[and (b)(III)(i) and (b)(III)(ii)]] of this paragraph.

¥[(d) I also undertake to inform in writing LACO, \*[the Mortgagee,] and the Vendor’s Solicitors on being notified by the Vendor of a change of the information contained in (a)(II)(i) and (a)(II)(ii) of this paragraph.]

∞Æ[(e) I further undertake to inform in writing LACO, \*[the Mortgagee,] and the Vendor’s Solicitors on being notified by the Vendor of a change of the information contained in (b)(II)(i) and (b)(II)(ii) of this paragraph.]

(5) I undertake to provide to LACO and copy to \*[the Mortgagee,] the Vendor and the Vendor’s Solicitors on a quarterly basis certificates in the form prescribed under the conditions of the Consent. Each of the quarterly certificates will be forwarded to the parties on or before the 15th day of the month following the quarter to which it relates:

(a) until the issue by the Director of Lands of the consent to assign in respect of the γPhase/Development; or

(b) if no consent to assign has been issued, until the issue by the Director of Lands of a certificate of compliance in respect of the Development and the issue of a certificate by me to the Director of Lands confirming that the fittings and finishes of those units in the γPhase/Development which have been sold under the Consent will be incorporated in accordance with the terms and conditions of the ASP,

at which time a final certificate covering the period from the end of the last quarter to either (a) or (b) of this paragraph will be submitted within 15 days of either (a) or (b) of this paragraph.

∂(6) For the purpose of this certificate,

(a) “associate corporation”, in relation to a corporation, means-

(I) a subsidiary of the corporation; or

(II) a subsidiary of a holding company of the corporation;

(b) “authorized person” means an authorized person as defined in section 2(1) of the Buildings Ordinance;

(c) “company secretary” has the meaning given by section 2(1) of the Companies Ordinance;

(d) “corporation” means-

(I) a company as defined by section 2(1) of the Companies Ordinance; or

(II) a company incorporated outside Hong Kong;

(e) “director” has the meaning given by section 2(1) of the Companies Ordinance;

(f) “holding company” means a holding company within the meaning of the Companies Ordinance;

(g) “immediate family member”, in relation to an individual, means a spouse, parent, child, sibling, grandparent or grandchild of the individual;

(h) “listed company” has the meaning given by section 2(1) of the Companies Ordinance;

(i) “private company” has the meaning given by section 11 of the Companies Ordinance;

(j) “proprietor”-

(I) in relation to a firm constituted of a sole proprietor, means the sole proprietor of the firm; or

(II) in relation to a firm constituted as a partnership, means a partner of the firm;

(k) “stakeholder account” means the client account maintained by the Vendor’s Solicitors for the purpose of placing purchase price under the terms and conditions of the ASP; and

(l) “subsidiary” means a subsidiary within the meaning of the Companies Ordinance.

(7) A copy each of the Forms BA 4, BA 14, BD 103 and BA 10 referred to in this certificate is attached.

[*insert name of authorized person*]

Authorized Person for the γPhase/Development

**\*** Delete as appropriate.

β For phased development only. Delete as appropriate.

γ Delete “Development” for phased development. Otherwise delete “Phase”.

θ Delete “Development” for phased development except the final phase of a phased development. Otherwise delete “Phase”.

φ Amend as appropriate where the Vendor or the Building Contractor is an individual or a partnership or where the Vendor is a corporation, there is no or there are more than one holding company of the Vendor.

¥ Applicable where both the Building Contractor and the Vendor are corporations. If applicable, amend as appropriate where there is no or there are more than one holding company of the Vendor.

ν Applicable where the AP Company is a corporation. If applicable, amend as appropriate where the Vendor or the Building Contractor is an individual or a partnership or where the Vendor is a corporation, there is no or there are more than one holding company of the Vendor.

∞ Applicable where there is a person engaged to co-ordinate and supervise the process of designing, planning, constructing, fitting out, completing and marketing the Development or the Phase (as the case may be). If applicable, amend as appropriate where the person so engaged is an individual or a partnership or where the person so engaged is a corporation, there is no or there are more than one holding company of the corporation so engaged.

Æ Applicable where both the Building Contractor and the JV Partner are corporations. If applicable, amend as appropriate where there is no or there are more than one holding company of the JV Partner.

^ Applicable where both the AP Company and the JV Partner are corporations. If applicable, amend as appropriate where there is no or there are more than one holding company of the JV Partner.

∂ Delete definition(s) as appropriate.

1. (Note 1) The Date must not be more than 15 days before the date of this certificate. [↑](#footnote-ref-2)
2. (Note 2) The amount of that part of the Total Development Costs expended but not yet paid is the sum in paragraph (1)(i)(III) less the sum in paragraph (1)(j)(III). [↑](#footnote-ref-3)
3. (Note 3) The amount of that part of the Total Development Costs remaining to be expended to complete the Phase or the Development (as the case may be) is the sum in paragraph (1)(h)(III) less the sum in paragraph (1)(i)(III). [↑](#footnote-ref-4)