



محكمة قطر الدولية
ومركز تسوية المنازعات
QATAR INTERNATIONAL COURT
AND DISPUTE RESOLUTION CENTRE

In the name of His Highness Sheikh Tamim bin Hamad Al Thani,
Emir of the State of Qatar

Neutral Citation: [2021] QIC (A) 3

(On appeal from [2021] QIC (F) 1)

IN THE CIVIL AND COMMERCIAL COURT
OF THE QATAR FINANCIAL CENTRE
APPELLATE DIVISION

21 February 2021

CASE No. CTAD0003/2021 (on appeal from CTFIC0022/2020)

BETWEEN:

AMBERBERG LIMITED

Claimant/Applicant in the appeal

v

AYCAN RICHARDS

Defendant/Respondent in the appeal

JUDGMENT

Before:

Lord Thomas of Cwmgiedd, President

Justice Bruce Robertson

Justice Rashid Al Anezi

ORDER ON PERMISSION TO APPEAL

1. Permission to appeal against the decision of the First Instance Circuit is refused.

JUDGMENT

1. In a written application made on 7 February 2021, the applicant seeks permission to appeal from the decision of the First Instance Circuit (Justices Frances Kirkham, George Arestis and Ali Malek QC) given on 27 January 2021 which ordered the claim brought by the applicant on 17 December 2020 be dismissed for want of jurisdiction.
2. The applicant is a company incorporated in the British Virgin Islands. The respondent is a citizen of the United Kingdom who resides in Qatar. She was at one time a shareholder in International Financial Services (Qatar) LLC (IFSQ), an entity established in and authorised by the Qatar Financial Centre (QFC) and had been for part of 2019 in the employment of IFSQ as its Chief Executive Officer.
3. The applicant's case was that it had acquired the entire shareholding in IFSQ under a share sale and purchase agreement dated 28 November 2019 made between it as the purchaser and four individuals and a company as the sellers. It claimed that, as it had become sole shareholder in IFSQ pursuant to that agreement, it was entitled to the investor protection rights within the QFC framework within the State of Qatar. The respondent was not a party to the agreement of 28 November 2019.
4. The applicant in its claim alleges that the respondent undertook "unlawful actions and manipulations towards IFSQ and new shareholders". It sought, amongst other relief, enforcement of "the investor rights and protection under QFC Rules" and to require the respondent "to stop any malpractice towards its IFSQ business or any of the firm's assets".
5. The respondent sought summary judgment on 31 December 2020 on the basis that the court had no jurisdiction. Pursuant to the Order of the First Instance Circuit, statements

and submissions were served and, at the request of the parties, the First Instance Circuit proceeded to determine the issue on jurisdiction without oral submissions.

6. Under Article 8.3.c c/4 of the QFC Law No 7 of 2005 and Article 9.1.4 of the QFC Civil and Commercial Court Regulations and Procedural Rules, the Court has jurisdiction in relation to:

“Civil and commercial disputes arising from transactions, contracts or arrangements taking place between entities established within the QFC and residents of the State, or entities established in the State but outside the QFC unless the parties agree otherwise.”

7. The First Instance Circuit held that as the applicant was not an entity established in the State of Qatar and as the respondent was not a party to the share sale and purchase agreement of 28 November 2019, there was no jurisdiction.

8. In its application for permission to appeal, the applicant contended that:

- a. The respondent had been a shareholder of IFSQ between May and 29 October 2019 and its Chief Executive Officer from 8 July to 8 August 2019. At the time of the share sale and purchase agreement of 28 November 2019, she had been a resident of Qatar.

- b. Under that agreement, which was governed by the laws of the QFC, disputes under or in connection with the agreement were to be referred to and resolved by the courts of the QFC.

- c. The respondent was

“a related 3rd party in the capacity as a past shareholder and ex-CEO to the QFC firm [IFSQ] a limited liability company registered under QFC, authorised by the Qatar Financial Centre Regulatory Authority. This has been conducted by [the respondent] in the capacity as a resident of the State of Qatar under IFS Qatar

sponsorship. This is another qualifying factor to review the dispute within the QFC Law and Regulations and the Regulations and Rules of the Civil and Commercial Court of QFC”.

d. The court had not adequately and appropriately understood these facts in relation to the respondent’s legal status.

9. We refuse permission to appeal.

10. It is clear from the agreement (part of which was produced to us) that the respondent was not a party to the share sale and purchase agreement dated 28 November 2019. It is also clear that the applicant, though a party to the share sale and purchase agreement, is not an entity established within the QFC. There is therefore no jurisdiction under Article 9.1.4; nor is there any jurisdiction under the jurisdiction clause of the share sale and purchase agreement of 28 November 2019 as the respondent was not a party to that agreement.

11. Far from there being any grounds to consider that the decision of the First Instance Circuit was erroneous or would result in substantial injustice, the decision was plainly and obviously right.

By the Court,



Lord Thomas of Cwmgiedd
President of the Court

