

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
ARTICLES OF ASSOCIATION
OF
COMBAT SPORTS ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港搏擊運動協會有限公司

Part A Mandatory Articles

1. Company Name

COMBAT SPORTS ASSOCIATION OF HONG KONG, CHINA LIMITED
中國香港搏擊運動協會有限公司

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members

All Member

Amount to be contributed by each of the members in this class

HKD 1.00

I, the undersigned, wish to form a company and wish to adopt the articles of association as attached.



Yeung Ka Ki 楊家祺
Founder Member

Company Name: Savate Federation of Hong Kong, China Limited

Part B Other Articles

1. The name of the company is COMBAT SPORTS ASSOCIATION OF HONG KONG, CHINA LIMITED 中國香港搏擊運動協會有限公司 (hereinafter called "**the Company**").
2. The Registered Office of the Company shall be situated in the Hong Kong Special Administrative Region.
3. The objects for which the Company is established are: -
 - (1) To organize, promote, participate and carry out the following activities on a non-profit making basis: -
 - (a) hosting and organizing lessons, workshops, programs, events or activities which have educational value or for the advancement of education;
 - (b) working with schools and education centers, institutions or universities to conduct activities, workshops and lessons for the advancement of education;
 - (c) arranging, organizing, and working with other charitable entities or organizations to conduct programs, activities and competitions which have educational value or for the preservation and promotion of Chinese culture in martial arts;
 - (d) arranging, organizing and working with other charitable entities or organizations to conduct volunteer work that help to preserve and promote Chinese culture in martial arts;
 - (e) sponsoring or providing scholarship to underprivileged individuals to allow them to enroll, participate or engage in activities or competitions that promote Chinese culture in martial arts;
 - (f) arranging or organizing volunteer activities to clean up, protect and safeguard the natural environment in Hong Kong for the benefit of the Hong Kong community; and
 - (g) hosting or organizing extracurricular activities, workshops and classes that have educational value or for the advancement of education, relief of poverty

and for the relief of the youth for the benefit of the community of Hong Kong, the Greater Bay Area and Mainland China, in particular Hong Kong youth.

- (2) In furtherance of the objects of the Company but not otherwise, to raise awareness amongst the Hong Kong youth to encourage them to take action to benefit the Hong Kong community by doing volunteer work to help those in need due to poverty, and to protect the natural environment in Hong Kong.
- (3) To accept donations from any person, corporation or institution in the advancement or towards the attainment of the above objects or any of them.
- (4) To subscribe for any charitable object or for any charitable purpose in any way connected with the objects of the Company or calculated to further its objects provided that none of the fund of the Company shall be subscribed to any entities which do not prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Articles 4 and 7 of Part B hereof.
- (5) To establish and support, and to aid in the establishment and support of, any other charitable establishments and institutions formed for all or any of the objects of this Company provided that such establishments or institutions shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Articles 4 and 7 of Part B hereof.
- (6) To raise funds and to apply, administer and manage the funds so raised in the advancement or towards the attainment of the above objects or any of them.
- (7) To acquire, accept leases of, purchase, take, or otherwise hold and enjoy any lands, buildings, messuages or tenement of whatsoever nature or kind and wheresoever situated for all or any of the objects of the Company.
- (8) To acquire, by purchase or otherwise, goods and chattels of whatsoever nature or kind for all or any of the objects of the Company.
- (9) For the objects of the Company, to invest moneys in a proper and prudent manner on deposit in any bank, financial institution or in any government bonds or mortgage of any lands, buildings, messuages or tenements, or in debentures, debenture stocks, stocks, funds, bonds, shares or securities of any corporation or company. Such

investments may at any time be varied.

- (10) To sell, let, mortgage, or otherwise turn to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situated with a view to the promotion of the objects of the Company.
 - (11) To dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to the promotion of the objects of the Company.
 - (12) For the objects of the Company, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
 - (13) For the objects of the Company, to borrow and raise money and to secure or discharge any debt or obligation of the Company by the issue of debentures, bonds, mortgages upon such terms and conditions as may be thought fit by the Company.
 - (14) To indemnify any member of the Company in respect of any liability incurred by him in any action in connection with the furtherance of the objects of the Company (except for the fraud or wilful neglect of such member).
 - (15) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Company, whensoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Articles of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding 2 percent above the prime rate prescribed by The Hongkong and Shanghai Banking Corporation Limited from time to time for Hong Kong dollar loans on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Board or governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of the Board or governing body of

the Company except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

5. Subject to Article 21 of Part B, members of the Board or governing body of the Company shall disclose material interests and not vote in respect of any proposed or existing transaction, arrangement, or contract in which they are so interested.
6. The Company shall keep sufficient records of income and expenditure (including donation receipts), proper accounting books and compilation of annual financial statements for each accounting reference period as required by the Ordinance. The financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
7. The Company may be wound up by a special resolution passed at a general meeting with a quorum of two-thirds of the members of the Company. If upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 4 of Part B hereof and this article, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

Interpretation

8. "**Articles**" means the Articles of Association of the Company.

"**associated company**" means (a) a subsidiary of the Company; (b) a holding company of the Company; or (c) a subsidiary of such a holding company.

"**Board**" means the board of directors of the Company.

"**Company**" means the company registered as "COMBAT SPORTS ASSOCIATION"

OF HONG KONG, CHINA LIMITED 中國香港搏擊運動協會有限公司”。

"**mental incapacity**" has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136).

"**mentally incapacitated person**" means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs.

"**Ordinance**" means the Companies Ordinance (Cap. 622).

Any words denoting the singular number include the plural number and vice versa.

Any word denoting the masculine gender shall include the feminine gender or vice versa.

Wherever any provision of these Articles (except a provision for the appointment of a proxy) requires that a communication as between the Company, its Board or members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record if the person to whom the communication is given consents to it being given to him in that form.

Wherever any provision of these Articles requires that a meeting of the Company, its Board or members be held, the requirement may be satisfied by the meeting being held by such lawful electronic means and in such manner as may be agreed by the Company.

Unless the context otherwise requires, words or expressions used in these Articles shall have the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

For the purpose of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Directors' Powers and Responsibilities

9. Directors' general authority

(a) Subject to the Ordinance and these Articles, the affairs of the Company are managed

by the directors, who may exercise all the powers of the Company.

- (b) An alteration of these Articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (c) The powers given by this article are not limited by any other power given to the directors by these Articles.
- (d) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

10. Members' reserve power

- (a) The members may, by special resolution, direct the directors to take, or refrain from taking specified action.
- (b) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

11. Directors may delegate

- (a) Subject to these Articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these Articles: -
 - (i) to any person or committee;
 - (ii) by any means (including by power of attorney);
 - (iii) to any extent and without territorial limit;
 - (iv) in relation to any matter; and
 - (v) on any terms and conditions.
- (b) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (c) The directors may: -
 - (i) revoke the delegation wholly or in part; or
 - (ii) revoke or alter its terms and conditions.

12. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Decision-taking by Directors

13. Directors to take decision collectively

- (1) A decision of the directors may only be taken: -
 - (a) by a majority of the directors at a meeting; or
 - (b) in accordance with Article 14 of Part B.

14. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

15. Calling directors' meetings

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the company secretary to give such notice.
- (2) Notice of a directors' meeting must indicate: -
 - (a) its proposed date and time; and
 - (b) where it is to take place.

- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

16. Participation in directors' meetings

- (1) Subject to these Articles, directors participate in a directors' meeting, or part of a directors' meeting, when: -
 - (a) the meeting has been called and takes place in accordance with these Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

17. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least 2, and unless otherwise fixed it is 2.

18. Meetings if total number of directors less than quorum

- (1) If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision:
 - (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

19. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.

- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

20. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these Articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

21. Conflicts of interest

- (1) This article applies if: -
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the Company that is significant in relation to the Company's affairs; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director must neither: -
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; or
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the director contravenes paragraph(3)(a) above, the vote must not be counted.
- (5) Paragraph (3) does not apply to: -
 - (a) an arrangement for giving a director any security or indemnity in respect of

money lent by the director to or obligations undertaken by the director for the benefit of the Company; or

- (b) an arrangement for the Company to give any security to a third party in respect of a debt or obligation of the Company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

22. Validity of acts of meeting of directors

- (1) The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that: -
- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
 - (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
 - (c) one or more of them had ceased to hold office as a director; or
 - (d) any one or more of them were not entitled to vote on the matter in question.

23. Record of decisions to be kept

The directors must ensure that the Company keeps a written record of every decision taken by the directors under Article 13 of Part B for at least 10 years from the date of the decision.

24. Directors' discretion to make further rules

- (1) Subject to these Articles, the directors may make any rule that they think fit about:
- (a) how they take decisions; and
 - (b) how the rules are to be recorded or communicated to the directors.

Appointment and Retirement of Directors

25. Appointment and retirement of directors

- (1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director: -
 - (a) by ordinary resolution; or
 - (b) by a decision of the directors.
- (2) Unless otherwise specified in the appointment, a director appointed under paragraph (1)(a) holds office for an unlimited period of time.
- (3) An appointment under paragraph (1)(b) may only be made to: -
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these Articles.
- (4) A director appointed under paragraph (1)(b) must: -
 - (a) retire from office at the next annual general meeting following the appointment; or
 - (b) if the Company has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the Company's accounting reference period by reference to which the financial year in which the director was appointed is to be determined.

26. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

27. Termination of director's appointment

- (1) A person ceases to be a director if the person: -
 - (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;

- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (f) is removed from the office of director by an ordinary resolution of the Company.

Directors' Indemnity and Insurance

28. Indemnity

- (1) Only in furtherance of the objects of the Company but not otherwise, a director or former director of the Company may be indemnified out of the Company's assets against any liability incurred by the director to a person other than the Company or an associated company of the Company in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover: -
 - (a) any liability of the director to pay: -
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director: -
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the Company, or an associated company of the Company, in which judgment is given against the director;

- (iii) in defending civil proceedings brought on behalf of the Company by a member of the Company or of an associated company of the Company, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief: -
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if: -
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

29. **Insurance**

- (1) Only in furtherance of the objects of the Company but not otherwise, the directors may decide to purchase and maintain insurance, at the expense of the Company, for a director of the Company, or a director of an associated company of the Company, against: -
- (a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Company or associated company (as the case may be); or
 - (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Company or

associated company (as the case may be).

Company Secretary

30. Appointment and removal of Company secretary

- (1) Subject to Article 4 of Part B, the directors may appoint the company secretary for a term and on conditions they think fit.
- (2) The directors may remove the company secretary appointed by them.

Members

31. Application for membership

- (1) The number of members with which the Company proposes to be registered shall be no more than 25 but the Board may from time to time with the sanction of a Special Resolution of the Company register an increase of members
- (2) A person may become a member of the Company only if: -
 - (a) that person has completed an application for membership in a form approved by the directors; and
 - (b) the directors have approved the application.

32. Termination of membership

- (1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies, or ceases to exist.

Organization of General Meetings

33. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in

respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.

- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

34. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of: -
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must: -
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting: -
 - (i) include notice of the resolution; and

- (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution; or
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which: -
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed: -
- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members;

35. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to: -
- (a) every member; and
 - (b) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

36. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of

notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

37. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when: -
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

38. Quorum for general meetings

- (1) Two members present in person or by proxy, or if at any time there shall only be one member of the Company, then such member present in person or by proxy, constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

39. Chairing general meetings

- (1) If the chairperson (if any) of the Board is present at a general meeting and is willing

to preside as chairperson at the meeting, the meeting is to be presided over by him or her.

- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if: -
 - (a) there is no chairperson of the Board;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the Company of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if: -
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the Company passed at the meeting.

40. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Company.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not: -
 - (a) members of the Company; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

41. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a

general meeting, the meeting must: -

- (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if: -
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Voting at General Meetings

42. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the

- chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution: -
- (a) has or has not been passed; or
 - (b) has passed by a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

43. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

44. Demanding a poll

- (1) A poll on a resolution may be demanded: -
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by: -
- (a) the chairperson of the meeting;
 - (b) at least 2 members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.

- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

45. Number of votes a member has

- (1) On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting: -
 - (a) every member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

46. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by a court of law.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

47. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing that: -
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the Company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- (3) If the Company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as: -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

48. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

49. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the Company: -
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the Company: -
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours

before the time appointed for taking the poll.

50. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy: -
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of the member.

51. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite: -
 - (a) the previous death or mental incapacity of the member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Company: -
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

52. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if: -

- (a) notice of the proposed amendment is given to the company secretary in writing;
and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if: -
- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Communications to and by the Company

53. Means of communication to be used

- (1) Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Company for the purposes of the Ordinance.
- (2) Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Administrative Arrangements

54. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the Company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Company and 1 authorized person.
- (5) For the purposes of this article, an authorized person is: -
 - (a) any director of the Company;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

55. Notice

- (1) A notice or document may be served or delivered by the Company upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members of the Company or by sending it or transmitting it as an electronic communication to such member at such telex or facsimile transmission number or electronic number or electronic address or computer network or website supplied by him to the Company for the giving of notice or document from the Company to him to the extent permitted by, and in accordance with the Ordinance.
- (2) Any notice, if served by post shall be deemed to have been served on the day on which the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter, or if sent or transmitted as an electronic communication shall be deemed to have been served or delivered at the time of the relevant despatch or transmission.

56. No right to inspect accounts and other records

- (1) A person is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by: -
 - (a) an enactment;
 - (b) an order under section 740 of the Ordinance;
 - (c) the directors; or
 - (d) an ordinary resolution of the Company.

57. Auditor's insurance

- (1) Only in furtherance of the objects of the Company but not otherwise, the directors may decide to purchase and maintain insurance, at the expense of the Company, for an auditor of the Company, or an auditor of an associated company of the Company, against: -
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the Company or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the Company or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.