

ARTICLES OF ASSOCIATION

OF

HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED 香港運動輪椅長跑會有限公司

Incorporated the 24th day of August 2022

(As amended by Special Resolutions passed on 29 May 2023 and 27 October 2024)

No.3184404

副本 [COPY]

公 司 註 冊 證 明 書 CERTIFICATE OF INCORPORATION

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本人謹此證明
I hereby certify that

HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED 香港運動輪椅長跑會有限公司

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is

有限公司。
a limited company.

本證明書於二〇二二年八月二十四日發出。
Issued on 24 August 2022.

(Sd.) Miss Helen TANG

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香港特別行政區公司註冊處處長鄧婉雯
Miss Helen TANG
Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

**COMPANIES ORDINANCE
(Chapter 622)**

SPECIAL RESOLUTION

OF

**HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED
香港運動輪椅長跑會有限公司**

BUSINESS REGISTRATION NUMBER: 74362535

PASSED ON 27 OCTOBER 2024

At a General Meeting of HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED held at W.K. Fine Dining, 3/F., Nina Mall 1, Tsuen Wan, Hong Kong on 27 October 2024 at 6:00 p.m., the following special resolution was duly passed:-

“ It was resolved that the Articles of Association of the Club be amended as follows:

Article 37(1)

By replacing the number “100” with the number “5,000” in the 2nd line.

Dated: 27 October 2024

(sd.) LEE KWOK YIN

LEE KWOK YIN
Chairman

**COMPANIES ORDINANCE
(Chapter 622)**

**SPECIAL RESOLUTION ON AMENDMENTS OF ARTICLES OF ASSOCIATION
OF**

**HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED
香港運動輪椅長跑會有限公司**

COMPANY NUMBER: 3184404

PASSED ON 29 May 2023

Resolutions in writing signed by all the members of the Club in lieu of a general meeting pursuant to the section 548 of the Hong Kong Companies Ordinance (cap. 622) on 29 May 2023, the following special resolution was duly passed:-

“ It was unanimously resolved that the Articles of Association of the Club be amended as follows:

- (1) Article 4(1)
By inserting the words “of the Hong Kong community” after the words “public benefit”.
- (2) Article 4(1)(a)
(a) By inserting the words “for relief of the disabled,” at the beginning.
(b) By deleting the words “and quality of life” in the 3rd line.
- (3) Article 4(1)(c)
By inserting the words “for promotion of social inclusion,” at the beginning.
By deleting the words “and to arouse the public’s attention to wheelchair sports” from the 2nd to the 3rd line.
- (4) Article 4(1)(d)
By deleting this sub-article in its entirety.
- (5) Article 4(2)(c)
By inserting the words “, provided that if the recipient of the funds of the Club is an organization, it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Club under or by virtue of articles 5(2) and 65 hereof”.
- (6) Article 4(2)(e)
By replacing the words “applicable solely for a purpose or purposes which are charitable” with the words “applied solely for furthering the objects of the Club” in the 4th to the 5th line.
- (7) Article 20(6)(c)
By inserting the words “subject to article 29 hereof,” at the beginning.
- (8) Article 36(1)
By replacing the words “The directors” with the words “Subject to article 29 hereof, the directors” at the beginning.

- (9) Article 34(1)
By replacing the words “A director” with the words “Only in furtherance of the objects of the Club but not otherwise, a director” at the beginning.
- (10) Article 35
By replacing the words “The directors” with the words “Only in furtherance of the objects of the Club but not otherwise, the directors” at the beginning.
- (11) Article 64(1)
By replacing the words “The directors” with the words “Only in furtherance of the objects of the Club but not otherwise, the directors” at the beginning.

Dated: 29 May 2023

(sd.) LEE KWOK YIN
LEE KWOK YIN
Member

(sd.) LEUNG WING YU
LEUNG WING YU
Member

(sd.) YIP CHUNG WA
YIP CHUNG WA
Member

(sd.) LEUNG KAM LING CONNIE
LEUNG KAM LING CONNIE
Member

(sd.) CHOW YUEN WAN
CHOW YUEN WAN
Member

(sd.) LEE KWOK LOY
LEE KWOK LOY
Member

(sd.) WONG MEI LAN
WONG MEI LAN
Member

(sd.) LEUNG KA YUNG MATTHEW
LEUNG KA YUNG MATTHEW
Member

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION
OF
HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED
香港運動輪椅長跑會有限公司

1. Name of the Club

The name of the company is “**HONG KONG SPORTS WHEELCHAIRS RUNNING CLUB LIMITED**” “香港運動輪椅長跑會有限公司” (hereinafter called the “**Club**”).

2. Interpretation

(1) In these articles:-

alternate and *alternate director* mean a person appointed by a director as an alternate under article 31(1);

articles means the articles of association of the Club;

associated company means:-

- (a) a subsidiary of the Club;
- (b) a holding company of the Club; or
- (c) a subsidiary of such a holding company;

Hong Kong means the Hong Kong Special Administrative Region of the People's Republic of China;

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);

(2) Words importing one gender shall include all genders.

(3) Words importing the singular shall include the plural and *vice versa*.

- (4) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Club.
- (5) For the purposes 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.
- (6) The regulations in Schedule 3 to the Companies (Model Articles) Notice (Cap.622H) of the Laws of Hong Kong shall form part of these articles save insofar as they are hereby excluded or modified or are inconsistent with the articles contained herein.

3. Liabilities of members

- (1) The liability of the members is limited.
- (2) Each person who is a member of the Club undertakes that if the Club is wound up while that person is a member of the Club, or within a year after that person ceases to be such a member, that person will contribute an amount, not exceeding HK\$100.00 to the Club's assets:-
 - (a) for payment of the Club's debts and liabilities contracted before that person ceases to be such a member;
 - (b) for payment of the costs, charges and expenses of winding up the Club; and,
 - (c) for adjustment of rights among the contributories.

4. The Club's objects

- (1) The Club's objects are, for the public benefit of the Hong Kong community:-
 - (a) for relief of the disabled, to advance and promote wheelchair users' awareness of physical and sport activities to promote their social integration and improve their health, including, *inter alia*, by:-
 - (i) actively participating in local and overseas sports wheelchair running races and competitions;
 - (ii) organizing and promoting overseas wheelchair travel for wheelchair users, including both abled and disabled-bodied people;

- (iii) selecting suitable paths and/or waterfront promenades for regular training for sports wheelchair running; and,
 - (iv) setting up a sports wheelchair maintenance team to support wheelchair users; and,
 - (b) to advance and promote the physical and mental health of wheelchair users and enhance their resilience by promoting sports wheelchair running, including, *inter alia*, by:-
 - (i) actively participating in local and overseas sports wheelchair races and competitions;
 - (ii) organizing and promoting overseas wheelchair travel for wheelchair users, including both abled and disabled-bodied people; and,
 - (iii) selecting suitable paths and/or waterfront promenades for regular training for sports wheelchair running; and,
 - (c) for promotion of social inclusion, to encourage disabled and able-bodied people to participate in sports wheelchair running, including, *inter alia*, by:-
 - (i) actively participating in local and overseas sports wheelchair races and competitions; and,
 - (ii) selecting suitable paths and/or waterfront promenades for regular training for sports wheelchair running.
- (2) In furtherance of the above objects but not otherwise, the Club shall have the following powers:-
- (a) to apply for, invite, collect and receive from private individuals, associations, companies, corporations or authorities, donations, gifts, grants, subscriptions, endowments and other assistance;
 - (b) to establish, promote, co-operate with, become member of, act as, or appoint trustees, nominees or delegates for, control, manage and superintend any charitable institutions or bodies, incorporated or unincorporated, which are prohibited by their governing instrument from distributing their income and property amongst their members to an extent at least as great as is imposed on the Club under or by virtue of article 5 and article 65 hereof;

- (c) to undertake and execute or to create any charitable trusts, provided that if the recipient of the funds of the Club is an organization, it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Club under or by virtue of articles 5(2) and 65 hereof;
- (d) to amalgamate with, become part of or co-operate with any charitable institution which is prohibited by its governing instrument from distributing their income and property amongst their members to an extent at least as great as is imposed on the Club under or by virtue of article 5 and article 65 hereof;
- (e) to make grants of money or any other gift to any organization or other institution or to any government or authority, supreme, municipal, local or otherwise, provided that any such grant or gift shall be made only on the express condition that the same shall be applied solely for furthering the objects of the Club, provided that the recipients of the funding of the Club which are organisations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Club under or by virtue of article 5 and article 65 hereof.
- (f) subject to article 5 and article 29 hereof, to appoint any trustees or agents to hold, administer and manage on behalf of the Club all or any part of the property and assets of the Club and any professionals to advise the Club on all aspects of the Club and its property and assets, all on such terms as to remuneration or otherwise as may be thought fit;
- (g) to indemnify so far as the law permits any member of the Club or any member of the board of directors of the Club in respect of any action taken or to be taken or liability incurred or to be incurred by him in any action in connection with the furtherance of the objects of the Club save and except where he was acting in bad faith or wilful neglect;
- (h) to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property, and any rights or privileges for the objects of the Club and to construct, erect, alter, manage, improve and maintain any buildings for the objects of the Club;

- (i) to sell, grant leases or tenancies of, mortgages, dispose of, or in any way turn to account all or any of the property or assets of the Club for the promotion of its objects as aforesaid and subject to such terms and conditions as are expedient;
- (j) to borrow, raise and secure the payment of money by mortgage or other instructions, charging all or any of the property and assets of the Club (both present and future) by way of security, or in satisfaction of, or as security for any liability undertaken by it in furtherance of its object as aforesaid in a reasonable and prudent manner;
- (k) to invest and deal with the moneys and funds of the Club not immediately required for its objects in or upon such investments, securities or property (whether trustee securities or not) as may from time to time be determined by the board of directors subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided in a reasonable and prudent manner;
- (l) to apply for and obtain any charter, ordinance or provisional order for the object of the Club and to oppose any proceedings which is calculated to prejudice the interest of the Club;
- (m) for the furtherance of the objects of the Club to enter into any arrangements with any organisation or other institutions or with any government or authority, supreme, municipal, local or otherwise, and to obtain from any such organisation, institution, government or authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (n) to procure the Club to be registered or recognised in any part of the world;
- (o) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) in case the Club shall take or hold any property which may be subject to any trusts, the Club will only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and,

- (ii) the objects of the Club shall not extend to the regulation of relations between workers and employers or organisations of workers and organisation of employers.

5. Application of income and property

- (1) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club set out in these articles.
- (2) Subject to article 5(3) below, none of the income or property of the Club shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever to any member of the Club.
- (3) The requirement under article 5(2) above does not prevent payment by the Club:-
 - (a) of a reasonable and proper remuneration to a member of the Club not being a director or member of governing body of the Club for any goods or services supplied by him to the Club;
 - (b) of reimbursement to a member of the Club for out-of-pocket expenses properly incurred by him for the Club;
 - (c) of interest on money lent by a member of the Club to the Club at a reasonable rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (d) of rent to a member of the Club for premises let by him to the Club, provided that the amount of the rent and other terms of the lease must be reasonable and proper, and such member must withdraw from any meeting at which a proposal to take a tenancy of the premises or the rent or other terms of the lease is/are under discussion; and,
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Club is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than one-hundredth part of its votes.
- (4) For the avoidance of doubt, no person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with article 5(3) above.

6. Directors

The number of directors shall not be more than 10 and not less than 2 and the names of the first directors shall be determined in writing by the founder member of the Club, or if more than one founder members, by a majority of them.

7. Directors' general authority

- (1) Subject to the Ordinance and these articles, the operations and affairs of the Club are managed by the directors, who may exercise all the powers of the Club.
- (2) 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.
- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.

8. Members' reserve power

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

9. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles:-
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.

- (3) The directors may:-
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

10. 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.

11. Directors to take decision collectively

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 12.

12. 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.

13. 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.

14. 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.

15. Quorum for directors' meetings

- (1) At a director's 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' meeting may be fixed from time to time by a decision of the directors, but it must be at least 2 directors, and unless otherwise fixed it is 2.

16. Meetings if total number of directors less than quorum

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.

17. 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.

18. 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) Article 18(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.

19. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who:-

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

20. 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 Club that is significant in relation to the Club's operations; 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 and the director's alternate must neither:-
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Article 20(3) does not preclude the alternate from:-
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and

- (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes article 20(3)(a), the vote must not be counted.
- (6) Article 20(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 Club;
 - (b) an arrangement for the Club to give any security to a third party in respect of a debt or obligation of the Club for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) subject to article 29 hereof, an arrangement under which benefits are made available to employees and directors or former employees and directors of the Club or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

21. Supplementary provisions as to conflicts of interest

- (1) Subject to article 29 hereof, a director may hold any other office under the Club (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the Club:-
 - (a) with regard to the tenure of the other office mentioned in article 21(1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in article 21(2) or any transaction, arrangement or contract entered into by or on behalf of the Club in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in article 21(2) or is interested in a transaction, arrangement or contract mentioned in article 21(3) is not liable to account to the Club for any profit realized by the transaction, arrangement or contract by reason of:-

- (a) the director holding the office; or
- (b) the fiduciary relation established by the office.
- (5) Articles 21(1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the said article(s) to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the Club may be a director or other officer of or be otherwise interested in any company.
- (7) Subject to the Ordinance, the director is not accountable to the Club for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the Club otherwise directs.

22. Validity of acts of meeting of directors

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) any 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 Club keeps a written record of every decision taken by the directors under article 11 for at least 10 years from the date of the decision.

24. Directors' discretion to make further rules

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 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 article 25(1)(a) holds office for an unlimited period of time.
- (3) An appointment under article 25(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 maximum number fixed in accordance with these articles.
- (4) A director appointed under article 25(1)(b) must:-
 - (a) retire from office at the next annual general meeting following the appointment; or,
 - (b) if the Club 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 Club'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. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the Club or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

28. Termination of director's appointment

- (1) Subject to Article 28(2), 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 Club.
- (2) The first director ceases to be a director if the first director: -
 - (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; or,
 - (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance.
- (3) For the purpose of this article, the first director shall mean the director who shall be appointed or determined in writing by the founder member of the Club, or if more than one founder members, by a majority of them.

29. Directors' remuneration

No director or member of the governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club (except as provided in article 5(3) hereof) to any director or member of the

governing body of the Club.

30. Directors' expenses

The Club may pay any travelling, accommodation and other expenses properly incurred by directors in connection with:-

- (a) their attendance at:-
 - (i) meetings of directors or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the Club; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the Club.

31. Appointment and removal of alternates

- (1) A director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected:-
 - (a) by notice to the Club; or,
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must:-
 - (a) identify the proposed alternate; and,
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the Club must as soon as practicable give notice of the removal to the alternate's appointor.

32. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 11.

- (2) Unless these articles specify otherwise, alternate directors:-
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and,
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 20(3), a person who is an alternate director but not a director:-
 - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and,
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether:-
 - (a) a quorum is participating; or,
 - (b) a directors' written resolution is adopted.
- (5) An alternate director is not entitled to receive any remuneration from the Club for serving as an alternate director.

33. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates:-
 - (a) if the alternate's appointor revokes the appointment by notice to the Club in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or,
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if:-
 - (a) the approval under article 31(1) is withdrawn or revoked; or on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;

- (b) the Club by an ordinary resolution passed at a general meeting terminates the appointment.

34. Indemnity

- (1) Only in furtherance of the objects of the Club but not otherwise, a director or former director of the Club may be indemnified out of the Club's assets against any liability incurred by the director to a person other than the Club or an associated company of the Club in connection with any negligence, default, breach of duty or breach of trust in relation to the Club or the associated company (as the case may be).
- (2) Article 34(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 Club, or an associated company of the Club, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the Club by a member of the Club or of an associated company of the Club, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Club 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 article 34(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 article 34(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 article 34(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.

35. Insurance

Only in furtherance of the objects of the Club but not otherwise, the directors may decide to purchase and maintain insurance, at the expense of the Club, for a director of the Club, or a director of an associated company of the Club, 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 Club 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 Club or associated company (as the case may be).

36. Appointment and removal of company secretary

- (1) Subject to article 29 hereof, the directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

37. Members and Application for membership

- (1) For the purposes of registration, the number of members of the Club is not exceeding 5,000.
- (2) The following shall be the categories of Membership: -
 - (a) Full Members; and
 - (b) Ordinary Members.

- (3) The founder members who signed these articles are first Full Members of the Club.
- (4) Any person whether residing in Hong Kong or elsewhere and who, in the opinion of the directors, is a fit and proper person to admit to membership may apply to become a Full Member or an Ordinary Member of the Club. All applications for membership shall be subject to the approval of the directors, and the directors shall have the right to refuse any such application without assigning any reason therefor. A person may become a member of the Club only (either as a Full Member or an Ordinary Member) if that person has duly completed an application for membership in a form approved by the directors and his application for membership has been duly approved by the directors.
- (5) Unless otherwise determined by the Club at a general meeting, the amount of membership fee payable by the members shall from time to time be determined by the directors.

38. Rights of Members

- (1) A Full Member is entitled to receive all notices of general meeting sent by the Club, attend and speak at, and vote on all motions put before, any general meeting of the Club, and eligible for becoming a director.
- (2) An Ordinary Member is entitled to receive all notices of general meeting sent by the Club, attend and speak at, any general meeting of the Club.
- (3) The rights of Full Members and Ordinary Members of the Club in regard to the Club's activities (other than in regard to voting, receiving notice of, attending and speaking at general meetings, eligibility for becoming a director and other matters expressly provided for in these Articles) shall be determined from time to time by the directors.

39. Termination of membership

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

40. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the Club must, in respect of each financial year of the Club, 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.

41. 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;

- (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) Article 41(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.

42. 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 Club 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.

43. 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.

44. 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.

45. Quorum for general meetings

- (1) Two members with voting right 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.

46. Chairing general meetings

- (1) If the chairperson (if any) of the board of directors 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 of directors;
 - (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 Club of the intention not to attend the meeting.
- (3) The members with voting right 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 Club passed at the meeting.

47. Attendance and speaking by non-members

- (1) Directors may attend and speak at general meetings, whether or not they are members of the Club.
- (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 Club; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

48. 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.

49. 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.

50. 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.

51. 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.

52. Number of votes a member has

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.

53. 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 the Court.

(2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

54. Content of proxy notices

(1) A proxy may only validly be appointed by a notice in writing (proxy notice) 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 Club 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 Club may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the Club 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.

55. 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.

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

- (1) A proxy notice does not take effect unless it is received by the Club:-
- (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 Club 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 Club:-
 - (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.

57. 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 Club by or on behalf of the member.

58. 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) Article 58(1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the Club:-

- (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.

59. 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.

60. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the Club 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 Club 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 Club 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.

61. 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 Club's name engraved on it in legible form.
- (3) Subject to article 61(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 Club has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the Club and 1 authorized person.
- (5) For the purposes of this article, an authorized person is:-
- (a) any director of the Club;
 - (b) the company secretary of the Club; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.

62. No right to inspect accounts and other records

A person is not entitled to inspect any of the Club'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 Club.

63. Accounts

- (1) The directors must prepare 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.

- (2) The directors must keep accounting records (including donation receipts) as required by the Ordinance.

64. Auditor's insurance

- (1) Only in furtherance of the objects of the Club but not otherwise, the directors may decide to purchase and maintain insurance, at the expense of the Club, for an auditor of the Club or an auditor of an associated company of the Club, 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 Club or the 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 the auditor in relation to the Club or the 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), (ab) and (b) of the Ordinance.

65. Net assets on winding-up and dissolution

If upon the winding up or dissolution of the Club there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Club, 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 Club under or by virtue of article 5 hereof and this article, such institution or institutions to be determined by a resolution of the members of the Club at or before the time of dissolution and in default thereof by a Judge of the

High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

We, the undersigned, wish to form a company and wish to adopt the above Articles of Association:

(Sd.) Lee, Kwok Yin

Lee, Kwok Yin

(Sd.) Leung, Wing Yu

Leung, Wing Yu

(Sd.) Yip, Chung Wa

Yip, Chung Wa

(Sd.) Leung, Kam Ling Connie

Leung, Kam Ling Connie

(Sd.) Chow, Yuen Wan

Chow, Yuen Wan

(Sd.) Lee, Kwok Loy

Lee, Kwok Loy

(Sd.) Wong, Mei Lan

Wong, Mei Lan

(Sd.) Leung, Ka Yung Matthew

Leung, Ka Yung Matthew

Dated the 20th day of July 2022