

THE COMPANIES ORDINANCE (CAP. 622)

ARTICLES OF ASSOCIATION

(As adopted by a special resolution passed on 28th December, 2021)

OF

The Boxing Association of Hong Kong, China Limited

中國香港拳擊總會有限公司

**(Company Limited by Guarantee
And Not Having a Share Capital)**

Incorporated on the 2nd day of September, 2015

編號 2281634

No.

(COPY)

公司更改名稱證明書
CERTIFICATE OF CHANGE OF NAME

本人謹此證明
I hereby certify that

Hong Kong Boxing Association Limited
香港拳擊總會有限公司

已藉特別決議更改其名稱，該公司根據
having by special resolution changed its name, is now incorporated under the

香港法例第622章《公司條例》註冊的名稱現為
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

The Boxing Association of Hong Kong, China Limited
中國香港拳擊總會有限公司

本證明書於二〇二三年七月十日發出。

Issued on 10 July 2023.

(Sd.) Miss Helen TANG

香港特別行政區公司註冊處處長鄧婉雯
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.

THE COMPANIES ORDINANCE
(CHAPTER 622)
SPECIAL RESOLUTION

OF

Hong Kong Boxing Association Limited
香港拳擊總會有限公司

Passed on the 31st day of May, 2023

By a resolution passed in the Extraordinary General Meeting of the Company on 31st May 2023, the following Special Resolution was duly passed :-

THAT the name of the Company be changed to:

The Boxing Association of Hong Kong, China Limited
中國香港拳擊總會有限公司



YIP KWOK CHEUNG
Chairman

Dated this 31st day of May, 2023

THE COMPANIES ORDINANCE (CAP. 622)

**Company Limited by Guarantee
And Not Having a Share Capital**

ARTICLES OF ASSOCIATION

(As adopted by a special resolution passed on 28th December, 2021)

The Boxing Association of Hong Kong, China Limited

中國香港拳擊總會有限公司

In both Part A and Part B of these Articles of Association, unless the context otherwise requires:-

“Annual General Meeting” means the annual general meeting of the Company.

“Articles of Association” means the articles of association of the Association as amended, supplemented or otherwise modified from time to time.

“Association” or “Company” means The Boxing Association of Hong Kong, China Limited
(中國香港拳擊總會有限公司).

“Board of Directors” means the board of directors for the time being of the Company and the Directors for the time being.

“body corporate” has the meaning ascribed thereto under the Companies Ordinance.

“Chairperson” means the chairperson for the time being of the Board of Directors.

“Companies Ordinance” means the Companies Ordinance, Cap. 622 of the Laws of Hong Kong, including its related subsidiary legislation as amended, supplemented or otherwise modified from time to time.

“Director” means a director for the time being of the Company.

“Election Committee” means the election committee of the Company under the provisions of articles 26 and 27 of Part B of these Articles of Association.

“General Meeting” means a general meeting of the Members specially summoned, not being the Annual General Meeting or its adjournment or postponement.

“HKICPA” means the Hong Kong Institute of Certified Public Accountants.

HK\$ means Hong Kong dollars, the legal currency of Hong Kong.

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“in writing” or “written” means handwritten, typewritten, stencilled or printed or partly in one way and partly in another.

“Member” means a member of the Company (i.e. an observer member, a club member or an individual ordinary member).

“Members’ Meeting” means the Annual General Meeting and/or the General Meeting (as the case may be).

“ordinary resolution” has the meaning ascribed thereto under section 563 of the Companies Ordinance.

“predecessor Ordinance” has the meaning ascribed thereto under the Companies Ordinance.

“Registered Office” means the registered office for the time being of the Company.

“Registrar” means the Registrar of Companies appointed under section 21(1) of the Companies Ordinance.

“Rules” means the bye-laws, rules and regulations for the time being of the Company.

“Seal” means the company seal for the time being of the Company.

“Secretary” means the company secretary for the time being of the Company.

“special resolution” has the meaning ascribed thereto under section 564 of the Companies Ordinance.

Vice Chairperson means a vice chairperson for the time being of the Board of Directors.

% means per cent.

Words importing the singular number shall include the plural and vice versa.

Words importing masculine gender shall include feminine and neuter genders.

Words denoting person(s) shall include corporation(s) and firm(s).

When any provision of the Companies Ordinance is referred to, the reference is also to such provision as amended, supplemented or otherwise modified by any ordinance for the time being in force.

The headings of these Articles of Association are to facilitate reference only, do not form a part or parts of these Articles of Association, and shall not in any way affect or be considered in the interpretation hereof.

Part A Mandatory Articles

1. Company Name

The name of the Company is “The Boxing Association of Hong Kong, China Limited

中國香港拳擊總會有限公司”.

2. Registered Office

The Registered Office will be situated in Hong Kong.

3. Objects

The objects of the Company are : (a) To promote boxing to the general public in Hong Kong;

(b) To enhance and motivate the awareness of the public to boxing; and to provide, support, hold and sponsor cultural as well as academic, recreational and sports activities in a non-profit making manner;

(c) To hold and organise activities for the purposes of enhancing and promoting friendships, communications and co-operations of the sports groups and organisations in Hong Kong and among them;

- (d) To provide sponsor, facilities and prize for the purposes of promoting boxing, sports and other recreational activities;
- (e) To set up office(s) and centre(s) for the sake of achieving the objects of the Company;
- (f) To hold and organise conference, seminar, exhibition, competition, training class and other activities and provide sponsor, facilities and prize for the sake of achieving the objects of the Company;
- (g) To provide and award fund, sponsor, and other monetary and/or non-monetary supports and sponsors for the sake of achieving the objects of the Company;
- (h) To promote, assist and support any sports and charitable activities of any organisation or institute having objects similar to the objects of the Company;
- (i) Subject to article 7 of Part A of these Articles of Association, to employ and engage and provide appropriate remuneration and welfare to any fit and proper person for the sake of achieving the objects of the Company;
- (j) To purchase, rent, and acquire by any means any land, building and property; to renovate and repair the aforesaid land, building and property; to lease out any properties; and to acquire any monetary and/or non-monetary property and right for the sake of achieving the objects of the Company;
- (k) To accept or provide sponsor, donation to and from any group, organisation or institute which has objects similar to the objects of the Company, and 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 Association under or by virtue of article 7 of Part A of these Articles of Association;
- (l) To sell, improve, lease, transfer and by any other means dispose of the assets and properties of the Company for the sake of achieving the objects of the Company;
- (m) To acquire funds, collect membership subscription and fee, request and receive donation and raise fund by any other means that the Board of Directors deems fit for the sake of achieving the objects of the Company;

(n) To consider investment with due regard and disposal of any unused asset and fund in the way that the Board of Directors deems fit and appropriate for the sake of achieving the objects of the Company; and

(o) In general, to conduct any legal act and activity for the sake of achieving the objects of the Company and to protect and promote the interest of the Members.

4. Number of Members

For the purpose of incorporation of the Company as a company limited by guarantee in September 2015, the maximum number of Members shall be 10,000. The number of Members can be varied by a resolution in a meeting of the Board of Directors if thought fit.

5. Member's Liability

The liability of the Members is limited.

6. Every Member undertakes to contribute to the assets of the Company in the event of its being wound up or dissolved during the time that he is a Member, or within one year afterwards, for 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 or dissolving the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required but not exceeding the sum of HK\$100.00.

7. Prohibition of Distribution of Company's Assets/ Funds

(a) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth herein; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the Members.

(b) Provided that nothing in article 7(a) just above shall prevent the payment, in good faith, of

remuneration to any officers, employees or servants of the Company or to any Member in return for any services actually rendered to the Company nor prevent the payment of interest on money lent at a rate not exceeding 2% per annum above the prime rate quoted by The Hongkong and Shanghai Banking Corporation Limited for HK\$ loans , or reasonable and proper rent for premises demised or let by any Member to the Company; but so that no member of the Board of Directors 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 of Directors except reimbursement of out-of-pocket expenses properly incurred by him for the Association and payment of interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

For the avoidance of doubt, any other fee or remuneration which has been reasonably and properly approved by an independent committee of the Board of Directors, comprising at least two-thirds of non-Directors and all members having no interest in such fee or remuneration and chaired by a non-Director, can be paid to any Director(s).

(c) Provided that the provision at article 7(b) just above shall not apply to any payment to any body corporate of which a member of the Board of Directors may be a member and in which such member shall not hold more than one-hundredth part of the registered capital / issued shares, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

8. 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, 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 7 just above, such institution or

institutions to be determined by the Members before the time of winding up or dissolution, or in default thereof by a judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds and if so far as effect cannot be given to the aforesaid provisions, then to some charitable objects.

9. The Company shall keep proper and sufficient books and records and engage an auditor to audit its financial statements annually to ensure accuracy. The auditor's report shall be open to the Members for inspection according to the regulations from time to time reasonably laid down by the Board of Directors.

The following several persons (the “**Founder Members**”), whose names, addresses and descriptions are stated below, were desirous of being formed into an association in pursuance of the then Articles of Association.

Names, Addresses and Descriptions of Founder Members

(sd.) _____

YIP WAI MING (葉偉明)

Flat E, 4/F, Blk 5, Juniper Mansion,
121 Baker St., Hung Hom,
Kowloon, Hong Kong

Director

(sd.) _____

YAN SHI WAH (甄樹華)

G/F, 7A Pok Man Street,
Tai Kok Tsui,
Kowloon, Hong Kong

Chinese Medicine

(sd.) _____

LAU WAI LUN RONALD (劉偉倫)

Flat 1113, Shun Yee House,
Lei Cheng UK Est.,
Kowloon, Hong Kong

Chief Financial Officer

(sd.)

SO KA KIN (蘇嘉健)

Flat 2102, Flat F, Yue On Court,

Ap Lei Chau, Hong Kong

Coach

(sd.)

YIP KWOK CHEUNG (葉國祥)

2/F, Blk K, Yuk Ming Garden,

Tai Tong Rd., Lo Wai Tsuen,

Yuen Long, Hong Kong

Director

(sd.)

WONG SAI KUEN (黃世權)

Flat D, 30/F, Blk 2, Kwai Chung Plaza,

N.T., Hong Kong

Chief Financial Officer

(sd.)

TANG TSZ WAI (鄧子威)

G4, DD83, Lot1423G, 153 San Uk Tsuen,

Fanling, N.T., Hong Kong

Sales Representative

Part B Other Articles

1. Preliminary

These Articles of Association shall form part of the Rules.

2. Number of Members

For the purpose of registration of the Company as a company limited by guarantee in September 2015, the number of Members was declared to be at a maximum of 10,000. The number of Members can be varied by a resolution in the meeting of the Board of Directors if thought fit.

3. Objects

The objects of the Company are stipulated in Part A of these Articles of Association.

4. Members

The Members shall include the following which/who are willing to bind themselves to observe these Articles of Association and the Rules as approved by the Board of Directors from time to time and have interest in boxing:

(a) Observer Members

They must be (i) legally constituted companies incorporated or registered under the Companies Ordinance or the predecessor Ordinance, organizations registered under the Societies Ordinance, Chapter 151 of the Laws of Hong Kong or firms established with valid business registration with the Inland Revenue Department of Hong Kong.

(b) Club Members

Each of them must be an Observer Member for at least a year and have at least a registered coach of the Association.

(c) Individual Ordinary Members

They include the Founder Members and the Directors who are acting in such respective capacities immediately before the conclusion of the Annual General Meeting held on 28th

December, 2021.

5. Members' Rights and Duties

Unless otherwise stipulates, every Individual Ordinary Member and all members of every Club Member and every Observer Member may attend the functions and activities of the Company except otherwise decided by the Board of Directors. Every Individual Ordinary Member and the authorised representative of each Club Member enjoy the right to attend any Members' Meeting, and have the right to vote, and elect or be elected as a Director but the authorised representative of each Observer Member only have the right to attend the Members' Meeting.

6. The rights and privileges of a Member are personal to him and shall not be transferable by his own act or by operation of law unless otherwise decided by the Board of Directors. A Member shall cease to be such immediately upon his death, bankruptcy, winding-up or any of the reasons as the case may be. Upon ceasing to be a Member, he shall forfeit all rights and privileges in and claim upon the Company and its property.

7. Registration, Resignation/Withdrawal and Termination of Membership

The Secretary should keep a proper membership record of the Company. The particulars of the record to be registered shall be decided by the Board of Directors.

8. Except for the Founder Members, every application for membership of the Company shall be made in writing in such form as the Board of Directors shall from time to time prescribe and shall be signed by the applicant and by one proposer who must be a Member.
9. Such application for membership shall be submitted to the office of the Secretary and considered by the Board of Directors. If the application is approved by the Board of Directors, the applicant will become a Member upon registration by the Secretary, payment of his first annual subscription fee or any other fees and endorsement by the Board of Directors or its

appointee. The Board of Directors shall have full powers to approve, defer consideration and/or refuse any application for membership without giving any reason therefor.

10. Any Member desiring to resign/withdraw from the Company shall give two months' notice in writing addressed to the Board of Directors and deposited at the Registered Office of his intention so to do, and such Member shall be liable to pay the annual subscription or any other fee for that year. The Board of Directors, upon receiving the notice, shall assess if there are any outstanding liabilities owed by the Member and shall issue a written notice to such Member and take all necessary actions which it deems fit for recovering the same from such Member before approving such resignation / withdrawal application. The date of resignation / withdrawal of a Member shall be the date of approval by the Board of Directors. A Member who shall resign / withdraw from the Company shall forfeit all rights and privileges in and claim on the Company and shall have no claim on the property of the Association.

11. (a) If any Member shall wilfully refuse to comply with any provisions of these Articles of Association or the Rules or shall be guilty of any conduct likely to be injurious to the Company, the Board of Directors may by a resolution passed at a meeting of the Board of Directors by a majority of at least 2/3 of all the members of the Board of Directors present or participating expel such Member from the Association.

(b) Provided that at least 7 days before the meeting at which such resolution mentioned in (a) above is considered and passed, the Member who/which is affected thereby shall be notified in writing and be entitled to provide a written explanation or defence to the Board of Directors, which he may think fit. The Board of Directors may, at its own discretion, invite the Member who/which is affected thereby to attend the meeting, where it may think fit. Provided that whether or not the Board of Directors decides to invite the affected Member or whether or not the Member is/was present in person or by representative at the meeting

would not affect the decision of the Board of Directors.

(c) A Member expelled under this article shall forfeit all rights and privileges in and claims upon the Association and shall have no claim on the property of the Association.

11A. Any Member shall also cease to be a Member if he/it:-

- (a) is adjudicated bankrupt or makes any arrangement or composition with his creditors generally;
- (b) is found lunatic or becomes of unsound mind;
- (c) is removed as a Member by an ordinary resolution passed at a Members' Meeting;
- (d) is convicted of any criminal offence;
- (e) passed away; or
- (f) has become insolvent, commenced winding-up or dissolution or ceased business registration.

A Member who/which has ceased membership of the Company shall forfeit all rights and privileges in and claims upon the Association and shall have no claim on the property of the Association.

12. Unpaid Fees

Any Member whose annual subscriptions or any other fees is/are unpaid after it has/they have become due and shall remain unpaid for two months from the date when notice by registered post of the same shall have been given by the Company to him shall cease to be a Member and shall forfeit all rights and privileges in and claims upon the Association, including the right to attend any functions, activities or meetings. Provided that the Board of Directors may, at its own discretion, grant exemption to any Member in respect of the provision hereof in special circumstances.

13. Annual Subscriptions

The annual subscriptions or any other fees payable by Members shall be decided by the Board

of Directors from time to time. The Board of Directors has absolute discretion to approve / reinstate any membership and/or impose any conditions onto it.

14. Board of Directors

There shall be a Board of Directors to conduct and manage the affairs of the Association. Subject to the regulation of law and the provisions of these Articles of Association, the Board of Directors shall observe and adhere to the resolution(s) passed in the Members' Meeting, provided that no resolution passed in the Members' Meeting shall invalidate any prior decision validly made by the Board of Directors in accordance with these Articles of Association.

15. Number and Age of Directors

The Board of Directors shall consist of 5 to 11 Directors. Other than the first term of office, the number and age of the Directors shall be decided by the Election Committee and may be varied by an ordinary resolution in a Members' Meeting. Unless otherwise decided or varied above and with the exception of those holding office as Directors immediately before the conclusion of the Annual General Meeting held on 28th December, 2021, each Director must attain the age of 21 years and must be below 65 years at the time of his first election or appointment. Subject to article 23 of Part B of these Articles of Association below, a Director can hold office until the expiry of his term of office notwithstanding that he may exceed the age of 65 years during his office.

16. First Board of Directors

The Founder Members shall appoint the members for the first Board of Directors by a written resolution. Thereafter, members of the Board of Directors shall be elected in the Members' Meeting as arranged by the Election Committee under the provisions hereof subject to article 50 of Part B of these Articles of Association.

17. Election of Board of Directors

Unless otherwise stated in these Articles of Association, every Club Member and every Individual Ordinary Member shall have the right to elect, and the respective authorised representatives of the Corporate Members and the Individual Ordinary Members shall have the right to be elected as, members of the Board of Directors. Every candidate shall complete such form as the Election Committee shall from time to time prescribe and shall be signed by the candidate and by at least two existing Directors or one existing Director and a total of five Club Members and Individual Ordinary Members for nomination. Such form shall be delivered to the Election Committee at least 30 days before the Members' Meeting at which such election shall take place.

18. Meetings of Board of Directors

- (a) The Board of Directors shall be the management of the Company and shall exercise the powers of the Board of Directors under and in accordance with the Companies Ordinance. The Board of Directors has a general power of administration of the Company.
- (b)(i) The meetings of the Board of Directors shall be convened by the Chairperson or the Vice Chairperson during the absence of the Chairperson.
- (b)(ii) Notice, agenda and discussion papers shall be sent to each Director at least three days before the meeting of the Board of Directors, but notice need not be in writing.
- (c) The Board of Directors shall hold a meeting at least once every 3 months. The Chairperson shall be the chairperson of each meeting. If the Chairperson is absent from a meeting, any one of the Vice Chairpersons shall preside at the meeting. If both the Chairperson and the Vice Chairpersons are absent from the meeting of the Board of Directors, the Directors present thereat or participating therein shall elect a chairperson for the meeting among themselves.
- (d) The quorum of a meeting of the Board of Director shall be at least 3/10 of the total number

of Directors. A decision will be taken by a simple majority of the Directors present or participating. If there is an equality of votes, the chairperson of the meeting is entitled to a second or casting vote.

(e) The minutes (containing, amongst others, the dissenting views) of, and any resolution passed by the Board of Directors at, the meeting of the Board of Directors shall be duly signed by the chairperson of the meeting and kept by the Secretary.

18A. A meeting of the Board of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.

18B. A resolution in writing, signed by all the Directors for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

19. Major Issue

Any major issue at a meeting of the Board of Directors must be resolved by at least 2/3 support by all members of the Board of Directors present thereat or participating therein. Major issues include but are not limited to a proposal to:-

- (a) amend / revise the Articles of Association;
- (b) fill up any vacancies (having regard to the diversity of the Board of Directors);
- (c) sell, mortgage or charge any assets or properties of the Company to be submitted to the Members' Meeting for resolution; and
- (d) donate or organise any event of which the budget exceeds or is likely to exceed HK\$1 million.

20. Officer Bearers of the Board of Directors

The Board of Directors shall consist of the following office bearers:-

- i . one Chairperson; and
- ii . a number of Vice Chairpersons.

The officer bearers of the first Board of Directors shall be appointed by the Founder Members.

Thereafter, the office bearers shall be elected by the Directors among themselves.

21. Directors' Duty of Care, Skill and Diligence

The Directors shall exercise reasonable duty of care, skill and diligence in accordance with the provisions of the Companies Ordinance. In particular, -

- (a) the Chairperson shall be the chief officer of the Company. Generally, the Chairperson shall be the chairperson of the meetings of the Board of Directors;
- (b) the Directors shall be responsible for the financial arrangement of the Company and keep proper record of financial statements and book record; and
- (c) the Directors shall be responsible for maintaining the Members' List, minutes / notes of meetings and the general arrangement of the Board of Directors.

22. Cessation of a Director

The Board of Directors may, by resolution, announce that a person ceases to be a Director if the person:-

- (a) becomes physically or mentally incapacitated;
- (b) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Companies Ordinance;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) ceases to be a director under the Companies Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong or is

- prohibited from being a director by law; and
- (e) for more than 6 [consecutive] months has been absent without the Directors' permission from the meetings of the Board of Directors held during that period;
 - (f) is convicted of a criminal offence in Hong Kong or any other jurisdictions whereby the sentence of such offence is liable to imprisonment for 3 months or more; or the offence involves fraud, deception or a dishonest act or deed;
 - (g) is removed from the office of Director by a special resolution of the Company; or
 - (h) passed away.

23. Term of Office

All members of the Board of Directors shall hold office for a term of three years (but can hold office until the next Board of Directors is appointed in the Members' Meeting) and subject to article 15 of Part B of these Articles of Association above, shall be eligible for re-election.

24. If any Director fails to (i) attend 3 consecutive meetings without giving prior notice to the Board of Directors; and (ii) provide an explanation to the Board of Directors for his absences, the Board of Directors may announce that person has ceased to be a Director.

25. If there is any vacancy at the Board of Directors, the Board of Directors may, having regard to its diversity (including expertise required for effective governance and fair representation of the interest of the stakeholders of the Association as a whole), nominate, resolve and appoint any Individual Ordinary Member or the authorized representative of any Club Member to become a Director to hold office for the remaining term.

26. Election Committee

Not less than 3 months prior to the Annual General Meeting of the election year, the Board of Directors shall appoint among the Directors an Election Committee consisting of 1 chairperson

and 2 to 4 members to attend to and carry out the work for the election.

27. The Election Committee has the following powers and duties, namely to:-

- (i) draft and confirm the application and/or nomination form;
- (ii) decide and arrange the election and the formation (e.g. the number and post of Directors) of the next Board of Directors;
- (iii) arrange the collection of and receive the application and/or nomination forms; every candidate shall attain the age of 21 years and obtain nominations by at least two existing Directors or one existing Director and a total of five Club Members and Individual Ordinary Members and deliver the application and/or nomination form to the Election Committee at least 30 days before the Members' Meeting at which the election shall take place. No late application shall be accepted;
- (iv) assess, compile and submit a list of candidates to the Members' Meeting for election as Directors. The Election Committee shall not include any candidate to the list if such candidate is not nominated by at least two existing Directors or one existing Director and a total of five Club Members and Individual Ordinary Members and shall have discretion to remove any candidate from the list if in the opinion of the Election Committee, there are material particulars missing or there is apparent false information in a candidate's application and/or nomination form;
- (v) confirm the details of the election, including but not limited to the date, time and venue of the Members' Meeting, the proposed formation of the Board of Directors (having due regard to diversity), and the list of candidates and their particulars and the Election Committee shall, in written format, send to all Members who/which have voting rights by way of post or email at least 21 days before the Members' Meeting;
- (vi) count the ballot votes and announce the result of the election during the Members' Meeting;
- (vii) ensure that the election and appointment of Directors is complied with section 460 of the Companies Ordinance concerning the appointment of directors; and

(viii) arrange the handover and transitional arrangement of the old and new Boards of Directors. Thereafter, the Election Committee shall automatically dissolve.

28. Committee / Working Group

The Board of Directors may order to set up any committee and working group where appropriate. The committee and working group may be assigned to organise any event or function or to conduct any affair or assignment as from time to time assigned by the Board of Directors. The committee and working group shall report their discussions and resolutions to the Board of Directors in a timely manner.

29. First Annual General Meeting

The first Annual General Meeting shall be held within the time required under section 610(2) of the Companies Ordinance. The Board of Directors shall be responsible for deciding the date, time and venue of the first Annual General Meeting.

30. Annual General Meeting

The Company shall hold an Annual General Meeting per annum in accordance with sections 610(1), (2) and (3) of the Companies Ordinance. In principle, the Annual General Meeting shall be held within 9 months after the accounting reference period.

31. General Meetings

Other than the Annual General Meeting, all meetings of the Members shall be called General Meetings.

31A. Virtual Meetings

A Members' Meeting may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate

with one another simultaneously and instantaneously, and participation in such a meeting should constitute presence of such meeting.

32. Notice of Members' Meetings

- (a) An Annual General Meeting must be called by notice of at least 21 days in writing. A General Meeting must be called by notice of at least 14 days in writing. The notice is exclusive of (i) the day on which it is served or deemed to be served; and (ii) the day for which it is given.
- (b) The notice must:-
- (i) specify the date, time and place (venue) of the meeting;
 - (ii) state the general nature of the business to be dealt with at the meeting;
 - (iii) for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting; and for a notice calling a General Meeting, state that the meeting is a General Meeting;
 - (iv) if a resolution (whether or not a special resolution) is intended to be moved at the meeting, include the notice of the resolution and include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (v) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (vi) contain a statement specifying a Member's right to appoint a proxy under section 596(1) of the Companies Ordinance.
- (c) Despite the fact that a Members' 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:-
- (i) for an Annual General Meeting, by all the Members entitled to attend and vote at the meeting; and

(ii) 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.

33. Persons Entitled to Receive Notice of General Meetings

Notice of a Members' Meeting must be given to every Member and every Director. If notice of a Members' 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 every one of them) at the same time as the notice or the other document is given to the Members.

34. Accidental Omission to Give Notice of Members' Meetings

Any accidental omission to give notice of a Members' Meeting to, or any non-receipt of notice of a Members' Meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

35. Business of Annual General Meetings

The agenda of the Annual General Meetings shall normally include:-

- (a) the approval of the minutes of the preceding Members' Meeting(s);
- (b) the consideration of the report of the Chairperson / Directors regarding the affairs of the Company and the audited financial statements of the Company for the preceding year and the auditor' report thereon;
- (c) the election of members of the next Board of Directors (in case of the election year);
- (d) the appointment of auditors and the fixing of their remuneration; and
- (e) other matter(s) properly proposed to the meeting.

35. Business of General Meetings

- (a) The Board of Directors may, at any time it deems necessary, call a General Meeting.

(b) The Members may request the Board of Directors to call a General Meeting under section 566 of the Companies Ordinance. In that event, the Board of Directors are required to call a General Meeting if the Company has received requests to do so from Members representing at least 5% of the total voting rights of all the Members having a right to vote at General Meetings. The Board of Directors must then call a General Meeting within 21 days after the date on which they become subject to the requirement and the General Meeting must then be held on a date not more than 28 days after the date of the notice convening the General Meeting.

37. Quorum for Members' Meetings

No business other than the appointment of the chairperson of the meeting is to be transacted at a Members' Meeting if the persons attending it do not constitute a quorum. Any Member or Members representing at least 10% of the total voting rights of all the Members having a right to vote at Members' Meetings present in person, by authorized representative or by proxy constitute a quorum at a Members' Meeting. If a quorum is not present within half an hour from the time appointed for holding a Members' 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. 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, by authorized representative or by proxy constitute a quorum.

38. Chairing Members' Meetings

- (a) If the Chairperson is present at a Members' Meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him.
- (b) If there is no Chairperson, or the Chairperson is not present within 15 minutes after the time appointed for holding the meeting; or the Chairperson is unwilling to act; or Chairperson has

given notice to the Company of his intention not to attend the meeting, any one of the Vice Chairpersons shall chair the meeting.

- (c) If there is no Vice Chairperson, or the Vice Chairpersons are not present within 15 minutes after the time appointed for holding the meeting; or the Vice Chairpersons are unwilling to act, or the Vice Chairpersons have given notice to the Company of their intention not to attend the meeting, the other Directors present at a Members' Meeting must elect one of them to be the chairperson for that meeting.
- (d) If no Director is willing to act as chairperson; or no Director is present within 15 minutes after the time appointed for holding the meeting, the Members or their proxies present at a Members' General Meeting must elect one of them to be the chairperson for that meeting.

39. General Rules on Voting

- (a) A resolution put to the vote of a Members' Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (b) 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 not entitled to a second or casting vote. Such resolution must be reserved and to be discussed and resolved in the next Members' Meeting. Any abstention and/or invalidated votes shall not be counted.
- (c) On a vote on a resolution on a show of hands at a Members' Meeting, a declaration by the chairperson that the resolution has or has not been passed; or has passed by a particular majority, is, in the absence of manifest error or fraud, conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without proof.

(e) Any objection to the qualification of any person voting at a Members' 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.

(f) Any objection must be referred to the chairperson of the meeting whose decision is final.

(g) Any Member whose annual subscriptions or any other fees is/are unpaid after he has / they have become due and shall remain unpaid for two months, shall not be entitled to be served the notice of, attend in person or appoint an authorised representative or a proxy to attend on his behalf, the Members' Meeting.

40. Number of Votes a Member Has

On a vote on a resolution, whether on a show of hands at a Members' Meeting or on a poll taken at a Members' Meeting, every Individual Ordinary Member and the authorized representative of every Club Member present in person each has 1 vote; and every proxy present who has been duly appointed by a Member entitled to vote on the resolution also has 1 vote.

41. Votes of Mentally Incapacitated Members

An Individual Ordinary Member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the Individual Member's committee, receiver, guardian or \ other person in the nature of a committee, receiver or guardian appointed by the Court. The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

42. Demanding a Poll

Unless a poll is demanded, all resolutions put to the vote shall be decided on a show of hands.

A poll on a resolution may be demanded in advance of the Members' Meeting where it is to be put to the vote; or at a Members' Meeting, either before or on the declaration by the chairperson of the result of a show of hands on that resolution.

A poll on a resolution may be demanded by (i) the chairperson of the meeting; or (ii) at least 5 Members present in person, by authorised representative or by proxy; or any Member or Members present in person, by authorised representative 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, whichever is lower.

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

43. Adverse Weather Arrangements and Others

If the Hong Kong Observatory announces that tropical cyclone signal No. 8 or above is likely to be hoisted within the next two hours before the time fixed for the holding of the Members' Meeting; or the tropical cyclone signal No. 8 or above is hoisted, the black rainstorm warning signal is in force, [or was in force within 6 hours before the time fixed for the holding of a Members' Meeting], the Members' Meeting shall be postponed. The Board of Directors shall arrange another Members' Meeting to be held within the next 3 months to the extent permitted by, and in accordance with, the provisions of the Companies Ordinance.

The Board of Directors may, if other than the above adverse weather conditions considered reasonable and proper, postpone any Members' Meeting convened but not yet held or change the form of such meeting.

44. Proxy Notice

An Individual Ordinary Member may by proxy appoint another Individual Ordinary Member, and a Club Member may by proxy appoint another Club Member represented by its authorised representative, to attend and vote at any Members' Meeting on his behalf.

A proxy may only validly be appointed by a notice in writing (proxy notice) that states the name and address of the Member appointing the proxy; identifies the person appointed to be that Member's proxy and the Members' Meeting in relation to which that person is appointed; is authenticated, or is signed on behalf of the Member appointing the proxy; and is delivered to the Company in accordance with these articles and any instructions contained in the notice of the Members' Meeting in relation to which the proxy is appointed. The instrument appointing a proxy shall be produced to the chairperson of the meeting at which the person named in the instrument proposes to vote.

Every instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form specified hereinbelow:-

FORM OF PROXY

I/We of being an individual ordinary / a club member of Hong Kong Boxing Association Limited(香港拳擊總會有限公司)(the "Company") hereby appoint of representing of as my/our proxy, to vote for me/us and on my/our behalf at the Annual / General Meeting of the Company to be held on the day of, 20..... and at any adjournment thereof.

AS WITNESS my/our hand this day of, 20

Signed by the said

In the presence of

Subject to the provisions of the Companies Ordinance, the Board of Directors may in its discretion amend the form, contents, authentication and lodgment / delivery of the proxy notices from time to time.

45. Written Resolution

A written resolution may be validly passed by the Company in accordance with the provisions of section 548 of the Companies Ordinance. A resolution may be proposed as a written resolution by the Directors or the Members representing at least 5% of the total voting rights of all the Members entitled to vote thereon.

46. Accounts

- (a) The Directors shall cause proper and sufficient accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Ordinance or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
- (b) The accounting records of the Company shall be kept at the Registered Office or subject to Section 374 of the Companies Ordinance at such other place or places as the Board of Directors thinks fit and shall be open to the inspection of the Directors during normal office hours of the Company without charge.
- (c) The Board of Directors shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at its Annual General Meeting a financial report, including the statement of income and expenditure and the statement of financial position, for the financial year to which it relates. The above financial statements must be prepared in accordance with the accounting standards issued or adopted by the HKICPA or its successors and adhere to all of the recommended practices of the HKICPA or its successors. The financial statements shall be audited by an

auditor and the auditor's report shall be annexed to the financial report at the Annual General Meeting.

(d) The Board of Directors shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounting records of the Company, or any of them, shall be open to the inspection of the Members not being the Directors, and no Member (not being a Director) shall have any right of inspecting any account, book or document of the Company, except as conferred by the Companies Ordinance or these Articles of Association or authorised by the Directors or the Company in Members' Meeting.

47. Auditors

Subject to article 7 of Part A of these Articles of Association, auditors shall be appointed by the Board of Directors and their duties regulated in accordance with the statutory requirements (including the provisions of the Companies Ordinance). Once at least in every year the accounts of the Company shall be examined, and the correctness of the statement of income and expenditure and the statement of financial position ascertained by one or more auditors that the Company shall appoint.

48. Notice

Every Member shall register with the Company an address in Hong Kong or elsewhere to which notices can be sent and if any Member shall fail so to do, notice may be given to such Member by sending the same in any of the manners hereafter mentioned to his last known place of business or residence, or if there be none, by posting the same for one day at the Registered Office or by posting the same on the website of the Company or any other electronic means.

Any notice or document, whether or not to be given or issued under the Companies Ordinance, other applicable laws, rules and regulations, may be served or delivered by the Company to another person:

- (a) personally;
- (b) by sending it through the post in a prepaid envelope or wrapper addressed to a Member at his address as appeared in the register or to such address as that other person (whether or not he is a Member) may provide for the purpose;
- (c) by advertisement in an English language newspaper and in a Chinese language newspaper circulating in Hong Kong and for such period as the Board of Directors shall think fit to the extent permitted by, and in accordance with, the Companies Ordinance and other applicable laws, rules and regulations; or
- (d) by sending or otherwise making available to such person through such means to the extent permitted by, and in accordance with, the Companies Ordinance and other applicable laws, rules and regulations.

49. Seal

The Board of Directors shall procure a Seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument, title deed and document of title relating to the assets of the Company except by the authority of a resolution of the Board of Directors and the Board of Directors shall provide for the safe custody of the said instrument, title deed, and document of title. All deeds or instruments requiring the Seal to be affixed shall be signed by at least 2 office bearers of the Company among the Chairperson and the Vice Chairpersons, or in their place such other person or persons as the Board of Directors shall from time to time appoint by a resolution

50. Patron, Life Honorary President, Honorary President, President or Honorary Adviser

The Board of Directors may appoint any person or persons to be the Patron or Patrons, Life Honorary President or Presidents, Honorary President or Presidents, President or Presidents or Honorary Adviser or Advisers of the Company, who shall be entitled to attend and advise at the meetings of the Board of Directors or the Members' Meetings upon written invitation made by the Board of Directors, but they shall not have the power to vote thereat and shall not be counted as part of the quorum of a Board of Directors' meeting or a Members' Meeting. Provided nothing herein shall disqualify any Patron, Life Honorary President, Honorary President, President or Honorary Adviser from becoming a member of the Board of Directors at the same time, and he shall be entitled to attend and vote at meetings of the Board of Directors in such capacity.

If any person, being appointed by the Board of Directors as a Patron, Life Honorary President, Honorary President, President or Honorary Adviser of the Company, shall commit any criminal offence or immoral act or shall be guilty of any conduct likely to be injurious to the Company, the Board of Directors may by a resolution passed by 3/4 of the Directors present at or participating in their meeting revoke the appointment of such person. Any such person whose appointment has been revoked by the Board of Directors under this article shall forfeit all rights and privileges in and claims upon the Company and shall have no claim on the property of the Company.

51. Indemnity of Officers

(1) Subject to section 468 of the Companies Ordinance, every officer, employee or other servant of the Company (other than a Director) shall be indemnified out of the funds and assets of

the Company against all liabilities incurred by him in the proper and reasonable discharge of his duties as such officer, employee or servant in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with an application under sections 903 and 904 of the Companies Ordinance, in which relief is granted to him by the court provided that none of the funds and assets of the Company shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

(2)(A) A current or former Director may be indemnified out of the Company's funds and assets against any liability incurred by him to a person other than the Company or an associated company of the Company (the "**Associated Company**") in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or the Associated Company (as the case may be).

(2)(B) Paragraph (A) just above 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 of which the Director is convicted;

(ii) in defending civil proceedings brought by the Company or an Associated Company, in which judgment is given against the Director;

(iii) in defending civil proceedings brought on behalf of the Company by a Member or a member of an Associated Company, in which judgment is given against the

Director;

(iv) in defending civil proceedings brought on behalf of an Associated 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 Companies Ordinance in which the Court refuses to grant the Director relief.

(2)(C) A reference in paragraph (B)(b) just above to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

(2)(D) For the purpose of paragraph (C) just above, 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.

(2)(E) For the purpose of paragraph (D)(b) just above, 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.

(3) Every Member and the members of each Club Member shall indemnify and keep indemnified the Company against all liabilities, costs, claims, damages and loss caused to the Company or any third party arising out of his participation in any activity organised by the Company.

52. Winding-up

The provision of article 7 of Part A of these Articles of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in Part B of these Articles of Association.

53. Interpretation Power

The power of interpretation of these Articles of Association shall be vested in the Board of Directors whose decision on any point shall be final and binding on all the persons affected.

54. Conflict of Interest

If 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 business; and the Director's interest is material, he must declare the nature and extent of his interest to all the other Directors in accordance with section 536 of the Companies Ordinance. The Director must neither vote in respect of the transaction, arrangement or contract in which he is so interested; nor be counted for the purpose of a quorum in respect of the transaction, arrangement or contract. If the Director votes in respect of the transaction, arrangement or contract in which he is so interested, the vote must not be counted.

55. Auditor's Insurance

(1) Only in furtherance of the Association's objects but not otherwise, the Board of 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 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 any of the Associated Companies (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 any of the Associated Companies (as the case may be).

(2) In this article, a reference to the performance of the duties of an auditor includes the performance of the duties specified in sections 415(6)(a) and (b) of the Companies Ordinance.

56. Records

The Board must cause the information of the Company to be adequately recorded for future reference as required by the Companies Ordinance.

57. Rules

The Board of Directors shall have power from time to time to make such Rules for the furtherance of the objects for which the Company is established and for the proper conduct and management of the affairs of the Company as the Board of Directors may from time to time deem necessary, expedient or convenient, provided always that such Rules shall not be inconsistent with these Articles of Association. The Board of Directors may also by resolution revoke or alter the Rules at any time.

58. Corporate Governance

The Association is committed to the fostering and implementation of good corporate

governance practices and sound ethical culture and the strict compliance with the policies and procedures established or developed in the conduct of the business and activities of the Association and in the best interests of the Association and the Members as a whole so as to (i) suit the organisational structure, resource capability and operational needs of the Association; and (ii) enhance the accountability of the Board of Directors as well as its committees and sub-committees.

59. Anti-Corruption

Each of the Directors, members of the committees / sub-committees and working group of the Board of Directors, as well as the officers, staff and employees of the Association should enhance his integrity awareness and make himself familiarise with the spirit, code and legislation of the Prevention of Bribery Ordinance, Chapter 201 of the Laws of Hong Kong in relation to (i) anti-corruption; and (ii) non-acceptance from, and prohibition from offer to, persons with whom they have official dealings of advantage (other than token gifts) and entertainment. They should also safeguard their core functions against the risks of nepotism and other malpractices.

The Board of Directors should from time to time make reference to and consider for adoption by the Company the appropriate recommended principles, standards and practices set out in, amongst others, the following of the “Best Practice Reference for Governance of National Sports Associations (the “NSAs”) issued by the Independent Commission Against Corruption of Hong Kong, namely (i) Sample: Code of Conduct for NSA Board Members; and (ii) Sample: Code of Conduct for Employees of NSAs.

60. Miscellaneous

All matters not specially provided by these Articles of Association shall be left to the decision of the Board of Directors whose ruling shall be final and conclusive.

61. Anti-Doping

The Anti-Doping Rules promulgated by The Sports Federation & Olympic Committee of Hong Kong, China, Hong Kong Anti-Doping Committee and/or the International Boxing Association (whichever is the strictest) from time to time shall be incorporated into these Articles of Association and any person(s), as well as club(s) organisation(s), institution(s), body(ies) or association(s) (whether Members or not) taking part in any of the activities of the Company or in any activities with which the Company may be associated or affiliated, who/which act(s) in breach thereof, shall be subject to discipline as imposed by the Board of Directors as it deems fit and proper.