



電話：(852) 2504 8130  
傳真：(852) 2882 5443

香港銅鑼灣灣仔道大球場徑1號奧運大樓1012室  
Room 1012, Olympic House, 1 Stadium Path,  
So Kon Po, Causeway Bay, H.K.

www.hkboxing.org.hk

hkbxa@hkolympic.org

## 2021年度會員大會 會議記錄

日期：2021年12月28日（星期二）  
時間：下午四時正  
地點：奧運大樓一樓會議室  
主持：董事 葉國祥先生  
出席委員：董事 甄樹華先生 董事 蘇嘉健先生 董事 鄧子威先生  
                  董事 鄧栢傑先生  
出席團體：樹華搏擊會 南華體育會 Box For Fun Power Boxing  
                  青武搏藝 搏藝中心 Kick Box Fitness Go Fitness  
                  Fusion Combat J fitness Association 泰藝拳擊中心 金剛拳擊會  
                  Fightkids Boxing Boxing Mania 拳道會 青熊拳擊搏擊會  
                  Club Fitness  
記錄：楊浩先生

### 議程

01. 是次會議主持  
由與會會員一致通過由葉國祥先生擔任是次會議主持一職。
02. 2021-2024年度顧問、義務委員及小組委員會名單(附件.一)  
由主席 葉國祥先生報告如下：
  - I. 自2021-2024年度董事局委員選舉後，經數月的邀請，2021-2024年度顧問、義務委員及小組委員會名單可詳見附件.一，並於早前已通過電子郵件形式通告各屬會及會員。
  - II. 青少年參與拳擊活動為本會發展重要的部份，因此本屆新增『青少年發展委員會』，期望委員會能在青少年發展方向上提供適切的策略、建議及計劃。
03. 通過財務報告
  - I. 2020-2021年度康樂及文化事務署資助之財務報告(附件.二)  
經與會會員一致通過2020-2021年度康樂及文化事務署資助之財務報告。
  - II. 2020-2021年度香港拳擊總會有限公司之財務報告(附件三)  
經與會會員一致通過2020-2021年度香港拳擊總會有限公司之財務報告。
04. 通過修改香港拳擊總會會章事宜
  - I. 為配合香港特區政府公司註冊處新的《公司條例》，本會本年度特意聘任香港董事學會為本會修訂本會的會章已符合需求。
  - II. 有關修訂詳情可見附件.四
  - III. 經與會會員一致通過修改香港拳擊總會會章



電話 : (852) 2504 8130  
傳真 : (852) 2882 5443

香港銅鑼灣禧福大樓1號奧運大樓1012室  
Room 1012, Olympic House, 1 Stadium Path,  
So Kon Po, CausewayBay, H.K.

www.hkboxing.org.hk

hkbxa@hkolympic.org

#### 05. 2022-2023年度活動展望

由主席 葉國祥先生報告本會2022-2023年度活動展望：

- I. 國際賽事： 派出運動員參與世界男子拳擊錦標賽及亞洲男子拳擊錦標賽，並提名運動員參與2022年亞洲運動會。
- II. 本地國際賽事： 舉辦本地國際男子、女子及青少年拳擊邀請賽
- III. 本地賽事： 恢復舉辦本地計分賽事年度香港拳擊冠軍賽(決賽)，並舉辦聯校的拳擊邀請賽事。
- IV. 香港及青少年代表隊集訓： 於參與國際賽事前提前到達當地進行代表隊海外集訓並成立及甄選分區的青少年代表隊。
- V. 拳擊培育系統計劃： 加強與地區組織及學校聯繫，成立分區的拳擊培育系統計劃隊伍及建立小學及中學的非常規訓練隊伍。
- VI. 拳擊訓練課程： 開拓更多不同的地點舉辦拳擊訓練課程並為拳擊訓練課程提供更便捷的報名形式。
- VII. 教練及裁判/評判課程及活動： 舉辦不同類型課程及活動，為各教練及裁判/評判提供更新的資訊，並更新教練註冊制度，以優化本會的教練系統。
- VIII. 新增活動/課程： 以總會主導及各屬會協辦形式，與不同機構合作，推出更多不同類型的拳擊發展計劃，並與地區組織及學校聯繫，成立不同形式的培訓計劃及申請舉辦一星國際裁判/評判員課程。

#### 06. 其他事項

- I. 因應疫情情況，敬請各會員小心防疫，保重身體。
- II. 餘無別事，會議結束。

香港拳擊總會

會議主持  
葉國祥

二零二二年一月二十一日



電話 : (852) 2504 8130  
傳真 : (852) 2882 5443

香港銅鑼灣海濱大樓大球場徑1號奧運大樓1012室  
Room 1012, Olympic House, 1 Stadium Path,  
So Kon Po, Causeway Bay, H.K.

www.hkboxing.org.hk

hkbxa@hkolympic.org

附件一

2021-2024年度顧問、義務委員及小組委員會名單

Advisor, Elected Officers and Sub-Committee list of the Hong Kong Boxing Association for 2021/24

Board of Directors 董事局成員	President: 會長 Chairman 主席 Hon Vice Chairman 義務副主席 Hon Secretary- General 義務秘書長 Hon Treasurer 義務司庫	Mr. YAN Shi Wah 甄樹華先生 Mr. YIP Kwok Cheung 葉國祥先生 Mr. TANG Tsz Wai 鄧子威先生 Mr. SO Ka Kin 蘇嘉健先生 Mr. TANG Pak Kit 鄧栢傑先生	
Honorary Advisors: 名譽顧問	Mr. TING Lok Shan 丁樂山先生 Oriental Link CPA Ltd 華盈會計事務所有限公司 Priority Health Integrated Medical Centre 卓萃綜合醫務中心	( Legal ) ( 法律 ) ( Audit Firm ) ( 會計事務所 ) ( Medical Centre ) ( 醫務中心 )	
Sub - Committee Members 小組委員會	Mr. TANG Tsz Wai 鄧子威先生 Mr. HO Ho Yee 何浩儀先生 Mr. NG Ho Man 伍浩文先生	( Convenor ) ( 召集人 ) ( Member ) ( 委員 ) ( Member ) ( 委員 )	Coaching Committee 教練委員會
	Mr. LEE Wan Fung 李雲峰先生 Ms. WONG Ka Man 黃嘉文小姐 Mr. LAM Wai Man 林偉文先生 Mr. LAW Man Wai 羅汶洧先生 Mr. YAN Di Chi 殷棣池先生	( Convenor ) ( 召集人 ) ( Member ) ( 委員 ) ( Member ) ( 委員 ) ( Member ) ( 委員 ) ( Member ) ( 委員 )	Refereeing & Judging Committee 裁判評判委員會



Sub - Committee  
Members  
小組委員會

Mr. TANG Pak Kit 鄧栢傑先生	( Convenor ) ( 召集人 )	Communications and Promotion Committee 傳訊及推廣委員會
Mr. MUI Kai Kwan 梅啟君先生	( Member ) ( 委員 )	
Mr. SO Ka Kin 蘇嘉健先生	( Convenor ) ( 召集人 )	Competition Committee 競賽委員會
Mr. LEUNG Chi Kin 梁智健先生	( Member ) ( 委員 )	
Mr. NG Chun Bun 吳捷斌先生	( Member ) ( 委員 )	
Mr. YIP Kwok Cheung 葉國祥先生	( Convenor ) ( 召集人 )	Volunteer Services Committee 義工服務委員會
Ms. LEUNG Wing Yee 梁詠儀小姐	( Member ) ( 委員 )	
Mr. WONG Kin Ching Philip 黃建程先生	( Member ) ( 委員 )	
Mr. YAN Shi Wah 甄樹華先生	( Convenor ) ( 召集人 )	Youth Development Committee 青少年發展委員會
Mr. TSO Wang Chi 曹宏誌先生	( Member ) ( 委員 )	
Mr. CHEUNG Siu Chun 張邵竣先生	( Member ) ( 委員 )	
Mr. TSOI Lennon Chen 蔡凌楓先生	( Member ) ( 委員 )	
Mr. TSUI Wai Kit 徐偉傑先生	( Member ) ( 委員 )	

電話 : (852) 2504 8130  
傳真 : (852) 2882 5443

香港銅鑼灣灣仔道大球場徑1號奧運大樓1012室  
Room 1012, Olympic House, 1 Stadium Path,  
So Kon Po, Causeway Bay, H.K.

[www.hkboxing.org.hk](http://www.hkboxing.org.hk)

[hkba@hkolympic.org](mailto:hkba@hkolympic.org)

**香港拳擊總會有限公司**  
**HONG KONG BOXING ASSOCIATION LIMITED**

**ANNUAL ACCOUNTS OF THE SUBVENTION AND THE RESERVE FUND  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021**

**華盈會計師事務所有限公司**  
**ORIENTAL LINK CPA LIMITED**

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

Summary of Cash Subvention to Hong Kong Boxing Association Limited  
under the Sports Subvention Scheme of Leisure and Cultural Services Department  
for the Financial Year Ended 31 March 2021

	HK\$
<b>Cash subvention from LCSD (Note 1)</b>	
Original cash subvention allocated at the beginning of the financial year	
(i) Subvention for Personnel Expenses	832,075.00
(ii) Subvention for Office Expenses	153,700.00
(iii) Subvention for Programme Expenses	
International Event Held Outside Hong Kong	532,060.00
National/Junior Squad Training Programme	262,596.00
Regional Squad Training Programme	97,154.00
Training Programme	-
School Sports Programme	29,822.00
Local Competition	72,750.00
Community Sports Club Programme	435,291.00
Training Programme for Officials	56,500.00
Meeting/Conference	68,600.00
AA (Part-time) for Feeder Programmes	26,100.00
MPF Contribution for Part-time Officials	1,305.00
Programme Expenses sub-total	1,582,178.00
	2,567,953.00 (a)
<i>Add:</i> Additional subvention from LCSD - 20/21	254,897.82
Ex-gratia Payment - 2019/20	96,073.60
Ex-gratia Payment - 2020/21	101,647.14
	452,618.56 (b)
<i>Less:</i> Subvention netted-off for 2020-21 (Note 2)	484,248.00
Subvention netted-off for 2019-20	327,103.80
	811,351.80 (c)
<b>Total cash subvention from LCSD for the year</b>	<b>2,209,219.76 (d)=(a)+(b)-(c)</b>
<b>Expenditure (Note 3)</b>	
Total expenditure incurred for the year 2020-21	1,817,072.01 (e)
<b>Surplus/(Deficiency) of subvention over expenditure</b>	<b>392,147.75 (f)=(d)-(e)</b>
<b>Other income (i.e. other than LCSD subvention) (Note 4)</b>	
(i) Entry fee / Admission fee	544,000.00
(ii) Bank interest generated from LCSD Subvention and Reserve Fund	-
(iii) Sponsorship / Donation	-
(iv) Contribution from the Association	-
(v) Other Resources	-
	544,000.00 (g)
<b>Total Surplus/(Deficiency) of income over expenditure</b>	<b>936,147.75 (h)=(f)+(g)</b>

Note 1: The amount reflects the cash subvention granted to the Association as stated in the Subvention Agreement.

Note 2: This refers to the amount of subvention allocated for 2020-21 which is subsequently netted off by the LCSD within 2020-21 (e.g. due to cancellation of programmes).

Note 3: This represents the total cash expenditure incurred for subvented posts, office expenses and programme expenses (met by either LCSD subvention/sponsorship/donation/NSA/other resources).

Note 4: "Other income" excludes subvention under the Arts and Sport Development Fund.

**Statement of Personnel Expenses (Statement 1)**

Subvented by the Leisure and Cultural Services Department for the Financial Year Ended 31 March 2021

HK\$

Cash subvention from LCSD (Revised Allocation) 832,075.00 (a)

**Expenditure**

(A) Expenditure met by LCSD

Approved Subvented Posts	Original Allocation (HK\$)	Revised Allocation (HK\$)			Actual Expenditure (HK\$)
		Additional Allocation	Netted-off Amount	Total Net Allocation	
1. Sports Executive	317,943.00	-	-	317,943.00	317,943.00
2. Administrative Assistant	208,897.00	-	-	208,897.00	208,896.96
3. Administrative Assistant	109,620.00	97,807.50	(54,810.00)	152,617.50	89,656.87
4. Administrative Assistant	195,615.00	-	-	195,615.00	195,615.00
5. Loyalty Payment	-	78,572.00	-	78,572.00	78,572.00
<b>Total</b>	<b>832,075.00</b>	<b>176,379.50</b>	<b>(54,810.00)</b>	<b>953,644.50</b>	<b>890,683.83</b>

(B) Expenditure met by Sponsorship/Donation/Contribution from the Association/Other Resources - (c)

(C) Total expenditure for Personnel Expenses 890,683.83 (d)=(b)+(c)

Surplus of LCSD subvention over actual expenditure met by LCSD (58,608.83) (e)=(a)-(b)

**Other income**

(i) Sponsorship / Donation - (f)

(ii) Contribution from the Association/Other Resources - (g)

Surplus for Personnel Expenses (58,608.83) (h)=(a)-(d)+(f)+(g)

Savings from LCSD cash subvention (58,608.83) (i)=(e) or 0  
[If (e)<0, then savings=0]

Statement of Office Expenses (Statement 2)

Subvented by the Leisure and Cultural Services Department for the Financial Year Ended 31 March 2021

Cash subvention from LCSD (Revised Allocation) HK\$ 232,218.32 (a)

Expenditure

(A) Expenditure Met by LCSD

Expenses	Original Allocation (HK\$)	Revised Allocation (HK\$)			Actual Expenditure (HK\$)
		Additional Allocation	Netted-off Amount	Total Net Allocation	
Administration Expenses					
- Communication, telephone, fax charges					12,909.60
- Insurance Premium Fee					22,658.76
- Management fee					6,840.00
- Messing					31,857.40
- Printing and artwork	84,900.00		-	84,900.00	11,821.03
- Sundry expenses					2,692.60
- Stamps & Postage					10,107.00
- Stationery					7,842.05
- Transportation expenses					1,350.63
Sub-total of Administration Expenses	84,900.00	-	-	84,900.00	108,079.07
Rent and Rates	-	-	-	-	-
Audit Fee	55,100.00	-	-	55,100.00	70,000.00
Enhancement Measures of Comprehensive Review on Sports Subvention Scheme in 2020-21	-	78,518.32	-	78,518.32	78,902.11
Insurance Premium Fee	13,700.00	-	-	13,700.00	20,020.00
<b>Total</b>	<b>153,700.00</b>	<b>78,518.32</b>	<b>-</b>	<b>232,218.32</b>	<b>277,001.18</b>

(B) Expenditure met by Sponsorship/Donation/Contribution from the Association/Other Resources - (c)

(C) Total expenditure for Office Expenses 277,001.18 (d)=(b)+(c)

Surplus/(Deficiency) of LCSD subvention over actual expenditure met by LCSD (44,782.86) (e)=(a)-(b)

Other income

(i) Sponsorship / Donation - (f)

(ii) Contribution from the Association/Other Resources - (g)

Surplus/(Deficiency) for Office Expenses (44,782.86) (h)=(a)-(d)+(f)+(g)

Savings from LCSD subvention - (i)=(e) or 0  
[If (e)<0, then savings=0]



Statement of Programme Expenses (Statement 3)

Subvented by the Leisure and Cultural Services Department for the Financial Year Ended 31 March 2021

HK\$

(1) Allocation for 2020-21

Cash subvention from LCSD (Revised Allocation)

1,264,553.40 (a)

Expenditure

(A) Expenditure Met b. LCSD

Programme	Original Cash Subvention (HK\$)	Revised Allocation (HK\$)			Actual Expenditure (HK\$)	Subvented Expenditure (HK\$)	Savings (if any) (HK\$)	Breakdown as per Appendix
		Additional Allocation	Netted-off Amount	Total Net Allocation				
<b>COMPLETED PROGRAMMES</b>								
<b>Cat A(I) International Event Held Outside Hong Kong</b>								
(a) Olympic Qualification Tournament (Cancelled)	200,000.00	-	(200,000.00)	-	-	-	-	
(b) ASBC Elite Asian Confederation Boxing Championships (Cancelled)	200,000.00	-	(200,000.00)	-	-	-	-	
(c) The Taipei City Cup International Boxing Tournament (Cancelled)	80,000.00	-	-	80,000.00	-	-	80,000.00	
(d) China Boxing Invitation Tournament (Cancelled)	52,060.00	-	-	52,060.00	-	-	52,060.00	
(e) AIBA Men's World Championships (Cancelled)	-	-	-	-	-	-	-	
(f) The Thailand Open 2020 (Cancelled)	-	-	-	-	-	-	-	
(g) Shinchu Boxing Invitation Tournament (Cancelled)	-	-	-	-	-	-	-	
Cat A(I) Sub-total	532,060.00	-	(400,000.00)	132,060.00	-	-	132,060.00	
Category A Sub-total	532,060.00	-	(400,000.00)	132,060.00	-	-	132,060.00	
<b>Cat B(I) National/Junior Squad Training Programme</b>								
(a) National Squad Local Training Programme - I	130,196.00	-	-	130,196.00	90,746.00	90,746.00	39,450.00	2.1
(b) Overseas National/Junior Squad Training Programme - I (Cancelled)	66,200.00	-	-	66,200.00	-	-	66,200.00	
(c) Overseas National/Junior Squad Training Programme - II (Cancelled)	66,200.00	-	-	66,200.00	-	-	66,200.00	
(d) Overseas National/Junior Squad Training Programme - III (Cancelled)	-	-	-	-	-	-	-	
(e) Overseas National/Junior Squad Training Programme - IV (Cancelled)	-	-	-	-	-	-	-	
Cat B(I) Sub-total	262,596.00	-	-	262,596.00	90,746.00	90,746.00	171,850.00	
<b>Cat B(II) Regional Squad Training Programme</b>								
(a) Feeder System Scheme 2020-21 Boxing Team	97,154.00	-	-	97,154.00	1,800.00	1,620.00	95,534.00	3.1
Cat B(II) Sub-total	97,154.00	-	-	97,154.00	1,800.00	1,620.00	95,534.00	
Category B Sub-total	359,750.00	-	-	359,750.00	92,546.00	92,366.00	267,384.00	
<b>Cat C(I) Training Programme</b>								
(a) 2020-21 Boxing Training Programme	-	40,716.60	-	40,716.60	492,740.00	70,300.00	(29,583.40)	4.1
Cat C(I) Sub-total	-	40,716.60	-	40,716.60	492,740.00	70,300.00	(29,583.40)	
<b>Cat C(II) School Sports Programme</b>								
(a) Sport Demonstration - School Demonstration (Cancelled)	5,958.00	-	-	5,958.00	-	-	5,958.00	
(b) Sport Demonstration - Contact Sports Centre Demonstration (Cancelled)	3,460.00	-	-	3,460.00	-	-	3,460.00	
(c) Easy Sport Programme (Cancelled)	4,040.00	-	-	4,040.00	-	-	4,040.00	
(d) Outreach Coaching Programme - Non School Team (School) (Cancelled)	5,010.00	-	-	5,010.00	-	-	5,010.00	
(e) Outreach Coaching Programme - Non School Team (Contact Sports Centre) (Cancelled)	2,170.00	-	-	2,170.00	-	-	2,170.00	
(f) Outreach Coaching Programme - School Team (School) (Cancelled)	4,652.00	-	-	4,652.00	-	-	4,652.00	
(g) Outreach Coaching Programme - School Team (Contact Sports Centre) (Cancelled)	4,532.00	-	-	4,532.00	-	-	4,532.00	
Cat C(II) Sub-total	29,822.00	-	-	29,822.00	-	-	29,822.00	
<b>Cat C(III) Local Competition</b>								
(a) HK SAR Establishment Day Boxing Tournament (Cancelled)	10,000.00	-	-	10,000.00	-	-	10,000.00	
(b) National Day Boxing Tournament (Cancelled)	10,000.00	-	-	10,000.00	-	-	10,000.00	
(c) Hong Kong Boxing Championships (Semi-Final) (Cancelled)	10,000.00	-	-	10,000.00	-	-	10,000.00	
(d) 2020年度香港拳擊冠軍賽(決賽)及新秀拳擊錦標賽(Cancelled)	12,750.00	-	(13,650.00)	(900.00)	-	-	(900.00)	
(e) Inter-Club Boxing Tournament (Cancelled)	10,000.00	-	-	10,000.00	-	-	10,000.00	
(f) Inter-Club Boxing Tournament (Cancelled)	10,000.00	-	-	10,000.00	-	-	10,000.00	
(g) Hong Kong Novice Championships (Cancelled)	10,000.00	-	-	10,000.00	-	-	10,000.00	
Cat C(III) Sub-total	72,750.00	-	(13,650.00)	59,100.00	-	-	59,100.00	
<b>Cat C(IV) Community Sports Club Programme</b>								
(a) Fusion Combat - CSC Boxing Training Programme (I) (Cancelled)	10,883.00	4,634.66	-	15,517.66	2,186.00	6,820.66	8,697.00	7.1
(b) Ching Hung Boxing and free-fight Association - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,634.66	-	19,923.66	2,186.00	6,820.66	13,103.00	7.2
(c) J Fitness Association - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,213.32	-	19,502.32	2,186.00	6,399.32	13,103.00	7.3
(d) Go Fitness - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,634.66	-	19,923.66	2,186.00	6,820.66	13,103.00	7.4
(e) Fist of Arts Boxing Club - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,634.66	-	19,923.66	2,186.00	6,820.66	13,103.00	7.5
(f) Combat & Fitness Arena - CSC Boxing Training Programme (I) (Cancelled)	10,883.00	4,634.66	-	15,517.66	2,186.00	6,820.66	8,697.00	7.6
(g) Kam Kong Boxing Club - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,213.32	-	19,502.32	2,186.00	6,399.32	13,103.00	7.7
(h) Power Boxing - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,213.32	-	19,502.32	2,186.00	6,399.32	13,103.00	7.8
(i) Chingwu boxing & Muay Thai Association - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,213.32	-	19,502.32	2,186.00	6,399.32	13,103.00	7.9

Programme	Original Cash Subvention (HK\$)	Revised Allocation (HK\$)			Actual Expenditure (HK\$)	Subvented Expenditure (HK\$)	Savings (if any) (HK\$)	Breakdown as per Appendix
		Additional Allocation	Netted-off Amount	Total Net Allocation				
(j) Ching Ho Boxing Association - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,634.66	-	19,923.66	2,186.00	6,820.66	13,103.00	7.10
(k) Box For Fun - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	2,786.66	-	18,075.66	2,186.00	4,972.66	13,103.00	7.11
(l) TAC Boxing Club - CSC Boxing Training Programme (I) (Cancelled)	10,883.00	4,634.66	-	15,517.66	2,186.00	6,820.66	8,697.00	7.12
(m) Khungcheng Muaythai - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,634.66	-	19,923.66	2,186.00	6,820.66	13,103.00	7.13
(n) Thai Martial Club - CSC Boxing Training Programme (I) (Cancelled)	15,289.00	4,213.32	-	19,502.32	2,186.00	6,399.32	13,103.00	7.14
(o) Thai Martial Club - CSC Boxing Tournament (Cancelled)	7,035.00	-	-	7,035.00	175.00	122.50	6,912.50	7.15
(p) Fusion Combat - CSC Boxing Training Programme (II) (Cancelled)	10,883.00	-	-	10,883.00	-	-	10,883.00	
(q) Ching Hung Boxing and free-fight Association - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(r) J Fitness Association - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(s) Go Fitness - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(t) Fist of Arts Boxing Club - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(u) Combat & Fitness Areas - CSC Boxing Training Programme (II) - Fight Kids (Cancelled)	10,883.00	-	-	10,883.00	-	-	10,883.00	
(v) Kam Kong Boxing Club - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(w) Power Boxing - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(x) Chingwu boxing & Muay Thai Association - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(y) Ching Ho Boxing Association - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(z) Box For Fun - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(aa) TAC Boxing Club - CSC Boxing Training Programme (II) (Cancelled)	10,883.00	-	-	10,883.00	-	-	10,883.00	
(ab) Khungcheng Muaythai Society - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(ac) Thai Martial Club - CSC Boxing Training Programme (II) (Cancelled)	15,289.00	-	-	15,289.00	-	-	15,289.00	
(ad) Establishment of New CSCs & Performance Monitoring	26,600.00	-	-	26,600.00	-	-	26,600.00	
Cat C(IV) Sub-total	435,291.00	60,930.54	-	496,221.54	30,779.00	91,657.04	404,564.50	
Category C Sub-total	537,863.00	101,647.14	(13,650.00)	625,860.14	525,519.00	161,957.04	463,903.10	
<b>Cat D(I) Training Programme for Officials</b>								
(a) Local Boxing RJ course (I) (Cancelled)	6,280.00	-	-	6,280.00	-	-	6,280.00	
(b) Local Boxing RJ course (II) (Cancelled)	4,780.00	-	-	4,780.00	-	-	4,780.00	
(c) Chinese Taipei Boxing Tournament (Referee) (Cancelled)	19,280.00	-	-	19,280.00	-	-	19,280.00	
(d) Shinchu Boxing Invitation Tournament (Referee) (Cancelled)	9,840.00	-	-	9,840.00	-	-	9,840.00	
(e) Chinese Boxing Invitation Tournament (Cancelled)	10,300.00	(10,300.00)	-	-	-	-	-	
(f) Local Referee and Judge Workshop (Cancelled)	532.00	-	-	532.00	-	-	532.00	
(g) Local Referee and Judge Workshop (Cancelled)	3,360.00	(3,360.00)	-	-	-	-	-	
(h) Local Referee and Judge Workshop (Cancelled)	2,128.00	(2,128.00)	-	-	-	-	-	
Cat D(I) Sub-total	56,500.00	-	(15,788.00)	40,712.00	-	-	40,712.00	
<b>Cat D(II) Meeting/Conference</b>								
(a) ASBC Meeting	24,700.00	-	-	24,700.00	-	-	24,700.00	9.1
(b) ATBA Meeting	31,300.00	-	-	31,300.00	-	-	31,300.00	9.2
(c) China Boxing Association Meeting (Cancelled)	12,600.00	-	-	12,600.00	-	-	12,600.00	9.3
Cat D(II) Sub-total	68,600.00	-	-	68,600.00	-	-	68,600.00	
Category D Sub-total	125,100.00	-	(15,788.00)	109,312.00	-	-	109,312.00	
<b>AA (Part-time) for Feeder Programmes</b>	26,100.00	-	-	26,100.00	26,100.00	26,100.00	-	
<b>MPF Contribution for Part-time Officials</b>	1,305.00	-	-	1,305.00	1,305.00	1,305.00	-	
<b>Completed Programmes Total</b>	<b>1,582,178.00</b>	<b>101,647.14</b>	<b>(429,438.00)</b>	<b>1,254,387.14</b>	<b>643,470.00</b>	<b>281,728.04</b>	<b>972,659.10</b>	(b)
<b>UNCOMPLETED/CROSS-YEAR PROGRAMMES</b> Uncompleted and carried forward to 2021-22								
<b>Uncompleted/Cross Year Programmes Total</b>	-	-	-	-	-	N/A	N/A	(c)

Expenditure met by LCSD Total

643,470.00 (d)-(b)-(c)

(B) Expenditure met by Sponsorship/Donation/Contribution from the Association/Other Resources

5,917.00 (c)

(C) Total expenditure for Programme Expenses

649,387.00 (d)-(b)-(c)

Surplus/(Deficiency) of LCSD subvention allocated in 2020-21 over actual expenditure met by LCSD

621,083.40 (b)+(c)+(d)

Other income

(i) Entry fee / Admission fee

544,000.00 (b)

(ii) Sponsorship / Donation

- (b)

(iii) Contribution from the Association/Other Resources

- (b)

Surplus/(Deficiency) of income for Programme Expenses

1,159,166.40 (b)+(d)  
-(c)-(e)-(f)

(II) Cross-year Programmes Brought Forward from 2019-20

Programme	Original Cash Subvention (HK\$)	Revised Allocation (HK\$)			Actual Expenditure (HK\$)	Subvented Expenditure (HK\$)	Savings (if any) (HK\$)	Breakdown as per Appendix
		Additional Allocation <sup>a</sup>	Netted-off Amount	Total Net Allocation				
Brought forward from 2018-19 and completed in 2019-20								
(a) Chingwu boxing & Muay Thai Association - CSC Training Programme (II)	14,477.00	1,820.00	-	16,297.00	26,457.75	23,151.91	(6,854.91)	10.1
(b) Ching Ho - CSC Training Programme (II)	14,477.00	1,820.00	-	16,297.00	8,806.00	9,019.76	7,277.24	10.2
(c) TAC Boxing Club - CSC Training Programme (II)	10,071.00	2,030.00	-	12,101.00	9,579.00	7,592.52	4,508.48	10.3
(d) Box For Fun - CSC Training Programme (II)	14,477.00	1,820.00	-	16,297.00	8,513.00	12,150.44	4,146.56	10.4
(e) Combat & Fitness Areas - CSC Training Programme (II)	10,071.00	2,030.00	-	12,101.00	10,372.90	6,625.58	5,475.42	10.5
(f) Thai Martial Club - CSC Training Programme (II)	14,477.00	1,820.00	-	16,297.00	9,230.90	8,345.22	7,951.78	10.6
(g) Fusion Combat - CSC Training Programme (II)	14,477.00	672.00	-	15,149.00	14,136.90	12,149.50	2,999.50	10.7
(h) Khungcherg Muaythai - CSC Training Programme (II)	14,477.00	1,820.00	-	16,297.00	9,512.90	8,845.58	7,451.42	10.8
(i) Kam Kong Boxing Club - CSC Training Programme (II)	14,477.00	1,820.00	-	16,297.00	13,582.90	13,136.50	3,160.50	10.9
<b>Cross Year Programmes Total</b>	<b>121,481.00</b>	<b>15,652.00</b>	<b>-</b>	<b>137,133.00</b>	<b>110,192.25</b>	<b>101,017.01</b>	<b>36,115.99</b>	<b>(b)</b>

香港拳擊總會有限公司  
**HONG KONG BOXING ASSOCIATION LIMITED**

REPORT AND AUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

華盈會計師事務所有限公司  
**ORIENTAL LINK CPA LIMITED**

香港拳擊總會有限公司  
HONG KONG BOXING ASSOCIATION LIMITED

INCOME STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

	<i>Note</i>	2021 <u>HK\$</u>	2020 <u>HK\$</u>
REVENUE	3	1,494,568	3,929,751
DIRECT COSTS		(1,235,132)	(2,264,799)
		<u>259,436</u>	<u>1,664,952</u>
OTHER INCOME		435,391	191,950
ADMINISTRATIVE EXPENSES		(1,180,881)	(1,069,215)
(DEFICIT)/SURPLUS BEFORE TAX	4	<u>(486,054)</u>	<u>787,687</u>
INCOME TAX EXPENSE	6	-	-
(DEFICIT)/SURPLUS FOR THE YEAR		<u>(486,054)</u>	<u>787,687</u>
ACCUMULATED SURPLUS/(DEFICITS) BROUGHT FORWARD		129,880	(657,807)
ACCUMULATED (DEFICITS)/SURPLUS CARRIED FORWARD		<u>(356,174)</u>	<u>129,880</u>

The accompanying Accounting Policies and Explanatory Notes form an integral part of, and should be read in conjunction with, these financial statements.

香港拳擊總會有限公司  
HONG KONG BOXING ASSOCIATION LIMITED

STATEMENT OF FINANCIAL POSITION  
AS AT 31<sup>ST</sup> MARCH 2021

	<i>Note</i>	2021 HK\$	2020 HK\$
<b>NON-CURRENT ASSETS</b>			
Plant and equipment	7	22,187	-
<b>CURRENT ASSETS</b>			
Prepayments		67,201	73,008
Accounts receivables		48,496	219,476
Bank balances		2,074,444	1,415,417
		<u>2,190,141</u>	<u>1,707,901</u>
Less: <b>CURRENT LIABILITIES</b>			
Receipts in advance		1,708,739	679,010
Trade payables		530,505	-
Amount due to a related party	8	190,812	171,006
Amount due to directors	9	20,000	152,000
Accruals		118,446	576,005
		<u>2,568,502</u>	<u>1,578,021</u>
NET CURRENT (LIABILITIES)/ASSETS		(378,361)	129,880
NET (LIABILITIES)/ASSETS		<u>(356,174)</u>	<u>129,880</u>
<b>EQUITY</b>			
ACCUMULATED (DEFICITS)/SURPLUS	10	<u>(356,174)</u>	<u>129,880</u>

Approved by the Board of Directors on

Yip Kwok Cheung  
Director

Tang Pak Kit  
Director

The accompanying Accounting Policies and Explanatory Notes form an integral part of, and should be read in conjunction with, these financial statements.

香港拳擊總會有限公司  
HONG KONG BOXING ASSOCIATION LIMITED

ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE FINANCIAL  
STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

h) Government grants

Government grants are assistance by government in the form of transfers of resources to the company in return for past or future compliance with certain conditions relating to the operating activities of the company. Government grants are not recognized until there is reasonable assurance that the company will comply with the conditions attaching to them and the grants will be received. They are recognized as income in the income statement over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. A government grant that becomes repayable is accounted for as a revision to an accounting estimate. Repayment of a grant related to income is applied first against any unamortized deferred credit set up in respect of the grant. To the extent that the repayment exceeds any such deferred credit, or where no deferred credit exists, the repayment is recognised immediately as an expense.

i) Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

2. LIMITED LIABILITY BY GUARANTEE

Every member of the company undertakes to contribute to the assets of the company, in the event of its being wound up 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 the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding HK\$100.

3. REVENUE

An analysis of the company's revenue is as follows:

	2021 <u>HK\$</u>	2020 <u>HK\$</u>
Government subventions	1,376,412	2,812,295
Income from courses, programmes and performance	116,949	1,063,271
Subscriptions from members	1,200	54,000
Bank interest income	7	185
	<u>1,494,568</u>	<u>3,929,751</u>

香港拳擊總會有限公司  
HONG KONG BOXING ASSOCIATION LIMITED

ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

4. (DEFICIT)/SURPLUS BEFORE TAX

(Deficit)/surplus before tax is arrived at:

	2021 <u>HK\$</u>	2020 <u>HK\$</u>
After crediting the following items:		
Exchange gain, net	657	283
Government anti-epidemic fund	-	132,022
And after charging the following items:		
Auditors' remuneration	26,000	28,000
Depreciation	-	-
Staff costs (excluding directors' remuneration)		
- Salaries and welfare	929,986	757,946
- Contributions to mandatory provident fund	<u>54,515</u>	<u>36,482</u>

5. DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 383(1) of the Companies Ordinance is as follows:

	2020 <u>HK\$</u>	2019 <u>HK\$</u>
Fees	-	-
Other emoluments	<u>-</u>	<u>-</u>

6. INCOME TAX EXPENSE

No Hong Kong profits tax has been provided in the financial statements as the company has not derived any assessable profits in Hong Kong during the year (2020: No Hong Kong profits tax has been provided in the financial statement after the 100% concessionary tax deduction of the Hong Kong profits tax, which has been provided at the rate of 8.25% on the first HK\$2,000,000 of the estimated assessable profits arising in Hong Kong during the year, after setting off the tax loss brought forward).

	2021 <u>HK\$</u>	2020 <u>HK\$</u>
Tax charge for the year	<u>-</u>	<u>-</u>



香港拳擊總會有限公司  
HONG KONG BOXING ASSOCIATION LIMITED

ACCOUNTING POLICIES AND EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

7. PLANT AND EQUIPMENT

	Office equipment <u>HK\$</u>
<b>Cost:</b>	
At 1 <sup>st</sup> April 2020 and as at 31 <sup>st</sup> March 2021	14,596
<b>Accumulated depreciation and impairment losses:</b>	
At 1 <sup>st</sup> April 2020	14,596
Depreciation for the year	-
At 31 <sup>st</sup> March 2021	-
<b>Net carrying amount:</b>	
At 31 <sup>st</sup> March 2021	-
At 31 <sup>st</sup> March 2020	-

8. AMOUNT DUE TO A RELATED PARTY

The amount is interest free, unsecured and has no fixed repayment terms.

9. AMOUNT DUE TO DIRECTORS

The amount due is interest free, un-secured and has no fixed repayment terms.

10. CHANGES IN EQUITY

	Accumulated (deficits)/ surplus <u>HK\$</u>
Balance as at 31 <sup>st</sup> March 2019	(657,807)
Deficit for the year	787,687
Balance as at 31 <sup>st</sup> March 2020	129,880
Deficit for the year	(486,054)
Balance as at 31 <sup>st</sup> March 2021	356,174

香港拳擊總會有限公司  
HONG KONG BOXING ASSOCIATION LIMITED

DETAILED INCOME STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2021

	For information of management only	
	2021 HK\$	2020 HK\$
<b>REVENUE</b>		
Government subventions	1,376,412	2,812,295
Income from courses, programmes and performance	116,949	1,063,271
Subscriptions from members	1,200	54,000
Bank interest income	7	185
	1,494,568	3,929,751
<b>Less: DIRECT COSTS</b>		
Direct costs on courses, programmes and performances	1,235,132	2,264,799
	<u>259,436</u>	<u>1,664,952</u>
<b>GROSS SURPLUS</b>		
<b>Add: OTHER INCOME</b>		
Exchange gain, net	657	283
Government anti-epidemic fund	-	132,022
Sundry income	434,734	59,645
	435,391	191,950
	<u>694,827</u>	<u>1,856,902</u>
<b>Less: ADMINISTRATIVE EXPENSES</b>		
Audit fee	26,000	28,000
Bank charges	1,812	2,377
Building management fee	-	6,840
Business registration fee	250	250
Consumables	22,913	-
Depreciation	11,093	-
Entertainment	31,857	3,195
Insurance	22,659	22,998
Legal and professional fee	26,880	143,800
Postage and courier	10,107	3,275
Printing and stationery	19,663	17,435
Repair and maintenance	500	-
Staff salaries and welfare	984,501	794,428
Sundry expenses	8,276	33,707
Telephone and communication	12,653	12,910
Travelling	1,717	-
	1,180,881	1,069,215
<b>(DEFICIT)/SURPLUS BEFORE TAX</b>	<u>(486,054)</u>	<u>787,687</u>

**THE COMPANIES ORDINANCE (CAP. 622)**

**ARTICLES OF ASSOCIATION**

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

**OF**

**Hong Kong Boxing Association Limited**

**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

---

---

Certified as correct by:

---

Mr. YIP Kwok Cheung  
Director

**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)**

---

**Hong Kong Boxing Association Limited**

**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 Hong Kong Boxing Association Limited (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 “Hong Kong Boxing Association Limited 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.

**THE COMPANIES ORDINANCE (CAP. 622)**

**ARTICLES OF ASSOCIATION**

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

**OF**

**Hong Kong Boxing Association Limited**

**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

---

---

Certified as correct by:

---

Mr. YIP Kwok Cheung  
Director

**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)**

---

**Hong Kong Boxing Association Limited**

**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 Hong Kong Boxing Association Limited (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 “Hong Kong Boxing Association Limited 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 Me: 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.