Company no: 717182

COMPANIES ORDINANCE
(Chapter 622)

SPECIAL RESOLUTION

OF

Hong Kong Billiard Sports Control Council Company Limited

香港桌球總會有限公司

(the "Company")

Passed on 22 August 2023

At an Extraordinary General Meeting of Hong Kong Billiard Sports Control Council Company Limited 香港桌球總會有限公司 duly convened and held at 1-42 UG, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon on 22 August 2023, the following Special Resolution was duly passed :-

THAT the Articles of Association be hereby amended in the following manner and that these amendments shall take effect immediately after the conclusion of this Extraordinary General Meeting:

Article 7

The last sentence of Article 7 "Each Voting Membership shall carry one vote." be amended to "Each Voting Membership shall have 300 votes, except a Voting Member who is or was the Chairman of the Management Committee shall have 1,000 votes. The number of Voting Members at any given time shall not be more than 15, and the voting membership of a Member may be removed by ordinary resolution at General Meetings of the Association."

Article 28(b)

Article 28(b) should be deleted in its entirety and be replaced with "On a poll, each Voting Member shall have the number of votes as prescribed under Article 7 whereas each Founding Member shall have 1,000 votes."

Article 37

Article 37 shall be deleted in its entirety.

Article 38

Article 38 shall be deleted in its entirety and be replaced with "The Management Committee shall have power at any time to co-opt a Member as a member of the Management Committee."

Presented by :

JOY FACE LIMITED

4/F., Kingpower Comm Bldg.,

409-413 Jaffe Rd., Wanchai, HK

LAW Wing Chung Vincent
Chairman of the Meeting



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Company No.717182

Companies Ordinance (Chapter 32)

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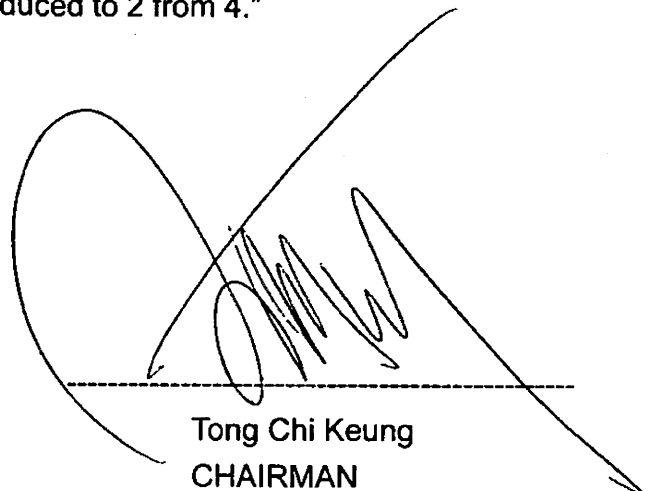
SPECIAL RESOLUTION
of
HONG KONG BILLIARD SPORTS CONTROL
COUNCIL COMPANY LIMITED
(香港桌球總會有限公司)

Passed on the 19th day of June 2004

At an Annual General Meeting of the Members of HONG KONG BILLIARD SPORTS CONTROL COUNCIL COMPANY LIMITED (香港桌球總會有限公司), duly convened and held at B/F., Fun City, 7 Lek Yuen Street, Shatin, New Territories on Saturday, 19th June 2004 at 7:00 p.m., the following resolution was duly passed as a Special Resolution, viz :-

"THAT the quorum necessary under Article No.42(b) of the Company's Articles of Association for the transaction of business of the Management Committee shall be reduced to 2 from 4."

收件日期 RECEIVED
20 -10- 2004
公司註冊處(行政組)
COMPANIES REGISTRY
(Administration Section)


Tong Chi Keung
CHAIRMAN

65215474 717182
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(G)
(29)
20/10/2004

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

**HONG KONG BILLIARD SPORTS CONTROL
COUNCIL COMPANY LIMITED**
(香港桌球總會有限公司)

Incorporated the 19th day of May, 2000.

HONG KONG

No. 717182

[COPY]

**COMPANIES ORDINANCE
(CHAPTER 32)**

CERTIFICATE OF INCORPORATION

I hereby certify that

**HONG KONG BILLIARD SPORTS CONTROL
COUNCIL COMPANY LIMITED**
(香港桌球總會有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance,
and that this company is limited.

Issued by the undersigned on 19 May 2000.

(Sd.) MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

MEMORANDUM OF ASSOCIATION

OF

**HONG KONG BILLIARD SPORTS CONTROL
COUNCIL COMPANY LIMITED**

(香港桌球總會有限公司)

1. The name of the Company is "HONG KONG BILLIARD SPORTS CONTROL COUNCIL COMPANY LIMITED (香港桌球總會有限公司)" (hereinafter called "the Association").
2. The registered office of the Association will be situate in Hong Kong SAR.
3. The objects for which the Association is established are:—
 - 3.1 to promote Billiard sports and all other cue sports or the like as a popular sport in Hong Kong SAR and neighbouring regions;
 - 3.2 to act as a governing and regulatory body for Billiard sports, clubs, player, referees and its officials in Hong Kong SAR.
 - 3.3 to represent members in liaising with other Billiard sports in other jurisdictions or parts of the world;
 - 3.4 to organise local Billiard sports tournaments for the advancement of the sport;
 - 3.5 to act as recommending body selecting suitable players to represent Hong Kong SAR in regional or international tournaments;
 - 3.6 to make donations to charitable organisations and causes deemed appropriate by the Management Committee of the Association;
 - 3.7 to establish and maintain non-profit making services or organisations for the furtherance of the objects of the Association;
 - 3.8 to promote and advance the well-being of the community in Hong Kong SAR and elsewhere in the world.
 - 3.9 In furtherance of the above objects but not otherwise, the Association shall have power:—
 - 3.9.1 To grant bursaries scholarships grants subsidies allowances loans (whether interest bearing or interest free) and other forms of financial assistance, including, but not limited to, giving of guarantee for payment of passages fees and other monies for persons assisted by the Association, upon such terms and conditions as the Management Committee or organisations of the Association may decide.
 - 3.9.2 To provide endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage buildings and other premises as may from time to time be required for the purposes of the Association.

- 3.9.3 To purchase take on lease or in exchange hire or otherwise acquire any real or personal estate or property which may be deemed necessary or convenient for any of the purposes of the Association and to sell manage lease mortgage dispose of or otherwise deal with the same.
- 3.9.4 To construct maintain and alter any house buildings or works necessary or convenient for the purposes of the Association.
- 3.9.5 To employ all such officers and staff as may be required for the purposes of the Association.
- 3.9.6 To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association and to accept subscriptions donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) and devises and bequests for all or any of the purposes aforesaid and to sell and dispose of to lease and accept surrenders of leases of and manage all real estate so received and not required to be or capable of being occupied for the purposes of the Association and generally to manage invest and expend all monies belonging to the Association.
- 3.9.7 To print and publish any newspapers periodicals books or leaflets as shall be desirable for attaining the objects of the Association.
- 3.9.8 To borrow and raise money in such manner as the Association may think fit.
- 3.9.9 To invest any moneys of the Association not immediately required for any of its objects in such manner as may from time to time be determined.
- 3.9.10 To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- 3.9.11 To amalgamate with any companies institutions societies or associations having exclusively charitable objects similar to those of the Association and which shall prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed upon the Association by virtue of Clause 4 hereof or to transfer all or any part of the property assets liabilities and engagements of the Association to any one or more of the companies institutions societies or associations with which the Association is authorised to amalgamate.
- 3.9.12 To do all such other lawful things as are incidental or conducive to the attainment of the above objects: Provided that no officer, Management Committee member, trustee or employee of the Association or any other person (whether or not being a Management Committee member of the Association) having any part in the conduct or management of the affairs or property of the Association shall be liable for breach of duty towards the Association by reason of any act or omission on the part of such officer, Management Committee member, trustee, employee or other person unless it is proved that such act or omission was done, omitted or concurred in by him in bad faith and PROVIDED further that (subject and without prejudice as aforesaid) incorporation of the Association shall not diminish or impair any contract or authority exercisable by the High Court of Hong Kong SAR over such officers, Management Committee members, trustees, or employees, but (subject and without prejudice as aforesaid) they shall as regards any such property be subject jointly and separately to such control and authority as if the Association were not incorporated.

Provided that:—

- (a) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 3.10 There shall be excluded all the powers set forth in the Seventh Schedule of the Companies Ordinance which would otherwise be included among the powers of the Association by virtue of Section 5(5) of the Companies Ordinance.

4. The income and property of the Association from whatever source derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association 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 of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any service actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate established by the Hong Kong Association of Banks whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no Management Committee member of the Association shall be appointed to any salaried office or to any office paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Management Committee member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a Management Committee member of the Association may be a member and in which such Management Committee member shall not hold more than one-hundredth part of the capital, and such Management Committee member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the Members is limited.

6. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is Member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of Fifty Dollars.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to other institution or institutions which have charitable objects similar to the objects of the Association and which prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed up on the Association by virtue of the Clause 4 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of the dissolution or in default thereof by a Judge of the High Court of Hong Kong SAR having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association:—

Names, Addresses and Descriptions of Subscribers

(Sd.) Lee Siu Kau Isaac
Lee Siu Kau Isaac (李肇球)
18 Wai Fung Street,
2/F., Aplichau,
Hong Kong.
Businessman

(Sd.) Lo Tsun Ying
Lo Tsun Ying (羅俊英)
19E Lai Yee Court,
Shauiwan Plaza,
17 Nam Hong Street,
Shauiwan, Hong Kong.
Civil Servant

Dated the 27th day of April, 2000.
WITNESS to the above signatures:

(Sd.) Tong Chi Keung
Businessman
Flat A, 22/F., Block 1,
Hilltop Garden,
33 Fung Shing Street,
Ngau Chi Wan, Kowloon,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

**HONG KONG BILLIARD SPORTS CONTROL
COUNCIL COMPANY LIMITED**

(香港桌球總會有限公司)

Interpretation

1. In these Articles the following expressions have the following meanings namely:—
 - (a) “the Association” means HONG KONG BILLIARD SPORTS CONTROL COUNCIL COMPANY LIMITED (香港桌球總會有限公司);
 - (b) “Auditors” means the person or persons appointed to audit the accounts of the Association;
 - (c) “Chairman” means the Chairman for the time being of the Management Committee;
 - (d) “Management Committee” means the Management Committee of the Association constituted in accordance with these Articles;
 - (e) “Management Committee Member” means a member of the Management Committee of the Association;
 - (f) “Hon. Secretary” means the Honorary Secretary for the time being of the Association;
 - (g) “Hon. Treasurer” means the Honorary Treasurer for the time being of the Association;
 - (h) “Member” means a member of the Association;
 - (i) “the Ordinance” means the Companies Ordinance Cap. 32 Laws of Hong Kong shall include all statutory amendments or substitutions thereof for the time being in force;
 - (j) “Seal” means the common seal of the Association;
 - (k) “the Vice-Chairman” means the vice-chairman for the time being of the Management Committee.
2. These Articles shall be construed with reference to the Ordinance and expressions used in these Articles, unless otherwise defined or stated, shall have the meanings thereto respectively assigned by the Ordinance.

Objects

3. The Association is established for the purposes set forth in the Memorandum of Association.

Membership

4. Unless otherwise determined by the Management Committee, the number of Members of the Association shall be unlimited.

5. No persons other than those persons in good standing is eligible for admission as a Member of the Association.
6. The Management Committee may on the application of eligible applicants on the prescribed form admit such applicants as Ordinary Members of the Association. Such members shall be entitled to attend and speak at General Meetings of the Association but not vote thereat.
7. At the invitation of the Management Committee, Ordinary Members of the Association may apply to become Voting Members. Such members shall in addition to being entitled to attend and speak at General Meetings, vote at General Meetings. Each Voting Membership shall carry one vote.
8. There shall be a class of Founding Membership comprising all the 7 Founding Members of the Hong Kong Billiards & Snooker Control Council. Upon the transfer of the assets of the Hong Kong Billiards & Snooker Control Council to the Association, these 7 founding members then simultaneously become automatic Founding Members of the Association each carrying 1,000 votes when voting at General Meetings.
9. A fee shall be payable by the applicant on his admission as a Member of the Association.
10. The subscription for Members shall be such annual sums as the Management Committee may from time to time prescribe, payable in advance on or before the 1st day of January in each year.
11. In the event of any Member failing to pay his/its subscription within one month from the due date, the Management Committee may at its discretion remove his/its name from the list of Members, unless he/it shall be able to justify the delay to the satisfaction of the Management Committee.
12. The rights and privileges of every Member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall cease upon his death or in the case of a corporation upon its dissolution.
13. If any Member has behaved in a manner calculated to be unduly to the inconvenience of the other Members of the Association or likely to be injurious to the reputation or interests of the Association, the Management Committee may by resolution call upon such Member to resign from the Association forthwith and if he fails to resign, may by resolution strike his name off the roll of Members or may suspend his membership for such period of time as the Management Committee deems expedient. Provided that at least one week before the meeting at which such resolution of the suspension or expulsion of the Member is passed, the Member shall have had notice thereof and of the intended resolution and shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation which he may think fit.

General Meetings

14. A general meeting of the Association shall be held once in every year, not more than fifteen months after the holding of the last preceding general meeting, and at such time and place as may be prescribed by the Management Committee.
15. In default of a general meeting being so held, a general meeting may be convened by a written requisition by Members holding no less than 20% of the voting rights in the said manner as nearly as possible as that in which general meetings are to be convened by the Management Committee.
16. The abovementioned general meetings shall be called annual general meetings; all other general meetings shall be called extraordinary general meetings.
17. The Management Committee may, whenever they think fit, convene an extraordinary general meeting. An extraordinary general meeting shall also be convened on such written requisition of Members holding no less than 20% of the voting rights.

Notice of General Meetings

18. Subject to the provisions of Section 116 of the Ordinance relating to annual general meetings or a meeting for the passing of special resolutions, 14 days notice at the least (exclusive of the day on which the notice is served or declared to be served, but inclusive of the day for which notice is given), specifying the place, the day and the hour of the meeting and in case of special business, the general nature of that business shall be given in manner

hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Association in general meeting to such persons as are under the regulations of the Association entitled to receive such notice from the Association; but with the consent of all the Members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those Members may think fit.

19. The accidental omission to give notice of a meeting to, or the nonreceipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

Proceedings at General Meetings

20. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting shall also be deemed special with the exception of the consideration of the accounts, balance sheets, and the reports of the Management Committee and the Auditors, the election of Management Committee members and other officers in the place of those retiring, and the fixing of the remuneration of the Auditors.

21. No business shall be transacted at any general meeting unless a quorum of Members is present at the commencement of the business. Two Members present in person shall form a quorum.

22. If within one hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened on the requisition of the Members, shall be dissolved, and in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at such adjourned meeting a quorum of Members is not present it shall be adjourned sine die.

23. The Chairman (if any) shall preside as chairman of every general meeting of the Association.

24. If there is no Chairman or if at any meeting he is not present within 15 minutes after the time appointed for the holding of the same, the Vice-Chairman shall preside, but if there is no Vice-Chairman or if at any meeting he is not present at the time of holding the same, the Members present shall choose one of their member to preside at the meeting.

25. The Chairman (or other person presiding at such meeting) may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

26. At any general meeting a resolution put to the meeting shall be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by at least three Voting or Founding Members, and unless a poll is so demanded a declaration by the Chairman (or other person presiding at such meeting) that the resolution has, on a show of hands, been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.

27. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairman (or other person presiding at such meeting) directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Votes of Members

28. (a) On a show of hands, each Voting Member and Founding Member shall have one vote.

(b) On a poll, each Voting Member shall have one vote whereas each Founding Member shall carry 1,000 votes.

(c) Poll votes may be given either personally or by proxy.

29. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the company.

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is

signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

31. An instrument appoint a proxy shall be in the following form or a form as near thereto as circumstances admit:—

“ Limited.

I/We of
 , being a member/members of the above named company, hereby appoint
 of or failing him
 of , as my/our proxy to vote for me/us
 on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company to be held
 on the day of 20 , and at any adjournment thereof.

Signed this day of 20 .”

32. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit—

“ Limited.

I/We of
 , being a member/members of the above named company, hereby appoint
 of or failing him
 of , as my/our proxy to vote for me/us
 on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the company to be held
 on the day of 20 , and at any adjournment thereof.

Signed this day of 20 .

This form is to be used * in favour of the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.
against

*Strike out whichever is not desired.”

33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

34. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Patrons

35. The Management Committee may from time to time resolve to request suitable persons to accept the honorary and non-executive offices of Patrons of the Association. The Patrons of the Association need not be Members of the Association.

Management Committee

36. (a) The management and control of the property and affairs of the Association shall be vested in a Management Committee which shall comprise of the Chairman, the Vice Chairman, the Honorary Treasurer, the Honorary Secretary and other Committee members.

(b) The first Management Committee members shall be the 7 Founding Members of the Hong Kong Billiards & Snooker Control Council on the date of incorporation of the Association. The first Management Committee members shall retire at the first general meeting of the Association but shall be eligible for re-election or nomination.

37. The Management Committee members shall retire from office on the 31st day of December every year.

38. The Management Committee shall have power at any time, and from time to time, to co-opt a member as an additional Management Committee member who shall retire from office on the 31st day of December next ensuing after his appointment as aforesaid, but shall be eligible for re-appointment.

39. The office of a Management Committee member shall be vacated if he becomes bankrupt or of unsound mind or if he resigns his office by notice in writing to the Association or if he shall cease to be a member of the Association.

40. The Management Committee shall meet for the despatch of the business of the Association on such day and at such hour and such place as the Management Committee thinks proper.

41. The Hon. Secretary shall on the requisition of not fewer than 2 Management Committee members convene a meeting of the Management Committee.

42. (a) The Chairman shall preside at all the meetings of the Management Committee but if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding of the meeting the Vice-Chairman shall preside and if the Vice-Chairman is not present the members present may choose one of their member to preside at the meeting.

(b) The quorum necessary for the transaction of business of the Management Committee shall be 4.

43. (a) Questions arising at any meetings of the Management Committee shall be determined by a majority of votes of those present and voting and in the case of an equality of votes the Chairman (or the person presiding at such meeting) shall have a second or casting vote.

(b) A resolution in writing signed by majority of the Management Committee members and annexed or attached to the Minute Book of the Association shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Management Committee members. A cable or telex message sent by a Management Committee member shall be deemed to be a document signed by him for the purposes of this Article.

44. The Management Committee may exercise all such powers of the Association as are not by the Ordinance or by any statutory modification or re-enactment thereof for the time being in force or by these Articles required to be exercised by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.

45. In addition to all powers expressly conferred upon them by the preceding Article, and without detracting from the generality thereof, the Management Committee shall have the following powers, namely:—

(a) To expend the funds of the Association in such manner as it shall consider most beneficial for the purposes of the Association and to invest in the name of the Association or in the names of trustees such part thereof as it may seem fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the purposes of the Association;

(b) To acquire in the name of the Association or in the names of trustees, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings or premises for the use of the Association;

(c) To enter into contracts on behalf of the Association.

(d) To borrow money upon the security of any property of the Association, and to grant or direct to be granted mortgages for securing the same;

- (e) From time to time make, vary and repeal byelaws (not being repugnant to or inconsistent with the Memorandum or Articles of Association of the Association) for regulating the conduct of the affairs of the Association provided that such byelaws shall not constitute or involve such an alteration of or addition to these Articles as could only lawfully be made by special resolution;
- (f) To grant to such person or persons as the Management Committee may from time to time decide bursaries, scholarships, subsidies, allowances, loans (whether interest bearing or interest free) and other forms of financial assistance, including, but not limited to, giving of guarantee for payment of passages, fees and other monies for the persons assisted by the Association and to decide the amounts of financial assistance to be granted and the terms and conditions therefor.
- (g) Generally to do all things necessary or expedient for the due conduct of the affairs of the Association not herein otherwise provided for.

46. (a) The Management Committee may delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.

(b) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed by the Management Committee and any decision of any such Committee shall be subject to confirmation by the Management Committee.

(c) A Committee may meet and adjourn as it thinks proper.

(d) Minutes of the meetings of all Committees shall be considered at the next following meeting of the Management Committee who may either refuse or reject the decision of a Committee or refer such decision back to the Committee for reconsideration.

(e) Subject to any regulation made by the Management Committee under paragraph (b) hereof all Committees shall have power to co-opt any persons whether members of the Association or not for specific purposes and for a period not extending beyond the date of the next annual general meeting of the Association.

(f) The quorum necessary for the transaction of the business of a Committee shall be two.

47. The Management Committee shall cause minutes to be kept in proper books provided for that purpose of all resolutions and proceedings of the Management Committee and of all Committees of the Management Committee. The minutes of a meeting of the Management Committee and if approved shall be signed by the Chairman and every minutes when so signed shall be sufficient evidence of the matters therein recorded.

48. All acts done by any meeting of the Management Committee or of a Committee thereof or by any person acting as a Management Committee member or a member of a Committee thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Management Committee member or any such member of the Committee or persons acting as aforesaid or that they or any of them were disqualified as Management Committee member or members of the Committee, be as valid as if every person had been duly appointed and was qualified to be a Management Committee member or a member of the Committee.

49. No Management Committee member or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Management Committee members or officers, or for joining in any receipt or other act for conformity, or for any loss or expenses happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Management Committee for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereof.

The Seal

50. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Management Committee and in the presence of two Management Committee members or such other person as the Management Committee shall appoint for that purpose; and those Management Committee members or such other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.

51. Notwithstanding anything in the immediately preceding Article the Management Committee may from time to time give a general authority to execute instruments on behalf of the Association (with or without any restriction as to the class or classes of instrument to which such authority shall extend) to such persons as may be specified in the resolution with power from time to time to revoke or vary any such authority provided the particulars shall be entered into the book of the Association of every instrument executed pursuant to such general authority and the book shall be produced at the next meeting of the Management Committee and the Chairman or other person presiding thereat shall initial the entries therein relating to instrument so executed since the last meeting of the Management Committee.

Books and Accounts

52. The Management Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place, all sales and purchases by the Association, and the assets and liabilities of the Association. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

53. The books of the account shall be kept at the registered office of the Association or at such other place or places as the Management Committee thinks fit and shall always be open to the inspection of the Management Committee members.

54. The Association in general meeting may from time to time impose reasonable restrictions as the time and manner in which the books and accounts of the Association shall be open to the inspection of the Members and subject thereto such books and accounts shall be open to their inspection during business hours.

55. The Management Committee shall from time to time in accordance with the provisions of the Ordinance cause to be prepared and to be laid before the Association in general meeting such income and expenditure accounts balance sheets and reports as are referred to in those provisions.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Auditor's Report shall not less than 21 days before the date of the meeting be sent to all the Members of the Association not less than 21 days before the date of the meeting.

57. Auditors shall be appointed and their duties shall be regulated in accordance with the provisions of the Ordinance or any statutory modification thereof for the time being in force.

Notice

58. A notice may be given by the Association to any Member either personally or by sending it by pre-paid post to him to his address registered with the Association.

59. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting a prepaid letter containing the notice and to have been effected in the case of the address of a Member being in Hong Kong on the second day following that on which it was posted and in the case of the address of a Member being overseas, on the third day following that on which it was posted.

Winding Up

60. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect as if the same were repeated in these Articles.

Secretary

61. The first Secretary of the Company shall be **BOXING SECRETARIES LIMITED**.

Names, Addresses and Descriptions of Subscribers

(Sd.) Lee Siu Kau Isaac
Lee Siu Kau Isaac (李肇球)
18 Wai Fung Street,
2/F., Aplichau,
Hong Kong.
Businessman

(Sd.) Lo Tsun Ying
Lo Tsun Ying (羅俊英)
19E Lai Yee Court,
Shaukiwan Plaza,
17 Nam Hong Street,
Shaukiwan, Hong Kong.
Civil Servant

Dated the 27th day of April, 2000.
WITNESS to the above signatures:

(Sd.) Tong Chi Keung
Businessman
Flat A, 22/F., Block 1,
Hilltop Garden,
33 Fung Shing Street,
Ngau Chi Wan, Kowloon,
Hong Kong.