

樣本A的說明

私人股份有限公司的組織章程細則 〈簡化格式〉

“樣本A”是供私人股份有限公司使用的**組織章程細則的簡化格式**。擬備這份組織章程細則是基於我們假設採納這份組織章程細則的公司會在符合《公司條例》(第622章)的規定下，盡量簡化其執行。舉例而言，

- (a) 公司只有一種類別的股份，並且是全部已繳足款；及
- (b) 董事不委任候補董事。

因此，這份組織章程細則或會比較適合由公司擁有人管理的小型企業。為求簡潔起見，法定條文會盡量不重複。

《公司(章程細則範本)公告》(第622H章)附表2訂明供私人股份有限公司採納的組織章程細則範本(下稱「附表2」)。“樣本A”不包括附表2有關下列事項的條文：

- 委員會(附表2第6條及於附表2與其相關的提述)；
- 候補董事(附表2第15、28至30條及於附表2與其相關的提述)；
- 複合決議(附表2第24條)；
- 股份的類別(附表2第55及57條及於附表2與其相關的提述)；
- 綜合股份證明書(附表2第61條及於附表2與其相關的提述)；及
- 核數師的保險(附表2第83條)。

公司如認為“樣本A”合適可加以採納。如因採納“樣本A”的組織章程細則而可能導致出現任何影響公司或其高級人員的事宜，請徵詢專業顧問的意見。

你可在此檢視樣本A的中文及英文版本，系統會根據你選擇的語言製備中文或英文版本的組織章程細則。

樣本A
(簡化格式)

《公司條例》(第622章)

私人股份有限公司 組織章程細則

[公司英文名稱]
[公司中文名稱]

A部 章程細則必備條文

1. 公司名稱 本公司的名稱是

“[公司英文名稱]
[公司中文名稱]”

2. 成員的法律責任

成員的法律責任是有限的。

3. 成員的法律責任或分擔

成員的法律責任，是以該等成員所持有的股份的未繳款額為限的。

4. 股本及最初的股份持有情況(公司組成時)

建議發行的股份總數

[10,000]

公司的創辦成員認購的股本總額

[港元10,000]

(i) 將要繳付或視為已繳付的總款額

[港元10,000]

(ii) 尚未或視為尚未繳付的總款額

[港元0]

股份的類別	[普通]
公司建議發行這類別的股份總數	[10,000]
公司的創辦成員認購這類別的股份總額	[港元10,000]
(i) 將要繳付或視為已繳付的總款額	[港元10,000]
(ii) 尚未或視為尚未繳付的總款額	[港元0]

本人/我們，即下述的簽署人，意欲組成一間公司及意欲採納隨附的組織章程細則，本人/我們並各自同意認購按照我們各人名稱所對列之股本及股份數目。

創辦成員的姓名	股份數目及股本總額
[英文名稱] [中文名稱]	[10,000] [普通]股 [港元10,000]
總數：	[10,000] [普通]股 [港元10,000]

B 部 章程細則其他條文

第 1 部 釋義

1. 釋義

(1) 在本《章程細則》中 —

已繳 (paid)指已繳，或入帳列為已繳；

已繳足款 (fully paid)就某股份而言，指該股份的發行價已向本公司繳足；

分派對象 (distribution recipient)在須就某股份支付股息或其他款項的情況下，就該股份而言 —

(a) 指該股份的持有人；

(b) (如該股份有 2 名或多於 2 名聯名持有人)指姓名或名稱較先記入成員登記冊者；或

(c) (如持有人因為去世或破產，或在其他情況下藉法律的施行，而不再擁有該股份)指承傳人；

代表通知書 (proxy notice) — 參閱第 43(1)條；

本《章程細則》 (articles)指本公司的組織章程細則；

成員登記冊 (register of members)指本公司的成員登記冊；

有聯繫公司 (associated company)指 —

(a) 本公司的附屬公司；

(b) 本公司的控權公司；或

(c) 上述控權公司的附屬公司；

承傳人 (transmittee)指因為某成員去世或破產(或在其他情況下藉法律的施行)而擁有某股份的人；

持有人 (holder)就某股份而言，指姓名或名稱作為該股份的持有人而記入成員登記冊的人；

《條例》 (Ordinance)指《公司條例》(第 622 章)；

精神上無行為能力 (mental incapacity)具有《精神健康條例》(第 136 章)第 2(1)條給予該詞的涵義；

精神上無行為能力者 (mentally incapacitated person)定義如下：如某人屬《精神健康條例》(第 136 章)所指的、因精神上無行為能力而無能力處理和管理其財產及事務的人，該人即屬**精神上無行為能力者**。

(2) 本《章程細則》中使用的其他字詞的涵義，與在本公司開始受本《章程細則》約束之日有效的《條例》中該等字詞的涵義相同。

(3) 如某文件以《條例》第 828(5)或 829(3)條所規定的為施行《條例》而認證文件或資料的方式，獲得認證，則就本《章程細則》而言，該文件即屬經認證。

(4) 《公司(章程細則範本)公告》(第 622H 章)附表 2 內的《章程細則》不適用於本公司。

第 2 部 私人公司

2. 本公司屬私人公司

(1) 本公司屬私人公司，據此 —

(a) 成員轉讓股份的權利，受本條指明的方式限制；

(b) 成員數目上限是 50 名；及

(c) 任何人不得邀請公眾人士認購本公司的任何股份或債權證。

(2) 董事可按其酌情決定權，拒絕登記某股份的轉讓。

(3) 在第(1)(b)款中 —

成員 (member)不包括 —

(a) 屬本公司僱員的成員；及

(b) 曾同時屬成員及本公司的僱員，但於不再屬本公司僱員後仍繼續是成員的人。

(4) 就本條而言，如 2 名或多於 2 名人士聯名持有本公司股份，他們須視為 1 名成員。

第 3 部 董事及公司秘書

第 1 分部 — 董事的權力和責任

3. 董事的一般權限

(1) 在《條例》及本《章程細則》的規限下，本公司的業務及事務均由董事管理，董事可行使本公司的一切權力。

(2) 如在對本《章程細則》作出某項修改前，董事作出如無該項修改便屬有效的作為，該項修改不會使該作為失效。

(3) 本條給予的權力，不受本《章程細則》給予董事的任何其他權力局限。

(4) 凡董事可行使某權力，有達到法定人數的董事出席的董事會議，即可行使該權力。

4. 成員的備留權力

- (1) 成員可藉特別決議，指示董事作出某指明的行動，或不得作出某指明的行動。
- (2) 上述特別決議，不會使董事在該決議通過前已作出的任何作為失效。

5. 董事可轉授權力

- (1) 在本《章程細則》的規限下，凡本《章程細則》向董事授予任何權力，而董事認為合適，董事即可按以下規定，轉授該權力 —
 - (a) 轉授的對象，可以是任何人；
 - (b) 可藉任何方法(包括藉授權書)轉授；
 - (c) 可在任何程度上轉授，而轉授可不受地域限制；
 - (d) 可就任何事情作出轉授；
 - (e) 可按任何條款及條件，作出轉授。
- (2) 如董事有所指明，上述董事權力轉授可授權其對象，進一步轉授該權力。
- (3) 董事可 —
 - (a) 完全或局部撤銷上述權力轉授；或
 - (b) 撤銷或修改其條款及條件。

第 2 分部 — 董事決策

6. 董事共同作出決定

- (1) 董事的決定只可 —
 - (a) 由會議上董事的過半數票作出；或
 - (b) 按照第 7 條作出。
- (2) 如 —
 - (a) 本公司只有 1 名董事；及
 - (b) 本《章程細則》沒有任何條文規定本公司須有多於 1 名董事，第(1)款不適用。
- (3) 如第(1)款不適用，則董事可不顧及本《章程細則》關乎董事作出決定事宜的條文，而作出決定。

7. 一致決定

- (1) 凡所有合資格的董事，均以任何方法(直接或間接地)向每名其他董事表明，他們在某事宜上持有相同的意見，董事即屬按照本條作出決定。
- (2) 上述決定可以用書面決議方式作出，惟該決議的文本須經每名合資格的董事簽署，或經每名合資格的董事以書面表示同意。
- (3) 在本條中，凡提述合資格的董事，即提述假使有關事宜獲建議提交予董事會議議決，便會有權就該事宜表決的董事。
- (4) 如合資格的董事的人數，不會達到董事會議的法定人數，則不得按照本條作出決定。

8. 召開董事會議

- (1) 任何董事均可召開董事會議，召開的方式，是向董事發出該會議的通知，或授權公司秘書發出該通知。
- (2) 董事會議的通知須顯示 —
 - (a) 該會議的建議日期及時間；及
 - (b) 該會議將於何處舉行。
- (3) 董事會議的通知須向每名董事發出，但無需採用書面形式。

9. 參與董事會議

- (1) 除本《章程細則》另有規定外，當有以下情況發生，董事即屬有參與董事會議或其部分 —
 - (a) 該會議按照本《章程細則》召開及舉行；及
 - (b) 每名董事均能夠就該會議所處理事務中的任何特定項目，向其他董事傳達自己所持的任何資料，或表達自己所持的任何意見。
- (2) 某董事身處何地，及董事如何彼此溝通，對斷定董事是否正參與董事會議，無關重要。
- (3) 如所有有參與董事會議的董事，並非身處同一地點，他們可將其中任何一人的身處地點，視為該會議的舉行地點。

10. 董事會議的法定人數

- (1) 除非董事會議有達到法定人數的董事參與，否則不得在該會議上就任何建議表決，但如屬召開另一個會議的建議，則不在此限。
- (2) 董事會議的法定人數，可經董事的決定不時訂定。除非另有訂定，否則上述法定人數是 2 人。除非董事是唯一董事，在此情況下法定人數是 1 人。

11. 在董事總數少於法定人數下進行會議

- 如在當其時，董事總數少於董事會議的法定人數，則董事只可就以下事宜作出決定 —
- (a) 委任更多董事；或

(b) 召開成員大會，以讓成員能夠委任更多董事。

12. 主持董事會議

- (1) 董事可委任一名董事，主持董事會議。
- (2) 當其時獲委任的董事，稱為主席。
- (3) 董事可隨時終止主席的委任。
- (4) 如在董事會議的指定開始時間過後的 10 分鐘內，主席沒有參與會議，或不願意主持會議，有參與會議的董事即可委任他們當中的其中一位，主持會議。

13. 主席在董事會議上的決定票

- (1) 如贊成和反對某建議的票數相同，主席(或主持董事會議的其他董事)即有權投決定票。
- (2) 如按照本《章程細則》，主席(或上述其他董事)不得在法定人數或表決程序上，獲算作有參與作出決定的過程，第(1)款即不適用。

14. 利益衝突

- (1) 如 —
 - (a) 某董事在任何與本公司訂立的交易、安排或合約中，以任何方式有(直接或間接的)利害關係，而該項交易、安排或合約對本公司的業務來說是重大的；而且
 - (b) 該董事的利害關係具相當分量，
本條即適用。
- (2) 有關董事須按照《條例》第 536 條，向其他董事申報該董事的利害關係的性質及範圍。
- (3) 上述董事—
 - (a) 於該董事在某項交易、安排或合約中有上述利害關係的情況下，不得就該項交易、安排或合約表決；亦
 - (b) 不得在關乎該項交易、安排或合約的情況下，計入法定人數內。
- (4) 如上述董事違反第(3)(a)款，有關票數即不獲點算。
- (5) 第(3)款不適用於 —
 - (a) 為以下目的作出的安排：就某董事貸給本公司的款項，或就某董事為本公司的利益而承擔的義務，給予該董事保證或彌償；
 - (b) 本公司就其債項或義務，向第三方提供保證的安排，前提是董事已根據一項擔保或彌償，或藉存交一項保證，承擔該債項或義務的全部或部分責任；
 - (c) 符合以下說明的安排：本公司及其任何附屬公司並不向董事或前董事提供特別的利益，但根據該項安排，本公司或該附屬公司的僱員及董事(或前僱員及董事)可得到利益；及
 - (d) 認購或包銷股份安排。
- (6) 在本條中(第(5)(d)及(7)款除外)，凡提述交易、安排或合約，即包括建議的交易、安排或合約。
- (7) 在本條中 —
認購或包銷股份安排 (arrangement to subscribe for or underwrite shares)指本公司的股份或其他證券的 —
 - (a) 認購，或建議的認購；
 - (b) 認購協議，或建議的認購協議；或
 - (c) 包銷協議，或建議的包銷協議。

15. 利益衝突的補充條文

- (1) 任何董事除擔任董事職位外，亦可兼任本公司轄下任何其他職位或有酬崗位(核數師職位除外；而在本公司只有 1 名董事的情況下，公司秘書職位亦除外)，該兼任職位或崗位的任期及(關於酬金或其他方面的)任用條款，由董事決定。
- (2) 董事或準董事並不因為其董事職位，而喪失作出以下作為的資格 —
 - (a) 在第(1)款所述的其他職位或有酬崗位的任期方面，與本公司訂立合約；或
 - (b) 以售賣人、購買人或其他身分，與本公司訂立合約。
- (3) 第(2)款所述的合約，或本公司(或由他人代本公司)訂立的、任何董事在其中以任何方式具有利害關係的交易、安排或合約，均不可被致使無效。
- (4) 訂立第(2)款所述的合約的董事，或在第(3)款所述的交易、安排或合約中具有利害關係的董事，均無法律責任 —
 - (a) 因為擔任董事職位；或
 - (b) 因為該職位所建立的受信任關係，
而向本公司交出因該項交易、安排或合約而得到的任何利益。
- (5) 第(1)、(2)、(3)或(4)款適用的前提是，有關董事已按照《條例》第 536 條，向其他董事申報(該款所指的)該董事的利害關係的性質及範圍。
- (6) 本公司的董事可以是下述公司的董事或其他高級人員，亦可以在其他情況下，在下述公司中具有利益 —
 - (a) 本公司發起的公司；或
 - (b) 本公司作為股東或以其他身分於其中具有利益的公司。
- (7) 除非《條例》另有規定或本公司另有指示，否則上述董事無須就該董事作為其他公司的董事或高級人員而收取的任何酬金或其他得益，或就源自該董事在其他公司中具有的利益的任何酬金或其他得益，向本公司作出交代。

16. 董事會議的作為的有效性

董事會議的作為的有效性，或任何人以董事身分作出的作為的有效性，均猶如有關董事或人士均經妥為委任為董事並具有資格擔任董事一樣，即使事後發現有以下情況亦然 —

- (a) 任何董事的委任，或上述以董事身分行事的人的委任，有欠妥之處；
- (b) 他們當中的任何 1 人或多於 1 人在當時不具備擔任董事的資格，或已喪失該資格；
- (c) 他們當中的任何 1 人或多於 1 人在當時已不再擔任董事；或
- (d) 他們當中的任何 1 人或多於 1 人在當時無權就有關事宜表決。

17. 備存決定的紀錄

董事須確保，本公司備存董事根據第 6(1)條作出的每項決定的書面紀錄，備存期最少 10 年，自該決定作出的日期起計。

18. 關於唯一董事的決定的書面紀錄

- (1) 如本公司只有 1 名董事，而該董事作出任何符合以下說明的決定，本條即適用 —
 - (a) 可由董事會議作出；並
 - (b) 具有猶如已在該會議上獲同意的效力。
- (2) 董事須在作出上述決定後的 7 日內，向本公司提供一份該項決定的書面紀錄。
- (3) 如上述決定是以書面決議形式作出，則董事無須遵守第(2)款。
- (4) 如上述決定是以書面決議形式作出，則本公司須備存該決議，備存期最少 10 年，自該決定作出的日期起計。
- (5) 本公司亦須備存按照第(2)款向本公司提供的書面紀錄，備存期最少 10 年，自有關決定作出的日期起計。

19. 董事訂立更多規則的酌情決定權

在本《章程細則》的規限下，董事可 —

- (a) 就他們如何作出決定，訂立他們認為合適的規則；並
- (b) 就如何記錄或向董事傳達該等規則，訂立他們認為合適的規則。

第 3 分部 — 董事的委任及卸任

20. 董事的委任及卸任

- (1) 如某人願意成為董事，而法律准許該人成為董事，該人可經 —
 - (a) 普通決議；或
 - (b) 董事的決定，獲委任為董事。
- (2) 除非有關委任另有指明，否則根據第(1)(a)款委任的董事的董事任期不限。
- (3) 根據第(1)(b)款作出的委任，只可為以下目的作出 —
 - (a) 填補期中空缺；或
 - (b) 在董事總數不超過按照本《章程細則》訂定的數目的前提下，在現任董事以外，委任董事。
- (4) 根據第(1)(b)款委任的董事須 —
 - (a) 在該項委任後的首個周年成員大會上卸任；或
 - (b) (如本公司已免除舉行周年成員大會，或無須舉行周年成員大會)在本公司的有關會計參照期結束後的 9 個月內卸任，有關會計參照期，即斷定該董事的委任所屬財政年度所依據的會計參照期。

21. 卸任董事有資格再獲委任

卸任的董事有資格再度獲委任為董事。

22. 董事停任

如擔任董事的人 —

- (a) 根據《條例》或《公司(清盤及雜項條文)條例》(第 32 章)，停任董事，或被法律禁止擔任董事；
- (b) 破產，或與其債權人概括地訂立債務償還安排或債務重整協議；
- (c) 成為精神上無行為能力者；
- (d) 按照《條例》第 464(5)條，藉書面辭職通知，辭去董事職位；
- (e) 在沒有董事的批准下，在超過 6 個月期間的所有董事會議中缺席；或
- (f) 經本公司的普通決議被罷免董事職位，

該人即停任董事。

23. 董事酬金

- (1) 董事的酬金須由本公司於成員大會上釐定。
- (2) 董事的酬金可 —
 - (a) 以任何形式支付；及
 - (b) 包括與以下事項關連的安排：向該董事支付退休利益，或支付涉及該董事的退休利益。
- (3) 董事的酬金逐日計算。

24. 董事的開支

董事就其以下行為而恰當地招致的交通、住宿及其他開支，可由本公司支付 —

- (a) 出席 —
 - (i) 董事會議；
 - (ii) 成員大會；或
- (b) 行使其關乎本公司的權力，及履行其關乎本公司的責任。

第 4 分部 — 董事的彌償及保險

25. 彌償

- (1) 如任何疏忽、失責、失職或違反信託的行為，是關乎本公司或本公司的有聯繫公司的，而本公司的董事或前董事在與該等行為有關連的情況下，招致須對本公司或該有聯繫公司(視屬何情況而定)以外的任何人承擔的法律責任，則本公司的資產，可運用作就該法律責任彌償該董事。
- (2) 第(1)款適用的前提是，有關彌償不得涵蓋 —
 - (a) 該董事繳付以下款項的法律責任 —
 - (i) 在刑事法律程序中判處的罰款；或
 - (ii) 須就不遵守屬規管性質的規定而以罰款形式繳付的款項；或
 - (b) 該董事任何以下法律責任 —
 - (i) (如該董事在刑事法律程序中被定罪)該董事因在該法律程序中作抗辯而招致的法律責任；
 - (ii) (如本公司或本公司的有聯繫公司提起民事法律程序，而在該法律程序中，該董事被判敗訴)該董事因在該法律程序中作抗辯而招致的法律責任；
 - (iii) (如本公司的成員或本公司的有聯繫公司的成員代本公司提起民事法律程序，而在該法律程序中，該董事被判敗訴)該董事因在該法律程序中作抗辯而招致的法律責任；
 - (iv) (如本公司的有聯繫公司(前者)的成員，或前者的有聯繫公司的成員，代前者提起民事法律程序，而在該法律程序中，該董事被判敗訴)該董事因在該法律程序中作抗辯而招致的法律責任；或
 - (v) (如該董事根據《條例》第 903 或 904 條申請濟助，而原訟法庭拒絕向該董事授予該濟助)該董事在與該申請有關連的情況下招致的法律責任。
- (3) 在第(2)(b)款中，提述定罪、判決或拒絕授予濟助之處，即提述在有關法律程序中的終局決定。
- (4) 為施行第(3)款，任何定罪、判決或拒絕授予濟助 —
 - (a) 如沒有遭上訴，在提出上訴的限期結束時，即屬終局決定；或
 - (b) 如遭上訴，在該上訴或任何進一步上訴獲了結時，即屬終局決定。
- (5) 為施行第(4)(b)款，如上訴 —
 - (a) 已獲判定，而提出進一步上訴的限期已結束；或
 - (b) 已遭放棄，或已在其他情況下失效，該上訴即屬獲了結。

26. 保險

董事可決定就以下法律責任，為本公司的董事或本公司的有聯繫公司的董事，投購保險，並保持該保險有效，費用由本公司負擔 —

- (a) 該董事在與關乎本公司或該有聯繫公司(視屬何情況而定)的疏忽、失責、失職或違反信託行為(欺詐行為除外)有關連的情況下對任何人承擔的法律責任；或
- (b) 該董事在針對該董事提出的民事或刑事法律程序中作抗辯而招致的法律責任，而該法律程序是針對該董事犯的關乎本公司或該有聯繫公司(視屬何情況而定)的疏忽、失責、失職或違反信託行為(包括欺詐行為)而提出的。

第 5 分部 — 公司秘書

27. 公司秘書的委任及免任

- (1) 董事可按其認為合適的任期、酬金及條件，委任公司秘書。
- (2) 董事可免任他們委任的公司秘書。

第 4 部 成員作出決定

第 1 分部 — 成員大會的組織

28. 成員大會

- (1) 除《條例》第 611、612 及 613 條另有規定外，本公司須按照《條例》第 610 條，就本公司的每個財政年度，舉行成員大會，作為其周年成員大會。
- (2) 董事如認為合適，可召開成員大會。
- (3) 如根據《條例》第 566 條，董事須召開成員大會，他們須按照《條例》第 567 條召開成員大會。
- (4) 如董事沒有按照《條例》第 567 條召開成員大會，則要求舉行成員大會的成員，或他們當中擁有他們全體的總表決權一半以上者，可自行按照《條例》第 568 條召開成員大會。

29. 成員大會的通知

- (1) 召開周年成員大會，須有為期最少 21 日的書面通知。
- (2) 召開除周年成員大會以外的成員大會，須有為期最少 14 日的書面通知。
- (3) 通知期 —
 - (a) 不包括送達或當作送達有關通知當日；亦
 - (b) 不包括發出該通知當日。
- (4) 有關通知須 —
 - (a) 指明有關成員大會的日期及時間；
 - (b) 指明該大會的舉行地點(如該大會在 2 個或多於 2 個地方舉行，則指明該大會的主要會場及其他會場)；
 - (c) 述明有待在該大會上處理的事務的概略性質；
 - (d) (如有關通知屬周年成員大會的通知)述明該大會是周年成員大會；
 - (e) (如擬在該大會上動議某決議，不論是否特別決議) —
 - (i) 包含該決議的通知；及
 - (ii) 包含或隨附一項陳述，該陳述須載有為顯示該決議的目的而合理地需要的任何資料或解釋；
 - (f) (如擬在該大會上動議某特別決議)指明該意向，並包含該決議的文本；及
 - (g) 載有一項陳述，指明成員根據《條例》第 596(1)及(3)條委任代表的權利。
- (5) 如決議的通知 —
 - (a) 已根據《條例》第 567(3)或 568(2)條，包含在有關成員大會的通知內；或
 - (b) 已根據《條例》第 615 條發出，則第(4)(e)款並不就該決議而適用。
- (6) 儘管召開成員大會的通知期，短於本條所指明者，但如以下成員同意，則該大會仍視為已妥為召開 —
 - (a) (如該大會屬周年成員大會)所有有權出席該大會並有權於會上表決的成員；或
 - (b) (如該大會並非周年成員大會)過半數有權出席該大會並有權於會上表決的成員，惟該等成員須合共代表全體成員於會上的總表決權的最少 95%。

30. 有權收到成員大會通知的人

- (1) 成員大會的通知，須向以下人士發出 —
 - (a) 每名成員；及
 - (b) 每名董事。
- (2) 如本公司已獲得關於承傳人擁有股份的權利的通知，則在第(1)款中，提述成員，包括該承傳人。
- (3) 本公司如須向某成員發出本公司的成員大會的通知，或任何其他關乎該大會的文件，則在向該成員發出該通知或文件的同時，亦須向本公司的核數師發出該通知或文件的文本，如有多於 1 名核數師，則須向每名核數師發出該文本。

31. 意外漏發成員大會通知

如成員大會的通知沒有向任何有權收到該通知的人發出，而此事出於意外，或該人沒有接獲該通知，均不使有關成員大會的議事程序失效。

32. 出席成員大會和在會上發言

- (1) 凡某人在成員大會舉行期間，能夠妥當地向所有出席該大會的人，傳達自己就大會上的事務所持的資料，或表達自己對該事務所持的意見，該人即屬能夠於該大會上行使發言權。
- (2) 凡符合以下情況，某人即屬能夠於成員大會上行使表決權 —
 - (a) 該人在該大會舉行期間，能夠就交由該大會表決的決議，作出表決；而且
 - (b) 在斷定是否通過該決議時，該人所投的票，能夠與所有其他出席該大會的人所投的票，同時獲點算在內。
- (3) 董事可作出他們認為適當的任何安排，以使出席成員大會的人，能夠於會上行使其發言權及表決權。
- (4) 任何 2 名或多於 2 名出席成員大會的成員是否身處同一地點，對斷定該大會的出席情況，無關重要。
- (5) 如 2 人或多於 2 人雖然身處不同地點，但他們若在成員大會上有發言權及表決權的話，是能夠行使該等權利的，則他們均屬有出席該大會。

33. 成員大會的法定人數

- (1) 如有 2 名成員親身或由代表代為出席成員大會，2 人即構成成員大會的法定人數。如本公司只有一名成員，該成員親身或由代表代為出席成員大會，即構成本公司成員大會的法定人數。
- (2) 如成員大會的出席者人數，未達到法定人數，則除委任主席外，不得在該大會上處理任何事務。

34. 主持成員大會

- (1) 如董事局主席(如有的話)有出席成員大會，而且願意以主席的身分，主持該大會，則該大會由董事局主席擔任主席。
- (2) 如 —
 - (a) 沒有董事局主席；
 - (b) 董事局主席在成員大會的指定舉行時間過後的 15 分鐘內，仍未出席；
 - (c) 董事局主席不願意擔任成員大會主席；或
 - (d) 董事局主席已向本公司發出通知，表示無意出席成員大會，

- 則出席該大會的董事，須在他們當中推選 1 人，擔任大會主席。
- (3) 如 —
- (a) 沒有董事願意擔任主席；或
 - (b) 在成員大會的指定舉行時間過後的 15 分鐘內，沒有董事出席，則出席該大會的成員，須在他們當中推選 1 人，擔任大會主席。
- (4) 某代表可藉於成員大會上通過的本公司決議，獲選為大會主席。

35. 非成員出席及發言

- (1) 董事不論是否本公司成員，均可出席成員大會，並可於會上發言。
- (2) 即使其他人 —
- (a) 並非本公司成員；或
 - (b) 雖是本公司成員，但無權就成員大會行使成員權利，成員大會的主席仍可准許該人出席成員大會，及於會上發言。

36. 延期

- (1) 如在成員大會的指定舉行時間過後的半小時內，未有達到法定人數的人出席該大會 —
- (a) (如該大會是應成員的請求召開的)該大會即須散會；或
 - (b) (如屬其他情況)該大會延期至下一星期的同一日，在同一時間和地點舉行，或延期至董事決定的其他日期，在董事決定的時間和地點舉行。
- (2) 如在經延期的成員大會的指定舉行時間過後的半小時內，未有達到法定人數的人出席該大會，親身出席或由代表代為出席的成員的人數，即構成法定人數。
- (3) 如符合以下情況，主席可將有達到法定人數的人出席的成員大會延期 —
- (a) 該大會同意延期；或
 - (b) 主席覺得，為保障任何與會人士的安全，或為確保會上事務獲有秩序地處理，有必要延期。
- (4) 如成員大會作出延期指示，主席即須將該大會延期。
- (5) 主席將成員大會延期時，須指明成員大會延至何日何時，及在何地舉行。
- (6) 經延期的成員大會，只可處理該大會於延期前未完成的事務。
- (7) 如成員大會延期 30 日或多於 30 日，則須發出延期的成員大會的通知，如同須發出原本的成員大會的通知一樣。
- (8) 如成員大會延期少於 30 日，則無需發出延期的成員大會的通知。

第 2 分部 — 於成員大會上表決

37. 表決的一般規則

- (1) 交由成員大會表決的決議，須以舉手方式表決，但如有按照本《章程細則》妥為要求以投票方式表決，則屬例外。
- (2) 如在成員大會上表決票數均等，則不論表決是以舉手還是投票方式作出，大會主席均有權投第二票或決定票。
- (3) 如在成員大會上，以舉手方式就某決議表決，則由主席作出的 —
- (a) 指該決議已獲通過或未獲通過的宣布；或
 - (b) 指該決議是獲特定多數通過的宣布，即為該事實的確證，而無需證明所錄得的贊成或反對該決議的票數的數目或比例。
- (4) 在會議議事紀錄內的關乎上述宣布的記項，亦為該事實的確證，而無需加以證明。

38. 錯誤及爭議

- (1) 凡某人在成員大會上作表決，則除非對該人的表決資格的異議，是在該大會(或經延期的成員大會)上提出的，否則該異議不得提出。表決如未有在成員大會上遭推翻，即屬有效。
- (2) 任何異議均須交由成員大會的主席處理，主席的決定屬終局決定。

39. 要求投票表決

- (1) 以投票方式就某決議表決的要求，可在以下時間提出 —
- (a) 在將表決該決議的成員大會舉行之前；或
 - (b) 於成員大會上，以舉手方式就該決議表決的結果宣布之時或之前。
- (2) 以下人士可要求就某決議投票表決 —
- (a) 大會主席；
 - (b) 最少 2 名親身或由代表代為出席成員大會的成員；或
 - (c) 持有於成員大會上有表決權的全體成員的總表決權的最少 5%，並親身或由代表代為出席成員大會的任何成員。
- (3) 委任代表的文書，須視為有授權有關代表要求或參與要求就某決議投票表決。
- (4) 就某決議投票表決的要求，可以撤回。

40. 成員持有的票數

- (1) 在成員大會上就某決議舉手表決時，每名以下人士均有 1 票 —
- (a) 親身出席的成員；及

- (b) 獲有權就該決議表決的成員妥為委任並親身出席的代表。
- (2) 如某成員委任多於 1 名代表，該等代表無權就有關決議舉手表決。
- (3) 在成員大會上就某決議投票表決時 —
 - (a) 每名親身出席的成員就其所持有的每一股股份，均有 1 票；及
 - (b) 獲某成員妥為委任並親身出席的代表就該委任所關乎的每一股股份，均有 1 票。
- (4) 本條的效力，不得抵觸附於任何股份或股份類別的任何權利或限制。

41. 股份聯名持有人的表決

- (1) 就股份聯名持有人而言，只有由有作出表決而排名最先的持有人作出的表決(及任何由該持有人妥為授權的代表作出的表決)，方可獲計算在內。
- (2) 就本條而言，股份持有人排名的先後，取決於有關聯名持有人在成員登記冊上的排名次序。

42. 精神上無行為能力的成員的表決

- (1) 如某成員屬精神上無行為能力者，則不論是舉手或投票表決，該成員均可由其受託監管人、接管人、監護人，或由原訟法庭所指定屬受託監管人、接管人或監護人性質的其他人，作出表決。
- (2) 上述受託監管人、接管人、監護人或其他人，均可在舉手或投票表決中，由代表代為表決。

43. 代表通知書的內容

- (1) 代表的委任須藉符合以下說明的書面通知(**代表通知書**)作出，方屬有效 —
 - (a) 該通知述明委任該代表的成員的姓名或名稱及地址；
 - (b) 該通知識別獲委任為該成員的代表的人，及該項委任所關乎的成員大會；
 - (c) 該通知經認證，或經他人代該成員簽署；及
 - (d) 該通知按照本《章程細則》，及按照該大會的通知所載的指示，交付本公司。
- (2) 本公司可規定代表通知書以某特定形式交付，並可為不同目的，指明不同的形式。
- (3) 本公司如規定或容許以電子形式，交付代表通知書予本公司，則可規定代表通知書的交付須按本公司指明的保安安排，妥為保護。
- (4) 委任某代表的代表通知書可指明，該代表將如何就關乎成員大會上處理事務的 1 項或多於 1 項決議表決(或指明該代表不得就該等決議表決)。
- (5) 除非委任某代表的代表通知書另作說明，否則該通知書須視為 —
 - (a) 容許該代表有酌情決定權，決定如何就任何交由有關成員大會表決的附帶或程序事宜的決議表決；及
 - (b) 不但就某成員大會本身委任該人為代表，亦在該大會延期的情況下，就該經延期的大會，委任該人為代表。

44. 代委任代表的成員，簽立代表委任文書

如代表通知書未經認證，它須隨附書面證據，證明簽立有關代表委任文書的人，有權代作出有關委任的成員，簽立該文書。

45. 代表通知書的交付，及撤銷代表委任的通知

- (1) 除非在以下時間之前，代表通知書已送抵本公司，否則該通知書屬無效 —
 - (a) (如屬成員大會或經延期的成員大會)舉行該大會的指定時間前的 48 小時；及
 - (b) (如有人要求投票表決，而投票是在該要求作出後的 48 小時後進行)指定的表決時間前的 24 小時。
- (2) 根據代表通知書作出的委任，可被撤銷。撤銷的方法，是向本公司交付書面通知，該通知須由發出(或由他人代為發出)該代表通知書的人發出，或由他人代該人發出。
- (3) 除非在以下時間之前，撤銷上述委任的通知已送抵本公司，否則該通知屬無效 —
 - (a) (如屬成員大會或經延期的成員大會)舉行該大會的指定時間前的 48 小時；及
 - (b) (如有人要求投票表決，而投票是在該要求作出後的 48 小時後進行)指定的表決時間前的 24 小時。

46. 成員親身表決影響代表的權力

- (1) 在《條例》第 605 條列明的情況下，代表就有關決議具有的權力，須視為已被撤銷。
- (2) 即使有效的代表通知書，已由有權出席成員大會或在成員大會上發言或(以舉手或投票方式)表決的成員向本公司交付，或已代表成員如此交付，該成員仍然就該大會或經延期的該大會享有出席、發言或表決的權利。

47. 在委任代表的成員去世、變為精神上無行為能力等情況下，代表表決的效力

- (1) 儘管 —
 - (a) 委任代表的成員在表決前去世，或變為精神上無行為能力；
 - (b) 代表的委任被撤銷，或簽立代表委任文書所依據的權力被撤銷；或
 - (c) 代表委任所關乎的股份被轉讓，按照有關代表通知書的條款作出的表決，仍屬有效。
- (2) 如述明上述去世、精神上無行為能力、撤銷或轉讓情況的通知，在以下時間之前送抵本公司，則第(1)款不適用 —

- (a) (如屬成員大會或經延期的成員大會)舉行該大會的指定時間前的 48 小時；及
- (b) (如有人要求投票表決，而投票是在該要求作出後的 48 小時後進行)指定的表決時間前的 24 小時。

48. 修訂提出的決議

- (1) 在以下情況下，將會在某成員大會上提出的普通決議，可經由普通決議修訂 —
 - (a) 建議的修訂的書面通知，已向公司秘書發出；及
 - (b) 大會主席合理地認為，建議的修訂並沒有對有關決議的涵蓋範圍，造成重大改變。
- (2) 如有關普通決議，將會在某成員大會上提出，上述通知須在舉行該大會的時間的 48 小時前(或大會主席決定的較遲時間)，由有權於大會上投票的人發出。
- (3) 在以下情況下，將會在某成員大會上提出的特別決議，可經由普通決議修訂 —
 - (a) 在該大會上，大會主席建議作出修訂；及
 - (b) 該項修訂僅修正該決議中的文法錯誤，或其他無關宏旨的錯誤。
- (4) 如成員大會的主席雖然真誠地行事，但錯誤地判定任何對決議的修訂屬不妥善，則除非原訟法庭另有命令，否則該決議的表決仍屬有效。

第 5 部 股份及分派 第 1 分部 — 發行股份

49. 所有股份均須已繳足款

除非股份屬已繳足款，否則不得發行。

第 2 分部 — 股份中的權益

50. 公司僅受絕對權益約束

- (1) 除非法律規定，否則本公司不承認任何人為以信託形式持有股份。
- (2) 除非法律或本《章程細則》另有規定，否則除持有人在某股份中的絕對擁有權及隨附的一切權利以外，本公司完全不受該股份中的任何權益約束，亦完全不承認該股份中的任何權益。
- (3) 即使本公司知悉上述權益，第(2)款仍適用。

第 3 分部 — 股份證明書

51. 除在若干情況外須發出證明書

- (1) 本公司須 —
 - (a) 在配發股份或提交妥當的股份轉讓文書後的 2 個月內；或
 - (b) 在股份的發行條件所規定的其他限期內，就每一名成員所持的股份，免費向該成員發出 1 份或多於 1 份證明書。
- (2) 如某股份由多於 1 人持有，則只可就該股份發出 1 份證明書。

52. 股份證明書的內容及簽立事宜

- (1) 股份證明書須指明 —
 - (a) 它是就多少股份發出的；
 - (b) 該等股份屬已繳足款；及
 - (c) 編配予該等股份的任何識別號碼。
- (2) 股份證明書須 —
 - (a) 蓋有本公司的法團印章，或本公司的(《條例》第 126 條所指的)正式印章；或
 - (b) 以其他方式按照《條例》簽立。

53. 作替代的股份證明書

- (1) 如有就某成員所持的股份發出證明書，而該證明書遭塗污、破損、遺失或毀掉，該成員有權就相同的股份獲發證明書作替代。
- (2) 某成員如有權獲發作替代的證明書，並行使此權利，則 —
 - (a) 須將遭塗污或破損的須予替代的證明書，歸還予本公司；及
 - (b) 須遵從董事所決定的、在證據、彌償及支付合理款項方面的條件。

第 4 分部 — 轉讓及傳轉股份

54. 轉讓股份

- (1) 股份可藉普通形式的轉讓文書轉讓，亦可藉董事批准的其他形式的轉讓文書轉讓。上述文書須由出讓人及受讓人簽立，或由他人代出讓人及受讓人簽立。
- (2) 本公司不得就登記任何轉讓文書或其他關乎或影響股份的所有權的文件，收取費用。
- (3) 本公司可保留任何經登記的轉讓文書。
- (4) 在受讓人的姓名或名稱作為某股份的持有人而記入成員登記冊前，出讓人仍是該股份的持有人。

55. 董事拒絕股份轉讓的權力

- (1) 在不局限第 2(2)條的前提下，在以下情況下，董事可拒絕登記某股份的轉讓 —
 - (a) 有關轉讓文書沒有遞交至本公司的註冊辦事處，亦沒有遞交至董事指定的其他地點；
 - (b) 有關轉讓文書並沒有隨附其所關乎的股份的證明書，亦沒有隨附董事合理要求的其他證據，以證明出讓人作出有關轉讓的權利，或證明其他人代出讓人作出該項轉讓的權利；或
 - (c) 有關轉讓涉及多於 1 類別的股份。
- (2) 如董事根據第(1)款或第 2(2)條拒絕登記某股份的轉讓 —
 - (a) 出讓人或受讓人可要求得到一份述明拒絕理由的陳述書；及
 - (b) 有關轉讓文書須歸還提交它的出讓人或受讓人，但如董事懷疑建議的轉讓可能具欺詐成份，則不在此限。
- (3) 凡轉讓文書於某日遞交予本公司，則在該日期後的 2 個月內，它須連同拒絕登記轉讓的通知，按照第 2(b)款歸還。
- (4) 如出讓人或受讓人根據第(2)(a)款提出要求，董事須在接獲要求後的 28 日內 —
 - (a) 將一份述明拒絕理由的陳述書，送交該人；或
 - (b) 登記有關轉讓。

56. 傳轉股份

如某成員去世 —

- (a) 而該成員是股份的聯名持有人，本公司只可承認該等聯名持有人中的尚在世者有該股份的所有權；及
- (b) 而該成員是股份的單獨持有人，本公司只可承認該成員的合法遺產代理人有該股份的所有權。

57. 承傳人的權利

- (1) 如某承傳人按董事的恰當要求，出示被要求出示的證據，證明本身擁有有關股份的權利，該承傳人在本《章程細則》的規限下，可選擇成為該股份的持有人，或選擇將該股份轉讓予另一人。
- (2) 董事有權拒絕或暫停辦理有關登記，一如假使在有關傳轉前有關持有人已轉讓有關股份的話，董事本會有權拒絕或暫停辦理登記股份轉讓一樣。
- (3) 某承傳人有權享有的股息或其他利益，等同於該承傳人假使是有關股份的持有人的話便會享有者，惟該承傳人在尚未就該股份登記為成員前，無權就該股份行使任何憑藉成員資格而獲賦予的、關乎本公司會議的權利。
- (4) 董事可隨時發出通知，要求承傳人選擇成為有關股份的持有人，或選擇將該股份轉讓予另一人。
- (5) 如承傳人在自上述通知發出起計的 90 日內，沒有遵從該通知，董事可在該通知的要求獲遵從之前，暫緩支付須就該股份支付的所有股息、紅利或其他款項。

58. 行使承傳人權利

- (1) 承傳人如選擇成為某股份的持有人，須以書面將此事通知本公司。
- (2) 在接獲上述通知後的 2 個月內，董事須 —
 - (a) 將有關承傳人登記為有關股份的持有人；或
 - (b) 將拒絕登記的通知，送交有關承傳人。
- (3) 如董事拒絕辦理登記，承傳人可要求得到一份述明拒絕理由的陳述書。
- (4) 如承傳人根據第(3)款提出要求，董事須在接獲要求後的 28 日內 —
 - (a) 將一份述明拒絕理由的陳述書，送交該承傳人；或
 - (b) 將該承傳人登記為有關股份的持有人。
- (5) 承傳人如選擇將有關股份轉讓予另一人，即須就該股份簽立轉讓文書。
- (6) 本《章程細則》中關於股份轉讓權利及股份轉讓登記的一切限制及其他條文，均適用於第(1)款所指的轉讓，亦適用於第(5)款所指的轉讓，猶如有關傳轉並未發生，以及有關轉讓是有關股份的持有人在該項傳轉之前作出的轉讓一樣。

59. 承傳人受先前的通知約束

如某通知就某些股份向某成員發出，而某承傳人有權擁有該等股份，且該通知是在該承傳人的姓名或名稱記入成員登記冊前向該成員發出的，則該承傳人受該通知約束。

第 5 分部 — 股本的更改和減少、回購股份及股份的配發

60. 股本的更改

本公司可藉普通決議更改其股本，更改方式須是《條例》第 170(2)(a)、(b)、(c)、(d)、(e)及(f)(i)條所列的 1 種或多於 1 種方式，而《條例》第 170(3)、(4)、(5)、(6)、(7)及(8)條據此適用。

61. 股本的減少

本公司可藉特別決議，按照《條例》第 5 部第 3 分部，減少其股本。

62. 回購股份

本公司可按照《條例》第 5 部第 4 分部，回購本公司的股份(包括任何可贖回股份)。

63. 股份的配發

如董事須按照《條例》第 140 條的規定，事前取得本公司藉決議給予的批准，方可行使其獲賦予的、配發本公司股份的權力，則董事不得在取得該項批准前，行使該權力。

第 6 分部 — 分派

64. 宣布分派股息的程序

- (1) 本公司可於成員大會上，宣布分派股息，但股息不得超過董事建議的款額。
- (2) 董事可不時向成員支付中期股息，前提是董事覺得以本公司的利潤而論，該中期股息屬有理可據。
- (3) 除按照《條例》第 6 部從利潤中支付股息外，不得以其他方式支付股息。
- (4) 除非宣布分派股息的成員決議、董事的支付股息決定或股份的發行條款另有指明，否則股息的支付，須以每名成員於宣布分派或支付該股息的決議或決定的日期所持的股份，作為依據。
- (5) 董事在建議分派任何股息前，可從本公司的利潤中撥出其認為合適的款項，作為儲備。
- (6) 董事可按以下規定運用上述儲備 —
 - (a) 凡本公司的利潤可恰當地運用於某目的上，董事即可將該等儲備，運用於該目的上；及
 - (b) 在如上述般運用該等儲備前，董事可將該等儲備，運用於本公司的業務上，或運用於董事認為合適的投資上，該等投資不得包括本公司的股份。
- (7) 董事如認為不分派某筆利潤，屬穩健做法，即可予以結轉，而不將該筆利潤撥入儲備內。

65. 支付股息及其他分派

- (1) 如須就某股份支付股息或其他分派款項，則須藉以下 1 種或多於 1 種方法支付 —
 - (a) 轉帳入分派對象以書面(或董事決定的方式)指明的銀行帳戶；
 - (b) (如分派對象是股份持有人)按分派對象的登記地址，或(如分派對象不是股份持有人)按分派對象以書面(或董事決定的方式)指明的地址，以郵寄方式，送交抬頭為分派對象的支票予分派對象；
 - (c) 按分派對象以書面(或董事決定的方式)指明的地址，以郵寄方式送交抬頭為指明人士的支票予指明人士；
 - (d) 董事與分派對象以書面(或董事決定的方式)議定的任何其他支付方法。
- (2) 在本條中 —
指明人士 (specified person)指分派對象以書面(或董事決定的方式)指明的人。

66. 不得就分派支付利息

除非 —

- (a) 某股份的發行條款；或
- (b) 某股份的持有人與本公司之間的另一項協議的條文，

另有規定，否則本公司不得就任何須就該股份支付的股息或其他款項，支付利息。

67. 分派無人申領

- (1) 如須就股份支付的股息或其他款項，在已宣布分派或成為須支付的款項後，無人申領，則在有人申領前，董事可運用該股息或款項作投資用途，或惠及本公司的用途。
- (2) 支付股息或其他款項入另外的帳戶，並不使本公司成為該股息或款項的受託人。
- (3) 如 —
 - (a) 自股息或其他款項到期須付的日期起計，已滿 12 年；及
 - (b) 某分派對象尚未申領該股息或款項，則該分派對象不再有權收取該股息或款項，而本公司不再欠下該股息或款項。

68. 非現金形式的分派

- (1) 除股份的發行條款另有規定外，本公司可按董事的建議，藉普通決議決定，以轉讓同等價值的非現金資產(包括但不限於任何公司的股份或其他證券)的方式，支付全部或部分須就該股份支付的股息，或作出全部或部分須就該股份作出的其他分派。
- (2) 董事可為作出非現金形式的分派，作出他們認為合適的任何安排，包括在就該項分派遭遇困難的情況下 —
 - (a) 釐定任何資產的價值；
 - (b) 以該價值為基礎，向某分派對象支付現金，以調整分派對象的權利；及
 - (c) 將任何資產歸屬受託人。

69. 放棄分派

- (1) 分派對象可放棄收取須就某股份支付的股息的權利，或放棄收取須就某股份作出的其他分派的權利，放棄的方法，是向本公司簽立一份表明此意的契據。
- (2) 然而，如有關股份有多於 1 名持有人，或多於 1 人有權擁有該股份(不論是因為 1 名或多於 1 名聯名持有人去世或破產，或其他原因)，則除非上述契據明文訂明，它是由所有持有人或有權擁有該股份的其他人簽立的，否則該契據屬無效。

第 7 分部 — 利潤的資本化

70. 利潤的資本化

- (1) 本公司可按董事的建議，藉普通決議將利潤資本化。
- (2) 如資本化須隨附股份或債權證的發行，則董事可運用經資本化的款項，而可運用的款項的比例，須是假使該款項是以股息的形式分派，有關成員便會有權收取的款項的比例。
- (3) 董事可作出他們認為合適的任何安排，包括發出不足一股股份的證明書、作現金付款，或採取調整至整數政策，以在可發行不足一股股份或不足一個單位的債權證的情況下，調整成員之間的權利，惟該等安排須是作出該項調整所必需的。

第 6 部 雜項條文

第 1 分部 — 公司與外間的通訊

71. 須使用的通訊方法

- (1) 除本《章程細則》另有規定外，根據本《章程細則》由本公司(或向本公司)送交或提供的任何東西，可按《條例》第 18 部中就《條例》規定由本公司(或向本公司)送交或提供文件或資料的任何方式，送交或提供。
- (2) 除本《章程細則》另有規定外，就董事作出決定一事而向該董事送交或提供的通知或文件，亦可按該董事已要求的、在當其時向該董事送交或提供上述通知或文件的方式，送交或提供。
- (3) 某董事可與本公司協定，以某特定方式向該董事送交的通知或文件，須當作已在它們送交後的一段指明的時間內接獲，指明的時間須少於 48 小時。

第 2 分部 — 行政安排

72. 公司印章

- (1) 使用法團印章，僅可按董事授予的權限進行。
- (2) 法團印章須屬一個金屬印章，印章上以可閱字樣，刻有本公司名稱。
- (3) 在符合第(2)款的規定下，董事可決定如何使用法團印章或正式印章，及使用法團印章或正式印章的形式(不論正式印章是供在香港以外地區使用，還是供在證券上蓋印)。
- (4) 除非董事另有規定，否則如本公司有法團印章，而該印章經用作在某文件上蓋印，該文件亦須經最少 1 名董事及 1 名獲授權人士簽署。
- (5) 就本條而言，獲授權人士是 —
 - (a) 本公司的任何董事；
 - (b) 公司秘書；或
 - (c) 獲董事授權簽署經法團印章蓋印的文書的人。
- (6) 如本公司有供在香港以外地區使用的正式印章，則董事須有決定授權在某文件(或某文件所屬類別的文件)上使用該印章，方可在該文件上蓋上該印章。
- (7) 如本公司有供在證券上蓋印的正式印章，則只有公司秘書或獲公司秘書授權在證券上蓋上該印章的人，方可在證券上蓋上該印章。

73. 沒有查閱帳目及其他紀錄的權利

任何人均無權僅憑成員的身分，查閱本公司的任何帳目或其他紀錄或文件，但如獲 —

- (a) 成文法則；
- (b) 根據《條例》第 740 條作出的命令；
- (c) 董事；或
- (d) 本公司的普通決議，

賦予查閱權限，則屬例外。

74. 清盤

- (1) 如本公司清盤，而在償付在清盤中經證明的債項後，留有餘數，清盤人 —
 - (a) 可在獲得規定認許下，將本公司的資產(不論該等資產是否包含同一類財產)的全部或任何部分，按其原樣或原物，在成員之間作出分配，並可為此目的，為將會如此分配的財產，訂出該清盤人認為公平的價值；及
 - (b) 可決定如何在成員或不同類別的成員之間，進行該分配。
 - (2) 清盤人可在獲得規定認許下，為了分擔人的利益，將上述資產的全部或任何部分，按清盤人(在獲得規定認許下)認為適當的信託安排，歸屬予受託人，但任何成員不得被強迫接受任何帶有法律責任的股份或其他證券。
 - (3) 在本條中 —
- 規定認許 (required sanction)**指本公司以特別決議所作的認許，及《條例》所規定的任何其他認許。

Explanatory Notes to Sample A

ARTICLES OF ASSOCIATION FOR PRIVATE COMPANIES LIMITED BY SHARES (Simplified Form)

Sample A is a **Simplified Form of Articles of Association** for private companies limited by shares prepared on the assumption that the company adopting it will simplify its administration as far as possible under the Companies Ordinance (Cap 622). For example,

- (a) the company has only one class of shares and they are fully paid; and
- (b) the directors do not appoint alternate directors.

As a result, it may be more appropriate for small owner-managed businesses. For the sake of brevity, statutory provisions are, as far as possible, not repeated.

Provisions on the following matters in the Model Articles of Association for private companies limited by shares prescribed in Schedule 2 of the Companies (Model Articles) Notice (Cap. 622H) (“Schedule 2”) are not included in Sample A –

- Committees (Article 6 of Schedule 2 and the corresponding references in Schedule 2);
- Alternate directors (Articles 15, 28 to 30 of Schedule 2 and the corresponding references in Schedule 2);
- Composite resolution (Article 24 of Schedule 2)
- Classes of shares (Articles 55 and 57 of Schedule 2 and the corresponding references in Schedule 2)
- Consolidated shares certificates (Article 61 of Schedule 2 and the corresponding references in Schedule 2); and
- Auditors’ insurance (Article 83 of Schedule 2).

Companies may adopt Sample A as they see fit. Companies or their officers should consult their professional advisors on any matters which may affect them relating to or arising out of the adoption of the Articles of Association in Sample A.

You may view here both the English and Chinese versions of Sample A. The language of the Articles of Association to be generated will depend on the filling language you select.

*Sample A
(Simplified Form)*

THE COMPANIES ORDINANCE (CHAPTER 622)

Private Company Limited by Shares ARTICLES OF ASSOCIATION OF

[ENGLISH COMPANY NAME]
[CHINESE COMPANY NAME]

Part A Mandatory Articles

1. Company Name The name of the company is

“[ENGLISH COMPANY NAME]
[CHINESE COMPANY NAME]”

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

The liability of the members is limited to any amount unpaid on the shares held by the members.

4. Share Capital and Initial Shareholdings (on the company's formation)

The total number of shares that the company proposes to issue

The total amount of share capital to be subscribed by the company's founder members

- (i) The amount to be paid up or to be regarded as paid up
- (ii) The amount to remain unpaid or to be regarded as remaining unpaid

[10,000]

[HKD10,000]

[HKD10,000]

[HKD0]

Class of Shares

The total number of shares in this class that the company proposes to issue

The total amount of share capital in this class to be subscribed by the company's founder members

- (i) The amount to be paid up or to be regarded as paid up
- (ii) The amount to remain unpaid or to be regarded as remaining unpaid

[Ordinary]
[10,000]
[HKD10,000]
[HKD10,000]
[HKD0]

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached, and I/we respectively agree to subscribe for the amount of share capital of the Company and to take the number of shares in the Company set opposite my/our respective name(s).

Name(s) of Founder Members	Number of Share(s) and Total Amount of Share Capital
[English name] [Chinese name]	[10,000] [Ordinary] shares [HKD10,000]
Total:	[10,000] [Ordinary] shares [HKD10,000]

Part B Other Articles

Part 1 Interpretation

1. Interpretation

(1) In these articles—

articles (本《章程細則》) means the articles of association of the company;

associated company (有聯繫公司) means—

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

distribution recipient (分派對象) means, in relation to a share in respect of which a dividend or other sum is payable—

- (a) the holder of the share;
- (b) if the share has 2 or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy or otherwise by operation of law, the transmittee;

fully paid (已繳足款), in relation to a share, means the price at which the share was issued has been fully paid to the company;

holder (持有人), in relation to a share, means the person whose name is entered in the register of members as the holder of the share;

mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance (《條例》) means the Companies Ordinance (Cap. 622);

paid (已繳) means paid or credited as paid;

proxy notice (代表通知書)—see article 43(1);

register of members (成員登記冊) means the register of members of the company;

transmittee (承傳人) means a person entitled to a share by reason of the death or bankruptcy of a member or otherwise by operation of law.

- (2) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (4) The articles set out in Schedule 2 of the Companies (Model Articles) Notice (Cap. 622H) do not apply to the company.

Part 2 Private Company

2. Company is private company

(1) The company is a private company and accordingly—

- (a) a member's right to transfer shares is restricted in the manner specified in this article;
- (b) the number of members is limited to 50; and
- (c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited.

(2) The directors may in their discretion refuse to register the transfer of a share.

(3) In paragraph (1)(b)—

member (成員) excludes—

- (a) a member who is an employee of the company; and
- (b) a person who was a member while being an employee of the company and who continues to be a member after ceasing to be such an employee.

(4) For the purposes of this article, 2 or more persons who hold shares in the company jointly are to be regarded as 1 member.

Part 3 Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

3. Directors' general authority

(1) Subject to the Ordinance and these articles, the business and affairs of the company are managed by the directors, who may exercise all the powers of the company.

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

4. Members' reserve power

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

5. Directors may delegate

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

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

- (1) A decision of the directors may only be taken—
 - (a) by a majority of the directors at a meeting; or
 - (b) in accordance with article 7.
- (2) Paragraph (1) does not apply if—
 - (a) the company only has 1 director; and
 - (b) no provision of these articles requires it to have more than one director.
- (3) If paragraph (1) does not apply, the director may take decisions without regard to any of the provisions of these articles relating to directors' decision-taking.

7. Unanimous decisions

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

8. Calling directors' meetings

- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorizing the company secretary to give such notice.
- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

9. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and

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

10. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is 2 unless there is a sole director, in which case the quorum is 1.

11. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

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

13. Chairperson's casting vote at directors' meetings

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

14. Conflicts of interest

- (1) This article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the company's business; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the director contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the company;
 - (b) an arrangement for the company to give any security to a third party in respect of a debt or obligation of the company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security;
 - (c) an arrangement under which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries, which do not provide special benefits for directors or former directors; or
 - (d) an arrangement to subscribe for or underwrite shares.
- (6) A reference in this article (except in paragraphs (5)(d) and (7)) to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- (7) In this article—

arrangement to subscribe for or underwrite shares (認購或包銷股份安排) means—

- (a) a subscription or proposed subscription for shares or other securities of the company;
- (b) an agreement or proposed agreement to subscribe for shares or other securities of the company; or
- (c) an agreement or proposed agreement to underwrite any of those shares or securities.

15. Supplementary provisions as to conflicts of interest

- (1) A director may hold any other office or position of profit under the company (other than the office of auditor and if the company has only 1 director, the office of company secretary) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the company—
 - (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the company in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the company for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the company may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the company; or
 - (b) any company in which the company may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the company for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the company otherwise directs.

16. Validity of acts of meeting of directors

The acts of any meeting of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

17. Record of decisions to be kept

The directors must ensure that the company keeps a written record of every decision taken by the directors under article 6(1) for at least 10 years from the date of the decision.

18. Written record of decision of sole director

- (1) This article applies if the company has only 1 director and the director takes any decision that—
 - (a) may be taken in a directors' meeting; and
 - (b) has effect as if agreed in a directors' meeting.
- (2) The director must provide the company with a written record of the decision within 7 days after the decision is made.
- (3) The director is not required to comply with paragraph (2) if the decision is taken by way of a resolution in writing.
- (4) If the decision is taken by way of a resolution in writing, the company must keep the resolution for at least 10 years from the date of the decision.
- (5) The company must also keep a written record provided to it in accordance with paragraph (2) for at least 10 years from the date of the decision.

19. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of directors

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

21. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

22. Termination of director's appointment

A person ceases to be a director if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;
- (d) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
- (f) is removed from the office of director by an ordinary resolution of the company.

23. Directors' remuneration

- (1) Directors' remuneration must be determined by the company at a general meeting.
- (2) A director's remuneration may—
 - (a) take any form; and
 - (b) include any arrangements in connection with the payment of a retirement benefit to or in respect of that director.
- (3) Directors' remuneration accrues from day to day.

24. Directors' expenses

The company may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

- (a) their attendance at—
 - (i) meetings of directors;
 - (ii) general meetings; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the company.

Division 4—Directors' Indemnity and Insurance

25. Indemnity

- (1) A director or former director of the company may be indemnified out of the company's assets against any liability incurred by the director to a person other than the company or an associated company of the company in connection with any negligence, default, breach of duty or breach of trust in relation to the company or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or

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

26. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the company, for a director of the company, or a director of an associated company of the company, against—

- (a) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the company or associated company (as the case may be); or
- (b) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the company or associated company (as the case may be).

Division 5—Company Secretary

27. Appointment and removal of company secretary

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

Part 4

Decision-taking by Members

Division 1—Organization of General Meetings

28. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

29. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.

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

30. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every director.
- (2) In paragraph (1), the reference to a member includes a transmittee, if the company has been notified of the transmittee's entitlement to a share.
- (3) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

31. Accidental omission to give notice of general meetings

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

32. Attendance and speaking at general meetings

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

33. Quorum for general meetings

- (1) Two members present in person or by proxy constitute a quorum at a general meeting. If the company has only one member, that member present in person or by proxy constitutes a quorum at a general meeting of the company.

- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

34. Chairing general meetings

- (1) If the chairperson (if any) of the board of directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the board of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the company of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.

35. Attendance and speaking by non-members

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

36. Adjournment

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

Division 2—Voting at General Meetings

37. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

38. Errors and disputes

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

39. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

40. Number of votes a member has

- (1) On a vote on a resolution on a show of hands at a general meeting—
 - (a) every member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.
- (2) If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- (3) On a vote on a resolution on a poll taken at a general meeting—
 - (a) every member present in person has 1 vote for each share held by him or her; and
 - (b) every proxy present who has been duly appointed by a member has 1 vote for each share in respect of which the proxy is appointed.
- (4) This article has effect subject to any rights or restrictions attached to any shares or class of shares.

41. Votes of joint holders of shares

- (1) For joint holders of shares, only the vote of the most senior holder who votes (and any proxies duly authorized by the holder) may be counted.
- (2) For the purposes of this article, the seniority of a holder of a share is determined by the order in which the names of the joint holders appear in the register of members.

42. Votes of mentally incapacitated members

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

43. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.

- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

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

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

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

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

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

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked in the circumstances set out in section 605 of the Ordinance.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of the member.

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

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

48. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.

- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 5
Shares and Distributions
Division 1—Issue of Shares

49. All shares to be fully paid up

No share is to be issued unless the share is fully paid.

Division 2—Interests in Shares

50. Company only bound by absolute interests

- (1) Except as required by law, no person is to be recognized by the company as holding any share on any trust.
- (2) Except as otherwise required by law or these articles, the company is not in any way to be bound by or recognize any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.
- (3) Paragraph (2) applies even though the company has notice of the interest.

Division 3—Share Certificates

51. Certificates to be issued except in certain cases

- (1) The company must issue each member, free of charge, with one or more certificates in respect of the shares that the member holds, within—
- (a) 2 months after allotment or lodgment of a proper instrument of transfer; or
- (b) any other period that the conditions of issue provide.
- (2) If more than one person holds a share, only 1 certificate may be issued in respect of it.

52. Contents and execution of share certificates

- (1) A certificate must specify—
- (a) in respect of how many shares the certificate is issued;
- (b) the fact that the shares are fully paid; and
- (c) any distinguishing numbers assigned to them.
- (2) A certificate must—
- (a) have affixed to it the company's common seal or the company's official seal under section 126 of the Ordinance; or
- (b) be otherwise executed in accordance with the Ordinance.

53. Replacement share certificates

- (1) If a certificate issued in respect of a member's shares is defaced, damaged, lost or destroyed, the member is entitled to be issued with a replacement certificate in respect of the same shares.
- (2) A member exercising the right to be issued with a replacement certificate—
- (a) must return the certificate that is to be replaced to the company if it is defaced or damaged; and
- (b) must comply with the conditions as to evidence, indemnity and the payment of a reasonable fee that the directors decide.

Division 4—Transfer and Transmission of Shares

54. Transfer of shares

- (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of both the transferor and the transferee.
- (2) No fee may be charged by the company for registering any instrument of transfer or other document relating to or affecting the title to any share.
- (3) The company may retain any instrument of transfer that is registered.
- (4) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

55. Power of directors to refuse transfer of shares

- (1) Without limiting article 2(2), the directors may refuse to register the transfer of a share if—
- (a) the instrument of transfer is not lodged at the company's registered office or another place that the directors have appointed;

- (b) the instrument of transfer is not accompanied by the certificate for the share to which it relates, or other evidence the directors reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf; or
- (c) the transfer is in respect of more than one class of shares.
- (2) If the directors refuse to register the transfer of a share under paragraph (1) or article 2(2)—
 - (a) the transferor or transferee may request a statement of the reasons for the refusal; and
 - (b) the instrument of transfer must be returned to the transferor or transferee who lodged it unless the directors suspect that the proposed transfer may be fraudulent.
- (3) The instrument of transfer must be returned in accordance with paragraph (2)(b) together with a notice of refusal within 2 months after the date on which the instrument of transfer was lodged with the company.
- (4) If a request is made under paragraph (2)(a), the directors must, within 28 days after receiving the request—
 - (a) send the transferor or transferee who made the request a statement of the reasons for the refusal; or
 - (b) register the transfer.

56. Transmission of shares

If a member dies, the company may only recognize the following person or persons as having any title to a share of the deceased member—

- (a) if the deceased member was a joint holder of the share, the surviving holder or holders of the share; and
- (b) if the deceased member was a sole holder of the share, the legal personal representative of the deceased member.

57. Transmittees' rights

- (1) If a transmittee produces evidence of entitlement to the share as the directors properly require, the transmittee may, subject to these articles, choose to become the holder of the share or to have the share transferred to another person.
- (2) The directors have the same right to refuse or suspend the registration as they would have had if the holder had transferred the share before the transmission.
- (3) A transmittee is entitled to the same dividends and other advantages to which the transmittee would be entitled if the transmittee were the holder of the share, except that the transmittee is not, before being registered as a member in respect of the share, entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
- (4) The directors may at any time give notice requiring a transmittee to choose to become the holder of the share or to have the share transferred to another person.
- (5) If the notice is not complied with within 90 days of the notice being given, the directors may withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

58. Exercise of transmittees' rights

- (1) If a transmittee chooses to become the holder of a share, the transmittee must notify the company in writing of the choice.
- (2) Within 2 months after receiving the notice, the directors must—
 - (a) register the transmittee as the holder of the share; or
 - (b) send the transmittee a notice of refusal of registration.
- (3) If the directors refuse registration, the transmittee may request a statement of the reasons for the refusal.
- (4) If a request is made under paragraph (3), the directors must, within 28 days after receiving the request—
 - (a) send the transmittee a statement of the reasons for the refusal; or
 - (b) register the transmittee as the holder of the share.
- (5) If the transmittee chooses to have the share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- (6) All the limitations, restrictions and other provisions of these articles relating to the right to transfer and the registration of transfer of shares apply to the notice under paragraph (1) or the transfer under paragraph (5), as if the transmission had not occurred and the transfer were a transfer made by the holder of the share before the transmission.

59. Transmittees bound by prior notices

If a notice is given to a member in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the member before the transmittee's name has been entered in the register of members.

Division 5—Alteration and Reduction of Share Capital, Share Buy-backs and Allotment of Shares

60. Alteration of share capital

The company may by ordinary resolution alter its share capital in any one or more of the ways set out in section 170(2)(a), (b), (c), (d), (e) and (f)(i) of the Ordinance, and section 170(3), (4), (5), (6), (7) and (8) of the Ordinance applies accordingly.

61. Reduction of share capital

The company may by special resolution reduce its share capital in accordance with Division 3 of Part 5 of the Ordinance.

62. Share buy-backs

The company may buy back its own shares (including any redeemable shares) in accordance with Division 4 of Part 5 of the Ordinance.

63. Allotment of shares

The directors must not exercise any power conferred on them to allot shares in the company without the prior approval of the company by resolution if the approval is required by section 140 of the Ordinance.

Division 6—Distributions

64. Procedure for declaring dividends

- (1) The company may at a general meeting declare dividends, but a dividend must not exceed the amount recommended by the directors.
- (2) The directors may from time to time pay the members interim dividends that appear to the directors to be justified by the profits of the company.
- (3) A dividend may only be paid out of the profits in accordance with Part 6 of the Ordinance.
- (4) Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- (5) Before recommending any dividend, the directors may set aside out of the profits of the company any sums they think fit as reserves.
- (6) The directors may—
 - (a) apply the reserves for any purpose to which the profits of the company may be properly applied; and
 - (b) pending such an application, employ the reserves in the business of the company or invest them in any investments (other than shares of the company) that they think fit.
- (7) The directors may also without placing the sums to reserve carry forward any profits that they think prudent not to divide.

65. Payment of dividends and other distributions

- (1) If a dividend or other sum that is a distribution is payable in respect of a share, it must be paid by one or more of the following means—
 - (a) transfer to a bank account specified by the distribution recipient either in writing or as the directors decide;
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors decide;
 - (c) sending a cheque made payable to the specified person by post to the specified person at the address the distribution recipient has specified either in writing or as the directors decide;
 - (d) any other means of payment as the directors agree with the distribution recipient either in writing or as the directors decide.
- (2) In this article—

specified person (指明人士) means a person specified by the distribution recipient either in writing or as the directors decide.

66. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of the share and the company.

67. Unclaimed distributions

- (1) If dividends or other sums are payable in respect of shares and they are not claimed after having been declared or become payable, they may be invested or made use of by the directors for the benefit of the company until claimed.
- (2) The payment of the dividends or other sums into a separate account does not make the company a trustee in respect of it.
- (3) A distribution recipient is no longer entitled to a dividend or other sum and it ceases to remain owing by the company, if—
 - (a) 12 years have passed from the date on which the dividend or other sum became due for payment; and
 - (b) the distribution recipient has not claimed it.

68. Non-cash distributions

- (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- (2) For paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, if any difficulty arises regarding the distribution—
 - (a) fixing the value of any assets;
 - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
 - (c) vesting any assets in trustees.

69. Waiver of distributions

- (1) Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by executing to the company a deed to that effect.
- (2) But if the share has more than one holder or more than one person is entitled to the share (whether by reason of the death or bankruptcy of one or more joint holders, or otherwise), the deed is not effective unless it is expressed to be executed by all the holders or other persons entitled to the share.

Division 7—Capitalization of Profits

70. Capitalization of profits

- (1) The company may by ordinary resolution on the recommendation of the directors capitalize profits.
- (2) If the capitalization is to be accompanied by the issue of shares or debentures, the directors may apply the sum capitalized in the proportions in which the members would be entitled if the sum was distributed by way of dividend.
- (3) To the extent necessary to adjust the rights of the members among themselves if shares or debentures become issuable in fractions, the directors may make any arrangements they think fit, including the issuing of fractional certificates or the making of cash payments or adopting a rounding policy.

Part 6

Miscellaneous Provisions

Division 1—Communications to and by Company

71. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the company for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.

- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

72. Company seals

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal or official seal (whether for use outside Hong Kong or for sealing securities) is to be used.
- (4) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least 1 director of the company and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
- (a) any director of the company;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the common seal is applied.
- (6) If the company has an official seal for use outside Hong Kong, it may only be affixed to a document if its use on the document, or documents of a class to which it belongs, has been authorized by a decision of the directors.
- (7) If the company has an official seal for sealing securities, it may only be affixed to securities by the company secretary or a person authorized to apply it to securities by the company secretary.

73. No right to inspect accounts and other records

A person is not entitled to inspect any of the company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the directors; or
- (d) an ordinary resolution of the company.

74. Winding up

- (1) If the company is wound up and a surplus remains after the payment of debts proved in the winding up, the liquidator—
- (a) may, with the required sanction, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they consist of property of the same kind or not) and may, for this purpose, set a value the liquidator thinks fair on any property to be so divided; and
 - (b) may determine how the division is to be carried out between the members or different classes of members.
- (2) The liquidator may, with the required sanction, vest the whole or part of those assets in trustees on trust for the benefit of the contributories that the liquidator, with the required sanction, thinks fit, but a member must not be compelled to accept any shares or other securities on which there is any liability.
- (3) In this article—

required sanction (規定認許) means the sanction of a special resolution of the company and any other sanction required by the Ordinance.
