

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
HONG KONG BRAND DEVELOPMENT  
COUNCIL COMPANY LIMITED

**香港品牌發展局有限公司**

(As amended by special resolutions passed on 28th September 2011)

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Incorporated the 22nd day of March 2005

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THE COMPANIES ORDINANCE (CHAPTER 32)

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SPECIAL RESOLUTION  
OF  
HONG KONG BRAND DEVELOPMENT COUNCIL COMPANY LIMITED  
香港品牌發展局有限公司 (“the Council”)

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Passed on the 28th day of September 2011

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At an Extraordinary General Meeting of the Council duly convened and held at the Conference Hall, 27/F CMA Building, 64 Connaught Road Central, Hong Kong on the 28th day of September 2011 at 3pm, the following resolution was duly passed as a Special Resolution of the Council: -

**AMENDMENTS TO ARTICLES OF ASSOCIATION**

“**THAT** the existing Articles of Association of the Council be and they are hereby amended in the following manner, namely:

1. **Article 37(a)**

THAT the figure “2” at the existing Article 37(a) in line 2 be replaced by the word “three”.

2. **Article 57(a)**

THAT the word “two” at the existing Article 57(a) in line 2 be replaced by the word “three”.

3. **New Article 68**

THAT the following be added as new Article 68:

- “
- Notices
68. Wherever any provision requires that a communication as between the Council, its Directors or Members be effected in writing or documents or information to be sent or supplied by the Council to its Directors or Members, the requirement may be satisfied by the communication being given in hard copy form in accordance with section 168BAF or in an electronic record in accordance with section 168BAG of the Companies Ordinance or making the document or information available on the website of the Council in accordance with section 168BAH of the Companies Ordinance.”

(Sd.) Chan Suk Ling

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Chan Suk Ling  
Chairman of the Meeting

Company Limited by Guarantee  
and not having a share capital

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**HONG KONG BRAND DEVELOPMENT COUNCIL COMPANY LIMITED**  
**香港品牌發展局有限公司**

1. The name of the Company is “**HONG KONG BRAND DEVELOPMENT COUNCIL COMPANY LIMITED**” (**香港品牌發展局有限公司**) (hereinafter referred to as the “Council”).
2. The Registered Office of the Council shall be situated in the Hong Kong Special Administrative Region.
3. The objects for which the Council is established are: -
  - (a) To promote Hong Kong brands and products;
  - (b) To encourage and support creativity and innovation;
  - (c) To create an environment that fosters the development of Hong Kong brands;
  - (d) To promote and encourage unity and communication among the industrial and commercial sectors in the development of Hong Kong brands and to assist them to develop international cooperation; and
  - (e) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. To furtherance of the aforesaid objects but not otherwise, the Council shall have power:-
  - (a) To provide funds or such facilities for activities whatsoever as shall be or calculated to be beneficial to the promotion of Hong Kong brands;
  - (b) To borrow and raise money in such manner as the Council may think fit;
  - (c) To invest any moneys of the Council not immediately required for any of its objects in such manner as may from time to time be determined;
  - (d) To promote Hong Kong brands through organizing seminars or exhibitions or competitions or campaigns or activities;
  - (e) To promote management and brand development through organizing certification schemes or awards or training programs, and to issue certification marks or certificates or trophies or diploma thereof;

- (f) To print and publish newspapers, periodicals, books or leaflets as shall be desirable for attaining the objects of the Council;
- (g) Whenever necessary for the purpose of promoting the objects of the Council, to apply for, register, purchase or otherwise acquire and protect, prolong and renew any copyrights, design, trade marks, licenses and any intellectual property rights;
- (h) To provide, endow, furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required for the objects of the Council;
- (i) 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 objects of the Council and to sell, manage, lease, mortgage, dispose of or otherwise deal with the same;
- (j) To commission, employ, remunerate, reward and compensate all such independent contractors, officers and staff upon such terms as the Council may deem necessary for furtherance of the objects of the Council;
- (k) To act as trustee for any trust fund and to take or hold any property subject to any trust which may seem necessary for furtherance of the objects of the Council;
- (l) To carry out and perform all and any other acts, works, enterprises or things of a charitable nature;
- (m) To carry out all or any of the objects of the Council and to do all or any of the above things either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with other, and either by or through agents, sub-contractors, trustees, subsidiaries or otherwise; and
- (n) To do any and all lawful things deemed necessary, suitable, convenient or appropriate in connection with or incidental to the accomplishment of the above objects and exercise of powers of the Council or any of them.

Provided that: -

- (i) In case the Council shall take or hold any property which may be subject to any trusts, the Council will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - (ii) The objects of the Council shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers; and
  - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded.
5. (a) The income and property of the Council, however derived, shall be applied solely towards the promotion of the objects of the Council as set out in this Memorandum of Association.
- (b) Subject to clauses (d) and (e) below, no portion of the income and property of the Council shall be paid or transferred directly and indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Council.
- (c) Except for the position of Chief Executive Officer, no members of the General Committee or governing body of the Council shall be appointed to any salaried officer of the Council, or any

officer of the Council paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause (e) below) shall be given by the Council to any member of the General Committee or governing body of the Council.

- (d) Nothing herein shall prevent the payment, in good faith, by the Council of reasonable and proper remuneration to any officer or servant of the Council, or to any member of the Council not being a member of the General Committee or governing body of the Council in return for any services actually rendered to the Council.
  - (e) Nothing herein shall prevent the payment, in good faith, by the Council: -
    - (i) to any member of its General Committee or governing body of the Council of out-of-pocket expenses;
    - (ii) of interest on money lent by any member of the Council or its General Committee or governing body of the Council at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
    - (iii) of reasonable and proper rent for premises demised or let by any member of the Council or of its General Committee or governing body of the Council; and
    - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Council or of its General Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-third part of its capital or controlling not more than a one-third part of its votes.
  - (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (d) and (e) above.
6. The liability of the members is limited.
7. Every member of the Council undertakes to contribute to the assets of the Council in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Council contracted before 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 two hundred Hong Kong dollars.
8. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Council; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Council, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Council under or by virtue of clause 5 above, such institution or institutions to be determined by the members of the Council at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

WE, the 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
Ngai Kam Fai, Danny (倪錦輝)  Merchant  Suites 1509 – 11, 15/F, CMG Asia Tower The Gateway, Harbour City Tsim Sha Tsui, Kowloon Hong Kong]
Yin Tek Shing, Paul (尹德勝)  Merchant  Flat D, 1/f., Hang King Court 43 Cloudview Road Hong Kong
Yu Sun Say (楊孫西)  Merchant  9/F, HKI Building 56 Hung To Road, Kwun Tong Kowloon

Dated this 16th day of December 2004.

WITNESS to the above signatures: -

(Sd.) ANGES WAI-YIU YAU  
ANGES WAI-YIU YAU  
Solicitor, Hong Kong SAR  
P. C. Woo & Co.  
1225 Prince's Building  
10 Chater Road, Central  
Hong Kong

Company Limited by Guarantee  
and not having a share capital

**\*ARTICLES OF ASSOCIATION**  
**OF**  
**HONG KONG BRAND DEVELOPMENT COUNCIL COMPANY LIMITED**  
**香港品牌發展局有限公司**

**Interpretation**

1. In these Articles-

“the Council” means the Hong Kong Brand Development Council Company Limited.

“the Chairman” means the Chairman of the General Committee for the time being of the Council.

“the Chief Executive Officer” means the Chief Executive Officer for the time being of the Council.

“Executive Committee” means the Executive Committee for the time being of the Council.

“General Committee” means the General Committee for the time being of the Council.

“the Ordinance” means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong.

“the Secretariat” means the Secretariat for the time being of the Council.

“the Vice-Chairman” means the Vice-Chairman of the General Committee for the time being of the Council.

“members” means members for the time being of the Council.

“the Seal” means the common seal of the Council.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

**Purpose**

2. The Council is established for the purposes expressed in the Memorandum of Association.

\* As adopted by the special resolution passed on 28<sup>th</sup> September 2011.

### Number of Members

3. For the purpose of registration, the number of members of the Council is declared not to exceed one hundred thousand.

### Members

4. There shall be three classes of members in the Council, namely (i) Individual Members (個人會員); (ii) Corporate Members (公司會員); and (iii) Associate Members (贊助會員).
5. (a) An Individual Member shall be any person of the age of 21 years or more and resident in Hong Kong at the time of application for admission as an Individual Member.  
(b) The subscribers to the Memorandum of Association shall be Individual Members of the Council.
6. (a) (i) Any firm or company incorporated in Hong Kong, holding a business registration certificate and being in sympathy with the objects of the Council, or  
(ii) Any industrial and commercial association, having been registered with the relevant Government department or authority of Hong Kong in accordance with the applicable rules and regulations of Hong Kong and bye-laws, shall be eligible to apply for admission and be admitted as a Corporate Member of the Council.  
(b) Any firm or company or any industrial and commercial association incorporated outside Hong Kong, holding the requisite licence or registration in compliance with the respective rules and regulations of the place where it is incorporated, and being in sympathy with the objects of the Council, shall be eligible to apply for admission and be admitted as an Associate Member of the Council.  
(c) Each member being a firm, company or association, shall register with the Council a registered representative and he/she shall be a senior executive in the organization of such member. The registered representative of each Corporate Member shall represent such member to attend and vote at general meetings of the Council. The registered representative of each Associate Member shall not be entitled to vote at general meetings of the Council.
7. Every application for membership of the Council shall be made in writing in such form as the General Committee shall from time to time prescribe and shall be signed by the applicant. The applicant shall specify in the application form the class of membership applied for.
8. (a) The entrance fees upon admission, the annual subscription and other fees payable by the members to the Council shall be in such amounts as may from time to time be decided by members in the General Committee.  
(b) The financial year for the annual subscription fee shall be decided by the General Committee. The annual subscription fee shall be payable by the Individual Members, Corporate Members and Associate Members within the time specified in the notices to payment issued by the Council.
9. Every application for membership shall be considered first by the General Committee, and if the application is approved by it, the applicant will become a member of the Council upon payment of its entrance fee and first annual subscription fee or lump sum subscription fee (as the case may be). The General Committee shall have full powers to refuse any application for membership without giving any reason for its decision in relation to any application.



10. (a) Individual Members and Corporate Members shall be entitled to receive notice of and to attend and vote at the general meetings of the Council. In the case of (i) an individual person to elect and be elected as a member of the General Committee and (ii) a firm or company to elect as a member of the General Committee and their registered representatives to be elected as members of the General Committee.  
  
(b) Associate Members shall be entitled to receive notice of and to attend the general meetings of the Council but shall not be entitled to vote at general meetings of the Council or to elect or be elected as members of the General Committee.
11. Any member whose annual subscription is unpaid after it has become due and shall remain unpaid for two months from the date when notice by registered post of the same shall have been given by the Council to it, shall ipso facto cease to be a member of the Council, shall be forfeited all its rights in and claims against the Council and shall be obliged to settle the unpaid annual subscription, but may be reinstated at the discretion of the General Committee on payment of all arrears.
12. Any member desiring to withdraw from the Council shall give two months notice in writing addressed to the General Committee and deposited at the registered office of the Council of its intention so to do, and such member shall be liable to pay the annual subscription for that year. A member who shall withdraw from the Council shall be forfeited all its rights in and claims against the Council and shall have no claim on the property of the Council.
13. If any member has behaved either in the Council or elsewhere in a manner calculated to be unduly to the inconvenience of the other members of the Council or likely to be injurious to the reputations or interests of the Council, the General Committee may by resolution call upon such member to resign from the Council forthwith and if she fails to resign, may by resolution strike her name off the roll of members or may suspend her membership for such period of time as the General Committee deem 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 or she may think fit. The member also has the right to lodge an appeal to voting members of the Council in the general meeting, against the resolution of his or her expulsion.

### **Management**

14. The management and control of the Council shall be vested in the General Committee who may from time to time and at any time delegate to the Executive Committee and such other committees of such powers as the General Committee shall think fit.
15. A Secretariat shall be set up to carry out all such administrative and management of the day-to-day business of the Council as may be determined by the General Committee.

### **Chief Executive Officer and other staff**

16. The Chief Executive Officer shall be the head of the Secretariat of the Council and shall conduct the routine affairs of the Council and subject to the approval of the General Committee, may delegate such power or powers to other staff as he/she shall think fit.
17. The Chief Executive Officer shall be appointed by the General Committee and shall hold office for such period of time as shall from time to time be determined by the General Committee.

18. No salary, remuneration or allowance shall be paid to members of the General Committee but the Chief Executive Officer of the Council and all other members of the staff employed by the Council shall be paid such remuneration as the General Committee shall from time to time determine.

### **General Meetings**

19. The Council shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Council and that of the next. Provided that so long as the Council holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the General Committee shall appoint.
20. All general meetings other than annual general meetings shall be called extraordinary general meetings.
21. The General Committee may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient members of the General Committee capable of acting to form a quorum, any member of the General Committee or any two members of the Council may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the General Committee.

### **Notice of General Meetings**

22. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Council other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Council in general meeting, to such persons as are, under the Articles of the Council, entitled to receive such notices from the Council. Provided that a meeting of the Council shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed: -
  - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.
23. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Proceedings at General Meetings**

24. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the General Committee and auditors, the election of members of the General Committee in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
25. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the members present in person conclusion of the meeting; save as otherwise provided, ten members present in person shall be a quorum.
26. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the General Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
27. The Chairman, if any, of the General Committee shall preside as chairman at every general meeting of the Council, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Council of his intention not to attend the meeting, members of the General Committee present shall elect one of the members of the General Committee present to be chairman of the meeting.
28. If at any meeting no member of the General Committee is willing to act as chairman or if no member of the General Committee is present within 15 minutes after the time appointed for holding the meeting, the members present shall elect one of the members present to be chairman of the meeting.
29. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Votes of Members**

30. Subject to Article 10(b), every member shall have one vote at any general meeting of the Council but no member shall be entitled to attend or vote at any meeting of the Council unless before the date of any such meeting all subscription and other moneys due and payable by such member shall have been paid.
31. An Individual Member shall be entitled to vote personally or by proxy. A Corporate Member shall be entitled to vote by its registered representative or proxy.

32. The person attending any general meeting of the Council on behalf of a member whether as registered representative or proxy shall bring along with him the attendance card issued for such meeting by the Council and shall produce the same to officials of the Council for inspection.
33. The instrument appointing a proxy shall be deposited at the registered office of the Council 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, and in default the instrument of proxy shall not be treated as valid.
34. Every instrument appointing a proxy shall be in such form as the General Committee shall from time to time approve.

### **The General Committee**

35. (a) There shall be a General Committee to conduct and manage the affairs of the Council, which shall consist of the following members: (i) no more than 3 Appointed Members whom are appointed by the Executive Committee or General Committee of the Chinese Manufacturers' Association of Hong Kong; and (ii) Elected Members that are elected by members of the Council.
- (b) The General Committee may have, in addition to the members referred to in Article 35(a), Nominated Members who are nominated by the Government departments, associations, or other organizations upon the invitation by the General Committee in writing, provided that:
  - (i) Each such person being nominated from the members of the General Committee or similar body, or the senior executives of the organizations nominating him/her; and
  - (ii) The General Committee may at its absolute discretion terminate the appointment of such Nominated Members as a member thereof at any time.
- (c) The General Committee may co-opt as members thereof not more than 5 persons who are the Individual Members or the registered representatives of Corporate Members, provided that the General Committee may at its absolute discretion terminate the co-option of any person as a member thereof at any time.
- (d) The number of members of the General Committee shall not be more than 100 and not less than 5 and the total number of Appointed Members and Nominated Members shall not exceed the total number of Elected Members and Co-opted Members. Names of the first members of the General Committee shall be determined in writing by the majority of subscribers of the Memorandum of Association.
- (e) The Chief Executive Officer shall be a member of the General Committee and entitled to receive notice (if any), attend, and to be heard and to vote at, any general meeting or any meeting of the General Committee or committees or sub-committees of the Council. He/she shall be exempted from membership entrance fee and annual subscription fee or any other fees related to membership.
- (f) Any person who is so appointed or nominated to be a member of the General Committee shall, as long as he/she continues to be a member thereof, be a member of the Council and entitled to receive notice (if any), attend, and to be heard and to vote at, any general meeting of the Council. He/she shall be exempted from membership entrance fee and annual subscription fee or any other fees related to membership.

- (g) (i) A firm or a company is not eligible to become a member of the General Committee. Individual Member or a registered representative of Corporate Member is eligible to become a member of the General Committee.
  - (ii) In the event an Individual Member who is also a registered representative of a Corporate Member, he/she could be elected or nominated or appointed or so co-opted as a member of the General Committee in the capacity of only one class of membership.
  - (h) Where a person is, in the capacity of the registered representative of a Corporate Member, elected or co-opted as a member of the General Committee, that member is not entitled to appoint another person as its registered representative for the purpose of whether replacing the person so appointed in the place of that registered representative as a member of the General Committee or enabling the person so appointed to attend any meeting of General Committee in the place of that registered representative or otherwise, provided that nothing in this regulation contained shall restrict the right of the member to remove that registered representative as its registered representative but in the event of that registered representative being removed, that registered representative shall cease to be a member of the General Committee.
36. (a) The General Committee shall have one Chairman and not less than one and not more than ten Vice-Chairmen.
- (b) Vice-Chairmen shall be elected by members of the General Committee among themselves and the number of the Vice-Chairmen to be elected for the current term of the General Committee shall be decided by the members of such term thereof.
- (c) The Chairman and the Vice-Chairmen of the General Committee shall also be the Chairman and Vice-Chairmen of the Council.
- \* 37. (a) Except for the first members of the General Committee or special cases as approved by at an extraordinary general meeting, a member of the General Committee shall hold office for a term of three years or such shorter period as in any particular case the General Committee may on appointment fix such period.
- (b) A member of the General Committee shall be eligible for re-election or re-appointment or re-nomination or be again so co-opted upon expiry of the term of office. Nevertheless, no person shall be appointed by the Chinese Manufacturers' Association of Hong Kong or nominated by a same organization to be a member of the General Committee of the council for more than 3 terms, whether or not consecutively.
38. The office of the General Committee shall ipso facto be vacated: -
- (a) If the member becomes bankrupt or is wound up or suspends payment or compounds with his or its creditors;
  - (b) If the member ceases to be a member of the Council;
  - (c) If by notice in writing to the Council the member resigns; or
  - (d) If the member is removed by a resolution of the members in an extraordinary general meeting of the Council. An extraordinary general meeting for the above purpose shall be validly held only if it is called pursuant to Articles 21 and 22 hereof.
  - (e) If in the case referred to in Article 35(h).

\* As adopted by the special resolution passed on 28<sup>th</sup> September 2011.

- (f) If in the case of a member nominated under Article 35(b), he ceases to be a member of the General Committee or similar body, or a senior executive of the organization which nominated him, in which case he shall also cease to be a member of the General Committee.
39. (a) The General Committee shall have the power at anytime to call for an election in accordance with Articles 57, 58 and 59 hereof or to co-opt members or increase nominated members at any time subject to Articles 35(b), 35(c) and 35(d) hereof to fill any vacancy in the General Committee. The member so elected, co-opted or nominated shall be subject to retirement at the time at which the member of the General Committee in whose place he/she is so elected, co-opted or nominated would have been subject to retirement had he/she remained in office.
- (b) If any person who is so appointed by the Chinese Manufacturers' Association of Hong Kong to be a member of the General Committee of the CMA dies or ceases for any other reason to be a member thereof, the Executive Committee or General Committee of the CMA shall appoint other person as the Council approves to be a member thereof, and the person so appointed shall hold office until the end of the term of office of the person he/she is replaced.
- (c) If any person who is so nominated by an organization to be a member of the General Committee dies or ceases for any other reason to be a member thereof, that organization is entitled to nominate another person as the Council approves to be a member of the General Committee in place of that member provided that the person so succeeding to office in the General Committee shall be subject to retirement at the same time as the person he/she is replaced.
40. The General Committee may act notwithstanding any vacancy in their body.
41. The General Committee shall cause to be kept at the registered office of the Council a register containing the names and address and occupations of the members of the General Committee, and send to the Registrar of Companies a copy thereof and from time to time notify the Registrar of Companies of any change of the General Committee.
42. (a) No member of the General Committee shall act in such capacity by proxy.
- (b) A member of the General Committee may not appoint another person to attend any meeting of the General Committee as his representative and on his behalf.

**Honorary Patrons, Permanent Honorary Chairman, Honorary Chairman, Honorary Vice-Chairman,  
Honorary Advisors, Honorary General Committee Member, Advisors**

43. The General Committee may appoint any government official or any person as the Honorary Patrons, Permanent Honorary Chairman, Honorary Chairman, Honorary Vice-Chairman, Honorary Advisors, Honorary General Committee Member, Advisors, or holders of other honorary titles of the Council.

**Proceedings of the General Committee**

44. The quorum necessary for the transaction of the business of the General Committee shall be one-third of its members.
45. The Chairman, and in his/her absence a Vice-Chairman according to the order of seniority, shall take the chair at all meetings of the General Committee and if at any meeting such person shall not be present within twenty minutes after the time appointed for holding the same, the members

of the General Committee present shall choose some one from their number to be chairman of the meeting. The General Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit.

46. The General Committee shall hold a meeting at least once every twelve months to examine the plans, accounts and any major changes in personnel of the Council.
47. The Chairman may, and the Chief Executive Officer at the request of any four members of the General Committee shall, at any time summon a meeting of the General Committee.
48. Questions at any meeting of the General Committee shall be decided by a show of hands and in case of an equality of votes the chairman shall have a second or casting vote.
49. A resolution in writing and signed by one-half of the members of the General Committee shall be as valid and effectual as if it had been passed at a meeting of the General Committee duly called and constituted.
50. All acts done by any meeting of the members of the General Committee or by any person acting as a member of the General Committee shall, notwithstanding that it be afterwards discovered that there was defect in the election or appointment of any such member of the General Committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was duly qualified to be a member of the General Committee.

#### **Power of the General Committee**

51. The General Committee may at all times in addition to the powers and authorities by these Articles expressly conferred upon it exercise all such powers, give all such consents, make all such arrangements, and generally do all such acts and things as may be exercised, given, made or done by the Council, and are not expressly directed to be exercised, given, made or done by the Council in meeting, subject nevertheless at all times to the Ordinance and to these Articles, and to such regulations (if any) as shall from time to time be prescribed by the Council in meeting, but no regulation made by the Council in meeting shall invalidate any prior act of the General Committee which would have been valid if no such regulation had been made.
52. Without prejudice to the general powers contained in the preceding clause the General Committee shall have power: -
  - (a) To acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Council and to settle the consideration terms and conditions;
  - (b) To bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon, or refer to arbitration, or any claim by or against the Council and to give time to any debtor of the Council;
  - (c) To invest or otherwise deal with the moneys of the Council not immediately required upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investment;
  - (d) To delegate, subject to such conditions as they shall think fit, any of their powers to the Executive Committee and a standing committee and to make such regulations as to the proceedings of such standing committee as may seem expedient;

- (e) From time to time to make, vary and repeal by-laws for the regulation of the affairs of the Council, its employees;
  - (f) To make, fulfil, rescind, modify, or vary any contract, and to do all such acts and things as they may think expedient for the purpose of the Council;
  - (g) To pay all costs, charges and expenses of and incidental to the carrying out of the object for which the Council is established; and
  - (h) To employ and to dismiss any paid staff or employee of the Council.
53. (a) There shall be an Executive Committee consisting of (i) the Chairman; (ii) all the Vice-Chairman; (iii) the Chief Executive Officer. The Executive Committee may, in addition to the ex officio members, co-opt as members thereof not more than 5 persons who are members of the General Committee, provided that the Executive Committee may at its absolute discretion terminate the co-option of any person as a member thereof at any time.
- (b) The powers and duties of the Executive Committee are as follows: -
- (i) To study and comment on all motions to be proposed at the meeting of the General Committee for the consideration of the members of the General Committee;
  - (ii) To transact such businesses as the General Committee may from time to time authorize or request; and
  - (iii) Such other powers and duties as the General Committee may from time to time delegate or impose.
- (c) The chairman of the Executive Committee shall be the Chairman of the General Committee.
54. (a) The General Committee or the Executive Committee may, according to the requirements from time to time, appoint such standing committees, sub-committees or ad hoc committees as it shall think fit and delegate in writing any of its powers to such committees and may from time to time revoke such delegation or revoke such appointment. All standing committees or sub-committee or ad hoc committees so formed shall automatically be dissolved at the expiry of the term of office of the General Committee during whose term of office such sub-committees are appointed.
- (b) The chairman of each committee shall be appointed by the General Committee or the Executive Committee. Members of each committee shall not exceed 15 persons which shall consist of members of the General Committee, members of the Council and any other person as the committee chairman may approve.
55. The General Committee shall cause minutes to be made in books provided for the purpose-
- (a) of all appointments of officers made by the General Committee;
  - (b) of the names of the members of the General Committee present at each meeting of the General Committee and the committees; and
  - (c) of all resolutions and proceedings at all meetings of the Council, and of the General Committee, and every member of the General Committee present at any meeting of the General Committee shall sign his name in a book to be kept for that purpose.



### **Election of members of the General Committee**

56. The Chairman of the General Committee shall be an Appointed Member thereof and so appointed by the Executive Committee or General Committee of the Chinese Manufacturers' Association of Hong Kong.
- \* 57. (a) The election of the Vice-Chairman and Elected Members of the General Committee shall take place every three years and all arrangements for the elections shall be made pursuant to the rules of election stipulated by the General Committee.
- (b) Candidates for Elected Members of the General Committee shall be nominated by the Executive Committee of the Chinese Manufacturers' Association of Hong Kong.
58. A voting ticket shall be dispatched to each member entitled to vote not less than 14 days before the last day for return of the ticket to the Council. There shall be stated in the voting ticket i) the names of candidates nominated for election; (ii) the number of members of the General Committee to be elected, such number to be decided by the current General Committee; (iii) the days for election (herein called "the Election Days"); and (iv) the time closed for voting on the last day of the Election Days (herein Called " the relevant time").
59. (a) A member entitled to vote (hereinafter called "the voter") shall distinctly mark on the voting ticket against the names of the candidates, not exceeding the number of members of the General Committee to be elected, whom he/she elects as the members of the General Committee and shall return the ticket to the registered office of the Council before the relevant time . A voting ticket, on which more than the number of members of the General Committee required to be elected is marked or which reaches the Council after the relevant time, shall be null and void for all purposes.
- (b) At least 14 days before the first day of the Election Days, every voter, being an individual shall deposit with the Council a specimen of his signature and every voter, not being an individual, shall deposit with the Council a specimen of the signature of its registered representative and chopped with the Chop of such voter. Every voting ticket shall, in the case of the voter being an Individual Member, be signed by the voter himself and in case of the voter being a Corporate Member, be signed by the registered representative of such voter and chopped with the chop of such voter. If the signature and /or the chop of any voter on the voting ticket differs from the specimen signature and/or chop of the voter, the decision of the Chief Executive Officer of the Council as to whether or not to accept the voting ticket as valid shall be final and conclusive.

### **Seal and Authentication of Deeds and Documents**

60. The General Committee shall provide for the safe custody of the Seal, which shall only be used by the authority of the General Committee and every instrument to which the Seal shall be affixed shall be signed by a member of the General Committee or such other person or persons as the General Committee shall from time to time appoint.
61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Council, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two members of the General Committee. All contracts and payment vouchers of a regular and routine nature shall be signed by such member or members

\* As adopted by the special resolution passed on 28<sup>th</sup> September 2011.

of staff as may be from time to time authorized in writing by the General Committee. Cheques under the amount of HK\$50,000 may be signed by the Chief Executive Officer and another senior managerial staff as may be from time to time appointed in writing by the General Committee.

#### **Accounts and Audit**

62. The General Committee shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Council; and
  - (c) the assets and liability of the Council.

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 Council's affairs and to explain its transactions.

63. Once at least in every year the accounts of the Council shall be examined, and the correctness of the accounts and balance sheet ascertained by one or more qualified auditor or auditors. The General Committee shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Council in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Council in general meeting, together with a copy of the General Committee's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Council. Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Council is not aware.
64. Every account of the General Committee, when audited and approved by a general meeting, shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected, and thenceforth shall be conclusive.
65. The books of account shall be kept at the registered office of the Council or, subject to section 121(3) of the Ordinance, at such other place or places as the General Committee thinks fit, and shall always be open to the inspection of the General Committee. The General Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Council or any of them shall be open to the inspection of members not being the members of the General Committee, and no member (not being a member of the General Committee) shall have any right of inspecting any account or book or document of the Council except as conferred by statute or authorized by the General Committee or by the Council in general meeting.

#### **Winding Up**

66. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Council shall have effect and be observed as if the same were repeated in these Articles.

### **Indemnity**

67. Subject to section 165 of the Ordinance, every member of the General Committee, officer or other servant for the time being of the Council shall be indemnified out of the funds and assets of the Council against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Council other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Council against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court provided that none of the funds or assets of the Council shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

### **\*Notices**

- \*68. Wherever any provision requires that a communication as between the Council, its Directors or Members be effected in writing or documents or information to be sent or supplied by the Council to its Directors or Members, the requirement may be satisfied by the communication being given in hard copy form in accordance with section 168BAF or in an electronic record in accordance with section 168BAG of the Companies Ordinance or making the document or information available on the website of the Council in accordance with section 168BAH of the Companies Ordinance.

\* As adopted by the special resolution passed on 28<sup>th</sup> September 2011.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, in pursuance of this Articles of Association: -

Names, addresses and descriptions of subscribers
Ngai Kam Fai, Danny (倪錦輝)  Merchant  Suites 1509 – 11, 15/F, CMG Asia Tower The Gateway, Harbour City Tsim Sha Tsui, Kowloon Hong Kong
Yin Tek Shing, Paul (尹德勝)  Merchant  Flat D, 1/F, Hang King Court 43 Cloudview Road Hong Kong
Yu Sun Say (楊孫西)  Merchant  9/F, HKI Building 56 Hung To Road, Kwun Tong Kowloon

Dated this 16th day of December 2004.

WITNESS to the above signatures: -

(Sd.) ANGES WAI-YIU YAU  
ANGES WAI-YIU YAU  
Solicitor, Hong Kong SAR  
P. C. Woo & Co.  
1225 Prince's Building  
10 Chater Road, Central  
Hong Kong

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
HONG KONG BRAND DEVELOPMENT  
COUNCIL COMPANY LIMITED

香港品牌發展局有限公司

(As amended by special resolutions passed on 28th September 2011)

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Incorporated the 22nd day of March 2005

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