

《公司(章程细则范本)公告》

(第 622 章, 附属法例 H)

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Companies (Model Articles) Notice

(Cap. 622 sub. leg. H)

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《公司(章程细则范本)公告》

(第 622 章第 78 条)

(略去制定语式条文——2014 年第 1 号编辑修订纪录)

[2014 年 3 月 3 日] 2013 年第 163 号法律公告

1. (已失时效而略去——2014 年第 1 号编辑修订纪录)

2. 公众股份有限公司的章程细则范本

附表 1 订明公众股份有限公司的章程细则范本。

附注——

请参阅《公司条例》(第 622 章)第 81、83(1)、84(1) 及 85(1) 条,以了解何种资料属公众股份有限公司的章程细则必须述明者。

(2014 年第 1 号编辑修订纪录)

3. 私人股份有限公司的章程细则范本

附表 2 订明私人股份有限公司的章程细则范本。

附注——

请参阅《公司条例》(第 622 章)第 81、83(1)、84(1) 及 85(1) 条,以了解何种资料属私人股份有限公司的章程细则必须述明者。

(2014 年第 1 号编辑修订纪录)

4. 担保有限公司的章程细则范本

附表 3 订明担保有限公司的章程细则范本。

附注——

Companies (Model Articles) Notice

(Cap. 622, section 78)

(Enacting provision omitted—E.R. 1 of 2014)

[3 March 2014] L.N. 163 of 2013

1. (Omitted as spent—E.R. 1 of 2014)

2. Model articles for public companies limited by shares

Schedule 1 prescribes the model articles for public companies limited by shares.

Note—

For information that must be stated in the articles of a public company limited by shares, please see sections 81, 83(1), 84(1) and 85(1) of the Companies Ordinance (Cap. 622).

(E.R. 1 of 2014)

3. Model articles for private companies limited by shares

Schedule 2 prescribes the model articles for private companies limited by shares.

Note—

For information that must be stated in the articles of a private company limited by shares, please see sections 81, 83(1), 84(1) and 85(1) of the Companies Ordinance (Cap. 622).

(E.R. 1 of 2014)

4. Model articles for companies limited by guarantee

Schedule 3 prescribes the model articles for companies limited by guarantee.

Note—

请参阅《公司条例》(第 622 章)第 81、83(1) 及 84(2) 条，以了解何种资料属担保有限公司的章程细则必须述明者。

(2014 年第 1 号编辑修订纪录)

5. 保留条文

就 ——

- (a) 不时有效的《1865 年公司条例》(1865 年第 1 号)附表 1 的 A 表而言，该 A 表在其适用于任何原有公司的范围内，不受本公告影响；
 - (b) 不时有效的《1911 年公司条例》(1911 年第 58 号)附表 1 的 A 表而言，该 A 表在其适用于任何原有公司的范围内，不受本公告影响；
 - (c) 《前身条例》附表 1 的 A 表而言，该 A 表在其适用于任何原有公司的范围内，不受本公告影响；
 - (d) 任何原有的担保有限公司的章程细则而言，不论该公司有没有股本，该章程细则均不受本公告影响。
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For information that must be stated in the articles of a company limited by guarantee, please see sections 81, 83(1) and 84(2) of the Companies Ordinance (Cap. 622).

(E.R. 1 of 2014)

5. Saving

This Notice does not affect—

- (a) Table A in the First Schedule to the Companies Ordinance 1865 (1 of 1865), as in force from time to time, so far as it applies to an existing company;
 - (b) Table A in the First Schedule to the Companies Ordinance 1911 (58 of 1911), as in force from time to time, so far as it applies to an existing company;
 - (c) Table A in the First Schedule to the predecessor Ordinance, so far as it applies to an existing company; and
 - (d) the articles of an existing company limited by guarantee, whether or not the existing company has a share capital.
-

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第 622H 章

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[第 2 条]

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(2013 年第 127 号法律公告)

第 1 部**释义****1. 释义**

(1) 在本《章程细则》中 ——

已缴 (paid) 指已缴，或入帐列为已缴；**已缴足款** (fully paid) 就某股份而言，指该股份的发行价已向本公司缴足；**分派对象** (distribution recipient) 在须就某股份支付股息或其他款项的情况下，就该股份而言 ——

(a) 指该股份的持有人；

(b) (如该股份有 2 名或多于 2 名联名持有人) 指姓名或名称较先记入成员登记册者；或

(c) (如持有人因为去世或破产，或在其他情况下藉法律的施行，而不再拥有该股份) 指承传人；

代表通知书 (proxy notice) —— 参阅第 53(1) 条；**本《章程细则》** (articles) 指本公司的组织章程细则；**成员登记册** (register of members) 指本公司的成员登记册；**有联系公司** (associated company) 指 ——

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(1) In these articles—

alternate (候补者) and **alternate director** (候补董事) mean a person appointed by a director as an alternate under article 30(1);**appointor** (委任者)—see article 30(1);**articles** (本《章程细则》) means the articles of association of the company;**associated company** (有联系公司) means—

(a) a subsidiary of the company;

(b) a holding company of the company; or

(c) a subsidiary of such a holding company;

call (催缴、催缴股款)—see article 70(1);**call notice** (催缴通知书)—see article 70(1);**distribution recipient** (分派对象) means, in relation to a share in respect of which a dividend or other sum is payable—

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附表 1

- (a) 本公司的附属公司；
 - (b) 本公司的控股公司；或
 - (c) 上述控股公司的附属公司；
- 委任者** (appointor) —— 参阅第 30(1) 条；
- 承传人** (transmittee) 指因为某成员去世或破产 (或在其他情况下藉法律的施行) 而拥有某股份的人；
- 持有人** (holder) 就某股份而言，指姓名或名称作为该股份的持有人而记入成员登记册的人；
- 候补者** (alternate)、**候补董事** (alternate director) 指由某董事根据第 30(1) 条委任为候补者的人；
- 《条例》** (Ordinance) 指《公司条例》(第 622 章) ；
- 部分已缴** (partly paid) 就某股份而言，指该股份的发行价部分仍未缴付；
- 催缴、催缴股款** (call) —— 参阅第 70(1) 条；
- 催缴通知书** (call notice) —— 参阅第 70(1) 条；
- 精神上无行为能力** (mental incapacity) 具有《精神健康条例》(第 136 章) 第 2(1) 条给予该词的涵义；
- 精神上无行为能力者** (mentally incapacitated person) 定义如下：
如某人属《精神健康条例》(第 136 章) 所指的、因精神上无行为能力而无能力处理和管理其财产及事务的人，该人即属**精神上无行为能力者**。
- (2) 本《章程细则》中使用的其他字词的涵义，与在本公司开始受本《章程细则》约束之日有效的《条例》中该等字词的涵义相同。
 - (3) 如某文件以《条例》第 828(5) 或 829(3) 条所规定的为施行《条例》而认证文件或资料的方式，获得认证，则就本《章程细则》而言，该文件即属经认证。

(2014 年第 1 号编辑修订纪录)

Schedule 1

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- (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** (已缴足款), 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** (精神上无行为能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);
- mentally incapacitated person** (精神上无行为能力者) 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** (《条例》) means the Companies Ordinance (Cap. 622);
- paid** (已缴) means paid or credited as paid;
- partly paid** (部分已缴), in relation to a share, means part of the price at which the share was issued remains unpaid;
- proxy notice** (代表通知书)—see article 53(1);
- register of members** (成员登记册) means the register of members of the company;
- transmittee** (承传人) means a person entitled to a share by reason of the death or bankruptcy of a member or otherwise by operation of law.

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附表 1

Schedule 1

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第 2 部

董事及公司秘书

第 1 分部 —— 董事的权力和责任

2. 董事的一般权限

- (1) 在《条例》及本《章程细则》的规限下，本公司的业务及事务均由董事管理，董事可行使本公司的一切权力。
- (2) 如在对本《章程细则》作出某项修改前，董事作出如无该项修改便属有效的作为，该项修改不会使该作为失效。
- (3) 本条给予的权力，不受本《章程细则》给予董事的任何其他权力局限。
- (4) 凡董事可行使某权力，有达到法定人数的董事出席的董事会议，即可行使该权力。

3. 成员的预留权力

- (1) 成员可藉特别决议，指示董事作出某指明的行动，或不得作出某指明的行动。

- (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.

(E.R. 1 of 2014)

Part 2

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

2. 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.

3. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

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- (2) 上述特别决议，不会使董事在该决议通过前已作出的任何作为失效。

4. 董事可转授权力

- (1) 在本《章程细则》的规限下，凡本《章程细则》向董事授予任何权力，而董事认为合适，董事即可按以下规定，转授该权力——
- (a) 转授的对象，可以是任何人或委员会；
 - (b) 可藉任何方法(包括藉授权书)转授；
 - (c) 可在任何程度上转授，而转授可不受地域限制；
 - (d) 可就任何事情作出转授；
 - (e) 可按任何条款及条件，作出转授。
- (2) 如董事有所指明，上述董事权力转授可授权其对象，进一步转授该权力。
- (3) 董事可——
- (a) 完全或局部撤销上述权力转授；或
 - (b) 撤销或修改其条款及条件。

5. 委员会

- (1) 董事如已转授其任何权力予某委员会，可制定该委员会在处理事务上的规则。
- (2) 上述委员会须遵守上述规则。

第 2 分部 —— 董事决策

6. 董事共同作出决定

董事的决定只可——

- (a) 在董事会议上作出；或

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- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

4. 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 or committee;
 - (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.

5. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

6. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) at a directors' meeting; or

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(b) 以董事书面决议的形式作出。

7. 召开董事会议

- (1) 任何董事均可召开董事会议。
- (2) 如某董事要求，公司秘书即须召开董事会议。
- (3) 召开董事会议的方式，是向董事发出该会议的通知。
- (4) 董事会议的通知须显示——
 - (a) 该会议的建议日期及时间；及
 - (b) 该会议将于何处举行。
- (5) 董事会议的通知须向每名董事发出，但无需采用书面形式。
- (6) 即使董事会议的通知没有向某董事发出，但如该董事在该会议举行之日后的 7 日内，向本公司发出通知，表明放弃收取该通知的权利，藉以放弃该权利，则没有向该董事发出通知一事，不影响该会议的有效性，亦不影响在该会议上所处理事务的有效性。

8. 参与董事会议

- (1) 除本《章程细则》另有规定外，当有以下情况发生，董事即属有参与董事会议或其部分——
 - (a) 该会议按照本《章程细则》召开及举行；及
 - (b) 每名董事均能够就该会议所处理事务中的任何特定项目，向其他董事传达自己所持的任何资料，或表达自己所持的任何意见。
- (2) 某董事身处何地，及董事如何彼此沟通，对断定董事是否正参与董事会议，无关重要。

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(b) in the form of a directors' written resolution.

7. Calling directors' meetings

- (1) Any director may call a directors' meeting.
- (2) The company secretary must call a directors' meeting if a director requests it.
- (3) A directors' meeting is called by giving notice of the meeting to the directors.
- (4) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (5) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (6) If a notice of a directors' meeting has not been given to a director (*the failure*) but the director waives his or her entitlement to the notice by giving notice to that effect to the company not more than 7 days after the meeting, the failure does not affect the validity of the meeting, or of any business conducted at it.

8. 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.

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- (3) 如所有有参与董事会议的董事，并非身处同一地点，他们可将其中任何一人的身处地点，视为该会议的举行地点。

9. 董事会议的法定人数

- (1) 除非董事会议有达到法定人数的董事参与，否则不得在该会议上就任何建议表决，但如属召开另一个会议的建议，则不在此限。
- (2) 董事会议的法定人数，可经董事的决定不时订定，惟最少须为 2 人。除非另有订定，否则上述法定人数是 2 人。

10. 在董事总数少于法定人数下进行会议

- (1) 如在当其时，董事总数少于董事会议的法定人数，本条即适用。
- (2) 如只有 1 名董事，该董事可委任足够的董事补足法定人数，或召开成员大会，以作出该项委任。
- (3) 如有多于 1 名董事——
- (a) 可为了委任足够的董事补足法定人数，或为了召开成员大会，以作出该项委任，而举行董事会议，惟前提是该会议须按照本《章程细则》召开，并有最少 2 名董事参与；而
- (b) 如有董事会议召开，但只有 1 名董事于指定的日期及时间出席，以参与该会议，则该董事可委任足够的董事补足法定人数，或召开成员大会，以作出该项委任。

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- (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.

9. 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, but it must be at least 2, and unless otherwise fixed it is 2.

10. Meetings if total number of directors less than quorum

- (1) This article applies if the total number of directors for the time being is less than the quorum required for directors' meetings.
- (2) If there is only 1 director, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.
- (3) If there is more than one director—
- (a) a directors' meeting may take place, if it is called in accordance with these articles and at least 2 directors participate in it, with a view to appointing sufficient directors to make up a quorum or calling a general meeting to do so; and
- (b) if a directors' meeting is called but only 1 director attends at the appointed date and time to participate in it, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

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附表 1

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Cap. 622H**11. 主持董事会议**

- (1) 董事可委任一名董事，主持董事会议。
- (2) 当其时获委任的董事，称为主席。
- (3) 董事可委任其他董事为副主席或助理主席，以在主席缺席时，主持董事会议。
- (4) 董事可随时终止主席的委任，亦可随时终止副主席或助理主席的委任。
- (5) 如在董事会议的指定开始时间过后的 10 分钟内，无论是主席、副主席或助理主席，均没有参与会议，或均不愿意主持会议，有参与会议的董事即可委任他们当中的其中一位，主持会议。

12. 董事会议表决的一般规则

- (1) 除本《章程细则》另有规定外，在董事会议上，须藉由有参与会议的董事的过半数票，作出任何决定。
- (2) 除本《章程细则》另有规定外，每名有参与董事会议的董事均有 1 票。

13. 主席在董事会议上的决定票

- (1) 如赞成和反对某建议的票数相同，主席(或主持董事会议的其他董事)即有权投决定票。
- (2) 如按照本《章程细则》，主席(或上述其他董事)不得在法定人数或表决程序上，获算作有参与作出决定的过程，第(1)款即不适用。

11. 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 appoint other directors as deputy or assistant chairpersons to chair directors' meetings in the chairperson's absence.
- (4) The directors may terminate the appointment of the chairperson, or deputy or assistant chairperson at any time.
- (5) If neither the chairperson nor the deputy or assistant chairperson is participating in a directors' meeting within 10 minutes of the time at which it was to start or is willing to chair the meeting, the participating directors may appoint one of themselves to chair it.

12. Voting at directors' meetings: general rules

- (1) Subject to these articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.
- (2) Subject to these articles, each director participating in a directors' meeting has 1 vote.

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.

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14. 候补者在董事会议上表决

如某董事亦兼任候补董事，该董事有权额外代表各委任者表决，前提是该委任者——

- (a) 没有参与董事会议；而
- (b) 假若有参与董事会议，会有权表决。

15. 利益冲突

- (1) 如——
 - (a) 某董事或与该董事有关连的实体，在任何与本公司订立的交易、安排或合约中，以任何方式有(直接或间接的)利害关系，而该项交易、安排或合约对本公司的业务来说是重大的；而且
 - (b) 该董事或实体的利害关系具相当分量，本条即适用。
- (2) 有关董事须按照《条例》第 536 条，向其他董事申报该董事或有关实体的利害关系的性质及范围。
- (3) 上述董事及其候补者——
 - (a) 于该董事或上述实体在某项交易、安排或合约中有上述利害关系的情况下，不得就该项交易、安排或合约表决；亦
 - (b) 不得在关乎该项交易、安排或合约的情况下，计入法定人数内。
- (4) 第 (3) 款并不排除有关候补者——
 - (a) 在另一名委任者没有上述利害关系的情况下，代该委任者就有关交易、安排或合约表决；及
 - (b) 在关乎该项交易、安排或合约的情况下，计入法定人数内。

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Cap. 622H**14. Alternates voting at directors' meetings**

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

15. Conflicts of interest

- (1) This article applies if—
 - (a) a director or an entity connected with the 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 or the entity's interest is material.
- (2) The director must declare the nature and extent of the director's or the entity's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director and the director's alternate must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director or the entity is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and

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- (5) 如上述董事或其候补者违反第 (3)(a) 款，有关票数即不获点算。
- (6) 第 (3) 款不适用于——
- 为以下目的作出的安排 就某董事贷给本公司的款项，或就某董事为本公司的利益而承担的义务，给予该董事保证或弥偿；
 - 本公司就其债项或义务，向第三方提供保证的安排，前提是董事已根据一项担保或弥偿，或藉存交一项保证，承担该债项或义务的全部或部分责任；
 - 符合以下说明的安排 本公司及其任何附属公司并不向董事或前董事提供特别的利益，但根据该项安排，本公司或该附属公司的雇员及董事(或前雇员及董事)可得到利益；及
 - 认购或包销股份安排。
- (7) 在本条中，对与某董事有关连的实体的提述，具有《条例》第 486 条给予的涵义。
- (8) 在本条中(第 (6)(d) 及 (9) 款除外)，凡提述交易、安排或合约，即包括建议的交易、安排或合约。
- (9) 在本条中——
- 认购或包销股份安排** (arrangement to subscribe for or underwrite shares) 指本公司的股份或其他证券的——
- 认购，或建议的认购；
 - 认购协议，或建议的认购协议；或
 - 包销协议，或建议的包销协议。

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- being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
- 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;
 - 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;
 - 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
 - an arrangement to subscribe for or underwrite shares.
- (7) A reference in this article to an entity connected with a director has the meaning given by section 486 of the Ordinance.
- (8) A reference in this article (except in paragraphs (6)(d) and (9)) to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- (9) In this article—
- arrangement to subscribe for or underwrite shares** (认购或包销股份安排) means—
- a subscription or proposed subscription for shares or other securities of the company;

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S1-32
Cap. 622H**16. 利益冲突的补充条文**

- (1) 任何董事除担任董事职位外，亦可兼任本公司辖下任何其他职位或有酬岗位（核数师职位除外），该兼任职位或岗位的任期及（关于酬金或其他方面的）任用条款，由董事决定。
- (2) 董事或准董事并不因为其董事职位，而丧失作出以下作为的资格——
 - (a) 在第 (1) 款所述的其他职位或有酬岗位的任期方面，与本公司订立合约；或
 - (b) 以售卖人、购买人或其他身分，与本公司订立合约。
- (3) 第 (2) 款所述的合约，或本公司（或由他人代本公司）订立的、任何董事在其中以任何方式具有利害关系的交易、安排或合约，均不可被致使无效。
- (4) 订立第 (2) 款所述的合约的董事，或在第 (3) 款所述的交易、安排或合约中具有利害关系的董事，均无法律责任——
 - (a) 因为担任董事职位；或
 - (b) 因为该职位所建立的受信人关系，而向本公司交出因该项交易、安排或合约而得到的任何利益。
- (5) 第 (1)、(2)、(3) 或 (4) 款适用的前提是，有关董事已按照《条例》第 536 条，向其他董事申报（该款所指的）该董事的利害关系的性质及范围。
- (6) 本公司的董事可以是下述公司的董事或其他高级人员，亦可以在其他情况下，在下述公司中具有利益——

- (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.

16. 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) 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.

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- (a) 本公司发起的公司；或
- (b) 本公司作为股东或以其他身分于其中具有利益的公司。(2013 年第 127 号法律公告)
- (7) 除非《条例》另有规定或本公司另有指示，否则上述董事无须就该董事作为其他公司的董事或高级人员而收取的任何酬金或其他得益，或就源自该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。

17. 提出董事书面决议

- (1) 任何董事均可提出董事书面决议。
- (2) 如某董事要求，公司秘书即须提出董事书面决议。
- (3) 提出董事书面决议的方式，是向每名董事发出提出决议的书面通知。
- (4) 提出董事书面决议的通知，须显示——
 - (a) 提出的决议；及
 - (b) 董事应采纳该决议的建议时限。
- (5) 如某人发出提出董事书面决议的通知，则该人在采纳该决议的程序上的任何决定，须合理和真诚地作出。

18. 采纳董事书面决议

- (1) 凡会有权在董事会议上就已提出的董事书面决议表决的所有董事，均已签署该决议的 1 份或多于 1 份文本，该书面决议即属获采纳。

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- (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.

17. Proposing directors' written resolutions

- (1) Any director may propose a directors' written resolution.
- (2) The company secretary must propose a directors' written resolution if a director requests it.
- (3) A directors' written resolution is proposed by giving notice in writing of the proposed resolution to each director.
- (4) Notice of a proposed directors' written resolution must indicate—
 - (a) the proposed resolution; and
 - (b) the time by which it is proposed that the directors should adopt it.
- (5) Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting the resolution must be taken reasonably in good faith.

18. Adoption of directors' written resolutions

- (1) A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the

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- (2) 第(1)款适用的前提是，上述董事的数目，会达到董事会的法定人数。
- (3) 董事是在有关通知中建议的应采纳决议时限之前还是之后签署该决议，无关重要。

19. 董事书面决议的效力

如被提出的董事书面决议获采纳，该决议的有效性及效力，等同于它在妥为召开和举行的董事会议上通过。

20. 董事会议的作为的有效性

董事会议或董事委员会会议的作为的有效性，或任何人以董事身分作出的作为的有效性，均犹如有关董事或人士均经妥为委任为董事并具有资格担任董事一样，即使事后发现有以下情况亦然——

- (a) 任何董事的委任，或上述以董事身分行事的人的委任，有欠妥之处；
- (b) 他们当中的任何 1 人或多于 1 人在当时不具备担任董事的资格，或已丧失该资格；
- (c) 他们当中的任何 1 人或多于 1 人在当时已不再担任董事；或
- (d) 他们当中的任何 1 人或多于 1 人在当时无权就有关事宜表决。

21. 备存决定的纪录

董事须确保，本公司备存董事根据第 6 条作出的每项决定的书面纪录，备存期最少 10 年，自该决定作出的日期起计。

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resolution at a directors' meeting have signed one or more copies of it.

- (2) Paragraph (1) only applies if those directors would have formed a quorum at the directors' meeting.
- (3) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.

19. Effect of directors' written resolutions

If a proposed directors' written resolution has been adopted, it is as valid and effectual as if it had been passed at a directors' meeting duly convened and held.

20. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee 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.

21. 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 for at least

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22. 董事订立更多规则的酌情决定权

在本《章程细则》的规限下，董事可——

- (a) 就他们如何作出决定，订立他们认为合适的规则；并
- (b) 就如何记录或向董事传达该等规则，订立他们认为合适的规则。

第 3 分部 —— 董事的委任及卸任**23. 董事的委任及卸任**

- (1) 如某人愿意成为董事，而法律准许该人成为董事，该人可经——
 - (a) 普通决议；或
 - (b) 董事的决定，
 获委任为董事。
- (2) 根据第 (1)(a) 款委任的董事，须受第 24 条规限。
- (3) 根据第 (1)(b) 款作出的委任，只可为以下目的作出——
 - (a) 填补期中空缺；或
 - (b) 在董事总数不超过按照本《章程细则》订定的数目的前提下，在现任董事以外，委任董事。
- (4) 根据第 (1)(b) 款委任的董事，须在该项委任后的首个周年成员大会上卸任。

24. 董事的轮换卸任

- (1) 在首个周年成员大会上，全体董事均须卸任。

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10 years from the date of the decision.

22. 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**23. 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) A director appointed under paragraph (1)(a) is subject to article 24.
- (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 retire from office at the next annual general meeting following the appointment.

24. Retirement of directors by rotation

- (1) At the first annual general meeting, all the directors must

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- (2) 在其后的每个周年成员大会上，三分之一在任董事须卸任。
- (3) 如第 33(2) 条适用，第 (1) 及 (2) 款即不适用。
- (4) 为施行第 (2) 款，如董事的人数并非 3 或 3 的倍数，则最接近三分之一人数的董事须卸任。
- (5) 于每年卸任的董事，须是在最近一次委任或再度委任后的任职时间属最长者。
- (6) 如在同一日，有多于 1 人成为董事，则除非他们另有协定，否则须藉抽签决定他们当中谁人卸任。
- (7) 如在周年成员大会上，有某董事卸任，本公司可在该大会上委任一人填补有关空缺。
- (8) 如 ——
 - (a) 本公司并无委任任何人填补有关空缺；而
 - (b) 卸任的董事没有向本公司发出通知，表明拒绝获再度委任的意向，
 则该董事须视为已获再度委任。
- (9) 然而，如 ——
 - (a) 在有某董事卸任的成员大会上，有明文议决不填补有关空缺；或
 - (b) 再度委任该董事的决议，已在该大会上提出，但不获采纳，
 则该董事不得视为已获再度委任。
- (10) 只有在以下情况下，某人方属合资格在成员大会上获委任为董事 ——
 - (a) 该人是在该大会上卸任的董事；
 - (b) 该人获董事推荐，委任为董事；或
 - (c) 合资格出席该大会并在会上表决的成员，已向本公司发出通知，表明该成员有意建议委任该人为董事，

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- retire from office.
- (2) At every subsequent annual general meeting, one-third of the directors for the time being must retire from office.
 - (3) Paragraphs (1) and (2) are subject to article 33(2).
 - (4) For the purposes of paragraph (2), if the number of directors is not 3 or a multiple of 3, then the number nearest one-third must retire from office.
 - (5) The directors to retire in every year must be those who have been longest in office since their last appointment or reappointment.
 - (6) For persons who became directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.
 - (7) At the annual general meeting at which a director retires, the company may appoint a person to fill the vacated office.
 - (8) A retiring director is regarded as having been reappointed to the office if—
 - (a) the company does not appoint a person to the vacated office; and
 - (b) the retiring director has not given notice to the company of the intention to decline reappointment to the office.
 - (9) However, a retiring director is not regarded as having been reappointed to the office if—
 - (a) at the meeting at which the director retires, it is expressly resolved not to fill the vacated office; or
 - (b) a resolution for the reappointment of the director has been put to the meeting and lost.
 - (10) A person is not eligible for appointment to the office of director at any general meeting unless—
 - (a) the person is a director retiring at the meeting;

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而该人亦已向本公司发出通知，表明自己愿意获委任。

- (11) 成员表示有意建议委任某人为董事的通知，须经该成员认证，而该人表示愿意获委任的通知，则须经该人认证；该两项通知，均须在有关成员大会的日期的最少 7 日前，以印本形式或电子形式，送抵本公司。
- (12) 本公司可——
 - (a) 藉普通决议，增加或减少董事人数；及
 - (b) 决定人数增加或减少后的董事，如何轮换卸任。

25. 卸任董事有资格再获委任

卸任的董事有资格再度获委任为董事。

26. 复合决议

- (1) 如正获考虑的建议关乎本公司或任何其他法人团体委任或雇用 2 名或多于 2 名董事，本条即适用。
- (2) 上述建议可就每名董事而分开处理及个别考虑。
- (3) 每名有关的董事均有权表决（前提是没有其他原因使该董事不得表决），而其本人有权就每项决议获计入法定人数内，但如决议关乎该董事本身的委任，则属例外。

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- (b) the person is recommended by the directors for appointment to the office; or
- (c) a member qualified to attend and vote at the meeting has sent the company a notice of the member's intention to propose the person for appointment to the office, and the person has also sent the company a notice of the person's willingness to be appointed.

- (11) The notice of the member's intention to propose the person for appointment to the office must be authenticated by that member and the notice of the person's willingness to be appointed must be authenticated by that person, and they must be sent to the company in hard copy form or in electronic form and received by the company, at least 7 days before the date of the general meeting.
- (12) The company may—
 - (a) by ordinary resolution increase or reduce the number of directors; and
 - (b) determine in what rotation the increased or reduced number is to retire from office.

25. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

26. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the company or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.

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如担任董事的人——

- (a) 根据《条例》或《公司(清盘及杂项条文)条例》(第 32 章), 停任董事, 或被法律禁止担任董事;
- (b) 破产, 或与其债权人概括地订立债务偿还安排或债务重整协议;
- (c) 成为精神上无行为能力者;
- (d) 按照《条例》第 464(5) 条, 藉书面辞职通知, 辞去董事职位;
- (e) 在没有董事的批准下, 在超过 6 个月期间的所有董事会议中缺席; 或
- (f) 经本公司的普通决议被罢免董事职位,

该人即停任董事。

28. 董事酬金

- (1) 董事的酬金须由本公司于成员大会上厘定。
- (2) 董事的酬金可——
 - (a) 以任何形式支付; 及
 - (b) 包括与以下事项关连的安排: 向该董事支付退休利益, 或支付涉及该董事的退休利益。
- (3) 董事的酬金逐日计算。

- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

27. 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.

28. 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.

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29. 董事的开支

董事就其以下行为而恰当地招致的交通、住宿及其他开支，可由本公司支付——

- (a) 出席——
 - (i) 董事会议或董事委员会会议；
 - (ii) 成员大会；或
 - (iii) 为本公司的任何类别的股份或债权证的持有人分开举行的会议；或
- (b) 行使其关乎本公司的权力，及履行其关乎本公司的责任。

第 4 分部 —— 候补董事**30. 候补者的委任及罢免**

- (1) 某董事 (**委任者**) 可委任任何其他董事为候补者，或委任董事藉决议批准的任何其他人为候补者。
- (2) 当董事在候补者的委任者缺席下作决定时，该候补者可就该决定的作出，行使该委任者的权力，及履行该委任者的责任。
- (3) 委任者委任或罢免其候补者，须按照以下方式，方属有效——
 - (a) 向本公司发出通知；或
 - (b) 董事批准的任何其他方式。
- (4) 上述通知须经委任者认证。
- (5) 上述通知——
 - (a) 须识别建议的候补者；而

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- (3) Directors' remuneration accrues from day to day.

29. 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 or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of any class of shares or of debentures of the company; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the company.

Division 4—Alternate Directors**30. Appointment and removal of alternates**

- (1) A director (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the company; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
 - (a) identify the proposed alternate; and

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- (b) 如属委任通知，须载有经建议候补者认证的陈述，表示该人愿意担任有关委任者的候补者。
- (6) 如董事藉决议罢免某候补者，本公司须在切实可行范围内，尽快向该候补者的委任者，发出该项罢免的通知。

31. 候补董事的权利与责任

- (1) 在董事根据第 6 条作出决定方面，候补董事享有与其委任者相同的权利。
- (2) 除非本《章程细则》另有指明，否则——
- (a) 在任何方面，候补董事均当作董事；
- (b) 候补董事为其自己的作为及不作为，负上法律责任；
- (c) 候补董事受其委任者所受的同样限制；及
- (d) 候补董事当作其委任者的代理人。
- (3) 除第 15(3) 条另有规定外，如某人是候补董事，但本身并不是董事——
- (a) 在断定参与会议的董事是否达到法定人数时，该人可算作有参与该会议(但前提是该人的委任者没有参与该会议)；及
- (b) 该人可签署书面决议(但前提是该人的委任者没有或不会签署该决议)。
- (4) 在——
- (a) 断定参与会议的董事是否达到法定人数时；或
- (b) 断定董事书面决议是否获采纳时，
- 同一名候补董事，不得算作或被视为多于 1 名董事。(2013 年第 127 号法律公告)
- (5) 候补董事无权凭借担任候补董事，向本公司收取酬金。

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- (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the company must as soon as practicable give notice of the removal to the alternate's appointor.

31. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 6.
- (2) Unless these articles specify otherwise, alternate directors—
- (a) are deemed for all purposes to be directors;
- (b) are liable for their own acts and omissions;
- (c) are subject to the same restrictions as their appointors; and
- (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 15(3), a person who is an alternate director but not a director—
- (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
- (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether—
- (a) a quorum is participating; or
- (b) a directors' written resolution is adopted. (L.N. 127 of 2013)

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- (6) 然而，候补者的委任者可藉给予本公司书面通知，指示将该委任者的酬金的任何部分，支付予该候补者。

32. 终止候补董事席位

- (1) 凡候补董事由某委任者委任，如符合以下情况，该候补董事的委任即告终止——
 - (a) 该委任者向本公司发出书面通知，指明该项委任将于何时终止，藉以撤销该项委任；
 - (b) 如某事件就该委任者发生，便会导致该委任者的董事委任终止，而该事件就该候补者发生；
 - (c) 该委任者去世；或
 - (d) 该委任者的董事委任终止。
- (2) 如委任者于成员大会上轮换卸任后，获再度委任为董事，或视为已在同一成员大会上获再度委任为董事，第 (1)(d) 款即不适用。在此情况下，有关候补董事的候补者委任，在上述再度委任后持续。
- (3) 如在委任某人为候补者时，该人并不是董事，而——
 - (a) 第 30(1) 条所指的批准，遭撤回或撤销；或
 - (b) 本公司在成员大会上通过普通决议，终止该项委任，该项委任即告终止。

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- (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director.
- (6) But the alternate's appointor may, by notice in writing made to the company, direct that any part of the appointor's remuneration be paid to the alternate.

32. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
 - (a) if the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) Paragraph (1)(d) does not apply if the appointor is reappointed after having retired by rotation at a general meeting or is regarded as having been reappointed as a director at the same general meeting, and in such a case, the alternate director's appointment as an alternate continues after the reappointment.
- (3) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
 - (a) the approval under article 30(1) is withdrawn or revoked; or

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Cap. 622H**第 5 分部 —— 常务董事****33. 常务董事的委任及终止委任****(1) 董事可 ——**

- (a) 不时委任他们当中的 1 人或多于 1 人，担任常务董事，任期及委任条款按他们认为合适而定；及
 - (b) 在不抵触在任何特定个案中订立的协议的条款的前提下，撤销该项委任。
- (2) 凡某董事获委任为常务董事，该董事在担任常务董事期间，无须根据第 24 条轮换卸任，而在断定根据该条轮换卸任的董事人选上，亦不列入考虑。
- (3) 如常务董事停任董事，则不论停任的原因，其常务董事委任即告自动终止。
- (4) 董事可厘定常务董事的酬金。该酬金可藉薪金、佣金或分享利润的方式支付，亦可藉混合上述方式支付。

34. 常务董事的权力

- (1) 任何可由董事行使的权力，均可按董事认为合适的条款及条件，并在其认为合适的限制下，由董事委托及授予某常务董事，该等权力可以是董事本身权力以外的专属权力，或是并行的权力。
- (2) 董事可不时撤销、撤回、更改或变更全部或任何上述权力。

- (b) the company by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Managing Directors**33. Appointment of managing directors and termination of appointment****(1) The directors may—**

- (a) from time to time appoint one or more of themselves to the office of managing director for a period and on terms they think fit; and
 - (b) subject to the terms of an agreement entered into in any particular case, revoke the appointment.
- (2) A director appointed to the office of managing director is not, while holding the office, subject to retirement by rotation under article 24. While holding the office, the director must also not be taken into account in determining the rotation of retirement of directors under that article.
- (3) The appointment as a managing director is automatically terminated if the managing director ceases to be a director for any reason.
- (4) The directors may determine a managing director's remuneration, whether by way of salary, commission or participation in profits, or a combination of them.

34. Powers of managing directors

- (1) The directors may entrust to and confer on a managing director any of the powers exercisable by them on terms and conditions and with restrictions they think fit, either collaterally with or to the exclusion of their own powers.
- (2) The directors may from time to time revoke, withdraw, alter or vary all or any of those powers.

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Cap. 622H**第 6 分部 —— 董事的弥偿及保险****35. 弥偿**

- (1) 如任何疏忽、失责、失职或违反信托的行为，是关乎本公司或本公司的有联系公司的，而本公司的董事或前董事在与该等行为有关连的情况下，招致须对本公司或该有联系公司（视属何情况而定）以外的任何人承担的法律赔偿责任，则本公司的资产，可运用作就该法律责任弥偿该董事。
- (2) 第(1)款适用的前提是，有关弥偿不得涵盖——
 - (a) 该董事缴付以下款项的法律责任——
 - (i) 在刑事法律程序中判处的罚款；或
 - (ii) 须就不遵守属规管性质的规定而以罚款形式缴付的款项；或
 - (b) 该董事任何以下法律责任——
 - (i) （如该董事在刑事法律程序中被定罪）该董事因在该法律程序中作抗辩而招致的法律责任；
 - (ii) （如本公司或本公司的有联系公司提起民事法律程序，而在该法律程序中，该董事被判败诉）该董事因在该法律程序中作抗辩而招致的法律责任；
 - (iii) （如本公司的成员或本公司的有联系公司的成员代本公司提起民事法律程序，而在该法律程序中，该董事被判败诉）该董事因在该法律程序中作抗辩而招致的法律责任；
 - (iv) （如本公司的有联系公司（**前者**）的成员，或前者的有联系公司的成员，代前者提起民事法律程序，而在该法律程序中，该董事被判败诉）该董事因在该法律程序中作抗辩而招致的法律责任；或

Division 6—Directors' Indemnity and Insurance**35. 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

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- (v) (如该董事根据《条例》第 903 或 904 条申请济助,而原讼法庭拒绝向该董事授予该济助)该董事在与该申请有关连的情况下招致的法律责任。
- (3) 在第 (2)(b) 款中,提述定罪、判决或拒绝授予济助之处,即提述在有关法律程序中的终局决定。
- (4) 为施行第 (3) 款,任何定罪、判决或拒绝授予济助——
- (a) 如没有遭上诉,在提出上诉的限期结束时,即属终局决定;或
- (b) 如遭上诉,在该上诉或任何进一步上诉获了结时,即属终局决定。
- (5) 为施行第 (4)(b) 款,如上诉——
- (a) 已获判定,而提出进一步上诉的限期已结束;或
- (b) 已遭放弃,或已在其他情况下失效,该上诉即属获了结。

36. 保险

董事可决定就以下法律责任,为本公司的董事或本公司的有联系公司的董事,投保保险,并保持该保险有效,费用由本公司负担——

- (a) 该董事在与关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(欺诈行为除外)有关连的情况下对任何人承担的法律責任;或
- (b) 该董事在针对该董事提出的民事或刑事法律程序中作抗辩而招致的法律责任,而该法律程序是针对该

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- 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.

36. 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

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董事犯的关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(包括欺诈行为)而提出的。

第 7 分部 —— 公司秘书

37. 公司秘书的委任及免任

- (1) 董事可按其认为合适的任期、酬金及条件,委任公司秘书。
- (2) 董事可免任他们委任的公司秘书。

第 3 部

成员作出决定

第 1 分部 —— 成员大会的组织

38. 成员大会

- (1) 除《条例》第 611、612 及 613 条另有规定外,本公司须按照《条例》第 610 条,就本公司的每个财政年度,举行成员大会,作为其周年成员大会。
- (2) 董事如认为合适,可召开成员大会。
- (3) 如根据《条例》第 566 条,董事须召开成员大会,他们须按照《条例》第 567 条召开成员大会。
- (4) 如董事没有按照《条例》第 567 条召开成员大会,则要求举行成员大会的成员,或他们当中拥有他们全体的总表决权一半以上者,可自行按照《条例》第 568 条召开成员大会。

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- (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 7—Company Secretary

37. 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 3

Decision-taking by Members

Division 1—Organization of General Meetings

38. 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

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Cap. 622H**39. 成员大会的通知**

- (1) 召开周年成员大会，须有为期最少 21 日的书面通知。
- (2) 召开除周年成员大会以外的成员大会，须有为期最少 14 日的书面通知。
- (3) 通知期 ——
 - (a) 不包括送达或当作送达有关通知当日；亦
 - (b) 不包括发出该通知当日。
- (4) 有关通知须 ——
 - (a) 指明有关成员大会的日期及时间；
 - (b) 指明该大会的举行地点(如该大会在 2 个或多于 2 个地方举行，则指明该大会的主要会场及其他会场)；
 - (c) 述明有待在该大会上处理的事务的概略性质；
 - (d) (如有关通知属周年成员大会的通知)述明该大会是周年成员大会；
 - (e) (如拟在该大会上动议某决议，不论是否特别决议) ——
 - (i) 包含该决议的通知；及
 - (ii) 包含或随附一项陈述，该陈述须载有为显示该决议的目的而合理地需要的任何资料或解释；
 - (f) (如拟在该大会上动议某特别决议)指明该意向，并包含该决议的文本；及
 - (g) 载有一项陈述，指明成员根据《条例》第 596(1) 及 (3) 条委任代表的权利。
- (5) 如决议的通知 ——

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.

39. 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;

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- (a) 已根据《条例》第 567(3) 或 568(2) 条，包含在有关成员大会的通知内；或
- (b) 已根据《条例》第 615 条发出，
则第 (4)(e) 款并不就该决议而适用。
- (6) 尽管召开成员大会的通知期，短于本条所指明者，但如以下成员同意，则该大会仍视为已妥为召开——
 - (a) (如该大会属周年成员大会) 所有有权出席该大会并有权于会上表决的成员；或
 - (b) (如该大会并非周年成员大会) 过半数有权出席该大会并有权于会上表决的成员，惟该等成员须合共代表全体成员于会上的总表决权的最少 95%。

40. 有权收到成员大会通知的人

- (1) 成员大会的通知，须向以下人士发出——
 - (a) 每名成员；及
 - (b) 每名董事。
- (2) 如本公司已获得关于承传人拥有股份的权力的通知，则
在第 (1) 款中，提述成员，包括该承传人。
- (3) 本公司如须向某成员发出本公司的成员大会的通知，或
任何其他关乎该大会的文件，则在向该成员发出该通知

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- (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.

40. 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.

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或文件的同时，亦须向本公司的核数师发出该通知或文件的文本，如有多于 1 名核数师，则须向每名核数师发出该文本。

41. 意外漏发成员大会通知

如成员大会的通知没有向任何有权收到该通知的人发出，而此事出于意外，或该人没有接获该通知，均不使有关成员大会的议事程序失效。

42. 出席成员大会和在会上发言

- (1) 凡某人在成员大会举行期间，能够妥当地向所有出席该大会的人，传达自己就大会上的事务所持的资料，或表达自己对该事务所持的意见，该人即属能够于该大会上行使发言权。
- (2) 凡符合以下情况，某人即属能够于成员大会上行使表决权——
 - (a) 该人在该大会举行期间，能够就交由该大会表决的决议，作出表决；而且
 - (b) 在断定是否通过该决议时，该人所投的票，能够与所有其他出席该大会的人所投的票，同时获点算在内。
- (3) 董事可作出他们认为适当的任何安排，以使出席成员大会的人，能够于会上行使其发言权及表决权。
- (4) 任何 2 名或多于 2 名出席成员大会的成员是否身处同一地点，对断定该大会的出席情况，无关重要。
- (5) 如 2 人或多于 2 人虽然身处不同地点，但他们若在成员大会上拥有发言权及表决权的话，是能够行使该等权利的，则他们均属有出席该大会。

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- (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.

41. 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.

42. 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.

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Cap. 622H**43. 成员大会的法定人数**

- (1) 如有 2 名成员亲身或由代表代为出席成员大会，2 人即构成成员大会的法定人数。
- (2) 如成员大会的出席者人数，未达到法定人数，则除委任主席外，不得在该大会上处理任何事务。

44. 主持成员大会

- (1) 如董事局主席(如有的话)有出席成员大会，而且愿意以主席的身分，主持该大会，则该大会由董事局主席担任主席。
- (2) 如 ——
 - (a) 没有董事局主席；
 - (b) 董事局主席在成员大会的指定举行时间过后的 15 分钟内，仍未出席；
 - (c) 董事局主席不愿意担任成员大会主席；或
 - (d) 董事局主席已向本公司发出通知，表示无意出席成员大会，
 则出席该大会的董事，须在他们当中推选 1 人，担任大会主席。
- (3) 如 ——
 - (a) 没有董事愿意担任主席；或
 - (b) 在成员大会的指定举行时间过后的 15 分钟内，没有董事出席，

- (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.

43. Quorum for general meetings

- (1) Two members present in person or by proxy constitute a quorum at a general meeting.
- (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.

44. 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.

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则出席该大会的成员，须在他们当中推选 1 人，担任大会主席。

- (4) 某代表可藉于成员大会上通过的本公司决议，获选为大会主席。

45. 非成员出席及发言

- (1) 董事不论是否本公司成员，均可出席成员大会，并可于会上发言。
- (2) 即使其他人 ——
- (a) 并非本公司成员；或
 - (b) 虽是本公司成员，但无权就成员大会行使成员权利，成员大会的主席仍可准许该人出席成员大会，及于会上发言。

46. 延期

- (1) 如在成员大会的指定举行时间过后的半小时内，未有达到法定人数的人出席该大会 ——
- (a) (如该大会是应成员的请求召开的) 该大会即须散会；或
 - (b) (如属其他情况) 该大会延期至下一星期的同一日，在同一时间和地点举行，或延期至董事决定的其他日期，在董事决定的时间和地点举行。
- (2) 如在经延期的成员大会的指定举行时间过后的半小时内，未有达到法定人数的人出席该大会，亲身出席或由代表代为出席的成员的人数，即构成法定人数。
- (3) 如符合以下情况，主席可将有达到法定人数的人出席的成员大会延期 ——
- (a) 该大会同意延期；或

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- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.

45. 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.

46. 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

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- (b) 主席觉得，为保障任何与会人士的安全，或为确保会上事务获有秩序地处理，有必要延期。
- (4) 如成员大会作出延期指示，主席即须将该大会延期。
- (5) 主席将成员大会延期时，须指明成员大会延至何日何时，及在何地举行。
- (6) 经延期的成员大会，只可处理该大会于延期前未完成的事务。
- (7) 如成员大会延期 30 日或多于 30 日，则须发出延期的成员大会的通知，如同须发出原本的成员大会的通知一样。
- (8) 如成员大会延期少于 30 日，则无需发出延期的成员大会的通知。

第 2 分部 —— 于成员大会上表决

47. 表决的一般规则

- (1) 交由成员大会表决的决议，须以举手方式表决，但如有按照本《章程细则》妥为要求以投票方式表决，则属例外。
- (2) 如在成员大会上表决票数均等，则不论表决是以举手还是投票方式作出，大会主席均有权投第二票或决定票。
- (3) 如在成员大会上，以举手方式就某决议表决，则由主席作出的 ——
- (a) 指该决议已获通过或未获通过的宣布；或
- (b) 指该决议是获特定多数通过的宣布，
- 即为该事实的确证，而无需证明所录得的赞成或反对该决议的票数的数目或比例。

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- (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

47. 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,

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- (4) 在会议议事纪录内的关乎上述宣布的记项，亦为该事实的确证，而无需加以证明。

48. 错误及争议

- (1) 凡某人在成员大会上作表决，则除非对该人的表决资格的异议，是在该大会(或经延期的成员大会)上提出的，否则该异议不得提出。表决如未有在成员大会上遭推翻，即属有效。
- (2) 任何异议均须交由成员大会的主席处理，主席的决定属终局决定。

49. 要求投票表决

- (1) 以投票方式就某决议表决的要求，可在以下时间提出——
 - (a) 在将表决该决议的成员大会举行之前；或
 - (b) 于成员大会上，以举手方式就该决议表决的结果宣布之时或之前。
- (2) 以下人士可要求就某决议投票表决——
 - (a) 大会主席；
 - (b) 最少 2 名亲身或由代表代为出席成员大会的成员；或
 - (c) 持有于成员大会上有权表决的全体成员的总表决权的最少 5%，并亲身或由代表代为出席成员大会的任何成员。
- (3) 委任代表的文书，须视为有授权有关代表要求或参与要求就某决议投票表决。

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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.

48. 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.

49. 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.

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(4) 就某决议投票表决的要求，可以撤回。

50. 成员持有的票数

- (1) 在成员大会上就某决议举手表决时，每名以下人士均有 1 票——
 - (a) 亲身出席的成员；及
 - (b) 获有权就该决议表决的成员妥为委任并亲身出席的代表。
- (2) 如某成员委任多于 1 名代表，该等代表无权就有关决议举手表决。
- (3) 在成员大会上就某决议投票表决时——
 - (a) 每名亲身出席的成员就其所持有的每一股股份，均有 1 票；及
 - (b) 获某成员妥为委任并亲身出席的代表就该委任所关涉的每一股股份，均有 1 票。
- (4) 本条的效力，不得抵触附于任何股份或股份类别的任何权利或限制。

51. 股份联名持有人的表决

- (1) 就股份联名持有人而言，只有由有作出表决而排名最先的持有人作出的表决(及任何由该持有人妥为授权的代表作出的表决)，方可获计算在内。
- (2) 就本条而言，股份持有人排名的先后，取决于有关联名持有人在成员登记册上的排名次序。

52. 精神上无行为能力的成员的表决

- (1) 如某成员属精神上无行为能力者，则不论是举手或投票

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(4) A demand for a poll on a resolution may be withdrawn.

50. 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.

51. 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.

52. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote,

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表决,该成员均可由其受托监管人、接管人、监护人,或由原讼法庭所指定属受托监管人、接管人或监护人性质的其他人,作出表决。

- (2) 上述受托监管人、接管人、监护人或其他人,均可在举手或投票表决中,由代表代为表决。

53. 代表通知书的内容

- (1) 代表的委任须藉符合以下说明的书面通知 (**代表通知书**) 作出,方属有效 ——
 - (a) 该通知述明委任该代表的成员的姓名或名称及地址;
 - (b) 该通知识别获委任为该成员的代表的人,及该项委任所关乎的成员大会;
 - (c) 该通知经认证,或经他人代该成员签署;及
 - (d) 该通知按照本《章程细则》,及按照该大会的通知所载的指示,交付本公司。
- (2) 本公司可规定代表通知书以某特定形式交付,并可为不同目的,指明不同的形式。
- (3) 本公司如规定或容许以电子形式,交付代表通知书予本公司,则可规定代表通知书的交付须按本公司指明的保安安排,妥为保护。
- (4) 委任某代表的代表通知书可指明,该代表将如何就关乎成员大会上处理事务的 1 项或多于 1 项决议表决 (或指明该代表不得就该等决议表决)。
- (5) 除非委任某代表的代表通知书另作说明,否则该通知书须视为 ——
 - (a) 容许该代表有酌情决定权,决定如何就任何交由有关成员大会表决的附带或程序事宜的决议表决;及
 - (b) 不但就某成员大会本身委任该人为代表,亦在该大会延期的情况下,就该经延期的大会,委任该人为代表。

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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.

53. 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.

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Cap. 622H**54. 代委任代表的成员，签立代表委任文书**

如代表通知书未经认证，它须随附书面证据，证明签立有关代表委任文书的人，有权代作出有关委任的成员，签立该文书。

(2013 年第 127 号法律公告)

55. 代表通知书的交付，及撤销代表委任的通知

- (1) 除非在以下时间之前，代表通知书已送抵本公司，否则该通知书属无效——
 - (a) (如属成员大会或经延期的成员大会) 举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行) 指定的表决时间前的 24 小时。
- (2) 根据代表通知书作出的委任，可被撤销。撤销的方法，是向本公司交付书面通知，该通知须由发出(或由他人代为发出) 该代表通知书的人发出，或由他人代该人发出。
- (3) 除非在以下时间之前，撤销上述委任的通知已送抵本公司，否则该通知属无效——
 - (a) (如属成员大会或经延期的成员大会) 举行该大会的指定时间前的 48 小时；及

- (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.

54. 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.

55. 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—

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- (b) (如有人要求投票表决,而投票是在该要求作出后的 48 小时后进行)指定的表决时间前的 24 小时。

56. 成员亲身表决影响代表的权力

- (1) 如就股份委任代表的成员作出以下作为,则该代表就有关决议具有的权力,须视为已被撤销——
 - (a) 亲身出席决定该决议的成员大会;及
 - (b) 就该决议而行使该等股份所附的表决权。
- (2) 即使有效的代表通知书,已由有权出席成员大会或在成员大会上发言或(以举手或投票方式)表决的成员向本公司交付,或已代表成员如此交付,该成员仍然就该大会或经延期的该大会享有出席、发言或表决的权利。

57. 在委任代表的成员去世、变为精神上无行为能力等情况下,代表表决的效力

- (1) 尽管——
 - (a) 委任代表的成员在表决前去世,或变为精神上无行为能力;
 - (b) 代表的委任被撤销,或签立代表委任文书所依据的权力被撤销;或
 - (c) 代表委任所关乎的股份被转让,
 按照有关代表通知书的条款作出的表决,仍属有效。

- (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.

56. 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 if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right attached to the shares in respect of which the proxy is appointed.
- (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.

57. 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

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- (2) 如述明上述去世、精神上无行为能力、撤销或转让情况的通知，在以下时间之前送抵本公司，则第(1)款不适用——
- (a) (如属成员大会或经延期的成员大会)举行该大会的指定时间前的 48 小时；及
- (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行)指定的表决时间前的 24 小时。

58. 修订提出的决议

- (1) 在以下情况下，将会在某成员大会上提出的普通决议，可经由普通决议修订——
- (a) 建议的修订的书面通知，已向公司秘书发出；及
- (b) 大会主席合理地认为，建议的修订并没有对有关决议的涵盖范围，造成重大改变。
- (2) 如有关普通决议，将会在某成员大会上提出，上述通知须在举行该大会的时间的 48 小时前(或大会主席决定的较迟时间)，由有权于大会上投票的人发出。
- (3) 在以下情况下，将会在某成员大会上提出的特别决议，可经由普通决议修订——
- (a) 在该大会上，大会主席建议作出修订；及
- (b) 该项修订仅修正该决议中的文法错误，或其他无关宏旨的错误。
- (4) 如成员大会的主席虽然真诚地行事，但错误地判定任何对决议的修订属不妥善，则除非原讼法庭另有命令，否则该决议的表决仍属有效。

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- (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.

58. 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.

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第 3 分部 —— 对成员权利的限制

59. 拖欠公司款项的成员无权表决

除非所有已到期须由某成员就本公司的股份缴付的催缴股款或其他款项，均已获该成员缴付，否则该成员无权在任何成员大会上表决。

第 4 分部 —— 规则适用于某类别成员的会议

60. 某类别成员的会议

本《章程细则》中关乎成员大会的条文经所需变通后，适用于任何类别股份的持有人的会议。

第 4 部

股份及分派

第 1 分部 —— 发行股份

61. 发行不同类别股份的权利

(1) 本公司发行的股份可附有 ——

- (a) 优先、递延或其他特别的权利；或
- (b) 在股息、表决、资本退还或其他方面的限制，该限制可由本公司不时藉普通决议决定，

而之前授予任何原有的股份或原有类别的股份的持有人的任何特别权利，不受影响。

- (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.

Division 3—Restrictions on Members' Rights

59. No voting of shares on which money owed to company

A member is not entitled to vote at any general meeting unless all calls or other sums presently payable by the member in respect of shares in the company have been paid.

Division 4—Application of Rules to Class Meetings

60. Class meetings

The provisions of these articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

Part 4

Shares and Distributions

Division 1—Issue of Shares

61. Powers to issue different classes of shares

- (1) Without affecting any special rights previously conferred on the holders of any existing shares or class of shares, the company may issue shares with—
 - (a) preferred, deferred or other special rights; or

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- (2) 在符合《条例》第 5 部第 4 分部的规定下，本公司可按以下条款发行股份 该股份须按或可按本公司或股份持有人的选择而被赎回。
- (3) 董事可决定赎回股份的条款、条件及方式。

62. 就认购股份支付佣金

- (1) 如第 (2) 款中的条件获符合，本公司可根据《条例》第 148 条，向某人支付佣金。
- (2) 有关条件是——
 - (a) 就有关股份而支付或议定支付的佣金，不得超过该股份的发行价的 10%；
 - (b) (如有向公众人士作出认购该等股份的要约) 本公司在支付该佣金前，遵照《公司(清盘及杂项条文)条例》(第 32 章)附表 3 第 I 部第 7(a)(ii) 段规定，在该要约的招股书中，披露该佣金的款额或佣金率；及
 - (c) (如没有向公众人士作出认购该等股份的要约) 本公司在支付该佣金前，遵照《条例》第 148(2)(c)(ii) 条规定，在由本公司发出的邀请认购股份的任何通告或通知中，披露该佣金的款额或佣金率。
- (3) 有关佣金可——
 - (a) 以现金支付；
 - (b) 以已缴足款或部份已缴的股份支付；或
 - (c) 部分以现金而部分以上述股份支付。
- (4) 本公司亦可在发行股份时，支付合法的经纪费。

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- (b) any restrictions, whether in regard to dividend, voting, return of capital or otherwise, that the company may from time to time by ordinary resolution determine.

- (2) Subject to Division 4 of Part 5 of the Ordinance, the company may issue shares on the terms that they are to be redeemed, or liable to be redeemed, at the option of the company or the holders of the shares.
- (3) The directors may determine the terms, conditions and manner of redemption of the shares.

62. Payment of commissions on subscription for shares

- (1) If the conditions in paragraph (2) are satisfied, the company may pay a commission to a person under section 148 of the Ordinance.
- (2) The conditions are that—
 - (a) the commission paid or agreed to be paid does not exceed 10% of the price at which the shares in respect of which the commission is paid are issued;
 - (b) if those shares are offered to the public for subscription, the company, before making the payment, discloses the amount or rate of the commission in the prospectus for the public offer, as required under paragraph 7(a)(ii) in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32); and
 - (c) if those shares are not offered to the public for subscription, the company, before making the payment, discloses the amount or rate of the commission in any circular or notice issued by the company inviting subscriptions for those shares, as required under section 148(2)(c)(ii) of the Ordinance.
- (3) The commission may be paid—

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Cap. 622H**第 2 分部 —— 股份中的权益****63. 公司仅受绝对权益约束**

- (1) 除非法律规定，否则本公司不承认任何人为以信托形式持有股份。
- (2) 除非法律或本《章程细则》另有规定，否则除持有人在某股份中的绝对拥有权及随附的一切权利以外，本公司完全不受该股份中的任何权益约束，亦完全不承认该股份中的任何权益。
- (3) 即使本公司知悉上述权益，第 (2) 款仍适用。

第 3 分部 —— 股份证明书**64. 除在若干情况外须发出证明书**

- (1) 本公司须 ——
 - (a) 在配发股份或提交妥当的股份转让文书后的 2 个月内；或
 - (b) 在股份的发行条件所规定的其他限期内，就每一名成员所持的股份，免费向该成员发出 1 份或多于 1 份证明书。
- (2) 如某股份属多于 1 个类别，则不得就该股份发出证明书。
- (3) 如某股份由多于 1 人持有，则只可就该股份发出 1 份证明书。

- (a) in cash;
- (b) in fully paid or partly paid shares; or
- (c) partly in one way and partly in the other.
- (4) The company may also on any issue of shares pay a brokerage that is lawful.

Division 2—Interests in Shares**63. 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**64. 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) No certificate may be issued in respect of shares of more than one class.
- (3) If more than one person holds a share, only 1 certificate may be issued in respect of it.

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Cap. 622H**65. 股份证明书的内容及签立事宜**

- (1) 股份证明书须指明——
 - (a) 它是就多少股份及什么类别的股份发出的；
 - (b) 该等股份的已缴股款的款额；及
 - (c) 编配予该等股份的任何识别号码。
- (2) 股份证明书须——
 - (a) 盖有本公司的法团印章，或本公司的(《条例》第 126 条所指的)正式印章；或
 - (b) 以其他方式按照《条例》签立。

66. 综合股份证明书

- (1) 成员可以向本公司提出书面要求，要求——
 - (a) 以一份综合证明书，取代该成员的单独的证明书；或 (2013 年第 127 号法律公告)
 - (b) 以分开的 2 份或多于 2 份代表该成员所指明的股份比例的证明书，取代该成员的综合证明书。
- (2) 除非拟由综合证明书取代的任何证明书，已事先归还予本公司作注消，否则不得发出该综合证明书。
- (3) 除非拟由分开的证明书取代的综合证明书，已事先归还予本公司作注消，否则不得发出该等分开的证明书。

67. 作替代的股份证明书

- (1) 如有就某成员所持的股份发出证明书，而该证明书遭涂污、破损、遗失或毁掉，该成员有权就相同的股份获发

65. Contents and execution of share certificates

- (1) A certificate must specify—
 - (a) in respect of how many shares and of what class the certificate is issued;
 - (b) the amount paid up on them; 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.

66. Consolidated share certificates

- (1) A member may request the company, in writing, to replace—
 - (a) the member's separate certificates with a consolidated certificate; or
 - (b) the member's consolidated certificate with 2 or more separate certificates representing the proportion of the shares that the member specifies.
- (2) A consolidated certificate must not be issued unless any certificates that it is to replace have first been returned to the company for cancellation.
- (3) Separate certificates must not be issued unless the consolidated certificate that they are to replace has first been returned to the company for cancellation.

67. 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

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证明书作替代。

- (2) 某成员如有权获发替代的证明书，并行使此权利，则——
- (a) 可同时行使获发单一证明书、分开的证明书或综合证明书的权利；(2013 年第 127 号法律公告)
 - (b) 须将遭涂污或破损的须予替代的证明书，归还予本公司；及
 - (c) 须遵从董事所决定的、在证据、弥偿及支付合理款项方面的条件。

第 4 分部——部分已缴的股份

68. 公司在部分已缴的股份中的留置权

- (1) 如部分已缴的股份，涉及任何已催缴或须于规定时间缴付的款项（不论是否已到期须缴付），则本公司在该股份中，就该款项拥有第一及首要留置权。
- (2) 如部分已缴的股份以单一名人士的名义登记，则本公司在该股份中，亦就该人或其遗产已到期须向本公司缴付的所有款项，拥有第一及首要留置权。
- (3) 本公司在某股份中的留置权，延伸及须就该股份支付的任何股息。
- (4) 董事可随时宣布，某股份完全免受本条约束，或局部免受本条约束。

69. 执行公司的留置权

- (1) 在符合本条的规定下，如——

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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) may at the same time exercise the right to be issued with a single certificate, separate certificates or a consolidated certificate;
 - (b) must return the certificate that is to be replaced to the company if it is defaced or damaged; and
 - (c) must comply with the conditions as to evidence, indemnity and the payment of a reasonable fee that the directors decide.

Division 4—Partly Paid Shares

68. Company's lien over partly paid shares

- (1) The company has a first and paramount lien on any share that is partly paid for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share.
- (2) The company also has a first and paramount lien on any share that is partly paid standing registered in the name of a single person for all moneys presently payable by the person or the person's estate to the company.
- (3) The company's lien on a share extends to any dividend payable in respect of that share.
- (4) The directors may at any time declare a share to be wholly or in part exempt from this article.

69. Enforcement of company's lien

- (1) Subject to this article, the company may sell a share in a manner the directors think fit if—

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- (a) 执行留置权的通知 (**执行通知**) 已就某股份向某人发出；及
- (b) 该人未有遵从该通知，
则本公司可按董事认为合适的方式，出售该股份。
- (2) 执行通知 ——
 - (a) 只可在本公司在某股份中拥有留置权，而有款项已到期须就该股份缴付的情况下，就该股份发出；
 - (b) 须指明有关股份；
 - (c) 须要求该款项在自该通知的日期起计的 14 日内缴付；
 - (d) 须是向该股份的持有人发出的，或是向因为该持有人去世、破产或其他原因而有权拥有该股份的人发出的；及
 - (e) 须述明本公司拟在该通知不获遵从的情况下，出售该股份。
- (3) 为使根据本条作出的股份出售有效，董事可授权任何人将该等股份转让予购买人，而购买人须获登记为该等股份的持有人。
- (4) 购买人无须理会出售股份所得款项如何运用，而购买人在有关股份中的所有权，不受整个出售程序中的任何不当之处或可使其失效之处所影响。
- (5) 出售有关股份所得的净额 (即支付该项出售所需费用以及执行有关留置权所需的任何其他费用后，所得的净额) 须 ——
 - (a) 首先用于全数支付在有关执行通知的日期当日须缴付的、产生该留置权的款项；
 - (b) 其次用于支付予以下人士：在该等股份售出当日，有权拥有该等股份的人。
- (6) 第 (5)(b) 款按以下规定适用 ——

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- (a) a notice enforcing a lien (**lien enforcement notice**) has been issued in respect of that share; and
- (b) the person to whom the notice was issued has failed to comply with it.
- (2) A lien enforcement notice—
 - (a) may only be issued in respect of a share on which the company has a lien, in respect of which a sum is presently payable;
 - (b) must specify the share concerned;
 - (c) must require payment of the sum within 14 days of the notice;
 - (d) must be issued to the holder of the share or to the person entitled to it by reason of the holder's death, bankruptcy or otherwise; and
 - (e) must state the company's intention to sell the share if the notice is not complied with.
- (3) To give effect to the sale of shares under this article, the directors may authorize any person to transfer the shares to the purchaser, and the purchaser is to be registered as the holder of those shares.
- (4) The purchaser is not bound to see to the application of the purchase money, and the purchaser's title to the shares is not affected by any irregularity in or invalidity of the process leading to the sale.
- (5) The net proceeds of the sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied—
 - (a) first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice;

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- (a) 在以下情况发生后，第 (5)(b) 款方适用 有关股份的证明书退回本公司作注销，或合适的弥偿已就任何遗失的证明书作出；及
- (b) 第 (5)(b) 款在一项留置权的规限下适用，该留置权等同本公司在有关股份售出前，在该等股份中就有款项目拥有的留置权，有关款项即：于执行通知的日期之后，须就该等股份缴付的款项。
- (7) 凡某董事或公司秘书作出法定声明，声明自己是董事或公司秘书，以及某股份已于指明的日期售出，以体现本公司的留置权，该声明即——
 - (a) 对所有声称有权拥有该股份的人而言，属该声明所述事实的确证；及
 - (b) 在本《章程细则》或法律规定的任何其他正式转让手续获符合的前提下，构成该股份的妥善所有权。
(2013 年第 127 号法律公告)

70. 催缴通知书

- (1) 在符合本《章程细则》及股份的配发条款的规定下，董事可向某成员发出通知书 (**催缴通知书**)，要求该成员向本公司缴付指明的款项 (缴付该款项的要求，称为**催缴**；该款项则称为**催缴股款**)，该款项是须就有关股份缴付的款项，而有关股份是在董事决定发出催缴通知书当日，该成员所持有的股份。
- (2) 催缴通知书——
 - (a) 要求某成员缴付的催缴股款，不得超出该成员的股份的未缴付股款的总额；

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- (b) second, to the person entitled to the shares at the date of the sale.
- (6) Paragraph (5)(b) applies—
 - (a) only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates; and
 - (b) subject to a lien equivalent to the company's lien on the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice.
- (7) A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date—
 - (a) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
 - (b) subject to compliance with any other formalities of transfer required by these articles or by law, constitutes a good title to the share.

70. Call notices

- (1) Subject to these articles and the terms on which shares are allotted, the directors may send a notice (**call notice**) to a member requiring the member to pay the company a specified sum of money (**call**) that is payable in respect of shares held by the member at the date when the directors decide to send the call notice.
- (2) A call notice—
 - (a) must not require a member to pay a call that exceeds the total sum unpaid on that member's shares;

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- (b) 须指明它关乎的催缴股款，须于何时及以何种方式缴付；及
- (c) 可准许或要求催缴股款以分期形式缴付。
- (3) 成员须遵从催缴通知书的要求，但无须在该通知书发出后的 14 日内，缴付任何催缴股款。
- (4) 如某成员须就其股份缴付的催缴股款，根据某催缴通知书到期须付，则在本公司收到该股款前，董事可藉向该成员发出另一份书面通知——
 - (a) 完全或局部撤销该催缴通知书；或
 - (b) 指明比该催缴通知书所指明者较迟的缴付催缴股款时间。

71. 催缴当作何时作出

凡董事授权催缴，该项催缴须当作是在该决议通过之时作出。

72. 缴付催缴股款的法律责任

- (1) 如有催缴股款须就某股份缴付，转让该股份并不消除或转让缴付该催缴股款的法律责任。
- (2) 如有催缴股款须就某股份缴付，该股份的联名持有人共同及各别负上法律责任，缴付所有该等催缴股款。
- (3) 在不抵触股份的配发条款的情况下，董事可在发行股份时规定，向该等股份的持有人发出的催缴通知书，可要求他们——
 - (a) 缴付不同的催缴股款；或
 - (b) 于不同时间缴付催缴股款。

73. 在何时无需发出催缴通知书

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- (b) must specify when and how any call to which it relates is to be paid; and
- (c) may permit or require the call to be paid by instalments.
- (3) A member must comply with the requirements of a call notice, but is not obliged to pay any call before 14 days have passed since the notice was sent.
- (4) Before the company has received any call due under a call notice, the directors may, by a further notice in writing to the member in respect of whose shares the call is made—
 - (a) revoke the call notice wholly or in part; or
 - (b) specify a later time for payment than is specified in the call notice.

71. When call deemed to be made

A call is deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

72. Liability to pay calls

- (1) Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which it is required to be paid.
- (2) Joint holders of a share are jointly and severally liable to pay all calls in respect of that share.
- (3) Subject to the terms on which shares are allotted, the directors may, when issuing shares, provide that call notices sent to the holders of those shares may require them—
 - (a) to pay calls that are not the same; or
 - (b) to pay calls at different times.

73. When call notice need not be issued

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- (1) 如某股份的发行条款，指明有款项须在以下时间就该股份向本公司缴付，则无需就该款项发出催缴通知书——
 - (a) 配发股份之时；
 - (b) 某特定事件发生之时；或
 - (c) 股份的发行条款所指定的日期，或按照该等条款指定的日期。
- (2) 然而，如上述款项到期须付之日已过，但该款项仍未缴付，则有关股份的持有人——
 - (a) 在各方面均视为未有遵从就该款项发出的催缴通知书；及
 - (b) 在支付利息及没收股份方面，须承担相同的后果。

74. 未有遵从催缴通知书的必然后果

- (1) 如某成员负有法律责任，须缴付催缴股款或催缴股款的分期款项，但在指明的付款日期当日或之前，该成员未有缴付该催缴股款或分期款项，则该成员须自该日期起，就该催缴股款或分期款项，向本公司缴付利息，直至该催缴股款或分期款项清缴为止。
- (2) 有关息率由董事决定，但不得超过年息 10%。
- (3) 董事可完全或局部免收上述利息。

75. 拟没收股份的通知

- (1) 如某成员负有法律责任，须缴付催缴股款或催缴股款的分期款项，但在指明的付款日期当日或之前，该成员未有缴付该催缴股款或分期款项，则只要该催缴股款或分期款项仍有任何部分未缴付，董事即可向该成员送达通知，要求该成员缴付该未缴付部分，并连同任何或已累算的利息，一并缴付。

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- (1) A call notice need not be issued in respect of sums that are specified, in the terms on which a share is issued, as being payable to the company in respect of that share—
 - (a) on allotment;
 - (b) on the occurrence of a particular event; or
 - (c) on a date fixed by or in accordance with the terms of issue.
- (2) But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is—
 - (a) treated in all respects as having failed to comply with a call notice in respect of that sum; and
 - (b) liable to the same consequences as regards the payment of interest and forfeiture.

74. Failure to comply with call notice: automatic consequences

- (1) If a member is liable to pay a call or instalment of a call and fails to do so by the date specified for its payment, the member must pay the company interest on the call or instalment from that date until the call or instalment is paid.
- (2) The interest rate is to be determined by the directors, but must not exceed 10% per annum.
- (3) The directors may waive the payment of the interest wholly or in part.

75. Notice of intended forfeiture

- (1) If a member is liable to pay a call or instalment of a call and fails to do so by the date specified for its payment, the directors may, for so long as any part of the call or instalment remains unpaid, serve a notice on the member requiring payment of the part of the call or instalment that is unpaid, together with any interest that may have accrued.

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(2) 上述通知须——

- (a) 指明另一日期(该日期须迟于送达该通知的日期之后的 14 日), 要求有关成员须在该日期当日或之前, 缴付该通知要求缴付的款项;
- (b) 述明付款的方法; 及
- (c) 述明如该通知不获遵从, 有关催缴所关的股份, 可遭没收。

76. 董事没收股份的权力

如有拟没收股份的通知根据第 75 条发出, 而通知中的要求不获遵从, 则在该通知所要求的付款作出前, 有关催缴所关的股份可遭没收, 此项没收须藉表明为该目的而通过的董事决议作出。

77. 没收股份的效果

- (1) 除本《章程细则》另有规定外, 凡某股份遭没收——
 - (a) 该股份中的一切权益即告终绝, 针对本公司而就该股份作出的一切申索及要求, 亦即告终绝; 及
 - (b) 在紧接没收前持有该股份的人与本公司之间的、附属于该股份的一切其他权利及法律责任, 即告终绝。
- (2) 如某人所持的股份已遭没收——
 - (a) 本公司须向该人发出通知, 述明该等股份已遭没收, 并于成员登记册记录此事;
 - (b) 就该等股份而言, 该人不再是成员;
 - (c) 该人须将遭没收的股份的证明书, 退回予本公司作注销;
 - (d) 该人仍就一切有关款项, 对本公司负有法律责任, 有关款项即: 该人于该等股份遭没收的日期, 须根据本《章程细则》就该等股份缴付的一切款项, 包括

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(2) The notice must—

- (a) specify a further date (not before the end of 14 days after the date of service of the notice) on or before which the payment required by the notice is to be made;
- (b) state how that payment is to be made; and
- (c) state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

76. Directors' power to forfeit shares

If the requirements of the notice of intended forfeiture under article 75 are not complied with, the shares in respect of which the call was made may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

77. Effect of forfeiture

- (1) Subject to these articles, the forfeiture of a share extinguishes—
 - (a) all interests in the share, and all claims and demands against the company in respect of it; and
 - (b) all other rights and liabilities incidental to the share between the person whose share it was prior to the forfeiture and the company.
- (2) If a person's shares have been forfeited—
 - (a) the company must send that person a notice that forfeiture has occurred and record it in the register of members;
 - (b) that person ceases to be a member in respect of those shares;
 - (c) that person must surrender the certificate for the shares forfeited to the company for cancellation;

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任何(不论是在该等股份遭没收之前或之后累算的)利息;及

- (e) 董事可完全或局部免收上述付款,亦可强制执行该付款,而不就该等股份遭没收之时的价值,或处置该等股份所得的代价,作出任何扣减。

78. 没收股份后的程序

- (1) 如遭没收的股份将会以转让的方式处置,本公司可收取转让该股份所得的代价,而董事可授权任何人签立转让文书。
- (2) 凡某董事或公司秘书作出法定声明,声明自己是董事或公司秘书,以及某股份已于指明的日期遭没收,该声明即——
 - (a) 对所有声称有权拥有该股份的人而言,属该声明所述事实的确证;及
 - (b) 在本《章程细则》或法律规定的任何其他正式转让手续获符合的前提下,构成该股份的妥善所有权。
(2013 年第 127 号法律公告)
- (3) 获转让遭没收的股份的人,无须理会有关代价(如有的话)如何运用。
- (4) 第(3)款所述的人在其股份中的所有权,不受有关没收或转让的程序的任何不当或可使其失效之处影响。
- (5) 如本公司出售遭没收的股份,在该股份遭没收前持有它的人,有权从本公司收取该项出售所得(须扣除佣金)的款项,但不包括符合以下说明的款项——
 - (a) 该款项是之前须缴付或会须缴付的;而

- (d) that person remains liable to the company for all sums payable by that person under these articles at the date of forfeiture in respect of those shares, including any interest (whether accrued before or after the date of forfeiture); and
- (e) the directors may waive the payment of those sums wholly or in part or enforce the payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

78. Procedure following forfeiture

- (1) If a forfeited share is to be disposed of by being transferred, the company may receive the consideration for the transfer and the directors may authorize any person to execute the instrument of transfer.
- (2) A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been forfeited on a specified date—
 - (a) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
 - (b) subject to compliance with any other formalities of transfer required by these articles or by law, constitutes a good title to the share.
- (3) A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any).
- (4) The person's title to the share is not affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share.
- (5) If the company sells a forfeited share, the person who held it prior to its forfeiture is entitled to receive from the company

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- (b) 该人在该股份遭没收时，尚未就该股份缴付该款项。
- (6) 尽管有第(5)款的规定，本公司无须就上述出售所得款项向该款所述的人支付利息，亦无须交出任何以该款项赚取的款项。

79. 退回股份

- (1) 如任何股份符合以下说明，成员可退回该股份——
- (a) 董事可根据第 75 条，就该股份送达拟没收股份的通知；
 - (b) 董事可没收该股份；或
 - (c) 该股份已遭没收。
- (2) 董事可接受上述股份的退回。
- (3) 退回股份的效果，与没收股份相同。
- (4) 经退回的股份，可按处理遭没收的股份的同样方法处理。

第 5 分部 —— 转让及传转股份**80. 转让股份**

- (1) 股份可藉普通形式的转让文书转让，亦可藉董事批准的其他形式的转让文书转让。上述文书须由出让人及受让人签立，或由他人代出让人及受让人签立。
- (2) 本公司不得就登记任何转让文书或其他关乎或影响股份的所有权的文件，收取费用。
- (3) 本公司可保留任何经登记的转让文书。

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the proceeds of the sale, net of any commission, and excluding any amount that—

- (a) was, or would have become, payable; and
 - (b) had not, when the share was forfeited, been paid by that person in respect of the share.
- (6) Despite paragraph (5), no interest is payable to such a person in respect of the proceeds and the company is not required to account for any money earned on them.

79. Surrender of shares

- (1) A member may surrender any share—
- (a) in respect of which the directors may serve a notice of intended forfeiture under article 75;
 - (b) that the directors may forfeit; or
 - (c) that has been forfeited.
- (2) The directors may accept the surrender of such a share.
- (3) The effect of surrender on a share is the same as the effect of forfeiture on that share.
- (4) A share that has been surrendered may be dealt with in the same way as a share that has been forfeited.

Division 5—Transfer and Transmission of Shares**80. 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.

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- (4) 在受让人的姓名或名称作为某股份的持有人而记入成员登记册前，出让人仍是该股份的持有人。

81. 董事拒绝股份转让的权力

- (1) 在以下情况下，董事可拒绝登记某股份的转让——
- (a) 该股份并非已缴足款；
 - (b) 有关转让文书没有递交至本公司的注册办事处，亦没有递交至董事指定的其他地点；
 - (c) 有关转让文书并没有随附其所关涉的股份的证明书，亦没有随附董事合理要求的其他证据，以证明出让人作出有关转让的权利，或证明其他人代出让人作出该项转让的权利；或
 - (d) 有关转让涉及多于 1 类别的股份。
- (2) 如董事拒绝登记某股份的转让——
- (a) 出让人或受让人可要求得到一份述明拒绝理由的陈述书；及
 - (b) 有关转让文书须归还提交它的出让人或受让人，但如董事怀疑建议的转让可能具欺诈成份，则不在此限。
- (3) 凡转让文书于某日递交予本公司，则在该日期后的 2 个月内，它须连同拒绝登记转让的通知，按照第 (2)(b) 款归还。
- (4) 如出让人或受让人根据第 (2)(a) 款提出要求，董事须在接获要求后的 28 日内——

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- (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.

81. Power of directors to refuse transfer of shares

- (1) The directors may refuse to register the transfer of a share if—
- (a) the share is not fully paid;
 - (b) the instrument of transfer is not lodged at the company's registered office or another place that the directors have appointed;
 - (c) 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
 - (d) the transfer is in respect of more than one class of shares.
- (2) If the directors refuse to register the transfer of a share—
- (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.

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- (a) 将一份述明拒绝理由的陈述书，送交该人；或
- (b) 登记有关转让。

82. 董事暂停办理登记股份转让的权力

董事可暂停办理登记股份转让，但 ——

- (a) 暂停期间合计不得超过每年 30 日；或
- (b) (如将成员登记册封闭的 30 日期间，根据《条例》第 632(3) 条就该年而予以延长) 为期不得超过该延长的期间。

83. 传转股份

- (1) 如某成员去世 ——
 - (a) 而该成员是股份的联名持有人，本公司只可承认该等联名持有人中的尚在世者有该股份的所有权；及
 - (b) 而该成员是股份的单独持有人，本公司只可承认该成员的合法遗产代理人有该股份的所有权。
- (2) 如去世成员与其他人联名持有股份，本《章程细则》所载的任何规定，均不解除去世成员的遗产在该股份方面的任何法律责任。

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- (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.

82. Power of directors to suspend registration of transfer of shares

The directors may suspend the registration of a transfer of a share—

- (a) for any period or periods not exceeding 30 days in each year; or
- (b) if the period of 30 days for closing the register of members is extended in respect of that year under section 632(3) of the Ordinance, for not more than that extended period.

83. Transmission of shares

- (1) 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.

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- (1) 如某承传人按董事的恰当要求，出示被要求出示的证据，证明本身拥有有关股份的权利，该承传人在本《章程细则》的规限下，可选择成为该股份的持有人，或选择将该股份转让予另一人。
- (2) 董事有权拒绝或暂停办理有关登记，一如假使在有关转让前有关持有人已转让有关股份的话，董事本会有权拒绝或暂停办理登记股份转让一样。
- (3) 某承传人有权享有的股息或其他利益，等同于该承传人假使是有关股份的持有人的话便会享有者，惟该承传人在尚未就该股份登记为成员前，无权就该股份行使任何凭借成员资格而获赋予的、关乎本公司会议的权利。
- (4) 董事可随时发出通知，要求承传人选择成为有关股份的持有人，或选择将该股份转让予另一人。
- (5) 如承传人在自上述通知发出起计的 90 日内，没有遵从该通知，董事可在该通知的要求获遵从之前，暂缓支付须就该股份支付的所有股息、红利或其他款项。

85. 行使承传人权利

- (1) 承传人如选择成为某股份的持有人，须以书面将此事通知本公司。
- (2) 在接获上述通知后的 2 个月内，董事须 ——

- (2) Nothing in these articles releases the estate of a deceased member from any liability in respect of a share that had been jointly held by the deceased member with other persons.

84. 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.

85. 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.

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- (a) 将有关承传人登记为有关股份的持有人；或
- (b) 将拒绝登记的通知，送交有关承传人。
- (3) 如董事拒绝办理登记，承传人可要求得到一份述明拒绝理由的陈述书。
- (4) 如承传人根据第 (3) 款提出要求，董事须在接获要求后的 28 日内——
 - (a) 将一份述明拒绝理由的陈述书，送交该承传人；或
 - (b) 将该承传人登记为有关股份的持有人。
- (5) 承传人如选择将有关股份转让予另一人，即须就该股份签立转让文书。
- (6) 本《章程细则》中关于股份转让权利及股份转让登记的一切限制及其他条文，均适用于第 (1) 款所指的通知，亦适用于第 (5) 款所指的转让，犹如有关转并未发生，以及有关转让是有关股份的持有人在该项转之前作出的转让一样。

86. 承传人受先前的通知约束

如某通知就某些股份向某成员发出，而某承传人有权拥有该等股份，且该通知是在该承传人的姓名或名称记入成员登记册前向该成员发出的，则该承传人受该通知约束。

第 6 分部 —— 股本的更改和减少、回购股份及股份的配发**87. 股本的更改**

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- (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.

86. 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 6—Alteration and Reduction of Share Capital, Share Buy-backs and Allotment of Shares**87. Alteration of share capital**

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本公司可藉普通决议更改其股本，更改方式须是《条例》第 170 条所列的 1 种或多于 1 种方式。

88. 股本的减少

本公司可藉特别决议，按照《条例》第 5 部第 3 分部，减少其股本。

89. 回购股份

本公司可按照《条例》第 5 部第 4 分部，回购本公司的股份(包括任何可赎回股份)。

90. 股份的配发

如董事须按照《条例》第 140 条的规定，事前取得本公司藉决议给予的批准，方可行使其获赋予的、配发本公司股份的权力，则董事不得在取得该项批准前，行使该权力。

第 7 分部 —— 分派**91. 宣布分派股息的程序**

- (1) 本公司可于成员大会上，宣布分派股息，但股息不得超过董事建议的款额。
- (2) 董事可不时向成员支付中期股息，前提是董事觉得以本公司的利润而论，该中期股息属有理可据。
- (3) 除按照《条例》第 6 部从利润中支付股息外，不得以其他方式支付股息。
- (4) 除非宣布分派股息的成员决议、董事的支付股息决定或股份的发行条款另有指明，否则股息的支付，须以每名成员于宣布分派或支付该股息的决议或决定的日期所持的股份，作为依据。

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The company may by ordinary resolution alter its share capital in any one or more of the ways set out in section 170 of the Ordinance.

88. 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.

89. 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.

90. 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 7—Distributions**91. 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

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- (5) 董事在建议分派任何股息前，可从本公司的利润中拨出其认为合适的款项，作为储备。
- (6) 董事可按以下规定运用上述储备——
 - (a) 凡本公司的利润可恰当地运用于某目的上，董事即可将该等储备，运用于该目的上；及
 - (b) 在如上述般运用该等储备前，董事可将该等储备，运用于本公司的业务上，或运用于董事认为合适的投资上，该等投资不得包括本公司的股份。
- (7) 董事如认为不分派某笔利润，属稳健做法，即可予以结转，而不将该笔利润拨入储备内。

92. 计算股息

- (1) 就某股份及某期间派发的所有股息，均须——
 - (a) 按照该股份的已缴款额，宣布派发及支付；及
 - (b) 按照该股份在该期间的一段或多于一段时间内的已缴款额的比例，分摊及支付。
- (2) 凡任何人拥有带有关于股息的特别权利的股份，第(1)款的施行不得抵触该人的权利。
- (3) 如某股份的发行条款规定，该股份自某特定日期起享有股息，该股份须据此而享有股息。
- (4) 就本条而言，在催缴之前就某股份缴付的款额，概不视为就该股份缴付的款额。

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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.

92. Calculation of dividends

- (1) All dividends must be—
 - (a) declared and paid according to the amounts paid on the shares in respect of which the dividend is paid; and
 - (b) apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid.
- (2) Paragraph (1) is subject to any rights of persons who are entitled to shares with special rights regarding dividend.
- (3) If a share is issued on terms providing that it ranks for dividend as from a particular date, the share ranks for dividend accordingly.
- (4) For the purposes of this article, no amount paid on a share in advance of calls is treated as paid on the share.

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Cap. 622H**93. 支付股息及其他分派**

- (1) 如须就某股份支付股息或其他分派款项，则须藉以下 1 种或多于 1 种方法支付——
- (a) 转帐入分派对象以书面(或董事决定的方式)指明的银行帐户；
 - (b) (如分派对象是股份持有人)按分派对象的登记地址，或(如分派对象不是股份持有人)按分派对象以书面(或董事决定的方式)指明的地址，以邮寄方式，送交抬头为分派对象的支票予分派对象；
 - (c) 按分派对象以书面(或董事决定的方式)指明的地址，以邮寄方式送交抬头为指明人士的支票予指明人士；
 - (d) 董事与分派对象以书面(或董事决定的方式)议定的任何其他支付方法。
- (2) 在本条中——
- 指明人士** (specified person) 指分派对象以书面(或董事决定的方式)指明的人。

94. 从分派中扣除拖欠本公司的款项

- (1) 如——
- (a) 某股份根据第 68 条，受本公司的留置权所规限；及
 - (b) 董事有权根据第 69 条，就该股份发出执行通知，
- 本条即适用。

93. 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.

94. Deductions from distributions in respect of sums owed to company

- (1) This article applies if—
- (a) a share is subject to the company's lien under article 68;
- and

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- (2) 如有款项须就某股份向本公司缴付，董事可在有权根据执行通知要求付款的范围内，从须就该股份支付的股息或其他款项中，扣除该款项，而不发出执行通知。
- (3) 按上述规定扣除的款项，须用作缴付须就有关股份缴付的款项。
- (4) 本公司须以书面将以下事宜通知分派对象——
 - (a) 已作出扣除，及扣除的款额；
 - (b) 因为有关扣除，而导致没有支付须就某股份支付的股息或其他款项的情况；及
 - (c) 遭扣除的款项已如何运用。

95. 不得就分派支付利息

除非——

- (a) 某股份的发行条款；或
- (b) 某股份的持有人与本公司之间的另一项协议的条文，另有规定，否则本公司不得就任何须就该股份支付的股息或其他款项，支付利息。

96. 分派无人申领

- (1) 如须就股份支付的股息或其他款项，在已宣布分派或成为须支付的款项后，无人申领，则在有人申领前，董事可运用该股息或款项作投资用途，或惠及本公司的用途。
- (2) 支付股息或其他款项入另外的帐户，并不使本公司成为该股息或款项的受托人。
- (3) 如——

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- (b) the directors are entitled to issue a lien enforcement notice under article 69 in respect of it.
- (2) Instead of issuing the lien enforcement notice, the directors may deduct from any dividend or other sum payable in respect of the share any sum of money that is payable to the company in respect of that share to the extent that they are entitled to require payment under the lien enforcement notice.
- (3) The money so deducted must be used to pay any of the sums payable in respect of the share.
- (4) The company must notify the distribution recipient in writing of—
 - (a) the fact and amount of the deduction;
 - (b) any non-payment of a dividend or other sum payable in respect of a share resulting from the deduction; and
 - (c) how the money deducted has been applied.

95. 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.

96. 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.

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- (a) 自股息或其他款项到期须付的日期起计，已满 12 年；及
- (b) 某分派对象尚未申领该股息或款项，
则该分派对象不再有权收取该股息或款项，而本公司不再欠下该股息或款项。

97. 非现金形式的分派

- (1) 除股份的发行条款另有规定外，本公司可按董事的建议，藉普通决议决定，以转让同等价值的非现金资产(包括但不限于任何公司的股份或其他证券)的方式，支付全部或部分须就该股份支付的股息，或作出全部或部分须就该股份作出的其他分派。
- (2) 董事可为作出非现金形式的分派，作出他们认为合适的任何安排，包括在就该项分派遭遇困难的情况下——
 - (a) 厘定任何资产的价值；
 - (b) 以该价值为基础，向某分派对象支付现金，以调整分派对象的权利；及
 - (c) 将任何资产归属受托人。

98. 放弃分派

- (1) 分派对象可放弃收取须就某股份支付的股息的权利，或放弃收取须就某股份作出的其他分派的权利，放弃的方法，是向本公司签立一份表明此意的契据。
- (2) 然而，如有关股份有多于 1 名持有人，或多于 1 人有权拥有该股份(不论是因为 1 名或多于 1 名联名持有人去世或破产，或其他原因)，则除非上述契据明文订明，它是由所有持有人或有权拥有该股份的其他人签立的，否则该契据属无效。

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- (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.

97. 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.

98. 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.

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Cap. 622H**第 8 分部 —— 利润的资本化****99. 利润的资本化**

- (1) 本公司可按董事的建议，藉普通决议将利润资本化。
- (2) 如资本化须随附股份或债权证的发行，则董事可运用经资本化的款项，而可运用的款项的比例，须是假使该款项是以股息的形式分派，有关成员便会有权收取的款项的比例。
- (3) 董事可作出他们认为合适的任何安排，包括发出不足一股股份的证明书、作现金付款，或采取调整至整数政策，以在可发行不足一股股份或不足一个单位的债权证的情况下，调整成员之间的权利，惟该等安排须是作出该项调整所必需的。

第 5 部**杂项条文****第 1 分部 —— 公司与外间的通讯****100. 须使用的通讯方法**

- (1) 除本《章程细则》另有规定外，根据本《章程细则》由本公司(或向本公司)送交或提供的任何东西，可按《条例》第 18 部中就《条例》规定由本公司(或向本公司)送交或提供文件或资料的任何方式，送交或提供。
- (2) 除本《章程细则》另有规定外，就董事作出决定一事而向该董事送交或提供的通知或文件，亦可按该董事已要求的、在当其时向该董事送交或提供上述通知或文件的方式，送交或提供。

Division 8—Capitalization of Profits**99. 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 5**Miscellaneous Provisions****Division 1—Communications to and by Company****100. 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

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- (3) 某董事可与本公司协定，以某特定方式向该董事送交的通知或文件，须当作已在它们送交后的一段指明的时间内接获，指明的时间须少于 48 小时。

101. 未有就通讯资料作通知

- (1) 如 ——
- (a) 本公司在一段为期最少 12 个月的期间，向某成员连续送交 2 份文件；而
 - (b) 每一份上述文件均无法投递而遭退回，或本公司接获通知，指该文件无法投递，
- 则该成员不再有权从本公司收取通知。
- (2) 如已不再有权从本公司收取通知的成员，向本公司送交以下资料，则该成员重新有权从本公司收取通知 ——
- (a) 供记录在成员登记册上的地址；或
 - (b) (如该成员已同意本公司应使用送交东西往上述地址以外的通讯方法) 本公司能有效地使用该通讯方法所需的资料。

第 2 分部 —— 行政安排**102. 公司印章**

- (1) 使用法团印章，仅可按董事授予的权限进行。
- (2) 法团印章须属一个金属印章，印章上以可阅字样，刻有本公司名称。

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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.

101. Failure to notify contact details

- (1) A member ceases to be entitled to receive notices from the company if—
- (a) the company sends 2 consecutive documents to the member over a period of at least 12 months; and
 - (b) each of those documents is returned undelivered, or the company receives notification that it has not been delivered.
- (2) A member who has ceased to be entitled to receive notices from the company becomes entitled to receive those notices again by sending the company—
- (a) an address to be recorded in the register of members; or
 - (b) if the member has agreed that the company should use a means of communication other than sending things to such an address, the information that the company needs to use that means of communication effectively.

Division 2—Administrative Arrangements**102. 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.

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- (3) 在符合第(2)款的规定下，董事可决定如何使用法团印章或正式印章，及使用法团印章或正式印章的形式(不论正式印章是供在香港以外地区使用，还是供在证券上盖印)。
- (4) 除非董事另有规定，否则如本公司有法团印章，而该印章经用作在某文件上盖印，该文件亦须经最少 1 名董事及 1 名获授权人士签署。
- (5) 就本条而言，获授权人士是——
 - (a) 本公司的任何董事；
 - (b) 公司秘书；或
 - (c) 获董事授权签署经法团印章盖印的文书的人。
- (6) 如本公司有供在香港以外地区使用的正式印章，则董事须有决定授权在某文件(或某文件所属类别的文件)上使用该印章，方可在该文件上盖上该印章。
- (7) 如本公司有供在证券上盖印的正式印章，则只有公司秘书或获公司秘书授权在证券上盖上该印章的人，方可在证券上盖上该印章。

103. 没有查阅帐目及其他纪录的权利

任何人均无权仅凭成员的身分，查阅本公司的任何帐目或其他纪录或文件，但如获——

- (a) 成文法则；
 - (b) 根据《条例》第 740 条作出的命令；
 - (c) 董事；或
 - (d) 本公司的普通决议，
- 赋予查阅权限，则属例外。

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- (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.

103. 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.

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Cap. 622H**104. 核数师的保险**

- (1) 董事可决定就以下法律责任，为本公司的核数师或本公司的有联系公司的核数师，投保保险，并保持该保险有效，费用由本公司负担——
 - (a) 该核数师因在履行核数师职责的过程中，在与关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(欺诈行为除外)有关连的情况下而对任何人承担的法律任；或
 - (b) 该核数师就针对该核数师提出的民事或刑事法律程序中进行抗辩而招致的法律责任，而该法律程序是针对该核数师在履行核数师职责的过程中所犯的、关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(包括欺诈行为)而提出的。
- (2) 在本条中，凡提述履行核数师职责，即包括履行《条例》第 415(6)(a) 及 (b) 条指明的职责。

105. 清盘

- (1) 如本公司清盘，而在偿付在清盘中经证明的债项后，留有余数，清盘人——
 - (a) 可在获得规定认许下，将本公司的资产(不论该等资产是否包含同一类财产)的全部或任何部分，按其原样或原物，在成员之间作出分配，并可为此目的，为将会如此分配的财产，订出该清盘人认为公平的价值；及
 - (b) 可决定如何在成员或在不同类别的成员之间，进行该分配。

104. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company, or an auditor of an associated company of the company, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

105. 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

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(2) 清盘人可在获得规定认许下，为了分担人的利益，将上述资产的全部或任何部分，按清盘人(在获得规定认许下)认为适当的信托安排，归属予受托人，但任何成员不得被强迫接受任何带有法律责任的股份或其他证券。

(3) 在本条中——

规定认许 (required sanction) 指本公司以特别决议所作的认许，及《条例》所规定的任何其他认许。

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(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 (规定认许) means the sanction of a special resolution of the company and any other sanction required by the Ordinance.

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(2013 年第 127 号法律公告)

第 1 部**Part 1****释义****Interpretation****1. 释义****1. Interpretation**

(1) 在本《章程细则》中——

(1) In these articles—

已缴 (paid) 指已缴，或入帐列为已缴；**alternate** (候补者) and **alternate director** (候补董事) mean a person appointed by a director as an alternate under article 28(1);**已缴足款** (fully paid) 就某股份而言，指该股份的发行价已向本公司缴足；**appointor** (委任者)—see article 28(1);**分派对象** (distribution recipient) 在须就某股份支付股息或其他款项的情况下，就该股份而言——**articles**(本《章程细则》) means the articles of association of the company;

(a) 指该股份的持有人；

associated company (有联系公司) means—

(b) (如该股份有 2 名或多于 2 名联名持有人) 指姓名或名称较先记入成员登记册者；或

(a) a subsidiary of the company;

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- (c) (如持有人因为去世或破产,或在其他情况下藉法律的施行,而不再拥有该股份)指承传人;
- 代表通知书** (proxy notice) —— 参阅第 49(1) 条;
- 本《章程细则》** (articles) 指本公司的组织章程细则;
- 成员登记册** (register of members) 指本公司的成员登记册;
- 有联系公司** (associated company) 指 ——
- 本公司的附属公司;
 - 本公司的控股公司;或
 - 上述控股公司的附属公司;
- 委任者** (appointor) —— 参阅第 28(1) 条;
- 承传人** (transmittee) 指因为某成员去世或破产(或在其他情况下藉法律的施行)而拥有某股份的人;
- 持有人** (holder) 就某股份而言,指姓名或名称作为该股份的持有人而记入成员登记册的人;
- 候补者** (alternate)、**候补董事** (alternate director) 指由某董事根据第 28(1) 条委任为候补者的人;
- 《条例》** (Ordinance) 指《公司条例》(第 622 章);
- 精神上无行为能力** (mental incapacity) 具有《精神健康条例》(第 136 章) 第 2(1) 条给予该词的涵义;
- 精神上无行为能力者** (mentally incapacitated person) 定义如下:
如某人属《精神健康条例》(第 136 章) 所指的、因精神上无行为能力而无能力处理和管理其财产及事务的人,该人即属**精神上无行为能力者**。
- 本《章程细则》中使用的其他字词的涵义,与在本公司开始受本《章程细则》约束之日有效的《条例》中该等字词的涵义相同。
 - 如某文件以《条例》第 828(5) 或 829(3) 条所规定的为施行《条例》而认证文件或资料的方式,获得认证,则就本《章程细则》而言,该文件即属经认证。

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- a holding company of the company; or
 - a subsidiary of such a holding company;
- distribution recipient** (分派对象) means, in relation to a share in respect of which a dividend or other sum is payable—
- the holder of the share;
 - if the share has 2 or more joint holders, whichever of them is named first in the register of members; or
 - 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** (已缴足款), 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** (精神上无行为能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);
- mentally incapacitated person** (精神上无行为能力者) 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** (《条例》) means the Companies Ordinance (Cap. 622);
- paid** (已缴) means paid or credited as paid;
- proxy notice** (代表通知书)—see article 49(1);
- register of members** (成员登记册) means the register of members of the company;

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(2014 年第 1 号编辑修订纪录)

第 2 部

私人公司

2. 本公司属私人公司

- (1) 本公司属私人公司，据此——
 - (a) 成员转让股份的权利，受本条指明的方式限制；
 - (b) 成员数目上限是 50 名；及
 - (c) 任何人不得邀请公众人士认购本公司的任何股份或债权证。
- (2) 董事可按其酌情决定权，拒绝登记某股份的转让。
- (3) 在第 (1)(b) 款中——

成员 (member) 不包括——

- (a) 属本公司雇员的成员；及
- (b) 曾同时属成员及本公司的雇员，但于不再属本公司雇员后仍继续是成员的人。

transmittee (承传人) 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.

(E.R. 1 of 2014)

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 (成员) excludes—
 - (a) a member who is an employee of the company; and

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- (4) 就本条而言，如 2 名或多于 2 名人士联名持有本公司股份，他们须视为 1 名成员。

第 3 部

董事及公司秘书

第 1 分部 —— 董事的权力和责任

3. 董事的一般权限

- (1) 在《条例》及本《章程细则》的规限下，本公司的业务及事务均由董事管理，董事可行使本公司的一切权力。
- (2) 如在对本《章程细则》作出某项修改前，董事作出如无该项修改便属有效的作为，该项修改不会使该作为失效。
- (3) 本条给予的权力，不受本《章程细则》给予董事的任何其他权力局限。
- (4) 凡董事可行使某权力，有达到法定人数的董事出席的董事会议，即可行使该权力。

4. 成员的备留权力

- (1) 成员可藉特别决议，指示董事作出某指明的行动，或不得作出某指明的行动。
- (2) 上述特别决议，不会使董事在该决议通过前已作出的任何作为失效。

5. 董事可转授权力

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- (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

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附表 2

- (1) 在本《章程细则》的规限下，凡本《章程细则》向董事授予任何权力，而董事认为合适，董事即可按以下规定，转授该权力——
 - (a) 转授的对象，可以是任何人或委员会；
 - (b) 可藉任何方法(包括藉授权书)转授；
 - (c) 可在任何程度上转授，而转授可不受地域限制；
 - (d) 可就任何事情作出转授；
 - (e) 可按任何条款及条件，作出转授。
- (2) 如董事有所指明，上述董事权力转授可授权其对象，进一步转授该权力。
- (3) 董事可——
 - (a) 完全或局部撤销上述权力转授；或
 - (b) 撤销或修改其条款及条件。

6. 委员会

- (1) 董事如已转授其任何权力予某委员会，可制定该委员会在处理事务上的规则。
- (2) 上述委员会须遵守上述规则。

第 2 分部 —— 董事决策

7. 董事共同作出决定

- (1) 董事的决定只可——
 - (a) 由会议上董事的过半数票作出；或
 - (b) 按照第 8 条作出。
- (2) 如——
 - (a) 本公司只有 1 名董事；及

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- (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 or committee;
 - (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.

6. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors

7. 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 8.
- (2) Paragraph (1) does not apply if—
 - (a) the company only has 1 director; and

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- (b) 本《章程细则》没有任何条文规定本公司须有多于 1 名董事，
第 (1) 款不适用。
- (3) 如第 (1) 款不适用，则董事可不顾及本《章程细则》关乎董事作出决定事宜的条文，而作出决定。

8. 一致决定

- (1) 凡所有合格的董事，均以任何方法(直接或间接地)向每名其他董事表明，他们在某事宜上持有相同的意见，董事即属按照本条作出决定。
- (2) 上述决定可以用书面决议方式作出，惟该决议的文本须经每名合格的董事签署，或经每名合格的董事以书面表示同意。
- (3) 在本条中，凡提述合格的董事，即提述假使有关事宜获建议提交予董事会议议决，便会有权就该事宜表决的董事。
- (4) 如合格的董事的人数，不会达到董事会议的法定人数，则不得按照本条作出决定。

9. 召开董事会议

- (1) 任何董事均可召开董事会议，召开的方式，是向董事发出该会议的通知，或授权公司秘书发出该通知。
- (2) 董事会议的通知须显示——
- (a) 该会议的建议日期及时间；及
- (b) 该会议将于何处举行。
- (3) 董事会议的通知须向每名董事发出，但无需采用书面形式。

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- (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.

8. 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.

9. 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.

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- (1) 除本《章程细则》另有规定外，当有以下情况发生，董事即属有参与董事会议或其部分——
 - (a) 该会议按照本《章程细则》召开及举行；及
 - (b) 每名董事均能够就该会议所处理事务中的任何特定项目，向其他董事传达自己所持的任何资料，或表达自己所持的任何意见。
- (2) 某董事身处何地，及董事如何彼此沟通，对断定董事是否正参与董事会议，无关重要。
- (3) 如所有有参与董事会议的董事，并非身处同一地点，他们可将其中任何一人的身处地点，视为该会议的举行地点。

11. 董事会议的法定人数

- (1) 除非董事会议有达到法定人数的董事参与，否则不得在该会议上就任何建议表决，但如属召开另一个会议的建议，则不在此限。
- (2) 董事会议的法定人数，可经董事的决定不时订定。除非另有订定，否则上述法定人数是 2 人。

12. 在董事总数少于法定人数下进行会议

如在当其时，董事总数少于董事会议的法定人数，则董事只可就以下事宜作出决定——

- (a) 委任更多董事；或
- (b) 召开成员大会，以让成员能够委任更多董事。

10. 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.

11. 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.

12. 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.

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Cap. 622H**13. 主持董事会议**

- (1) 董事可委任一名董事，主持董事会议。
- (2) 当其时获委任的董事，称为主席。
- (3) 董事可随时终止主席的委任。
- (4) 如在董事会议的指定开始时间过后的 10 分钟内，主席没有参与会议，或不愿意主持会议，有参与会议的董事即可委任他们当中的其中一位，主持会议。

14. 主席在董事会议上的决定票

- (1) 如赞成和反对某建议的票数相同，主席(或主持董事会议的其他董事)即有权投决定票。
- (2) 如按照本《章程细则》，主席(或上述其他董事)不得在法定人数或表决程序上，获算作有参与作出决定的过程，第(1)款即不适用。

15. 候补者在董事会议上表决

如某董事亦兼任候补董事，该董事有权额外代表各委任者表决，前提是该委任者——

- (a) 没有参与董事会议；而
- (b) 假若有参与董事会议，会有权表决。

16. 利益冲突

- (1) 如——

13. 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.

14. 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.

15. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

16. Conflicts of interest

- (1) This article applies if—

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- (a) 某董事在任何与本公司订立的交易、安排或合约中，以任何方式有(直接或间接的)利害关系，而该项交易、安排或合约对本公司的业务来说是重大的；而且
- (b) 该董事的利害关系具相当分量，
本条即适用。
- (2) 有关董事须按照《条例》第 536 条，向其他董事申报该董事的利害关系的性质及范围。
- (3) 上述董事及其候补者——
 - (a) 于该董事在某项交易、安排或合约中有上述利害关系的情况下，不得就该项交易、安排或合约表决；亦
 - (b) 不得在关乎该项交易、安排或合约的情况下，计入法定人数内。
- (4) 第 (3) 款并不排除有关候补者——
 - (a) 在另一名委任者没有上述利害关系的情况下，代该委任者就有关交易、安排或合约表决；及
 - (b) 在关乎该项交易、安排或合约的情况下，计入法定人数内。
- (5) 如上述董事或其候补者违反第 (3)(a) 款，有关票数即不获点算。
- (6) 第 (3) 款不适用于——
 - (a) 为以下目的作出的安排 就某董事贷给本公司的款项，或就某董事为本公司的利益而承担的义务，给予该董事保证或弥偿；
 - (b) 本公司就其债项或义务，向第三方提供保证的安排，前提是董事已根据一项担保或弥偿，或藉存交一项保证，承担该债项或义务的全部或部分责任；
 - (c) 符合以下说明的安排 本公司及其任何附属公司并不向董事或前董事提供特别的利益，但根据该项安排，

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- (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 and the director's alternate 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) Paragraph (3) does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) 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

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本公司或该附属公司的雇员及董事(或前雇员及董事)可得到利益;及

- (d) 认购或包销股份安排。
- (7) 在本条中(第(6)(d)及(8)款除外),凡提述交易、安排或合约,即包括建议的交易、安排或合约。
- (8) 在本条中——
- 认购或包销股份安排** (arrangement to subscribe for or underwrite shares) 指本公司的股份或其他证券的——
- (a) 认购,或建议的认购;
- (b) 认购协议,或建议的认购协议;或
- (c) 包销协议,或建议的包销协议。

17. 利益冲突的补充条文

- (1) 任何董事除担任董事职位外,亦可兼任本公司辖下任何其他职位或有酬岗位(核数师职位除外;而在本公司只有1名董事的情况下,公司秘书职位亦除外),该兼任职位或岗位的任期及(关于酬金或其他方面的)任用条款,由董事决定。
- (2) 董事或准董事并不因为其董事职位,而丧失作出以下作为的资格——
- (a) 在第(1)款所述的其他职位或有酬岗位的任期方面,与本公司订立合约;或

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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.
- (7) A reference in this article (except in paragraphs (6)(d) and (8)) to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- (8) In this article—

arrangement to subscribe for or underwrite shares (认购或包销股份安排) 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.

17. 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—

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- (b) 以售卖人、购买人或其他身分，与本公司订立合约。
- (3) 第(2)款所述的合约，或本公司(或由他人代本公司)订立的、任何董事在其中以任何方式具有利害关系的交易、安排或合约，均不可被致使无效。
- (4) 订立第(2)款所述的合约的董事，或在第(3)款所述的交易、安排或合约中具有利害关系的董事，均无法律责任——
- (a) 因为担任董事职位；或
- (b) 因为该职位所建立的受信人关系，而向本公司交出因该项交易、安排或合约而得到的任何利益。
- (5) 第(1)、(2)、(3)或(4)款适用的前提是，有关董事已按照《条例》第 536 条，向其他董事申报(该款所指的)该董事的利害关系的性质及范围。
- (6) 本公司的董事可以是下述公司的董事或其他高级人员，亦可以在其他情况下，在下述公司中具有利益——
- (a) 本公司发起的公司；或
- (b) 本公司作为股东或以其他身分于其中具有利益的公司。(2013 年第 127 号法律公告)
- (7) 除非《条例》另有规定或本公司另有指示，否则上述董事无须就该董事作为其他公司的董事或高级人员而收取的任何酬金或其他得益，或就源自该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。

18. 董事会议的作为的有效性

董事会议或董事委员会会议的作为的有效性，或任何人以董

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- (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.

18. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors

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事身分作出的作为的有效性，均犹如有关董事或人士均经妥为委任为董事并具有资格担任董事一样，即使事后发现有以下情况亦然——

- (a) 任何董事的委任，或上述以董事身分行事的人的委任，有欠妥之处；
- (b) 他们当中的任何 1 人或多于 1 人在当时不具备担任董事的资格，或已丧失该资格；
- (c) 他们当中的任何 1 人或多于 1 人在当时已不再担任董事；或
- (d) 他们当中的任何 1 人或多于 1 人在当时无权就有关事宜表决。

19. 备存决定的纪录

董事须确保，本公司备存董事根据第 7(1) 条作出的每项决定的书面纪录，备存期最少 10 年，自该决定作出的日期起计。

20. 关于唯一董事的决定的书面纪录

- (1) 如本公司只有 1 名董事，而该董事作出任何符合以下说明的决定，本条即适用——
 - (a) 可由董事会议作出；并
 - (b) 具有犹如已在该会议上获同意的效力。
- (2) 董事须在作出上述决定后的 7 日内，向本公司提供一份该项决定的书面纪录。
- (3) 如上述决定是以书面决议形式作出，则董事无须遵守第 (2) 款。
- (4) 如上述决定是以书面决议形式作出，则本公司须备存该决议，备存期最少 10 年，自该决定作出的日期起计。

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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.

19. 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 7(1) for at least 10 years from the date of the decision.

20. 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.

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- (5) 本公司亦须备存按照第 (2) 款向本公司提供的书面纪录，备存期最少 10 年，自有关决定作出的日期起计。

21. 董事订立更多规则的酌情决定权

在本《章程细则》的规限下，董事可——

- (a) 就他们如何作出决定，订立他们认为合适的规则；并
- (b) 就如何记录或向董事传达该等规则，订立他们认为合适的规则。

第 3 分部 —— 董事的委任及卸任**22. 董事的委任及卸任**

- (1) 如某人愿意成为董事，而法律准许该人成为董事，该人可经——
 - (a) 普通决议；或
 - (b) 董事的决定，获委任为董事。
- (2) 除非有关委任另有指明，否则根据第 (1)(a) 款委任的董事的董事任期不限。
- (3) 根据第 (1)(b) 款作出的委任，只可为以下目的作出——
 - (a) 填补期中空缺；或
 - (b) 在董事总数不超过按照本《章程细则》订定的数目的前提下，在现任董事以外，委任董事。
- (4) 根据第 (1)(b) 款委任的董事须——
 - (a) 在该项委任后的首个周年成员大会上卸任；或
 - (b) (如本公司已免除举行周年成员大会，或无须举行周年成员大会) 在本公司的有关会计参照期结束后的 9

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- (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.

21. 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**22. 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

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个月内卸任，有关会计参照期，即断定该董事的委任所属财政年度所依据的会计参照期。

23. 卸任董事有资格再获委任

卸任的董事有资格再度获委任为董事。

24. 复合决议

- (1) 如正获考虑的建议关乎本公司或任何其他法人团体委任或雇用 2 名或多于 2 名董事，本条即适用。
- (2) 上述建议可就每名董事而分开处理及个别考虑。
- (3) 每名有关的董事均有权表决(前提是没有其他原因使该董事不得表决)，而其本人有权就每项决议获计入法定人数内，但如决议关乎该董事本身的委任，则属例外。

25. 董事停任

如担任董事的人——

- (a) 根据《条例》或《公司(清盘及杂项条文)条例》(第 32 章)，停任董事，或被法律禁止担任董事；
- (b) 破产，或与其债权人概括地订立债务偿还安排或债务重整协议；
- (c) 成为精神上无行为能力者；
- (d) 按照《条例》第 464(5) 条，藉书面辞职通知，辞去董事职位；

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- (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.

23. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

24. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the company or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

25. 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;

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- (e) 在没有董事的批准下，在超过 6 个月期间的所有董事会议中缺席；或
- (f) 经本公司的普通决议被罢免董事职位，
该人即停任董事。

26. 董事酬金

- (1) 董事的酬金须由本公司于成员大会上厘定。
- (2) 董事的酬金可 ——
 - (a) 以任何形式支付；及
 - (b) 包括与以下事项关连的安排：向该董事支付退休利益，或支付涉及该董事的退休利益。
- (3) 董事的酬金逐日计算。

27. 董事的开支

董事就其以下行为而恰当地招致的交通、住宿及其他开支，可由本公司支付 ——

- (a) 出席 ——
 - (i) 董事会议或董事委员会会议；
 - (ii) 成员大会；或
 - (iii) 为本公司的任何类别的股份或债权证的持有人分开举行的会议；或
- (b) 行使其关乎本公司的权力，及履行其关乎本公司的责任。

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- (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.

26. 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.

27. 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 or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of any class of shares or of debentures of the company; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the company.

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Cap. 622H**第 4 分部 —— 候补董事****28. 候补者的委任及罢免**

- (1) 某董事 (**委任者**) 可委任任何其他董事为候补者, 或委任董事藉决议批准的任何其他人为候补者。
- (2) 当董事在候补者的委任者缺席下作决定时, 该候补者可就该决定的作出, 行使该委任者的权力, 及履行该委任者的责任。
- (3) 委任者委任或罢免其候补者, 须按照以下方式, 方属有效 ——
 - (a) 向本公司发出通知; 或
 - (b) 董事批准的任何其他方式。
- (4) 上述通知须经委任者认证。
- (5) 上述通知 ——
 - (a) 须识别建议的候补者; 而
 - (b) 如属委任通知, 须载有经建议候补者认证的陈述, 表示该人愿意担任有关委任者的候补者。
- (6) 如董事藉决议罢免某候补者, 本公司须在切实可行范围内, 尽快向该候补者的委任者, 发出该项罢免的通知。

29. 候补董事的权利与责任

- (1) 在董事根据第 7(1) 条作出决定方面, 候补董事享有与其委任者相同的权利。
- (2) 除非本《章程细则》另有指明, 否则 ——

Division 4—Alternate Directors**28. Appointment and removal of alternates**

- (1) A director (**appointor**) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the company; or
 - (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
 - (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the company must as soon as practicable give notice of the removal to the alternate's appointor.

29. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 7(1).

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- (a) 在任何方面，候补董事均当作董事；
- (b) 候补董事为其自己的作为及不作为，负上法律责任；
- (c) 候补董事受其委任者所受的同样限制；及
- (d) 候补董事当作其委任者的代理人。
- (3) 除第 16(3) 条另有规定外，如某人是候补董事，但本身并不是董事——
 - (a) 在断定参与会议的董事是否达到法定人数时，该人可算作有参与该会议(但前提是该人的委任者没有参与该会议)；及
 - (b) 该人可签署书面决议(但前提是该人的委任者没有或不会签署该决议)。
- (4) 在——
 - (a) 断定参与会议的董事是否达到法定人数时；或
 - (b) 断定董事书面决议是否获采纳时，
 同一名候补董事，不得算作或被视作多于 1 名董事。(2013 年第 127 号法律公告)
- (5) 候补董事无权凭借担任候补董事，向本公司收取酬金。
- (6) 然而，候补者的委任者可藉给予本公司书面通知，指示将该委任者的酬金的任何部分，支付予该候补者。

30. 终止候补董事席位

- (1) 凡候补董事由某委任者委任，如符合以下情况，该候补董事的委任即告终止——
 - (a) 该委任者向本公司发出书面通知，指明该项委任将于何时终止，藉以撤销该项委任；

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- (2) Unless these articles specify otherwise, alternate directors—
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 16(3), a person who is an alternate director but not a director—
 - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether—
 - (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted. (*L.N. 127 of 2013*)
- (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director.
- (6) But the alternate's appointor may, by notice in writing made to the company, direct that any part of the appointor's remuneration be paid to the alternate.

30. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—

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- (b) 如某事件就该委任者发生，便会导致该委任者的董事委任终止，而该事件就该候补者发生；
 - (c) 该委任者去世；或
 - (d) 该委任者的董事委任终止。
- (2) 如在委任某人为候补者时，该人并不是董事，而——
- (a) 第 28(1) 条所指的批准，遭撤回或撤销；或
 - (b) 本公司在成员大会上通过普通决议，终止该项委任，该项委任即告终止。

第 5 分部 —— 董事的弥偿及保险

31. 弥偿

- (1) 如任何疏忽、失责、失职或违反信托的行为，是关乎本公司或本公司的有联系公司的，而本公司的董事或前董事在与该等行为有关连的情况下，招致须对本公司或该有联系公司（视属何情况而定）以外的任何人承担的法律责任，则本公司的资产，可运用作就该法律责任弥偿该董事。
- (2) 第 (1) 款适用的前提是，有关弥偿不得涵盖——
 - (a) 该董事缴付以下款项的法律责任——
 - (i) 在刑事法律程序中判处的罚款；或

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- (a) if the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
- (a) the approval under article 28(1) is withdrawn or revoked; or
 - (b) the company by an ordinary resolution passed at a general meeting terminates the appointment.

Division 5—Directors' Indemnity and Insurance

31. 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

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- (ii) 须就不遵守属规管性质的规定而以罚款形式缴付的款项；或
- (b) 该董事任何以下法律责任——
 - (i) (如该董事在刑事法律程序中被定罪) 该董事因在该法律程序中作抗辩而招致的法律责任；
 - (ii) (如本公司或本公司的有联系公司提起民事法律程序，而在该法律程序中，该董事被判败诉) 该董事因在该法律程序中作抗辩而招致的法律责任；
 - (iii) (如本公司的成员或本公司的有联系公司的成员代本公司提起民事法律程序，而在该法律程序中，该董事被判败诉) 该董事因在该法律程序中作抗辩而招致的法律责任；
 - (iv) (如本公司的有联系公司(前者)的成员，或前者的有联系公司的成员，代前者提起民事法律程序，而在该法律程序中，该董事被判败诉) 该董事因在该法律程序中作抗辩而招致的法律责任；或
 - (v) (如该董事根据《条例》第 903 或 904 条申请济助，而原讼法庭拒绝向该董事授予该济助) 该董事在与该申请有关连的情况下招致的法律责任。
- (3) 在第 (2)(b) 款中，提述定罪、判决或拒绝授予济助之处，即提述在有关法律程序中的终局决定。
- (4) 为施行第 (3) 款，任何定罪、判决或拒绝授予济助——
 - (a) 如没有遭上诉，在提出上诉的限期结束时，即属终局决定；或
 - (b) 如遭上诉，在该上诉或任何进一步上诉获了结时，即属终局决定。
- (5) 为施行第 (4)(b) 款，如上诉——

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- (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

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- (a) 已获判定，而提出进一步上诉的限期已结束；或
- (b) 已遭放弃，或已在其他情况下失效，
该上诉即属获了结。

32. 保险

董事可决定就以下法律责任，为本公司的董事或本公司的有联系公司的董事，投保保险，并保持该保险有效，费用由本公司负担——

- (a) 该董事在与关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(欺诈行为除外)有关连的情况下对任何人承担的法律任；或
- (b) 该董事在针对该董事提出的民事或刑事法律程序中作抗辩而招致的法律责任，而该法律程序是针对该董事犯的关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(包括欺诈行为)而提出的。

第 6 分部 —— 公司秘书**33. 公司秘书的委任及免任**

- (1) 董事可按其认为合适的任期、酬金及条件，委任公司秘书。
- (2) 董事可免任他们委任的公司秘书。

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- (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.

32. 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 6—Company Secretary**33. 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.

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第 4 部

成员作出决定

第 1 分部 —— 成员大会的组织

34. 成员大会

- (1) 除《条例》第 611、612 及 613 条另有规定外，本公司须按照《条例》第 610 条，就本公司的每个财政年度，举行成员大会，作为其周年成员大会。
- (2) 董事如认为合适，可召开成员大会。
- (3) 如根据《条例》第 566 条，董事须召开成员大会，他们须按照《条例》第 567 条召开成员大会。
- (4) 如董事没有按照《条例》第 567 条召开成员大会，则要求举行成员大会的成员，或他们当中拥有他们全体的总表决权一半以上者，可自行按照《条例》第 568 条召开成员大会。

35. 成员大会的通知

- (1) 召开周年成员大会，须有为期最少 21 日的书面通知。
- (2) 召开除周年成员大会以外的成员大会，须有为期最少 14 日的书面通知。
- (3) 通知期 ——
 - (a) 不包括送达或当作送达有关通知当日；亦
 - (b) 不包括发出该通知当日。
- (4) 有关通知须 ——

Part 4

Decision-taking by Members

Division 1—Organization of General Meetings

34. 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.

35. 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.

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- (a) 指明有关成员大会的日期及时间；
- (b) 指明该大会的举行地点(如该大会在 2 个或多于 2 个地方举行，则指明该大会的主要会场及其他会场)；
- (c) 述明有待在该大会上处理的事务的概略性质；
- (d) (如有关通知属周年成员大会的通知) 述明该大会是周年成员大会；
- (e) (如拟在该大会上动议某决议，不论是否特别决议) ——
 - (i) 包含该决议的通知；及
 - (ii) 包含或随附一项陈述，该陈述须载有为显示该决议的目的而合理地需要的任何资料或解释；
- (f) (如拟在该大会上动议某特别决议) 指明该意向，并包含该决议的文本；及
- (g) 载有一项陈述，指明成员根据《条例》第 596(1) 及 (3) 条委任代表的权利。
- (5) 如决议的通知 ——
 - (a) 已根据《条例》第 567(3) 或 568(2) 条，包含在有关成员大会的通知内；或
 - (b) 已根据《条例》第 615 条发出，则第 (4)(e) 款并不就该决议而适用。
- (6) 尽管召开成员大会的通知期，短于本条所指明者，但如以下成员同意，则该大会仍视为已妥为召开 ——
 - (a) (如该大会属周年成员大会) 所有有权出席该大会并有权于会上表决的成员；或
 - (b) (如该大会并非周年成员大会) 过半数有权出席该大会并有权于会上表决的成员，惟该等成员须合共代表全体成员于会上的总表决权的至少 95%。

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- (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.

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- (1) 成员大会的通知，须向以下人士发出——
 - (a) 每名成员；及
 - (b) 每名董事。
- (2) 如本公司已获得关于承传人拥有股份的权益的通知，则
在第 (1) 款中，提述成员，包括该承传人。
- (3) 本公司如须向某成员发出本公司的成员大会的通知，或
任何其他关于该大会的文件，则在向该成员发出该通知或文
件的文本，如有多于 1 名核数师，则须向每名核数师发
出该文本。

37. 意外漏发成员大会通知

如成员大会的通知没有向任何有权收到该通知的人发出，而
此事出于意外，或该人没有接获该通知，均不使有关成员大
会的议事程序失效。

38. 出席成员大会和在会上发言

- (1) 凡某人在成员大会举行期间，能够妥当地向所有出席该

- (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.

36. 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.

37. 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.

38. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general

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- 大会的人，传达自己就大会上的事务所持的资料，或表达自己对该事务所持的意见，该人即属能够于该大会上行使发言权。
- (2) 凡符合以下情况，某人即属能够于成员大会上行使表决权——
- (a) 该人在该大会举行期间，能够就交由该大会表决的决议，作出表决；而且
- (b) 在断定是否通过该决议时，该人所投的票，能够与所有其他出席该大会的人所投的票，同时获点算在内。
- (3) 董事可作出他们认为适当的任何安排，以使出席成员大会的人，能够于会上行使其发言权及表决权。
- (4) 任何 2 名或多于 2 名出席成员大会的成员是否身处同一地点，对断定该大会的出席情况，无关重要。
- (5) 如 2 人或多于 2 人虽然身处不同地点，但他们若在成员大会上拥有发言权及表决权的话，是能够行使该等权利的，则他们均属有出席该大会。

39. 成员大会的法定人数

- (1) 如有 2 名成员亲身或由代表代为出席成员大会，2 人即构成成员大会的法定人数。
- (2) 如成员大会的出席者人数，未达到法定人数，则除委任主席外，不得在该大会上处理任何事务。

40. 主持成员大会

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- 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.

39. Quorum for general meetings

- (1) Two members present in person or by proxy constitute a quorum at a general meeting.
- (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.

40. Chairing general meetings

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- (1) 如董事局主席(如有的话)有出席成员大会,而且愿意以主席的身分,主持该大会,则该大会由董事局主席担任主席。
- (2) 如 ——
 - (a) 没有董事局主席;
 - (b) 董事局主席在成员大会的指定举行时间过后的 15 分钟内,仍未出席;
 - (c) 董事局主席不愿意担任成员大会主席;或
 - (d) 董事局主席已向本公司发出通知,表示无意出席成员大会,
 则出席该大会的董事,须在他们当中推选 1 人,担任大会主席。
- (3) 如 ——
 - (a) 没有董事愿意担任主席;或
 - (b) 在成员大会的指定举行时间过后的 15 分钟内,没有董事出席,
 则出席该大会的成员,须在他们当中推选 1 人,担任大会主席。
- (4) 某代表可藉于成员大会上通过的本公司决议,获选为大会主席。

41. 非成员出席及发言

- (1) 董事不论是否本公司成员,均可出席成员大会,并可于会上发言。
- (2) 即使其他人 ——
 - (a) 并非本公司成员;或
 - (b) 虽是本公司成员,但无权就成员大会行使成员权利,成员大会的主席仍可准许该人出席成员大会,及于会上发言。

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- (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.

41. 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

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Cap. 622H**42. 延期**

- (1) 如在成员大会的指定举行时间过后的半小时内，未有达到法定人数的人出席该大会——
 - (a) (如该大会是应成员的请求召开的) 该大会即须散会；或
 - (b) (如属其他情况) 该大会延期至下一星期的同一日，在同一时间和地点举行，或延期至董事决定的其他日期，在董事决定的时间和地点举行。
- (2) 如在经延期的成员大会的指定举行时间过后的半小时内，未有达到法定人数的人出席该大会，亲身出席或由代表代为出席的成员的人数，即构成法定人数。
- (3) 如符合以下情况，主席可将有达到法定人数的人出席的成员大会延期——
 - (a) 该大会同意延期；或
 - (b) 主席觉得，为保障任何与会人士的安全，或为确保会上事务获有秩序地处理，有必要延期。
- (4) 如成员大会作出延期指示，主席即须将该大会延期。
- (5) 主席将成员大会延期时，须指明成员大会延至何日何时，及在何地举行。
- (6) 经延期的成员大会，只可处理该大会于延期前未完成的事务。
- (7) 如成员大会延期 30 日或多于 30 日，则须发出延期的成员大会的通知，如同须发出原本的成员大会的通知一样。
- (8) 如成员大会延期少于 30 日，则无需发出延期的成员大会的通知。

- (b) otherwise entitled to exercise the rights of members in relation to general meetings.

42. 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.

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Cap. 622H**第 2 分部 —— 于成员大会上表决****43. 表决的一般规则**

- (1) 交由成员大会表决的决议，须以举手方式表决，但如有按照本《章程细则》妥为要求以投票方式表决，则属例外。
- (2) 如在成员大会上表决票数均等，则不论表决是以举手还是投票方式作出，大会主席均有权投第二票或决定票。
- (3) 如在成员大会上，以举手方式就某决议表决，则由主席作出的 ——
 - (a) 指该决议已获通过或未获通过的宣布；或
 - (b) 指该决议是获特定多数通过的宣布，
 即为该事实的确证，而无需证明所录得的赞成或反对该决议的票数的数目或比例。
- (4) 在会议议事纪录内的关乎上述宣布的记项，亦为该事实的确证，而无需加以证明。

44. 错误及争议

- (1) 凡某人在成员大会上作表决，则除非对该人的表决资格的异议，是在该大会(或经延期的成员大会)上提出的，否则该异议不得提出。表决如未有在成员大会上遭推翻，即属有效。
- (2) 任何异议均须交由成员大会的主席处理，主席的决定属终局决定。

- (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**43. 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.

44. 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.

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Cap. 622H**45. 要求投票表决**

- (1) 以投票方式就某决议表决的要求，可在以下时间提出——
 - (a) 在将表决该决议的成员大会举行之前；或
 - (b) 于成员大会上，以举手方式就该决议表决的结果宣布之时或之前。
- (2) 以下人士可要求就某决议投票表决——
 - (a) 大会主席；
 - (b) 最少 2 名亲身或由代表代为出席成员大会的成员；或
 - (c) 持有于成员大会上有权表决的全体成员的总表决权的至少 5%，并亲身或由代表代为出席成员大会的任何成员。
- (3) 委任代表的文书，须视为有授权有关代表要求或参与要求就某决议投票表决。
- (4) 就某决议投票表决的要求，可以撤回。

46. 成员持有的票数

- (1) 在成员大会上就某决议举手表决时，每名以下人士均有 1 票——
 - (a) 亲身出席的成员；及
 - (b) 获有权就该决议表决的成员妥为委任并亲身出席的代表。
- (2) 如某成员委任多于 1 名代表，该等代表无权就有关决议举手表决。
- (3) 在成员大会上就某决议投票表决时——
 - (a) 每名亲身出席的成员就其所持有的每一股股份，均有 1 票；及

45. 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.

46. 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—

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- (b) 获某成员妥为委任并亲身出席的代表就该委任所关涉的每一股股份，均有 1 票。
- (4) 本条的效力，不得抵触附于任何股份或股份类别的任何权利或限制。

47. 股份联名持有人的表决

- (1) 就股份联名持有人而言，只有由有作出表决而排名最先的持有人作出的表决(及任何由该持有人妥为授权的代代表作出的表决)，方可获计算在内。
- (2) 就本条而言，股份持有人排名的先后，取决于有关联名持有人在成员登记册上的排名次序。

48. 精神上无行为能力的成员的表决

- (1) 如某成员属精神上无行为能力者，则不论是举手或投票表决，该成员均可由其受托监管人、接管人、监护人，或由原讼法庭所指定属受托监管人、接管人或监护人性质的其他人，作出表决。
- (2) 上述受托监管人、接管人、监护人或其他人，均可在举手或投票表决中，由代表代为表决。

49. 代表通知书的内容

- (1) 代表的委任须藉符合以下说明的书面通知(代表通知书)作出，方属有效——
- (a) 该通知述明委任该代表的成员的姓名或名称及地址；
- (b) 该通知识别获委任为该成员的代表的人，及该项委任所关涉的成员大会；
- (c) 该通知经认证，或经他人代该成员签署；及

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- (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.

47. 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.

48. 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.

49. 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;

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- (d) 该通知按照本《章程细则》，及按照该大会的通知所载的指示，交付本公司。
- (2) 本公司可规定代表通知书以某特定形式交付，并可为不同目的，指明不同的形式。
- (3) 本公司如规定或容许以电子形式，交付代表通知书予本公司，则可规定代表通知书的交付须按本公司指明的保安安排，妥为保护。
- (4) 委任某代表的代表通知书可指明，该代表将如何就关乎成员大会上处理事务的 1 项或多于 1 项决议表决（或指明该代表不得就该等决议表决）。
- (5) 除非委任某代表的代表通知书另作说明，否则该通知书须视为——
- (a) 容许该代表有酌情决定权，决定如何就任何交由有关成员大会表决的附带或程序事宜的决议表决；及
- (b) 不但就某成员大会本身委任该人为代表，亦在该大会延期的情况下，就该经延期的大会，委任该人为代表。

50. 代委任代表的成员，签立代表委任文书

如代表通知书未经认证，它须随附书面证据，证明签立有关代表委任文书的人，有权代作出有关委任的成员，签立该文书。

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- (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.

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

If a proxy notice is not authenticated, it must be accompanied by

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51. 代表通知书的交付，及撤销代表委任的通知

- (1) 除非在以下时间之前，代表通知书已送抵本公司，否则该通知书属无效——
 - (a) (如属成员大会或经延期的成员大会) 举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行) 指定的表决时间前的 24 小时。
- (2) 根据代表通知书作出的委任，可被撤销。撤销的方法，是向本公司交付书面通知，该通知须由发出(或由他人代为发出) 该代表通知书的人发出，或由他人代该人发出。
- (3) 除非在以下时间之前，撤销上述委任的通知已送抵本公司，否则该通知属无效——
 - (a) (如属成员大会或经延期的成员大会) 举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行) 指定的表决时间前的 24 小时。

52. 成员亲身表决影响代表的权力

- (1) 如就股份委任代表的成员作出以下作为，则该代表就有关决议具有的权力，须视为已被撤销——
 - (a) 亲身出席决定该决议的成员大会；及

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written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

51. 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.

52. 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 if the member who has appointed the proxy—

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- (b) 就该决议而行使该等股份所附的表决权。
- (2) 即使有效的代表通知书，已由有权出席成员大会或在成员大会上发言或(以举手或投票方式)表决的成员向本公司交付，或已代表成员如此交付，该成员仍然就该大会或经延期的该大会享有出席、发言或表决的权利。

53. 在委任代表的成员去世、变为精神上无行为能力等情况下，代表表决的效力

- (1) 尽管——
- (a) 委任代表的成员在表决前去世，或变为精神上无行为能力；
 - (b) 代表的委任被撤销，或签立代表委任文书所依据的权力被撤销；或
 - (c) 代表委任所关乎的股份被转让，
- 按照有关代表通知书的条款作出的表决，仍属有效。
- (2) 如述明上述去世、精神上无行为能力、撤销或转让情况的通知，在以下时间之前送抵本公司，则第(1)款不适用——
- (a) (如属成员大会或经延期的成员大会)举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行)指定的表决时间前的 24 小时。

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- (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right attached to the shares in respect of which the proxy is appointed.
- (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.

53. 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.

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Cap. 622H**54. 修订提出的决议**

- (1) 在以下情况下，将会在某成员大会上提出的普通决议，可经由普通决议修订——
 - (a) 建议的修订的书面通知，已向公司秘书发出；及
 - (b) 大会主席合理地认为，建议的修订并没有对有关决议的涵盖范围，造成重大改变。
- (2) 如有关普通决议，将会在某成员大会上提出，上述通知须在举行该大会的时间的 48 小时前（或大会主席决定的较迟时间），由有权于大会上投票的人发出。
- (3) 在以下情况下，将会在某成员大会上提出的特别决议，可经由普通决议修订——
 - (a) 在该大会上，大会主席建议作出修订；及
 - (b) 该项修订仅修正该决议中的文法错误，或其他无关宏旨的错误。
- (4) 如成员大会的主席虽然真诚地行事，但错误地判定任何对决议的修订属不妥善，则除非原讼法庭另有命令，否则该决议的表决仍属有效。

第 3 分部 —— 规则适用于某类别成员的会议**55. 某类别成员的会议**

本《章程细则》中关乎成员大会的条文经所需变通后，适用于任何类别股份的持有人的会议。

54. 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.

Division 3—Application of Rules to Class Meetings**55. Class meetings**

The provisions of these articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

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Cap. 622H**第 5 部****股份及分派****第 1 分部 —— 发行股份****56. 所有股份均须已缴足款**

除非股份属已缴足款，否则不得发行。

57. 发行不同类别股份的权力

(1) 本公司发行的股份可附有 ——

- (a) 优先、递延或其他特别的权利；或
- (b) 在股息、表决、资本退还或其他方面的限制，该限制可由本公司不时藉普通决议决定，

而之前授予任何原有的股份或原有类别的股份的持有人的任何特别权利，不受影响。

(2) 在符合《条例》第 5 部第 4 分部的规定下，本公司可按以下条款发行股份 该股份须按或可按本公司或股份持有人的选择而被赎回。

(3) 董事可决定赎回股份的条款、条件及方式。

第 2 分部 —— 股份中的权益**58. 公司仅受绝对权益约束**

(1) 除非法律规定，否则本公司不承认任何人为以信托形式持有股份。

Part 5**Shares and Distributions****Division 1—Issue of Shares****56. All shares to be fully paid up**

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

57. Powers to issue different classes of shares

(1) Without affecting any special rights previously conferred on the holders of any existing shares or class of shares, the company may issue shares with—

- (a) preferred, deferred or other special rights; or
- (b) any restrictions, whether in regard to dividend, voting, return of capital or otherwise, that the company may from time to time by ordinary resolution determine.

(2) Subject to Division 4 of Part 5 of the Ordinance, the company may issue shares on the terms that they are to be redeemed, or liable to be redeemed, at the option of the company or the holders of the shares.

(3) The directors may determine the terms, conditions and manner of redemption of the shares.

Division 2—Interests in Shares**58. 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.

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- (2) 除非法律或本《章程细则》另有规定，否则除持有人在某股份中的绝对所有权及随附的一切权利以外，本公司完全不受该股份中的任何权益约束，亦完全不承认该股份中的任何权益。
- (3) 即使本公司知悉上述权益，第 (2) 款仍适用。

第 3 分部 —— 股份证明书

59. 除在若干情况外须发出证明书

- (1) 本公司须 ——
- (a) 在配发股份或提交妥当的股份转让文书后的 2 个月内；或
- (b) 在股份的发行条件所规定的其他限期内，就每一名成员所持的股份，免费向该成员发出 1 份或多于 1 份证明书。
- (2) 如某股份属多于 1 个类别，则不得就该股份发出证明书。
- (3) 如某股份由多于 1 人持有，则只可就该股份发出 1 份证明书。

60. 股份证明书的内容及签立事宜

- (1) 股份证明书须指明 ——
- (a) 它是就多少股份及什么类别的股份发出的；
- (b) 该等股份属已缴足款；及
- (c) 编配予该等股份的任何识别号码。
- (2) 股份证明书须 ——
- (a) 盖有本公司的法团印章，或本公司的(《条例》第 126 条所指的)正式印章；或
- (b) 以其他方式按照《条例》签立。

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- (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

59. 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) No certificate may be issued in respect of shares of more than one class.
- (3) If more than one person holds a share, only 1 certificate may be issued in respect of it.

60. Contents and execution of share certificates

- (1) A certificate must specify—
- (a) in respect of how many shares and of what class 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—

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Cap. 622H**61. 综合股份证明书**

- (1) 成员可以向本公司提出书面要求，要求——
 - (a) 以一份综合证明书，取代该成员的单独的证明书；或 (2013 年第 127 号法律公告)
 - (b) 以单独的 2 份或多于 2 份代表该成员所指明的股份比例的证明书，取代该成员的综合证明书。
- (2) 除非拟由综合证明书取代的任何证明书，已事先归还予本公司作注销，否则不得发出该综合证明书。
- (3) 除非拟由单独的证明书取代的综合证明书，已事先归还予本公司作注销，否则不得发出该等单独的证明书。

62. 作替代的股份证明书

- (1) 如有就某成员所持的股份发出证明书，而该证明书遭涂污、破损、遗失或毁掉，该成员有权就相同的股份获发证明书作替代。
- (2) 某成员如有权获发作替代的证明书，并行使此权利，则——
 - (a) 可同时行使获发单一证明书、单独的证明书或综合证明书的权利；(2013 年第 127 号法律公告)
 - (b) 须将遭涂污或破损的须予替代的证明书，归还予本公司；及
 - (c) 须遵从董事所决定的、在证据、弥偿及支付合理款项方面的条件。

- (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.

61. Consolidated share certificates

- (1) A member may request the company, in writing, to replace—
 - (a) the member's separate certificates with a consolidated certificate; or
 - (b) the member's consolidated certificate with 2 or more separate certificates representing the proportion of the shares that the member specifies.
- (2) A consolidated certificate must not be issued unless any certificates that it is to replace have first been returned to the company for cancellation.
- (3) Separate certificates must not be issued unless the consolidated certificate that they are to replace has first been returned to the company for cancellation.

62. 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) may at the same time exercise the right to be issued with a single certificate, separate certificates or a consolidated certificate;
 - (b) must return the certificate that is to be replaced to the company if it is defaced or damaged; and

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Cap. 622H**第 4 分部 —— 转让及传转股份****63. 转让股份**

- (1) 股份可藉普通形式的转让文书转让，亦可藉董事批准的其他形式的转让文书转让。上述文书须由出让人及受让人签订，或由他人代出让人及受让人签订。
- (2) 本公司不得就登记任何转让文书或其他关乎或影响股份的所有权的文件，收取费用。
- (3) 本公司可保留任何经登记的转让文书。
- (4) 在受让人的姓名或名称作为某股份的持有人而记入成员登记册前，出让人仍是该股份的持有人。

64. 董事拒绝股份转让的权力

- (1) 在不局限第 2(2) 条的前提下，在以下情况下，董事可拒绝登记某股份的转让 ——
 - (a) 有关转让文书没有递交至本公司的注册办事处，亦没有递交至董事指定的其他地点；
 - (b) 有关转让文书并没有随附其所关乎的股份的证明书，亦没有随附董事合理要求的其他证据，以证明出让人作出有关转让的权利，或证明其他人代出让人作出该项转让的权利；或
 - (c) 有关转让涉及多于 1 类别的股份。

- (c) 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**63. 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.

64. 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

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- (2) 如董事根据第(1)款或第2(2)条拒绝登记某股份的转让——
- (a) 出让人或受让人可要求得到一份述明拒绝理由的陈述书；及
- (b) 有关转让文书须归还提交它的出让人或受让人，但如董事怀疑建议的转让可能具欺诈成份，则不在此限。
- (3) 凡转让文书于某日递交予本公司，则在该日期后的 2 个月内，它须连同拒绝登记转让的通知，按照第(2)(b)款归还。
- (4) 如出让人或受让人根据第(2)(a)款提出要求，董事须在接获要求后的 28 日内——
- (a) 将一份述明拒绝理由的陈述书，送交该人；或
- (b) 登记有关转让。

65. 传转股份

如某成员去世——

- (a) 而该成员是股份的联名持有人，本公司只可承认该等联名持有人中的尚在世者有该股份的所有权；及
- (b) 而该成员是股份的单独持有人，本公司只可承认该成员的合法遗产代理人有该股份的所有权。

66. 承传人的权利

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- (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.

65. 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.

66. Transmittes' rights

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- (1) 如某承传人按董事的恰当要求，出示被要求出示的证据，证明本身拥有有关股份的权利，该承传人在本《章程细则》的规限下，可选择成为该股份的持有人，或选择将该股份转让予另一人。
- (2) 董事有权拒绝或暂停办理有关登记，一如假使在有关转让前有关持有人已转让有关股份的话，董事本会有权拒绝或暂停办理登记股份转让一样。
- (3) 某承传人有权享有的股息或其他利益，等同于该承传人假使是有关股份的持有人的话便会享有者，惟该承传人在尚未就该股份登记为成员前，无权就该股份行使任何凭借成员资格而获赋予的、关乎本公司会议的权利。
- (4) 董事可随时发出通知，要求承传人选择成为有关股份的持有人，或选择将该股份转让予另一人。
- (5) 如承传人在自上述通知发出起计的 90 日内，没有遵从该通知，董事可在该通知的要求获遵从之前，暂缓支付须就该股份支付的所有股息、红利或其他款项。

67. 行使承传人权利

- (1) 承传人如选择成为某股份的持有人，须以书面将此事通知本公司。
- (2) 在接获上述通知后的 2 个月内，董事须——
 - (a) 将有关承传人登记为有关股份的持有人；或
 - (b) 将拒绝登记的通知，送交有关承传人。
- (3) 如董事拒绝办理登记，承传人可要求得到一份述明拒绝理由的陈述书。

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- (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.

67. 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.

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- (4) 如承传人根据第 (3) 款提出要求，董事须在接获要求后的 28 日内——
- (a) 将一份述明拒绝理由的陈述书，送交该承传人；或
- (b) 将该承传人登记为有关股份的持有人。
- (5) 承传人如选择将有关股份转让予另一人，即须就该股份签立转让文书。
- (6) 本《章程细则》中关于股份转让权利及股份转让登记的一切限制及其他条文，均适用于第 (1) 款所指的通知，亦适用于第 (5) 款所指的转让，犹如有关转并未发生，以及有关转让是有关股份的持有人在该项转之前作出的转让一样。

68. 承传人受先前的通知约束

如某通知就某些股份向某成员发出，而某承传人有权拥有该等股份，且该通知是在该承传人的姓名或名称记入成员登记册前向该成员发出的，则该承传人受该通知约束。

第 5 分部 —— 股本的更改和减少、回购股份及股份的配发**69. 股本的更改**

本公司可藉普通决议更改其股本，更改方式须是《条例》第 170(2)(a)、(b)、(c)、(d)、(e) 及 (f)(i) 条所列的 1 种或多于 1 种方式，而《条例》第 170(3)、(4)、(5)、(6)、(7) 及 (8) 条据此适用。

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- (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.

68. 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**69. 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.

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Cap. 622H**70. 股本的减少**

本公司可藉特别决议，按照《条例》第 5 部第 3 分部，减少其股本。

71. 回购股份

本公司可按照《条例》第 5 部第 4 分部，回购本公司的股份(包括任何可赎回股份)。

72. 股份的配发

如董事须按照《条例》第 140 条的规定，事前取得本公司藉决议给予的批准，方可行使其获赋予的、配发本公司股份的权利，则董事不得在取得该项批准前，行使该权力。

第 6 分部 —— 分派**73. 宣布分派股息的程序**

- (1) 本公司可于成员大会上，宣布分派股息，但股息不得超过董事建议的款额。
- (2) 董事可不时向成员支付中期股息，前提是董事觉得以本公司的利润而论，该中期股息属有理有据。
- (3) 除按照《条例》第 6 部从利润中支付股息外，不得以其他方式支付股息。
- (4) 除非宣布分派股息的成员决议、董事的支付股息决定或股份的发行条款另有指明，否则股息的支付，须以每名成员于宣布分派或支付该股息的决议或决定的日期所持的股份，作为依据。
- (5) 董事在建议分派任何股息前，可从本公司的利润中拨出其认为合适的款项，作为储备。

70. 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.

71. 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.

72. 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**73. 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.

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- (6) 董事可按以下规定运用上述储备 ——
- (a) 凡本公司的利润可恰当地运用于某目的上，董事即可将该等储备，运用于该目的上；及
 - (b) 在如上述般运用该等储备前，董事可将该等储备，运用于本公司的业务上，或运用于董事认为合适的投资上，该等投资不得包括本公司的股份。
- (7) 董事如认为不分派某笔利润，属稳健做法，即可予以结转，而不将该笔利润拨入储备内。

74. 支付股息及其他分派

- (1) 如须就某股份支付股息或其他分派款项，则须藉以下 1 种或多于 1 种方法支付 ——
- (a) 转帐入分派对象以书面 (或董事决定的方式) 指明的银行帐户；
 - (b) (如分派对象是股份持有人) 按分派对象的登记地址，或 (如分派对象不是股份持有人) 按分派对象以书面 (或董事决定的方式) 指明的地址，以邮寄方式，送交抬头为分派对象的支票予分派对象；
 - (c) 按分派对象以书面 (或董事决定的方式) 指明的地址，以邮寄方式送交抬头为指明人士的支票予指明人士；
 - (d) 董事与分派对象以书面 (或董事决定的方式) 议定的任何其他支付方法。
- (2) 在本条中 ——

指明人士 (specified person) 指分派对象以书面 (或董事决定的方式) 指明的人。

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- (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.

74. 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;

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Cap. 622H**75. 不得就分派支付利息**

除非——

- (a) 某股份的发行条款；或
- (b) 某股份的持有人与本公司之间的另一项协议的条文，另有规定，否则本公司不得就任何须就该股份支付的股息或其他款项，支付利息。

76. 分派无人申领

- (1) 如须就股份支付的股息或其他款项，在已宣布分派或成为须支付的款项后，无人申领，则在有人申领前，董事可运用该股息或款项作投资用途，或惠及本公司的用途。
- (2) 支付股息或其他款项入另外的帐户，并不使本公司成为该股息或款项的受托人。
- (3) 如——
 - (a) 自股息或其他款项到期须付的日期起计，已满 12 年；及
 - (b) 某分派对象尚未申领该股息或款项，
 则该分派对象不再有权收取该股息或款项，而本公司不再欠下该股息或款项。

77. 非现金形式的分派

- (1) 除股份的发行条款另有规定外，本公司可按董事的建议，

- (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.

75. 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.

76. 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.

77. Non-cash distributions

- (1) Subject to the terms of issue of the share in question, the

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藉普通决议决定，以转让同等价值的非现金资产(包括但不限于任何公司的股份或其他证券)的方式，支付全部或部分须就该股份支付的股息，或作出全部或部分须就该股份作出的其他分派。

- (2) 董事可为作出非现金形式的分派，作出他们认为合适的任何安排，包括在就该项分派遭遇困难的情况下——
- (a) 厘定任何资产的价值；
 - (b) 以该价值为基础，向某分派对象支付现金，以调整分派对象的权利；及
 - (c) 将任何资产归属受托人。

78. 放弃分派

- (1) 分派对象可放弃收取须就某股份支付的股息的权利，或放弃收取须就某股份作出的其他分派的权利，放弃的方法，是向本公司签立一份表明此意的契据。
- (2) 然而，如有关股份有多于 1 名持有人，或多于 1 人有权拥有该股份(不论是因为 1 名或多于 1 名联名持有人去世或破产，或其他原因)，则除非上述契据明文订明，它是由所有持有人或有权拥有该股份的其他人签立的，否则该契据属无效。

第 7 分部 —— 利润的资本化

79. 利润的资本化

- (1) 本公司可按董事的建议，藉普通决议将利润资本化。
- (2) 如资本化须随附股份或债权证的发行，则董事可运用经资本化的款项，而可运用的款项的比例，须是假使该款项是以股息的形式分派，有关成员便会有权收取的款项的比例。

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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.

78. 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

79. 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.

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- (3) 董事可作出他们认为合适的任何安排，包括发出不足一股股份的证明书、作现金付款，或采取调整至整数政策，以在可发行不足一股股份或不足一个单位的债权证的情况下，调整成员之间的权利，惟该等安排须是作出该项调整所必需的。

第 6 部

杂项条文

第 1 分部 —— 公司与外间的通讯

80. 须使用的通讯方法

- (1) 除本《章程细则》另有规定外，根据本《章程细则》由本公司(或向本公司)送交或提供的任何东西，可按《条例》第 18 部中就《条例》规定由本公司(或向本公司)送交或提供文件或资料的任何方式，送交或提供。
- (2) 除本《章程细则》另有规定外，就董事作出决定一事而向该董事送交或提供的通知或文件，亦可按该董事已要求的、在当其时向该董事送交或提供上述通知或文件的方式，送交或提供。
- (3) 某董事可与本公司协定，以某特定方式向该董事送交的通知或文件，须当作已在它们送交后的一段指明的时间内接获，指明的时间须少于 48 小时。

第 2 分部 —— 行政安排

81. 公司印章

- (1) 使用法团印章，仅可按董事授予的权限进行。

- (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

80. 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

81. Company seals

- (1) A common seal may only be used by the authority of the directors.

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- (2) 法团印章须属一个金属印章，印章上以可阅字样，刻有本公司名称。
- (3) 在符合第 (2) 款的规定下，董事可决定如何使用法团印章或正式印章，及使用法团印章或正式印章的形式（不论正式印章是供在香港以外地区使用，还是供在证券上盖印）。
- (4) 除非董事另有规定，否则如本公司有法团印章，而该印章经用作在某文件上盖印，该文件亦须经最少 1 名董事及 1 名获授权人士签署。
- (5) 就本条而言，获授权人士是——
 - (a) 本公司的任何董事；
 - (b) 公司秘书；或
 - (c) 获董事授权签署经法团印章盖印的文书的人。
- (6) 如本公司有供在香港以外地区使用的正式印章，则董事须有决定授权在某文件（或某文件所属类别的文件）上使用该印章，方可在该文件上盖上该印章。
- (7) 如本公司有供在证券上盖印的正式印章，则只有公司秘书或获公司秘书授权在证券上盖上该印章的人，方可在证券上盖上该印章。

82. 没有查阅帐目及其他纪录的权利

任何人均无权仅凭成员的身分，查阅本公司的任何帐目或其他纪录或文件，但如获——

- (a) 成文法则；
- (b) 根据《条例》第 740 条作出的命令；
- (c) 董事；或

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- (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.

82. 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;

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(d) 本公司的普通决议，
赋予查阅权限，则属例外。

83. 核数师的保险

- (1) 董事可决定就以下法律责任，为本公司的核数师或本公司的有联系公司的核数师，投保保险，并保持该保险有效，费用由本公司负担——
 - (a) 该核数师因在履行核数师职责的过程中，在与关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(欺诈行为除外)有关连的情况下而对任何人承担的法律責任；或
 - (b) 该核数师就针对该核数师提出的民事或刑事法律程序中进行抗辩而招致的法律責任，而该法律程序是针对该核数师在履行核数师职责的过程中所犯的、关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(包括欺诈行为)而提出的。
- (2) 在本条中，凡提述履行核数师职责，即包括履行《条例》第 415(6)(a) 及 (b) 条指明的职责。

84. 清盘

- (1) 如本公司清盘，而在偿付在清盘中经证明的债项后，留有余数，清盘人——
 - (a) 可在获得规定认许下，将本公司的资产(不论该等资产是否包含同一类财产)的全部或任何部分，按其原样或原物，在成员之间作出分配，并可为此目的，为将会如此分配的财产，订出该清盘人认为公平的价值；及

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- (c) the directors; or
- (d) an ordinary resolution of the company.

83. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company, or an auditor of an associated company of the company, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

84. 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

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- (b) 可决定如何在成员或在不同类别的成员之间，进行该分配。
- (2) 清盘人可在获得规定认许下，为了分担人的利益，将上述资产的全部或任何部分，按清盘人(在获得规定认许下)认为适当的信托安排，归属予受托人，但任何成员不得被强迫接受任何带有法律责任的股份或其他证券。
- (3) 在本条中——
- 规定认许** (required sanction) 指本公司以特别决议所作的认许，及《条例》所规定的任何其他认许。
-

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- 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** (规定认许) means the sanction of a special resolution of the company and any other sanction required by the Ordinance.
-

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[第 4 条]

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(2013 年第 127 号法律公告)

第 1 部**释义****1. 释义**

(1) 在本《章程细则》中——

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本《章程细则》 (articles) 指本公司的组织章程细则；

有联系公司 (associated company) 指 ——

- (a) 本公司的附属公司；
- (b) 本公司的控股公司；或
- (c) 上述控股公司的附属公司；

委任者 (appointor) —— 参阅第 26(1) 条；

候补者 (alternate)、**候补董事** (alternate director) 指由某董事根据第 26(1) 条委任为候补者的人；

《条例》 (Ordinance) 指《公司条例》(第 622 章)；

精神上无行为能力 (mental incapacity) 具有《精神健康条例》(第 136 章) 第 2(1) 条给予该词的涵义；

精神上无行为能力者 (mentally incapacitated person) 定义如下：如某人属《精神健康条例》(第 136 章) 所指的、因精神上无行为能力而无能力处理和管理其财产及事务的人，该人即属**精神上无行为能力者**。

- (2) 本《章程细则》中使用的其他字词的涵义，与在本公司开始受本《章程细则》约束之日有效的《条例》中该等字词的涵义相同。
- (3) 如某文件以《条例》第 828(5) 或 829(3) 条所规定的为施行《条例》而认证文件或资料的方式，获得认证，则就本《章程细则》而言，该文件即属经认证。

(2014 年第 1 号编辑修订纪录)

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alternate (候补者) and **alternate director** (候补董事) mean a person appointed by a director as an alternate under article 26(1);

appointor (委任者)—see article 26(1);

articles (本《章程细则》) means the articles of association of the company;

associated company (有联系公司) means—

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

mental incapacity (精神上无行为能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上无行为能力者) 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 (《条例》) means the Companies Ordinance (Cap. 622);

proxy notice (代表通知书)—see article 48(1).

- (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.

(E.R. 1 of 2014)

Part 2

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董事及公司秘书

第 1 分部 —— 董事的权力和责任

2. 董事的一般权限

- (1) 在《条例》及本《章程细则》的规限下，本公司的业务及事务均由董事管理，董事可行使本公司的一切权力。
- (2) 如在对本《章程细则》作出某项修改前，董事作出如无该项修改便属有效的作为，该项修改不会使该作为失效。
- (3) 本条给予的权力，不受本《章程细则》给予董事的任何其他权力局限。
- (4) 凡董事可行使某权力，有达到法定人数的董事出席的董事会议，即可行使该权力。

3. 成员的预留权力

- (1) 成员可藉特别决议，指示董事作出某指明的行动，或不得作出某指明的行动。
- (2) 上述特别决议，不会使董事在该决议通过前已作出的任何作为失效。

4. 董事可转授权力

- (1) 在本《章程细则》的规限下，凡本《章程细则》向董事授予任何权力，而董事认为合适，董事即可按以下规定，转授该权力——
 - (a) 转授的对象，可以是任何人或委员会；
 - (b) 可藉任何方法(包括藉授权书)转授；
 - (c) 可在任何程度上转授，而转授可不受地域限制；
 - (d) 可就任何事情作出转授；

Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

2. 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.

3. 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.

4. 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 or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and

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- (e) 可按任何条款及条件，作出转授。
- (2) 如董事有所指明，上述董事权力转授可授权其对象，进一步转授该权力。
- (3) 董事可——
 - (a) 完全或局部撤销上述权力转授；或
 - (b) 撤销或修改其条款及条件。

5. 委员会

- (1) 董事如已转授其任何权力予某委员会，可制定该委员会在处理事务上的规则。
- (2) 上述委员会须遵守上述规则。

第 2 分部 —— 董事决策**6. 董事共同作出决定**

董事的决定只可——

- (a) 由会议上董事的过半数票作出；或
- (b) 按照第 7 条作出。

7. 一致决定

- (1) 凡所有合格的董事，均以任何方法(直接或间接地)向每名其他董事表明，他们在某事宜上持有相同的意见，董事即属按照本条作出决定。
- (2) 上述决定可以用书面决议方式作出，惟该决议的文本须经每名合格的董事签署，或经每名合格的董事以书面表示同意。

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- (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.

5. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Directors**6. Directors to take decision collectively**

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.

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.

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- (3) 在本条中，凡提述合格的董事，即提述假使有关事宜获建议提交予董事会议议决，便会有权就该事宜表决的董事。
- (4) 如合格的董事的人数，不会达到董事会议的法定人数，则不得按照本条作出决定。

8. 召开董事会议

- (1) 任何董事均可召开董事会议，召开的方式，是向董事发出该会议的通知，或授权公司秘书发出该通知。
- (2) 董事会议的通知须显示——
 - (a) 该会议的建议日期及时间；及
 - (b) 该会议将于何处举行。
- (3) 董事会议的通知须向每名董事发出，但无需采用书面形式。

9. 参与董事会议

- (1) 除本《章程细则》另有规定外，当有以下情况发生，董事即属有参与董事会议或其部分——
 - (a) 该会议按照本《章程细则》召开及举行；及
 - (b) 每名董事均能够就该会议所处理事务中的任何特定项目，向其他董事传达自己所持的任何资料，或表达自己所持的任何意见。
- (2) 某董事身处何地，及董事如何彼此沟通，对断定董事是否正参与董事会议，无关重要。
- (3) 如所有有参与董事会议的董事，并非身处同一地点，他们可将其中任何一人的身处地点，视为该会议的举行地点。

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- (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.

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Cap. 622H**10. 董事会议的法定人数**

- (1) 除非董事会议有达到法定人数的董事参与，否则不得在该会议上就任何建议表决，但如属召开另一个会议的建议，则不在此限。
- (2) 董事会议的法定人数，可经董事的决定不时订定，惟最少须为 2 人。除非另有订定，否则上述法定人数是 2 人。

11. 在董事总数少于法定人数下进行会议

如在当其时，董事总数少于董事会议的法定人数，则董事只可就以下事宜作出决定——

- (a) 委任更多董事；或
- (b) 召开成员大会，以让成员能够委任更多董事。

12. 主持董事会议

- (1) 董事可委任一名董事，主持董事会议。
- (2) 当其时获委任的董事，称为主席。
- (3) 董事可随时终止主席的委任。
- (4) 如在董事会议的指定开始时间过后的 10 分钟内，主席没有参与会议，或不愿意主持会议，有参与会议的董事即可委任他们当中的其中一位，主持会议。

13. 主席在董事会议上的决定票

- (1) 如赞成和反对某建议的票数相同，主席(或主持董事会议的其他董事)即有权投决定票。

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, but it must be at least 2, and unless otherwise fixed it is 2.

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'

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- (2) 如按照本《章程细则》，主席(或上述其他董事)不得在法定人数或表决程序上，获算作有参与作出决定的过程，第(1)款即不适用。

14. 候补者在董事会议上表决

如某董事亦兼任候补董事，该董事有权额外代表各委任者表决，前提是该委任者——

- (a) 没有参与董事会议；而
- (b) 假若有参与董事会议，会有权表决。

15. 利益冲突

- (1) 如——
 - (a) 某董事在任何与本公司订立的交易、安排或合约中，以任何方式有(直接或间接的)利害关系，而该项交易、安排或合约对本公司的业务来说是重大的；而且
 - (b) 该董事的利害关系具相当分量，本条即适用。
- (2) 有关董事须按照《条例》第 536 条，向其他董事申报该董事的利害关系的性质及范围。
- (3) 上述董事及其候补者——
 - (a) 于该董事在某项交易、安排或合约中有上述利害关系的情况下，不得就该项交易、安排或合约表决；亦
 - (b) 不得在关乎该项交易、安排或合约的情况下，计入法定人数内。
- (4) 第(3)款并不排除有关候补者——

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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. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

15. 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 and the director's alternate 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) Paragraph (3) does not preclude the alternate from—

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- (a) 在另一名委任者没有上述利害关系的情况下，代该委任者就有交易、安排或合约表决；及
- (b) 在关乎该项交易、安排或合约的情况下，计入法定人数内。
- (5) 如上述董事或其候补者违反第 (3)(a) 款，有关票数即不获点算。
- (6) 第 (3) 款不适用于——
 - (a) 为以下目的作出的安排：就某董事贷给本公司的款项，或就某董事为本公司的利益而承担的义务，给予该董事保证或弥偿；
 - (b) 本公司就其债项或义务，向第三方提供保证的安排，前提是董事已根据一项担保或弥偿，或藉存交一项保证，承担该债项或义务的全部或部分责任；及
 - (c) 符合以下说明的安排 本公司及其任何附属公司并不向董事或前董事提供特别的利益，但根据该项安排，本公司或该附属公司的雇员及董事(或前雇员及董事)可得到利益。
- (7) 在本条中，凡提述交易、安排或合约，即包括建议的交易、安排或合约。

16. 利益冲突的补充条文

- (1) 任何董事除担任董事职位外，亦可兼任本公司辖下任何其他职位或有酬岗位(核数师职位除外)，该兼任职位或岗位的任期及(关于酬金或其他方面的)任用条款，由董事决定。

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- (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
- (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) 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; or
 - (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.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. 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) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.

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- (2) 董事或准董事并不因为其董事职位，而丧失作出以下作为的资格——
- (a) 在第 (1) 款所述的其他职位或有酬岗位的任期方面，与本公司订立合约；或
- (b) 以售卖人、购买人或其他身分，与本公司订立合约。
- (3) 第 (2) 款所述的合约，或本公司(或由他人代本公司)订立的、任何董事在其中以任何方式具有利害关系的交易、安排或合约，均不可被致使无效。
- (4) 订立第 (2) 款所述的合约的董事，或在第 (3) 款所述的交易、安排或合约中具有利害关系的董事，均无法律责任——
- (a) 因为担任董事职位；或
- (b) 因为该职位所建立的受信人关系，而向本公司交出因该项交易、安排或合约而得到的任何利益。
- (5) 第 (1)、(2)、(3) 或 (4) 款适用的前提是，有关董事已按照《条例》第 536 条，向其他董事申报(该款所指的)该董事的利害关系的性质及范围。
- (6) 本公司的董事可以是下述公司的董事或其他高级人员，亦可以在其他情况下，在下述公司中具有利益——
- (a) 本公司发起的公司；或
- (b) 本公司作为股东或以其他身分于其中具有利益的公司。(2013 年第 127 号法律公告)
- (7) 除非《条例》另有规定或本公司另有指示，否则上述董事无须就该董事作为其他公司的董事或高级人员而收取的任何酬金或其他得益，或就源自该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。

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- (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.

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Cap. 622H**17. 董事会议的作为的有效性**

董事会议或董事委员会会议的作为的有效性，或任何人以董事身分作出的作为的有效性，均犹如有关董事或人士均经妥为委任为董事并具有资格担任董事一样，即使事后发现有以下情况亦然——

- (a) 任何董事的委任，或上述以董事身分行事的人的委任，有欠妥之处；
- (b) 他们当中的任何 1 人或多于 1 人在当时不具备担任董事的资格，或已丧失该资格；
- (c) 他们当中的任何 1 人或多于 1 人在当时已不再担任董事；或
- (d) 他们当中的任何 1 人或多于 1 人在当时无权就有关事宜表决。

18. 备存决定的纪录

董事须确保，本公司备存董事根据第 6 条作出的每项决定的书面纪录，备存期最少 10 年，自该决定作出的日期起计。

19. 董事订立更多规则的酌情决定权

在本《章程细则》的规限下，董事可——

- (a) 就他们如何作出决定，订立他们认为合适的规则；并
- (b) 就如何记录或向董事传达该等规则，订立他们认为合适的规则。

第 3 分部 —— 董事的委任及卸任**20. 董事的委任及卸任****17. Validity of acts of meeting of directors**

The acts of any meeting of directors or of a committee 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.

18. 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 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**

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- (1) 如某人愿意成为董事，而法律准许该人成为董事，该人可经——
 - (a) 普通决议；或
 - (b) 董事的决定，获委任为董事。
- (2) 除非有关委任另有指明，否则根据第 (1)(a) 款委任的董事的董事任期不限。
- (3) 根据第 (1)(b) 款作出的委任，只可为以下目的作出——
 - (a) 填补期中空缺；或
 - (b) 在董事总数不超过按照本《章程细则》订定的数目的前提下，在现任董事以外，委任董事。
- (4) 根据第 (1)(b) 款委任的董事须——
 - (a) 在该项委任后的首个周年成员大会上卸任；或
 - (b) (如本公司已免除举行周年成员大会，或无须举行周年成员大会) 在本公司的有关会计参照期结束后的 9 个月内卸任，有关会计参照期，即断定该董事的委任所属财政年度所依据的会计参照期。

21. 卸任董事有资格再获委任

卸任的董事有资格再度获委任为董事。

22. 复合决议

- (1) 如正获考虑的建议关乎本公司或任何其他法人团体委任或雇用 2 名或多于 2 名董事，本条即适用。
- (2) 上述建议可就每名董事而分开处理及个别考虑。

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- (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. Composite resolution

- (1) This article applies if proposals are under consideration concerning the appointment of 2 or more directors to offices or employments with the company or any other body corporate.

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- (3) 每名有关的董事均有权表决(前提是没有其他原因使该董事不得表决), 而其本人有权就每项决议获计入法定人数内, 但如决议关乎该董事本身的委任, 则属例外。

23. 董事停任

如担任董事的人——

- (a) 根据《条例》或《公司(清盘及杂项条文)条例》(第 32 章), 停任董事, 或被法律禁止担任董事;
- (b) 破产, 或与其债权人概括地订立债务偿还安排或债务重整协议;
- (c) 成为精神上无行为能力者;
- (d) 按照《条例》第 464(5) 条, 藉书面辞职通知, 辞去董事职位;
- (e) 在没有董事的批准下, 在超过 6 个月期间的所有董事会议中缺席; 或
- (f) 经本公司的普通决议被罢免董事职位,

该人即停任董事。

24. 董事酬金

- (1) 董事的酬金须由本公司于成员大会上厘定。
- (2) 董事的酬金可——
 - (a) 以任何形式支付; 及

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- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

23. 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.

24. 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

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- (b) 包括与以下事项关连的安排：向该董事支付退休利益，或支付涉及该董事的退休利益。
- (3) 董事的酬金逐日计算。

25. 董事的开支

董事就其以下行为而恰当地招致的交通、住宿及其他开支，可由本公司支付——

- (a) 出席——
- (i) 董事会议或董事委员会会议；
 - (ii) 成员大会；或
 - (iii) 为本公司的债权证的持有人分开举行的会议；或
- (b) 行使其关乎本公司的权力，及履行其关乎本公司的责任。

第 4 分部——候补董事**26. 候补者的委任及罢免**

- (1) 某董事(委任者)可委任任何其他董事为候补者，或委任董事藉决议批准的任何其他人为候补者。
- (2) 当董事在候补者的委任者缺席下作决定时，该候补者可就该决定的作出，行使该委任者的权力，及履行该委任者的责任。
- (3) 委任者委任或罢免其候补者，须按照以下方式，方属有效——
 - (a) 向本公司发出通知；或
 - (b) 董事批准的任何其他方式。
- (4) 上述通知须经委任者认证。
- (5) 上述通知——

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- (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.

25. 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 or committees of directors;
 - (ii) general meetings; or
 - (iii) separate meetings of the holders of debentures of the company; or
- (b) the exercise of their powers and the discharge of their responsibilities in relation to the company.

Division 4—Alternate Directors**26. Appointment and removal of alternates**

- (1) A director (*appointor*) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected—
 - (a) by notice to the company; or
 - (b) in any other manner approved by the directors.

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- (a) 须识别建议的候补者；而
- (b) 如属委任通知，须载有经建议候补者认证的陈述，表示该人愿意担任有关委任者的候补者。
- (6) 如董事藉决议罢免某候补者，本公司须在切实可行范围内，尽快向该候补者的委任者，发出该项罢免的通知。

27. 候补董事的权利与责任

- (1) 在董事根据第 6 条作出决定方面，候补董事享有与其委任者相同的权利。
- (2) 除非本《章程细则》另有指明，否则——
 - (a) 在任何方面，候补董事均当作董事；
 - (b) 候补董事为其自己的作为及不作为，负上法律责任；
 - (c) 候补董事受其委任者所受的同样限制；及
 - (d) 候补董事当作其委任者的代理人。
- (3) 除第 15(3) 条另有规定外，如某人是候补董事，但本身并不是董事——
 - (a) 在断定参与会议的董事是否达到法定人数时，该人可算作有参与该会议（但前提是该人的委任者没有参与该会议）；及
 - (b) 该人可签署书面决议（但前提是该人的委任者没有或不会签署该决议）。
- (4) 在——
 - (a) 断定参与会议的董事是否达到法定人数时；或
 - (b) 断定董事书面决议是否获采纳时，

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- (4) The notice must be authenticated by the appointor.
- (5) The notice must—
 - (a) identify the proposed alternate; and
 - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the company must as soon as practicable give notice of the removal to the alternate's appointor.

27. Rights and responsibilities of alternate directors

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors under article 6.
- (2) Unless these articles specify otherwise, alternate directors—
 - (a) are deemed for all purposes to be directors;
 - (b) are liable for their own acts and omissions;
 - (c) are subject to the same restrictions as their appointors; and
 - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 15(3), a person who is an alternate director but not a director—
 - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
 - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether—

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- 同一名候补董事，不得算作或被视为多于 1 名董事。(2013 年第 127 号法律公告)
- (5) 候补董事无权凭借担任候补董事，向本公司收取酬金。
- (6) 然而，候补者的委任者可藉给予本公司书面通知，指示将该委任者的酬金的任何部分，支付予该候补者。

28. 终止候补董事席位

- (1) 凡候补董事由某委任者委任，如符合以下情况，该候补董事的委任即告终止——
- (a) 该委任者向本公司发出书面通知，指明该项委任将于何时终止，藉以撤销该项委任；
 - (b) 如某事件就该委任者发生，便会导致该委任者的董事委任终止，而该事件就该候补者发生；
 - (c) 该委任者去世；或
 - (d) 该委任者的董事委任终止。
- (2) 如在委任某人为候补者时，该人并不是董事，而——
- (a) 第 26(1) 条所指的批准，遭撤回或撤销；或
 - (b) 本公司在成员大会上通过普通决议，终止该项委任，该项委任即告终止。

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- (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted. (*L.N. 127 of 2013*)
- (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director.
- (6) But the alternate's appointor may, by notice in writing made to the company, direct that any part of the appointor's remuneration be paid to the alternate.

28. Termination of alternate directorship

- (1) An alternate director's appointment as an alternate terminates—
- (a) if the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
 - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
 - (c) on the death of the alternate's appointor; or
 - (d) when the alternate's appointor's appointment as a director terminates.
- (2) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if—
- (a) the approval under article 26(1) is withdrawn or revoked; or
 - (b) the company by an ordinary resolution passed at a general meeting terminates the appointment.

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Cap. 622H**第 5 分部 —— 董事的弥偿及保险****29. 弥偿**

- (1) 如任何疏忽、失责、失职或违反信托的行为，是关乎本公司或本公司的有联系公司的，而本公司的董事或前董事在与该等行为有关连的情况下，招致须对本公司或该有联系公司（视属何情况而定）以外的任何人承担的法律責任，则本公司的资产，可运用作就该法律責任弥偿该董事。
- (2) 第 (1) 款适用的前提是，有关弥偿不得涵盖 ——
 - (a) 该董事缴付以下款项的法律責任 ——
 - (i) 在刑事法律程序中判处的罚款；或
 - (ii) 须就不遵守属规管性质的规定而以罚款形式缴付的款项；或
 - (b) 该董事任何以下法律責任 ——
 - (i) （如该董事在刑事法律程序中被定罪）该董事因在该法律程序中作抗辩而招致的法律責任；
 - (ii) （如本公司或本公司的有联系公司提起民事法律程序，而在该法律程序中，该董事被判败诉）该董事因在该法律程序中作抗辩而招致的法律責任；
 - (iii) （如本公司的成员或本公司的有联系公司的成员代本公司提起民事法律程序，而在该法律程序中，该董事被判败诉）该董事因在该法律程序中作抗辩而招致的法律責任；
 - (iv) （如本公司的有联系公司（**前者**）的成员，或前者的有联系公司的成员，代前者提起民事法律程序，而在该法律程序中，该董事被判败诉）该董事因在该法律程序中作抗辩而招致的法律責任；或

Division 5—Directors' Indemnity and Insurance**29. 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

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- (v) (如该董事根据《条例》第 903 或 904 条申请济助,而原讼法庭拒绝向该董事授予该济助)该董事在与该申请有关连的情况下招致的法律责任。
- (3) 在第 (2)(b) 款中,提述定罪、判决或拒绝授予济助之处,即提述在有关法律程序中的终局决定。
- (4) 为施行第 (3) 款,任何定罪、判决或拒绝授予济助——
- (a) 如没有遭上诉,在提出上诉的限期结束时,即属终局决定;或
- (b) 如遭上诉,在该上诉或任何进一步上诉获了结时,即属终局决定。
- (5) 为施行第 (4)(b) 款,如上诉——
- (a) 已获判定,而提出进一步上诉的限期已结束;或
- (b) 已遭放弃,或已在其他情况下失效,该上诉即属获了结。

30. 保险

董事可决定就以下法律责任,为本公司的董事或本公司的有联系公司的董事,投保保险,并保持该保险有效,费用由本公司负担——

- (a) 该董事在与关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(欺诈行为除外)有关连的情况下对任何人承担的法律任;或
- (b) 该董事在针对该董事提出的民事或刑事法律程序中作抗辩而招致的法律责任,而该法律程序是针对该

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- 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.

30. 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

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董事犯的关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(包括欺诈行为)而提出的。

第 6 分部 —— 公司秘书

31. 公司秘书的委任及免任

- (1) 董事可按其认为合适的任期、酬金及条件，委任公司秘书。
- (2) 董事可免任他们委任的公司秘书。

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成员

第 1 分部 —— 成为成员及停止作为成员

32. 申请成为成员

除非 ——

- (a) 某人已填妥符合董事批准的格式的成员申请书；及
 - (b) 董事已批准该申请，
- 否则该人不得成为本公司成员。

33. 终止成员身分

- (1) 成员可放弃作为本公司成员的身分，放弃的方法，是向本公司发出书面通知，通知期为 7 日。
- (2) 成员身分不得转让。
- (3) 当某人去世或不再存在，该人的成员身分即告终止。

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- (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 6—Company Secretary

31. 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 3

Members

Division 1—Becoming and Ceasing to be Member

32. Application for membership

A person may become a member of the company only if—

- (a) that person has completed an application for membership in a form approved by the directors; and
- (b) the directors have approved the application.

33. Termination of membership

- (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.

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第 2 分部 —— 成员大会的组织**34. 成员大会**

- (1) 除《条例》第 611、612 及 613 条另有规定外，本公司须按照《条例》第 610 条，就本公司的每个财政年度，举行成员大会，作为其周年成员大会。
- (2) 董事如认为合适，可召开成员大会。
- (3) 如根据《条例》第 566 条，董事须召开成员大会，他们须按照《条例》第 567 条召开成员大会。
- (4) 如董事没有按照《条例》第 567 条召开成员大会，则要求举行成员大会的成员，或他们当中拥有他们全部的总表决权一半以上者，可自行按照《条例》第 568 条召开成员大会。

35. 成员大会的通知

- (1) 召开周年成员大会，须有为期最少 21 日的书面通知。
- (2) 召开除周年成员大会以外的成员大会，须有为期最少 14 日的书面通知。
- (3) 通知期 ——
 - (a) 不包括送达或当作送达有关通知当日；亦
 - (b) 不包括发出该通知当日。
- (4) 有关通知须 ——
 - (a) 指明有关成员大会的日期及时间；

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- (3) A person's membership terminates when that person dies or ceases to exist.

Division 2—Organization of General Meetings**34. 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.

35. 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—

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- (b) 指明该大会的举行地点(如该大会在 2 个或多于 2 个地方举行,则指明该大会的主要会场及其他会场);
- (c) 述明有待在该大会上处理的事务的概略性质;
- (d) (如有关通知属周年成员大会的通知)述明该大会是周年成员大会;
- (e) (如拟在该大会上动议某决议,不论是否特别决议)——
 - (i) 包含该决议的通知;及
 - (ii) 包含或随附一项陈述,该陈述须载有为显示该决议的目的而合理地需要的任何资料或解释;
- (f) (如拟在该大会上动议某特别决议)指明该意向,并包含该决议的文本;及
- (g) 载有一项陈述,指明成员根据《条例》第 596(1) 条委任代表的权利。
- (5) 如决议的通知——
 - (a) 已根据《条例》第 567(3) 或 568(2) 条,包含在有关成员大会的通知内;或
 - (b) 已根据《条例》第 615 条发出,则第 (4)(e) 款并不就该决议而适用。
- (6) 尽管召开成员大会的通知期,短于本条所指明者,但如以下成员同意,则该大会仍视为已妥为召开——
 - (a) (如该大会属周年成员大会)所有有权出席该大会并有权于会上表决的成员;或
 - (b) (如该大会并非周年成员大会)过半数有权出席该大会并有权于会上表决的成员,惟该等成员须合共代表全体成员于会上的总表决权的最少 95%。

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- (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) 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—

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- (1) 成员大会的通知，须向以下人士发出——
 - (a) 每名成员；及
 - (b) 每名董事。
- (2) 本公司如须向某成员发出本公司的成员大会的通知，或任何其他关乎该大会的文件，则在向该成员发出该通知或文件的同时，亦须向本公司的核数师发出该通知或文件的文本，如有多于 1 名核数师，则须向每名核数师发出该文本。

37. 意外漏发成员大会通知

如成员大会的通知没有向任何有权收到该通知的人发出，而此事出于意外，或该人没有接获该通知，均不使有关成员大会的议事程序失效。

38. 出席成员大会和在会上发言

- (1) 凡某人在成员大会举行期间，能够妥当地向所有出席该大会的人，传达自己就大会上的事务所持的资料，或表达自己对该事务所持的意见，该人即属能够于该大会上行使发言权。
- (2) 凡符合以下情况，某人即属能够于成员大会上行使表决权——

- (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.

36. 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) 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.

37. 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.

38. 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—

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- (a) 该人在该大会举行期间，能够就交由该大会表决的决议，作出表决；而且
- (b) 在断定是否通过该决议时，该人所投的票，能够与所有其他出席该大会的人所投的票，同时获点算在内。
- (3) 董事可作出他们认为适当的任何安排，以使出席成员大会的人，能够于会上行使其发言权及表决权。
- (4) 任何 2 名或多于 2 名出席成员大会的成员是否身处同一地点，对断定该大会的出席情况，无关重要。
- (5) 如 2 人或多于 2 人虽然身处不同地点，但他们若在成员大会上拥有发言权及表决权的话，是能够行使该等权利的，则他们均属有出席该大会。

39. 成员大会的法定人数

- (1) 如有 2 名成员亲身或由代表代为出席成员大会，2 人即构成成员大会的法定人数。
- (2) 如成员大会的出席者人数，未达到法定人数，则除委任主席外，不得在该大会上处理任何事务。

40. 主持成员大会

- (1) 如董事局主席(如有的话)有出席成员大会，而且愿意以主席的身分，主持该大会，则该大会由董事局主席担任主席。
- (2) 如 ——
 - (a) 没有董事局主席；

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- (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.

39. Quorum for general meetings

- (1) Two members present in person or by proxy constitute a quorum at a general meeting.
- (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.

40. 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—

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- (b) 董事局主席在成员大会的指定举行时间过后的 15 分钟内，仍未出席；
- (c) 董事局主席不愿意担任成员大会主席；或
- (d) 董事局主席已向本公司发出通知，表示无意出席成员大会，
则出席该大会的董事，须在他们当中推选 1 人，担任大会主席。
- (3) 如 ——
 - (a) 没有董事愿意担任主席；或
 - (b) 在成员大会的指定举行时间过后的 15 分钟内，没有董事出席，
则出席该大会的成员，须在他们当中推选 1 人，担任大会主席。
- (4) 某代表可藉于成员大会上通过的本公司决议，获选为大会主席。

41. 非成员出席及发言

- (1) 董事不论是否本公司成员，均可出席成员大会，并可于会上发言。
- (2) 即使其他人 ——
 - (a) 并非本公司成员；或
 - (b) 虽是本公司成员，但无权就成员大会行使成员权利，成员大会的主席仍可准许该人出席成员大会，及于会上发言。

42. 延期

- (1) 如在成员大会的指定举行时间过后的半小时内，未有达到法定人数的人出席该大会 ——

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- (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.

41. 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.

42. 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

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- (a) (如该大会是应成员的请求召开的) 该大会即须散会；或
- (b) (如属其他情况) 该大会延期至下一星期的同一日，在同一时间和地点举行，或延期至董事决定的其他日期，在董事决定的时间和地点举行。
- (2) 如在经延期的成员大会的指定举行时间过后的半小时内，未有达到法定人数的人出席该大会，亲身出席或由代表代为出席的成员的人数，即构成法定人数。
- (3) 如符合以下情况，主席可将有达到法定人数的人出席的成员大会延期——
 - (a) 该大会同意延期；或
 - (b) 主席觉得，为保障任何与会人士的安全，或为确保会上事务获有秩序地处理，有必要延期。
- (4) 如成员大会作出延期指示，主席即须将该大会延期。
- (5) 主席将成员大会延期时，须指明成员大会延至何日何时，及在何地举行。
- (6) 经延期的成员大会，只可处理该大会于延期前未完成的事务。
- (7) 如成员大会延期 30 日或多于 30 日，则须发出延期的成员大会的通知，如同须发出原本的成员大会的通知一样。
- (8) 如成员大会延期少于 30 日，则无需发出延期的成员大会的通知。

第 3 分部 —— 于成员大会上表决

43. 表决的一般规则

- (1) 交由成员大会表决的决议，须以举手方式表决，但如有

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- (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 3—Voting at General Meetings

43. General rules on voting

- (1) A resolution put to the vote of a general meeting must be

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- 按照本《章程细则》妥为要求以投票方式表决，则属例外。
- (2) 如在成员大会上表决票数均等，则不论表决是以举手还是投票方式作出，大会主席均有权投第二票或决定票。
 - (3) 如在成员大会上，以举手方式就某决议表决，则由主席作出的——
 - (a) 指该决议已获通过或未获通过的宣布；或
 - (b) 指该决议是获特定多数通过的宣布，
 即为该事实的确证，而无需证明所录得的赞成或反对该决议的票数的数目或比例。
 - (4) 在会议议事纪录内的关乎上述宣布的记项，亦为该事实的确证，而无需加以证明。

44. 错误及争议

- (1) 凡某人在成员大会上作表决，则除非对该人的表决资格的异议，是在该大会(或经延期的成员大会)上提出的，否则该异议不得提出。表决如未有在成员大会上遭推翻，即属有效。
- (2) 任何异议均须交由成员大会的主席处理，主席的决定属终局决定。

45. 要求投票表决

- (1) 以投票方式就某决议表决的要求，可在以下时间提出——
 - (a) 在将表决该决议的成员大会举行之前；或
 - (b) 于成员大会上，以举手方式就该决议表决的结果宣布之时或之前。

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- 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.

44. 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.

45. 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.

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- (2) 以下人士可要求就某决议投票表决 ——
- (a) 大会主席；
 - (b) 最少 2 名亲身或由代表代为出席成员大会的成员；或
 - (c) 持有于成员大会上具有表决权的全体成员的总表决权的至少 5%，并亲身或由代表代为出席成员大会的任何成员。
- (3) 委任代表的文书，须视为有授权有关代表要求或参与要求就某决议投票表决。
- (4) 就某决议投票表决的要求，可以撤回。

46. 成员持有的票数

在成员大会上就某决议举手或投票表决时，每名以下人士均有 1 票 ——

- (a) 亲身出席的成员；及
- (b) 获有权就该决议表决的成员妥为委任并亲身出席的代表。

47. 精神上无行为能力的成员的表决

- (1) 如某成员属精神上无行为能力者，则不论是举手或投票表决，该成员均可由其受托监管人、接管人、监护人，或由原讼法庭所指定属受托监管人、接管人或监护人性质的其他人，作出表决。
- (2) 上述受托监管人、接管人、监护人或其他人，均可在举手或投票表决中，由代表代为表决。

48. 代表通知书的内容

- (1) 代表的委任须藉符合以下说明的书面通知 (*代表通知书*) 作出，方属有效 ——
 - (a) 该通知述明委任该代表的成员的姓名或名称及地址；

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- (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.

46. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken 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.

47. 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.

48. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (*proxy notice*) that—

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- (b) 该通知识别获委任为该成员的代表的人，及该项委任所关乎的成员大会；
 - (c) 该通知经认证，或经他人代该成员签署；及
 - (d) 该通知按照本《章程细则》，及按照该大会的通知所载的指示，交付本公司。
- (2) 本公司可规定代表通知书以某特定形式交付，并可为不同目的，指明不同的形式。
- (3) 本公司如规定或容许以电子形式，交付代表通知书予本公司，则可规定代表通知书的交付须按本公司指明的保安安排，妥为保护。
- (4) 委任某代表的代表通知书可指明，该代表将如何就关乎成员大会上处理事务的 1 项或多于 1 项决议表决（或指明该代表不得就该等决议表决）。
- (5) 除非委任某代表的代表通知书另作说明，否则该通知书须视为——
- (a) 容许该代表有酌情决定权，决定如何就任何交由有关成员大会表决的附带或程序事宜的决议表决；及
 - (b) 不但就某成员大会本身委任该人为代表，亦在该大会延期的情况下，就该经延期的大会，委任该人为代表。

49. 代委任代表的成员，签立代表委任文书

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- (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.

49. Execution of appointment of proxy on behalf of member

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如代表通知书未经认证，它须随附书面证据，证明签立有关代表委任文书的人，有权代作出有关委任的成员，签立该文书。

(2013 年第 127 号法律公告)

50. 代表通知书的交付，及撤销代表委任的通知

- (1) 除非在以下时间之前，代表通知书已送抵本公司，否则该通知书属无效——
 - (a) (如属成员大会或经延期的成员大会)举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行)指定的表决时间前的 24 小时。
- (2) 根据代表通知书作出的委任，可被撤销。撤销的方法，是向本公司交付书面通知，该通知须由发出(或由他人代为发出)该代表通知书的人发出，或由他人代该人发出。
- (3) 除非在以下时间之前，撤销上述委任的通知已送抵本公司，否则该通知属无效——
 - (a) (如属成员大会或经延期的成员大会)举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行)指定的表决时间前的 24 小时。

51. 成员亲身表决影响代表的权力

- (1) 如就股份委任代表的成员作出以下作为，则该代表就有

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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.

50. 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.

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

- (1) A proxy's authority in relation to a resolution is to be

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关决议具有的权力，须视为已被撤销——

- (a) 亲身出席决定该决议的员大会；及
 - (b) 就该决议而行使该成员有权行使的表决权。
- (2) 即使有效的代表通知书，已由有权出席员大会或在员大会上发言或(以举手或投票方式)表决的成员向本公司交付，或已代表成员如此交付，该成员仍然就该大会或经延期的该大会享有出席、发言或表决的权利。

52. 在委任代表的成员去世、变为精神上无行为能力等情况下，代表表决的效力

- (1) 尽管——
 - (a) 委任代表的成员在表决前去世，或变为精神上无行为能力；或
 - (b) 代表的委任被撤销，或签立代表委任文书所依据的权力被撤销，
 按照有关代表通知书的条款作出的表决，仍属有效。
- (2) 如述明上述去世、精神上无行为能力或撤销情况的通知，在以下时间之前送抵本公司，则第(1)款不适用——
 - (a) (如属员大会或经延期的员大会)举行该大会的指定时间前的 48 小时；及
 - (b) (如有人要求投票表决，而投票是在该要求作出后的 48 小时后进行)指定的表决时间前的 24 小时。

53. 修订提出的决议

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regarded as revoked if the member who has appointed the proxy—

- (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (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.

52. 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; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation 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.

53. Amendments to proposed resolutions

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- (1) 在以下情况下，将会在某成员大会上提出的普通决议，可经由普通决议修订——
 - (a) 建议的修订的书面通知，已向公司秘书发出；及
 - (b) 大会主席合理地认为，建议的修订并没有对有关决议的涵盖范围，造成重大改变。
- (2) 如有关普通决议，将会在某成员大会上提出，上述通知须在举行该大会的时间的 48 小时前（或大会主席决定的较迟时间），由有权于大会上投票的人发出。
- (3) 在以下情况下，将会在某成员大会上提出的特别决议，可经由普通决议修订——
 - (a) 在该大会上，大会主席建议作出修订；及
 - (b) 该项修订仅修正该决议中的文法错误，或其他无关宏旨的错误。
- (4) 如成员大会的主席虽然真诚地行事，但错误地判定任何对决议的修订属不妥善，则除非原讼法庭另有命令，否则该决议的表决仍属有效。

第 4 部

杂项条文

第 1 分部 —— 公司与外间的通讯

54. 须使用的通讯方法

- (1) 除本《章程细则》另有规定外，根据本《章程细则》由本公

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- (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 4

Miscellaneous Provisions

Division 1—Communications to and by Company

54. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to

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司(或向本公司)送交或提供的任何东西,可按《条例》第 18 部中就《条例》规定由本公司(或向本公司)送交或提供文件或资料的任何方式,送交或提供。

- (2) 除本《章程细则》另有规定外,就董事作出决定一事而向该董事送交或提供的通知或文件,亦可按该董事已要求的、在当其时向该董事送交或提供上述通知或文件的方式,送交或提供。
- (3) 某董事可与本公司协定,以某特定方式向该董事送交的通知或文件,须当作已在它们送交后的一段指明的时间内接获,指明的时间须少于 48 小时。

第 2 分部 —— 行政安排

55. 公司印章

- (1) 使用法团印章,仅可按董事授予的权限进行。
- (2) 法团印章须属一个金属印章,印章上以可阅字样,刻有本公司名称。
- (3) 在符合第(2)款的规定下,董事可决定如何使用法团印章,及使用法团印章的形式。
- (4) 除非董事另有规定,否则如本公司有法团印章,而该印章经用作在某文件上盖印,该文件亦须经最少 1 名董事及 1 名获授权人士签署。
- (5) 就本条而言,获授权人士是——
 - (a) 本公司的任何董事;
 - (b) 公司秘书;或
 - (c) 获董事授权签署经法团印章盖印的文书的人。

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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

55. 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 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

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Cap. 622H**56. 没有查阅帐目及其他纪录的权利**

任何人均无权仅凭成员的身分，查阅本公司的任何帐目或其他纪录或文件，但如获——

- (a) 成文法则；
- (b) 根据《条例》第 740 条作出的命令；
- (c) 董事；或
- (d) 本公司的普通决议，

赋予查阅权限，则属例外。

57. 核数师的保险

- (1) 董事可决定就以下法律责任，为本公司的核数师或本公司的有联系公司的核数师，投购保险，并保持该保险有效，费用由本公司负担——
 - (a) 该核数师因在履行核数师职责的过程中，在与关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(欺诈行为除外)有关连的情况下而对任何人承担的法律責任；或
 - (b) 该核数师就针对该核数师提出的民事或刑事法律程序中进行抗辩而招致的法律責任，而该法律程序是针对该核数师在履行核数师职责的过程中所犯的、关乎本公司或该有联系公司(视属何情况而定)的疏忽、失责、失职或违反信托行为(包括欺诈行为)而提出的。

- (c) any person authorized by the directors for signing documents to which the common seal is applied.

56. 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.

57. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company, or an auditor of an associated company of the company, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be).

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附表 3

Schedule 3

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- (2) 在本条中，凡提述履行核数师职责，即包括履行《条例》第 415(6)(a) 及 (b) 条指明的职责。

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