

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION**

**BISHOP HALL JUBILEE SCHOOL
ALUMNI LIMITED**

(何明華會督銀禧中學校友會有限公司)

**PROPOSED AMENDMENT
TO
ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL
MEETING**

A notice convening an extraordinary general meeting of Bishop Hall Jubilee School Alumni Limited (the "Alumni") be held at 2C Oxford Road, Kowloon, Hong Kong on 18 April 2015 at 12:45 p.m. is set out on page 9 of this circular. If you are not able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Alumni's registered office at 2C, Oxford Road, Kowloon, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof.

19 March 2015

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Executive Committee	2
Appendix – Details of the Proposed Amendments to the Articles of Association	5
Notice of Extraordinary General Meeting	9

DEFINITIONS

In this circular, the following expressions have the following meaning unless the context otherwise requires.

“Alumni”	Bishop Hall Jubilee School Alumni Limited (何明華會督銀禧中學校友會有限公司), a company incorporated in Hong Kong on 6 March 2000
“Alumni Manager”	a manager of the School who is nominated by the Alumni for registration as such under section 40AP of the Education Ordinance (Cap. 279 of the Laws of Hong Kong)
“Articles of Association”	Articles of Association of the Alumni
“Executive Committee”	the Executive Committee of the Alumni
“Extraordinary General Meeting”	the extraordinary general meeting of the Alumni to be held at 2C Oxford Road, Kowloon, Hong Kong on 18 April 2015 at 12:45 p.m. notice of which is set out on page 9
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Member(s)”	member(s) of the Alumni
“IMC”	incorporated management committee
“School”	The Bishop Hall Jubilee School

LETTER FROM THE EXECUTIVE COMMITTEE

BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED

Executive Committee Members:

Mr Liong Kwan, Edward (*President*)
Ms Lin Shiun Wah, Agnes
Mr Liu Kin Wa, Michael
Ms Law Wai Yi
Mr Ip Pak Keung, Danny
Mr Shek Yuk Fung
Mr Au Lap Yin
Mr Chan Lai Kwok
Mr Fung Kwok Sing
Ms Ho Yuen Yi
Mr Lam Ho Ching
Ms Leung Ka Po
Mr Leung Wai Man
Ms Pak Kwan Sin, Anita
Mr Tang Wai Hung, Richard
Mr Wong Man Tai, James
Ms Wong Mee Mai, Emily
Mr Yip Kim Fung, Bill

Registered Office:

2C, Oxford Road,
Kowloon,
Hong Kong

19 March 2015

Dear Fellow Members,

PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Introduction

The purpose of this circular is to provide you with information on the proposed special resolution relating to the amendment to the Articles of Association and to give you the notice and the proxy form for the extraordinary general meeting to be held on 18 April 2015.

Proposed amendments to the Articles of Association

A comprehensive exercise to rewrite the Companies Ordinance (Cap. 32) was launched in mid-2006 with the aim of modernising Hong Kong's company law and further enhancing Hong Kong's status as a major international business and financial centre. On 12 July 2012, the Companies Bill was passed by the Legislative Council. The new Companies Ordinance (Cap. 622) became effective on 3 March 2014, replacing the majority provisions of the Companies Ordinance (Cap. 32) then in force.

LETTER FROM THE EXECUTIVE COMMITTEE

The Executive Committee is of the opinion that it is appropriate to amend the Articles of Association of the Alumni to take into account the change in legal requirement resulted from the becoming effective of the new Companies Ordinance.

At the annual general meeting of the Alumni held in September 2013, a special resolution was passed to effect the amendment of the Alumni's Articles of Association. The amendment details of which have been set out in the Alumni's circular dated 20 August 2013 was made in response to the then intended establishment of the School's IMC. The amendment mainly dealt with the Alumni's nomination of person(s) to be registered as the School's Alumni Manager who shall be a member of the School's IMC.

The Executive Committee recognises that the Alumni's nomination of persons to be registered as Alumni Manager of the School's IMC is conditional upon the Alumni's obtaining/maintenance of its status as "Recognised Alumni Association" which may or may not be accredited by the School's IMC. The inclusion in the Articles of Association of the Alumni of provisions relating to the Alumni's nomination may cause future inconvenience to the Alumni in the event that such status is not obtained/maintained. As such, the Executive Committee considers it more appropriate to take out such provisions from the Articles of Association.

The proposed amendments are detailed in the appendix to this circular.

The amendments to the Articles of Association is subject to approval by not less than 75% of the votes cast by such Members as, being entitled so to do, vote in person, or where proxies are allowed, by proxy in a general meeting of the Alumni.

Extraordinary General Meeting

A notice convening an extraordinary general meeting to be held at 2C Oxford Road, Kowloon, Hong Kong on 18 April 2015 at 12:45 p.m. at which among others, a special resolution will be proposed to approve the amendments is set out on page 9 of this circular.

A form of proxy for the Extraordinary General Meeting is enclosed with this circular. If you are not able to attend the Extraordinary General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Alumni, 2C Oxford Road, Kowloon, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.

After the conclusion of the Extraordinary General Meeting, the results of the meeting will be announced in the Alumni's web site www.bhjsalumni.com.

LETTER FROM THE EXECUTIVE COMMITTEE

Recommendations

The Executive Committee considers the proposed special resolution for the amendments to the Articles of Association necessary and beneficial to the Alumni and the Members as a whole. Accordingly the Executive Committee recommends fellow Members to vote in favour of the special resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,
By Order of the Executive Committee
Liong Kwan, Edward
President

This Appendix summarises the major amendments to the Articles of Association.

Interpretation

- Article 1 has been amended
- (a) to replace the term “Alumni” (being reference to the company) with “Alumni Association” to avoid confusion between the company and former students of the School, consequential amendments to the other articles are also made by replacing references to “Alumni” with “Alumni Association”;
 - (b) by deleting the definition for “Alumni Manager” consequential to the deletion of Articles 66A through 66H as set out below;
 - (c) by replacing the term “accounts” with “financial statements” in the definition for “Corporate Communciation” to reflect modern accounting terminology;
 - (d) by updating the chapter number of the new Companies Ordinance; and
 - (e) by deleting the definition for “Seal” to take into account the abolishment by the new Companies Ordinance of the use of seal.

Members’ rights, privilege and obligations

Article 9 has been amended by deleting paragraph (c) (prohibition of non-voting members from participating in the Alumni Manager Election either as a candidate, nominator or voter). The deletion is consequential to the deletion of Articles 66A through 66H as set out below.

Article 11 has been amended by removing reference to the Alumni’s Memorandum of Association. Under the new Companies Ordinance, the Alumni’s Memorandum of Association shall be deemed as part of its Articles of Association.

General Meetings

Article 13 has been amended to reflect the new legal requirement on general meetings stipulated in the new Companies Ordinance. Under the previous Companies Ordinance, a company is required to hold its annual general meeting once in every calendar year and the time interval between two consecutive annual general meetings shall not be more than 15 months. Under the new Companies Ordinance, the latest date for a company limited by guarantee to hold its annual general meeting is 9 months after its financial year end date.

Article 15 concerns the convening of extraordinary general meetings. A major part of Article 15 deals with the convening of extraordinary general meetings requisited by Voting Members. The legal requirement on the convening of general meeting requisited by members, be it an annual general meeting or an extraordinary general meeting are the same. As such, Article 15 has been amended by moving the provisions relating to general meetings

requisited by Voting Members to a new Article 15A and slightly rephrased to cover all general meetings.

Notice of General Meetings

Article 16 has been amended mainly to reflect the new legal requirement on notice period for extraordinary general meetings called for the passing of a special resolution. Previously 21 days' notice period was required for an extraordinary general meeting where a special resolution is proposed. Under the new Companies Ordinance, all extraordinary general meetings require 14 days' notice period. In addition to the new legal requirement, the article has also been amended to emphasise the auditor's right to receive notice of general meetings.

Article 17 has been amended

- (a) to include the accidental omission to give notice of a resolution intended to be moved at a general meeting; and
- (b) to clarify that the accidental omission to give notice of general meeting or resolution intended to be moved shall be disregarded only for the purpose of determining whether notice of the meeting or resolution is duly given.

Proceedings at General Meetings

Article 18 has been amended to replace the terms "accounts" and "balance sheets" with "financial statements" to reflect modern accounting terminology.

Votes of Members at General Meetings

Article 34 has been amended to remove the proxy's right to vote at his discretion on motions not stated in the proxy form. Such discretion is disallowed by the new Companies Ordinance.

Executive Committee

Article 43 has been amended to correct a clerical error.

Article 45 has been amended by replacing the term "an annual statement of accounts" with "financial statements" to reflect modern accounting terminology.

Disqualification of Executive Committee Memembers

Article 50 has been amended

- (a) to reflect the renaming of the previous Companies Ordinance (Cap. 32) as Companies (Winding Up and Miscellaneous Provision) Ordinance (Cap. 32); and

- (b) to replace references to the previous Companies Ordinance (Cap. 32) with references to the new Companies Ordinance (Cap. 622).

Term of office of Executive Committee members

Article 56 has been amended to correct minor clerical errors.

Nomination of Alumni Manager

Heading immediately preceding Article 66A together with Articles 66A through 66H have been removed. This section of the Articles of Association is in relation to the Alumni's nomination of persons to be registered as Alumni Manager of the School. As stated in the Letter from the Executive Committee, such nomination is conditional upon the Alumni's obtaining/maintenance of its status as "Recognised Alumni Association" accredited by the IMC of the School and such accreditation is outside the Alumni's control, thus the entire section together with other articles in this connection are removed to avoid any inconvenience to the Alumni in the event that the required accreditation is not obtained/maintained.

Task Groups

Article 68 has been amended to allow non-Executive Committee members be appointed as convenor of task groups.

Secretary

Article 71 has been amended to correct minor clerical errors.

The Seal

Heading immediately preceding Article 72 and Article 72 have been removed to reflect the abolishment of the use of seal under the new Companies Ordinance.

Accounts

Article 73 has been amended to take into account the new legal requirement on accounting record keeping stipulated by the new Companies Ordinance.

Article 74 has been amended to update references to the previous Companies Ordinance and to adopt modern accounting terminology.

Articles 75 has been amended to adopt modern accounting terminology.

Articles 76 and 77 have been amended to reflect the concept of “financial statements” introduced by the new Companies Ordinance which shall consist of such constituents as required by the applicable accounting standards.

Audit

Article 78 has been amended to replace references to the previous Companies Ordinance with references to the new Companies Ordinance.

Notices

Article 80 has been amended to correct a minor clerical error.

Article 81 has been amended to replace the assumed time of service of notice by post with the assumed time of receipt of such notice so as to be consistent with the provisions of the new Companies Ordinance.

Use of Electronic Means

The heading immediately preceding Article 83 has been amended to clarify that the following section refers to publication through posting at the Alumni’s website.

Article 83 has been amended to take into account the additional legal requirement provided in the new Companies Ordinance.

Indemnity

- Article 85 has been amended to
- (a) restrict the permitted indemnity to cover certain third party liability incurred as permitted by the new Companies Ordinance; and
 - (b) replace reference to the previous Companies Ordinance with reference to the new Companies Ordinance.

Discipline

Article 86 has been amended to correct minor clerical errors.

Renumbering of articles

Consequential to the deletion of Article 72, all articles following Article 72 have been renumbered.

NOTICE OF EXTRAORDINARY GENERAL MEETING

BISHOP HALL JUBILEE SCHOOL ALUMNI LIMITED

(何明華會督銀禧中學校友會有限公司)

(Incorporated in Hong Kong with limited liability)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the members of Bishop Hall Jubilee School Alumni Limited (the “Alumni”) will be held at 2C Oxford Road, Kowloon, Hong Kong on 18 April 2015 at 12:45 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following special resolution of the Alumni:

SPECIAL RESOLUTION

“THAT the Articles of Association of the Alumni be amended as follows:

1. by replacing the defined word “Alumni” with “Alumni Association” in Article 1 and by replacing all references to “Alumni” in all articles with references to “Alumni Association”;
2. by deleting ““Alumni Manager” means a manager of the School who is nominated by the Alumni for registration as such under section 40AP of the Education Ordinance (Cap. 257)” in Article 1;
3. by replacing “accounts” with “financial statements” in the definition of “Corporate Communication” in Article 1;
4. by replacing “32” with “622” in the definition of “Ordinance” in Article 1;
5. by deleting ““Seal” means the common seal of the Alumni” in Article 1;
6. by adding “or” at the end of paragraph (a) in Article 9;
7. by replacing “; or” with a period in paragraph (b) in Article 9;
8. by deleting paragraph (c) in Article 9;
9. by deleting “Memorandum and” in paragraph (a) of Article 11;
10. by replacing Article 13 with “The Alumni Association shall in respect of each financial year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held within 9 months from the Alumni Associations’ financial year end date at such time and place as the Executive Committee shall appoint.”;
11. by replacing Article 15 with “The Executive Committee may, whenever they think fit, convene an extraordinary general meeting.”;
12. by adding new Article 15A “General meetings shall also be convened by the Executive Committee on such requisition by Voting Members as provided by section 566 of the Ordinance, or, in default, may be convened by such requisitionists, as provided by section 568 of the Ordinance. If at any time there are not sufficient

NOTICE OF EXTRAORDINARY GENERAL MEETING

Executive Committee members capable of acting to form a quorum, any Executive Committee member or any two or more Voting Members may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.”;

13. by replacing “An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days’ notice in writing at the least, and a meeting of the Alumni other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days’ notice in writing at the least.” with “An annual general meeting shall be called by 21 days’ notice in writing at the least. A general meeting of the Alumni Association other than an annual general meeting shall be called by 14 days’ notice in writing at the least.” and by adding “the Alumni Association’s auditors and” before “such persons as are,” in Article 16;
14. by adding “general meeting or notice of a resolution intended to be moved at a general” after “The accidental omission to give notice of a” and by replacing “not invalidate he proceedings at that meeting.” with “be disregarded for the purpose of determining whether notice of the meeting or resolution is duly given.” in Article 17;
15. by replacing “accounts, balance sheets,” with “financial statements” in Article 18;
16. by adding “to vote on a matter” after “proxy” and by adding “on that matter” after “poll” in Article 34;
17. by adding “the” after “any one of” in Article 43;
18. by replacing “an annual statement of accounts” with “financial statements” in Article 45;
19. by adding “Companies (Winding Up and Miscellaneous Provisions)” before “Ordinance” and adding “(Cap. 32)” after “Ordinance” in paragraph (c) of Article 50;
20. by replacing “157D(3)(a)” with “464(5)” in paragraph (e) of Article 50;
21. by replacing “Alumni’s” with “Alumni Association’s” and by replacing “section 162” with “sections 536 to 538” in paragraph (g) of Article 50;
22. by replacing “paragraph d” with “paragraph (d)” in paragraph (e) of Article 56;
23. by replacing “paragraph e” with “paragraph (e)” in paragraph (g) of Article 56;
24. by deleting Articles 66A to 66H and the immediate preceding heading;
25. by adding “or such other person as the Executive Committee may appoint and authorise” after “Executive Committee member” in Article 68;
26. by replacing all “secretary” with “Secretary” in Article 71;
27. by deleting Article 72 and the immediate preceding heading;
28. by replacing Article 73 with
“The Executive Committee shall cause sufficient accounting records containing
 - (a) daily entries of all sums of money received and expended by the Alumni Association, and the matters in respect of which the receipt and expenditure takes place; and
 - (b) a record of the Alumni Association’s assets and liabilitiesbe kept

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (a) to show and explain the Alumni Association's transactions;
 - (b) to disclose with reasonable accuracy, at any time, the Alumni Association's financial position and financial performance; and
 - (c) to enable the Executive Committee to ensure that the financial statements comply with the Ordinance.”;
29. by replacing “books of account” with “accounting records” and by replacing “section 121(3)” with “sections 374(2) and (3)” in Article 74;
30. by replacing “accounts and books” with “accounting records” and by replacing “accounts or book” with “accounting record” in Article 75;
31. by replacing Article 76 with “The Executive Committee shall from time to time prepare the financial statements and report of the Executive Committee and to cause same together with the relevant report of the auditors be laid before the Alumni Association in general meeting.”;
32. by replacing “A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Alumni in general meeting, together with a copy of the Executive Committee’s report and a copy of the auditor’s report,” with “A copy of every financial statements, Executive Committee’s report and auditor’s report which are to be laid before the Alumni Association in general meeting,” in Article 77;
33. by replacing “131, 132, 133, 140, 140A, 140B and 141” with “392 to 428” in Article 78;
34. by replacing “General Meetings” with “general meetings” in Article 80;
35. by replacing “and to have been effected at the expiration of 24 hours after the letter containing the same is posted.” with “and receipt of same shall be deemed to have been effected on the second business day after the day the letter containing the same is posted.” in Article 81;
36. by replacing “ELECTRONIC MEANS” with “WEBSITE” in the heading immediately preceding Article 83;
37. by replacing “electronic means” with “website” in the first paragraph of Article 83;
38. by deleting “and” in paragraph (a) of Article 83;
39. by adding
“(b) if the Corporate Communication is not available on the website on the date of the notification, the date on which it will be so available;”
after paragraph (a) of Article 83;
40. by replacing “.” with “;” in paragraph (b) of Article 83 and by renumbering this paragraph (b) as paragraph (c);
41. by adding
“(d) the place on the website where the Corporate Communication may be accessed; and
(e) how to access the Corporate Communication.”
after the renumbered paragraph (c) of Article 83;

NOTICE OF EXTRAORDINARY GENERAL MEETING

42. by adding “third party” after “against any” and by replacing “section 358” with “sections 903 or 904” in Article 85;
43. by adding “Alumni” before all “Association” in paragraph (b) of Article 86; and
44. by renumbering the articles as follows:
73 as 72; 74 as 73; 75 as 74; 76 as 75; 77 as 76; 78 as 77; 79 as 78; 80 as 79; 81 as 80;
82 as 81; 83 as 82; 84 as 83; 85 as 84; 86 as 85; 87 as 86; 88 as 87”

By Order of the Executive Committee
Shek Yuk Fung
Executive Committee Member and Secretary

Hong Kong, 19 March 2015

Registered Office:
2C, Oxford Road,
Kowloon,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote in his/her stead. A proxy must be a member qualified to vote.
2. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited at the registered office of the Alumni, 2C Oxford Road, Kowloon, Hong Kong not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.