



尤德學者協會

SIR EDWARD YOUDE SCHOLARS ASSOCIATION

尤德學者協會有限公司

("the Association")

CIRCULAR ON AMENDMENT OF ARTICLES OF ASSOCIATION

**PROPOSED ABOLITION OF
THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND ADOPTION OF NEW ARTICLES OF THE ASSOCIATION**

The Board proposes to seek approval of the members of the Association by way of a special resolution to abolish the Memorandum of Association and amend the Articles of Association in order to bring the Articles of Association in line with the latest amendments to the relevant requirements of the new Company Ordinance (Cap. 622), and to provide flexibility to the Association in relation to the conduct of general meetings.

The proposed amendments to the Memorandum and Articles of Association and adoption of new Articles of Association are subject to the approval of the members of the Association at the annual general meeting ("AGM"). A circular containing, among other things, particulars relating to the major changes brought about by the amendments to the Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the members of the Association in due course.

The board (the "Board") of directors (the "Directors") of SIR EDWARD YOUDE SCHOLARS ASSOCIATION (the "Association") proposes to abolish the Memorandum of Association and amend the Articles of Association in order to bring the Articles of Association in line with the latest enforcement of the new Company Ordinance (Cap. 622), and to provide flexibility to the Association in relation to the conduct of general meetings. A summary of the major changes is set out below:

- a) To change the notice period of a general meeting (other than an AGM) from 21 days to 14 days.
- b) To clearly define the Board and a new Executive Committee.
- c) To amend the formation of the Board and the Executive Committee

There will be 3 principal officers, namely the Chairperson, Vice-Chair and the Treasurer will be

elected in the AGM. The said 3 principal officers will be executive directors of the association. The elected principal officers will appoint members of the Association to form an Executive Committee to carry out day-to-day business.

- d) To change association session from 1 year to 2 years
- e) To remove Immediate Past Chairman from the Executive Board.
- f) To remove SEYMF council representative from the Executive Board
- g) To set up a pathway to promote Associate Members to Full Members
- h) To allow associate members to run for election of the proposed Executive Committee.
- i) To allow appointment of non-executive directors

By order of the Board

Kim Yip

Company Secretary of the Association

Hong Kong, 26 August 2022

As at the date of this notice, the board of directors of the Association comprises four Directors, namely Mr. Michael Chan, Mr. Raymond Chan, Mr. Richard Li and Mr. Benny Ng.