



普門基金會有限公司

地址:新界天水圍 +Woo 嘉湖商場 2 期 1 樓 136 號舖

電話: 2121 1618

傳真: 2122 9977

傳真: 24787334

敬啟者:

修訂申請區議會贊助撥款舉辦「普天同慶賀國慶」活動

普門基金會有限公司是獲香港稅務局稅務豁免的慈善團體，歷年來積極籌辦社會慈善事務及內地扶貧賑災工作，2017 年在元朗區籌辦一連串的慶祝香港回歸祖國 20 周年活動，及今年剛舉辦的「香港回歸展光華、美麗元朗是我家」活動，均深獲市民的支持及讚賞。

普門基金會有限公司為進一步擴展地區服務，於 2021 年 7 月 23 日在天水圍+ woo 商場二期一樓 136 號舖增設服務處，承蒙民政事務局局长徐英偉太平紳士及元朗民政事務專員胡天祐太平紳士等嘉賓主禮揭幕。

為慶祝中華人民共和國成立 72 周年，普門基金會有限公司現向元朗區議會申請國慶活動最終修訂贊助撥款\$161350，訂購 10000 個香港製造獨立包裝的 160 克或以上重量的雙黃白蓮蓉月餅，於 9 月 20 日及 21 日喜迎國慶的中秋佳節派予區內長者、清潔工人、保安員等基層人士，共迎國慶。2021 年中華人民共和國成立 72 周年國慶前夕，適逢中秋佳節，向長者及基層清潔工人及保安員，送贈有團圓美滿意義的月餅，突顯中港同胞一家親，國慶節不忘對香港長者及基層勞工的關顧，提升基層市民的滿足感及團圓幸福感，共同分享國慶的喜悅。受眾長者必須為區內持有長者咭或年齡證明的 60 歲或以上長者，清潔工人及保安員必須掛有工作咭或工作證明。如蒙答允撥款贊助，不勝感銘。

如有任何查詢，歡迎致電 21211618 與邱小姐聯絡。

此致

元朗區議會秘書處

普門基金會有限公司

補充資料

12 AUG 2021

主席: 李月民 謹啟

2021 年 8 月 10 日

YLDC Received on

10 AUG 2021

元朗區議會撥款申請表格

[註：(1)康樂及文化事務署、政府部門或地區委員會(例如分區撲滅罪行委員會)，可使用本身的表格申請；
(2)申請舉辦文藝活動、康樂及體育活動，社會服務活動的非政府機構請使用附件 B2]

1. 基本資料

- (A) 機構名稱： (中文) 普門基金會有限公司
(英文) PUMEN FOUNDATION LIMITED
- (B) 註冊地址： (中文) 新界元朗華健大廈1樓A室
(將以此作為郵寄支票地址) (英文) FLAT A 1/F, WAH KIN BLDG, 3 TAT PAI PATH, YUEN LONG, N.T.
- 通訊地址： (中文) 天水圍 +two 嘉湖商場2期1樓136號舖
(如與註冊地址不同) (英文) Shop 136, 1/F., Phase 2, +two, TIN SHUI WAI
- (C) 電話號碼： 2121 1618 傳真號碼： 2122 9977
- (D) 機構銀行帳戶名稱：(英文) PUMEN FOUNDATION LIMITED
(將以此項資料作為支票抬頭人)

(E) 本機構是：

- 根據《~~社團~~/公司/稅務條例》註冊的機構，同時根據註冊文件內註明的三名幹事資料如下：

姓名	職位
1. <u>李月民</u>	<u>主席</u>
2. <u>呂 墮</u>	<u>副主席</u>
3. <u>趙秀嫻</u>	<u>副主席</u>

- 為_____區的利益而成立，並擁有自主權的團體。

- (F) 負責人員(可授權兩名活動的指定負責人)

機構的獲授權活動指定負責人 ¹	機構的獲授權活動指定負責人 ¹²
姓名：(中文) <u>李月民</u> *先生/女士 (英文) <u>LEE YUET MAN</u>	姓名：(中文) _____ *先生/女士 (英文) _____
職位： <u>主席</u>	職位： _____
聯絡電話號碼： <u>2121 1618</u>	聯絡電話號碼： _____
傳真號碼： <u>2122 9977</u>	傳真號碼： _____
電郵地址： <u>leeyuetman@biznetvigator.com</u>	電郵地址： _____

YLDC Received on

* 請刪去不適用者

- 3 AUG 2021

¹ 獲授權的活動指定負責人是活動的聯絡人，可核實與區議會撥款發還款項有關的單據和證明文件。

(G) 申請區議會撥款的記錄

這是本機構首次申請區議會撥款

(註：首次申請區議會撥款的申請機構在同一季度內只可申請資助一項活動，並須遞交機構的註冊文件影印本及會章乙份，並由申請機構負責人簽署及蓋上機構蓋章。若其後申請機構資料有任何更改，須重新提交有關註冊文件。)

本機構曾申請區議會撥款

但不獲批准。

並獲得批准。在過去五年內，新近的三次申請(如有的話)，資料如下：

	<u>活動名稱</u>	<u>活動日期</u>	<u>獲批款額(元)</u>	<u>活動編號</u>
1.	_____	_____	_____	_____
2.	_____	_____	_____	_____
3.	_____	_____	_____	_____

2. 合辦／協辦者／機構的資料(適用於與其他機構／區議會合辦／協辦的活動)

合辦／協辦機構名稱／聯絡人姓名／電話號碼／傳真號碼／電郵地址	簡述合作或支援的性質和形式
1.	_____

2.	_____

3. 建議活動的資料

普天同慶賀國慶

- (A) 項目/活動名稱：普天同慶賀國慶
- (B) 性質：國慶或適逢中秋佳節，向長者及基層勞工派贈有團圓美滿意義的月餅，顯示祖國對香港長者及基層勞工的關懷，提升市民的誠懇感及幸福感，共同分享國慶的喜悅，突顯中港同胞圓字大團圓
- (C) 目的：的月餅，顯示祖國對香港長者及基層勞工的關懷，提升市民的誠懇感及幸福感，共同分享國慶的喜悅，突顯中港同胞圓字大團圓
- (D) 推行日期/推行期：2021年9月20日及21日
- (E) 推行時間：9月20日 9:00-13:00 9月21日 9:00-17:00
- (F) 策劃/籌備期：批准撥款後即訂購月餅、招募義工及展開籌備工作
- (G) 申請資助額：\$161350 元
- (H) 舉辦地點：9月20日在+woo嘉湖商場二期一樓136號舖公開派發；9月21日派發到元朗區各垃圾房、保安室派贈予持有工作證明的保潔及清潔工人
- (I) 內容：訂購10000個香港製造獨立包裝的雙黃白蓮蓉月餅，於9月20日派予持長者卡及年齡證明的60歲或以上長者；9月21日除了清潔工人及保安員持工作證明到辦事處索取外，大會義工會巡訪區內垃圾房及保安室等地點派贈
- (J) 對象：持長者卡及年齡證明的60歲或以上區內長者；持工作證明的保潔及清潔工人
- (K) 預計參加人數：10000人
- (L) 預計觀眾人數：—
- (M) 報名/派發門券地點：—
- (N) 贊助機構/人士：—
- (O) 宣傳和推廣方法：網上宣傳及致函屋苑管理公司通知清潔工人及保安員
- (P) 預計效益/成果
(請建議可量化的表現指標和進度指標(如適用))
(1) 受眾人數達致預計人數的90%或以上
(2) —
(3) —

(Q) 工作計劃/推行時間表

行動	時間表
訂購月餅	區議會批准撥款贊助後
網上宣傳及發函通知	9月15日至9月21日
+woo辦事處派發	9月20日
巡訪區內垃圾房保安室派發	9月21日

(R) 門票分配安排(如適用)：

4. 開支預算和現金流量預測

(A) 收支預算表

預算收入 (如適用)	數目 (i)	單價 (元) (ii)	總額 (元) (iii)=(i)x(ii)
參加者費用 ³			
由申請機構承擔的費用/內部資源			
贊助和捐贈			
其他			
預算收入總額(a)			0

預算開支 ⁴	數量 (i)	單位成本 (元) (ii)	總額 (元) (iii)=(i)x(ii)
訂購10000個160克重香港製造獨立包裝的雙黃白蓮蓉月餅	10000	15	150000
派發場地背景(6呎x8呎)	1	2000	2000
3呎x8呎橫額	4	250	1000
A5彩色單張	10000	0.4	4000
義工支出	50	87	4350
預算開支總額(b)			161350
申請區議會撥款的款額(c) = (b) - (a)			161350

³ 由政府部門或民政事務總署人員代區議會或區議會/民政事務處轄下委員會/工作小組推行的活動，來自參加者費用的收入(如有的話)，不應在本項具列，而應另行於第5部分開列，該等收入須視作政府收入，不應回撥用以資助活動。

⁴ 撥款如用以購置資本物品，申請者須在第5部分填報曾否以區議會撥款購置資本物品。如有的話，須隨申請表一併遞交有關的設備記錄冊/物品記錄表副本。

(B) 現金流量預測(如適用)

	預計現金流量								總額 (元)
	第一年(元)		第二年(元)		第三年(元)		第四年(元)		
	一至 六個月	七至十 二個月	一至 六個月	七至十 二個月	一至 六個月	七至十 二個月	一至 六個月	七至十 二個月	
(a)收入									
(b)開支									
淨現金流量 需求 (b) - (a)									

(C) 預支款項需求⁵

年度	須預支款項的日期	所需款額(元)和擬議用途
第一年		
第二年		
第三年		
第四年		

★ ★ ★ ★ ★ ★ ★

由內部填寫：		
區議會批准撥款：		161,350 元
其他收入來源：• 參加者費用/門票收入		/ 元
• 內部資源或其他贊助		/ 元
預算開支與收入相差的數額：		元
	活動的預算開支總額：	161,350 元

⁵ 第一年的預支款項將在活動獲批核後發放。如隨後幾年需要預支款項推行活動，應重新申請。

5. 利益聲明：

* 租用場地：

* 此項活動的場地為申請機構負責人／申請機構負責人直系親屬所擁有的物業。

* 此項活動的場地為申請機構母機構／子機構所擁有／管理／佔用的物業。

物業擁有人：_____ 物業地址：_____

* 申請機構如聘用本身的職員、機構成員或其有關負責人的直系親屬在活動中擔任工作人員(包括文藝活動及訓練班導師/助教、體育訓練班教練/助教、比賽裁判、義工、臨時幹事、表演者等)，請在此聲明；有關工作人員的支出將不會獲得撥款資助。

此項活動所聘請的_____ (職務) 為申請機構本身的職員／機構成員／負責人的直系親屬。資料如下：

姓名：_____ 聯絡電話：_____

* 如申請機構本身的職員、機構成員或負責人為區議員及增選委員，應填寫以下利益申報(如空位不敷應用，請另紙書寫)：

本人_____ (區議員或增選委員) 與申請區議會撥款的機構有聯繫，本人在申請元朗區議會撥款的申請機構_____ (申請機構名稱)的身分是_____ (與機構的關係)。

區議員或增選委員簽署：_____

* 請於適用的方格加上「√」號。

6. 其他資料

請在下方列明任何其他與建議活動相關並應在審批申請時考慮的資料。

個人資料收集目的

1. 在本表格內提供的個人資料，民政事務總署會用於處理與運用區議會撥款有關的事宜，以及推廣社區參與活動和鼓勵市民參與社區事務。

資料轉移對象類別

2. 在本表格內提供的個人資料，可為上文第 1 段所述的目的，向政府其他部門、局及其他有關人士和團體披露。

查閱個人資料

3. 貴機構的負責人員有權根據《個人資料(私隱)條例》(第 486 章)查閱和更正已提供的個人資料。查閱權包括取得本表格內資料當事人個人資料的副本。

查詢

4. 如對使用本表格收集的個人資料有任何查詢(包括查閱和更正資料)，請與下述人員聯絡：

元朗民政事務處
3426 2025 (電話號碼)

編號 2351907
No.




公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

Pumen Foundation Limited
普門基金會有限公司

CERTIFIED TRUE COPY

DIRECTOR
PUMEN FOUNDATION LIMITED
Date: 3/8/2021

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance
在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is
有限公司。
a limited company.

本證明書於二〇一六年三月二十二日發出。
Issued on 22 March 2016.

香港特別行政區公司註冊處處長鍾麗玲

Ms Ada L L CHUNG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note :

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.



稅務局
香港灣仔告士打道 5 號
稅務大樓

INLAND REVENUE DEPARTMENT
REVENUE TOWER
5 GLOUCESTER ROAD, WAN CHAI,
HONG KONG.

網址 Web site: (<http://www.ird.gov.hk>)

來函請寄「香港郵政總局信箱 132 號稅務局局長收」
ALL CORRESPONDENCE SHOULD BE ADDRESSED TO-
COMMISSIONER OF INLAND REVENUE
G.P.O. BOX 132, HONG KONG.

來函編號:
Your Ref:
來函請敘明本局檔案號碼
IN ANY COMMUNICATION PLEASE QUOTE OUR FILE NO.

檔案號碼: 91/15087

IR File No.:

香港上環
干諾道西 88 號
粵財大廈 22 樓
普門基金會有限公司

電話 :
Tel. No. : 2594 5300
傳真號碼 :
Fax No. : 2180 7446
電郵 :
E-mail : taxinfo@ird.gov.hk

CERTIFIED TRUE COPY
梁建文
DIRECTOR
PUMEN FOUNDATION LIMITED
Date: 3/8/2021

先生/女士:

Dear Sir/Madam,

現證實由 2016 年 10 月 26 日起
This is to confirm that with effect from 26 October 2016

普門基金會有限公司
PUMEN FOUNDATION LIMITED

因屬公共性質的慈善機構或慈善信託團體，
being a charitable institution or trust of a public character,
故可根據《稅務條例》第 88 條獲豁免繳稅。
is exempt from tax under Section 88 of the Inland Revenue Ordinance.

梁建文

稅務局局長 (梁建文代行)
(LEUNG Kin-man)

for Commissioner of Inland Revenue

2016年 12月 13日

附註 本獲豁免繳稅證明書純粹是確認貴機構的免稅地位，而不是為符合非稅務用途的要求而發出，包括申請校舍、建校用地或空置公共屋邨非住宅單位；申請於活化計劃下使用政府歷史建築；申請種子基金成立社會企業及申請文娛活動的場租資助等等。

Note This tax exemption certificate solely serves as a confirmation of the tax exemption status of your organization. It is not issued for fulfilling requirements of non-tax related purposes, including applications for school premises, school sites or vacant non-domestic premises in public housing estates, applications for the use of government-owned historic buildings under the revitalization scheme, applications for seed grants to set up social enterprises and applications for rental subsidy in respect of cultural activities etc.

ARTICLES OF COMPANY
OF

Pumen Foundation Limited
普門基金會有限公司

Incorporated the _____ day of _____

CERTIFIED TRUE COPY


DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2021

Acknowledgement
Companies Registry
H.K.

22/02/2016 15:48:19
Submission No/Seq No: 221317216/2
CR No:
Sh. Form.

AAG

No.
編號

[COPY]

公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

Pumen Foundation Limited
普門基金會有限公司

於本日根據香港法例第 622 章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance

在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is

有限公司。
a limited company.

本證書於 _____ 年 _____ 月 _____ 日發出。
Issued on _____

香港特別行政區公司註冊處處長
Registrar of Companies
Hong Kong Special Administrative Region

Note 註：

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

THE COMPANIES ORDINANCE (Chapter 622)

CERTIFIED TRUE COPY

DIRECTOR
PUMEN FOUNDATION LIMITED

Company Limited by Guarantee

ARTICLES OF COMPANY

OF

Pumen Foundation Limited

普門基金會有限公司

PART A: Mandatory Articles

First: Company Name

The name of the Company is "Pumen Foundation Limited 普門基金會有限公司" (hereinafter referred to as "the Company")

Second: Members' Liabilities

The liability of the members is limited.

Third: Liabilities or Contributions of Members

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

All Members

Amount to be contributed by each of the members

HKD10.00

Fourth: The objects for which the Company is established are as follows:

- (1) To promote the social welfare of the citizens in Hong Kong in any manner which now is or hereafter is deemed by law to be charitable;
- (2) On a non-profit making basis, to provide services and facilities for the educational, recreational and medical needs of the citizens in Hong Kong in any manner which now is or hereafter is deemed by law to be charitable;
- (3) To establish, carry on, conduct, maintain, manage, operate, improve and superintend

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DIRECTOR
PUMEN FOUNDATION LIMITED
Date: 3/8/2021

non-profit making social centres, multi-service centres, day care centres, care-and-attention homes, homes for the aged and hostels for elderly, to provide services, care and accommodation for people who need assistance;

- (4) On a non-profit making basis to establish, carry on, conduct, maintain, manage, operate, improve and superintend youth centres, youth camps, hostels, watersports centres, youth counselling centres and other facilities for healthy youth activities;
- (5) To research into all problems that may affect the delivery of effective social welfare services for the citizens in Hong Kong in any manner which now is or hereafter is deemed by law to be charitable and to disseminate the findings to the public for public benefit;
- (6) To devise new approaches or to initiate new services to meet the changing needs for social welfare services of the citizens in Hong Kong in any manner which now is or hereafter is deemed by law to be charitable;
- (7) To subscribe to local charities and to grant donations for charitable purposes, provided that the local charities shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of the Fifth Clause hereof;
- (8) For the furtherance of the objects of the Company but not otherwise, to assist or to co-operate with the Government or other establishments in all matters concerning social welfare services;
- (9) To consider, make representations to and to advise any authority in Hong Kong or elsewhere on any matter concerning the social welfare of the citizens in Hong Kong in any manner which now is or hereafter is deemed by law to be charitable and to send a representative or representatives to serve on any committee concerned with any or such matters;
- (10) To procure or acquire land for the purposes of erecting premises to the advancement of the objects of the Company but not otherwise;
- (11) On a non-profit making basis to organize and arrange conventions, conferences, forums, seminars, meetings, lectures, classes, exhibitions, demonstrations, displays, shows and gatherings of any kind whatsoever for the promotion of the social welfare of the citizens in Hong Kong in any manner which now is or hereafter is deemed by law to be charitable;
- (12) On a non-profit making basis, to publish and circulate such publications, newspapers, periodicals, books or leaflets as are conducive to the advancement of the objects of the Company;
- (13) To establish, undertake, superintend, administer, contribute to, amalgamate with, or otherwise assist any charitable institutions or undertakings with similar objects of the Company and which prohibits the distribution of their income and property to an extent at least as great as is imposed in Fifth Clause hereof;
- (14) Subject to Fifth Clause hereof, to hire and employ all classes of persons (including members of the Company) considered necessary for the purposes of carrying out the work of the Company and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, rent free housing or housing allowance, gratuities, provident fund and pensions;
- (15) Subject to Fifth Clause hereof, to grant pensions and retirement benefits to or for employees or former employees of the Company and to the widows, children and other dependants of deceased employees and to pay or subscribe to funds or schemes for the provision of

pensions and retirement benefits for employees and former employees for the Company their widows, children and other dependants;

- (16) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the objects of the Company, and to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the objects of the Company;
- (17) Only in furtherance of the objects of the Company but not otherwise, to sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Company;
- (18) Only in furtherance of the objects of the Company but not otherwise, to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares, or securities which are for the time being vested in or belonging to the Company upon such terms as the Company may deem fit;
- (19) To execute and undertake any charitable trusts which could lawfully be undertaken by the Company;
- (20) Only in furtherance of the objects of the Company but not otherwise, to borrow and raise money in such manner as the Company shall think fit and in particular by mortgage charges or pledge on any or all of the property both present and further of the Company;
- (21) Only in furtherance of the objects of the Company but not otherwise, to invest the money of the Company not immediately required for its objects in or upon such investments, securities, loans or other forms of real or personal property as the Company may think fit in a proper and prudent manner;
- (22) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe money for charitable purposes or calculated to further its objects provided that the charitable associations or institutions shall prohibit the distribution of their income and property among their member to an extent at least as great as is imposed on the Company under or by virtue of Fifth Clause hereof ;
- (23) Only in furtherance of the objects of the Company but not otherwise, to draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, cheques and other negotiable or transferable instruments;
- (24) Only in furtherance of the objects of the Company but not otherwise, to receive nominee membership from other non-profit making organizations;
- (25) To receive donations, subscriptions, legacies and gifts of all kinds for the promotion of its objects, and to apply the same and all surplus and income derived therefrom and from any other sources of income for the objects of the Company, and to apply capital as well as income in forwarding the same;
- (26) To accept and receive offerings, donations and gifts (of whatever nature of kind) and bequests to the Company;
- (27) To refrain from having any affiliation with any political body or party;
- (28) To carry on and do any of the above matters and things either alone or in conjunction with others in any part of the world;
- (29) To do all such other lawful things as are incidental or conducive to the attainment of all or

any of the objects set out above.

Provided that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers organizations or workers and organizations of employers.

Fifth: Income and Property

The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in these Articles of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollars loans or reasonable and proper rent for premises demised or let by any member to the Company, but so that no member of the Board of Directors or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money's worth shall be given by the Company to any member of such Board of Directors or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.


Sixth: Winding Up

If upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any money or property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of the Fifth Clause hereof, such institution or institutions to be determined by the Company at or before the time of dissolution or in default thereof by a judge of the High Court of Hong Kong Special Administrative Region as may have or acquire jurisdiction in regard to charitable funds, and if so far as effect cannot be given to the aforesaid provision, then to some charitable object(s).




Seventh: Financial Statements and Accounting Records

True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company. Once at least in every year, the accounts of the Company shall be examined, and the correctness of the financial statements ascertained by one or more authorised Auditor or Auditors.

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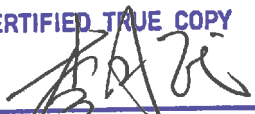

DIRECTOR
PUMEN FOUNDATION LIMITED
Date: 3/8/2021

WE, the undersigned, wish to form a company and wish to adopt the articles of Company as attached:

Name(s) and Address(es) of Founder Member(s)	
Lee Yuet Man 李月民 Flat C, 32/F., Block 1, Kenswood Court, Kingswood Villas, Tin Shui Wai, New Territories, Hong Kong.	
Chiu Sau Han 趙秀嫻 Flat B, 8/F., Block 11, Kenswood Court, Kingswood Villas, Tin Shui Wai, New Territories, Hong Kong.	
Lui Kin 呂堅 Flat F, 9/F., Block 15, Sereno Verde, 99 Tai Tong Road, Yuen Long, New Territories, Hong Kong.	

Dated the day of 2016. 22 FEB 2016

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DIRECTOR
PUMEN FOUNDATION LIMITED
Date:

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DIRECTOR
PUMEN FOUNDATION LIMITED
Date: 3/8/2021

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DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2021

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DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2021

Part 1 Interpretation

1. Interpretation

(1) In these articles—

alternate (候補者) and *alternate director* (候補董事) mean a person appointed by a director as an alternate under article 26(1);

appointor (委任者)—see article 26(1);

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

associated company (有聯繫公司) means—

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

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

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

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

proxy notice (代表通知書)—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.

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.

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PUMEN FOUNDATION LIMITED

Date: 3/5/2021

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
 - (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.

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**DIRECTOR
PUMEN FOUNDATION LIMITED**

Date: 3/8/2021

7. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.

PUMEN FOUNDATION LIMITED
DIRECTOR

- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

8. Calling directors' meetings

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

9. Participation in directors' meetings

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

10. Quorum for directors' meetings

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

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DIRECTOR
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Date: 3/8/2021

themselves to chair it.

13. Chairperson's casting vote at directors' meetings

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

14. 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—
 - (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.

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DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2021

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.
- (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. 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

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DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2021

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

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

Division 3—Appointment and Retirement of Directors

20. Appointment and retirement of directors

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

21. Retiring director eligible for reappointment

A retiring director is eligible for reappointment to the office.

22. 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.

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;

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PUMEN FOUNDATION LIMITED

Date: 3/8/2021

- (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
 - (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.
- (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.

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DIRECTOR
PUMEN FOUNDATION LIMITED
Date: 3/8/2011

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—
 - (a) a quorum is participating; or
 - (b) a directors' written resolution is adopted.
- (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.

Division 5—Directors' Indemnity and Insurance

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DIRECTOR
POWER FOUNDATION LIMITED

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

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trust in relation to the company or associated company (as the case may be).

- (2) Paragraph (1) only applies if the indemnity does not cover—
- (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the company, or an associated company of the company, in which judgment is given against the director;
 - (iii) in defending civil proceedings brought on behalf of the company by a member of the company or of an associated company of the company, in which judgment is given against the director;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the director; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

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
- (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.

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.
- (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—
 - (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;

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Date: 2/8/2021

- (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—
- (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—
 - (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.

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- (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—
 - (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
 - (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 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

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DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2011

- (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

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—
 - (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 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 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

- (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 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.

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 DIRECTOR
 PUMEN FOUNDATION LIMITED
 Date: 3/8/2021

- (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
 - (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).
- (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.

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DIRECTOR
PUMEN FOUNDATION LIMITED

Date: 3/8/2021