

**AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION**

OF

World Phygital Community Limited

**HONG KONG**

公司註冊證明書  
CERTIFICATE OF INCORPORATION

本人謹此證明  
I hereby certify that

World Phygital Community Limited

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.

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 of any part thereof.

**THE COMPANIES ORDINANCE (CHAPTER 622)**  
**Company Limited by Guarantee**

**AMENDED AND RESTATED**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**World Phygital Community Limited**

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# THE COMPANIES ORDINANCE (CHAPTER 622)

## Company Limited by Guarantee

### AMENDED AND RESTATED ARTICLES OF ASSOCIATION

#### OF

## World Phygital Community Limited

### Part 1

#### Name and Interpretation

##### 1. Name and Interpretation

(1) The name of the company is World Phygital Community Limited (and referred to herein as the “**Company**”).

(2) In these articles—

*accounting reference period* has the meaning given by section 368 of the Ordinance;

*Alternate Founder Member* – see article 37(10);

*Amendment* – see article 71(1);

*Application* – see article 41(2);

*articles* (本《章程細則》) means the articles of association of the Company as amended from time to time;

*Associate Member* - see article 39(1);

*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;

*Approved Phygital Sport* means a phygital sport that has been approved by the Company (in accordance with article 70 as being an approved phygital sport that the Company will promote the growth of);

*By-Laws* means the by-laws, rules or regulations of the Company made by the board of directors;

*Company* – see article 1(1);

*directors* mean the directors of the Company for the time being, or as the case may be the directors assembled as a board of directors or a committee of the board of directors;

*first accounting reference period* has the meaning given by section 368 of the Ordinance;

*Founder Member* – see article 37(1);

*Founder Member Representative* – see article 37(9);

*Full Member* – see article 38(1);

*Full Member Criteria* – see article 41(1);

*Growth Objectives* – see article 40(5);

*member* means a member of the Company whether a Founder Member, a Full Member or Associate Member, and *membership* shall be construed accordingly;

**Membership Fees** – see article 69;

**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;

**net assets** – see article 67;

**Objects** – see article 3;

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

**phygital sport** means a type of sport based on integration of physical sport and esports which is united by a combined result or score;

**proxy notice** (代表通知書)—see article 57(1);

**Qualified Majority Resolution** a resolution of the voting members (or of a class of members) that is passed by a majority of at least 66.66%;

**Regulations on Membership** means the rules and provisions that govern the process of becoming a member of the Company, as well as the rights, obligations, and privileges associated with membership. These regulations may outline the criteria for membership eligibility, the procedures for admission and termination of membership, the rights to participate in decision-making processes (such as voting rights), and any other relevant matters related to membership status;

**virtual meeting technology** means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.

- (3) In these articles, if not inconsistent with the subject or context, words importing the singular number only shall include the plural number and vice versa, and words importing any gender shall include all genders and vice versa.
- (4) The headings are inserted for convenience only and shall not affect the construction of these articles.
- (5) 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.
- (6) 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.
- (7) For the purposes of these articles, references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed by electronic signature or by electronic communication or by any other means of verifying the authenticity of an electronic record and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.
- (8) The term “written” or “in writing” shall also include the use of electronic means of communication. Any notice and/or notification in writing means any notice and/or notification transmitted by letter, by telecopier, by e-mail or by any other means of electronic communication provided the relevant message or document is legible and reproducible, and the term written is to be construed accordingly.

## **Part 2**

### **Liability of Members**

#### **2. Liability of members**

- (1) The liability of the members is limited.
- (2) Each entity who is a member of the Company undertakes that if the Company is wound up while the entity is a member of the Company, or within one year after the entity ceases to be such a member, the entity will contribute an amount required of the entity, not exceeding one hundred Hong Kong dollars (HK\$100.00), to the Company's assets:-
  - (a) for the payment of the Company's debts and liabilities contracted before the entity ceases to be such a member;
  - (b) for the payment of the costs, charges and expenses of winding up the Company; and
  - (c) for the adjustment, among the contributories, of their rights.

## **Part 3**

### **Objects and Powers of the Company**

#### **3. Objects**

The objects for which the Company is established ("Objects") are specifically expressed below:-

- (a) To promote, develop and enhance the interest, understanding, awareness and image of phygital sports both internationally and domestically.
- (b) To publicise the Company and assist in the recruitment of members of the Company.
- (c) To organise activities, training courses, public information, cultural and educational programmes to promote a better understanding of phygital sports, esports and/or sports generally.
- (d) To hold events, games and competitions in relation to and/or to promote interest in phygital sports and/or sports and esports generally.
- (e) To provide a forum to enable communication, exchange of views and open discussion in relation to phygital sports, training and relevant rules and regulations.
- (f) To promote and to provide education, research and services across various areas including learning, coaching and knowledge management.
- (g) To liaise with other bodies in the sporting (including esports) arena and/or with similar objects, whether in Hong Kong or elsewhere.
- (h) To engage in activities directly or indirectly related to development and promotion of video games that might be used to develop, promote or improve phygital sports disciplines.
- (i) To develop and promote IT products, digital products, technological products and video games for the purpose of games/events delivery and promotion.
- (j) To produce ceremonies, video content (films, broadcasts) and audio content (music, songs).
- (k) To disseminate and distribute among members information on all matters relating to phygital sports and to print, publish, issue and circulate such papers, books, circulars and other literary undertaking as may seem conducive to any of these Objects.
- (l) To foster communication and networking amongst members, assisting them to develop relationships and collaborations both internationally and domestically.
- (m) To organise educational activities, lectures, seminars, conferences, exhibitions or to collaborate with educational institutions to promote the Objects.

- (n) To raise money by subscription or any other lawful means and to solicit, accept and receive financial or other aid including contributions, sponsorships, donations, devises and bequests of any movable or immovable property or funds for any of the Objects herein provided.
- (o) To endeavour to obtain, manage and invest funds of the Company not immediately required for its purposes in or upon such investments, securities or property in such manner which may, from time to time, be determined.
- (p) To promote, market and execute all forms of fundraising and donation activities for the furtherance of the Objects, and to pay and discharge payments and expenses incurred for such activities.
- (q) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way.
- (r) To enter into any arrangements or contracts with any person, company, government or authorities, institutions, entities, associations or other bodies that may seem conducive to the objects of the Company or any of them.
- (s) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that:-

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

#### **4. Powers of the Company**

The Company has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Company has powers:-

- (a) To purchase, take or lease or in exchange, hire, or otherwise acquire any real or personal property and any rights or privileges necessary or desirable for the promotion of the Objects, and to contract, maintain and alter any buildings or erections necessary for such Objects.
- (b) To sell, let mortgage, or by other means dispose of all or any of the property or assets of the Company (real or personal) for the promotion of its Objects.
- (c) To open, maintain, operate and close any accounts with any bank or financial institution, and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferrable instruments.
- (d) To employ and remunerate and from time to time dismiss and replace with others such clerks or servants or other employees as the Company considers fit and retain lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as are considered necessary or expedient.
- (e) To undertake and execute any trust or covenants, the undertaking of which are to the Company desirable for the purposes of any of the Objects.
- (f) To enter into joint venture or into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations or companies in any part of the world that are conducive to the attainment of any of the Objects and to obtain from such government authority, corporation or company any contracts, rights, privileges, licenses, permits and/or concessions which the Company considers desirable and to carry out exercise and comply with any such contracts, rights, privileges, licenses, permits and concessions.



- (g) To receive or accept any gift or any property whether real, personal or pecuniary and whether or not subject to any trust for any one or more of the Objects herein provided for.
- (h) To purchase, take on lease, or otherwise acquire for any of the Objects any estates, lands, buildings, easements or other interest in real property, and any personal property or interest in personal property, and to sell, let on lease or otherwise dispose of or grant rights over any real or personal property belonging to the Company.
- (i) For the furtherance of the Objects but not otherwise, to develop and turn to account any interest in real or personal property acquired by the Company or in which the Company is interested, and in particular by laying out the same for building purposes, constructing, altering, repairing, demolishing, decorating, maintaining, furnishing, fitting up any building, and by planting, draining, farming, letting or building lease or building arrangement any land, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (j) For the furtherance of the Objects but not otherwise, to let on lease or no hire the whole or any part of the real or personal property of the Company on such term as the Company shall think fit.
- (k) To undertake and execute any trusts which could be lawfully undertaken by the Company and are conducive to its Objects.
- (l) To borrow or raise money or secure the payment of money for the Objects on such terms and on such security as are thought fit.
- (m) For furtherance of the Objects but not otherwise, to acquire by any means whatsoever and to hold and deal in shares, stocks, debentures, debenture stock, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body, or authority, supreme, municipal, local or otherwise whatsoever and mortgages, charges and other securities created or constituted by any person or body corporate in respect of any property movable or immovable wherever situate.
- (n) To enter into any agreements or contracts with any governments or authorities, supreme, municipal, local or otherwise or with any person or company that are conducive to any of the Objects and to obtain from any such government or authority, person or company any rights, privileges and concessions which the Company considers desirable to obtain and to carry out, exercise and comply with any such arrangements, contracts, rights, privileges and concessions.
- (o) For the furtherance of the Objects but not otherwise, to sell, let on lease, exchange, deal with or otherwise dispose of all the property of the Company or any part thereof or its rights, interest and privileges for such consideration as the Company considers fit and in particular or shares, debentures or securities of any other company.
- (p) To obtain any order in council, enactment or ordinance for enabling the Company to carry any of its Objects into effect or for effecting any modification of the Company's constitution or for any other purpose which are expedient and to oppose any proceedings or applications which are calculated directly or indirectly to prejudice the Company's interest.
- (q) To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect the Company and to set as agents and brokers for placing insurance risks of all kind in all its branches.
- (r) To support or, as the case may require, oppose any proceedings or applications which could further the Objects or, as the case may be, directly or indirectly prejudice the Company's interests.
- (s) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange and promissory notes, and other negotiable instruments.

- (t) To invest the moneys of the Company not immediately required in a proper and prudent manner is from time to time determined.
- (u) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and to remunerate any person or persons for services rendered in the promotion and establishment of the Company by payment in cash, or by the issue of debentures or other securities of the Company or partly in cash and partly in debentures or in any other manner allowed by law.
- (v) To establish and procure the registration of, and to direct, manage and maintain, any agency or branch of the Company in any part of the world in connection with any of the Objects.
- (w) To do all or any of the matters hereby authorised in any part of the world either alone or in conjunction with, or as trusts or agents, for, any company, foundation or person, or by or through any trustees or agents.

**5. Application of income and property**

- (1) The income and property of the Company shall be applied solely towards the promotion of the Objects as set out in these articles.
- (2) Subject to paragraph (3) hereof, none of the income or property of the Company may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Company.
- (3) The requirement under paragraph (2) above does not prevent the payment by the Company:-
  - (a) of reasonable and proper remuneration to a member of the Company for any goods or services supplied by him or her to the Company;
  - (b) of reimbursement to a member of the Company for out-of-pocket expenses properly incurred by him or her for the Company;
  - (c) of interest on money lent by a member of the Company to the Company at a reasonable and proper rate which must not exceed two per cent (2%) per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (d) of rent to a member of the Company for premises let by him or her to the Company: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
  - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Company is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

**Part 4**

**Directors and Company Secretary**

**Division 1—Directors' Powers and Responsibilities**

**6. Directors' general authority**

- (1) Subject to the Ordinance and these articles, the business and affairs of the Company are managed by the board of directors, who may exercise all the powers of the Company including, without limitation, the powers set out in article 4, which are not expressly reserved to the members.
- (2) Each director shall have the powers and carry on such functions as may be assigned to him or her by the board of directors, or in rules made under these articles by the board of directors for the carrying out of policies of the Company and the day-to-day management of the affairs of the Company.

- (3) 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.
- (4) The powers given by this article are not limited by any other power given to the directors by these articles.
- (5) A board of directors' meeting at which a quorum is present may exercise all powers exercisable by the board of directors.

**7. 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.

**8. 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.
- (4) The directors shall remain accountable for the decisions of the person or committee to whom they delegate powers.

**9. Committees**

- (1) The directors may, from time to time, appoint committees consisting of such persons as they think fit, and may delegate any of their powers to any such committee and, from time to time, revoke any such delegation or revoke the appointment of and discharge any such committee wholly or in part and either as to person or purposes.
- (2) Without prejudice to the generality of paragraph (1), the directors may appoint such committees for specific purposes or tasks, as it considers necessary or expedient for carrying on the business of the Company, including matters relating to administration, development, coaching, national selection, matches, fixtures, tournaments, tours, discipline, suspension or termination of membership, appointment of umpires, investment of funds not immediately required to be expended in pursuance of the Objects, entertainment, social activities or any other thing.
- (3) Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules or regulations that may, from time to time, be imposed upon it by the directors. Any such committee shall be properly constituted even if it consists of one person.
- (4) The meetings and proceedings of any such committee consisting of two or more persons shall be governed mutatis mutandis by the provisions of these articles regulating the board of directors' meetings and proceedings of the directors insofar as the same are not superseded by any regulations made by the directors under paragraph (3).
- (5) Any decision of the board of directors under these articles may be taken by a duly appointed committee provided such decision is within the scope of their delegated powers.

- (6) All acts done by any such committee in conformity with such regulations and in fulfillment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the directors.
- (7) The board of directors shall establish the ‘Committee on the Admission of New Members’, which shall be responsible for admission of new members to the membership of the Company, and may make rules and terms of reference which shall be binding on them.

## **Division 2—Decision-taking by Directors**

### **10. Directors to take decision collectively**

- (1) A decision of the directors may only be taken—
  - (a) by a simple majority of the directors at a board of directors’ meeting; or
  - (b) in accordance with article 11.

### **11. 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 decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a board of directors’ meeting.
- (4) A message sent by cable, telex, email, telegram, facsimile transmission or other form of electronic communication by a director shall be deemed to be a document signed by him for the purpose of this article.
- (5) 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 board of directors’ meeting.

### **12. Calling board of directors’ meetings**

- (1) The board of directors’ meetings shall take place at least once every three (3) months and more often if necessary or if required.
- (2) Either the chairperson of the board of directors or any director may call a board of directors’ meeting by giving notice of at least five (5) days of the meeting to the directors or by authorizing the company secretary to give such notice.
- (3) Notice of a board of directors’ meeting must indicate—
  - (a) its proposed date and time; and
  - (b) where it is to take place.
- (4) Notice of a board of directors’ meeting must be given to each director, but need not be in writing.
- (5) The notice period of a board of directors’ meeting 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.
- (6) Notwithstanding paragraph (2), if a board of directors’ 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 by all directors.

### **13. Participation in board of directors’ meetings**

- (1) Subject to these articles, directors participate in a board of directors’ meeting, or part of a board of 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 (including by using virtual meeting technology).
- (2) In determining whether directors are participating in a board of directors' meeting, it is irrelevant where a director is and how they communicate with each other.
  - (3) If all the directors participating in a board of directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

**14. Quorum for board of directors' meetings**

- (1) At a board of 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 board of directors' meetings (other than an adjourned meeting) may be fixed from time to time by a decision of the directors, provided always that at least one (1) of the directors present in person is the chairperson of the board of directors from time to time.
- (3) Notwithstanding paragraph (2), the quorum for any adjourned board of directors' meetings shall be at least one (1) director provided always that at least one (1) of the directors present in person must be the chairperson of the board of directors from time to time.

**15. 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 board of directors' meetings or otherwise there is no elected chairperson of the board of directors, 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.

**16. Chairing of board of directors' meetings**

- (1) The Founder Members by way of special resolution voting as a class shall elect amongst themselves (to the extent they are a director) and the directors, one (1) person to act as the chairperson of the board of directors upon written notice to the Company.
- (2) The chairperson of the board of directors shall have such duties as the Founder Members shall decide.
- (3) A person ceases to be the chairperson of the board of directors 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 six (6) months has been absent without the directors' permission from the board of directors' meetings held during that period;
  - (f) is removed from the office of director by a special resolution of the Founder Members voting as a class; and/or
  - (g) term of office expires.
- (4) The term of office of the chairperson of the board of directors shall be four (4) years and is renewable upon reappointment.
- (5) The chairperson of the board of directors shall have the authority to—

- (a) represent and act on behalf of the Company in all external communications (in ways that enhance the public image and credibility of the Company), negotiations, contracts, and other legal matters without the need for a specific power of attorney, as well as to delegate such representation duties to the directors;
  - (b) enter into agreements, and take any other actions necessary or appropriate to further the Company's business interests, subject to any limitations or restrictions imposed by the Ordinance, articles, or decisions of the board of directors. The chairperson's actions on behalf of the Company shall be binding on the Company, and third parties dealing with the chairperson in their capacity as the managing director shall be entitled to rely on the chairperson's representations and actions as if they were made by the Company itself;
  - (c) ensure that the organization's day-to-day operations are carried out in accordance with all legal and regulatory requirements;
  - (d) convene and chair the board of directors' meetings, set the agenda for meetings;
  - (e) provide leadership and management for the day-to-day operations of the Company;
  - (f) work closely with our global counterpart and industry partners to shape, exchange and adopt industry best practice and standard;
  - (g) ensure that the decisions of the board of directors are implemented effectively;
  - (h) organize development of each system on the operation of the board of directors, and to coordinate the operation of the board of directors;
  - (i) nominate candidates for the company secretary to the board of directors;
  - (j) exercise full financial control;
  - (k) maintain and submit accounting, statistical and other reports to the relevant authorities in the manner prescribed by the Ordinance;
  - (l) co-opt any director;
  - (m) act as a facilitator at the board of directors and ensure that no directors dominate the discussions; and
  - (n) exercise any specific powers or duties which may be defined by a decision of the board of directors or as set forth in these articles.
- (6) The Founder Members by way of ordinary resolution voting as a class may impose additional restrictions on the actions of the chairperson of the board of directors, if the chairperson of the board of directors' actions do not correspond to the Objects or worsen the business reputation of the Company.
- (7) The directors shall be entitled to elect a director present at a board of directors' meeting as the chairperson of the board of directors for such meeting only if—
- (a) the chairperson of the board of directors is not participating in a board of directors' meeting within 15 minutes of the time at which it was to start; or
  - (b) the chairperson of the board of directors is unwilling to chair the meeting by giving a notice in writing to the Company.

**17. Chairperson has a casting vote at board of directors' meetings**

If the numbers of votes for and against a proposal are equal, the chairperson of the board of directors or other director chairing the board of directors' meeting is entitled to and does have a second or casting vote.

**18. 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 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) If the director contravenes paragraph (3)(a), the vote must not be counted.
- (5) 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) subject to article 5, 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.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

#### **19. 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.

**20. Validity of acts of board of directors' meetings**

All acts done at any board of directors' meeting or of a committee of directors or by 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**

(1) The Company must cause the following to be recorded—

- (a) minutes of all proceedings at the board of directors' meetings; and
- (b) all resolutions passed by its directors without a meeting.

(2) The directors must ensure that the Company keeps a written record of every decision taken by the directors under article 10 for at least ten (10) years from—

- (a) the date of the board of directors' meeting; or
- (b) the date of the passing of the resolution without a meeting.

**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. Board of directors**

The board of directors shall consist of not less than two (2) directors and not more than five (5) directors.

**24. Appointment of directors**

(1) Any 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 a Qualified Majority Resolution of the Company and a Qualified Majority Resolution of the Founder Members voting as a class; or
- (b) subject to paragraph (3) by a decision of the directors.

(2) Unless a shorter period is specified in the appointment, a director appointed under paragraph (1)(a) holds office for a period of four (4) years.

(3) An appointment under paragraph (1)(b) may only be made to appoint a director as an addition to the existing directors if the total number of directors does not exceed the minimum number of directors fixed in accordance with these articles.

(4) A director appointed under paragraph (1)(a) must retire from office upon the expiry of their appointment.

(5) 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 nine (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.

**25. Retiring director eligible for reappointment**

A retiring director and/or the chairperson of the board of directors is eligible for reappointment to the office.

**26. Composite resolution**

- (1) This article applies if proposals are under consideration concerning the appointment of two (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.

**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 six (6) months has been absent without the directors' permission from the board of directors' meetings held during that period;
- (f) is removed from the office of director by an ordinary resolution of the Company; or
- (g) is removed from the office of director by a special resolution of the Founder Members voting as a class.

**28. Directors' remuneration**

All directors are honorary. No director and/or the governing body of the Company shall receive remuneration or be appointed to any salaried positions of the Company.

**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) the board of directors' meetings 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— No Alternate Directors**

### **30. No Appointment of Alternate Directors**

No director shall be entitled to appoint an alternate director to act in their place or otherwise attend a board of directors' meeting on their behalf.

## **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
    - (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.

### **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 company secretary shall be appointed by the board of directors upon proposal of the chairperson of the board of directors, for such term at such remuneration and upon such conditions as the directors may think fit and may remove any company secretary so appointed.
- (2) The company secretary shall be a body corporate, having its registered office or a place of business in Hong Kong.
- (3) A provision of the Ordinance or these articles requiring or authorising a thing to be done by or to a director and the company secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the company secretary.

## **Part 5**

### **Members**

#### **Division 1—Becoming and Ceasing to be Member**

### **34. Application for membership**

- (1) Subject to any restrictions pertaining to a relevant class of membership, any association, chamber, corporation, partnership, estate or entity having an interest in the furthering of the Objects of the Company shall be eligible for membership.
- (2) An entity may become a member of the Company only if—
  - (a) that entity has completed an application for membership in a form approved by the board of directors;
  - (b) a duly constituted committee of the Company, namely, the Committee on the Admission of New Members has approved the application (which may be approved or rejected in their absolute discretion). Until the appointment of the Committee on the Admission of New Members, its authority to approve the application shall be exercised by the Founder Members upon a nomination by the board of directors; and
  - (c) in the case of an application for membership as a Founder Member, such application for membership has been unanimously approved by the Founder Members voting as a class.
- (3) The Committee on the Admission of New Members or the Founder Members, depending on which authority is competent to approve the application according to paragraph 2(b), may refuse application for membership from any entity (at its sole and absolute discretion) without giving reason.
- (4) The board of directors shall have discretion, including to make By-Laws, to govern the qualifications of entities admitted to membership as a Full Member or as an Associate Member.
- (5) Subject to article 36 and article 37(3), there is no maximum number of members.

### **35. Termination of membership**

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

- (3) A member's membership terminates:
- (a) if such member becomes insolvent, or it is declared bankrupt, or it is placed into receivership, administration or liquidation, or a petition has been presented for its winding up, or it enters into any arrangement or composition for the benefit of its creditors, or it is unable to pay its debts as they fall due and any required repayment of funds would be in accordance with and pursuant to any dissolution or liquidation proceeding;
  - (b) in accordance with the By-Laws;
  - (c) as determined by a majority of the board of directors, or a duly constituted committee of the Company, in the case where such member (or their nominated representative):
    - (i) is in breach of these articles, the Regulations on Membership or the By-Laws;
    - (ii) grossly violates his duties or by his actions (inaction) makes the activities of the Company impossible or significantly complicates it;
    - (iii) performs actions (inaction) that significantly impede or make it impossible to achieve the goals for which the Company was created; or
    - (iv) has failed to pay any Membership Fees within ninety (90) days from being due/when due and payable;
  - (d) where determined by a majority of the board of directors having reasonably considered that any continuation of membership shall be detrimental to the reputation or wellbeing of the Company;
  - (e) as determined by a special resolution of the Company; and/or
  - (f) in accordance with articles 41(7) or 42(1),
- provided always that paragraphs (b) to (f) shall not apply to the Founder Members.

## **Division 2—Classes of Membership**

### **36. Classes of membership**

- (1) In addition to the initial classes of membership set out in these articles, the board of directors shall have the power to establish such additional classes of membership with rights and obligations as may be determined by a decision of the directors provided always that no such class shall have rights more favorable than the Founder Member class unless otherwise agreed by a special resolution of the Founder Member voting as a class.
- (2) Subject to any restrictions pertaining to a relevant class of membership, the rights attached to a class of membership may only be varied if it is approved by at least a special resolution of the members of that class.
- (3) Without limiting paragraph (1), the Company shall have the following classes of membership:
  - (a) Founder;
  - (b) Full; and
  - (c) Associate.
- (4) A member of any one class may not be a member of any other class at the same time.
- (5) All members undertake to comply with these articles, the By-Laws, the Regulations on Membership and other internal documents of the Company, as well as follow the decisions of the governing bodies of the Company.

### **37. Founder Members**

- (1) The Company shall have a class of membership known as the 'Founder' and members of such class shall be known as 'Founder Members'.

- (2) Any association, organization, institution, partnership, sole proprietorship, society, club, university, college, schools, entity, governmental or regulatory body, agency, division or other bodies may apply to be a Founder Member.
- (3) Unless unanimously approved by the Founder Members, the maximum number of Founder Members shall be three (3).
- (4) No entity may be accepted as a Founder Member unless their application has been unanimously approved by the Founder Members.
- (5) Each Founder Members shall have the right to receive notice of and to attend, speak and vote at a general meeting of the Company.
- (6) Each Founder Member shall be entitled to such number of votes as set out in article 40.
- (7) The Founder Members by way of ordinary resolution voting as a class shall have the right to appoint and remove:
  - (a) the directors in accordance with articles 24 and 27; and
  - (b) the chairperson of the board of directors in accordance with article 16.
- (8) The rights of the Founder Members may only varied in accordance with article 71.
- (9) Any nominated representative of a Founder Member shall be known as a “**Founder Member Representative**” and subject to the provisions of these articles, any obligations imposed on the Founder Member shall be deemed to have been imposed in like manner on the Founder Member Representative. The Founder Member may apply for additional Founder Member Representatives (subject to approval of the Founder Members by way of special resolution voting as a class). For the avoidance of doubt, a Founder Member Representative may exercise all voting rights of the relevant Founder Member.
- (10) The Founder Member shall be entitled to appoint an alternate Founder Member (“**Alternate Founder Member**”). An Alternate Founder Member may be appointed by the Founder Member by notice in writing to the Company and thereafter may be replaced from time to time by such other entity as determined by the Founder Member giving notice in writing to the Company. Such Alternate Original Founder Member shall not be a member of the Company unless otherwise set out in paragraph (11).
- (11) Notwithstanding any other provision of these articles, where the Founder Member either:
  - (a) withdraws as a member of the Company;
  - (b) becomes insolvent, or it is declared bankrupt, or it is placed into receivership, administration or liquidation, or a petition has been presented for its winding up, or it enters into any arrangement or composition for the benefit of its creditors, or it is unable to pay its debts as they fall due and any required repayment of funds would be in accordance with and pursuant to any dissolution or liquidation proceeding; or
  - (c) otherwise is no longer a member of the Company,
 then (and only then), the Alternate Founder Member shall automatically be admitted as an Founder Member (without any resolution, action or approval by the Company, members or directors) and may exercise all the rights and powers of the Founder Member as set out in these articles.
- (12) Unless otherwise in accordance with paragraphs (10)-(11), no additional members shall be accepted as a Founder Member.
- (13) All regulations of the Company shall apply to each Founder Member and its Founder Member Representative.
- (14) Each Founder Member and its Founder Member Representative shall be jointly and severally responsible for payment of all fees and for all amounts properly entered on the account of the Founder Member Representative.
- (15) The Founder Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Except as otherwise provided in these articles

questions arising at any meeting at which a quorum is present shall be decided by a majority of the Founder Members taking part in the vote.

### **38. Full Members**

- (1) The Company shall have a class of membership known as the 'Full' and members of such class shall be known as 'Full Members'.
- (2) Any association, organization, institution, partnership, sole proprietorship, society, club, university, college, schools, entity, governmental or regulatory body, agency, division or other bodies may apply to be a Full Member.
- (3) Entities referred to in paragraph (2) must become a member of the Company within four (4) years from the incorporation of the Company or within such other time period as determined by the board of directors from time to time.
- (4) A member of the Company that joins within the prescribed time period under paragraph (3) may be admitted to other classes of membership (other than as a Full Member) if so requested by such member or if otherwise determined appropriate by the board of directors (in its sole and absolute discretion).
- (5) A Full Member shall have the right to receive notice of and to attend, speak and vote at a general meeting of the Company.
- (6) Each Full Member shall be entitled to such number of votes as set out in article 40.
- (7) A Full Member may be redesignated as an Associate Member in accordance with article 42.
- (8) Any nominated representative of a Full Member, if approved by the board of directors, shall be known as a "**Full Member Representative**" and subject to the provisions of these articles, any obligations imposed on the Full Member shall be deemed to have been imposed in like manner on the Full Member Representative. A Full Member may apply for additional Full Member Representatives (subject to approval of the board of directors). For the avoidance of doubt, a Full Member Representative may exercise all voting rights of the relevant Full Member.
- (9) All regulations of the Company shall apply to each Full Member and its Full Member Representative.
- (10) Each Full Member and its Full Member Representative shall be jointly and severally responsible for payment of all fees and for all amounts properly entered on the account of the Full Member Representative.

### **39. Associate Members**

- (1) The Company shall have a class of membership known as the 'Associate' and members of such class shall be known as 'Associate Members'.
- (2) Any association, organization, institution, partnership, sole proprietorship, society, club, university, college, school, entity, governmental or regulatory body, agency, division or other bodies may apply to be an Associate Member.
- (3) An Associate Member shall be a non-voting member and shall not have the right to receive notice of, attend, speak or vote at a general meeting of the Company; provided, however, that any Associate Member has the right to participate in the discussion of general issues of the Company's activity.
- (4) Subject to article 69, Associate Members shall be required to pay the Membership Fees to the Company in the amount and procedure prescribed by these articles.
- (5) An Associate Member may be redesignated as a Full Member in accordance with article 41.

### **40. Voting Rights**

- (1) Each Founder Member shall be entitled to one (1) vote upon their initial admission as a member of the Company.

- (2) Each Full Member shall be entitled to one (1) vote upon their initial admission as a member of the Company.
- (3) Associate Members shall not be entitled to vote at a general meeting of the Company.
- (4) Any Founder Member Representative or Full Member Representative may exercise the voting rights of their relevant appointing member.
- (5) It is an objective of the Company to promote, develop and promote interest in phygital sports and Approved Phygital Sports and accordingly the board of directors may from time to time determine certain objectives (which, for the avoidance of doubt, may be amended and supplemented from time to time) for members to further such objectives and the Object of the Company (the “**Growth Objectives**”). By way of non-binding example only, the board of directors may determine that a Growth Objective is to organise, host and hold at least one (1) international tournament in an Approved Phygital Sport. Growth Objectives may differ between classes of members.
- (6) Where any Founder Member or any Full Member is of the view that they have satisfied a Growth Objective, such member shall be entitled to apply (in such manner and in such form as determined and approved by the board of directors) to the board of directors to request an additional one (1) voting right.
- (7) If the board of directors determines (in its absolute and unfettered discretion) that such member has satisfied a relevant Growth Objective such member shall be entitled to an additional voting right. Such additional voting right shall apply from the date of determination of the board of directors.
- (8) The determination procedure on granting an additional voting rights shall be as follows:
  - (a) a Founder Member may satisfy multiple Growth Objectives from time to time and for each Growth Objective that the board of directors determines has been satisfied, such member shall be entitled to one (1) additional voting right; and
  - (b) a Full Member may satisfy multiple Growth Objectives from time to time and for each Growth Objective that the board of directors determines has been satisfied, such member shall be entitled to one (1) additional voting right.
- (9) Where the board of directors determines that such Growth Objective has not been satisfied in respect of any application made under paragraph (6) above, the board of directors shall notify the relevant member (but shall not be obliged to provide any reasons) of its determination. Such member shall not entitled to apply for additional voting rights under paragraph (6) above for a period of three (3) months from the date of the board of directors’ determination.
- (10) The board of directors’ determination regarding the satisfaction or otherwise of any Growth Objective shall be final and binding.
- (11) The Company shall record the number of voting rights for each Full Member and Founder Member in the register of members of the Company.

#### **41. Associate Member re-designation to Full Member**

- (1) The board of directors may from time to time approve certain qualifications and/or criteria (“**Full Member Criteria**”) which, when satisfied, would allow an Associate Member to apply to the Company to be a Full Member.
- (2) Where an Associate Member is of the view they have satisfied the Full Member Criteria, such member may apply (in such manner and in such form as determined and approved by the board of directors) in writing to the board of directors for admission to a higher level of membership in accordance with this article 41 (the “**Application**”).
- (3) The board of directors (or such duly constituted committee) shall consider each Application at the next meeting of the board of directors (or such duly constituted committee) after the Application is received.

- (4) In considering an Application, the board of directors (or such duly constituted committee) shall have regard to (a) if approval of such Application and admission as a Full Member is in the best interests of the Company; and (b) if the relevant Full Member Criteria have been satisfied. Notwithstanding the preceding sentence, the board of directors may (in its sole and absolute discretion) accept or reject the Application and the board of directors (or such duly constituted committee) is not required to provide any reasons for doing so.
- (5) In the event that the board of directors (or such duly constituted committee) rejects the Application, the Application shall subsequently be considered by the members at the next general meeting of the Company, upon which the Application will be accepted upon the affirmative vote of two-thirds of the members of the Company entitled to vote at a general meeting.
- (6) If such Application is not accepted at the next general meeting of the Company, such member shall not be entitled to make a further application for a period of three (3) months from the date of such determination at general meeting.
- (7) Upon acceptance of the Application, such Associate Member's membership as an Associate Member shall terminate and such member shall be admitted as a Full Member.

**42. Full Member re-designation to Associate Member**

- (1) A Full Member who fails to fulfill the obligations set out in decisions and/or other acts of the Company's governing bodies, including, but not limited to, the Regulations on Membership in the Company shall, in the absence of an explanation satisfactory to the board of directors upon being so requested, on receipt of notice from the board of directors, be deprived of status as a Full Member and reduced to status as an Associate Member (with only the rights available to such member) at such time and on such terms as the board of directors shall determine. Upon such notice from the board of directors, such Full Member's membership as a Full Member shall terminate and such member shall be admitted as an Associate Member.
- (2) Subject to paragraph (1), this provision shall apply if a Full Member does not hold phygital sports competitions at the national level as specified in the Regulations on Membership.
- (3) Upon application being made by a member in such manner as the board of directors may decide, the board of directors may reinstate a member to which paragraph (1) applies to its previous membership status at such time and on such terms as the board of directors shall determine.

### **Division 3—Organization of General Meetings**

**43. 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 as follows:
  - (a) the Company must, of each financial year of the Company, hold a general meeting as its annual general meeting within nine (9) months after the end of its accounting reference period by reference to which the financial year is to be determined; or
  - (b) if the accounting reference period mentioned in subsection (a) above is the first accounting reference period of the Company and is longer than twelve (12) months, the Company must hold a general meeting as its annual general meeting within: (i) nine (9) months after the first anniversary of the Company's incorporation; or (ii) three (3) months after the end of that accounting reference period, whichever is the later.
- (2) General meetings may be called for any purpose or purposes, at any time, by—
  - (a) the directors;
  - (b) the Founder Members representing at least five per cent (5%) or more of the total number of all members' votes; and



- (c) otherwise in accordance with the Ordinance.
- (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.
- (5) The Company may hold a general meeting –
  - (c) at a physical venue;
  - (d) by using virtual meeting technology; or
  - (e) both at a physical venue and by using virtual meeting technology.

**44. Notice of general meetings**

- (1) An annual general meeting must be called by notice of at least twenty-one (21) days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least fourteen (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 physical venue of the meeting (and if the meeting is to be held in two (2) or more places, the principal venue of the meeting and the other venue or venues of the meeting) and/or the virtual meeting technology to be used for holding 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—
  - (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.
- (7) When a general meeting of the Company is held at two (2) or more physical venues, the Company must use any technology that allows the members of the Company who are not together at the same physical venue to listen, speak and vote at the meeting regardless of whether virtual meeting technology is also used for holding the meeting.
- (8) A resolution in writing executed by or on behalf of and each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

**45. Persons entitled to receive notice of general meetings**

- (1) Notice of a general meeting must be given to—
  - (a) every member that is, under these articles, entitled to receive such notice from the Company; 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.

**46. 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.

**47. 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 two (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.
- (6) A person who attends a general meeting by using virtual meeting technology is to be regarded as attending the meeting if—
  - (a) the person uses the virtual meeting technology specified in the notice of the meeting; and
  - (b) the person is able to exercise his or her rights to speak and vote at the meeting.

**48. Quorum for general meetings**

- (1) The quorum for general meetings must be at least one (1) member having the right to vote being present in person or by proxy.
- (2) No business other than the appointment of the chairperson of a general meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) A person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting is to be regarded as being present.

**49. Chairing general meetings**

- (1) If the chairperson 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 the chairperson of the board of directors;
  - (b) the chairperson of the board of directors not present within 15 minutes after the time appointed for holding the meeting;
  - (c) the chairperson of the board of directors is unwilling to act; or
  - (d) the chairperson of the board of directors 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 of a general meeting; 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.

**50. Attendance and speaking by non-members**

- (1) The 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.

**51. 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) When a general meeting that is not called on a request of members is adjourned because a quorum is not present, the directors must determine, among other matters, the physical venue of the adjourned meeting or the virtual meeting technology to be used for holding the adjourned meeting, or both.
- (3) 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.

- (4) 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.
- (5) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (6) When adjourning a general meeting, the directors must specify the date, time and physical venue of the adjourned meeting or the virtual meeting technology to be used for holding the adjourned meeting, or both.
- (7) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (8) If a general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as for an original meeting.
- (9) If a general meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the adjourned meeting.
- (10) If no notice of an adjourned meeting is given, a person who uses virtual meeting technology to attend the adjourned meeting is to be regarded as being present if the person attends the adjourned meeting by using the virtual meeting technology determined by the directors.

#### **Division 4—Voting at General Meetings**

##### **52. General rules on voting**

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands of those entitled to vote 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.

##### **53. 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.

##### **54. 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; or

- (b) any member present in person or by proxy.
- (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.

**55. 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 the prescribed number of votes in accordance with article 40; and
- (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has the prescribed number of votes in accordance with article 40.

**56. 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.

**57. Content of proxy notices**

- (1) A proxy may only validly be appointed by a notice in writing (the “**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;
  - (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; and
  - (e) the person appointed to be that member's proxy must be a member of the Company.
- (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.

**58. 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.

**59. 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.

**60. 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.

**61. 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.

**62. 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 6**

### **Miscellaneous Provisions**

#### **Division 1—Communications to and by Company**

**63. 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) For the purposes of Part 18 of the Ordinance, each member irrevocably consents and agrees to receive any and all communication from the Company in electronic form provided always that this does not limit the manner in which the Company may communicate with members.
- (3) 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.
- (4) 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**

**64. Company seals**

- (1) The Company may adopt a common seal. For the avoidance of doubt, the Company need not adopt a common seal.
- (2) The directors shall provide for safe custody of a common seal which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf.
- (3) A common seal may only be used by the authority of the directors.
- (4) A common seal must be a metallic seal having the Company's name engraved on it in legible form.
- (5) Subject to paragraph (2), the directors may decide by what means and in what form a common seal is to be used.
- (6) 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 the chairperson of the board of directors.

**65. No right to inspect accounts and other records**

An entity is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a member, unless the member 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.

## **66. 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.

## **Division 3—Winding Up**

### **67. Net Assets on winding up and dissolution**

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (the “**net assets**”), the net assets 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, and which shall prohibit the distribution of its or their income and property amongst its or their members, such institution or institutions to be determined by a resolution of the members of the Company at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

## **Division 4—By-Laws**

### **68. By-Laws**

- (1) In addition to these articles, the board of directors may, subject to and provided they are not inconsistent with, the terms of these articles, from time to time make, adopt, alter, add to or repeal the By-Laws of the Company and also enforce the By-Laws of the Company. The By-Laws shall include the rules and procedures of the Company and may also include the types and rights and obligations of classes of membership.
- (2) Without prejudice to paragraph (1), the board of directors shall make, amend and/or cancel all technical rules and regulations of phygital sport which sets out the principles, policies, criteria, descriptions and/or conducts governing phygital sport and any other related activity for reasons of safety, registration, sportsmanship, equipment or facility design, and competitiveness, including, but not limited to, membership regulations.
- (3) Without prejudice to paragraph (1), the board of directors shall make, amend and/or cancel the rules and Regulations on Membership in the Company which set out the procedures and specific requirements governing—
  - (a) the admission of new members as members of the Company;
  - (b) members’ rights and obligations;
  - (c) withdrawal from membership;
  - (d) reinstating a member to membership following its expulsion;



- (e) resolving disputes relating to members; and
  - (f) breaches of the rules by members.
- (4) All members agree to comply and be bound by the By-Laws and Regulations on Membership from time to time in force.
  - (5) Any such adoption, alteration, addition or repeal of the By-Laws shall be communicated to all members and shall only take come into force and take effect upon the expiration of seven (7) clear days from the date such notice was first communicated to members or upon such later date as the board of directors may decide.
  - (6) Any rule or rules promulgated from time to time by the board of directors or any committee for the conduct of the Company’s activities shall be deemed to be incorporated in the By-Laws and subject to the Company’s articles.

## **Division 5 —Membership Fees**

### **69. Membership Fees**

Members may be required to pay entrance fees, membership fees or such other fees of the Company (“**Membership Fees**”). The amount of such fees and when they are payable shall be determined by the board of directors. The board of directors shall have the power from time to time to vary the amount of such Membership Fees and the time or manner for payment. Unless otherwise determined by the board of directors, no Membership Fees shall be refundable or repayable to any member or any entity who ceases to be a member.

## **Part 7**

### **Reserved Matters**

### **70. Shareholder matters**

To the fullest extent permitted by applicable laws, the Company shall not take any of the following actions, or take or omit to take any of the following actions that would have the effect of any of the following actions, without the prior approval by way of special resolution of the Company—

- (1) adopt, approve or designate any phygital sport discipline or any other activity as an Approved Phygital Sport.

### **71. Variation of articles**

- (1) Any variation, amendment, alteration or restatement (“**Amendment**”) of these articles that does not vary and is not inconsistent with any rights of a class of members of the Company, may be made by special resolution.
- (2) Any Amendment of these articles that is inconsistent with any rights of a class of members of the Company or otherwise varies the rights of a class of members may only be made—
  - (a) where such Amendment is inconsistent with or varies the rights of the Founder Member class, by the unanimous approval of the Founder Members voting as a class;
  - (b) where such Amendment is inconsistent with or varies the rights of the Full Member class, by a special resolution of the Company voting as a whole and a special resolution of Full Members voting as a class; and
  - (c) where such Amendment is inconsistent with or varies the rights of the Associate Member class, by a special resolution of the Company voting as a whole and a special resolution of the Associate Members voting as a class.
- (3) Subject to applicable law and paragraph (4) below, any Amendment to articles 16(1), 24(1), 27, 36(1), 37, 40 and this article 71 shall be considered to be inconsistent with or vary the rights of the Founder Member class.

- (4) For the avoidance of doubt, paragraph (3) above does not limit instances where Amendments may be considered to be inconsistent with the rights of a class of members.