

NOTICE OF ANNUAL GENERAL MEETING

**SAINT PAUL'S CO-EDUCATIONAL COLLEGE
ALUMNI ASSOCIATION LIMITED
(聖保羅男女中學校友會有限公司)**

(a company incorporated under the laws of Hong Kong limited by guarantee)
(the "Association")

NOTICE IS HEREBY GIVEN that an annual general meeting of the Association will be held at the Chairman's Room, Aberdeen Marina Club, 8 Shum Wan Road, Aberdeen, Hong Kong on March 3, 2021 at 5:00pm (door opens for registration at 4:00pm) ("**Annual General Meeting**").

You will be asked to consider and vote on the resolutions below.

ORDINARY RESOLUTIONS

1. To approve minutes of the previous annual general meeting.
2. To receive and consider the financial statements of the Association for the year ended June 30, 2020, together with the executive committee of the Association's and auditors' reports thereon.
3. To re-appoint Messrs Tai Kong CPA Limited as auditors of the Association.
4. To elect up to six (6) members of the 2021 executive committee of the Association.

SPECIAL RESOLUTION

5. To consider and vote on the following resolution as a special resolution:

"THAT with effect from the conclusion of the annual general meeting of the Association convened by a notice of the annual general meeting dated February 3, 2021 the draft articles of association (produced to this meeting and marked "A" and for the purpose of identification signed by the chairman of the general meeting), which adopts new and altered objects, be adopted as the articles of association of the Association in substitution for, and to the exclusion of, the Association's existing articles of association."

By Order of the executive committee of
**SAINT PAUL'S CO-EDUCATIONAL COLLEGE
ALUMNI ASSOCIATION LIMITED**



LUK Wing Kee Andrew
Chairman

Hong Kong, February 3, 2021
Registered Office: 33 MacDonnell Road, Hong Kong

Notes:

1. In relation to the proposed Resolution (4), it should be noted that:-
 - (i) Pursuant to Article 22(a) of the Article of Association, six Executive Committee members, namely Chan Hau Ngai Kingsley, Chang Wan David, Lau Sei Mun Pandora, Li Ka Fai David, So Wai Ming Renee and Wong Tye Loy Wilfred, shall retire at the Annual General Meeting. Each of Chan Hau Ngai Kingsley, Li Ka Fai David and Wong Tye Loy Wilfred, being eligible, has offered himself and has been duly nominated to stand for re-election as 2021 Executive Committee member.
 - (ii) Three candidates, namely Leung Cheuk Man Jason, Pong Sum Yee Samanta and Wan Ho Yin Bruce, have been nominated for election as 2021 Executive Committee member.
2. In relation to the proposed Resolution (5), the Association is proposing to adopt new articles of association ("**New Articles**") in substitution for the existing articles of association ("**Existing Articles**"). The principal changes introduced by the New Articles are summarised in the Appendix to this notice of annual general meeting.
3. A copy of the Existing Articles and the draft New Articles will be available for inspection during normal business hours on any weekday (excluding Saturdays, Sundays and bank holidays) at the Association's appointed scrutineer Tricor Investor Services Limited at 54/F, Hopewell Centre, 183 Queen's Road East, Hong Kong from February 22, 2021 to March 2, 2021 (inclusive). Members will be requested to present identification and SPCCAA Membership card for verification. The draft New Articles will also be available for inspection at the general meeting at least 30 minutes prior to the start of the Annual General Meeting and up until the close of the Annual General Meeting.
4. All resolutions at the Annual General Meeting will be taken by poll (except where the Chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be announced by the Chairman of the Annual General Meeting and be published on the website of the Association no later than 24 hours after the Annual General Meeting ends.
5. A member of the Association ("**Member**") is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote at the Annual General Meeting, and shall ensure his or her appointed proxy attends, speaks and votes at the Annual General Meeting in an orderly manner. The Association's proxy form is enclosed. To appoint a proxy, the proxy form must be completed, duly signed and deposited with Tricor Investor Services Limited at 54/F, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning, is in effect any time after 7:00a.m. on the date of the Annual General Meeting, the Annual General Meeting will be adjourned.
7. In the interest of all stakeholders' health and safety and in response to the recent guidelines on prevention and control of COVID-19 pandemic, Members are strongly reminded that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the

instructions printed thereon, Members may appoint a proxy (e.g. chairman of the Annual General Meeting) to attend and vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting or any adjournment thereof in person.

Members are welcome to forward their questions relevant to the proposed resolutions by post at its registered office or by email to spccaa@spccaa.org with the questions reaching the Association at least 48 hours before the appointed time for the Annual General Meeting.

Precautionary Measures at the Annual General Meeting in light of the COVID-19 pandemic

1. Members are requested to consider carefully the risk of attending the Annual General Meeting, which will be held in an enclosed environment.
2. Members are strongly encouraged to appoint a proxy (e.g. chairman of the Annual General Meeting) to attend and vote instead of attending the Annual General Meeting in person.
3. All attendees will be asked to fill out a health declaration form. Those who have flu-like symptoms or are subject to COVID-19 quarantine or medical surveillance by the HKSAR Government will not be allowed to enter the Annual General Meeting venue.
4. There will be mandatory temperature checks on all attendees at the venue entrance. Anyone with temperature over 37.4 degree Celsius will not be allowed to enter the Annual General Meeting venue.
5. All attendees are requested to wear a face surgical mask at all times.
6. All attendees are requested to thoroughly clean their hands before entering the Annual General Meeting venue. Hand sanitizers will be provided.
7. Appropriate social distancing and spacing will be maintained to avoid overcrowding. To the extent permitted under the law, the Association may limit the number of attendees into the Annual General Meeting venue or require any attendee to leave the venue so as to ensure the health and safety of the attendees at the Annual General Meeting. Members and proxy holders may choose to cast vote at the reception area and then depart.
8. No food or drinks will be served or allowed at the Annual General Meeting.

APPENDIX

KEY POINTS AND CHANGES IN THE NEW ARTICLES

The executive committee of the Association (the “**Executive Committee**”) is proposing the adoption of new articles of association (“**New Articles**”) to modernize and update its existing articles of association (“**Existing Articles**”), following the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong) coming into force in 2014. The key points and changes in the New Articles are highlighted below:

1. The objects clause of the Association is revised and expanded as follows:
 - (i) To carry on an undertaking to promote and foster a close union among the members of the Association (“**Members**”) for the purpose of social interaction, mutual assistance and promotion of interests among the Members.
 - (ii) To promote, encourage and foster close relationship, contact, social interaction and co-operation among the Members and present students and teaching and administrative staff of Saint Paul’s Co-educational College and its Primary School (the “**School**”).
 - (iii) To promote and carry out the motto of the School, namely, “Faith, Hope, Love (信望愛)”, in the community.
 - (iv) To group the Members into a civic spirited body.
2. Upon winding up or dissolution of the Association, The Council of St. Paul’s Co-educational College Charitable Trust is named as the recipient to receive in the first instance the Association's property after the satisfaction of all its debts and liabilities.
3. It is now expressly provided that inspection of the accounts of the Association kept in accordance with the law will be channelled through the Executive Committee, which is already under responsibilities to safeguard any unpublished financial information and other personal information in them under the Association's internal control policy .
4. The qualification to apply for membership as a Member is clarified as to allow only ex-pupils of the School who have studied in the School for at least one (1) complete academic year to apply. Admission of new Member remains subject to approval by the Executive Committee.
5. In an effort to maintain the register of Members and communications, the Executive Committee may request for provision of up-to-date particulars of the Members.
6. The circumstances in which the Executive Committee may exercise its power to expel a Member are more particularly described, that is, where :
 - (i) he or she is admitted under any misrepresentation; or
 - (ii) he or she refuses or wilfully neglects to comply with the provisions of the New Articles or the rules of the Association; or

- (iii) he or she commits any conduct which the Executive Committee considers to be unworthy of a lady or a gentleman; or
- (iv) his or her conduct or behaviour is or is likely to be adverse to the interest of the Association or of the Members generally or the Association is, or may be, brought into disrepute by continuation of his or her membership.

7. The New Articles formally provide that the Executive Committee shall comprise –

- (i) two members, who are appointed from the principal of Saint Paul’s Co-educational College and the Head of Saint Paul’s Co-educational College Primary School, or the current senior member of its teaching or administrative staff (as nominated by the principal of Saint Paul’s Co-educational College and the Head of Saint Paul’s Co-educational College Primary School (as the case may be));
- (ii) one member, who is appointed from an invited member from the College Council of the School; and
- (iii) 25 members, who are to be elected at annual general meetings and/or appointed by the Executive Committee in accordance with the New Articles.

8. Under the Existing Articles, those 25 Executive Committee members are subject to retirement by rotation, whereby the six members longest in office will retire (and can be re-elected) at each annual general meeting. Their service terms are not on fixed terms.

The New Articles will adopt a new system to regulate their service terms.

- (i) Each such member may be elected to serve a term of five (5) service years (each service year to begin from one annual general meeting and end on the next annual general meeting). He or she may stand for re-election at the annual general meeting at which he or she retires at the end of each term. It is provided, however, that no Executive Committee member may be re-elected at an annual general meeting if, immediately prior to that annual general meeting where he or she retires, he or she has held such office continuously for (i) more than three (3) consecutive terms and each term of five (5) service years or (ii) more than fifteen (15) consecutive service years.
- (ii) Where such member who is due to retire is also a sitting officer (being Chairperson, Vice-chairpersons, Honorary Secretary and Honorary Treasurer), his or her retirement will be postponed to the first annual general meeting immediately after he or she ceases to be an officer.
- (iii) At the same time, the term of an officer is also specified to be five (5) service periods (each service period to begin from the conclusion of the first Executive Committee meeting held after one annual general meeting and end on at the conclusion of the first Executive Committee meeting held after the next annual general meeting). He or she may only serve continuously up to five (5) service periods for each officer position. After a person has retired as an officer, he or she will be subject to retirement from the office of Executive Committee member at the next following annual general meeting as mentioned above.

9. A Nomination Committee will be established under the Executive Committee. Its primary duties are:
 - (i) to decide on the qualification and suitability of any candidate (other than existing Executive Committee members who run for re-election) proposed for election as an Executive Committee member; and
 - (ii) where thought fit, to make a recommendation in respect of the appointment or election of any candidate.
10. Qualifications for election as an Executive Committee member are expressly provided for in the New Articles, being a person who—
 - (i) must be a Member and ordinarily resident in Hong Kong;
 - (ii) has made significant contribution to the Association, Executive Committee or any of its sub-committees; and
 - (iii) meets the service and other requirements as prescribed by the Executive Committee from time to time.
11. The New Articles will also provide that a person who meets the above qualifications may stand for election as an Executive Committee member at an annual general meeting on nomination by not less than five Members. The nominated Member's background information and other information required by the Nomination Committee will be provided for the Nomination Committee's consideration and (if thought fit) making its recommendation for standing for election of the nominated Member.

Rules concerning nomination procedure, timetable and other requirements will be published on the Association's website and circulated through other medium from time to time.
12. Subject to paragraph 11 above, the procedures in the Existing Articles for the election of Executive Committee members at an annual general meeting are largely retained in the New Articles.
13. The New Articles will provide the specific grounds on which an Executive Committee member may be vacated from office, including where he or she has been convicted of one or more criminal offence(s) which lead(s) to imprisonment, or by resignation, or by a majority of not less than two-third of the votes at an Executive Committee meeting if his or her conduct or behaviour is determined by the Executive Committee to be or likely to be adverse to the interest of the Association or of the Members generally or brings the Association, the Executive Committee or the School into disrepute.
14. Express powers and procedures for the postponement and adjournment of general meeting are now expressly provided in the Articles.
15. Elaborate procedural provisions are provided in the New Articles for the appointment of proxies and the powers of the proxies appointed.
16. The New Articles will expressly provide for powers conferred on the chairman of the general meeting to facilitate the conduct of general meeting.

17. The Executive Committee will be expressly authorised to make rules from time to time to regulate and facilitate the management of the affairs of the Association, including rules as to the organisation, management and conduct of events arranged by the Association or any general meeting of the Association, as to the nomination of a candidate running for, and his or her appointment to, the office of an Executive Committee member, and as to conduct and ethical standards required of any Member or conduct of any Executive Committee member.