

Hong Kong Trustees' Association Limited

Notice of 2023 Annual General Meeting

1 November 2023

Dear members,

Notice is hereby given that the Annual General Meeting of Hong Kong Trustees' Association Limited (the "Association") will be held on **Tuesday 12 December 2023, 10:00am at Deacons office, Room 14A & B, 14/F, Alexandra House, 18 Chater Road, Central, Hong Kong and via Zoom** for the following purposes:

Ordinary Businesses

1. To receive and approve the Audited Financial Statements for the year ended 30 June 2023, together with the enclosed Reports of the Executive Committee and the Auditors ([Appendix 1](#));
2. To elect the Executive Committee Members;
3. To appoint the Auditors and authorise the Executive Committee to fix their remuneration;

Special Business

4. To consider and, if thought fit, pass the following resolution as a Special Resolution:-

"That the regulations contained in the document (marked as Appendix "A" for identification purpose), a copy of which would be attached to the Minutes of the Meeting, be and are hereby approved and adopted as the new Articles of Association of the Association in substitution for and to the exclusion of all the existing Articles of Association of the Association."

(Note: [Appendix 2](#) is the draft Articles to be adopted);
5. Any Other Business.

By order of the Executive Committee

Peter So
Hon. Secretary

Notes:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy (whether a Member or not) to attend and to speak and vote instead of him;

2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office of Hong Kong Trustees' Association Limited at Room 739, 7/F, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong, not less than 48 hours before the time for holding the Meeting or adjourned Meeting;
3. Pursuant to Article 48 of the Association's Articles of Association, a Member willing to be elected as a Member of the Executive Committee should so indicate by notice in writing to the Association within seven days prior to the Meeting.

Please return to the Secretariat
at Room 739, 7/F, Grand
Millennium Plaza, 181 Queen's
Road Central, Hong Kong by
10:00am., 10 December 2023.

Hong Kong Trustees' Association Limited

2023 Annual General Meeting

PROXY FORM

I/we, _____

of _____

being a Member of Hong Kong Trustees' Association Limited (the "Association"), hereby
appoint

_____ of

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General
Meeting of the Association, to be held on Tuesday, 12 December 2023 at 10:00 a.m. and at any
adjournment thereof.

For and on behalf of

_____ Date: _____

Signed by:

Please indicate in the spaces below how you wish your votes to be cast. If this form is
returned without any indication as to how the proxy shall vote, he/she will exercise his/her
discretion as to how he/she votes or whether he/she abstains from voting.

Resolution 1.	To receive and consider the Audited Financial Statements for the year ended 30 June 2023, together with the enclosed Reports of the Executive Committee and the Auditors.	<u>* For / Against</u>
Resolution 2.	To elect the Executive Committee Members.	<u>* For / Against</u>
Resolution 3.	To appoint the Auditors and authorise the Executive Committee to fix their remuneration.	<u>* For / Against</u>
Resolution 4.	To adopt new Articles of Association.	<u>* For / Against</u>

***Please delete as appropriate.**

Note:

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Office of Hong Kong Trustees' Association Limited at Room 739, 7/F, Grand Millennium Plaza, 181 Queen's Road Central, Central, Hong Kong, **not less than 48 hours before the time for holding the Meeting or adjourned Meeting.**

Executive Committee's Report and Audited Financial Statements

HONG KONG TRUSTEES' ASSOCIATION LIMITED

30 June 2023

HONG KONG TRUSTEES' ASSOCIATION LIMITED

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HONG KONG TRUSTEES' ASSOCIATION LIMITED

EXECUTIVE COMMITTEE'S REPORT

The members of the Executive Committee submit herewith their annual report together with the audited financial statements of the association for the year ended 30 June 2023.

Principal place of business

Hong Kong Trustees' Association Limited (the "Association") is an association incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 6/F, Alexandra House, Chater Road, Central, Hong Kong.

Principal activity

The principal activity of the Association is to further the general interests of trust companies in Hong Kong.

Financial statements

The surplus of the Association for the year ended 30 June 2023 and the state of the Association's affairs at that date are set out in the financial statements on pages 6 to 26.

Transfer to accumulated surplus

The surplus of HK\$225,584 (2022: surplus of HK\$502,130) has been transferred to accumulated surplus.

Fixed assets

Details of movements in fixed assets during the year are set out in note 8 to the financial statements.

Executive Committee

The members of the Executive Committee (the "Members") during the year and up to the date of this report were as follows:

Ka Shi Lau	(Chairman)
Michael Shue	(Vice Chairman)
Carolyn Butler	
Fan Choi	
Jacqueline Shek	(resigned on 9 December 2022)
Loretta Ma	
Pamela Yuen	(resigned on 9 December 2022)
Rebecca Chow	
Stefano Mariani	(resigned on 2 May 2023)
Gabriel Cheung	
Wilson Lam Kin Chuen	
Chan Wai Kwan Gidget	(resigned on 11 July 2023)
Choi Wai Yee Paula	
Chan Kit Chu Lucia	(resigned on 29 March 2023)
Cheng Lai Ching	(appointed on 9 December 2022 and resigned on 5 February 2023)
Leung Pik Oi	(appointed on 9 December 2022 and resigned on 9 September 2023)
John Matthew Ashwood	(appointed on 9 December 2022 and resigned on 1 September 2023)
Zau Ai Wei Audrey	(appointed on 9 December 2022)
Yeung Yuen	(appointed on 30 March 2023)
So Tsz Man Peter	(appointed on 2 May 2023)
Fung Po Ching Amy	(appointed on 28 July 2023)
Cheng Lai Ching	(appointed on 28 July 2023)
Pang Mun Wai	(appointed on 1 September 2023)

HONG KONG TRUSTEES' ASSOCIATION LIMITED

EXECUTIVE COMMITTEE'S REPORT (continued)

Executive Committee (continued)

In accordance with article 47 of the Association's articles of Association, all members of the Executive Committee retire and, being eligible, offer themselves for re-election.

Executive Committee members' interests

At no time during the year was the Association a party to any arrangement to enable the members of the Executive Committee to acquire benefits by means of the acquisition of shares in or debentures of any body corporate.

Executive Committee members' interests in transactions, arrangements or contracts

No contract of significance to which the Association was a party and in which a member of the Executive Committee had a material interest subsisted at the end of the year or at any time during the year.

Indemnity of the members of the Executive Committee

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the members of the Association is currently in force and was in force throughout this year.

Auditor

Ernst & Young retire and a resolution for their reappointment as auditors of the Association will be proposed at the forthcoming annual general meeting.

BY ORDER OF THE EXECUTIVE COMMITTEE



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Ka Shi Lau
Chairman

Hong Kong

25 OCT 2023

Independent auditor's report

To the members of Hong Kong Trustees' Association Limited

(Incorporated in Hong Kong with limited liability)

Opinion

We have audited the financial statements of Hong Kong Trustees' Association Limited (the "Association") set out on pages 6 to 26, which comprise the statement of financial position as at 30 June 2023, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Association as at 30 June 2023, and of its financial performance and its cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Association in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the financial statements and auditor's report thereon

The Members are responsible for the other information. The other information comprises the information included in the Executive Committee's Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent auditor's report (continued)
To the members of Hong Kong Trustees' Association Limited
(Incorporated in Hong Kong with limited liability)

Responsibilities of the Members for the financial statements

The Members are responsible for the preparation of the financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance, and for such internal control as the Members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Members are responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Members either intend to liquidate the Association or to cease operations or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

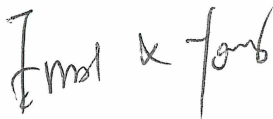
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Members.

Independent auditor's report (continued)
To the members of Hong Kong Trustees' Association Limited
(Incorporated in Hong Kong with limited liability)

Auditor's responsibilities for the audit of the financial statements (continued)

- Conclude on the appropriateness of the Members' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Executive Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink, appearing to read 'Imai & Tong', is located below the text of the audit report.

Certified Public Accountants
Hong Kong

25 OCT 2023

HONG KONG TRUSTEES' ASSOCIATION LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 30 June 2023

	Notes	2023 HK\$	2022 HK\$
REVENUE			
Annual subscription fee	4, 15	723,465	723,500
Seminar and conference income	4	173,700	117,525
Accreditation program income	4	502,961	873,626
		<u>1,400,126</u>	<u>1,714,651</u>
OTHER INCOME		<u>53,472</u>	<u>40,733</u>
EXPENDITURE			
Consultancy fee		-	63,075
Staff cost		750,221	843,600
Seminar and conference expenses		18,060	164,466
Professional fee		35,300	34,850
Legal advisory fee		58,415	42,029
Depreciation	8, 11	127,642	5,126
Interest expense	11	3,589	9,156
Sundry expenses		60,755	66,719
IT expenses		98,755	8,485
Accreditation program expenses		60,000	-
		<u>1,212,737</u>	<u>1,237,506</u>
SURPLUS BEFORE TAXATION	5	240,861	517,878
Income tax expense	7	<u>(15,277)</u>	<u>(15,748)</u>
SURPLUS AFTER TAXATION TRANSFERRED TO ACCUMULATED SURPLUS AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>225,584</u>	<u>502,130</u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

	Notes	2023 HK\$	2022 HK\$
NON-CURRENT ASSETS			
Fixed assets	8	3,924	8,163
Right-of-use assets	11	343,705	123,403
Rental deposits		30,000	-
Total non-current assets		<u>377,629</u>	<u>131,566</u>
CURRENT ASSETS			
Accounts receivables	9	4,000	-
Other receivables	9	190,627	436,507
Prepayment and rental deposits		12,590	28,621
Cash and cash equivalents	10	2,690,242	2,293,017
Total current assets		<u>2,897,459</u>	<u>2,758,145</u>
CURRENT LIABILITIES			
Accrued expenses		41,809	41,889
Lease liabilities	11	159,284	125,219
Unearned seminar and conference income		250	700
Unearned annual subscription fees		363,000	419,965
Unearned accreditation program income		26,000	24,500
Provision of reinstatement cost		-	2,975
Tax payable		30,400	14,430
Total current liabilities		<u>620,743</u>	<u>629,678</u>
NET CURRENT ASSETS		<u>2,276,716</u>	<u>2,128,467</u>
NON-CURRENT LIABILITIES			
Lease liabilities	11	165,851	-
Provision of reinstatement cost		3,570	-
Deferred tax liabilities	12	625	1,318
Total non-current liabilities		<u>170,046</u>	<u>1,318</u>
Net assets		<u>2,484,299</u>	<u>2,258,715</u>
Represented by:			
Accumulated surplus		<u>2,484,299</u>	<u>2,258,715</u>



Ka Shi Lau
Executive Committee



Michael Shue
Executive Committee

HONG KONG TRUSTEES' ASSOCIATION LIMITED

STATEMENT OF CHANGES IN EQUITY

Year ended 30 June 2023

	Accumulated surplus HK\$
At 1 July 2021	1,756,585
Surplus after taxation and total comprehensive income for the year	<u>502,130</u>
At 30 June 2022 and 1 July 2023	2,258,715
Surplus after taxation and total comprehensive income for the year	<u>225,584</u>
At 30 June 2023	<u><u>2,484,299</u></u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

STATEMENT OF CASH FLOWS

Year ended 30 June 2023

	Notes	2023 HK\$	2022 HK\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Surplus before taxation		240,861	517,878
Adjustments for:			
Depreciation	8, 11	127,642	5,126
Interest income		(36,627)	(3,043)
Interest expense	11	<u>3,589</u>	<u>9,156</u>
Operating surplus before changes in working capital		335,465	529,117
(Increase)/decrease in accounts receivables		(4,000)	524
Decrease in other receivables		248,157	111,147
(Increase)/decrease in prepayments and rental deposits		(13,969)	13,272
Decrease in unearned seminar and conference income		(450)	-
Decrease in unearned annual subscription fees		(56,965)	(7,000)
Increase in unearned accreditation program income		1,500	5,500
(Decrease)/increase in accrued expenses		(80)	80
Increase in provision for reinstatement cost		<u>595</u>	<u>-</u>
Cash generated from operating activities		510,253	652,640
Interest element on lease liabilities	11	(3,589)	(9,156)
Hong Kong profits tax refunded		<u>-</u>	<u>42,296</u>
Net cash flows from operating activities		<u>506,664</u>	<u>685,780</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		34,350	3,043
Payment for purchase of fixed assets		<u>-</u>	<u>(2,270)</u>
Net cash flows from investing activities		<u>34,350</u>	<u>773</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment of reinstatement cost		(3,570)	-
Payment of principal portion of lease liabilities	15	<u>(140,219)</u>	<u>(115,311)</u>
Net cash flows used in financing activities		<u>(143,789)</u>	<u>(115,311)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		397,225	571,242
Cash and cash equivalents at beginning of year	10	<u>2,293,017</u>	<u>1,721,775</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR	10	<u><u>2,690,242</u></u>	<u><u>2,293,017</u></u>

continued/...

HONG KONG TRUSTEES' ASSOCIATION LIMITED

STATEMENT OF CASH FLOWS (continued)

Year ended 30 June 2023

	Notes	2023 HK\$	2022 HK\$
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash at bank	10	1,618,175	1,255,692
Short-term time deposit with original maturity within three months when acquired	10	<u>1,072,067</u>	<u>1,037,325</u>
		<u>2,690,242</u>	<u>2,293,017</u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

1. ASSOCIATION'S STATUS

The Association is a company limited by guarantee and is incorporated in Hong Kong. The registered office and principal place of business of the Association is located at 6/F, Alexandra House, Chater Road, Central, Hong Kong. In the event that the Association is wound up, each member's guaranteed contribution to the assets of the Association is limited to HK\$100.

During the year, the Association was involved in trust accreditation and training programmes for educational purpose in Hong Kong.

2.1 STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which includes all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the HKICPA, accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance.

2.2 BASIS OF PREPARATION

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is the same as the functional currency of the Association.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

There are no standards and interpretations that are effective for annual periods beginning on or after 1 July 2022 which, in the opinion of the Board will clearly impact the Association and applied by the Association for the first-time. The Association also has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

2.4 ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Association has not early applied any of the new and revised HKFRSs that have been issued but are not yet effective for the accounting year ended 30 June 2023 in these financial statements. Among the new and revised HKFRSs, the following are expected to be relevant to the Association's financial statements upon becoming effective:

2.4 ISSUED BUT NOT YET EFFECTIVE HKFRSs (continued)

Amendments to HKAS 1 and
HKFRS Practice Statement 2

*Disclosure of Accounting Policies*¹

Amendments to HKAS 8

*Definition of Accounting Estimates*¹

Amendments to HKAS 1

Classification of Liabilities as Current or Non-current^{2,3}

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2024

³ As a consequence of the amendments to HKAS 1, Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised in October 2020 to align the corresponding wording with no change in conclusion.

Amendments to HKAS 1 "Classification of Liabilities as Current or Non-current"

Amendments to HKAS 1 clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity's right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. The amendments are not expected to have any significant impact on the Association's financial statements.

Amendments to HKAS 1 and HKFRS Practice Statement 2 "Disclosure of Accounting Policies"

Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The amendments are not expected to have any significant impact on the Association's financial statements.

Amendments to HKAS 8 "Definition of Accounting Estimates"

Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Association's financial statements.

There are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have material impact on the Association.

30 June 2023

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Leases

Lessee

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. All leases with a term of more than 12 months are recognised as assets representing the right of use of the underlying asset and liabilities representing the obligation to make lease payments, unless the underlying asset is of low value. Both the assets and the liabilities are initially measured on a present value basis. Right-of-use assets are recognised under property, plant and equipment and are measured at cost or valuation less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of the lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shorter of the useful lives of the assets and the lease terms. Lease liabilities are initially measured at the present value of lease payments to be made under the lease terms and subsequently adjusted by the effect of the interest on and the settlement of the lease liabilities, and the re-measurement arising from any reassessment of the lease liabilities or lease modifications.

Fixed assets

Fixed assets are stated in the statement of financial position at cost less accumulated depreciation and impairment losses.

Depreciation is calculated to write off the cost of items of fixed assets, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

Owned assets

Office and computer equipment	5 years
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Right-of-use assets

Buildings	Over the lease terms
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Both the useful life of an asset and its residual value, if any, are reviewed annually.

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fixed assets (continued)

The carrying amounts of fixed assets are reviewed for indications of impairment at the end of each reporting period. An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. The recoverable amount of an asset, or of the cash-generating unit to which it belongs, is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets. An impairment loss is reversed if there has been a favourable change in estimates used to determine the recoverable amount.

Gains or losses arising from the retirement determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Accounts and other receivables

A receivable is recognised when the Association has an unconditional right to receive consideration is unconditional if only the passage of time is that consideration is due. If revenue has been recognised before the Association has an unconditional right to receive consideration, the amount is presented as a contract asset.

Accounts and other receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

Financial assets

All financial assets are initially recognised at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss. Regular way purchases and sales of financial assets are recognised on the trade date, that is, the date when the Association commits to purchase or sell the assets.

(a) Classification and measurement

Debt instruments are measured at amortised cost using the effective interest rate method, subject to impairment if the assets are held for the collection of contractual cash flows where those contractual cash flows represent solely payments of principal and interest

(b) Impairment

The Association applies the expected credit loss model on all financial assets subject to impairment.

For other financial assets, impairment allowances are recognised under the general approach where expected credit losses are recognised in two stages. For credit exposures where there has not been a significant increase in credit risk since initial recognition, the Association is required to provide for credit losses that result from possible default events within the next 12 months. For those credit exposures where there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure irrespective of the timing of the default. The Association considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

30 June 2023

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets (continued)

b) Impairment (continued)

The Association considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Association may also consider a financial asset to be in default when internal or external information indicates that the Association is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Association.

(c) Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets have expired; or where the Association has transferred its contractual rights to receive the cash flows of the financial assets and has transferred substantially all the risks and rewards of ownership; or where control is not retained.

Financial liabilities

Financial liabilities are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when the control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Association expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to be that which the Association will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Association and the customer at contract inception. When the contract contains a financing component which provides the Association with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

30 June 2023

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Association and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) Annual subscription fees
Annual subscription fees cover a twelve month period from 1 July 2022 to 30 June 2023 and are recognised as income in the accounting periods to which the fees relate. The unrecognised portion of annual subscription fees is recorded as unearned annual subscription fees in the statement of financial position.
- (ii) Seminar and conference income
Seminar and conference income is recognised when the related seminar and conference has been held. The unrecognised portion of seminar and conference income is recorded as unearned seminar and conference income in the statement of financial position.
- (iii) Accreditation program income
Accreditation program income is made up of i) Trust Training Certificate ("TTC") course & examination fee, ii) Certified Trust Practitioner ("CTP") application fee, iii) annual CTP renewal fee and iv) Experience Practitioner Exemption ("EPE") application fee. TTC course and examination fee is recognised when the related training and examination have been held. The unrecognised portion of TTC course and examination fee income is recorded as unearned accreditation program income in the statement of financial position. CTP application fee, EPE application fees and annual CTP renewal fee cover a twelve month period from 1 July 2022 to 30 June 2023 and are recognised as income in the accounting period to which the fees relate. The unrecognised portion of CTP application fee, EPE application fees and annual CTP renewal fees are recorded as unearned accreditation program income in the statement of financial position.

Interest income

Interest income is recognised as it accrues using the effective interest method.

Contract assets and contract liabilities

Under HKFRS 15, a receivable is recognised only if the Association has an unconditional right to consideration. If the Association recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays non-refundable consideration, or is contractually required to pay non-refundable consideration and the amount is already due, before the Association recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

The Association presents contract liabilities as unearned seminar and conference income, unearned annual subscription fees and unearned accreditation program income in the statement of financial position.

30 June 2023

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Related parties

- (i) A person, or a close member of that person's family, is related to the association if that person:
- (1) has control or joint control over the Association,
 - (2) has significant influence over the Association, or
 - (3) is a member of the key management personnel of the Association or the Association's parent.
- or
- (ii) An entity is related to the Association if any of the following conditions applies:
- (1) The entity and the Association are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Association or an entity related to the Association.
 - (6) The entity is controlled or jointly controlled by a person identified in (i).
 - (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Association or to the Association's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in profit or loss.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

The Association makes estimates and assumptions concerning the future. The resulting accounting estimates may not equal the related actual results. There were no significant accounting judgments or estimates applied in this financial year that might have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities recognised in the financial statements of the Association.

4. REVENUE

An analysis of revenue from contracts with customers is as follows:

	2023 HK\$	2022 HK\$
Annual subscription fee	723,465	723,500
Seminar and conference income	173,700	117,525
Accreditation program income	502,961	873,626
	<u>1,400,126</u>	<u>1,714,651</u>
Timing of revenue recognition		
Over time	836,965	787,500
At a point in time	563,161	927,151
	<u>1,400,126</u>	<u>1,714,651</u>

The performance obligation is satisfied over time for annual subscription fee, accreditation program income (CTP application fee, EPE application fee and annual CTP renewal fee) as the services are rendered over the financial year continuously. The performance obligation is satisfied at a point in time for seminar and conference income, and accreditation program income (TTC course and examination fee).

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

5. SURPLUS BEFORE TAXATION

Auditor's remuneration was HK\$26,500 for the year (2022: HK\$26,500).

6. EXECUTIVE COMMITTEE MEMBERS' REMUNERATION

None of the members of the Executive Committee received or was due any remuneration for services rendered to the Association during the year (2022: HK\$ Nil).

7. INCOME TAX

(a) Tax expense charged to profit or loss

	2023 HK\$	2022 HK\$
Hong Kong profits tax		
Tax expense for the year	<u>15,277</u>	<u>15,748</u>

The assessable profit for the year ended 30 June 2023 is calculated at 16.5% (2022: 16.5%).

(b) Reconciliation between tax expense charged to profit or loss and accounting surplus at applicable tax rates:

	2023 HK\$	2022 HK\$
Surplus before taxation	<u>240,861</u>	<u>517,878</u>
Notional tax on surplus before taxation, calculated at the rate of 16.5% (2022: 16.5%)	39,742	85,449
Tax effect of non-taxable income	(8,740)	(5,782)
Tax effect of non-deductible expense	245	-
Effect of the reduced tax rate (8.25%) under the two-tiered profit tax rates regime	(15,970)	(14,430)
Temporary difference not recognised	<u>-</u>	<u>(49,489)</u>
Tax expense charged to profit or loss at 6.3% (2022: 3.0%)	<u>15,277</u>	<u>15,748</u>
Current tax provision for the year	15,970	14,430
Deferred tax (credited)/charged for the year (note 12)	<u>(693)</u>	<u>1,318</u>
Tax expense charged to profit or loss	<u>15,277</u>	<u>15,748</u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

8. FIXED ASSETS

	Computer equipment HK\$	Total HK\$
<u>30 June 2023</u>		
Cost:		
At 1 July 2022	57,796	57,796
At 30 June 2023	<u>57,796</u>	<u>57,796</u>
Accumulated depreciation:		
At 1 July 2022	49,633	49,633
Charge for the year	4,239	4,239
At 30 June 2023	<u>53,872</u>	<u>53,872</u>
Net book value:		
At 30 June 2023	<u>3,924</u>	<u>3,924</u>
<u>30 June 2022</u>		
Cost:		
At 1 July 2021	55,526	55,526
Additions	2,270	2,270
At 30 June 2022	<u>57,796</u>	<u>57,796</u>
Accumulated depreciation:		
At 1 July 2021	44,726	44,726
Charge for the year	4,907	4,907
At 30 June 2022	<u>49,633</u>	<u>49,633</u>
Net book value:		
At 30 June 2022	<u>8,163</u>	<u>8,163</u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

9. ACCOUNTS AND OTHER RECEIVABLES

All of the account receivables and other receivables are unsecured, interest free and expected to be recovered within one year.

Executive Committee members assessed that the accounts receivables and other receivables approximated to their fair values as at both 30 June 2023 and 30 June 2022, and there is no information indicating that the financial assets had a significant increase in credit risk. Their recoverability was assessed with reference to the credit status of the debtors, and the expected credit losses as at 30 June 2023 and 30 June 2022 were considered to be minimal.

10. TIME DEPOSIT AND CASH AND CASH EQUIVALENTS

	2023 HK\$	2022 HK\$
Cash at bank	1,618,175	1,255,692
Time deposit with original maturity within three months	<u>1,072,067</u>	<u>1,037,325</u>
Cash and cash equivalents	<u><u>2,690,242</u></u>	<u><u>2,293,017</u></u>

The bank balances are maintained with China Construction Bank and Standard Chartered Bank with no recent history of default and earn interest at floating rates based on daily bank deposit rates.

11. RIGHT-OF-USE ASSET AND LEASE LIABILITIES

The Association's right-of-use asset comprises lease for its office used in its operations. The lease term is for two years with no extension or termination options.

On 28 March 2023, the Association entered into lease agreement with Regus HK Management Limited. The lease agreements will come into effect on 1 July 2023 and expire on 30 June 2025.

Buildings	2023 HK\$	2022 HK\$
Opening net book amount	123,403	119,460
Remeasurement of right-of-use asset	343,705	4,162
Depreciation charge	<u>(123,403)</u>	<u>(219)</u>
Closing net book amount	<u><u>343,705</u></u>	<u><u>123,403</u></u>
Costs	593,424	249,719
Accumulated depreciation	<u>(249,719)</u>	<u>(126,316)</u>
Closing net book amount	<u><u>343,705</u></u>	<u><u>123,403</u></u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

11. RIGHT-OF-USE ASSET AND LEASE LIABILITIES (continued)

Maturity profile of lease liabilities

	2023 HK\$	2022 HK\$
Within one year	180,000	128,808
After one year but within 5 years	165,000	-
Lease liabilities (undiscounted)	345,000	128,808
Discount	(19,865)	(3,589)
As at 30 June	325,135	125,219
Current	159,284	125,219
Non-current	165,851	-

The weighted average incremental borrowing rate applied to the lease liabilities recognised at 30 June 2023 was 6% (2022: 5.25%).

Movements of carrying amounts of the lease liabilities

	HK\$
As at 1 July 2021	236,368
Remeasurement of lease liabilities	4,162
Accretion of interest	9,156
Payments	(124,467)
Lease liabilities (discounted)	
as at 30 June 2022 and 1 July 2022	125,219
Remeasurement of lease liabilities	340,135
Accretion of interest	3,589
Payments	(143,808)
As at 30 June 2023	325,135

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

11. RIGHT-OF-USE ASSET AND LEASE LIABILITIES (continued)

Amounts recognised in profit or loss

	2023 HK\$	2022 HK\$
Depreciation expense of right-of-use asset	123,403	219
Interest expense on lease liabilities	<u>3,589</u>	<u>9,156</u>
	<u>126,992</u>	<u>9,375</u>

The Association had total cash outflows in relation to lease liabilities of HK\$143,808 for the year ended 30 June 2023 (2022:HK\$124,467).

12. DEFERRED TAX LIABILITIES

	2023 HK\$	2022 HK\$
At 1 July	1,318	-
Deferred tax (credited)/charged to profit or loss during the year (note 7)	<u>(693)</u>	<u>1,318</u>
Deferred tax liabilities as at 30 June	<u>625</u>	<u>1,318</u>

13. CAPITAL AND RESERVES

Capital Management

The Association's primary objective when managing capital is to safeguard the Association's ability to continue as a going concern, so that it can continue to provide benefits for members and other stakeholders.

The Association is not subject to any externally imposed capital requirements and its activities are mainly funded by annual subscription fees and training and seminar and conference income.

The accumulated surplus of the Association is managed according to the financial management guidelines and procedures of the Association in meeting the objective of the Association with the view of safeguarding the entity's ability to continue as a going concern.

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Exposure to credit and liquidity risks arises in the normal course of the Association's business. The Association's exposure to these risks and the financial risk management policies and practices used by the Association to manage these risks are described below.

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Association has no foreign currency risk because its business is principally conducted in Hong Kong and all of the transactions are denominated in the Association's functional currency.

Credit risk

The Association's exposure to credit risk is primarily attributable to accounts receivables and other receivables. The Executive Committee has a policy of approving all membership applications and monitors unsettled membership fees and other accounts receivable on a periodic basis.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

Substantially all of the cash held by the Association is held by Standard Chartered Bank (Hong Kong) Limited and China Construction Bank with credit rating of A+ and A in reference to Standard and Poor's rating respectively. Bankruptcy or insolvency by the banks may cause the Association's rights with respect to the cash held by the banks to be delayed or limited.

Liquidity risk

The Association's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities to meet its liquidity requirements in the short and longer term. The Association's financial liabilities are interest free and payable within one year or on demand.

The maturity profile of the Association's financial assets and liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	On demand HK\$	Less than 3 months HK\$	3 to 12 months HK\$	1 to 5 Years HK\$	Total HK\$
30 June 2023					
<u>Financial assets</u>					
Account receivables	4,000	-	-	-	4,000
Other receivables	190,627	-	-	-	190,627
Rental deposits	-	-	-	30,000	30,000
Cash and cash equivalents	1,618,175	1,072,067	-	-	2,690,242
	<u>1,812,802</u>	<u>1,072,067</u>	<u>-</u>	<u>30,000</u>	<u>2,914,869</u>
	On demand HK\$	Less than 3 months HK\$	3 to 12 months HK\$	1 to 5 Years HK\$	Total HK\$
<u>Financial liabilities</u>					
Lease liabilities	-	15,000	165,000	165,000	345,000
	<u>-</u>	<u>15,000</u>	<u>165,000</u>	<u>165,000</u>	<u>345,000</u>

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

14. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

	On demand HK\$	Less than 3 months HK\$	3 to 12 months HK\$	1 to 5 Years HK\$	Total HK\$
30 June 2022					
<u>Financial assets</u>					
Other receivables	436,507	-	-	-	436,507
Rental deposits	-	-	20,702	-	20,702
Cash and cash equivalents	1,255,692	-	1,037,325	-	2,293,017
	<u>1,692,199</u>	<u>-</u>	<u>1,058,027</u>	<u>-</u>	<u>2,750,226</u>
	On demand HK\$	Less than 3 months HK\$	3 to 12 months HK\$	1 to 5 Years HK\$	Total HK\$
<u>Financial liabilities</u>					
Lease liabilities	-	-	128,808	-	128,808
	<u>-</u>	<u>-</u>	<u>128,808</u>	<u>-</u>	<u>128,808</u>

15. RELATED PARTY TRANSACTIONS

During the year, the total annual subscription and CTP renewal fees paid by the Executive Committee members were HK\$24,000 (2022: HK\$30,000). There was no seminar and conference income paid by the Executive Committee members (2022: Nil).

Executive Committee members are the key management personnel of the Association. Details of the key management personnel remuneration are included in note 6 to the financial statements.

HONG KONG TRUSTEES' ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

30 June 2023

16. NOTES TO THE STATEMENT OF CASH FLOW

Major non-cash transactions

(a) Reconciliation of lease liabilities arising from financing activities

	HK\$
At 1 July 2022	125,219
Changes from financing cash flows	
Principal portion of lease payments	(140,219)
Other changes:	
Remeasurement of lease liabilities	340,135
Finance charges on lease liabilities	3,589
Interest element on lease payments	(3,589)
	<u>325,135</u>
At 30 June 2023	<u>325,135</u>

17. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Executive Committee on 25 October 2023.

APPENDIX “A”

ARTICLES OF ASSOCIATION

(As adopted by Special Resolutions passed on _____)

of

HONG KONG TRUSTEES’ ASSOCIATION LIMITED

Incorporated the 4th day of June 1991

DEACONS

No. 312619

編號

[C O P Y]

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that

本人茲證明

HONG KONG TRUSTEES' ASSOCIATION LIMITED

is this day incorporated in Hong Kong under the Companies Ordinance, and that this
於本日在香港依據公司條例註冊成為
company is limited.
有限公司。

Given under my hand this Fourth day of June One Thousand Nine
簽署於一九九一年六月四日。

Hundred and Ninety-one.

(Sd.) V. Yam

Mrs. V.YAM

.....
p. Registrar General

(Registrar of Companies)

Hong Kong

香港註冊總署署長暨公司註冊官

(註冊主任任李韻文代行)

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee
without a Share Capital

ARTICLES OF ASSOCIATION

(As adopted by Special Resolutions passed on _____)

OF

HONG KONG TRUSTEES' ASSOCIATION LIMITED

DEFINITIONS

1. In these Articles, unless there be something in the subject or context inconsistent therewith:-

“Annual Subscription”

means the amount payable by Members from time to time for or towards the annual costs and expenses of the Association as decided from time to time by the Executive Committee pursuant to Article 20 hereof.

the **“Articles”**

means these Articles of Association of the Association as from time to time altered or added to in accordance with the Companies Ordinance (Chapter 622) and these Articles.

the **“Association”**

means Hong Kong Trustees' Association Limited. the “Chairman” and the “Vice-Chairman” mean the persons holding those respective offices on the Executive Committee of the Association.

“Corporate Member”

means a Member that is not an individual.

the “**Companies Ordinance**”

means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including any statutory modification thereof from time to time.

“**Entrance Fee**”

any fee payable pursuant to Article 20 hereof.

the “**Executive Committee**”

means the board of directors of the Association appointed or elected pursuant to these Articles.

“**Individual Member**”

means a Member who is an individual.

“**Member(s)**”

means member(s) registered as such with the Association for the time being.

the “**Ordinance**”

means the Trustee Ordinance (Chapter 29).

the “**Registered Office**”

means the registered office for the time being of the Association.

the expressions “**Secretary**” and “**Auditors**”

mean and include the corporation, person or firm for the time being performing the duties of these respective offices.

the “**Seal**”

means the Common Seal of the Association.

“**trust company**”

means a company registered under the Companies Ordinance which has amongst its objects the carrying on and conduct of the business of a trust company, whether registered under the Ordinance or not and “trust companies” shall be construed accordingly.

“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.

Unless the context otherwise requires:-

- (a) reference to any ordinance or any provision in the ordinance includes a reference to that ordinance or a provision thereof as from time to time extended, amended or re-enacted;
- (b) words importing the singular shall include the plural and vice versa;
- (c) words importing the male gender shall include the female and neuter genders;
- (d) words importing a person shall include an individual, partnership, body of persons, a corporation and an institution;
- (e) expressions referred to “in writing” shall be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (f) words or expressions contained in the Articles shall bear the same meanings as in the Companies Ordinance or any statutory modification thereof in force at the date at which the Articles become binding on the Association.

PRELIMINARY

- 2. The articles contained in Schedule 3 to the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Association.

COMPANY NAME

- 3. The name of the Company is HONG KONG TRUSTEES’ ASSOCIATION LIMITED (hereinafter called “the Association”).

OBJECTS

4. The objects for which the Association is established are:-
- (a) To further the general interests of trust companies in Hong Kong, whether registered or otherwise under the Ordinance or such other legislation as shall amend or replace the Ordinance.
 - (b) To establish and raise standards of practice and conduct in the trustee industry in Hong Kong through setting codes of conduct and educational programmes and through such other measures deemed appropriate.
 - (c) To make representations and submissions to and to receive representations from the Hong Kong Government in respect of the carrying on and conduct of the business of trust companies in Hong Kong or such other businesses customarily carried on by trust companies in Hong Kong.
 - (d) To consider, investigate and enquire into all matters and questions connected with or relating to the trust company business or other businesses customarily carried on by trust companies in Hong Kong.
 - (e) To provide a convenient channel for communication between the Hong Kong Government and trust companies in Hong Kong.
 - (f) To act as a consultative body in dealing with the Hong Kong Government on matters related to the carrying on and conduct of trust company business in Hong Kong and such other businesses customarily carried on by trust companies.
 - (g) To collect, circulate and disseminate statistics and information relating to the trust company business or other businesses customarily carried on by trust companies in Hong Kong or otherwise likely to be of interest to Members of the Association.
 - (h) To appear before any legislative, governmental, public or other official body, committee or enquiry or before any court or tribunal on any matter touching or concerning the business of trust companies or businesses customarily carried on by trust companies in Hong Kong.

- (i) To act as a representative consulting and advisory body to the Members of the Association and the professional trustee industry generally and to co-operate and maintain relations with other bodies and organisations governmental or non governmental whether situated in Hong Kong or not in all matters touching or concerning trust company business or such other businesses customarily carried on by trust companies in Hong Kong.
- (j) To provide a meeting place or places for Members of the Association and to adopt such means of publicising or making known the activities of the Association and disseminating information and opinions on all matters touching or concerning trust company business and such other business or businesses customarily carried on by trust companies in Hong Kong, as may be thought fit.
- (k) To establish, subsidise, support, co-operate with or otherwise assist any person or persons or body of persons corporate or unincorporate engaged in any artistic, cultural, benevolent, charitable, welfare or similar activity and to contribute money for and to take part in any such activities as the Executive Committee may think fit.
- (l) To do or cause to be done all such other acts and things as may be conducive to the progress, prosperity and advancement of the general body of Members of the Association.
- (m) To subscribe to and promote the aims and objects of any society, association or body corporate having similar objects to all or any of the objects of the Association and to encourage and support any such society, association or body corporate.
- (n) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property for any of the purposes of the Association.
- (o) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (p) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, entrance fees, Annual Subscriptions or otherwise.

- (q) For the purposes of the Association, to sell, manage, mortgage, lease, dispose of or otherwise deal with all or any part of the property of the Association.
- (r) For the purposes of the Association, to borrow, raise or secure the payment of money in such manner as the Association may think fit.
- (s) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- (t) To make all necessary or appropriate arrangements for carrying on the work of the Association and for this purpose to engage and provide in whole or in part for the salaries including any bonus and gratuities or maintenance of officers, servants and employees.
- (u) To procure the Association to be registered or recognised in any part of the world.
- (v) To adopt such means of making known and advertising the business, objects and purposes of the Association as may be deemed expedient, for the purposes of the Association.
- (w) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Association's assets to defray the necessary costs, charges, and expenses thereof.
- (x) To apply for, promote and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Association or its members; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Association's interests or the interests of its members.

- (y) To do all such other things as may be deemed incidental or conducive to the attainment of the Association's objects or any of them.

Provided that:-

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;
 - (ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (z) To encourage and enable, by guidance, the Members of the Association to comply with all applicable and desirable legislation, regulations, and guidance in Hong Kong relating to the conduct of their business in the ambit of the trustee industry in Hong Kong and, to the extent permitted by law, monitor and regulate the practices of such Members of the Association with a view to promoting the objects of the Association and in the interests of the trustee industry in general.

LIABILITIES AND CONTRIBUTION OF MEMBERS

5. The income and property of the Association wheresoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member of the Association, in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate for the time being established by the Hong Kong Association of Banks, whichever is the greater, on money lent or reasonable and proper rent for premises demised or let by any Member to the Association.
6. The liability of the Members is limited.
7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while it is a Member, or within 1 year after it ceased to be a Member, for payment of the debts and liabilities of the Association contracted before it ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment

of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$100.

WINDING UP

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

MEMBERS

9. The number of Members with which the Association proposes to be registered is 500, but the Executive Committee may from time to time register an increase of Members.
10. The membership of the Association shall consist of trust companies registered with the Registrar of Companies pursuant to section 79 of the Ordinance and other persons, firms and companies interested in the objects of the Association.
11. There shall be 2 classes of Members: (i) Individual Members and (ii) Corporate Members, with the same rights and obligations, unless otherwise specified in these Articles.

ADMISSION OF MEMBERS

- (a) Any corporation which is a trust company registered under section 79 of the Ordinance and any other person, company or firm interested in the objects of the Association in Hong Kong may apply to become a Member of the Association.
- (b) An application to become a Member of the Association shall be made in such manner and in such form as may from time to time be prescribed by the Executive Committee.

- (c) The power to approve or disapprove an application to become a Member shall be in the hands of the Executive Committee which may disapprove any application without giving any reason therefor.
 - (d) An applicant that is a body corporate shall apply to be a Corporate Member and an applicant who is an individual shall apply to be an Individual Member.
13. Any person who has applied for membership of the Association in the prescribed manner and whose application has been approved by the Executive Committee shall become a Member.
 14. A Member shall upon admission as a Member pay an Annual Subscription in accordance with Article 20 or if the Executive Committee so determines a proportion thereof for persons who are admitted other than at the commencement of the period covered by the relevant subscription. Annual Subscriptions shall not be refundable under any circumstances.
 15. A Member shall have the following rights:-
 - (a) the right to receive notices of general meetings of the Association;
 - (b) the right to attend and vote at general meetings of the Association; and
 - (c) subject to Article 49A, the right to participate in the election of and to stand for election as a member of the Executive Committee, provided always that an Individual Member shall not be eligible to stand for election to the Executive Committee if for the time being his employer, or otherwise a corporation of which he is an officer, is a member of the Executive Committee as a Corporate Member.

CESSATION OF MEMBERSHIP

16. A Member shall cease to be a Member if:-
 - (a) the Member has failed to pay the Entrance Fee (if any) and Annual Subscription payable upon admission as a Member within the period required by the Executive Committee for payment thereof unless the Executive Committee shall resolve to extend the period for payment either before or after the expiry of such period and payment is made within such extended period; or

- (b) the Corporate Member has passed a resolution to wind itself up or has compounded with its creditors or winding-up petition is presented against it (except for the purpose of amalgamation or reconstruction); or
 - (c) the Member has been removed from membership in accordance with the Articles; or
 - (d) the Member has resigned in accordance with Article 18 hereof.
- 17. A Member may be removed from membership by resolution of the Executive Committee.
- 18. A Member may resign from membership of the Association by notice in writing to the Executive Committee delivered to the Registered Office. Such resignation shall take effect on the later of the date of such delivery or any date specified in the notice.
- 19. Cessation of membership for whatever cause shall not affect the liability of the Member to pay any Entrance Fee, Annual Subscription, levy or other amount due at the date of cessation of membership.

FEES SUBSCRIPTIONS AND LEVIES

- 20. (a) Each Member shall pay to the Association an Annual Subscription of such sum as may from time to time be fixed by the Executive Committee. Annual subscriptions shall be for such period of 12 calendar months as may be fixed by the Executive Committee and shall be payable in advance by 1 installment on or prior to the due date therefor fixed by the Executive Committee. The Executive Committee may determine at any time and from time to time to change the months for which an Annual Subscription is due and in such case, may determine to pro-rate the amount paid or payable by Members to take account thereof. Where a Member is admitted to membership on a date other than the commencement of the period for which the Annual Subscription is due, the Annual Subscription payable for that period shall be such sum as the Executive Committee may determine whether being a pro-rata part of the Annual Subscription payable for the full period calculated to the beginning of the month in which the Member is so admitted or otherwise.

- (b) The Executive Committee may from time to time impose a levy or levies on the Members. The levy shall be payable in addition to the Annual Subscription. Where a levy is imposed as aforesaid, the Members shall pay the same on or before such date as may be stipulated by the Executive Committee.
- (c) The Executive Committee may require an applicant for membership to pay a fee on joining the Association as an entrance fee. The Entrance Fee shall be payable in addition to the Annual Subscription.

MEMBERS ACTING BY REPRESENTATION AT GENERAL MEETINGS

- 21. (a) A Corporate Member may authorise by notice in writing to the Executive Committee such person as it thinks fit to act as its representative at any meeting or meetings of the Association and the person so authorised shall be entitled to exercise all the powers of the Corporate Member which he represents for the general meeting for which he is so appointed (if specified in the notice) and otherwise until the Corporate Member revokes such authorisation by notice in writing to the Executive Committee. Unless other notice is given, where a Corporate Member has appointed a person for election as a member of the Executive Committee for the purposes of Article 52 such person shall be deemed appointed as the representative of the Corporate Member to attend at general meetings of Corporate Members.
- (b) A person authorised to be a Member's representative shall complete such form and provide such particulars to the Executive Committee as the Executive Committee may from time to time stipulate.

GENERAL MEETINGS

- 22. Subject to Sections 611, 612 and 613 of the Companies Ordinance, the Association shall hold a general meeting in respect of each financial year as its annual general meeting at such time as may be determined by the Executive Committee, and shall specify the meeting as such in the notices calling it.
- 23. All general meetings of Members are general meetings, including annual general meeting.

24. The Executive Committee may, whenever it thinks fit, convene a general meeting. General meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as is provided by Sections 556 to 568 of the Companies Ordinance. If the Executive Committee does not call a general meeting in accordance with Section 567 of the Companies Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of the Members, may themselves call a general meeting in accordance with Section 568 of the Companies Ordinance.

NOTICE OF GENERAL MEETINGS

25. 21 days' notice in writing at the least of every annual general meeting and 14 days' notice in writing at the least of every other general meeting, specifying (a) either or both of the physical venue of the meeting and the virtual meeting technology to be used for holding the meeting (and if the general meeting is to be held in 2 or more physical venues, the principal venue of the general meeting and the other venue or venues of that general meeting); (b) the day and time of the general meeting; and (c) the general nature of the business to be dealt with at that general meeting; shall be given in the manner hereinafter mentioned to such persons as are under these presents or under the Companies Ordinance entitled to receive such notices from the Association. The notice convening an annual general meeting shall specify the meeting as such. The notice convening a general meeting to move a resolution shall include notice of that resolution or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of that resolution.
26. The period of notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given and shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to the Members; provided that a general meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other general meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the Members entitled to attend and vote at that meeting.

27. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or the proceedings of any business transacted at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

28. The business generally transacted at an annual general meeting may include the consideration of reporting documents, and the reports of the Board, and of the auditors, the election of Executive Committee in place of those retiring, and the appointment and the fixing of the remuneration of auditors.
29. Attendance of any Member at any general meeting shall be by way of one of the following means: (i) attendance in person; or (ii) attendance by using the virtual meeting technology specified in the notice of the meeting; or (iii) attendance by other lawful electronic means and in such manner as may be agreed by the Association in general meeting. For the avoidance of doubt, this shall not preclude the holding of any general meeting at which some Members attend in person and some Members attend via virtual meeting technology or other lawful electronic means.
30. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
31. The quorum at any general meeting shall not be less than 10 Members present in person or by proxy or by representative. A person who attends a general meeting by using the virtual meeting technology specified in the notice of the meeting, or by other lawful electronic means and in such manner as may be agreed by the Association in general meeting is to be regarded as being present while so attending.
32. If within 15 minutes from the time appointed for holding a general meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned. The chairman of the meeting shall determine the day and time of the adjourned meeting, and either or both of the physical venue of the adjourned meeting and the virtual meeting technology to be used for holding the adjourned meeting. If 2 or more physical venues are determined, the chairman shall determine the principal venue and the other venue or venues of the adjourned meeting. If at the adjourned general meeting a quorum is not present within half an hour from

the time appointed for the meeting, then the Members present in person or by proxy or by representative shall be a quorum.

33. The Chairman or, failing him, the Vice-Chairman shall preside at every general meeting but if there is no such Chairman or Vice-Chairman, or if at any general meeting he is not present at the time appointed for holding that meeting, or is unwilling to preside, the Members present shall choose one of their number present to preside.
34.
 - (a) The chairman of any general meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the general meeting from time to time, but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a general meeting is adjourned for 10 days or more, notice of the adjourned general meeting shall be given in the same manner as in the case of the original meeting.
 - (c) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting. If no notice of an adjourned meeting is given, a person who attends the adjourned meeting by using the virtual meeting technology determined by the chairman under Article 25 is to be regarded as being present while so attending.
35. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 2 Members present in person having the right to vote at the meeting, and, unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
36. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company must record in the minutes of the meeting of the Association result of the poll in accordance with the Companies Ordinance.

37. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
38. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
39. Notwithstanding the statutory procedures in the Companies Ordinance relating to passing of written resolution, the Association may also pass written resolution of Members if upon receipt of the written resolution circulated by the members of the Executive Committee, all eligible Members entitled to vote on the resolution signify agreement to the written resolution in accordance with this Article. A resolution in writing signed or otherwise agreed by all Members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations, by a director thereof or by their duly authorised representative) shall be treated as a resolution duly passed at a general meeting of the Association duly convened and held, and, where relevant, as a special resolution so passed. Any such resolution may consist of several documents in the like form, each signed or agreed by one or more persons. The written resolution, duly signed or agreed, shall be returned or sent to the Association in hard copy form or in electronic form to an address specified for the purpose from time to time by the Association.

VOTES OF MEMBERS

40. Every Member shall have 1 vote, provided always that where an Individual Member is an employee or officer of a Corporate Member, he shall not have any vote or right to vote unless he is the duly authorised representative of that Corporate Member and, when he so exercises his right to vote, he shall do so not in his name but in the name of the Corporate Member.
41. Votes may be given in person, by proxy or by representative.
42. The instrument appointing a proxy shall be in writing under the hand of the appointor or its attorney duly authorised in writing either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member.
43. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office or in such other place within Hong Kong as is specified for that purpose

in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- 44. An instrument appointing a proxy shall be in such form as shall be prescribed by the Executive Committee.
- 45. A vote or poll demanded by proxy or by the duly authorised representative of a corporate Member shall be valid notwithstanding the previous revocation of the authority of the person voting or demanding a poll provided that no intimation in writing of such revocation as aforesaid shall have been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

EXECUTIVE COMMITTEE

- 46. Subject to Articles 49 and 50, the Executive Committee shall consist of not less than 3 Members. The maximum number of members shall be determined by a simple majority of the members of the Executive Committee of the Association from time to time.
- 46A. The Executive Committee shall be composed of a simple majority of Corporate Members for the time being. Notwithstanding anything in these Articles, an Individual Member may only be appointed a member of the Executive Committee in his own name as an Individual Member if at the time he stands for election to the Executive Committee or is otherwise nominated to take up such an appointment he is not employed by or otherwise an officer of a Corporate Member. For the avoidance of doubt, nothing in this Article 46A shall prevent an Individual Member from being the duly authorised representative of a Corporate Member of which he is an employee or officer on the Executive Committee.
- 47. At each general meeting of the Association, all the members of the Executive Committee shall retire from office but shall be eligible for re-election.

48. The Executive Committee shall within 60 days of each annual general meeting of the Association send a notice to each Member requesting such Member to indicate by notice in writing to the Association prior to the date for such annual general meeting whether such Member is willing to be elected as a member of the Executive Committee or, in the case of a Corporate Member, to nominate a person to be elected as a member of the Executive Committee in accordance with Article 52. Any Member who does not so indicate within 7 days prior to such annual general meeting shall be deemed to be unwilling to be so elected unless such Member indicates otherwise to the Executive Committee or at the annual general meeting and the chairman of such meeting decides that such Member may so stand for election to the Executive Committee or the person nominated by such Member may be elected as a member of the Executive Committee.
49. At each annual general meeting of the Association a new Executive Committee shall be elected from amongst the Members who by notice under Article 48 have indicated a willingness to be so elected or, in the case of Corporate Members, have nominated a person to be elected as a member of the Executive Committee.
- 49A. An Individual Member may only be eligible for appointment as an Individual Member of the Executive Committee if he has for at least 12 months prior to his candidacy or nomination as the case may be, served satisfactorily, as determined in the reasonable discretion of the Executive Committee for the time being, as a member of a sub-committee of the Association. For the avoidance of doubt nothing in this Article 49A shall apply to an Individual Member or other person who is designated a representative of a Corporate Member.
50. The Executive Committee shall have power to co-opt a Member or a person nominated by a Corporate Member onto the Executive Committee, either to fill a casual vacancy or as an addition to the existing members of the Executive Committee, but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number so determined in accordance with Article 46 or the proportion of Individual Members and Corporate Members stipulated in Article 46A.
51. If the minimum number of members of the Executive Committee under Article 46 is not filled by election at any general meeting of the Association, the vacancy shall be treated as a casual vacancy and the member or members of the Executive Committee who has or have been elected shall have power to co-opt a Member or Members or a person or persons nominated by a Corporate Member or Corporate Members to fill such vacancy, subject to Article 46A.

52. Each Corporate Member shall nominate in writing a person as it may decide (who shall be any one of its chairman, chief executive officer, managing director, officer in charge or other most senior executive engaged in its trust business in Hong Kong) for election as a member of the Executive Committee, and may withdraw and substitute any such nomination at any time.
53. The nomination in writing of a person for election as a member of the Executive Committee by a Corporate Member shall be delivered to the Association.
54. The Executive Committee shall elect from amongst their number the Chairman and Vice-Chairman.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

55. The business of the Association shall be managed by the Executive Committee, who may pay all expenses incurred in setting up and registering the Association.
56. The Executive Committee may exercise all such powers of the Association as are not by the Companies Ordinance, or by the Articles, required to be exercised by the Association in general meeting, subject nevertheless to any requirements of the Articles, to the provisions of the Companies Ordinance, and to such regulations, being not inconsistent with the aforesaid requirements or provisions, as may be prescribed by the Association in general meeting, provided however that no such regulation shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
57. The Executive Committee shall have power from time to time to adopt and make, alter or revoke, rules for the regulation of the affairs of the Association.
58. All such rules for the time being in force shall be binding upon all Members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by an ordinary resolution of the Association.
59. No Member shall be absolved from compliance with such rules by reason of he or it not having received a copy of the same, or of any alterations or additions thereto, or having otherwise no notice of them.

60. The Executive Committee shall cause minutes to be made in books provided for the purpose of recording:-
- (a) the names of members of the Executive Committee present at each meeting of the Executive Committee and of any committees of such Executive Committee; and
 - (b) all resolutions and proceedings of all meetings of the Association and of the Executive Committee, and of any committees of the Executive Committee.
61. The Executive Committee shall have power to appoint a sub-committee or advisory committees to deal with or advise the Executive Committee on any technical or specialised matter touching or concerning any matter.
62. The members of any such sub-committee or advisory committee need not be members of the Executive Committee or Members of the Association.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

63. The office of a member of the Executive Committee shall be vacated, if such member of the Executive Committee:-
- (a) resigns the office by notice in writing to the Association; or
 - (b) does not attend at more than 3 consecutive meetings of the Executive Committee without leave of absence from the Chairman or Vice-Chairman; or
 - (c) ceases to be a Member or ceases to be the nominated person or qualified to be the nominated person of a Corporate Member for the purposes of Article 52.
64. A member of the Executive Committee shall not vote in respect of any contract in which he or she is or may be financially interested or any matter arising thereout, and if he or she does so his or her vote shall not be counted.
65. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Executive Committee from voting at a meeting of the Executive Committee or of a committee of the Executive Committee.

66. A member of the Executive Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

67. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and may on establishing any sub-committee or advisory committee regulate the meetings thereof as the Executive Committee thinks fit.
68. Questions arising at any meeting shall be decided by a majority of votes. Every member of the Executive Committee shall have 1 vote.
69. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
70. An Executive Committee member may, and the Secretary on the requisition of an Executive Committee member shall, at any time summon a meeting of the Executive Committee.
71. Each Executive Committee member shall be entitled to not less than 7 days' notice in writing of any meeting of the Executive Committee, provided however that the giving of such notice may be waived in any particular case by such Executive Committee member, which waiver shall be confirmed in writing. Notice in writing may be given by electronic means if the Executive Committee member has provided the electronic mail address.
72. 3 members of the Executive Committee shall form a quorum necessary for the transaction of the business of the Executive Committee. A meeting of the Executive Committee may be held by means of such electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone or video conferencing, or other electronic means) which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
73. If within half an hour from the time appointed for the meeting of the Executive Committee a quorum is not present, or if during such a meeting a quorum ceases to be present, the meeting of the Executive Committee shall be adjourned to the same time on the following day, or to such other day as the Chairman or, failing him, the Vice- Chairman may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the members of the Executive Committee present shall be a quorum.

74. The continuing Executive Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to the Articles, the continuing Executive Committee members may act for the purpose of increasing the number of Executive Committee members to that number, or of summoning a general meeting of the Association, but for no other purpose.
75. If at any meeting of the Executive Committee the Chairman is not present at the time appointed for holding the same, the Vice-Chairman shall be chairman of the meeting. If neither the Chairman nor the Vice-Chairman is present at the time appointed for holding the meeting, the Executive Committee members present may choose one of their number to be chairman of the meeting.
76. All acts done by any meeting of the Executive Committee or of a committee of the Executive Committee, or by any person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, or that the proportion of Corporate Members and Individual Members stipulated in Article 46A was not fulfilled, be as valid as if every such person had been duly appointed and was qualified to be a member.
77. A resolution in writing signed or otherwise agreed by all members of the Executive Committee for the time being or of such committee of the Board which is entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. A written notification of confirmation of such resolution in writing sent by a member of the Executive Committee shall be deemed to be his agreement to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents in like form, each signed in such manner as to indicate, expressly or impliedly, unconditional approved by one or more member of the Executive Committee.
78. A resolution passed via a teleconference call or other electronics means as agreed upon by all members of the Executive Committee shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held.

79. A resolution passed by means of sending of electronic mail by all members of the Executive Committee to the Chairman of the Executive Committee shall be as effective as a resolution passed at a meeting of the Executive Committee duly convened and held, and may consist of more than one electronic mail in the like form, each sent by the members of the Executive Committee.

THE SEAL

80. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and not less than 2 members of the Executive Committee or such other person or persons as the Executive Committee may from time to time by resolution appoint for the purpose shall sign every instrument to which the Seal of the Association is so affixed.
81. Without prejudice to the provisions in Article 80, a document signed with the authority of a resolution of the members of the Executive Committee, by any 2 members of the Executive Committee, or any member and the Secretary of the Executive Committee, expressed in whatever words, to be executed by the Association as a deed has the same effect as if executed under the Seal.

ACCOUNTING RECORDS

82. The Executive Committee shall cause proper accounting records to be kept with respect to:-
- (a) all sums of moneys received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and
 - (b) the assets and liabilities of the Association.
83. (A) The accounting records shall be kept at the Registered Office or at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of members of the Executive Committee at all times in accordance with the Companies Ordinance and without charge.
- (B) Such accounting records may be kept in hard copy form or electronic form; and in such manner as the members of the Executive Committee thinks fit. If the accounting records are kept by the Association otherwise than by making entries in a bound book, the

members of the Executive Committee must take adequate precautions to guard against falsification and take adequate steps to facilitate the discovery of a falsification.

84. The Executive Committee may from time to time determine whether and to what extent and at what times and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of Members (not being Executive Committee members) and no Member (not being an Executive Committee member) shall have any right of inspection of any accounting records or documents of the Association except as conferred by statute or authorised by the Executive Committee or by the Association in a general meeting.
85. The Executive Committee shall from time to time in accordance with the Companies Ordinance cause to be prepared and to be laid before the Association in general meeting such reporting documents for the financial year as are referred to in the relevant sections.
86. A copy of every statement of financial position (including every document required by law to be annexed thereto) which is to be laid before the Association in an annual general meeting together with a copy of the Auditor's report shall not less than 21 days before the date of the meeting be sent to all Members.

AUDIT

87. Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance.

SECRETARY

88. The Executive Committee shall appoint a Secretary of the Association for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Executive Committee.

NOTICES

89. (a) Any notice or other communication between the Association or any Member or a member of the Executive Committee may be given personally or effected in writing or by any other means in the form of an electronic record at the recipient's postal or electronic address, or by making it available on the website of the Association in accordance with Section 833 of the Companies Ordinance. Any such notice and any

other document (where appropriate) may be served or delivered by the Association on or to any Member or a member of the Executive Committee by sending it through the post in a prepaid envelope addressed to such person at its registered address as appearing in the Register of Members or at any other address supplied by that person to the Association for the giving of notices or, as the case may be, by transmitting it to any such address or transmitting it to any facsimile transmission number or other electronic means supplied by that person to the Association for the giving of notices or in the case of a facsimile transmission, a number which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by that person.

- (b) Any notice, document or information given or issued by or on behalf of the Association to another person shall:-
- (i) if sent or supplied by post, be regarded as being received by that other person on the second business day after the day on which the notice, document or information is sent or supplied, or otherwise in accordance with the Companies Ordinance, and in proving such service it shall be sufficient to prove that the envelope containing the notice, document or information was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Executive Committee that the envelope containing the notice, document or information was so properly prepaid, addressed and put into such post office shall be conclusive evidence thereof;
 - (ii) if sent or supplied by electronic means, be regarded as being received by that other person at the time when the notice, document or information is sent or supplied or otherwise in accordance with the Companies Ordinance;
 - (iii) if sent or supplied by hand, be regarded as being received by that other person at the time when the notice, document or information is delivered; or
 - (iv) if sent or supplied via the website of the Association, be regarded as being received by that other person 48 hours after the notice, document or information is first made available on the website or after receipt of notice of the available date (whichever is the later).

INDEMNITY

90. Subject to and so far as permitted by Section 469 of the Companies Ordinance, every member of the Executive Committee, the Chairman, the Vice-Chairman, the Secretary and every other officer or servant of the Association shall be indemnified out of the funds of the Association against all liability incurred by him or her as a member of the Executive Committee, Chairman, Vice-Chairman, Secretary or such other officer or servant other than the Association in connection with any negligence, default, breach of duty or trust relating to the Association.
91. The Association may purchase and maintain for any member of the Executive Committee, the Chairman, the Vice-Chairman, the Secretary and every other officer or servant of the Association (each an “Officer”):
- (a) insurance against any liability to the Association, an associated company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Association or an associated company; and
 - (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Association or an associated company.
92. (a) Subject to the Companies Ordinance, any permitted indemnity provision made by the Association under these Articles or the Companies Ordinance to the Executive Committee members or former members of the Executive Committee is subject to disclosure in the relevant Directors’ report.
- (b) The Association shall keep, and made available for inspection by any Member, in its Registered Office a copy, or document setting out the terms of any permitted indemnity provision in accordance with the Companies Ordinance.

The following table sets out the details of the Initial Subscribers of the Company:

<u>Names, Addresses and Descriptions of Subscribers</u>			
1.	American International Assurance Company (Trustee) Limited	1 Stubbs Road American International Assurance Building Hong Kong	Represented by:- (Mr. G.R.S. Crichton) Corporation
2.	Bank of East Asia (Trustees) Limited	314-324 Hennessy Road P.O. Box 31 General Post Office Hong Kong	Represented by:- (Mr. Ng Pui-lam) Corporation
3.	Bermuda Trust (Far East) Limited	39th Floor Edinburgh Tower The Landmark Hong Kong	Represented by:- (Mr. Austin J. O'Connor) Corporation
4.	Dao Heng Bank Trustee Limited	12A, Dao Heng Bank Building 17-19 Bonham Strand Hong Kong	Represented by:- (Mr. Choy C.H.) Corporation
5.	European Pacific Trust Company (Hong Kong) Limited	1002 Bank of America Tower 10th Floor 12 Harcourt Road Hong Kong	Represented by:- (Mr. Gary F. Phair) Corporation

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| 6. | Hongkong Bank Trustee Limited | 2nd Floor
China Building
29 Queen's Road
Hong Kong | Represented by:-

(Mr. Jonathan Hubbard)
Corporation |
| 7. | International Bank of Asia (Trustee) Limited | International Bank of Asia Building
38 Des Voeux Road
Central
Hong Kong | Represented by:-

(Mr. Ivan Young)
Corporation |
| 8. | Kleinwort Benson (Hong Kong) Trustees Limited | 40th Floor
Gloucester Tower
The Landmark
11 Pedder Street
Hong Kong | Represented by:-

(Mr. Robert Henry James Turner)
Corporation |
| 9. | Matheson Trust Company (Hong Kong) Limited | 32nd Floor
World Trade Centre
Causeway Bay
Hong Kong | Represented by:-

(Mr. Andrew Cleeton)
Corporation |
| 10. | N.T. Butterfield Trustee (Bermuda) Limited | 26th Floor
Bank of China Tower
No. 1 Garden Road
Hong Kong | Represented by:-

(Mr. Hamish B. Macpherson)
Corporation |
| 11. | Nanyang Commercial Bank Trustee Limited | 151 Des Voeux Road
Central
Hong Kong | Represented by:-

(Ms. Tsui Sin Yi, Jenny)
Corporation |

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| 12. | National Mutual Trustees Limited | 8th Floor
Sun Hung Kai Centre
30 Harbour Road
Hong Kong | Represented by:-

(Ms. M.K. Cheng)
Corporation |
| 13. | The Royal Bank of Canada Trust Company (Asia) Limited | 3602-4
Gloucester Tower
The Landmark
11 Pedder Street
Central, Hong Kong | Represented by:-

(Ms. Chan Shun-Yee, Elsie)
Corporation |
| 14. | Standard Chartered Bank Hong Kong Trustee Limited | 8th Floor
Wheelock House
20 Pedder Street
Hong Kong | Represented by:-

(Mr. Paul Barker)
Corporation |
| 15. | Sun Hung Kai Securities (Trustees) Limited | 3rd Floor
Admiralty Centre
18 Harcourt Road
Hong Kong | Represented by:-

(Mr. Yip Lai Shing)
Corporation |
| 16. | Tyndall Trust International (Asia) Limited | Room 12-14
New Henry House
1 st Floor
10 Ice House Street
Hong Kong | Represented by:-

(Mr. Derek Andrew)
Corporation |

Dated this 15th day of May 1991.

Witness to the above signatures:-

(Sd.) William Andrew Ahern
Solicitor
5th Floor, Alexandra House
Hong Kong