

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Immaculate Heart of Mary Alumni Association Limited (“Company”) will be held at Hall, Immaculate Heart of Mary College, Jing Ming Chuen, Shatin, New Territories, Hong Kong at 3:00p.m. on 10th July 2010 for the purpose of considering and, if thought fit, approving with or without modification, the following resolution:

SPECIAL RESOLUTION

(1) IT IS RESOLVED that the Memorandum and Articles of the Association be amended as follows and that the attached amended Memorandum and Articles of Association amended pursuant to the proposed amendments be approved and adopted and the Council be and is hereby authorised to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company :

1. Clause 2
To replace the word “situate” with “situated”.
2. Clause 3(a)
To replace the words “foster, promote and further friendship, relationship, fellowship and better understanding amongst” with “gather” and add the words “for promotion and support of the principles and objectives of the School” at the end of the clause.
3. Clause 3(c)
 - a. To insert the words “non-profit making” before the word “lectures” in the 4th line.
 - b. To delete the word “or indirectly” in the last line.
4. Clause 3(e)
To insert the words “Subject to Clause 5 hereof,” at the beginning of the clause.
5. Clause 3(e) and 3(q)
To replace the word “purpose(s)” with “object(s)” whenever it appears.
6. Clause 3(f)
 - a. To delete the words “which the Association may think necessary or convenient”.
 - b. To delete the word “plantations” in the 4th line.
7. Clause 3(g)
 - a. To insert the words “In furtherance of the objects of the Association but not otherwise,” at the beginning of the clause.

附件一

- b. To delete the word “advance money to”.
8. Clause 3(h)
The whole Clause be deleted
 9. Clause 3(i)
 - a. To insert the words “non-profit making” before the word “periodicals”.
 - b. To delete the words “which may be thought desirable”.
 - c. To replace the word “interests” with “objects”.
 - d. To delete the words “and its members and others interested in the objects of the Association”.
 10. Clause 3(j)
The whole Clause be deleted.
 11. Clauses 3(k) and 3(s)
To replace the words “may seem” with “are” whenever they appear.
 12. Clause 3(l)
 - a. To replace the words “be beneficial to” with “further the objects of”.
 - b. To replace the words “Provided that no ... objects of the Association” with “and provided that such associations or clubs shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof”
 13. Clause 3(m)
 - a. To delete the words “or public” in the 1st line.
 - b. To insert the words “having objects similar to the Association provided that the charitable body, institution, society or club shall prohibit the distribution of its income and property amongst its members to an extend at least as great as is imposed on the Association under or by virtue of Clause 5 hereof” after the word “club”.
 - c. To insert the words “Subject to Clause 5 hereof,” before the words “to give pensions”.
 - d. To delete the word “may” and the words “or have been connected with the Association’s activities”.
 - e. To amend the words “to wards” with “towards” and the word “from” with “form”.
 14. Clauses 3(o) and 3(p)
To replace the words “such manner” with “a reasonable and prudent manner” whenever they appear.

附件一

15. Clause 3(p)

- a. To delete the words “or debenture stock (perpetual or otherwise)”.
- b. To delete the words “or any other person ... as the case may be”.

16. Clause 3(q)

To delete the words “and for such other purposes as the Association may think necessary”.

17. Clause 5

- a. To insert the words “not being a member of the Council or the governing body of the Association” before the words “in return for”.
- b. To insert the words “but so that no member of the Council or the governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money’s worth shall be given by the Association to any member of the Council or the governing body except repayment of out-of-pocket expenses and interest at abovementioned rate on money lent or reasonable and proper rent for premises demised or let” at the end of the clause.

18. Clause 8

To insert the words “or 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 Clause 5 above, 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 High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object” at the end of the clause.

19. Clause 3(v)

To insert a new Clause 3(v) “The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) are hereby excluded” after clause 3(u).

Articles of Association

20. Article 2

To replace the words “to be 500,000” with “not to exceed 5,000”

21. Article 41 and 42(i)

附件一

To replace the word “business” with “operation” whenever it appears.

22. Articles 42(e) and 46

To insert the words “Subject to Clause 5 of the Memorandum of Association,” at the beginning of the articles.

23. Article 47(b)

To delete the words “without the consent of the Association in general meeting” and the word “other”.

24. Article 50

- a. To insert the words “In furtherance of the objects of the Association but not otherwise,” at the beginning of the article.
- b. To delete the words “debenture stock”.
- c. To delete the words “or of any third party” in the last line.
- d. To insert the words “in a reasonable and prudent manner” at the end of the article.

25. Article 56

To replace the words “profit and loss accounts” in the 3rd line with “income and expenditure statements”.

26. Others

To insert a new Article 46A that “The members of the Council shall not vote on matters which they are interested” after Article 46.

(2) IT IS FURTHER RESOLVED that the Company does apply for exemption from tax under section 88 of the Inland Revenue Ordinance for being a non-profitable association and the Council be and is hereby authorised to deal with on behalf of the Company the relevant filing and application procedures and other related issues arising from the said application.

By order of the Council
Immaculate Heart of Mary Alumni Association
Limited
Annie S.W. Chan
Company Secretary

Hong Kong
20th June 2010

Notes

附件一

- (1) A full member entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a full member of the Company. In the event of a proxy be appointed, full members are advised to use the proxy form attached hereto.