

Notice to Board Meeting

[COMPANY NAME]

NOTICE is hereby given that a directors' meeting of the company will be held at []
on [] at [] for the following purposes:-

(a) To

(b) To

By Order of the Board

Director/Secretary

Dated

[COMPANY NAME]
(the “Company”)
(Incorporated in Hong Kong with limited liability)

MINUTES OF THE MEETING OF DIRECTORS OF THE COMPANY HELD AT []
ON [] AT []

PRESENT

[List directors present]

CHAIRMAN

[] was the chairman of the meeting.

NOTICE AND QUORUM

The notice convening the meeting was taken as read. The chairman declared that a quorum of directors was present at the meeting.

.....

END OF MEETING

This concluded the business of the meeting.

[COMPANY NAME]
(the “Company”)
(Incorporated in Hong Kong with limited liability)

RESOLUTIONS IN WRITING OF ALL THE MEMBERS OF THE COMPANY IN LIEU OF THE [] ANNUAL GENERAL MEETING PURSUANT TO SECTIONS 111(6) AND 116B OF THE COMPANIES ORDINANCE

1. REPORTS AND AUDITED FINANCIAL STATEMENTS

NOTED THAT the audited financial statements of the Company for the year ended [] together with the directors’ and independent auditors’ reports thereon have been sent to the members of the Company pursuant to Section 111(6) of the Companies Ordinance.

RESOLVED THAT the audited financial statements of the Company for the year ended [] together with the directors’ and independent auditors’ reports thereon be and are hereby accepted and adopted.

2. DIRECTORS

NOTED THAT there being no rotational provisions in the Company’s Articles of Association, all the existing directors continue in office.

3. AUDITORS

RESOLVED THAT [], being eligible and having offered themselves for re-appointment, be and is hereby re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting or the date on which the members’ written resolutions in lieu of such an annual general meeting are passed, at a fee to be agreed with the directors.

4. NOTICE TO AUDITORS

NOTED THAT the Company’s Auditors, [], had been notified of the contents of these resolutions pursuant to Section 116BA of the Companies Ordinance.

Dated this day of ,

Name

[COMPANY NAME]

(the “Company”)

(Incorporated in Hong Kong with limited liability)

**RESOLUTIONS IN WRITING OF THE MEMBERS OF THE COMPANY PASSED
PURSUANT TO SECTION 116B OF THE COMPANIES ORDINANCE**

**SPECIAL RESOLUTION – AMENDMENT TO MEMORANDUM &
ARTICLES OF ASSOCIATION**

RESOLVED THAT the following resolution be passed as a Special Resolution of the Company:

"That the objects clause of the Company’s Memorandum and Articles of Association be amended by changing Clause 3(a) of the Memorandum of Association as follows:

3. The objects for which the Foundation is established are:
 - (a) To establish, maintain and/or manage a non-profit making school or schools in Hong Kong and to establish, maintain and/or manage, on a non-profit making basis, a school or schools in Greater China.”

We, the undersigned, being all the members of the Company, pursuant to Sections 116 and 116B of the Companies Ordinance, hereby give our consent to and approval of the above written resolutions.

[Name]

Dated:

[COMPANY NAME]

(the “Company”)

(Incorporated in Hong Kong with limited liability)

**RESOLUTION IN WRITING OF THE SOLE DIRECTOR OF THE COMPANY
PURSUANT TO ARTICLE [] OF THE COMPANY’S ARTICLES OF ASSOCIATION**

FINANCIAL YEAR END

RESOLVED THAT the financial year end of the Company be fixed on 31st December of every calendar year.

Dated this the

[NAME]
Sole Director

[COMPANY NAME]

(the “Company”)

(Incorporated in the Hong Kong SAR with limited liability)

**RESOLUTION IN WRITING OF THE SOLE MEMBER OF THE COMPANY
PASSED PURSUANT TO THE COMPANY'S ARTICLES OF ASSOCIATION AND
SECTION 116B OF THE COMPANIES ORDINANCE**

CHANGE OF NAME

RESOLVED AS A SPECIAL RESOLUTION THAT subject to the approval of the Registrar of Companies, the name of the Company be changed from “A LIMITED” to “B Limited”.

Dated this the

[NAME]
Sole Member

[COMPANY NAME]
(the “Company”)
(Incorporated in Hong Kong with limited liability)

**RESOLUTIONS IN WRITING OF ALL THE DIRECTORS OF THE COMPANY
PURSUANT TO ARTICLE [] OF THE COMPANY’S ARTICLES OF
ASSOCIATION**

RESIGNATION OF DIRECTORS

NOTED THAT two letters of resignation have been received from [] and []
resigning as directors of the Company with effect from [].

RESOLVED THAT the resignation of [] and [] as directors of the
Company be and is hereby approved and accepted.

APPOINTMENT OF DIRECTORS

RESOLVED THAT [] and [] be and are hereby appointed as directors of
the Company with effect from [].

Dated this the day of

[Name]
Director

[COMPANY NAME]
(the “Company”)
(Incorporated in Hong Kong with limited liability)

RESOLUTION IN WRITING OF THE SOLE MEMBER OF THE COMPANY PASSED
PURSUANT TO SECTION 116B OF THE COMPANIES ORDINANCE

APPOINTMENT OF AUDITOR

RESOLVED THAT [] be and is hereby appointed as first auditor of the Company to hold office until the conclusion of the next annual general meeting or the date on which the member’s written resolutions in lieu of such an annual general meeting are passed, at a fee to be agreed with the director.

OR

RESOLVED THAT [] be and is hereby appointed as auditor of the Company to fill the casual vacancy caused by the resignation of [], and to hold office until the conclusion of the next annual general meeting or the date on which the member’s written resolutions in lieu of such an annual general meeting are passed, at a fee to be agreed with the director.

Dated this day of

[Name]
Sole Member

**Appointment of Auditor –
Special notice**

To : The Board of Directors
[Company Name]
[Company address]

Dear Sirs

We, the undersigned, being a member of the company as of [], hereby give special notice pursuant to sections 116C and 132(1) of the Companies Ordinance, Chapter 32, of our intention to propose the following resolution to be passed as an ordinary resolution at the [] annual general meeting of the company or at its adjournment or on the date which the members' written resolutions in lieu of such an annual general meeting are passed:-

“**THAT** [], who were appointed as auditors of the company to fill the casual vacancy caused by the resignation of [], be reappointed auditors of the company, to hold office until the conclusion of the next annual general meeting or the date on which the members' written resolutions in lieu of such an annual general meeting are passed, at a fee to be arranged with the directors.”

Yours faithfully

Name
As Member