

THE HONG KONG PRINCIPALS' INSTITUTE LIMITED

香港校長中心有限公司

(Incorporated in Hong Kong with limited liability)

(the "Institute")

Notice of the 2018 Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2018 Annual General Meeting of the Institute will be held on the following date, and at the following time and place namely:-

Date : 27 November 2018 (Tuesday)
Time : 12:30 pm
Place : Kowloon True Light Middle School (No.1 True Light Lane, Suffolk Road,
Kowloon Tong, Kowloon 九龍沙福道真光里1 號)

for the following purposes:-

- a. To adopt the minutes of the 2017 AGM
- b. To receive the report of the Chairman
- c. To adopt the amendments of articles 68 & 69 of the Articles of Association
- d. To adopt the audited financial statements for the year ended 31 August 2018.
- e. To consider the nomination of new Councilors.
- f. To consider the re-election of Councilors.
- g. To re-appoint Auditors and to authorize the Councilors to fix their remuneration.
- h. To consider any other business.

By Order of the Board



WONG Lai Kuen Anissa 黃麗娟
Councilor

Dated : 11 October 2018

Notes:-

A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll instead of him. A proxy needs not be a member of the Institute.

The instrument appointing a proxy or attorney, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the registered office of the Institute not less than 48 hours before the time of holding the Meeting.

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MINUTES OF THE 2017 ANNUAL GENERAL MEETING OF THE INSTITUTE HELD AT THE CITYVIEW HOTEL, 23 WATERLOO ROAD, KOWLOON, HONG KONG ON 20 NOVEMBER 2017 AT 9:00 A.M.:-

Present:

Members : As per the attendance sheets attached.

1. CHAIRMAN

WONG Lai Kuen Anissa 黃麗娟 was elected Chairman of the meeting ("Meeting").

2. QUORUM

It was noted that a quorum was present throughout the Meeting.

3. ADOPTION OF THE MINUTES OF THE 2016 AGM

The Chairman asked that the minutes of the 2016 Annual General Meeting as presented be adopted.

Moved: NG Yim Ting, Alice 吳炎婷 **Seconded:** TAN Kang John 陳岡
The motion was carried.

4. CHAIRMAN'S REPORT

The Chairman proposed that the report be received as presented.

Moved: FUNG Man Yi Wendy 馮敏兒 **Seconded:** LAU Tit Mui 劉鐵梅
The motion was carried.

5. AUDITED FINANCIAL STATEMENTS

IT WAS RESOLVED THAT the audited financial statements of the Institute for the year ended 31 August 2017 together with the Councilors' and Auditor's Reports thereon, now attached to these resolutions, be received and adopted.

6. COUNCILORS

According to Article 68 of the Institute's Articles of Association, all the existing Councilors shall serve two-year terms or such term of less than two years as the Council may by resolution shorten and may succeed themselves for not more than three consecutive terms unless they are disqualified or removed as Councilors as stipulated in Article 67 of the Institute's Articles of Association. The retiring Councilors are being eligible for re-election at the annual general meetings.

a. **IT WAS NOTED THAT** each of CHAU Suk Man Eva 周淑敏, CHEN Dion 陳狄安, FUNG Man Yi Wendy 馮敏兒, KWOK Yuk Lin 郭玉蓮, LAU Tit Mui 劉鐵梅, NG Yim Ting, Alice 吳炎婷, POON Siu Chi 潘紹慈 will remain in office as Councilors of the Institute until the date of 2018 Annual General Meeting.

b. **IT WAS NOTED THAT** CHAN Yuen Ling 陳婉玲, HO Sai Mun Stanley 何世敏,

LEE Suet Ying 李雪英, TAN Kang John 陳岡, WONG Lai Kuen Anissa 黃麗娟, WONG She Lai Shirley 黃詩麗 and YEUNG Chor Kit 楊楚傑, the retiring Councilors at the Meeting, had tendered their resignations as Councilors of the Institute with effect from the passing of the resolutions.

IT WAS RESOLVED THAT the aforesaid resignation be accepted.

7. NOMINATION AND APPOINTMENT OF COUNCILORS

It was noted the following persons were being nominated as Councilors of Institute:

WONG Lai Kuen Anissa	黃麗娟
CHAN Yuen Ling	陳婉玲
HO Sai Mun Stanley	何世敏
TAN Kang John	陳岡
YEUNG Chor Kit	楊楚傑
YEUNG Po Fung	楊寶鳳

IT WAS RESOLVED THAT the aforesaid appointments be approved and each of the above persons be appointed as Councilors of the Institute for a 2-year terms with effect from 20 November 2017 and may succeed themselves in accordance with the articles of association of the Institute.

8. DECLARATION OF INTEREST BY NEW COUNCILORS

Attached to these resolutions are the notices issued from the new Councilors to the Institute specifying the corporations, firms and businesses in whose transaction, arrangement or contracts with the Institute they are to be regarded as being interested for the purpose of Section 536 of the Companies Ordinance. The interests of the Councilors are noted.

9. AUDITORS

IT WAS RESOLVED THAT World Link CPA Limited 華普天健(香港)會計師事務所有限公司, the retiring auditors, being eligible and offering themselves for re-appointment, be and is hereby appointed as auditors of the Institute to hold office until the conclusion of the next Annual General Meeting or the passing of the written resolutions of the members of the Institute in lieu of the next Annual General Meeting at a fee to be fixed by the Councilors.

10. END OF MEETING

There being no further business, the Chairman declared the Meeting closed.

WONG Lai Kuen Anissa
Chairman

Amendment of the Articles of Association Articles 68 & 69

Appointment and Retirement of Councilors (Current Version)

- 68 Subject to Article 73, Councilors shall serve two-year terms and may succeed themselves for not more than three consecutive terms, provided that before the commencement of any of such two-year term in respect of any Councilor or proposed Councilor, the Council may by resolution shorten such term to a period of less than two years to the intent that the expiry of such term shall fall on the same day as those in respect of other Councilors or proposed Councilors.
- 69 (i) Notwithstanding any other provisions in the Articles, at each annual general meeting one half of the Councillors for the time being (or, if their number is not a multiple of two (2), the number nearest to but not less than one-half) shall retire from office by rotation provided that every Councillors shall be subject to retirement at an annual general meeting at least once every two years.
- (ii) A retiring Councillor shall be eligible for re-election and shall continue to act as a Councillor throughout the meeting at which he retires. The Councillors to retire by rotation shall include (so far as necessary to ascertain the number of Councillors to retire by rotation) any Councillor who wishes to retire and not to offer himself for re-election. Any further Councillors so to retire shall be those of the other Councillors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Councillors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Councillor appointed by the Council pursuant to Article 73 shall not be taken into account in determining which particular Councillors or the number of Councillors who are to retire by rotation.

Appointment and Retirement of Councilors (Proposed Version)

- 68 (i) Subject to Article 73, all Councilors (excluding those office bearers, under the meaning of Article 53, that is Chairman, Vice-Chairman or Honorary Treasurer) shall serve two-year terms and may succeed themselves for not more than three consecutive terms provided that before the commencement of any of such two-year term in respect of any Councilor or proposed Councilor, the Council may by resolution shorten such term to a period of less than two years to the intent that the expiry of such term shall fall on the same day as those in respect of other Councilors or proposed Councilors.
- (ii) The Chairman, Vice-Chairman or Honorary Treasurer who shall serve two-year terms and may succeed themselves for not more than three consecutive terms as the office bearers.
69. (i) Notwithstanding any other provisions in the articles, every Councilors (including the Chairman, Vice Chairman or Honorary Treasurer) shall be

subject to retirement at an annual general meeting at least once every two years.

- (ii) A retiring Councilor shall be eligible for re-election and shall continue to act as a Councilor throughout the meeting at which he retires.
- (iii) Subject to Article 68, no person (including the Chairman, Vice Chairman or Honorary Treasurer) shall be eligible for re-election after being appointed as a Councilor for more than 12 consecutive years.