

DECLARATION

I, Afanas'ev Igor (name), of 8D, Tower 7B, Park Yoho, 18 Castle Peak rd.,
Yuen Long, Hong Kong (address), solemnly and sincerely declare that:

Sun Enterprise Software Limited of Room 1, 10F, Chinachem Cameron Centre, 42 Cameron Road, Tsim Sha Tsui, Hong Kong (the Company)

1. The Company is in good legal standing.
2. The Company was incorporated in Hong Kong Special Administrative region of the People's Republic of China under the Companies Ordinance Chapter 622 with the registration number 2953675, on the 19th day of June, 2020.
3. The documents contained in the attached exhibits are true and correct copies of the originals of:
 - Certificate of Incorporation (true copy); (exhibit marked A)
 - Business Registration Certificate (true copy); (exhibit marked B)
 - NNC1 - Incorporation Form (true copy); (exhibit marked C1 to C7)
 - Resolution of Founder Member appointing of first Director dated on 19th day of June, 2020; (exhibit marked D)
 - Resolution of the First Director dated on 19th day of June, 2020; (exhibit marked E)
 - Articles of Association of the Company (true copy); (exhibit marked F1 to F17)

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Ordinance.

(signature of declarant)

Declared at Wan Chai District Office in the HKSAR this 29 JUN 2020 day of 20

through the interpretation of _____ (name) of _____

(address and occupation), the said interpreter having been also first declared/sworn* that he/she* had truly, distinctly, and audibly interpreted the contents of this document to the declarant, and that he/she* would truly and faithfully interpret the declaration about to be administered to him/her*.



Before me,

KO Chin-hung

Commissioner for Oaths

I, _____ (name), of _____

(address), solemnly and sincerely declare/swear* that I well understand the official language in which this document is written and _____
language and that I have truly, distinctly, and audibly interpreted the contents of this document to the declarant _____
(name), and that I will truly and faithfully interpret the declaration about to be administered to him/her*.

(signature of interpreter)

Declared/Sworn* at _____ in the HKSAR this _____ day of _____ 20 _____

Before me,

Commissioner for Oaths*

This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears. This Apostille does not certify the content of the document for which it was issued. To verify the issuance of this Apostille, see

"https://www.judiciary.hk/en/court_services_facilities/apostille_verification.html"

此項文件加簽僅就公共文件上簽署的真確性、簽署人的身分及，如適用的話，文件上的蓋章蓋印予以證明。此項文件加簽並不就文件的內容作出證明。就發出此文件加簽之查證，見 "https://www.judiciary.hk/zh/court_services_facilities/apostille_verification.html"

APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country: 國家/地區		Hong Kong, China 中國香港	
This public document 此公共文件			
2. has been signed by 簽署人為		KO Chin-hung 高展鴻	
3. acting in the capacity of 其行事的身分為		Commissioner for Oaths 監誓員	
4. bears the seal / stamp of 蓋有的蓋章/蓋印		Home Affairs Department 民政事務總署	
Certified 加簽證明			
5. at 在	High Court 高等法院	6. the 於	30 JUN 2020 2020年06月30日
7. by 由	Simon KWANG Registrar, High Court 鄺卓宏 高等法院司法常務官		
8. No 編號	25434 / 2020		
9. Seal / stamp: 蓋章/蓋印	10. Signature: 簽署		



Reference Code 參考編號: 14EF1CCD

請沿虛線剪下並將有效的商業/分行登記證展示在營業地點。

Please cut along the dotted line and display the valid business/branch registration certificate at business address.

正本
ORIGINAL

副本
DUPLICATE

表格 2 FORM 2 [第 5 條]
 (商業登記條例) (第 310 章) [regulation 5]
 BUSINESS REGISTRATION ORDINANCE (Chapter 310)
 (商業登記規例)
 BUSINESS REGISTRATION REGULATIONS
 商業 / 分行登記證 Business / Branch Registration Certificate



業務 / 法團所用名稱
Name of Business/
Corporation

SUN ENTERPRISE SOFTWARE LIMITED

業務 / 分行名稱
Business/
Branch Name

地址
Address

ROOM 1, 10F, CHINACHEM CAMERON
CENTRE 42 CAMERON ROAD TSIM
SHA TSUI
HONG KONG

業務性質
Nature of Business

CORP

法律地位
Status

BODY CORPORATE

生效日期
Date of Commencement

屆滿日期
Date of Expiry

登記證號碼
Certificate No.

登記費及徵費 (APP)
Fee and Levy

19/06/2020

18/06/2021

71984697-000-06-20-6

\$250

(登記費 FEE = \$ 0)

(徵費 LEVY = \$ 250)

請注意下列《商業登記條例》的規定：

Please note the following requirements of the Business Registration Ordinance:

1. 第 6(6)條規定任何業務獲發商業登記證或分行登記證，並不表示該業務或經營該業務的人或受僱於該業務的僱員已遵從有關的任何法律規定。
2. 第 12 條規定各業務須將其有效的商業登記證或有效的分行登記證於每一營業地點展示。

機印所示登記費及徵費收訖。 RECEIVED FEE AND LEVY HERE STATED IN PRINTED FIGURES.

19/06/2020 298245044 \$250.00

IR0B101B (12/2010)

This is the exhibit marked B referred
 to in the Declaration of AFANAS'EV IGOR
 declared before me on 29 JUN 2020
 KO Chin-hung
 Commissioner for Oaths

公司註冊處
Companies Registry法團成立表格
(股份有限公司)
Incorporation Form
(Company Limited by Shares)表格
Form **NNC1**建議採用的公司名稱 **Proposed Company Name**建議採用的公司英文名稱 **Proposed English Company Name**

Sun Enterprise Software Limited

建議採用的公司中文名稱 **Proposed Chinese Company Name**公司類別 **Type of Company**請在適用的空格內加上 ✓ 號 *Please tick the relevant box* 私人 Private 公眾 Public

公司在香港的註冊辦事處的建議地址

Proposed Address of the Company's Registered Office in Hong Kong

Room 1, 10F, Chinachem Cameron Centre

42 Cameron Road

Tsim Sha Tsui

Hong Kong

(本處不接納「轉交」地址或郵政信箱號碼 *Care of addresses or post office box numbers are not acceptable*)電郵地址 **Email Address**

viktorija@roystonbc.co.uk

本處專用 **For Official Use**

Document Ref. No.:70001793598

Submission Date:19/06/2020

Resubmission Date:

This is the exhibit marked CL referred
to in the Declaration of APANAS'EV 160R
declared before me on **29 JUN 2020**
KO Chin-hung
Commissioner for Oaths

公司組成時的股本及最初的股份持有情況

Share Capital and Initial Shareholdings on the Company's Formation

股份的類別 (普通股/優先股等) Class of Shares (e.g. Ordinary / Preference etc.)	建議發行的 股份總數 Total Number of Shares Proposed to be Issued	貨幣 Currency	創辦成員認購的 股本總額 Total Amount of Share Capital to be Subscribed by Founder Members (a)	建議發行的股份的 將要繳付或視為 已繳付的總款額 Total Amount to be Paid Up or to be Regarded as Paid Up on the Shares Proposed to be Issued (b)	建議發行的股份的 尚未繳付或視為 尚未繳付的總款額 Total Amount to Remain Unpaid or to be Regarded as Unpaid on the Shares Proposed to be Issued (a) - (b)
Ordinary	10,000	HKD	10,000	10,000	0
總值 Total	10,000	HKD	10,000	10,000	0

股份所附帶的權利的詳情 **Particulars of Rights Attached to Shares**

(只適用於發行超過一類股份的公司 Only applicable to company issuing more than 1 class of shares)

股份的類別 (如普通股/ 優先股等) Class of Shares (e.g. Ordinary/ Preference etc.)	附帶的權利的詳情 (包括表決權；在分派股息時參與該項分派的權利； 在分派股本時參與該項分派的權利；該類別股份是否屬可贖回股份等) Particulars of Rights Attached (Including voting rights; rights to participate in a distribution as respects dividends; rights to participate in a distribution as respects capital; whether the shares are redeemable etc.)
	

創辦成員 Founder Members

1 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country/Region

ETCHIK, ANTON

Herzl Street 44, apt. 8
Rishon le Zion
7527107
Israel

認購的股本
Share Capital to be
Subscribed

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/Preference etc.)	建議向該成員發行的股份數目 Shares Proposed to be Issued to the Member		
	總數 Total Number	貨幣 Currency	總款額 Total Amount
Ordinary	10,000	HKD	10,000
總值 Total	10,000	HKD	10,000

2 中文姓名／名稱
Name in Chinese

英文姓名／名稱
Name in English

地址
Address

國家／地區
Country/Region

認購的股本
Share Capital to be
Subscribed

股份的類別 (如普通股／優先股等) Class of Shares (e.g. Ordinary/Preference etc.)	建議向該成員發行的股份數目 Shares Proposed to be Issued to the Member		
	總數 Total Number	貨幣 Currency	總款額 Total Amount
總值 Total			

This is the exhibit marked C3 referred
to in the Declaration of AFANAS'EV IGOR
declared before me on 29 JUN 2020
KO Chin-hung
Commissioner for Oaths

格
rm **NNC1**

首任公司秘書 **First Company Secretary**

公司秘書(自然人) **Company Secretary (Natural Person)**

中文姓名
Name in Chinese

英文姓名 **Name in English**

姓氏
Surname

名字
Other Names

前用姓名
Previous Names

<input type="text"/>	<input type="text"/>
----------------------	----------------------

中文 Chinese

英文 English

別名
Alias

<input type="text"/>	<input type="text"/>
----------------------	----------------------

中文 Chinese

英文 English

香港通訊地址
Hong Kong
Correspondence
Address

<input type="text"/>
<input type="text"/>
<input type="text"/>
Hong Kong

(本處不接納郵政信箱號碼 Post office box numbers are not acceptable)

電郵地址
Email Address

身分證明 **Identification**

(a) 香港身分證號碼
Hong Kong Identity Card Number

<input type="text"/>	()
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(b) 護照
Passport

<input type="text"/>	<input type="text"/>
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簽發國家/地區 **Issuing Country/Region**

號碼 **Number**

公司秘書(法人團體) **Company Secretary (Body Corporate)**

中文名稱
Name in Chinese

英文名稱
Name in English

Sander Solutions Limited

香港地址
Hong Kong
Address

Room 1, 10F, Chinachem Cameron Centre
42 Cameron Road
Tsim Sha Tsui
Hong Kong

(本處不接納「轉交」地址或郵政信箱號碼 Care of addresses or post office box numbers are not acceptable)

電郵地址
Email Address

viktoria@roystonbc.co.uk

公司編號 **Company Number**

This is the exhibit marked C4 referred
to in the Declaration of AFANAD'EV IGOR
29 JUN 2020
K.O. Chin-hung
Commissioner for Oaths

2492187

指明編號 1/2014 (2014年3月) Specification

首任董事 First Directors

董事(自然人) Director (Natural Person)

中文姓名
Name in Chinese

英文姓名 Name in English

姓氏
Surname Dunlop

名字
Other Names Pamela Victoria

前用姓名
Previous Names

中文 Chinese 英文 English

別名
Alias

中文 Chinese 英文 English

住址
Residential Address

2/2, 37 Morrin Street
Glasgow
G21 1AW

國家/地區
Country/Region United Kingdom
(本處不接納「轉文」地址或郵政信箱號碼 "Care of" addresses or post office box numbers are not acceptable)

電郵地址
Email Address viktorija@roystonbc.co.uk

身分證明 Identification

(a) 香港身分證號碼
Hong Kong Identity Card Number ()

(b) 護照
Passport United Kingdom 544478736
簽發國家/地區 Issuing Country/Region 號碼 Number

提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.


出任董事職位同意書 Consent to Act as Director

請在適用的空格內加上 ✓ 號 Please tick the relevant box

本人同意在公司成立為法國時擔任其董事，並確認本人已年滿 18 歲。
I consent to be a director of the company on its incorporation and confirm that I have attained the age of 18 years.

簽署 Signed :  Signed by PIN

出任董事職位同意書會於公司成立為法國的日期後 15 日內交付登記。
The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company.

This is an exhibit marked C5 referred to in the Declaration of AFANAS'EV IGOR declared before me on 29 JUN 2020
 KO Chin-hung
Commissioner for Oaths

首任董事 **First Directors** (續上頁 cont'd)

董事(法人團體) **Director (Body Corporate)**

1 中文名稱
Name in Chinese

英文名稱
Name in English

地址
Address

國家/地區
Country/Region

(本處不接納「轉交」地址或郵政信箱號碼 "Care of" addresses or post office box numbers are not acceptable)

電郵地址
Email Address

公司編號 **Company Number**
(只適用於在香港註冊的法人團體 *Only applicable to body corporate registered in Hong Kong*)

提示 Advisory Note

所有公司董事均應閱讀公司註冊處編製的《董事責任指引》，並熟悉該指引所概述的董事一般責任。
All directors of the company are advised to read 'A Guide on Directors' Duties' published by the Companies Registry and acquaint themselves with the general duties of directors outlined in the Guide.

出任董事職位同意書 **Consent to Act as Director**
請在適用的空格內加上 ✓ 號 *Please tick the relevant box*

本人獲上述法人團體授權確認上述法人團體同意在公司成立為法團時擔任其董事。
I, being authorized by the above body corporate, confirm that the body corporate consents to be a director of this company on its incorporation.

簽署 **Signed** : _____

出任董事職位同意書會於公司成立為法團的日期後 15 日內交付登記。
The Consent to Act as Director will be delivered for registration not later than 15 days after the date of incorporation of the company.

This is the exhibit marked CG referred
to in the Declaration of AFANAS'IEV IGOR
declared before me on 29 JUN 2020
KO Chin-hung
Commissioner for Oaths

創辦成員陳述書 Statement of Founder Member

本人現核證 I certify that :

- (a) 本人為公司的創辦成員或獲其授權人士(如創辦成員為法人團體)並獲其他創辦成員(如有的話)授權簽署本表格。
I am a founder member of this company or an authorized person of a founder member, which is a body corporate (if applicable) and am authorized by the other founder members (if any) to sign this incorporation form.
- (b) 名列本表格內的每一名屬自然人的公司秘書通常居於香港。
Each of the company secretaries named in this form who is a natural person ordinarily resides in Hong Kong.
- (c) 名列本表格內但未簽署「出任董事職位同意書」的每一名董事已同意在公司成立為法團時擔任其董事，每一名屬自然人的董事並且已年滿 18 歲。
Each of the directors named in this form who has not signed the 'Consent to Act as Director' has consented to be a director of this company on its incorporation and each director who is a natural person has attained the age of 18 years.
- (d) 所有創辦成員已為《公司條例》第 67(1)(a) 條的目的而簽署公司的章程細則，並確認連同本表格交付的公司章程細則的文本的內容，與由所有創辦成員簽署的該等章程細則的內容相同。
The company's articles have been signed by all founder members for the purposes of section 67(1)(a) of the Companies Ordinance. The contents of the copy of the company's articles delivered together with this form are the same as those of the articles signed by all founder members.
- (e) 本表格所載的資料、陳述及詳情均屬準確，並與公司的章程細則內的資料、陳述及詳情相符。
The information, statements and particulars contained in this form are accurate and consistent with those contained in the company's articles.
- (f) 公司已遵守《公司條例》中就有關公司註冊的所有規定。
All the requirements of the Companies Ordinance in respect of the registration of the company have been complied with.

Signed: 

Signed by PIN

Name : ETCHIK, ANTON

創辦成員 Founder Member

日期 Date : 19 / 06 / 2020

日 DD / 月 MM / 年 YYYY



Sun Enterprise Software Limited

Room 1, 10F, Chinachem Cameron Centre,
42 Cameron Road, Tsim Sha Tsui, Hong Kong

Registered No. 2953675

**RESOLUTIONS IN WRITING OF THE FOUNDER MEMBER APPOINTING
FIRST DIRECTOR**

I, the undersigned, Anton Etchik, being the Founder Member of the above named company, hereby appoint the following person(s)/corporation(s) to be the first Director(s) of the company:-

Pamela Victoria Dunlop
Address: 2/2, 37 Morrin Street, Glasgow, G21 1AW, United Kingdom
Passport No: 544478736

Date: 19/06/2020

For and on behalf of



Anton Etchik
Founder Member



Sun Enterprise Software Limited

Room 1, 10F, Chinachem Cameron Centre,
42 Cameron Road, Tsim Sha Tsui, Hong Kong

Registered No. 2953675

RESOLUTIONS IN WRITING OF THE FIRST DIRECTOR OF Sun Enterprise Software Limited

INCORPORATION OF COMPANY

The certificate of incorporation of the company dated from 19th day of June, 2020 together with a printed copy of the Articles of Association are produced for the reference of the director.

COMMON SEAL

It is resolved that the common seal, if any, an impression of which might be affixed to the margin hereof, be adopted as the common seal of the company.

FIRST DIRECTOR

The resolution of founder member in writing signed by the founder member appointing the following person as the first director of the company is noted:-

Pamela Victoria Dunlop
Address: 2/2, 37 Morrin Street, Glasgow, G21 1AW, United Kingdom
Passport No: 544478736

SECRETARY

It is resolved that **Sander Solutions Limited**, who is named as the first secretary of the company in the Company's Incorporation Form, be appointed secretary of the company with effect from 19th day of June, 2020.

REGISTERED OFFICE

It is resolved that the registered office of the company be situated at Room 1, 10F, Chinachem Cameron Centre, 42 Cameron Road, Tsim Sha Tsui, Hong Kong.

STATUTORY REGISTERS AND MINUTE BOOKS

It is resolved that the registers of members, directors, secretaries, significant controllers, transfers and charges and the company's minute books be kept at the company's registered office.

SHARES

It is resolved that the signatories of the Articles of Association be registered as members in respect of the shares for which they subscribed, namely:

Anton Etchik of address: Herzl Street 44, Apt. 8, Rishon le Zion 7527107, Israel.

In relation to the above, the Company shall issue the following share certificate:

Share certificate No.1 for 10,000 fully paid up shares in the name of Anton Etchik.

Date: 19th day of June, 2020



Pamela Dunlop
Pamela Victoria Dunlop
Director

THE COMPANIES ORDINANCE (CHAPTER 622)

**Private Company Limited by Shares
ARTICLES OF ASSOCIATION
OF**

Sun Enterprise Software Limited

Part A Mandatory Articles

1. Company Name The name of the company is
"Sun Enterprise Software Limited"

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

The liability of the members is limited to any amount unpaid on the shares held by the members.

4. Share Capital and Initial Shareholdings (on the company's formation)

The total number of shares that the company proposes to issue

The total amount of share capital to be subscribed by the company's founder members

- (i) The amount to be paid up or to be regarded as paid up
- (ii) The amount to remain unpaid or to be regarded as remaining unpaid

10,000
HKD 10,000
HKD 10,000
HKD 0

This is the exhibit marked F1 referred to in the Declaration of AFANASIEV IGOR declared before me on 29 JUN 2020
KO Chin-hung
Commissioner for Oaths

Document Ref. No.:70001793600
Submission Date:19/06/2020
Resubmission Date:

Class of Shares

The total number of shares in this class that the company proposes to issue

The total amount of share capital in this class to be subscribed by the company's founder members

- (i) The amount to be paid up or to be regarded as paid up
- (ii) The amount to remain unpaid or to be regarded as remaining unpaid

Ordinary
10,000
HKD 10,000
HKD 10,000
HKD 0

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached, and I/we respectively agree to subscribe for the amount of share capital of the Company and to take the number of shares in the Company set opposite my/our respective name(s).

Name(s) of Founder Members	Number of Share(s) and Total Amount of Share Capital
ETCHIK, ANTON	10,000 Ordinary shares HKD 10,000
Total:	10,000 Ordinary shares HKD 10,000

This is the exhibit marked F2 referred
to in the Declaration of AFANASIEV IGOR
declared before me on **29 JUN 2020**

KO Chin-hung
Commissioner for Oaths

Hong Kong
The Companies Ordinance
Chapter 622



No. of Certificate

1

Sun Enterprise Software Limited

Reg. No. 2953675

Reg. address: Room 1, 10F, Chinachem Cameron Centre, 42 Cameron Road Tsim Sha Tsui, HK

No. of Shares

10,000

THIS IS TO CERTIFY that **Anton Etchik** of **Herzl Street 44, Apt. 8, Rishon le Zion 7527107, Israel** is the Registered Proprietor of 10000 (Ten Thousand) Ordinary Shares of HKD 1.00 each numbered 1 to 10000 inclusive in the above-named Company subject to the Articles of Association.

Executed by the Company the 19th day of June 2020

Pamela Dunlop

Director

請沿虛線剪下並將有效的商業/分行登記證展示在營業地點。

Please cut along the dotted line and display the valid business/branch registration certificate at business address.

正本 ORIGINAL	表格 2 FORM 2 《商業登記條例》(第 310 章) BUSINESS REGISTRATION ORDINANCE (Chapter 310) 《商業登記規例》 BUSINESS REGISTRATION REGULATIONS 商業 / 分行登記證 Business / Branch Registration Certificate	[第 5 條] [regulation 5]	
業務 / 法團所用名稱 Name of Business/ Corporation	SUN ENTERPRISE SOFTWARE LIMITED		
業務 / 分行名稱 Business/ Branch Name	*****		
地址 Address	ROOM 1, 10F, CHINACHEM CAMERON CENTRE 42 CAMERON ROAD TSIM SHA TSUI HONG KONG		
業務性質 Nature of Business	CORP		
法律地位 Status	BODY CORPORATE		
生效日期 Date of Commencement	屆滿日期 Date of Expiry	登記證號碼 Certificate No.	登記費及徵費 (APP) Fee and Levy
19/06/2020	18/06/2021	71984697-000-06-20-6	\$250 (登記費 FEE = \$ 0) (徵費 LEVY = \$ 250)
請注意下列《商業登記條例》的規定：		Please note the following requirements of the Business Registration Ordinance:	
1. 第 6(6)條規定任何業務獲發商業登記證或分行登記證，並不表示該業務或經營該業務的人或受僱於該業務的僱員已遵從有關的任何法律規定。		1. Section 6(6) provides that the issue of a business registration certificate or a branch registration certificate shall not be deemed to imply that the requirements of any law in relation to such business or to the persons carrying on the same or employed therein have been complied with.	
2. 第 12 條規定各業務須將其有效的商業登記證或有效的分行登記證於每一營業地點展示。		2. Section 12 provides that valid business registration certificate or valid branch registration certificate shall be displayed at every address where business is carried on.	
機印所示登記費及徵費收訖。 RECEIVED FEE AND LEVY HERE STATED IN PRINTED FIGURES.			
19/06/2020		298245044	\$250.00
IRDB101B (12/2010)			

編號 2953675

No.



公司註冊處
COMPANIES REGISTRY

公司註冊證明書
CERTIFICATE OF INCORPORATION

本人謹此證明
I hereby certify that

Sun Enterprise Software Limited

於本日根據香港法例第622章《公司條例》
is this day incorporated in Hong Kong under the Companies Ordinance
在香港成立為法團，此公司是一間
(Chapter 622 of the Laws of Hong Kong), and that this company is
有限公司。
a limited company.

本證明書於二〇二〇年六月十九日發出。

Issued on 19 June 2020.

香港特別行政區公司註冊處處長鍾麗玲

Ms Ada L L CHUNG

Registrar of Companies
Hong Kong Special Administrative Region

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

Part B Other Articles

Part 1 Interpretation



1. Interpretation

- (1) In these articles—
- articles** (本(章程細則)) means the articles of association of the company;
- associated company** (有聯繫公司) means—
- a subsidiary of the company;
 - a holding company of the company; or
 - a subsidiary of such a holding company;
- distribution recipient** (分派對象) means, in relation to a share in respect of which a dividend or other sum is payable—
- the holder of the share;
 - if the share has 2 or more joint holders, whichever of them is named first in the register of members; or
 - if the holder is no longer entitled to the share by reason of death or bankruptcy or otherwise by operation of law, the transmittee;
- fully paid** (已繳足款), in relation to a share, means the price at which the share was issued has been fully paid to the company;
- holder** (持有人), in relation to a share, means the person whose name is entered in the register of members as the holder of the share;
- mental incapacity** (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);
- mentally incapacitated person** (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;
- Ordinance** (《條例》) means the Companies Ordinance (Cap. 622);
- paid** (已繳) means paid or credited as paid;
- proxy notice** (代表通知書)—see article 43(1);
- register of members** (成員登記冊) means the register of members of the company;
- transmittee** (承傳人) means a person entitled to a share by reason of the death or bankruptcy of a member or otherwise by operation of law.
- Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
 - For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
 - The articles set out in Schedule 2 of the Companies (Model Articles) Notice (Cap. 622H) do not apply to the company.

Part 2 Private Company

2. Company is private company

- (1) The company is a private company and accordingly—
- a member's right to transfer shares is restricted in the manner specified in this article;
 - the number of members is limited to 50; and
 - any invitation to the public to subscribe for any shares or debentures of the company is prohibited.
- (2) The directors may in their discretion refuse to register the transfer of a share.
- (3) In paragraph (1)(b)—
- member** (成員) excludes—
- a member who is an employee of the company; and
 - a person who was a member while being an employee of the company and who continues to be a member after ceasing to be such an employee.
- (4) For the purposes of this article, 2 or more persons who hold shares in the company jointly are to be regarded as 1 member.

Part 3 Directors and Company Secretary

Division 1—Directors' Powers and Responsibilities

3. Directors' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the company are managed by the directors, who may exercise all the powers of the company.