



24 October 2023

Dear members,

**PROPOSED ADOPTION OF A NEW SET OF THE CLUB'S ARTICLES OF ASSOCIATION
AND
SPECIAL GENERAL MEETING**

1 Introduction

The purpose of this notice is to provide you with information regarding the special resolution to be proposed at the forthcoming Special General Meeting (the "SGM") of The Clearwater Bay Golf & Country Club (the "Club") to be held on Sunday, 26 November 2023 at 1:30 p.m., including the special resolution adopting a new set of the Club's Articles of Association ("Articles of Association"), and to give you notice of the SGM at which the special resolution as set out in the Notice of SGM will be proposed.

2 Proposed Adoption of a New Set of the Articles of Association

In order to bring the existing Memorandum and Articles of Association in line with the Companies Ordinance, Chapter 622 of the Laws of Hong Kong ("Companies Ordinance"), which came into effect on 3 March 2014, as well as to modernise and update the Articles of Association, certain amendments are proposed to be made to the Articles of Association. In view of the substantial number of amendments, the General Committee proposes that the Club takes this opportunity to adopt a new set of the Articles of Association, consolidating all the proposed amendments, to replace the existing Memorandum and Articles of Association with effect from the date of the passing of the relevant special resolution at the SGM.

A summary of the major changes brought about by the adoption of the new Articles of Association, which can be classified into three main categories: modernisation, corporate governance, and other miscellaneous amendments. A more comprehensive overview of these amendments can be found in the attached Summary provided in Appendix I of this notice. Additionally, the complete text of the proposed new Articles of Association, marked "A" and highlighting the modifications made in comparison to the existing Memorandum and Articles of Association, is also attached with this notice.

3 Questions for the Club Prior to the SGM

If you wish to pose questions for the proposed amendments to certain articles in advance of the SGM, these can be submitted to the Club by no later than Monday, 13 November 2023, 5:00 p.m. Contact information is as follows:

Address: 139 Tai Au Mun Road, Clearwater Bay, New Territories, Hong Kong
Facsimile: 2358 0564; Email: agm2023@cwbgolf.org

We will endeavour to address these questions at the SGM, if time permits. Any questions not taken at the SGM will be answered in writing and made available on the Club's website post SGM.

4 Attend and Vote

The General Committee considers that the special resolution as set out in the notice of SGM is in the best interests of the Club and its members. Accordingly, the General Committee recommends you to vote in favour of the resolution at the SGM.

By Order of the General Committee
The Clearwater Bay Golf & Country Club

Huen Wong SBS BBS JP
Club Chairman

致各會員：

建議採納經修訂之新版組織章程細則並召開特別大會

一、引言

本通告向會員提供有關即將召開的特別大會的相關資料，包括建議採納經修訂之清水灣鄉村俱樂部新版組織章程細則的特別決議案，以及通告會員特別大會的召開時間為 2023 年 11 月 26 日（星期日）下午 1 時 30 分。

二、建議採納經修訂之新版組織章程細則

為了使現行的組織章程大綱及章程細則符合香港法例第 622 章《公司條例》（該條例於 2014 年 3 月 3 日生效），及使其合乎現代化，因此對會所章程進行修訂。考慮到修訂的條文較多，值理委員會建議趁機採納一套新的會所章程，將所有修訂內容整合，以取代現行的組織章程大綱及章程細則，並自特別大會通過相關特別決議案之日起生效。

會所組織章程大綱及組織章程細則的修訂主要分為三個類別：現代化、公司管治及其他。有關修訂的詳盡概述，見本通告附錄 I 中提供的摘要。此外，有關建議修訂之詳細內容，見本通告附件標有 A 字樣的本會新版組織章程細則，修改內容已作標記以突顯與現行版本不同之處。

三、提問

會員對建議之修訂如有提問，請於 2023 年 11 月 13 日（星期一）下午 5 時前遞交至本會。聯繫方式如下：

地址：香港新界清水灣大坳門路 139 號

傳真：2358 0564

電子郵件：agm2023@cwbgolf.org

如果時間允許，我們將在特別大會上回答所有問題。未能在特別大會上回答的問題，將在會後以書面形式回答並在會所網站公布。

四、出席及投票

值理委員會認為特別大會通告中所列明的特別決議案符合會所及會員的最佳利益，建議會員在特別大會上投贊成票。

承值理委員會命

主席王桂壠謹啓

2023 年 10 月 24 日