



香港棒球總會有限公司
THE HONG KONG BASEBALL ASSOCIATION LIMITED

**PROPOSED CHANGE OF ASSOCIATION NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the extraordinary general meeting of the Association to be held at Meeting Rooms 4-5, 1st Floor, Olympic House, 1 Stadium Path, Causeway Bay, Hong Kong on Friday, 17 February 2023 at 3 p.m. is set out on pages 8 to 10 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Secretariat of the Association at Room 1003, 1st Floor, Olympic House, 1 Stadium Path, Causeway Bay, Hong Kong or by email at hkbsa@hkolympic.org as soon as possible and in any event **no later than 3:00 p.m. on Wednesday, 15 February 2023, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be)**. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting (or any adjournment thereof) should you so wish.

PRECAUTIONARY MEASURES FOR EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of members and to prevent and control the spread of the novel coronavirus disease (COVID-19), the following precautionary measures will be implemented at the extraordinary general meeting:

- compulsory body temperature checks and health declarations
- wearing of surgical face mask
- designated seating area
- no distribution of refreshment

Any person who does not comply with the precautionary measures or is subject to any HKSAR Government prescribed quarantine may be denied entry into the meeting venue. The Association reminds members that they may consider appointing the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

PRECAUTIONARY MEASURES FOR EXTRAORDINARY GENERAL MEETING

In light of the epidemic situation of novel coronavirus disease (COVID-19), the following precautionary measures will be implemented at the EGM to safeguard the health and safety of Members who might be attending the EGM in person:

- i. Compulsory body temperature checks will be conducted for every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degree Celsius may be denied entry into the EGM venue and be required to leave the EGM venue.
- ii. Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue, and to sit at a distance from other attendees. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
- iii. No refreshment will be served.
- iv. Each attendee may be asked whether
 - (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the EGM;
 - (b) he/she is subject to any HKSAR Government prescribed quarantine; and
 - (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the EGM venue and be required to leave the EGM venue.

In addition, the Association reminds all Members that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Members may consider appointing the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and return the form of proxy enclosed with this circular.

If any Member has any question relating to the EGM, please contact the Secretariat of the Association as follows:

The Hong Kong Baseball Association Limited
Room 1003, 1st Floor, Olympic House,
1 Stadium Path, Causeway Bay, Hong Kong

Email: hkbsa@hkolympic.org

Tel: (852) 2504 8330

Fax: (852) 2504 4663

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Association”	The Hong Kong Baseball Association Limited
“Director(s)”	the director(s) of the Association
“EGM”	an extraordinary general meeting of the Association, or any adjournment thereof, to be convened to consider, and if thought fit, to approve the Proposed Name Change
“HKSAR Government”	The Government of the Hong Kong Special Administrative Region
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Name Change”	the propose change of the English name of the Association from “The Hong Kong Baseball Association Limited” to “The Baseball Association of Hong Kong, China Limited”, and the dual foreign name in Chinese of the Association from “香港棒球總會有限公司” to “中國香港棒球總會有限公司”
“Member(s)”	Full Members of the Association who has voting right

LETTER FROM THE BOARD

Board of Directors

President	Andrew FAN Chun Wah
Chairman	Dave HO
Vice-chairmen	AU Hok Leung LEUNG Tak Kwong NG Kwong Yuen
Secretary-General	CHONG Ki Ming
Treasurer	LAM Ho Yi
Financial Controller	LUI Chun Pong
<i>Directors</i>	AU Wing Leung CHAN Tsz Yeung Kenneth CHIU Chi Kam Sam LEUNG Ka Ho LEUNG Wai Hung MAN Chin Wing Jonathan WONG Ki Charles TO Hin Wing WAN Man Ho

To the Members

Dear Sir or Madam,

**PROPOSED CHANGE OF ASSOCIATION NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the letter from the Sports Federation & Olympic Committee of Hong Kong, China (SF&OC) dated 28 December 2022 regarding Use of Use of “Hong Kong, China” in the Association Name.

The purpose of this circular is to provide you with (i) information on the Proposed Name Change and (ii) the notice of the EGM at which a special resolution will be proposed to approved the Proposed Name Change.

PROPOSED CHANGE OF ASSOCIATION NAME

The Board proposes to change the English name of the Association from “The Hong Kong Baseball Association Limited” to “The Baseball Association of Hong Kong, China Limited”, and the dual foreign name in Chinese of the Association from “香港棒球總會有限公司” to “中國香港棒球總會有限公司”.

CONDITIONS FOR THE PROPOSED NAME CHANGE

The Proposed Name Change is subject to satisfaction of the following conditions:

- (i) the passing of a special resolution by the Members at the EGM approving the Proposed Name Change
- (ii) the Companies Registry of the HKSAR Government approving the Proposed Name Change by issuing a certificate of incorporation on change of name

Subject to the satisfaction of the conditions set out above, the Proposed Name Change will take effect on the date of entry of the new English and Chinese names of the Association on the register maintained by the Companies Registry of the HKSAR Government. The Companies Registry of the HKSAR Government will issue a certificate of incorporation on change of name thereafter. The Association will carry out the necessary registration and/or filing procedures with the Companies Registry of the HKSAR Government.

REASONS FOR THE PROPOSED NAME CHANGE

With reference in the letter from the Sports Federation & Olympic Committee of Hong Kong, China (SF&OC) dated 28 December 2022 regarding Use of Use of “Hong Kong, China” in the Association Name.

Following the return of sovereignty of Hong Kong on 1 July 1997, the SF&OC (then known as “Amateur Sports Federation & Olympic Committee of Hong Kong”) signed an agreement with the International Olympic Committee on 3 July 1997 to adopt the name “Sports Federation & Olympic Committee of Hong Kong, China”. The agreement also confirmed the use of the Regional Flag, the Chinese National Anthem and a new emblem to represent Hong Kong, China Teams on official occasions.

The above steps were taken in compliance with the Basic Law, which specifies the use of the name “Hong Kong, China” in dealings with international organizations, in Article 149 as follows:

LETTER FROM THE BOARD

“Non-governmental organizations in fields such as education, science, technology, culture, art, sports, the professions, medicine and health, labour, social welfare and social work as well as religious organizations in the Hong Kong Special Administrative Region may maintain and develop relations with their counterparts in foreign countries and regions and with relevant international organizations. They may, as required, use the name “Hong Kong, China” in the relevant activities.”

Recently we conducted a stocktaking exercise and found that only a small proportion of our Member Associations have added the words “Hong Kong, China” to their names.

If the Member Associations will continue to represent Hong Kong in international sports competitions / activities, they are required to include the words “Hong Kong, China” (「中國香港」 in Chinese) in the Association name. The Member Associations are also reminded to use the name “Hong Kong, China” when participating in any international sports competitions / activities and to display it on uniforms, websites and all other publicity materials, where applicable.

These changes should be completed before 1st July 2023.

EFFECTS OF THE PROPOSED NAME CHANGE

The Proposed Name Change will not affect any rights of the Members. Once the Proposed Name Change becomes effective, a digital membership card of the Association will be published on the Association’s Online Registration System under the new name of the Association. All existing certificates of participation/completion/appreciation in issue bearing the present name of the Association will, after the Proposed Name Change becoming effective, continue to be evidence of title to such qualifications/recognition.

There will not be any arrangement for exchange of the existing certificates of participation/completion/appreciation for new certificates bearing the new name of the Association. Subject to the confirmation of the SF&OC, the English and Chinese short names of the Association and a new logo for branding of the Association in the sports sector will also be changed after the new association name becomes effective.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Name Change and the new English short name and Chinese short name and a new logo for branding of the Association in the sports sector.

EXTRAORDINARY GENERAL MEETING (EGM)

A notice convening the EGM to be held at Meeting Rooms 4-5, 1st Floor, Olympic House, 1 Stadium Path, Causeway Bay, Hong Kong on Friday, 17 February 2023 at 3 p.m. is set out on pages 8 to 10 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Proposed Name Change. The special resolution to be proposed at the EGM to approve the Proposed Name Change will be voted by way of poll by the Members. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the EGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Association at Room 1003, 1st Floor, Olympic House, 1 Stadium Path, Causeway Bay, Hong Kong or by email at hkbsa@hkolympic.org as soon as possible and in any event no later than 3:00 p.m. on Wednesday, 15 February 2023, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Proposed Name Change is in the best interests of the Association and the Members and therefore recommends the Members to vote in favour of the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the rules for the purpose of giving information with regard to the Association. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By Order of the Board

The Hong Kong Baseball Association Limited

CHONG Ki Ming

Secretary-General



香港棒球總會有限公司
THE HONG KONG BASEBALL ASSOCIATION LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of THE HONG KONG BASEBALL ASSOCIATION LIMITED (the “Association”) will be held at Meeting Rooms 4-5, 1st Floor, Olympic House, 1 Stadium Path, Causeway Bay, Hong Kong on Friday, 17 February 2023 at 3 p.m. for considering and, if thought fit, passing, with or without modifications, the following resolution as a special resolution of the Association:

SPECIAL RESOLUTION

“THAT subject to and conditional upon the approval of the Companies Registry of the HKSAR Government, the English name of the Association be changed from ‘The Hong Kong Baseball Association Limited’ to “The Baseball Association of Hong Kong, China Limited” and the dual foreign name in Chinese of the Association be changed from “香港棒球總會有限公司” to “中國香港棒球總會有限公司” (the “Proposed Name Change”) with effect from the date of entry of the new English name and the dual Chinese name of the Association on the register of companies maintained by Companies Registry of the HKSAR Government, and that any one or more of the directors or the secretary of the Association be and is/are hereby authorized to do all such acts and things and execute all such documents as he/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Name Change and to attend to any necessary registration and/or filing for and on behalf of the Association.”

Yours faithfully,

By Order of the Board

The Hong Kong Baseball Association Limited

CHONG Ki Ming

Secretary-General

Hong Kong, 20 January 2023

Registered Office:

Room 1003, 1st Floor, Olympic House,
1 Stadium Path, Causeway Bay, Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Association entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of such member. A proxy need not be a member of the Association.
2. In light of the epidemic situation of novel coronavirus disease (COVID-19), the following precautionary measures will be implemented at the EGM to safeguard the health and safety of members of the Association who might be attending the EGM in person:
 - i. Compulsory body temperature checks will be conducted for every attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degree Celsius may be denied entry into the EGM venue and be required to leave the EGM venue.
 - ii. Every attendee will be required to wear a surgical face mask throughout the EGM and inside the EGM venue, and to sit at a distance from other attendees. Please note that no masks will be provided at the meeting venue and attendees should bring and wear their own masks.
 - iii. No refreshment will be served.
 - iv. Each attendee may be asked whether
 - (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the EGM;
 - (b) he/she is subject to any HKSAR Government prescribed quarantine; and
 - (c) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Anyone who responds positively to any of these questions may be denied entry into the EGM venue and be required to leave the EGM venue.
3. In addition, the Association reminds all members of the Association that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. Members may consider appointing the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM instead of attending the EGM in person, by completing and return the form of proxy.
4. Completion and delivery of the form of proxy will not preclude a member of the Association from attending and voting at the meeting if the member so desires.
5. At the EGM, the chairman of the meeting will exercise his power under **article 23** of the articles of association of the Association to put the resolution set out in this notice of EGM to vote by way of poll.

Article 23. *At any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the results of the show of hands, by at least two Full Members present in person or by proxy. The form of proxy shall be prescribed by the Association from time to time and be dispatched to the Full Members together with the notice of the General Meeting. Unless a poll is so demanded, a declaration by the chairman of the General Meeting that a resolution has, on a show of hands, been carried, or carried unanimously*

NOTICE OF EXTRAORDINARY GENERAL MEETING

or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association, shall be conclusive evidence of that fact, without proof of the number of votes recorded in favour of or against that resolution. On a show of hands, every Full Member present in person or by proxy has only one vote irrespective of the number of voting rights it holds.

6. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be deposited with the Secretariat of the Association at Room 1003, 1st Floor, Olympic House, 1 Stadium Path, Causeway Bay, Hong Kong or by email at hkbsa@hkolympic.org as soon as possible and in any event **no later than 3:00 p.m. on Wednesday, 15 February 2023, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be).**
7. As at the date of this notice, the Board of Directors of the Association is:

President	Andrew FAN Chun Wah
Chairman	Dave HO
Vice-chairmen	AU Hok Leung LEUNG Tak Kwong NG Kwong Yuen
Secretary-General	CHONG Ki Ming
Treasurer	LAM Ho Yi
Financial Controller	LUI Chun Pong
<i>Directors</i>	AU Wing Leung CHAN Tsz Yeung Kenneth CHIU Chi Kam Sam LEUNG Ka Ho LEUNG Wai Hung MAN Chin Wing Jonathan WONG Ki Charles TO Hin Wing WAN Man Ho