

THE GOVERNMENT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION

[*INSERT PROCURING DEPARTMENT*]

CONTRACT NO. [*INSERT CONTRACT NO.*]

[*INSERT CONTRACT TITLE*]

ARTICLES OF AGREEMENT made and entered into this _____ day of _____ [20XX] between the Government of the Hong Kong Special Administrative Region (hereinafter referred to as the “*Client*”) and _____ {, incorporated in [the People’s Republic of China]}¹ {with limited liability,}² of _____ ([hereinafter referred to as the “*Contractor*”]³). In this agreement, words and expressions shall have the same meanings as are respectively assigned to them in the Hong Kong Edition of NEC Engineering and Construction Contract (July 2023)⁴ published by Thomas Telford Limited (hereinafter referred to as “**NEC ECC HK Edition**”), with amendments and additions, as recorded in this agreement.

WHEREAS the *Client* is desirous of having the *works* executed in accordance with the contract as defined in this agreement.

AND WHEREAS the *Contractor* has agreed to Provide the Works subject to the terms and conditions hereinafter contained.

NOW IT IS HEREBY AGREED AS FOLLOWS:

1. The contract comprises:

- (a) **this agreement;**
- (b) **the NEC ECC HK Edition booklet for the NEC ECC HK Edition main Option [*insert main Option*], containing the NEC ECC HK Edition core clauses and the clauses for the NEC ECC HK Edition main Option [*insert main Option*] (including the ^Schedule of Cost Components/^Short Schedule of Cost Components), and the applicable secondary Options identified in the Contract Data;**
- (c) the Contract Data comprising:-
 - (i) Contract Data Part one; and
 - (ii) completed Contract Data Part two, as signed by the *Contractor* for identification;

¹ Insert if the *Contractor*, or any participant to an unincorporated joint venture *Contractor*, is a non-Hong Kong company. Amend the place of incorporation as appropriate.

² Insert if the *Contractor*, or any participant to an unincorporated joint venture *Contractor*, is a non-Hong Kong company whose members’ liability is limited.

³ In the case of an unincorporated joint venture *Contractor*, list out the names of ALL participants and replace the bracketed words by “(hereinafter referred to **collectively** as “the *Contractor*”)”.

⁴ Insert the NEC ECC HK Edition together with any latest “amendments” thereto. For example, insert “July 2023 (with amendments Month YYYY)”, where appropriate.

[^]Delete as appropriate

- (d) the Form of Tender; and
- (e) the following documents:
 - (i) the *additional conditions of contract* identified in the Contract Data.
 - (ii) the documents containing the Site Information, the documents containing the Scope, the priced [^]*bill of quantities*/[^]*activity schedule*, [^]*the method of measurement*, and such other documents containing information as referred to in the Contract Data.
 - (iii) the letter of acceptance dated _____ and the further provisions and documents, if any, identified in the letter of acceptance as forming part of the contract.

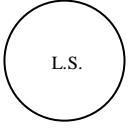
- 2. For the definition of Contract Date in **NEC ECC HK Edition** core clause 11.2(5), the contract came into existence on _____⁵.
- 3. The *Contractor* will Provide the Works in accordance with **the conditions of contract** as identified in the Contract Data.
- 4. The *Client* will pay the *Contractor* the amount due and carry out its duties in accordance with **the conditions of contract as identified** in the Contract Data.
- [5. _____ and _____ each agrees to be jointly and severally bound by the terms of the contract.]⁶.

⁵ The date to be inserted should be the date of the *Client*'s letter of acceptance.

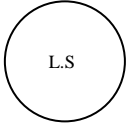
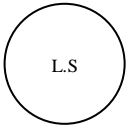
⁶ This clause 5 is to be included where the *Contractor* is an unincorporated joint venture.

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IN WITNESS WHEREOF these Articles of Agreement have been executed as a deed the day and year first above written

(a) SIGNED, SEALED and DELIVERED)
by *[insert name of sole proprietor]*)
trading as *[name of the firm]*) *[Signature of the sole proprietor]* 
in the presence of:)
)
)
.....)
[Name])
[Occupation])
[Address])

Or

(b) SIGNED, SEALED and DELIVERED by)
[]⁷ and) *[Signature of the individual partner]* 
[]⁸)
being the partners of *[name of Contractor]*) *[Signature of the individual partner]* 
in the presence of:)
)
)
.....)
[Name])
[Occupation])
[Address])

Or

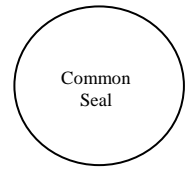
⁷ Insert name(s) of partners. Add more names if there are more partners.

⁸ Insert name(s) of partners. Add more names if there are more partners.

[^]Delete as appropriate

(c) Executed and delivered)
as a deed and the COMMON SEAL)
of [name of Contractor])
was affixed in the presence of)
[] its [director(s) or)
director and secretary or person(s) authorized to)
sign the contract by its board of directors]⁹)
in the presence of a witness:)
))
.....)
[Name])
[Occupation])
[Address])

*[Signature of the director(s)
etc.]*



Or

(d) Executed and delivered)
as a deed)
by [name of Contractor])
acting through)
[] (its sole director))
or)
[] and)
[] (its directors))
or)
[] (its director) and)
[] (its company secretary)¹⁰)
in the presence of a witness:)
))
.....)
[Name])
[Occupation])
[Address])

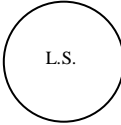
*[Signature of the director(s)
etc.]*

Or

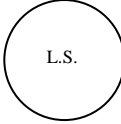
⁹ Select the correct expression for use. If none is applicable, insert an appropriate expression

¹⁰ Select the correct expression for use. If none is applicable, insert an appropriate expression

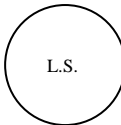
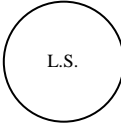
[^]Delete as appropriate

(e) SIGNED, SEALED and DELIVERED by)
 [name of Contractor] by [])
 ^his/^her/^its attorney under power of attorney)
 dated []) *[Signature of the attorney]* 
)
 in the presence of:)
)
)
 [Name])
 [Occupation])
 [Address])

Or

(f) ¹¹SIGNED, SEALED and DELIVERED)
 by [name of participant] being a participant)
 of the [name of the unincorporated joint venture])
 in the presence of:)
) *[Signature of the participant]* 
)
)
)
 [Name])
 [Occupation])
 [Address])

Or

(g) ¹²SIGNED, SEALED and DELIVERED) *[Signature of the individual*
 by [name of partner] and [name of partner]¹³) *partner]* 
 being the partners of [name of participant])
 being a participant)
 of the [name of the unincorporated joint venture])
 in the presence of:) *[Signature of the individual*
) *partner]* 
)
)
)
)
 [Name])
 [Occupation])
 [Address])

Or

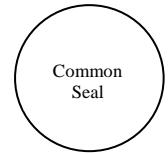
¹¹ Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

¹² Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

¹³ The deed shall be executed by all the partners. Add more names if required.

[^]Delete as appropriate

(h) ¹⁴Executed and delivered)
as a deed and the COMMON SEAL)
of [name of participant] being a participant)
of the [name of the unincorporated joint venture])
was affixed in the presence of)
[] its [director(s) or) *[Signature of the director(s)*
director and secretary or person(s)) *etc.]*
authorized to sign the contract by its)
board of directors]¹⁵)
in the presence of a witness:)
))
.....)
[Name])
[Occupation])
[Address])



Or

(i) ¹⁶Executed and delivered)
as a deed)
by [name of participant] being a participant)
of the [name of the unincorporated joint venture])
acting through) *[Signature of the director(s)*
[] (its sole director)) *etc.]*
or)
[] and)
[] (its directors))
or)
[] (its director) and)
[] (its company secretary)¹⁷)
))
in the presence of a witness:)
))
.....)
[Name])
[Occupation])
[Address])

Or

¹⁴ Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

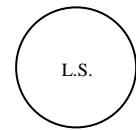
¹⁵ Select the correct expression for use. If none is applicable, insert an appropriate expression

¹⁶ Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

¹⁷ Select the correct expression for use. If none is applicable, insert an appropriate expression

[^]Delete as appropriate

(j) ¹⁸SIGNED, SEALED and DELIVERED)
 by [name of participant] being a participant)
 of the [name of the unincorporated joint venture])
 by [])
 ^his/^her/^its attorney under power of attorney) [Signature of the attorney]
 dated [])
)
 in the presence of:)
)
)
 [Name])
 [Occupation])
 [Address])



Notes for selection of sample attestation clauses in a deed for use by a single Contractor:

- (a) For use where the *Contractor* is a sole proprietor.
- (b) For use where the *Contractor* is a partnership.
- (c) For use where the *Contractor* is a company incorporated in Hong Kong and executes the deed with a Common Seal.
- (d) For use where the *Contractor* is a company incorporated in Hong Kong and executes the deed without a Common Seal.
- (e) For use where the *Contractor* executes the deed under a power of attorney.

Notes for selection of sample attestation clauses in a deed for use by an unincorporated joint venture:

- (f) For use where the joint venture participant is a sole proprietor.
- (g) For use where the joint venture participant is a partnership.
- (h) For use where the joint venture participant is a company incorporated in Hong Kong and executes the deed with a Common Seal.
- (i) For use where the joint venture participant is a company incorporated in Hong Kong and executes the deed without a Common Seal.
- (j) For use where the joint venture participant executes the deed under a power of attorney.

¹⁸ Select the appropriate form or forms and REPEAT FOR EACH PARTICIPANT of the incorporated joint venture.

^Delete as appropriate

SIGNED, SEALED and DELIVERED by)
the *Client* by)
[*insert name and appointment of officer*])
in the presence of:)

.....)
[Name])
[Occupation])
[Address])

[Signature of the officer]

