

Certificate of Incorporation No. 703727

MEMORANDUM
and
ARTICLES OF ASSOCIATION

OF

INTERCHINA HOLDINGS COMPANY LIMITED
國 中 控 股 有 限 公 司

Incorporated the 9th day of February 2000

HONG KONG

(including all amendments up to 30 July 2010)

No. 703727
編號



COMPANIES ORDINANCE
(CHAPTER 32)

香港法例第 32 章

公司條例

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

公司更改名稱

註冊證書

I hereby certify that

本人謹此證明

GOOD SURPLUS INTERNATIONAL HOLDINGS
LIMITED

高盈國際集團有限公司

having by special resolution changed its name, is now incorporated under
經通過特別決議，已將其名稱更改，該公司的註冊名

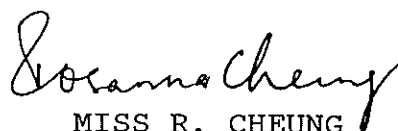
the name of
稱現為

INTERCHINA HOLDINGS COMPANY LIMITED

國中控股有限公司

Issued by the undersigned on 8 May 2000.

本證書於二〇〇〇年五月八日簽發。


MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任 張潔心 代行)

No. 703727
編號



**COMPANIES ORDINANCE
(CHAPTER 32)**

香港法例第32章
公司條例

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that

本人謹此證明

GOOD SURPLUS INTERNATIONAL HOLDINGS
LIMITED

高盈國際集團有限公司

is this day incorporated in Hong Kong under the Companies Ordinance,
於本日在香港依據公司條例註冊成為

and that this company is limited.

有限公司。

Issued by the undersigned on 9 February 2000.

本證書於二〇〇〇年二月九日簽發。


MISS R. CHEUNG

.....
**for Registrar of Companies
Hong Kong**

香港公司註冊處處長
(公司註冊主任 張潔心 代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Shares

NEW MEMORANDUM OF ASSOCIATION

(As adopted by Special Resolution passed on 25th July 2000
amended by Ordinary Resolutions passed on
1st September 2007 and 18th September 2009)

OF

INTERCHINA HOLDINGS COMPANY LIMITED
國中控股有限公司

First: The name of the Company is "INTERCHINA HOLDINGS COMPANY LIMITED (國中控股有限公司)".

Second: The Registered Office of the Company will be situated in Hong Kong.

Third: The objects for which the Company is established are:

- (1) To carry on all or any of the businesses in any and all forms and extent and in any part of the world:
 - (a) the business as usually carried on by land companies, land investment companies, land mortgage companies, and building estate companies;
 - (b) investment or resale in land and house and other property of any tenure and any interest therein, and to create, sell, and deal in land or houses or other property, or any interest therein, and generally to deal in by way of sale, lease, exchange or otherwise with any land or other property whether real or personal;
 - (c) purchase, take on lease, or in exchange, or otherwise acquire for any estate or interest, land or hereditaments of any tenure;
 - (d) lay out and prepare for building purposes any lands belonging to or in which the Company has an interest and to deal with or dispose of any land and property belonging to the Company or in which the Company has an interest in any manner which may appear to the Company to be in the best interests of the members thereof;
 - (e) construct and maintain or contribute to or procure the construction or maintenance of roads, sewers, pleasure-grounds, and other buildings, works and conveniences which the Company may think directly or indirectly conducive to the development of any property in which it is interested; and
 - (f) decorators, house and estate agents and other businesses the carrying on of which the Company considers is directly or indirectly conducive to the development of any property in which it is interested.
- (2) To carry on any one or more or all of the following businesses in any and all forms and extent and in any part of the world:
 - (a) the business of a holding and/or investment company;

- (b) creating, producing, adapting, developing, obtaining, licensing and otherwise dealing in any manner all forms of intangible properties including, without limitation, industrial and intellectual property rights and know-how of all descriptions;
 - (c) manufacturing, producing, generating, creating, acquiring, hiring, supplying, managing, selling, importing, exporting, re-exporting and otherwise howsoever turning to account personal properties or all kinds and descriptions, including utility services;
 - (d) acquiring, investing, developing, trafficking, managing and otherwise howsoever turning to account, land, house, and any other property, whether real or leasehold, and any interests therein;
 - (e) acting as importers, exporters, distributors, agents, managers, researchers, analysts, brokers, advisers and consultants of all kinds and nature;
 - (f) owning, operating, chartering and/or managing ships, vessels, vehicles and aircraft of all kinds and forms and all facilities for the design, development, manufacture, production, improvement, adaptation, docking, parking, holding, keeping, maintenance, repair, scrapping of any of the foregoing and the carriage and handling thereof and any passengers, cargo and contents thereof;
 - (g) providing services of whatsoever nature or kind, financial or otherwise, in, from and to any part of the world.
- (3) To carry on the business of importers, exporters, manufacturers, distributors and suppliers of, dealers in and agents and service agents for all kinds of products, goods, merchandise and other assets including, in particular, all electronic publishing and data processing system and equipment, computer hardware, software, application programmes and multimedia products, household, office, personal, commercial, and industrial appliances and equipment and all kinds of peripheral equipment, appliances and stationery related to or which can be used in connection with, or which may be necessary for or complementary or incidental to the operation of, any of the foregoing.
- (4) To carry on the business of suppliers of services and consultants for, or which are connected with, computer programming, publishing, data, character and image processing, information and data management, system analysis, design, testing, development, integration, operating and support services, and generally as computer software and multimedia houses, system developer and service provider.
- (5) To create, develop, apply for, purchase and otherwise acquire, use, apply and otherwise exploit any patents, design patents, trademarks, service marks, copyrights, know-how, brevets d'invention, licences, concessions, grants or other rights of any kind whether exclusive or non-exclusive and to use, exercise, develop, or grant licences in respect of, and otherwise howsoever turn to account the property; rights and information so acquired.
- (6) To acquire, develop, manage, license, hire, let, sell, exchange and otherwise howsoever turn to account any land and/or building and, in particular, by laying out and preparing the same for building purposes, constructing, altering, demolishing, pulling down, decorating, administering, maintaining, furnishing, fitting up, and improving buildings of all kinds, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement or for sale, and by advancing money to and entering into contracts and arrangement of all kinds with builders, tenants and others in connection with any of the foregoing.
- (7) To acquire, by purchase or otherwise or undertake, or otherwise to participate in, deal in and turn to account the whole or any part of the business, goodwill, assets, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company.

- (8) To carry on business as capitalists, financiers, concessionaires, investment houses, fund managers and merchants, and to undertake and carry on and execute all kinds of financial, commercial, advisory, trading and other operations, and to advance, deposit, lend and borrow money, securities, commodities and property to and with such persons and on such terms as may seem expedient; to discount, buy, sell and deal in currencies (spot or forward), bullion, bills, notes, debentures, warrants, coupons, stocks, shares, options, unit in unit trust and all forms of investments or participation rights in investments and investment vehicles, including joint ventures, partnerships and limited partnerships and all forms of securities and documents, including without limitation letters of credit, bills of lading, bills of exchange and promissory notes.
- (9) To purchase, acquire, subscribe, underwrite, hold, dispose of and otherwise howsoever deal with any such shares, stock, debentures, debenture stock, bonds, notes, obligations and other securities, commodities and other investments of any nature whatsoever (whether or not income producing), and any options or rights in respect thereof by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid subject to such terms and conditions (if any) as may be thought fit.
- (10) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, debentures, debenture stock, bonds, notes, obligations and other securities, commodities and other investments including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide supporting, managerial and any executive, supervisory and consultant services for or in relation to any company in which the Company is or may become interested in any way upon such terms as may be thought fit.
- (11) To purchase, otherwise acquire and extinguish and cancel any shares of the Company, including redeemable shares, and any other securities of or which are convertible into or exchangeable for, any securities of the Company, or which confer a right upon the holder thereof to subscribe for, purchase, convert into or exchange for or otherwise acquire any securities of the Company.
- (12) Managing, distributing and selling mutual fund, investment company, investment trust and other shares and units whether open-ended or close-ended, acting as a broker, jobber or member of any stock exchange futures and commodities, negotiating loans and advances, the provision and operation of deposit and safe keeping facilities and the collection and transmission of money and securities.
- (13) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (14) To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment-room, and lodginghouse keepers, licensed victuallers, wine, beer, and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral, distilled and artificial waters and other drinks, purveyors, caterers for public amusements generally.
- (15) To carry on the business of proprietors of motor and other vehicles, vessels, aircrafts, civil engineering and infrastructural developments including but not limited to roads, tunnels, bridges, power plants, wharves, docks, depots, aircraft hangers and land and sea exploration platforms, garage proprietors, livery-stable keepers, job-masters, farmers, dairymen, ice merchants, importers, brokers, exporters and distributors of and dealers in food, live and dead stock, and produce of all descriptions, hair-dressers, perfumers, chemists, operators, managers and proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds, and places of amusement, recreation, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping, airline, courier, carrier and transportation companies, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith.

- (16) To carry on all or any of the business whether together or separately of proprietors, promoters, producers, organisers, and managers of all kinds of public entertainments, sports, recreation, competitions, and amusements whether indoor or outdoor and in connection therewith to purchase, lease, hire, construct, provide, operate, equip, furnish and fit out any necessary or convenient land, buildings, facilities, structures, apparatus and equipment.
- (17) To carry on all or any of the trades or business of preparing, spinning, knitting, doubling, weaving, combing, scouring, sizing, bleaching, colouring, dyeing, printing and finishing, working or manufacturing in any way whatever, cotton, wool, silk, flax, hemp, linen, jute, leather, synthetic fibres and other fibrous or textile substances, whether animal, vegetable or mineral in any state and whether similar to the foregoing substances or not and to treat and utilise and deal in any waste arising from any such operations, whether carried out by the Company or otherwise, and also of makers of vitriol and of bleaching, dyeing, and finishing materials, and the buying and selling of and dealing in all or any of the aforesaid substances.
- (18) To carry on all or any of the business of book-sellers, book manufacturers, bookbinders, printers, publishers and proprietors of newspapers, magazines, books, periodicals, tickets, programmes, brochures, promotional literature and other publications whatsoever of all description, machine, letterpress, engravers, diesinkers, designers, draughtsmen, news agents, press agents, journalists, literary agents, stationers, manufacturers of and dealers in engravings, prints, pictures, and drawings, cartographers, advertising agents and contractors, artists, sculptors, designers, decorators, illustrators, photographers, videographers and dealers in photographic and videography supplies and equipment of all kinds, film-processors, film makers, producers and distributors, publicity agents, display specialists and any other business which may seem to the Company capable of being carried on in connection with any of the foregoing.
- (19) To carry out, establish, construct, maintain, improve, operate, superintend and manage, or to assist in the carrying out, establishment, construction, maintenance, improvement, superintendence and management of schools, colleges or other educational establishments, hostels, training and educational centres, kindergarten and nursery.
- (20) To carry on business as tourist agents and contractors, and to facilitate travelling, and to provide for tourists and travellers, or promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, meals, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaux, libraries, lavatories, reading rooms, baggage transport or otherwise howsoever.
- (21) To carry on all or any of the business of shipbrokers, insurance brokers of shipping and aviation property, freight contractors, carriers of goods and passengers by land, sea and air in whatever form, barge owners, lightermen, stevedores, forwarding and passenger agents by land, sea or air, ice merchants, refrigerating storekeepers, warehousemen, wharfingers and general agents of transportation companies.
- (22) To act as agents, brokers, directors, members, executors, administrators, treasurers, accountants, secretaries, trustees, committees, attorneys and registrars, custodian, depository or nominee or in any other capacity of companies, societies and organisations whether incorporated or not.
- (23) To carry on the business of providing and furnishing to individuals, firms and companies temporary or permanent office, office equipment, executive, administrative, managerial, stenographic, clerical personnel.
- (24) To lend or advance money, give credit to or deposit money with such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and other having dealings with the Company, and to give guarantees or become surety for any such persons, firms or companies.

- (25) To borrow or raise money in any manner (with or without security) or secure the payment of money by way of mortgage or in such other manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's properties (both present and future) including its uncalled capital and to redeem or pay off any such securities and to borrow money on any terms and conditions upon the security of mortgages or pledges of or upon all or any part of the property of the Company or upon any calls on members made or to be made or without any such mortgage or pledge and to borrow or receive on deposit at interest or otherwise money, stock, funds, shares, securities or other properties and also by mortgage, charge, debenture, pledge, lien, covenant, undertaking or agreement to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company as the case may be.
- (26) To guarantee, support or secure, whether by covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company or both methods, the performance of any contracts or obligations and/or repayment or payment of moneys by any person firm or company (including without prejudice to the generality of the foregoing any company which is for the time being the Company's holding company or any subsidiary of the Company or the Company's holding company or otherwise associated with the Company in its business) or to indemnify or undertake to indemnify any person firm or company against any losses, damages, costs, expenses and liabilities incurred or sustained by such person firm or company at the request of the Company in connection with any other person firm or company (such other person firm or company include without limitation any company which is for the time being the Company's holding company or any subsidiary of the Company or the Company's holding company or otherwise associated with the Company in its business) whether or not the giving of such guarantee, support or security would result in the Company receiving any consideration or advantage, direct or indirect therefrom; "holding company" and "subsidiary" having the meanings attributed thereto in the Companies Ordinance (Cap. 32 of the Laws of Hong Kong).
- (27) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, godown receipts, warehouse receipts, wharfinger's receipts, warrants, debentures, bonds, and other negotiable instruments.
- (28) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (29) To enter into any arrangements with any Governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects, or any of them, and to obtain from any such Government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions; to apply for, promote and obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated or likely directly or indirectly to prejudice the Company's interests; and to procure the Company to be registered or recognised in or under the laws of any other foreign country or place.
- (30) To remunerate any person, firm or company rendering services to the Company, either by cash payment or by the allotment to him or them of share or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (31) To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company; and to promote any other company for the purpose of acquiring or undertaking all or any of the properties and liabilities of the Company, or of undertaking any business or operation which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of,

underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company.

- (32) To improve, manage, develop, sell, lease, grant licences, easements and other rights over, and in any other manner deal with or otherwise dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company purchasing the same.
- (33) To support, subscribe or guarantee money for any charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its Directors, members or employees.
- (34) To support, set up, establish and maintain or contribute to any pension or superannuation funds or schemes (whether contributory or non-contributory) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, and generally to provide advantages, facilities and services for, and to provide indemnity and subscribe for any scheme that provides indemnities to, any individuals who are or were at any time in the employment or service of the Company or of any company which is or was at any relevant time a subsidiary or holding company of the Company or a fellow subsidiary of the Company or is otherwise allied to or associated or affiliated with the Company or any such subsidiary or holding company, or who are or were at any time directors or officers of the Company or of any such other company, and the spouse, co-habitants, widows, families, widowers and dependants (whether or not related by blood) of any such individuals, to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company and to make payments for or towards the insurance of any such persons.
- (35) To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiaries or holding company or of any other subsidiaries of its holding company, or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiaries and/or associated companies, and (so far as for the time being permitted by law) to lend money to or to trustees for the Company's employees (other than directors) with a view to enabling them to acquire shares in the Company or its holding company.
- (36) To distribute among the members of the Company in any kind of property of the Company, and in particular any shares, debentures or securities of any other companies, belonging to the Company or of which the Company may have the power of disposing.
- (37) To do all or any of the things and matters aforesaid in any part of the world, and either as principal, agent, contractor, trustee or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- (38) To undertake any other trade or business which can in the opinion of the Directors be advantageously or conveniently carried on by the Company in connection with or ancillary to the ordinary general business of the Company or calculated directly or indirectly to enhance the value or render profitable any of the Company's properties or rights.
- (39) To carry out the above objects and to do all such other things as may be deemed incidental or conducive to the attainment thereof either in Hong Kong or elsewhere.

And it is hereby declared that the word "company" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Hong Kong or elsewhere and the intention is that:

- (a) none of the provisions set forth in any paragraph of this Clause 3 shall be restrictively construed but the widest interpretation shall be given to each such provision;

- (b) the objects specified in each of the foregoing paragraphs of this Clause 3 shall, except where otherwise expressed in such paragraph, be independent main objects and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the order in which the same occur or the name or any trading name of the Company; and
- (c) the Company shall in addition have the powers set forth in the Seventh Schedule to the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) except to the extent, if at all, that they are inconsistent with any of the foregoing paragraphs of this Clause.

Fourth: The liability of the Members is limited.

Fifth: The Share Capital of the Company is HK\$1,000,000,000.00 divided into 10,000,000,000 shares of HK\$0.10 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without preference, priority or special privileges, or subject to postponement of rights or to any conditions or restrictions and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each subscriber
<p>For and on behalf of GATEWAY SECRETARIAL LIMITED (Sd.) LAU CHUN YING </p> <p>Authorised Signature Rooms 1001-4A, Champion Building, 287-291 Des Voeux Road Central, Hong Kong Corporation</p>	1
<p>For and on behalf of GATEWAY NOMINEES LIMITED (Sd.) LAU CHUN YING </p> <p>Authorised Signature Rooms 1001-4A, Champion Building, 287-291 Des Voeux Road Central, Hon. Kong Corporation</p>	1
<p>Total Number of Shares Taken.....</p>	2

Dated the 13th January, 2000.
 WITNESS to the above signatures:

(Sd.) LAU MEI WAI
 Secretary,
 Rooms 1001-4A, Champion Building,
 287-291 Des Voeux Road Central,
 Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Shares

NEW ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 25th July 2000,
amended by Special Resolutions passed on
28th September 2004, 6th September 2008 and 30th July 2010)

OF

INTERCHINA HOLDINGS COMPANY LIMITED
國中控股有限公司

Table A

1. The regulations contained in Table A in the First Schedule to the Companies Ordinance shall not apply to this Company. Other regulations excluded.

Interpretation

2. The marginal notes to these Articles shall not be deemed to be part of these Articles and shall not affect their interpretation and in the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith: Interpretation.

"these Articles" or "these presents" shall mean these Articles of Association in their present form and all supplementary, amended or substituted articles for the time being in force;

"associate" in relation to any Director, shall have the meaning attributed to it in The Rules Governing the Listing of Securities on the Stock Exchange as may be amended from time to time;

"Auditors" shall mean the persons for the time being performing the duties of that office;

"the Board" or "the Directors," shall mean the Directors from time to time of the Company or (as the context may require) the majority of Directors present and voting at a meeting of the Directors;

"call" shall include any instalment of a call;

"capital" shall mean the share capital from time to time of the Company;

"the Chairman" shall mean the Chairman presiding at any meeting of members or of the Board;

"clearing house" shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong and any amendments thereto or re-enactment thereof for the time being in force or a clearing house or authorized shares depository recognized by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

"the Company" or "this Company" shall mean the abovenamed Company;

"the Companies Ordinance" or "the Ordinance" shall mean the Companies Ordinance (Chapter 32) of the Laws of Hong Kong and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any such substitution the references in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance;

"dividend" shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;

"dollars" shall mean dollars in the lawful currency of Hong Kong;

"month" shall mean a calendar month;

"newspaper" shall mean a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Gazette for the purposes of Section 71A of the Companies Ordinance by the Chief Secretary;

"the register" shall mean the register of members and includes any branch register to be kept pursuant to the provisions of the Companies Ordinance;

"seal" shall mean the common seal from time to time of the Company and includes, unless the context otherwise requires, any official seal that the Company may have as permitted by these Articles and the Ordinance;

"Secretary" shall mean the person or corporation for the time being performing the duties of that office;

"Stock Exchange" shall mean The Stock Exchange of Hong Kong Limited (or any other stock exchange in Hong Kong on which the shares or other securities of the Company are for the time being listed);

"share" shall mean share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied;

"shareholders" or "members" shall mean the duly registered holders from time to time of the shares in the capital of the company;

"writing" or "printing" shall include writing, printing, lithography, photography, typewriting and every other mode of representing words of figures in a legible and non-transitory form;

words denoting the singular shall include the plural and words denoting the plural shall include the singular;

words importing any gender shall include every gender; and

words importing person shall include partnerships, firms, companies and corporations.

Ordinance to bear same meaning in Articles. Subject as aforesaid, any words or expressions defined in the Ordinance (except any statutory modification thereof not in force when these Articles become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Articles, save that "company" shall where the context permits include any company incorporated in Hong Kong or elsewhere.

References to any Articles by number are to the particular Article of these Articles.

Shares and Increase of Capital

Share Capital. 3. The share capital of the Company at the date on which these Articles of Association come into effect shall be divided into shares of HK\$0.10 each.

Issue of shares. 3A. (a) Without prejudice to any special rights or restrictions previously conferred or imposed on the holders of existing shares, any share may be issued with such preferred, deferred, or other special rights or privileges, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine,) and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable,

to be redeemed provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting".

(b) The Directors may issue warrants to subscribe for any class of shares or securities of the Company on such terms as they may from time to time determine. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.

4. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these regulations relating to general meeting shall *mutatis mutandis* apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy or by authorised representative one-third in nominal value of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or by authorised representative may demand a poll and that at any adjourned meeting of such holders any two holders present in person or by proxy or by authorised representative (whatever the number of shares held by them) shall be a quorum.

5. The Company may exercise any powers conferred or permitted by the Ordinance or any other ordinance from time to time to acquire its own shares or warrants to subscribe for its own shares or to directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares or warrants to subscribe for shares in the Company and should the Company acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares to be acquired rateably or in any other particular manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares or warrants provided always that any such acquisition or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by the Stock Exchange or the Securities and Futures Commission or any other relevant regulatory authorities from time to time.

5A. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all members alike.

6. The Company in general meeting may from time to time, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, by ordinary resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution shall prescribe.

7. Without prejudice to any special rights previously conferred on the holders of existing shares, any new shares shall be issued upon such terms and conditions and with such preferred, deferred, or other special rights or privileges, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company in the general meeting resolving upon the creation thereof shall determine or, in the absence of any such determination, as the Directors may determine.

8. The Company may by ordinary resolutions, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of shares in proportions as nearly as may be to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares, but in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the capital of the Company existing prior to the issue of the new shares.

New shares treated as 9. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital forming part of raised by the creation of new shares shall be treated as if it formed part of the original capital of the original capital. Company, and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.

Shares at the disposal of the Board. 10. Subject to the provisions of the Companies Ordinance (and in particular Section 57B thereof) and of these Articles relating to new shares, all unissued shares in the Company shall be at the disposal of the Board, which may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Companies Ordinance.

Company may pay commission. 11. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that if the commission shall be paid or payable out of capital the conditions and requirements of the Ordinance shall be observed and complied with, and the commission shall not exceed ten per cent., in each case, of the price at which the shares are issued.

Power to charge interest. 12. If any shares in the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or building, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Ordinance, and may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of plant.

Company not to recognise trusts in respect of shares. 13. Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof of the registered holder.

Register of Members and Share Certificates

Share register. 14. (a) The Directors shall cause to be kept a register of members, and there shall be entered therein the particulars required under the Companies Ordinance.

Branch register. (b) Subject to the provisions of the Companies Ordinance, if the Board considers it necessary or appropriate, the Company may establish and maintain a branch register of members at such location outside Hong Kong as the Board thinks fit.

Share certificates. 15. Every person whose name is entered as a member in the register shall be entitled without payment to receive within two months after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, of HK\$2.50 (or such higher amount as the Stock Exchange may approve from time to time) for every certificate after the first or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

Share certificates to be sealed. 16. Every certificate for shares or warrants or debentures or representing any other form of securities of the Company shall be issued under the seal of the Company, which for this purpose may be any official seal as permitted by Section 73A of the Ordinance.

17. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon, and may otherwise be in such form as the Directors may specify from time to time prescribe. Particulars to be specified in certificate.

18. (a) The Company shall not be bound to register more than four persons as joint holders of any share. Joint holders.

(b) If any share stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share.

19. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding HK\$2 (or such higher amount as the Stock Exchange may approve from time to time) on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear any pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity. Replacement of share certificates.

Lien

20. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any share to be exempt wholly or partially from the provisions of this Article. Company's lien. Lien extends to dividends and bonuses.

21. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default shall have been given to the holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding up to the shares. Sale of shares subject to lien.

22. The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. Application of proceeds of such sale.

Calls on Shares

23. The Directors may from time to time make such calls as they may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments. The Directors may make arrangements on the issue of shares for a difference between the shareholders in the amount of calls to be paid and in the times of payment. The provisions of these Calls.

Articles with respect to calls may in any share incentive scheme for employees approved by the Company be varied with respect to any shares issued pursuant to such scheme.

- Notice of call. 24. Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
- Copy of notice to be sent to members. 25. A copy of the notice referred to in Article 24 shall be sent to members in the manner in which notices may be sent to members by the Company as herein provided.
- Every member liable to pay call at appointed time and place. 26. Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Directors shall appoint.
- Notice of call may be advertised. 27. Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hongkong Government Gazette and once at least in both an English language newspaper in English and a Chinese language newspaper in Chinese.
- When call deemed to have been made. 28. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.
- Liability of joint holders. 29. The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.
- Directors may extend time fixed for call. 30. The Directors may from time to time and at their absolute discretion extend the time fixed for any call, and may similarly extend such time as to all or any of the members, whom from residence outside Hong Kong or other cause the Directors may deem entitled to any such extension, but no member shall be entitled to any such extension except as a matter of grace and favour.
- Interest on unpaid calls. 31. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest for the same at such rate not exceeding twenty per cent. per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may in its absolute discretion waive payment of such interest wholly or in part.
- Suspension of privileges while call unpaid. 32. No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting either personally or by proxy, to be reckoned in a quorum, or to exercise any other privilege as a member until all calls or instalments due by him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- Evidence in action for unpaid call. 33. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
- Sums payable on allotment deemed a call. 34. Any sum which by the terms of allotment of a share is made payable upon allotment, or at any fixed date, whether on account of the nominal value of the share and /or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified.
- Payment of calls in advance. 35. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum as the Board may decide provided that not until a call is made any payment in advance of a call shall not entitle the member to receive any dividend

or to exercise any other rights or privileges as a member in respect of the shares or the due portion of the shares upon which payment has been advanced by such member before it is called up. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

Transfer of Shares

36. All transfers of shares may be effected by standard instrument of transfer as from time to time prescribed by the Stock Exchange or an instrument of transfer in the usual or common form or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time. All instruments of transfer must be left at the registered office or at such other place as the Directors may appoint.

37. The instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

38. The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share incentive scheme for employees upon which a restriction or transfer imposed thereby still subsists and it may also refuse to register any transfer of any share to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.

39. The Board may also decline to recognise any instrument of transfer unless:

- (a) a fee of an amount as the Stock Exchange may approve from time to time or such lesser sum as the Board may from time to time require is paid to the Company for registering any transfer or other document relating to or affecting the title to the shares involved or for otherwise making an entry in the register relating to such shares;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (c) the instrument of transfer is in respect of only one class of shares;
- (d) the shares concerned are free of any lien in favour of the Company; and
- (e) the instrument of transfer is properly stamped.

40. No transfer shall be made to an infant or to a person of unsound mind or under other legal disability.

41. If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send notice of such refusal, as required by Section 69 of the Ordinance.

42. Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charge. The Company shall also retain the transfer.

43. The registration of transfers may be suspended and the register closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of

shares, provided always that such registration shall not be suspended or the register closed for more than closed. thirty days in any year or, with the approval of the Company in general meeting, sixty days in any year.

Transmission of Shares

Death of registered holder or joint holder of shares. 44. In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

Registration of personal representatives. 45. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof. The Directors may at any time give notice requiring such person to elect either to be registered himself or to have some person nominated by him be registered as the transferee thereof and if such notice is not complied with within sixty days the Directors may thereafter withhold payment of all dividends and other moneys payable in respect of the share until the requirements of the notice have been complied with.

Notices of election to be registered. 46. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a notice or transfer executed by such member.

Retention of dividends etc. of shares of deceased or bankrupt members. 47. Subject to Article 45, any person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share and subject to the requirements of Article 79 being met, such a person may vote at meetings.

Forfeiture of Shares

If call or instalment not paid. 48. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article 32 hereof, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

Form of notice. 49. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

If notice not complied with. 50. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept the surrender of any shares liable to be forfeited hereunder and in such cases references in these Articles to forfeiture shall include surrender.

Forfeited share to become property of the Company. 51. Any share so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit and any time before a sale or disposal the forfeiture may be cancelled on such terms as the Directors think fit.

Amounts to be paid notwithstanding forfeiture. 52. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Directors

shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty per cent. per annum as the Directors may prescribe, and the Directors may enforce the payment thereof if they think fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.

53. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and Evidence of that a share in the Company has been duly forfeited on a date stated in the declaration, shall be forfeiture and conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. transfer of forfeited share. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof share. and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

54. When any share shall have been forfeited, notice of the resolution shall be given to the member in Notice after whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date forfeiture. thereof, shall forthwith be made in the register, but no forfeiture shall be invalidated by any failure to given such notice or make such entry as aforesaid.

55. Notwithstanding any such forfeiture as aforesaid the Directors may at any time, before any shares Power to buy back so forfeited shall have been sold, re-allotted or otherwise disposed of, permit the shares forfeited to be forfeited share. bought back upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as they think fit.

56. The forfeiture of a share shall not prejudice the right of the Company to any call already made Forfeiture not to or instalment payable thereon. prejudice Company's right to call or instalment.

57. The provisions of these Articles as to forfeiture shall apply in the case of nonpayment of any sum Forfeiture for which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the non-payment of any nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly sum due on shares. made and notified.

Stock

58. The Company may by ordinary resolution convert any paid up shares into stock, and may from Power to convert time to time by like resolution reconvert any stock into paid up shares of any denomination. into stock.

59. The holders of stock may transfer the same or any part thereof in the same manner, and subject to Transfer of stock. the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.

60. The holders of stock shall, according to the amount of the stock held by them, have the same Rights of rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at stockholders. meetings, and other matters, as if they held the shares from which the stock arose, but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such right, privilege or advantage.

61. All such of the provisions of these presents as are applicable to paid up shares shall apply to Interpretation. stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

Alteration of Capital

- Consolidation and 62. (a) The Company may from time to time by ordinary resolution:
division of capital
and sub-division and (i) consolidate and divide all or any of its share capital into shares of larger amount than its
cancellation of existing shares; on any consolidation of fully paid shares into shares of larger amount,
shares. the Board may settle any difficulty which may arise as it thinks expedient and in
particular (but without prejudice to the generality of the foregoing) may as between the
holders of shares to be consolidated determine which particular shares are to be
consolidated into each consolidated share, and if it shall happen that any persons shall
become entitled to fractions of a consolidated share or shares, such fractions may be sold
by some person appointed by the Board for that purpose, and the person so appointed
may transfer the shares so sold to the purchaser thereof and the validity of such transfer
shall not be questioned, and so that the net proceeds of such sale (after deduction of the
expenses of such sale) may either be distributed among the persons who would otherwise
be entitled to a fraction or fractions of a consolidated share or shares rateably in
accordance with their rights and interests or may be paid to the Company for the
Company's benefit;
- (ii) cancel any shares which at the date of the passing of the resolution have not been taken
or agreed to be taken by any person, and diminish the amount of its share capital by the
amount of the shares so cancelled; and
- (iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the
Memorandum of Association, subject nevertheless to the provisions of the Ordinance,
and so that the resolution whereby any share is sub-divided may determine that, as
between the holders of the shares resulting from such sub-division, one or more of the
shares may have any such preferred or other special rights over, or may have such
deferred rights or be subject to any such restrictions as compared with, the others as the
Company has power to attach to unissued or new shares.
- Reduction of capital. (b) The Company may by special resolution reduce its share capital, any capital redemption
reserve or any share premium account in any manner authorised and subject to any
conditions prescribed by law.

General Meetings

- When annual general 63. The Company shall in each year hold a general meeting as its annual general meeting in addition
meeting to be held. to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not
more than fifteen months shall elapse between the date of one annual general meeting of the Company
and that of the next. The annual general meeting shall be held at such time and place as the Directors
shall appoint.
- Extraordinary general 64. All general meetings other than annual general meetings shall be called extraordinary general
meetings. meetings.
- Convening of 65. The Directors may, whenever they think fit, convene an extraordinary general meeting, and
extraordinary general extraordinary general meetings shall also be convened on requisition as provided by the Companies
meetings. Ordinance, or, in default, may be convened by the requisitionists.
- Notices of meetings. 66. An annual general meeting and a meeting called for the passing of a special resolution shall be
called by 21 days' notice in writing at the least, and a meeting of the Company other than an annual
general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in
writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served
and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in
case of special business, the general nature of that business, and shall be given, in the manner hereinafter
mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to
such persons as are, under these Articles, entitled to receive such notices from the Company.

67. The accidental omission to give any such notice and instrument of proxy (in cases where As to omission to instrument of proxy is sent out with notice) to, or the non-receipt of any such notice or instrument of give notice. proxy by, any person entitled to receive such notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Proceedings at General Meetings

68. All business shall be deemed special that is transacted at an extraordinary general meeting, and Special business. also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, making a call in accordance with the provisions of these Articles, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.

69. For all purposes the quorum for a general meeting shall be two members present in person (or, in Quorum. the case of a member being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

70. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the When if quorum not meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall present meeting to stand adjourned to the same day in the next week and at such time and place as shall be decided by the be dissolved and Board, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time when to be appointed for holding the meeting, the member or members present in person or by proxy shall be a adjourned. quorum and may transact the business for which the meeting was called.

71. The Chairman of the Directors shall take the chair at every general meeting, or, if there be no such Chairman of general Chairman or, if at any general meeting such Chairman shall not be present within fifteen minutes after meeting. the time appointed for holding such meeting, the Directors present shall choose one of them to act, or if one Director only is present, he shall preside as Chairman if willing to act. If no Director be present, or if all Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present and entitled to vote shall choose one of their own number to be Chairman.

72. The Chairman may, with the consent of any general meeting at which a quorum is present, and Power to adjourn shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place as the general meeting. meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear Business of days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the adjourned meeting. same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

73. Subject to any special rights or restrictions as to voting for the time being attached to any shares by How questions are or in accordance with these Articles, at any general meeting on a show of hands every member present in to be decided. person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every member present in person or by proxy or, in case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the Chairman; or
- (b) by at least three members present in person or in the case of a member being a

corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

- (c) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) in accordance with the Listing Rules, by any Director who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.”

Unless a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn.

If:

- (i) any objection shall be raised to the qualification of any voter; or
- (ii) any votes have been counted which ought not to have been counted which might have been rejected; or
- (iii) any votes are not counted which ought to have been counted,

the objection or error shall not vitiate the decision of the meeting on any resolution unless the same is raised or pointed out at the meeting or adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. The decision of the Chairman on such matter shall be final and conclusive.

Polls. 74. If a poll is demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than forty-five days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Stock Exchange.

Poll taken without adjournment. 75. Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

Chairman to have casting vote. 76. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a

second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

77. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demand.

Business may
proceed
notwithstanding
demand for poll.

Votes of Members

78. (a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative duly authorised under Section 115 of the Ordinance, shall have one vote, and on a poll every member present in person or by proxy or by duly authorised representative shall have one vote for every fully paid share of which he is the holder and have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and paid up thereon bears to the nominal value of the share, but no amount paid or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. No member shall, unless the Board otherwise determines, be entitled to be present or to vote, either personally or by proxy, or to be reckoned in a quorum at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Votes of members.

(b) A member of the Company, being a clearing house may authorise such person or persons as it thinks fit to act as its representative and/or (proxy) or representatives and/or (proxies) at any meeting of the Company or at any meeting of any class of member of the Company provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares in respect of which each such person is so authorised. A person so authorised will be entitled to exercise the same powers on behalf of the clearing house (or its nominee) which he represents as that clearing house (or its nominee) could exercise if it were an individual member of the Company.

(c) Where any member of the Company is, under any relevant rules or regulations issued by the Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

79. Any person entitled under Article 45 to be registered as a shareholder may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares; provided that forty-eight hours at least before the time of the holding of the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his entitlement to such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect of
deceased and
bankrupt members.

80. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stand first on the register in respect of such share, shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof.

Votes of joint
holders.

81. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in cases of mental disorders, may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis*, or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may, on a poll, vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting or poll, as the case may be.

Votes of members of
unsound mind.

82. (a) Save as herein expressly provided and subject to Article 78 above, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares and is entitled to attend and vote shall be entitled to be present or to vote (save as proxy for another member) either personally or by proxy, or to be reckoned in a quorum

Qualification for
voting.

(save as proxy for another member), at any general meeting.

Objections to votes. (b) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, any vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.

Proxies. 83. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.

Instrument appointing proxy to be in writing. 84. The instrument appointing a proxy shall be in writing (provided that this shall not preclude the use of the two-way form) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.

Appointment of proxy must be deposited. 85. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Form of proxy. 86. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve.

Authority under instrument appointing proxy. 87. The instrument appointing a proxy to vote at a general meeting shall : (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit provided that any form issued to a member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

When vote of proxy be valid though authority revoked. 88. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, unsoundness of mind, revocation or transfer as aforesaid shall have been received by the Company at the registered office, or at such other place as is referred to in Article 85 of these Articles, prior to two hours before the commencement of the meeting, adjourned meeting or poll, as the case may be, at which the proxy is used.

Corporation acting by representative at meetings. 89. (a) Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

(b) Where a Member is a clearing house (or its nominee and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of

the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Articles of Association shall be entitled to exercise the same rights and powers as if such person was the registered holder of the shares of the company held by the clearing house (or its nominee).

Registered Office

90. The registered office of the Company shall be at such place in Hong Kong as the Directors shall Registered office.
from time to time appoint.

Board of Directors

91. The number of Directors shall not be less than two. Number of
Directors.

92. The Directors shall have power from time to time, and at any time to appoint any person as a Board my fill
Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall vacancies.
hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

93. (a) Any Director may at any time by notice in writing delivered to the registered office of the Alternate Directors.
Company or at a meeting of the Directors, appoint any person (including another Director) to be his alternate Director for such period of absence from Hong Kong or such period of unavailability due to illness or disability or for such meeting as may be specified therein and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(b) The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office, or if his appointment ceases to be a Director.

(c) An alternate Director shall (except when absent from Hong Kong, for which purpose he shall be deemed absent from Hong Kong on any day if he has given to the Secretary notice of his intention to be absent from Hong Kong for any period including such day and has not revoked such notice) be entitled to receive notices of meeting of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director, and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from Hong Kong or temporarily unable to act through ill-health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(d) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

94. A Director need not hold any qualification shares but shall nevertheless be entitled to receive No qualification
notice of and to attend and speak at all general meetings of the Company and at all separate meetings of shares for Directors.
the respective holders of all classes of shares of the Company.

95. The Directors shall be entitled to receive by way of remuneration for their services such sum as Directors'

shall from time to time be determined by the Company in general meeting, such sum (unless otherwise remuneration. directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees.

Directors' expenses. 96. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged in the business of the Company.

Special remuneration. 97. The Board may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, or commission, participation in profits or otherwise as may be arranged.

Remuneration of Executive Director, Joint Managing Director, Deputy Managing Director or other Executive Director etc. 98. Notwithstanding the foregoing Articles 95, 96 and 97, the remuneration of a Managing Director, and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Directors may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.

When office of Director to be vacated. 99. (a) A Director shall vacate his office:

- (i) If he becomes bankrupt or has a receiving order made against him or suspends payment, or compounds with his creditors.
- (ii) If he becomes of unsound mind.
- (iii) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office.
- (iv) If he becomes prohibited from being a Director by reason of any provision of the Companies Ordinance.
- (v) If by notice in writing delivered to the Company at its registered office he resigns his office.
- (vi) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors.
- (vii) If, having been appointed to an office under Article 112 hereof, he is dismissed or removed therefrom by the Board under Article 113.
- (viii) If he shall be removed from office by a special resolution of the Company under Article 107.

(b) No Director shall be required to vacate office or be ineligible for re-election or reappointment as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

Director may hold other office or place of profit. 100. (a) A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission,

participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

(b) A Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

(c) A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as director or officer of or from his interest in such other company. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company or exercisable by it as director of such other company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

(d) A Director shall not vote or be counted in the quorum on any resolution of the Board concerning his own appointment as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).

(e) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his associates own 5 per cent. or more.

(f) Subject to the Ordinance and to the next paragraph of this Article, no Director or proposed Director shall be disqualified by this office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

(g) A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For this purpose, a general notice to the Board by a Director to the effect that:

- (i) he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or
- (ii) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him.

shall be deemed to be a sufficient declaration of interest in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

Votes of Director (h) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the concerning interested quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal contract or in which he or any of his associate(s) is/are materially interested, and if he shall do so his vote shall not arrangement. be counted, but this prohibition shall not apply to any of the following matters namely :

- (i) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which such Director or his associate(s) has himself / themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iv) any contract or arrangement in which such Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his /their interest in shares or debentures or other securities of the Company;
- (v) any proposal concerning any other company in which such Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which such Director or his associate(s) is/are beneficially interested in shares of that company, other than a company in which such Director together with any of his associates are in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of his associates is derived);
- (vi) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries, including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates; or
- (vii) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which such Director or his associate(s) may benefit.

(i) A company shall be deemed to be a company in which a Director together with any of his associates is beneficially interested in 5 per cent. or more of the issued shares or securities of any class if and so long as (but only if and so long as) he together with any of his associates are (either directly or indirectly) the holders of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this Article there shall be disregarded any shares held by a Director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder, and any indirect interest of such Director or his associates by virtue of an interest of the Company in such company.

(j) Where a company in which a Director together with any of his associates is beneficially interested in 5 per cent. or more of the issued shares or securities of any class is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.

(k) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of meeting) or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman as known to such Chairman has not been fairly disclosed to the Board.

(l) In so far as it is required by The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, a Director shall not vote (nor be counted in the quorum) on any resolution of the shareholders in respect of any contract or arrangement in which he is to his knowledge materially interested provided that this prohibition (a) shall not apply to any of the matters specified as (i) to (vii) inclusive in Article 100 (h) above; and (b) is also subject to any waiver which may be granted by the Stock Exchange.

Rotation of Directors

101. Subject to the manner of retirement by rotation of directors of the Company as from time to time prescribed under the rules and regulations governing the listing of securities on the Stock Exchange and notwithstanding any contractual or other terms on which any director may be appointed or engaged, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election.

102. The Company at any general meeting at which any Directors retire in manner aforesaid, may fill up the vacated offices by electing a like number of persons to be Directors.

103. If at any general meeting at which an election of Directors ought to take place, the place of a retiring Director is not filled up, the retiring Director shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until his place is filled up, unless it shall be expressly resolved at such meeting to reduce the number of Directors, or not to fill such vacated office, or unless a resolution for the re-election of such Director shall have been put to such meeting and lost.

104. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two.

105. No person other than a retiring Director shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election and notice in writing by that person of his willingness to be elected shall have been lodged at the Company at least seven days before the date of the general meeting and that the period for lodgment of both of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

106. The Company shall keep at its office a register containing all such particulars of its Directors as are required by the Ordinance to be kept therein and shall from time to time notify the Registrar any change that takes place in such Directors or their particulars as required by the Ordinance.

Power to remove 107. The Company may by ordinary resolution remove any Director (including a Managing or other Director by special resolution. of this period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. A person appointed in place of a Director so removed or to fill such a vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Borrowing Powers

Power to borrow. 108. The Directors may from time to time at their discretion exercise all the powers of the Company to raise or borrow, or to secure the payment of, any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof.

Conditions on which money may be borrowed. 109. (a) The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Assignment. (b) Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Special privileges. (c) Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.

Register of charges. 110. The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies Ordinance, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Ordinance, in regard to the registration of mortgages and charges therein specified and otherwise.

Charge of uncalled capital. 111. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge, thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the members or otherwise, to obtain priority over such prior charge.

Managing Directors etc.

Power to appoint Managing Director, etc. 112. The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director and/or such other office in the management of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article 98.

Removal of Managing Director, etc. 113. Every Director appointed to an office under Article 112 hereof shall, subject to the provisions of any contract between himself and the Company with regard to his employment in such office, be liable to be dismissed or removed therefrom by the Board of Directors.

Cessation of appointment. 114. A Director appointed to an office under Article 112 hereof shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall (subject to the provisions of any contract between him and the Company) *ipso facto* and immediately cease to hold such office if he ceases to hold the office of Director for any cause.

Power may be delegated. 115. The Directors may from time to time entrust to and confer upon a Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit. But the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn, revoked and varied.

Powers of Directors

116. (a) Subject to any exercise by the Directors of the powers conferred by Articles 115, 117, 118, General powers of 119, 125, 136 and 137 hereof, the management of the business of the Company shall be vested in the the Company vested Directors who, in addition to the powers and authorities by these Articles expressly conferred upon them, in the Directors. may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Ordinance and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles. Provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

(b) Without prejudice to the general powers conferred by these Articles it is hereby expressly declared that the Directors shall have the following powers:

- (i) To give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed.
- (ii) To give any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.

Managers

117. The Directors may from time to time appoint a general manager, a manager or managers of the Appointment and Company and may fix his or their remuneration either by way of salary or commission or by conferring remuneration of the right to participation in the profits of the Company or by a combination of two or more of these managers. modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.

118. The appointment of such general manager, manager or managers may be for such period as the Tenure of office and Directors may decide, and the Directors may confer upon him or them all or any of the powers of the powers. Directors as they may think fit.

119. The Directors may enter into such agreement or agreements with any such general manager, Terms and manager or managers upon such terms and conditions in all respects as the Directors may in their conditions of absolute discretion think fit, including a power for such general manager, manager or managers to appointment. appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

Chairman

120. The Directors may elect a Chairman of their meetings and determine the period (not being a Chairman. period extending beyond the date of the annual general meeting at which such Chairman is due to retire by rotation under Article 101) for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present or is unwilling so to act within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman for that meeting.

Proceedings of the Directors

121. (a) The Directors may meet together for the despatch of business, adjourn and otherwise Meetings of regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the Directors, quorum, transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of etc. this Article an alternate Director shall be counted in a quorum but notwithstanding that an alternate Director is an alternate for more than one Director he shall for quorum purposes count as only one Director.

(b) A Meeting of the Directors or any committee of the Directors may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Convening of Board meeting. 122. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. Provided however that notice need not be given to any Director for the time being absent from Hong Kong. A Director may waive notice of any meeting and any such waiver may be prospective or retrospective.

How questions to be decided. 123. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

Powers of meeting. 124. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally.

Power to appoint committee and to delegate. 125. The Directors may delegate any of their powers to committees consisting of such member or members of their body as the Directors think fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to person or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.

Acts of committee to be of same effect as acts of Board. 126. All acts done by any such committee in conformity with such regulations, and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect, as if done by the Directors, and the Directors shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expense of the Company.

Proceedings of committee. 127. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained or regulating the meetings and proceedings of the Directors.

When acts of Directors or person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that he had by virtue of Article 99(a) ceased to be a Director, be as valid as if every such person had been duly appointed and had not ceased to be a Director. 128. All acts *bona fide* done by any meeting of the Directors or by a committee of Directors, or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that he had by virtue of Article 99(a) ceased to be a Director, be as valid as if every such person had been duly appointed and had not ceased to be a Director.

Directors' powers when vacancies exist. 129. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

Directors resolution in writing. 130. A resolution in writing signed by the majority of the Directors or their alternates shall (so long as they constitute a quorum as provided in Article 121) be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.

Secretary

Appointment of Secretary. 131. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Ordinance or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially on that behalf by the Board. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of

its Directors or officers duly authorised.

132. The Secretary shall be an individual ordinarily reside in Hong Kong. Residence.

133. A provision of the Ordinance or of these Articles requiring or authorising a thing to be done by or Same person not to
to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting act in two capacities
both as Director and as or in place of the Secretary. at once.

Management - Miscellaneous

134. (a) The Board shall provide for the safe custody of the seal which shall only be used by the Seal.
authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every
instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by
the Secretary or by a second Director or by some other person appointed by the Board for the purpose.
Provided that the Board may either generally or in any particular case or cases resolve (subject to such
restrictions as to the manner in which the seal may be affixed as the Board may determine) that such
signatures or any of them may be affixed to certificates for shares or debentures or representing any other
form of security by some mechanical means other than autographic to be specified in such resolution or
that such certificates need not be signed by any person. Every instrument executed in manner provided
by this Article shall be deemed to be sealed and executed with the authority of the Directors previously
given.

(b) The Company may have an official seal for use for sealing certificates for shares or other Official Seal.
securities issued by the Company as permitted by Section 73A of the Ordinance (and no signature of any
Director, officer or other person and no mechanical reproduction thereof shall be required on any such
certificates or other document and any such certificates or other document to which such official seal is
affixed shall be valid and deemed to have been sealed and executed with the authority of the Board
notwithstanding the absence of any such signature or mechanical reproduction as aforesaid) and an
official seal for use abroad under the provisions of the Companies Ordinance where and as the Board
shall determine, and the Company may by writing under the seal appoint any agents or agent, committees
or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and
using such official seal and they may impose such restrictions on the use thereof as may be thought fit.
Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be
applicable, be deemed to include any such official seal as aforesaid.

135. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all Cheques and
receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise banking
executed as the case may be, in such manner as the Board shall from time to time by resolution arrangements.
determine. The Company's banking account shall be kept with such banker or bankers as the Board shall
from time to time determine.

136. (a) The Board may from time to time, and at any time, by power of attorney under the Power to appoint
common seal, appoint any company, firm or person, or any fluctuating body of persons, whether attorney.
nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such
purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable
by the Board under these Articles) and for such period and subject to such conditions as it may think fit,
and any such power of attorney may contain such provisions for the protection and convenience of
persons dealing with any such attorney as the Board may think fit, and may also authorise any such
attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

(b) The Company may, by writing under its common seal, empower any person, either Execution of deeds
generally or in respect of any specified matter, as its attorney, to execute deeds and instruments on its by attorney.
behalf and to enter into contracts and sign the same on its behalf in any place not situate within Hong
Kong, and every deed signed by such attorney on behalf of the Company and under his seal shall bind the
Company and have the same effect as if it were under the common seal of the Company.

137. The Board may establish any committees, local boards or agencies for managing any of the Local boards, etc..
affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be members
of such committees, local boards or agencies and may fix their remuneration, and may delegate to any
committee, local board, or agent any of the powers, authorities and discretions vested in the Board (other

than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Pension funds, etc..

138. The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and who hold or who have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Capitalisation of Reserves

Power to capitalise.

139. (a) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members holding ordinary shares in proportion to the number of ordinary shares (whether or not fully paid) held by them respectively on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares.

Effect of resolution to capitalise.

(b) Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provision for the benefit of fractional entitlements to accrue to the Company rather than to the members concerned) as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

Subscription Rights Reserve

Subscription rights reserve.

140. (a) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the

provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share then the following provisions shall apply:

- (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the "Subscription Rights Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) of this paragraph (a) on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up such additional shares in full as and when the same are allotted;
- (ii) the Subscription Rights Reserve will not be used for any purpose other than that specified above until all other reserves of the Company (other than share premium account and capital redemption reserve) have been used and will then only be used to make good losses of the Company if and so far as is required by law;
- (iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder credited as fully paid such additional nominal amount of shares as is equal to the difference between:
 - (aa) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and
 - (bb) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par

and immediately upon such exercise so much of the sum standing to the credit of the Subscription Rights Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall, forthwith be allotted and credited as fully paid to the exercising warrant holders;

- (iv) if upon the exercise of the subscription rights represented by any warrant, the amount standing to the credit of the Subscription Rights Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Directors shall apply any profits or reserves then or thereafter becoming available (including to the extent permitted by law, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until such time no dividend or other distributions shall be paid or made on the shares. Pending such payment up and allotment the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Directors may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

(b) Shares allotted pursuant to the provisions of this Article shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned.

(c) Notwithstanding anything contained in paragraph (a) of this Article no fraction of a share shall be allotted on exercise of the subscription rights.

(d) The provisions of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a special resolution of such Warrant holders or class of warrant holders.

(e) A certificate or report by the Auditors as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to an exercising warrant holder credited as fully paid and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.

Dividends and Reserves

141. The Company in general meeting may declare dividends in any currency, but no dividends shall exceed the amount recommended by the Board. Power to declare dividends.

142. (a) The Board may from time to time pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company, and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. Board's power to pay interim dividends.

(b) The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment.

143. (a) No dividend shall be payable except out of the profits of the Company. No dividend shall carry interest. Provisions as to dividend.

(b) For so long as any share issued under any share incentive scheme for employees remains subject to restrictions on dividends, voting and transfer imposed thereby, but without prejudice to the entitlement of the holder of such share to participate in any distribution on capitalization of reserves under Article 139, no dividend whether payable in cash or in specie or by way of allotment of fully paid shares under Article 145 hereof shall be declared or paid on such share.

144. Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest and such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer Dividend in specie.

and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective. Where requisite, a contract shall be filed in accordance with the provisions of the Ordinance, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend, and such appointment shall be effective.

Scrip dividends. 145. (a) Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve:

- (i) That such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:
 - (aa) the basis of any such allotment shall be determined by the Directors;
 - (bb) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (cc) the right of election may be exercised in whole or in part;
 - (dd) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in satisfaction thereof shares shall be allotted credited as fully paid to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Subscription Rights Reserve or Conversion Rights Reserve or Capital Redemption Reserve (if there be any such Reserves)) as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis; or
- (ii) That the shareholders entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:
 - (aa) the basis of any such allotment shall be determined by the Directors;
 - (bb) the Directors, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (cc) the right of election may be exercised in whole or in part;
 - (dd) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the

undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Subscription Rights Reserve or Conversion Rights Reserve or Capital Redemption Reserve (if there be any such Reserves) as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

(b) (i) The shares allotted pursuant to the provisions of paragraph (a) shall rank *pari passu* in all respects with the shares of the same class (if any) then in issue save only as regards participation in the relevant dividend.

(ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalization pursuant to the provisions of paragraph (a), with full power to the Directors to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Directors may authorise any person to enter into, on behalf of all members interested, an agreement with the Company providing for such capitalization and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

(c) The Company may upon the recommendation of the Directors by special resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (a) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.

(d) The Directors may on any occasion determine that an allotment of shares under paragraph (a)(i) of this Article or a right of election to receive an allotment of shares under paragraph (a)(ii) of this Article shall not be made or made available to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of shares or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination and the only entitlement of shareholders in any such territory or territories shall be to receive in cash the relevant dividend resolved to be paid or declared.

146. The Board may, before recommending any dividend, set aside out of the profits of the Company Reserves. such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.

147. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all Dividends to be paid dividends shall be declared and paid according to the amounts paid or credited as paid up on the shares in in proportion to paid respect whereof the dividend is paid, but no amount paid up or credited as paid up on a share in advance up capital. of calls shall be treated for the purposes of this Article as paid up on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares shall rank for dividend accordingly.

148. (a) The Directors may retain any dividends or other moneys payable on or in respect of a share Retention of

upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, dividends, etc.. liabilities or engagements in respect of which the lien exists.

Deduction of debts. (b) The Directors may deduct from any dividend or bonus payable to any member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise in relation to the shares of the Company.

Dividend and call. 149. Any general meeting sanctioning a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member, be set off against the call.

Effect of transfer. 150. A transfer of shares shall not pass the right to any dividend or bonus declared thereon before the registration of the transfer.

Receipts of dividends. 151. If two or more persons are registered as joint holders of any share, any one of such persons may by joint holders of give effectual receipts for any dividends, interim dividends or bonuses and other moneys payable in shares. respect of such shares.

Payment by post. 152. Unless otherwise directed by the Directors, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be sent at the risk of the holder or joint holder, as the case may be, and made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen, or that any endorsement thereon has been forged.

Unclaimed dividends. 153. All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof for any profit or benefit derived therefrom. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Directors and shall revert to the Company.

Record dates. 154. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares on a particular date or at a point of time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall *mutatis mutandis* apply to bonuses, capitalisation issue, distributions of realised capital profits or offers or grants made by the Company to the members.

Company may cease sending cheques for dividend entitlements or dividend warrants. 155. Without prejudice to the rights of the Company under Article 153, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

Company may sell shares of untraceable members. 156. The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of member who is untraceable, but no such sale shall be made unless:

- (i) all cheques or warrant, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles of the Company have remained uncashed provided that during the relevant period the Company has paid at least three dividends (whether interim or final) and no dividend in respect of such shares has been claimed by the person entitled to it;

- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
- (iii) the Company has caused an advertisement to be inserted in English in an English language newspaper and in Chinese in a Chinese language newspaper giving notice of its intention to sell such shares and has notified The Stock Exchange of Hong Kong Limited of such intention and a period of three months has elapsed since the date of such advertisement.

For the purpose of the foregoing, "relevant period" means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Article and ending at the expiry of the period referred to in that paragraph.

To give effect to any such sale the Board may authorise any person to transfer the said shares and instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Article shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

Accounts

157. The Directors shall cause true books of account to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Ordinance or necessary to give a true and fair view of the Company's affairs and to explain its transactions. Accounts to be kept.

158. The books of account shall be kept at the registered office or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

159. The Directors shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Ordinance or authorised by the Directors or by the Company in general meeting. Inspection by members.

160. (a) The Directors shall from time to time in accordance with the provisions of the Ordinance lay before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are so required by the Ordinance. Accounts before the Company at annual general meeting.

(b) Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debenture of, the Company and every person registered under Article 45 and every other person entitled to receive notices of registered under Article 45 and every other person entitled to receive notices of general meetings of the Company provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any share or debentures. Accounts to be sent to member with Directors' report and Auditors' report.

Auditors

Appointment. 161. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Ordinance.

Remuneration. 162. Subject as otherwise provided by the Ordinance the remuneration of the Auditors shall be fixed by the Company in general meeting.

When accounts to be 163. Every statement of accounts, audited by the Company's Auditors and presented by the Directors deemed finally at an annual general meeting, shall after approval at such meeting, be conclusive except as regards any settled. error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of accounts amended in respect of the error shall be conclusive.

Notices

Service of notices. 164. Any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in both an English language newspaper in English and a Chinese language newspaper in Chinese. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Members out of 165. A member shall be entitled to have notices served on him at any address within or outside Hong Hong Kong. Any member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him at such overseas address. In the absence of notification by a member of an address in Hong Kong or overseas for the purpose of service of notice, such member shall be deemed to have received any notice which shall have been displayed at the registered office of the Company and shall have remained there for the space of twenty-four hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.

When notice by post 166. Any notice sent by post shall be deemed to have been served on the day following that on which deemed to be served. the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.

Service of notice of 167. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental persons entitled on death, mental disorder or disorder or bankruptcy of a member. bankruptcy of a member. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Transferee to be 168. Any person who by operation of law, transfer or other means whatsoever shall become entitled to bound by prior any share shall be bound by every notice in respect of such share which previously to his name and notices. address being entered on the register shall be duly given to the person from whom he derives his title to such share.

Notice valid though 169. Any notice or document delivered or sent by post or left at the registered address of any member member deceased. in pursuance of these presents, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his decease be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other

person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

170. The signature to any notice to be given by the Company may be written or printed.

How notice is to be signed.

Information

171. No member (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.

Documents

172. (a) Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of Directors and any books, records, documents and accounts, relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and, where any books, records, documents and accounts are elsewhere than at the registered office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Directors or any committee of Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

(b) (i) The Company shall be entitled to destroy the following documents at the following times:

- (aa) registered instruments of transfer: at any time after the expiration of seven years from the date of registration thereof;
- (bb) allotment letters: at any time after the expiration of seven years from the date of issue thereof;
- (cc) copies of powers of attorney, grants of probate and letters of administration: at any time after the expiration of two years after the account to which the relevant power of attorney, grant of probate or letters of administration related has been closed;
- (dd) dividend mandates and notifications of change of address: at any time after the expiration of two years from the date of recording thereof; and
- (ee) cancelled share certificates: at any time after the expiration of one year from the date of the cancellation thereof.

(ii) It shall conclusively be presumed in favour of the Company

- (aa) that every entry in the register purporting to be made on the basis of any such documents so destroyed was duly and properly made; and
- (bb) that every such document so destroyed was valid and effective and had been duly and properly registered, cancelled, or recorded in the books or records of the Company, as the case may be.

(iii) (aa) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to

which the document might be relevant;

- (bb) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of these Articles;
- (cc) Reference herein to the destruction of any document include references to the disposal thereof in any manner.

Winding Up

Division of assets in liquidation. 173. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may with the authority of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other assets in respect of which there is a liability.

Service of Process. 174. In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement in an English language newspaper in English and a Chinese language newspaper in Chinese as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as mentioned in the register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

Indemnity

Indemnity against losses and liabilities. 175. (a) Every Director, manager, Secretary or other officer and every Auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 165 of the Ordinance) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any statute for relief from liability in respect of any such act or omission in which relief is granted by the court. No Director, manager, Secretary or other officer or Auditor shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.

(b) Subject to Section 165 of the Ordinance, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

Names, Addresses and Descriptions of Subscribers

For and on behalf of
GATEWAY SECRETARIAL LIMITED
(Sd.) LAU CHUN YING

.....
Authorised Signature
Rooms 1001-4A, Champion Building,
287-291 Des Voeux Road Central,
Hong Kong
Corporation

For and on behalf of
GATEWAY NOMINEES LIMITED
(Sd.) LAU CHUN YING

.....
Authorised Signature
Rooms 1001-4A, Champion Building,
287-291 Des Voeux Road Central,
Hong Kong
Corporation

Dated the 13th January, 2000.
WITNESS to the above signatures:

(Sd.) LAU MEI WAI
Secretary,
Rooms 1001-4A,
Champion Building,
287-291 Des Voeux Road
Central,
Hong Kong