

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Shares

AMENDED MEMORANDUM OF ASSOCIATION

OF

SOUTH SEA PETROLEUM HOLDINGS LIMITED

(南海石油控股有限公司)

(Including all amendments as at 1st June, 2010)

- *1. The name of Company is “SOUTH SEA PETROLEUM HOLDINGS LIMITED (南海石油控股有限公司)”
2. The Registered Office of the Company will be situated in Hong Kong.
3. The objects for which the Company is established are:–

** (1) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependant, municipal, local or otherwise in any part of the world.

*By Special Resolution passed on 14th July, 1984 the name of the Company was changed to “Sambor Limited”.

By a Special Resolution passed on 13th October, 1984 the name of the Company was changed to “Promet Petroleum Limited (寶秘礦油有限公司)”.

By a Special Resolution passed on 3rd November, 1989 the name of the Company was changed to “Summa Promet Energy Limited (森馬寶秘能源有限公司)”.

By a Special Resolution passed on 12th October, 1993 the name of the Company was changed to “Seaunion Holdings Limited (海僑控股有限公司)”.

By a Special Resolution passed on 25th February, 1998 the name of the Company was changed to “Sen Hong Resources Holdings Limited (辛康海聯控股有限公司)”.

By a Special Resolution passed on 28th May, 2004 the name of the Company was changed to “South Sea Petroleum Holdings Limited (南海石油控股有限公司)”.

** Added by Special Resolution passed on 3rd November, 1989.

** (2) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

** (3) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock obligations or other securities 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 management and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.

* (3A) So far as for the time permitted by law, to purchase, and grant financial assistance for the purpose of or in connection with the acquisition by any person of, shares, warrants or any other securities convertible into shares which are issued from time to time by the Company.

** (4) (i) To acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any tenure or description and any estate or interest therein, and any rights over or connected with land so situate, and to turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing, altering, improving, decorating, furnishing, and maintaining offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences of all kinds, and by consolidating, or connecting, or sub-dividing properties, and by leasing and disposing of the same.

(ii) To manage land, buildings or other property, or let the same or any part thereof for any period, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers and others, light, heat, refreshments, attendants, messengers, waiting-rooms, reading-rooms, meeting-rooms, lavatories, bath houses, laundry conveniences, electric conveniences, garages, security services, recreation facilities and other advantages which from time to time the Company shall consider desirable, or to provide for such management, letting and advantages as aforesaid by employing any person, firm or company to carry out or supply the same on such terms as the Company may think fit.

(i) To purchase and sell for any persons freehold or leasehold property, buildings or lands, or any share or shares, interest or interests therein, and to transact on commission or otherwise the general business of a land agent.

** Added by Special Resolution passed on 3rd November, 1989.

* Added by a Special Resolution passed on 21st June, 1995.

- (ii) To develop and turn to account any land, buildings and hereditaments of any tenure or description and any estate or interest therein acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering pulling down, decorating, maintaining, furnishing, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, and others.
- (iii) To raise and collect funds, acquire, take on lease, purchase, hold and enjoy any property and invest moneys upon mortgage of any immovable property or upon the mortgages, debentures, stocks, funds, shares or securities of any corporation or company.
- (iv) With the approval in writing of the appropriate authority (where necessary), to grant, sell convey, assign, surrender, exchange, partition, yield up, mortgage, transfer or otherwise dispose of, or let for any period any immovable property.
- (v) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (5) To act as the holding company of the group of companies of which the Company is for the time being the holding company and to co-ordinate the administration of the group of companies of which the Company is for the time being the holding company and to carry on the business of rendering administrative and secretarial services of every kind and description in any part of the world and as office organisers, advertising and publicity agents, consultants and business advisers, and in providing such other services and facilities as may from time to time be required;
- (6) To purchase, acquire or get and to explore, exploit, export, develop and turn to account any concessions, lands, areas of the seabed, foreshore or other underwater areas and deposits bearing petroleum (including natural gases) or other liquid or gaseous hydrocarbons and to undertake mining, drilling, boring and other operations with a view to obtaining and marketing liquid or gaseous hydrocarbons, natural and similar substances and the products of mineral deposits and vegetation, and
- (7) To carry on business as producers, refiners and distributors of liquid or gaseous hydrocarbons, petroleum naphtha and other mineral, vegetable and animal oils, gases including natural gases and combustible substances, and to purchase, acquire or get, import, export, sell and deal in all kinds of fuel and lubricants.

- (8) To improve, manage, develop, sell, let, exchange, invest, reinvest, settle, grant licences, easements, options, servitudes and other rights over, or otherwise deal with all or any part of the Company's property, undertaking and assets (present and future) including uncalled capital, and any of the Company's rights, interests and privileges.
- (9) To import, export, buy, sell (wholesale and retail), exchange, barter, let on hire, distribute and otherwise deal in and turn to account, as principal, agent or in any other capacity whatsoever, goods, materials, commodities, produce and merchandise generally in their prepared, manufactured, semi-manufactured and raw state.
- (10) To manufacture, construct, assemble, design, repair, refine, develop, alter, convert, refit, prepare, treat, render marketable, process and otherwise produce materials, fuels, chemicals, substances and industrial, commercial and consumer products of all kinds.
- (11) To acquire, sell, own, lease, let out on hire, administer, manage, control, operate, construct, repair, alter, equip, furnish, fit out, decorate, improve and otherwise undertake and deal in engineering and construction works, buildings, projects, offices and structures of all kinds.
- (12) To carry on business as auctioneers, appraisers, valuers, surveyors, land and estate agents.
- (13) To carry on all or any of the businesses of shippers and ship-owners, ship and boat-builders, charterers, shipping and forwarding agents, ship managers, wharfingers, lightermen, stevedores, packers, storers, fishermen and trawlers.
- (14) To purchase or otherwise acquire, take in exchange, charter, hire, build, construct, own, work, manage, operate and otherwise deal with any ship, boat, barge or other waterborne vessel, hovercraft, balloon, aircraft, helicopter or other flying machine, coach, wagon, carriage (however powered) or other vehicle, or any share or interest therein.
- (15) To establish, maintain, and operate sea, air, inland waterway and land transport enterprises (public and private) and all ancillary services.
- (16) To carry on business as consulting engineers in all fields including without limitation civil, mechanical, chemical, structural, marine, mining, industrial, aeronautical, electronic and electrical engineering, and to provide architectural, design and other consultancy services of all kinds.
- (17) To apply for, register, purchase or otherwise acquire and protect, prolong, and renew, in any part of the world, and intellectual and industrial property and technology of whatsoever kind or nature and licences, protections and concessions therefor, and to use, turn to account, develop, manufacture, experiment upon, test, improve and license the same.

- (18) To carry on the business of advisers, consultants, researchers, analysts and brokers of whatsoever kind or nature in all branches of trade, commerce, industry and finance.
- (19) To provide or procure the provision of every and any service or facility required by any person, firm or company.
- (20) To provide agency, corporate, office and business services to any person, firm or company, and to act as nominee, director, custodian and trustee of any kind and to undertake and execute any trust.
- (21) To enter into, carry on and participate in financial transactions and operations of all kinds.
- (22) To carry on business as insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers and consultants, pensions and investment advisers, consultant assessors, average adjusters and mortgage brokers, to carry on the business of an insurance and guarantee company in all its branches (excluding fire, life and marine insurance).
- (23) To carry on all or any of the businesses of hoteliers and restaurateurs, and proprietors, sponsors and managers of all kinds of sporting, competitive and leisure activities.
- (24) To carry on business as farmers, graziers, dealers in and breeders of livestock, horticulturists and market gardeners.
- (25) To carry on all or any of the businesses of printers, publishers, designers, draughtsmen, journalists, press and literary agents, tourist and travel agents, advertisers, advertising and marketing agents and contractors, personal and promotional representatives, artists, sculptors, decorators, illustrators, photographers, film makers, producers and distributors, publicity agents and display specialists.
- (26) To establish and carry on institutions of education, instruction or research and to provide for the giving and holding of lectures, scholarships, awards, exhibitions, classes and meetings for the promotion and advancement of education or the dissemination of knowledge generally.
- (27) To carry on any other business or activity and do any act or thing which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's property or assets or otherwise to advance the interests of the Company or its Members.

- (28) To enter into any commercial or other arrangements with any government, authority, corporation, company or person and to obtain or enter into any legislation orders, charters, contracts, decrees, rights, privileges, licences, franchises, permits and concessions for any purpose and to carry out, exercise and comply with the same and to make, execute, enter into, commence, carry on, prosecute and defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (29) To take out insurance in respect of any all insurable risks which may affect the Company or any other company or person and to effect insurance (and to pay the premiums therefor) in respect of the life of any person and to effect re-insurance and counter-insurance, but no business amounting to fire, life, or marine insurance business may be undertaken.
- (30) To lend and advance money and grant and provide credit and financial or other accommodation to any person, firm or company.
- (31) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- (32) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 2 of the Companies Ordinance (Cap. 32)) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and to act as agents for the collection, receipt or payment of money, and to enter into any contract of indemnity or suretyship (but not in respect of fire, life and marine insurance business).

- (33) To draw, make, accept, endorse, negotiate, discount, execute, issue, purchase or otherwise acquire, exchange, surrender, convert, make advances upon, hold, charge, sell and otherwise deal in bills of exchange, cheques, promissory notes, and other negotiable instruments and bills of lading, warrants, and other instruments relating to goods.
- (34) To give any remuneration or other compensation or reward (in cash or securities or in any other manner the Directors may think fit) to any person for services rendered or to be rendered in the conduct or course of the Company's business or in placing or procuring subscriptions of or otherwise assisting in the issue of any securities of the Company or any other company formed or promoted by the Company or in which the Company may be interested or in or about the formation or promotion of the Company or any other company as aforesaid.
- (35) To grant or procure pensions, allowances, gratuities and other payments and benefits of whatsoever nature to or for any person and to make payments towards insurances or other arrangements likely to benefit any person or advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (36) To pay all expenses preliminary or incidental to the formation and promotion of the Company or any other company and the conduct of the business of the Company or any other company.
- (37) To procure the Company to be registered or recognised in any territory.
- (38) To cease carrying on and wind up any business or activity of the Company, and to cancel any registration of and to wind up and procure the dissolution of the Company in any territory.
- (39) To distribute any part of the undertaking, property and assets of the Company among its creditors and Members in specie or in kind but so that no distribution amounting to a reduction of capital may be made without the sanction (if any) for the time being required by law.

- (40) To appoint agents, experts and attorneys to do any and all of the above matters and things on behalf of the Company or any thing or matter for which the Company acts as agent or is in any other way whatsoever interested or concerned in any part of the world.
- (41) To do all and any of the above matters or things in any part of the world and either as principal, agent, contractor, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others, and generally upon such terms and in such manner and for such consideration and security (if any) as the Company shall think fit including the issue and allotment of securities of the Company in payment or part payment for any property acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (42) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

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 the objects specified in each paragraph of this Clause 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 name of the Company.

4. The liability of the members is limited.

*5. The Capital of the Company is US\$500,000,000 divided into 500,000,000,000 shares of US\$0.001 each and the Company shall have power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified, or other special rights, privileges, restrictions or conditions.

*By an Ordinary Resolution passed on 14th July, 1984 each of the shares of US\$2 each was sub-divided into 200 shares of US\$0.01 each.

By an Ordinary Resolution passed on 7th September, 1984 the share capital of the Company was increased to US\$1,550,000 by the creation of 154,980,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 5th October, 1984 the share capital of the Company was increased to US\$10,000,000 by the creation of 845,000,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 14th August, 1987 the authorised capital of the Company was increased to US\$20,000,000 by the creation of 1,000,000,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 10th May, 1989 the authorised capital of the Company was increased to US\$35,000,000 by the creation of 1,500,000,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 4th July, 1990 the authorised capital of the Company was increased to US\$50,000,000 by the creation of 1,500,000,000 shares of US\$0.01 each.

By Special Resolutions and an Ordinary Resolution passed on 12th October, 1993 there was a capital reduction followed by a reconsolidation of the shares and an increase in the authorised capital of the Company to US\$50,000,000 divided into 5,000,000,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 28th June, 1999 the authorised capital of the Company was increased to US\$70,000,000 by creation of 2,000,000,000 shares of US\$0.01 each.

By an Ordinary Resolution of the Company passed on 7th June, 2000 the authorised capital of the Company was increased to US\$140,000,000 by creation of 7,000,000,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 20th October, 2000 the authorised capital was consolidated from 14,000,000 shares of US\$0.01 each to 1,400,000,000 shares of US\$0.1 each.

By Ordinary Resolutions and a Special Resolution passed on 8th November, 2001 there was reorganization of the authorized capital of the Company that after a share consolidation, a reduction of capital and an increase in capital, the authorized capital of the Company be US\$140,000,000 divided into 14,000,000,000 shares of US\$0.01 each.

By an Ordinary Resolution passed on 8th January, 2010 the authorized capital of the Company be increased to US\$500,000,000 of US\$0.01 each.

By an Ordinary Resolution passed on 1st June, 2010 the authorized capital of the Company be consolidated to US\$500,000,000 of US\$0.50 each.

By a Special Resolution and an Ordinary Resolution passed on 8th November, 2011 there was a reorganization of the authorized capital of the Company that after a reduction of capital and an increase in authorized capital, the authorized capital of the Company be US\$500,000,000 divided into 500,000,000,000 shares of US\$0.001 each.

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 GREGSON LIMITED JOHN A. MUTIMER Director Alexandra House, 11th Floor, 16-20 Chater Road, Hong Kong. Body Corporate.</p> <p>for and on behalf of DREDSON LIMITED JOHN A. MUTIMER Director Alexandra House, 11th Floor, 16-20 Chater Road, Hong Kong. Body Corporate.</p>	<p>One</p> <p>One</p>
<p>Total Number of Shares Taken.....</p>	<p>Two</p>

Dated the 2nd day of June, 1984.

WITNESS to the above signatures:–

D.L.JACK
 Solicitor,
 HONG KONG.

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Shares

AMENDED ARTICLES OF ASSOCIATION

OF

SOUTH SEA PETROLEUM HOLDINGS LIMITED

(南海石油控股有限公司)

(Including all amendments as at 17th February, 2011)

1. No. regulations set out in any schedule to any Ordinance concerning companies shall apply as regulations of articles of the Company.

INTERPRETATION

2. In these Articles unless the context otherwise requires:—

❖ “associate” in relation to any Director, chief executive or substantial shareholder, shall have the meaning assigned to it by the rules of the Stock Exchange of Hong Kong Limited from time to time;

“Board” means the Board of Directors of the Company or the Directors present at a meeting of Directors at which a quorum is present and includes and committee of the Board duly constituted for the purposes relevant in the context in which any relevant reference to the Board appears or the members of such committee present at a meeting thereof at which a quorum is present;

❖ Added by Special Resolution passed on 28th May, 2004.

“Companies Ordinance” means the Companies Ordinance (Chapter 32) as from time to time amended, replaced or re-enacted and every other Ordinance from time to time in force concerning companies insofar as the same applies to the Company;

∞ “Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the Listing Rules;

“debenture” and “debenture holder” shall include debenture stock and debenture stockholder respectively;

∞ “Electronic Means” includes sending or otherwise making available to the intended recipients of the communication in the electronic format;

“Executive Director” means a Managing Director, Joint Managing Director or Assistant Managing Director of the Company or a Director who is the holder of any other employment or executive office with the Company;

∞ “Listing Rules” means Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;

“Member” means a member of the Company;

“Office” means the registered office of the Company;

“paid up” means paid up or credited as paid up;

“Register” means the Register of Members of the Company;

“Seal” means the common seal of the Company or any official seal that the Company may be permitted to have under the Companies Ordinance;

∞ Added by Special Resolution passed on 17th February, 2011.

“Secretary” includes a temporary or assistant Secretary and any person appointed by the Board to perform any of the duties of the Secretary;

“these Articles” means these Articles of Association in their present form or as from time to time altered;

references to writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form;

*references to documents being in writing or in written form or being sent or delivered shall include their being in the form of a telex, cable, facsimile or other electronic communication (as the case may be) being telexed or cabled or transmitted via a facsimile or other electronic machine and references to any document being signed by a particular person includes an indication in any telex, cable, facsimile message or other electronic communication that such message was despatched by or at the direction of such person;

any words or expressions defined in the Companies Ordinance in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles of such part (as the case may be); and

*where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

* Replaced by a Special Resolution passed on 25th May, 1990.

REGISTERED OFFICE

3. The Office shall be at such place in Hong Kong as the Board shall from time to time appoint.

SHARE RIGHTS

4. Subject to any special rights conferred on the holders of any shares or class of shares, any share in the Company may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.
5. Subject to the Companies Ordinance, any preference share may, with the sanction of a special resolution, be issued on terms that they are, or at the option of the Company are liable, to be redeemed. The terms and manner of redemption shall be provided for by alteration of these Articles.

MODIFICATION OF RIGHTS

6. Subject to the Companies Ordinance, all or any of the special rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the Company is being wound up) be altered or abrogated with the consent in writing of the holders of not less than three-fourths 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 such shares. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be one or more persons holding or representing by proxy not less than one-third 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 may demand a poll and that at any meeting of such holders adjourned through want of a quorum one holder present in person by proxy (whatever the number of shares held by him) shall be a quorum and for the purposes of this Article one holder present in person or by proxy may constitute a meeting.

7. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking pari passu therewith.

SHARES

8. Subject to the provisions of these Articles, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may determine provided that the Board shall not exercise any of the aforesaid powers to allot shares without the prior approval of the Company in general meeting where such approval is required by the Companies Ordinance.
 9. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Ordinance.
 10. The Company shall not be bound to register more than four persons as joint holders of any share, and if two or more persons are registered as joint holders of any share any one of such persons may give effectual receipts for any dividends or other moneys payable in respect of such share.
 11. Except as ordered by a Court of competent jurisdiction or as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required 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 (except only as otherwise provided by these Articles or by law) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.
- *11A. (a) Subject to the Statutes, the Company's memorandum of association and, where applicable, the rules of any Designated Stock Exchange, any power of the Company to purchase or otherwise acquire its own shares, warrants or any other securities convertible into share shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.

* Added by Special Resolution passed on 21st June, 1995

- (b) Subject to the Statutes and, where applicable, the rules of any Designated Stock Exchange, the Company may in accordance with any scheme for the time being in force and approved by the Members in general meeting provide, directly or indirectly, a loan, guarantee, security or other financial assistance for the purpose of or in connection with a purchase of, or subscription for, shares in, warrants or any other convertible securities of the Company or any holding company of the Company, being a purchase of or subscription for shares, warrants or any other convertible securities by a trustee of or to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company, in each such case whether incorporated in Hong Kong or elsewhere including and Directors holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object.
- (c) Subject to the Statutes and, where applicable, the rules of any Designated Stock Exchange, the Company may give financial assistance on such terms as the Board thinks fit to Directors and bona fide employees of the Company, its subsidiaries and any holding company of the Company and/or any subsidiary of any such holding company, in each such case whether incorporated in Hong Kong or elsewhere, in order that they may purchase shares in, warrants or any other convertible securities of the Company or any holding company of the Company and such terms may include a provision stating that when a Director ceases to be a Director of, or an employee ceases to be employed by the Company or such other company, shares, warrants or any other convertible securities bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Board thinks fit.

CERTIFICATES

*12. Every person whose name is entered as a Member in the Register shall be entitled, without payments, to receive within two months after allotment or lodgment of transfer (or within such other period as the terms of issue shall provide) one certificate for all his shares of any one class or several certificates each for one or more of his shares of such class upon payment of a fee which shall not exceed the maximum fee prescribed or permitted from time to time by The Stock Exchange of Hong Kong Limited and such other stock exchanges on which the shares or other securities of the Company are traded and listed for every certificate after the first or such lesser sum as the Board shall from time to time determine provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue 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.

* As amended by a Special Resolution passed on 28th June, 1996

- 13.If a share certificate is defaced, lost or destroyed it may be replaced without fee but on such terms (if any) as to evidence and indemnity and to payment of the costs and out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of defacement, on delivery of the old certificate to the Company*, and on payment of a fee which shall not exceed the maximum fee prescribed or permitted from time to time by The Stock Exchange of Hong Kong Limited and such other stock exchanges on which the shares or other securities of the Company are traded and listed.
- 14.All forms of certificate of share or loan capital or other securities of the Company (other than letters of allotment, scrip certificates and other like documents) shall, except to the extent that the terms and conditions for the time being relating thereto otherwise provide, be issued under the Seal. The Board may determine, either generally or in any particular case or cases, that any signatures on any such certificates need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.

LIEN

- 15.The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable, at a date fixed by or in accordance with the terms of issue of such share, in respect of such share, and the Company shall also have a first and paramount lien on every share (not being a fully paid share) 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, whether the same shall have been incurred before or after notice to the Company of any interest of any person other than such Member, and whether the time 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 or not. The Company's lien on a share shall extend to all dividends payable thereon. 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 wholly or in part exempt from the provisions of the Article.
- 16.The Company may sell, in such manner as the Board may think fit, any share 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 nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default of such payment, has been served on the holder for the time being of the share.

* As amended by a Special Resolution passed on 28th June, 1996

17. The net proceeds of the sale by the Company of any shares on which it has a lien shall be applied in or towards payment or discharge of the debt or liability in respect of which the lien exists so far as the same is presently payable, and any residue shall (subject to like lien for debts or liabilities not presently payable as existed upon the share prior to the sale) be paid to the person who was immediately before such sale the holder of the share. For giving effect to any such sale the Board may authorise some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the sale.

CALLS OF SHARES

18. The Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not by the terms of issue thereof made payable at a date fixed by or in accordance with such terms of issue, and each Member shall (subject to the Company serving upon him at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine.

19. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed.

20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

21. If a sum called in respect of a share shall not be paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate, not exceeding 20 per cent. per annum, as the Board may determine, but the Board shall be at liberty to waive payment of such interest wholly or in part.

22. Any sum which, by the terms of issue of a share, becomes payable on allotment or at any date fixed by or in accordance with such terms of issue, whether on account of the nominal amount of the shares or by way of premium, shall for all the purposes of these Articles be deemed to be a call duly made, notified and payable on the date on which, by the terms of issue, the same becomes payable and, in case of non-payment, all the relevant provisions of these Articles as to payment of interest, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

23. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.
24. The Board may, if it thinks fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate, not exceeding (unless the Company by ordinary resolution shall otherwise direct) 20 per cent. per annum, as may be agreed upon between the Board and the Member paying such in advance.
25. No Member shall be entitled to receive any dividend, or (unless the Board otherwise determines) to be present or vote at any general meeting, either personally or (save as proxy for another member) by proxy or to exercise any privilege as a Member, or be reckoned in a quorum, until he shall have paid all calls or other sums for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with any accrued interest and any costs, charges and expenses incurred by the Company by reason of any non-payment.

FORFEITURE OF SHARES

26. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may at any time thereafter during such time as any part of such call or instalment remains unpaid 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.
27. The notice shall name a further day (not being less than fourteen days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made and shall state that in the event of non-payment on or before the day and at the place appointed, the shares in respect of which such call was made or instalment is payable will be liable to be forfeited. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references in these Articles to forfeiture shall include surrender.
28. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments and interest due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

29. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share; but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.
30. A forfeited share shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Board shall think fit, and at any time before a sale, re-allotment or disposal the forfeiture may be cancelled on such terms as the Board may think fit.
31. A person whose shares have been forfeited shall thereupon cease to be a Member in respect of the forfeited shares but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares with interest thereon at the rate of 20 per cent. per annum (or such lower rate as the Board may determine) from the date of forfeiture until payment, and the Company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited.
32. A statutory declaration in writing that the declarant is a Director or the Secretary and that a share has been duly forfeited on the date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration (if any) given for the share on the sale, re-allotment or disposal thereof and the Board may authorise some person to transfer the share to the person to whom the same is sold, re-allotted 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 relating to the forfeiture, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

33. Subject to such of the restrictions of these Articles as may be applicable, any Member may transfer all or any of his shares by an instrument of transfer in the usual common form or in any other form which the Board may approve.

34. The instrument of transfer of a share shall be signed by or on behalf of the transferor and 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. All instruments of transfer, when registered, may be retained by the Company. *For the purpose of this Article, the Board may, on such conditions as the Board may think fit, accept the machine imprinted or mechanically produced signature of the transferor or the transferee as the valid signature of the transferor or the transferee.

35. The Board may, in its absolute discretion and without assigning any reason therefor, decline to register any transfer of any share which is not a fully paid share.

36. The Board may also decline to register any transfer unless:—

(a) the instrument of transfer, duly stamped, is lodged with the Company accompanied by the certificate for 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;

(b) the instrument of transfer is in respect of only one class of share; and

(c) the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four.

37. If the Board declines to register a transfer it shall, within two months after the date on which the instrument of transfer was lodged, send to the transferee notice of the refusal.

*37(A). A fee shall be charged for registration of a transfer provided always that such fee as from time to time determined by the Company shall not exceed the maximum fee prescribed or permitted from time to time by The Stock Exchange of Hong Kong Limited and such other stock exchanges on which the shares or other securities of the Company are traded and listed.

* As amended by a Special Resolution passed on 28th June, 1996

38. A fee shall be charged by the Company for registering any transfer, probate, letters of administration, certificate of death or marriage, power of attorney, distringas or stop notice order of court or other instrument relating to or affecting the title to any share, or otherwise making any entry in the Register relating to any share *provided always that such fee shall not exceed the maximum fee prescribed or permitted from time to time by The Stock Exchange of Hong Kong Limited and such other stock exchanges on which the shares or other securities of the Company are traded and listed.
39. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year and the Directors shall comply with the provisions of the Companies Ordinance as to advertisement.

TRANSMISSION OF SHARES

40. In the case of the death of a Member the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his shares; but nothing herein contained shall release the estate of a deceased holder from any liability in respect of any share held by him solely or jointly with other persons.
41. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member or otherwise by operation of law may, subject as hereinafter provided and upon such evidence being produced as may from time to time be required by the Board as to his entitlement, either be registered himself as the holder of the share or elect to have some person nominated by him registered as the transferee thereof. If the person so becoming entitled elects 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 signify his election by signing an instrument of transfer of such share in favour of his nominee. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and registration of transfers of shares shall be applicable to any such notice or instrument of transfer as aforesaid as if the death or bankruptcy of the Member or other event giving rise to the transmission had not occurred and the notice or instrument or transfer were an instrument of transfer signed by such Member.

42. A person becoming entitled to a share in consequence of the death or bankruptcy of a Member or otherwise by operation of law shall (upon such evidence being produced as may from time to time be required by the Board as to his entitlement) be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of the share to receive notices of or to attend or vote at general meetings of the Company or, save as aforesaid, to exercise in respect of the share any of the rights or privileges of Member until he shall have become registered as the holder thereof. The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within sixty days the Board 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.

STOCK

43. The Company may from time to time by ordinary resolution convert any fully paid up shares into stock and may reconvert any stock into fully paid up shares of any denomination. After the passing of any resolution converting all the fully paid shares by any class in the capital of the Company into stock, any shares of that class which subsequently become fully paid up and rank *pari passu* in all other respects with such shares shall, by virtue of this Article and such resolution, be converted into stock transferable in the same units as the shares already converted.

44. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit. The Board may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of such minimum, but the minimum shall not, without the sanction of any ordinary resolution of the Company, exceed the nominal amount of each of the shares from which the stock arose.

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

46. All of the provisions of these Articles which are applicable to paid up shares shall apply to stock and the words “share” and “shareholder” herein shall include “stock” and “stockholder” respectively.

INCREASE OF CAPITAL

47. The Company may from time to time by ordinary resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

48. The Company may, by the resolution increasing the capital, direct that the new shares or any of them shall be offered in the first instance either as par or at a premium or (subject to the provisions of the Companies Ordinance) at a discount to all the holders for the time being of shares of any class or classes in proportion to the number of such shares held by them respectively or may make any other provisions as to issue of the new shares.

49. The new shares shall be subject to all the provisions of these Articles with reference to lien, the payment of calls, forfeiture, transfer, transmission and otherwise.

ALTERATIONS OF CAPITAL

50. The Company may from time to time by ordinary resolution:–

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) 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 Companies 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 any such deferred or qualified rights or be subject to any such restrictions as compared with, the other or others as the Company has power to attach to unissued or new shares;

(c) 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 authorised share capital by the amount of the shares so cancelled;

and may also by special resolution:—

(d) subject to any confirmation or consent required by law, reduce its authorised and issued share capital or any capital redemption reserve fund or any share premium account in any manner.

Where any difficulty arises in regard to any consolidation and division under paragraph (a) of this Article, the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale in due proportion amongst the Members who would have been entitled to the fraction* or, if the Board thinks fit, retain the proceeds for the benefit of the Company and for this purpose the Board may authorise some person to transfer the shares representing fractions to the purchaser thereof, who 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.

GENERAL MEETINGS

51. The Board shall convene and the Company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Ordinance at such times and places as the Board shall appoint. Any general meeting of the Company other than an annual general meeting shall be called an extraordinary general meeting.

52. The Board may, whenever it thinks fit, convene an extraordinary general meeting.

* As amended by a Special Resolution passed on 12th October, 1993

NOTICE OF GENERAL MEETINGS

53. Subject to the Companies Ordinance, an annual general meeting and a meeting** called for the passing of a special resolution shall be called by not less than twenty-one days' notice in writing and a meeting other than an annual general meeting or a meeting called for the passing of a special resolution shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive on 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, day and time of meeting and, in the case of special business, the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution as the case may be. Notice of every general meeting shall be given in manner hereinafter mentioned to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the Auditors for the time being of the Company.

Provided that, subject to and without prejudice to the provisions of the Companies Ordinance, a meeting of the Company which is called by shorter notice than that specified in this Article shall be deemed to*** have been duly called if it is so agreed:—

- (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being majority together holding not less than 95 per cent. in nominal value of the shares giving a right to attend and vote at the meeting.

** By a Special Resolution passed on 14th August, 1987 the words "other than a Meeting" were deleted.

*** As amended by a Special Resolution passed on 25th May, 1990

54.(A) In every notice calling a general meeting of the Company, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member.

(B) The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by, and person entitled to receive such notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

55.All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of:–

(a) the declaration and sanctioning of dividends;

(b) the consideration and adoption of the accounts and balance sheet and the report of the Directors and other documents required to be annexed to the accounts;

(c) the appointment of Auditors; and

(d) the fixing of, or the determining of the method of fixing, the remuneration of the Directors and of the Auditors.

56.No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a chairman which shall not be treated as part of the business of the meeting. Save as otherwise provided by these Articles, at least two Members present in person or by proxy and entitled to vote shall be a quorum for all purposes. A corporation being a Member shall be deemed for the purpose of these Articles to be present in person if represented by proxy or in accordance with the provisions of the Companies Ordinance.

57. If within five minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed to the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days thereafter) and at such other time or place as the chairman of the meeting may determine and at such adjourned meeting two Members present in person or by proxy (whatever the number of shares held by them) may constitute a meeting. The Company shall give not less than seven days' notice in writing or any meeting adjourned through want of a quorum and such notice shall state that two Members present in person or by proxy (whatever the number of shares held by them) may constitute a Meeting.
58. Each Director shall be entitled to attend and speak at any general meeting of the Company.
59. The Chairman (if any) of the Board or, in his absence, a Deputy Chairman (if any) shall preside as chairman at every general meeting. If there is no such Chairman or Deputy Chairman, or if at any meeting neither the Chairman nor a Deputy Chairman is present within five minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, the persons present and entitled to vote on a poll shall elect one of their number to be chairman.
60. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
61. Save as expressly provided by these Articles it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

VOTING

*62. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every Member who is present in person or by proxy at a general meeting of the Company shall have one vote and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he is the holder.

#62A. Where any Shareholder is, under the rules of the Stock Exchange of Hong Kong Limited, 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 Shareholder in contravention of such requirement or restriction shall not be counted.

*63. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is specifically required under the rules of the Stock Exchange of Hong Kong Limited, or demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand of a poll) by:—

- (a) the chairman of the meeting; or
- (b) at least five Members present in person or by proxy and entitled to vote; or
- (c) any Member or Members present in person or by proxy and representing in the aggregate not less than one tenth of the total voting rights of all Members having the right to attend and vote at the meeting; or
- (d) any Member or Members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

* As amended by a Special Resolution passed on 28th June, 1996.

Added by Special Resolution passed on 28th May, 2004.

* Amended by Special Resolution passed on 28th May, 2004.

Unless a poll is 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 not carried by a particular majority or lost shall be final and conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

64.If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

65.A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner and either forth-with or at such time (being not later than three months after the date of the demand) and place as the chairman shall direct. It shall be not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.

66.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 the poll has been demanded and it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.

*67. On a poll or on show of hands votes may be given either personally or by proxy.

68.A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.

69.In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote.

70.In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding, the first named being the senior.

* Added by a Special Resolution passed on 21st June, 1995.

❖70A. Where that shareholder and/or warrant holder is a recognized clearing house (within the meaning of the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong) or its nominee(s), it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any shareholders' meetings or any meetings of any class of shareholders and/or warrant holders provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorization and/or further evidence for substantiating the facts that it is duly authorised and will be entitled to exercise the same power on behalf of the recognized clearing house as that clearing house or its nominee(s) could exercise if it were an individual shareholder and/or warrant holder of the Company.

**71. A Member who is a patient for any purpose of any Ordinance relating to mental health or in respect of whom an order has been made by any Court having jurisdiction for the protection of management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such Court and such receiver, committee, curator bonis or other person may vote either on show of hands or on a poll by proxy and may otherwise act and be treated as such Member for the purposes of general meetings.

72.No Member shall, unless the Board otherwise determines, be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of his shares in the Company have been paid.

73.If:—

(a) any objections shall be raised to the qualification of any voter, or

(b) any votes have been counted which ought not to have been counted or which might have been rejected; or

(c) any votes are not counted which ought to have been counted,

❖ Added by Special Resolution passed on 21st May, 2008.

** As amended by a Special Resolution passed on 28th June, 1996.

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the 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 of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

PROXIES

74. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

75. A proxy need not be a Member.

76. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Office (or at such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.

77. Instruments of proxy shall be in any common form or in such other form as the Board may approve and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

78. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office (or such other place in Hong Kong as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) one hour at least before the commencement of the meeting or adjourned meeting*.

NUMBER OF DIRECTORS

79. Unless and until otherwise determined by ordinary resolution of the Company, the Directors shall be not less than two in number and there shall be no maximum number of Directors. The first Directors shall be named by the subscribers to the Memorandum of Association.

APPOINTMENT AND REMOVAL OF DIRECTORS

80. Subject to the provisions of these Articles, the Company may by ordinary resolution elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles.

81. Without prejudice to the power of the Company in general meeting in pursuance of any of the provisions of these Articles to appoint any person to be a Director, the Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of Directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any Directors so appointed by the Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

* As amended by a Special Resolution passed on 28th June, 1996.

∞81A. Notwithstanding any other provisions in these Articles, at each annual general meeting one third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation; every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to be retired every year shall be those who have been the longest in office since their last election. The retiring Directors shall be eligible for re-election.

82. The Company may by ordinary resolution remove any Director before the expiration of his period of office and may (subject to these Articles) by ordinary resolution appoint another person in his place. Any person so appointed 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.

83. No person other than a Director retiring at the meeting shall, unless recommended, by the Board, be eligible for election to the office of Director at any general meeting unless, not less than seven and not more than twenty-eight clear days before the day appointed for the meeting, there has been given** to the Secretary notice in writing by some Member (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

DISQUALIFICATION OF DIRECTORS

84. The office of a Director shall be vacated in any of the following events:

- (a) if (not being an Executive Director) he resigns his office by notices in writing delivered to the Office or tendered at a meeting of the Board;
- (b) if he becomes of unsound mind or a patient for any purpose of any Ordinance relating to mental health and the Board resolves that his office be vacated;
- (c) if, without leave, he is absent from meetings of Board (whether or not an alternate Director appointed by him attends) for twelve consecutive months and the Board resolves that his office be vacated;

∞ Added by Special Resolution passed on 31st May, 2005.

** As amended by a Special Resolution passed on 25th February, 1998.

- (d) if he becomes bankrupt or compounds with the creditors;
- (e) if he is prohibited by law from being a Director;
- (f) if by notice in writing delivered to the Office or tendered at a meeting of the Board his resignation is requested by all of the other Directors and all of the other Directors are not less than three in number;
- (g) if he ceases to be a Director by virtue of the Companies Ordinance or is removed from office pursuant to these Articles.

85.No shareholding qualification for Directors shall be required.

EXECUTIVE DIRECTORS

- 86.The Board may from time to time appoint one or more of its body to be a Managing Director, Joint Managing Director or Assistant Managing Director or to hold any other employment or executive office with the Company for such period and upon such terms as the Board may determine and may revoke or terminate any of such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director for any breach of any contract of service between him and the Company which may be involved in such revocation or termination.
- 87.An Executive Director shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and either in addition to or in lieu of his remuneration as a Director.

ALTERNATE DIRECTORS

- 88.(A) Each Director shall have the power to appoint any person to be his alternate Director and may at his discretion remove such alternate Director. If such alternate Director is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to it being so approved. Any appointment or removal of an alternate Director shall be effected by notice in writing signed by the appointor and delivered to the Office or tendered at a meeting of the Board. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent 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 exercise and discharge all the functions, powers and duties 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 were a Director.
- (B) Every person acting as an alternate Director shall (except as regards power to appoint as alternate Director and remuneration) be subject in all respects to the provisions of these Articles relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director.
- (C) Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate Director to any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor and any telex or cable from an alternate Director which would, if it were from his appointor, be effective to form part of any such resolution shall, unless the notice of his appointment provides to the contrary, be as effective as a telex or cable from his appointor.
- (D) An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director.

REMUNERATION AND EXPENSES OF DIRECTORS

89. The Directors shall be entitled to such sums (if any) by way of fees as shall from time to time be determined by ordinary resolution of the Company. Such sums shall be divided among the Directors as the Board may determine or, failing such determination, equally, except that in such latter event any Director holding office for less than the whole of the relevant period in respect of which the fees are paid shall only rank in such division in proportion to the time during such period for which he has held office.

90. Each Director may be paid his reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the Board or committees of the Board or general meetings and shall be paid all expenses properly and reasonably incurred by him in the conduct of the Company's business or in the discharge of his duties as a Director. Any Director who, by request, goes or resides abroad for any purposes of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (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.

DIRECTORS' INTERESTS

91.(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 other 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 may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested and shall not be liable to account to the Company or the Members for any remuneration, profit or other benefit received by him as a 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 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 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).
- (F) Subject to the next paragraph of this Article, no Director or proposed or intending Director shall be disqualified by his 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 earliest meeting of the Board at which it is practicable for him to do so notwithstanding that the question of entering into the contract or arrangement is not taken into consideration at that meeting. Subject to the provisions of the Companies Ordinance, a general notice to the Board given by a Director to the effect that by reason of facts specified therein, he is to be regarded as interested in any contract or arrangement which may subsequently be made by the Company, shall be sufficient declaration of his interest under this Article, so far as attributable to those facts, in relation to any contract or arrangement so made.

*(H) A Director shall not vote in respect of any such contract, proposed contract or arrangement in which he or any of his associate(s) has a material interest, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting.

(I) The Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

POWERS AND DUTIES OF THE BOARD

92. The business of the Company shall be managed by the Board, which may pay all expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) which are not by the Companies Ordinance or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Companies Ordinance and of these Articles and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in general meeting, but no regulations made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulations had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

* Amended by Special Resolution passed on 28th May, 2004.

93. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
94. The Board may establish local boards or agencies for managing any of the affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration. The Board may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the Board, 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. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.
95. The Board may by power of attorney appoint any company, firm or person or any fluctuating body of person, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company of 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.
96. The Board may entrust to and confer upon any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.
97. The Company may exercise all the powers conferred by the Companies Ordinance with regard to having official seals and such powers shall be vested in the Board.

98. Subject to the provisions of the Companies Ordinance, the Company may keep an overseas or local or other register in any place and the Board may make and vary such regulations as it may think fit respecting the keeping of any such register.

99. All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

100. The Board shall cause minutes or records to be made in books provided for the purpose:—

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each meeting of the Board and at each meeting of each committee of the Board; and
- (c) of all resolutions and proceedings at all meetings of the Company and of the Board and of any committee of the Board.

101. Subject to the provisions of the Companies Ordinance the Board on behalf of the Company may exercise all the powers of the Company to grant pensions, annuities or other allowances and benefits in favour of any person including any Director or former Director or the relations, connections or dependants of any Director or former Director provided that no pension, annuity or other allowance or benefit (except such as may be provided for by any other Article) shall be granted to a Director or former Director who has not been an Executive Director or held any other office or place of profit under the Company or any of its subsidiaries or to a person who has no claim on the Company except as a relation, connection or dependant of such a Director or former Director without the approval of an ordinary resolution of the Company. A Director or former Director shall not be accountable to the Company or the Members for any benefit of any kind conferred under or pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

PROCEEDINGS OF THE BOARD

102. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote. A Director may at any time, and the Secretary on the requisition of a Director shall forthwith, summon a meeting of the Board. Any Director or any member of a committee of the Board may participate in a meeting of the Board or of any such committee by means of a conference telephone or similar equipment by means of which all persons participating in the meeting are capable of hearing each other.
103. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A Director absent or intending to be absent from Hong Kong may request the Board that notices of meetings of the Board shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but in the absence of any such request it shall not be necessary to give notice of a meeting of the Board to any Director who is for the time being absent from Hong Kong. A Director may waive notice of any meeting either prospectively and retrospectively.
104. The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be three. Any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting of the Board if no other Director objects and if otherwise a quorum of Directors would not be present.
105. The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in the Board but, if and so long as the number of Directors is reduced below any minimum number fixed by or in accordance with these Articles, the continuing Directors or Director, notwithstanding that the number of Directors is below the number fixed by or in accordance with these Articles as the quorum or that there is only one continuing Director, may act for the purpose of filling vacancies in the Board or of summoning general meetings of the Company but not for any other purpose.

106. The Board may elect a Chairman and one or more Deputy Chairman of its meetings and determine the period for which they are respectively to hold such office. If no such Chairman or Deputy Chairman is elected, or if at any meeting neither the Chairman nor any Deputy Chairman is present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
107. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.
108. The Board may delegate any of its powers, authorities and discretions to committees, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Board.
109. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations imposed by the Board under the last preceding Article.
110. A resolution in writing signed by** majority Directors of the time being entitled to receive notice of a meeting of the Board (provided that number is sufficient to constitute a quorum) or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the Board or, as the case may be, of such committee duly called and constituted. Such resolution may be contained in one document or in several documents in the like form each signed by one or more of the Directors or* members of the committee concerned. A telex or cable or facsimile or other electronic communication (as the case may be) sent by a Director shall be deemed to be a document signed by him for the purposes of this Article.

** As amended by Special Resolution passed on 25th February, 1998.

* As amended by a Special Resolution passed on 25th May, 1990.

111. All acts done by the Board or by any committee or by any person acting as a Director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee.

SECRETARY

112. One or more Secretaries may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; any Secretary so appointed may be removed by the Board.

113. Any provision of the Companies Ordinance or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEALS

114. The Board shall provide for the custody of every Seal. The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Articles, any instrument to which the common seal is affixed shall be signed by one or more Directors and* the Secretary or by two or more Directors.

DIVIDENDS AND OTHER PAYMENTS

115. The Company in general meeting may from time to time declare dividends to be paid to the Members according to their rights and interests in the profits, but no dividend shall be declared in excess of the amount recommended by the Board.

**116. Except in so far as the rights attaching to or the terms of issue of, any share otherwise provide and subject as provided in Article 118:–

* As amended by a Special Resolution passed on 25th May, 1990.

** By a Special Resolution passed on 3rd November, 1989. the words “and subject as provided in Article 118” were added.

- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share, and
- (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

117. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the position of the Company; the Board may also pay any fixed dividend which is payable on the shares of the Company half-yearly or on any other dates, whenever such position, in the opinion of the Board, justifies such payment.

***118. (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:–

either (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:–

- (a) the basis of any such allotment shall be as determined by the Directors;
- (b) the Directors shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the basis of allotment, 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;
- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;

*** Added by a Special Resolution passed on 3rd November, 1989.

(d) 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 case election has not been duly exercised (“the non-elected shares”) and in satisfaction thereof shares shall be allotted credited as fully paid to the shareholders 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 or any part of any of the Company’s reserve accounts other than the share premium account and capital redemption reserve fund (if there be any such reserves) as the Directors may determine, a sum equal to the aggregate nominal amount and any premium thereon of the shares to be allotted on such basis and apply the same in paying 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 shareholders entitled to such dividend shall 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. In such case, the following provisions shall apply:–

- (a) the basis of any such allotment shall be as determined by the Directors:
- (b) the Directors shall give not less than two weeks’ notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the basis of allotment, 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;
- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;
- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable 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 or any part of any of the Company’s reserve accounts other than the share premium account and capital redemption reserve fund (if there be any

such reserves) as the Directors may determine, a sum equal to the aggregate nominal amount and any premium thereon of the shares to be allotted on such basis and apply the same in paying 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) The shares allotted pursuant to the provisions of paragraph (A) of this Article shall rank *pari passu* in all respects with the shares then in issue save only as regards participation:–
- (i) in the relevant dividend (or the right to receive or to elect to receive any allotment of shares in lieu thereof as aforesaid); or
 - (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend,

unless, contemporaneously with the announcement by the Directors of the proposal to apply the provisions of sub-paragraph (i) or (ii) of paragraph (A) of this Article in relation to the relevant dividend or contemporaneously with the announcement of the distribution, bonus or rights in question, the Directors shall specify that the shares to be allotted pursuant to the provisions of paragraph (A) of this Article shall rank for participation in such distribution, bonus or rights.

- (C) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (A) of this Article with full power to the Directors to make such provisions as they may 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 capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.

- (D) The Company may upon the recommendation of the Directors by special resolution resolve in respect of any one 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.
- (E) The Directors may at any time and on any occasion determine that rights of election and the allotment of shares under paragraph (A) of this Article shall not be made available or made to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.
119. The Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in respect of shares of the Company.
120. No dividend or other moneys payable by the Company on or in respect of any share shall bear interest against the Company.
121. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his registered address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.
122. Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the Company and the payment by the Board of any unclaimed dividend, interest or other sum payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

123. Any general meeting declaring a dividend may by ordinary resolution, upon the recommendation of the Board, direct payment or satisfaction of such dividend wholly or in part by the distribution of specific assets, and in particular of paid up shares of debentures of any other company, and the Board shall give effect to such direction, and where any difficulty arises in regard to such distribution the Board may settle it as it thinks expedient and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may ignore fractions altogether any may fix the value for distribution purposes of any such specific assets and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to secure equality of distribution and may vest any such specific assets in trustees, as may seem expedient to the Board.
124. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks proper as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit. The Board may also without placing the same to reserve carry forward any profits which it may think it prudent not to distribute.

CAPITALISATION OF PROFITS

125. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund which is available for distribution or to the credit of any share premium account or any capital redemption reserve fund and accordingly that such amount be set free for distribution among the Members of any class of Members who would be entitled thereto if distributed by way of dividend and in the same proportions, on the footing that the same be not paid in cash but be applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in payment up in full of unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that, for the purposes of this Article, a share premium account and a capital redemption reserve fund may be applied only in the paying up of unissued shares to be issued to such Members credited as fully paid.

126. Where any difficulty arises in regard to any distribution under the last preceding Article the Board may settle the same as it thinks expedient and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the Members.

RECORD DATES

127. Notwithstanding any other provision of these Articles the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.

ACCOUNTING RECORDS

128. The Board shall cause to be kept accounting records sufficient to give a true and fair view of the state of the Company's affairs and to show and explain its transactions, in accordance with the Companies Ordinance.
129. The accounting records shall be kept at the Office or, subject to the Companies Ordinance, at such other place or places as the Board may think fit and shall always be open to inspection by the officers of the Company. No Member (other than as officer of the Company) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board.

130. A copy of every balance sheet and profit and loss account, including every document requiring by law to be annexed thereto, which is to be laid before the Company in general meeting, together with a copy of the Auditors' report, shall be sent to each person entitled thereto in accordance with the requirements of the Companies Ordinance.

*130A. Notwithstanding any other provisions of these Articles and subject to compliance with Section 5 of the Companies (Summary Financial Reports of Listed Companies) Regulation, Chapter 32M of the Laws of Hong Kong, the Company may distribute summary financial reports in place of a full annual report, provided that the Company first ascertain the wishes of its shareholders and comply with the relevant provisions of the Company's memorandum and articles of association.

The Company shall not send summary financial reports to its shareholders unless it has ascertained whether shareholders wish to receive a full annual report or a summary financial report. The Company shall be considered to have sufficiently ascertained the wishes of a shareholder, if it has sent a notice but does not receive a response within thirty days, in which case a shareholder is considered to have agreed to receive a summary financial report. Shareholders of the Company will still be entitled to request a full annual report, if they wish to receive one.

* Added by Special Resolution passed on 23rd May, 2002.

AUDIT

131. Auditors shall be appointed and their duties regulated in accordance with the Companies Ordinance.

SERVICE OF NOTICES AND OTHER DOCUMENTS

❖ 132. Except as otherwise provided in these Articles, any Corporate Communication and any notices or other documents (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register or, to the extent permitted by the Companies Ordinance and the Listing Rules, by Electronic Means by transmitting it to any electronic number or address or website supplied by the Member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the Member's prior express positive confirmation in writing or (b) the Member's deemed consent, in the manner specified by the Companies Ordinance and the Listing Rules, to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such Electronic Means, or (in the case of notice) by advertisement published in the manner prescribed under the Companies Ordinance and the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

❖ Amended by Special Resolution passed on 17th February, 2011.

*133. Every member shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent; and if member shall fail so to do, notice may be given to such member as provided in these Articles to his last known place of business or residence or, if there be none, a notice posted up in the registered office of the Company shall be deemed to be duly served at the expiration of 24 hours after it is so posted.

*134. Any such notice, if given by telex, cable, facsimile or other electronic communication (as the case may be), shall be deemed to have been given 24 hours after despatch (in case of a telex, facsimile or other electronic communication) or 24 hours after delivery to the cable office (in case of a cable). Any notice or other document, if sent by post shall be deemed to have been served or delivered on the day after the day when it was put in the post** and in proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day on which it was so delivered or left.

135. Any notice other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or documents, have been removed from the Register as the holder of the share and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

* Replaced by a Special Resolution passed on 25th May, 1990.

** As amended by a Special Resolution passed on 12th October, 1993.

DESTRUCTION OF DOCUMENT

136. The Company may destroy:—

- (a) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;
- (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name of address at any time after the expiry of two years from the date such mandate, variation, cancellation or notification was recorded by the Company;
- (c) any instrument of transfer of shares which has been registered at any time after the expiry of twelve years from the date of registration; and
- (d) any other document on the basis of which any entry in the Register is made at any time after the expiry of twelve years from the date an entry in the Register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:—

- (i) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (ii) nothing contained in this Article 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 case where the conditions of proviso (i) above are not fulfilled; and
- (iii) references in this Article to the destruction of any document include references to its disposal in any manner.

WINDING UP

137. If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Ordinance, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members of different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other assets upon which there is any liability.

INDEMNITY

138. Every Director, Executive Director, manager, officer and Auditor of the Company shall be indemnified out of the funds of the Company against all liabilities incurred by him as such Director, Executive Director, manager, officer or Auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted, or in connection with any application under the Companies Ordinance in which relief from liability is granted to him by the Court.

Names, Addresses and Descriptions of Subscribers

for and on behalf of
GREGSON LIMITED
JOHN A. MUTIMER
Director
Alexandra House, 11th Floor,
16-20 Chater Road,
Hong Kong.
Body Corporate.

for and on behalf of
DREDSON LIMITED
JOHN A. MUTIMER
Director
Alexandra House, 11th Floor,
16-20 Chater Road,
Hong Kong.
Body Corporate.

Dated the 2nd day of June, 1984.

WITNESS to the above signatures:—

D.L.JACK
Solicitor,
HONG KONG