

ARTICLES OF ASSOCIATION

(New Articles of Association as adopted by Special Resolution passed on 4 December 2024)

OF

CHINA MOTOR BUS COMPANY, LIMITED

incorporated the 28th day of April, 1933

JOHNSON, STOKES & MASTER

Solicitors

HONG KONG

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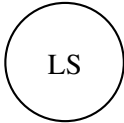
CERTIFICATE OF INCORPORATION

OF

CHINA MOTOR BUS COMPANY, LIMITED

I hereby certify that “CHINA MOTOR BUS COMPANY, LIMITED” is this day incorporated under the Hong Kong Companies Ordinances 1911-1931, and that this Company is Limited.

Given under my hand and seal of office this 28th day of April, in the year of our Lord, One Thousand Nine Hundred and Thirty-three.



(Sd.) T. M. HAZLERIGG,
Registrar of Companies,
Hong Kong.

THE COMPANIES ORDINANCE OF HONG KONG

Company Limited by Shares

ARTICLES OF ASSOCIATION

(New Articles of Association as adopted by Special Resolution passed on 4 December 2024)

OF

CHINA MOTOR BUS COMPANY, LIMITED

It is agreed as follows:-

Name and Model Articles, etc

1. (A) The name of the Company is “CHINA MOTOR BUS COMPANY, LIMITED”.
- (B) The liability of the Members is limited. The liability of the Members is limited to any amount unpaid on the shares held by the Members.
- (C) The regulations contained in Table A in the first schedule to the predecessor Ordinance and Schedule 1 (Model Articles for Public Companies Limited by Shares) to the Companies (Model Articles) Notice (Chapter 622H of the laws of Hong Kong) shall not apply to this Company.

Table A
excluded

Interpretation of Terms

Marginal notes
not to affect
construction

2. The marginal notes to these Articles shall not affect the construction hereof and in the interpretation and construction of these Articles unless there be something in the subject or context inconsistent therewith the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:-

	<i>Words</i>	<i>Meanings</i>
The agents	“Agents”	The local agents of the Company at any port or place outside of Hong Kong where the Company may do business.
Associates	“Associate” in relation to any Director.....	The meaning ascribed to it under the Listing Rules from time to time.
Capital	“Capital”	The share capital from time to time of the Company.
Corporate communication	“corporate communication”	Corporate communication as defined in the Listing Rules from time to time.
Directors Board	“Directors” or “Board”	The ordinary directors from time to time of the Company or (as the context may require) the majority of directors present and voting at a meeting of directors.
Dividend	“Dividend”	Includes bonus.
Electronic communication	“electronic communication”	A communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa) by means of a telecommunications system (within the meaning of the Telecommunications Ordinance (Chapter 106 of the laws of Hong Kong)) or by any other electronic means in any form through any medium.
General meeting	“General Meeting”	A meeting whether ordinary or extraordinary, of the members of the Company, duly called and constituted, or any adjourned holding thereof.
Head Office	“Head Office”	Such office of the Company in Hong Kong as the Directors may from time to time determine to be the principal office of the Company.
Hong Kong	“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China.
Electronic form	“in electronic form”	The meaning given by section 20(1) of the Ordinance.

In Writing	“In Writing” and “Written”	Include writing, printing, lithographed, photography, typewriting, facsimile and every other mode of representing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Ordinance and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of an electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with the Ordinance and other applicable laws, rules and regulations.
Listing Rules	“Listing Rules”	The Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
Predecessor Ordinance	“predecessor Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong) as in force from time to time before the commencement date of the Ordinance.
Registered office	“Registered Office”	The registered office from time to time of the Company.
Reporting documents	“reporting documents”	The meaning ascribed to it under the Ordinance.
Seal	“Seal”	The common seal from time to time of the Company.
Shareholders Members	“Shareholders” or “Members”	The duly registered holders from time to time of the shares in the Capital of the Company.
Special resolution	“Special Resolution”	A special resolution as defined by section 564(1) of the Ordinance.
The Board	“The Board”	Either a meeting of Directors duly called and constituted or the Directors assembled at a board.
Chairman	“The Chairman”	The chairman presiding at any meeting of Members or of the Board.
The Company	“The Company” or “This Company”	China Motor Bus Company, Limited.

The Ordinance	“The Ordinance”	The Companies Ordinance (Chapter 622 of the laws of Hong Kong) and any amendments thereto or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor and in the case of any such substitution the references in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance.
The Register	“The Register”	The Register of Members to be kept as required by section 627 of the Ordinance.
Secretary	“The Secretary”	Any person appointed to perform the duties of the company secretary of the Company either permanently or temporarily.
The Stock Exchange	“The Stock Exchange”	The Stock Exchange of Hong Kong Limited.
The transmission clause	“The Transmission Clause”	The provisions of Article 70 of these Articles.
These Presents	“These Articles” or “These Presents”	The present Articles of Association, and all supplementary, amended, or substituted articles for the time being in force.
Dollars	“Dollars”	Hong Kong dollars.
Words in Ordinance to bear same meaning in articles		Words denoting the singular shall include the plural. Words denoting the plural shall include the singular. Words referring to males shall include females. Words importing the masculine gender shall include the feminine gender. Words importing persons shall include companies and corporations. Subject as aforesaid any words defined in the Ordinance shall if not inconsistent with the subject and/or context bear the same meaning in these Articles.

Business

- | | | |
|-------------|----|--|
| Head office | 3. | The Company shall be a Hong Kong China Company and the Head Office and the Registered Office shall be in Hong Kong and the business of the Company shall be carried on in Hong Kong and at such other places as the Board may determine and shall be directed and controlled from Hong Kong. |
|-------------|----|--|

- Business of the Company 4. The business of the Company shall (subject to the provisions of these Articles) be carried on by or under the management, direction, and control of the Board who shall have full and absolute discretionary power and authority on behalf and in the name of the Company generally to manage, conduct and control the business of the Company subject only to such control by the Members at general meetings as is provided for by these Articles or by any Ordinance and all acts done in relation to the Company by the Board shall be deemed to be the acts of the Company.
- Banking account 5. The Board shall cause the banking accounts of the Company at Hong Kong to be kept in the name of the Company and also the banking account of the Company at the various branches and agencies of the Company unless the Board sanction any such last mentioned accounts being kept in another name.
- Company may purchase its own shares 6. Subject to the provisions of the Ordinance, the Company may purchase its own shares or any securities which carry a right to subscribe or purchase its own shares.
- Board may commence branch business 7. Any branch or kind of business which by these Articles is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Board at such time or times as they shall think fit, and further may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

Capital, Increase and Reduction of Capital

- Increase of capital 8. The Company in general meeting may from time to time, by ordinary resolution (whether all the shares for the time being issued shall have been fully called up or not) increase the capital by the creation and issue of new shares by such number and of such amount as may be determined by the resolution of the meeting of the Company creating the new shares.
- How new shares to be issued 9. The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof, shall direct, and if no direction be given, as the Board shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends, and with a preferential or qualified right in the distribution of assets of the Company, and with a special or without any right of voting.
- New shares to be offered to members 10. Subject to any direction to the contrary that may be given by the meeting, sanctioning an increase of capital all new shares of whatever kind shall be offered to the Members in proportion to the existing shares held by them, and such offer shall be made by the Board by notice specifying the number of shares to which the Member is entitled, and limiting a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time, or on the receipt of an intimation from the Member to whom such notice is given that he declines to accept the shares so offered, the Board may dispose of the same in such manner as they may think most beneficial to the Company.

- Board to settle difficulty amongst the members
11. If owing to any inequality in the number of new shares to be issued and the number of shares held by Members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares, or any of them, amongst the members, such difficulty shall, in the absence of direction by the Company in general meeting, be settled by the Board.
- New shares to form part of original capital
12. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares, shall form part of the original capital of the Company, and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls, and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise as if it had formed part of the original capital.
13. The Directors shall cause to be made the returns as to allotments provided for in the Ordinance.
- How dividends on new shares to be paid
14. The Company shall pay dividends in respect of any existing or new shares of the Company in proportion to the amount paid upon each share where a larger amount is paid up on some shares than on others.
- Company may pay commission
15. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company, or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that if the commission shall be paid or payable out of capital the conditions and requirements of the Ordinance shall be observed and complied with, and the commission shall not exceed ten percent in each case on the shares subscribed or to be subscribed.
- Shares may be issued subject to different conditions as to calls, etc.
16. The Company may make agreements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls.
- Allotment of new shares payable by instalments
17. If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be registered holder of the share.
- Prohibition
18. Save as aforesaid, the Directors shall not apply any of the shares or capital money of the Company, either directly or indirectly, in the payment of any commission, discount or allowance to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, whether the shares or money be so applied by being added to the purchase money of any property acquired by the Company or to the contract price of any work to be executed for the Company, or the money be paid out of the nominal purchase money or contract price, or otherwise; Provided however that the foregoing prohibition shall not affect the power of the Company to pay lawful brokerage.
- Brokerage

- Reduction of capital 19. The Company may, from time to time, by special resolution, reduce its Capital in accordance with Division 3 of Part 5 of the Ordinance.
- Any alteration of capital to be made according to the Ordinance 20. Anything done in pursuance of the last preceding Article shall be done in manner provided by the Ordinance so far as it shall be applicable; and so far as it shall not be applicable, in accordance with the terms of the resolution authorising the same; and so far as such resolution shall not be applicable, in such manner as the Directors deem most expedient.
- Sub-division into preferred and ordinary shares 21. The resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such subdivision one or more of such shares shall have some preference or special advantage as regards dividend, capital, voting or otherwise over or as compared with the others or other.
- Company may cancel shares not taken up 22. The Company may by special resolution cancel any shares which at the date of the passing of such resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
- Contract to alter rights, etc. 23. Whenever the Capital, by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges, attached to each class may, subject to the provisions of the Ordinance, be modified, commuted, affected, abrogated or dealt with by agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by the holders of at least seventy-five percent of the total voting rights of that class or is confirmed by a Special Resolution passed at a separate General Meeting of the holders of shares of that class, and all the provisions hereinafter contained as to General Meetings shall *mutatis mutandis* apply to every such meeting, but so that the quorum thereof shall be members holding, or representing by proxy one-third of the total voting rights of the issued shares of that class. This clause is not to derogate from any power the Company would have had if this clause were omitted.

Local Register

- The Company may keep a local register 24. The Company may in any place in which it transacts business keep a Register or Registers of Members subject to the provisions of section 637 of the Ordinance.

Shares

- Acceptance of shares 25. An application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares thereon, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any share, and whose name is on the Register shall for the purpose of these Articles be a Member.

Shares under control of Directors 26. Subject to the provisions of the Ordinance and of these Articles, the shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times as the Directors think fit and with full power to give to any person the call of any shares and for such time and for such consideration as the Directors think fit.

Certificates

Certificate of shares 27. Every Member shall be entitled to one certificate for the shares registered in his name, or upon payment of such sum not exceeding two Dollars for every certificate after the first as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued under the common seal or the securities seal of the Company and shall specify the shares to which it relates and the amount paid up thereon and the distinguishing number (if any). Provided that where all the issued shares or all the issued shares in any particular class are fully paid and rank *pari passu* for all purposes none of those shares need thereafter have a distinguishing number so long as it remains fully paid up and ranks *pari passu* for all purposes with all shares of the same class for the time being issued and fully paid up.

To which of joint holders certificate to be issued 28. The certificate of shares registered in the names of two or more persons shall be delivered to the person first named on the Members' Register, provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

29. The maximum number of shareholders in a joint account is 4.

The first named of joint holders deemed the sole holder except for transfer 30. If any share shall stand in the names of two or more persons the person first named in the Members' Register, if in Hong Kong, or in his absence, the next named person who shall be then in Hong Kong shall as regards voting at any meetings, receipt of dividends, services of notices, and all or any other matters connected with the Company, except the transfer of the share, be deemed the sole holder thereof.

Renewal of worn out or lost certificate 31. If any certificate be worn out or defaced, then upon production and surrender thereof to the Board it may order the same to be cancelled, and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Board and on such indemnity as the Board deem adequate being given, and upon such advertisements being inserted as the Board may require, and upon payment by the Member of all costs incurred, and generally upon such terms as the Board may require, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

Payment for new certificate 32. For every certificate issued under the last preceding Article there shall be paid to the Company the sum of two Dollars.

Trusts not recognised 33. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound to recognise or be affected with notice of any trust or any equitable, contingent, future, or partial interest in or lien, charge or incumbrance on any share or any interest in any fractional part of a share, or (except only as is by these Articles otherwise expressly provided or as ordered by a Court of competent jurisdiction) any other right in respect of a share, except an absolute right to the entirety thereof, in the registered holder.

“Members Register” Hong Kong 34. The name and the address of every Member together with the number of shares held by him, shall from time to time be entered in a book to be kept for that purpose to be called “Register of Members”.

Calls

Calls 35. The Board may from time to time, make such calls as it may think fit upon the Members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereto made payable at fixed times. Any call may be made payable either in one sum or by instalments.

Every member liable to pay call at appointed time and place 36. Every Member upon whom a call is made shall be liable to pay the amount of every call to the person and at the time or times and place as the Board shall appoint.

Notice of call may be advertised 37. Notice of the person appointed to receive payment of every call and of times and places appointed for payment shall be given to the Members by notice to be inserted once in one of the daily newspapers circulating in Hong Kong.

Copy of notice to be sent to members 38. A copy of the notice referred to in the preceding Article shall to be sent to the Members in the manner in which notices may be sent to Members by the Company as hereinafter provided.

When call deemed to have been made 39. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Liability of joint holders 40. Joint holders of a share shall be jointly and severally liable for payment of all calls or instalments or other moneys due in respect thereof.

Notice of call 41. Fourteen days’ notice at least shall be given of each call specifying the time and place of payment and to whom such call shall be paid.

Board may extend time fixed for call 42. The Board from time to time at its discretion may extend the time fixed for any call, and may extend such time as to all or any of the Members, who from residence beyond the seas or other cause the Board may deem entitled to such extension; but no Member shall be entitled to any such extension except as a matter of grace and favour.

- Interest on unpaid calls 43. If any Member shall fail to pay on or before the day appointed for payment thereof any call or instalment for which he may have become liable, he shall pay interest upon the amount in arrear from the day appointed for the payment thereof to the time of the actual payment, at such rate, not exceeding ten percent per annum, as the Board may from time to time fix and if no other rate be prescribed then at the rate of ten percent per annum.
- Suspension of privileges while call unpaid 44. No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until all calls or other sums due by him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- Evidence in action for call 45. At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register of Members as the holder, or one of the holders, of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the Minute Book of the Company and that notice of such call was duly given to the Member sued according to the provisions of these Articles and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the Member to the Company.
- Sums payable on allotment, deemed a call 46. Any sum which by the terms of allotment of a share is made payable upon allotment, or at any fixed date, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other relevant provision of these Articles shall apply as if such sums were a call duly made and notified as hereby provided.
- Payment of calls in advance 47. The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made the Company may pay interest at such rate as the Member paying such sum in advance and the Board agree upon. Any amount paid up in advance of calls on any share shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Forfeiture of Shares

- If call or instalment not paid notice may be given
48. If any Member fails to pay any call or instalment due from him on or before the day appointed for the payment of the same, the Board may at any time thereafter, during such time as the call or instalment or any part thereof, or any interest which shall have accrued thereon remains unpaid, serve a notice on such Member or give notice to such Member by advertisement (which shall be sufficient advertisement if published once in The Hong Kong Government Gazette and once in one of the daily newspapers circulating in Hong Kong) requiring such Member to pay such call, or instalment or such part thereof as remains unpaid, together with interest at such rate not exceeding ten percent per annum as the Board thinks fit from the date when the call first became payable, and all expenses that may have accrued by reason of such non-payment.
- Name of members need not be given in notice
49. It shall not be necessary in the said notice if given by advertisement to mention the name of the Members, but such notice shall mention the numbers of the shares in respect of which it is given.
- Date and place for payment to be made
50. The notice shall name a day (not being less than ten days from the date of the notice) on or before which such call or such part as aforesaid and all interest and expenses that have accrued by reason of such non-payment are to be paid. The notice shall also name the place at which, and the person to whom payment is to be made, and shall state that in the event of non-payment at or before the time, and to the person and at the place appointed, the shares in respect of which such call was made, will be liable to be forfeited.
- If notice not complied with, shares may be forfeited
51. (1) If the requisitions 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, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends, interim dividends declared in respect of the forfeited shares and not actually paid before the forfeiture and any moneys paid in advance of calls.
- (2) A certificate in writing under the hands of two members of the Board and countersigned by the secretary stating that a share has been forfeited shall be conclusive evidence of such forfeiture.
- Notice after forfeiture
52. When any share shall have been so forfeited notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture or to the person entitled to the share by transmission, as the case may be, and an entry of the forfeiture with the date thereof, shall forthwith be made opposite the share in the Register; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make such entry as aforesaid.

- Power to annul forfeiture 53. Notwithstanding any such forfeiture as aforesaid the Board may at any time, before the forfeited share has been otherwise disposed of, permit the share forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as it shall think fit.
- Forfeited share to become property of the Company 54. Every share which shall be forfeited shall thereupon become the property of the Company, and may be cancelled, sold, re-allotted, or otherwise disposed of by the Board upon such terms and in such manner as the Board shall think fit.
- Arrears to be paid notwithstanding forfeiture 55. Any Member whose shares have been forfeited shall notwithstanding be liable to pay, and shall forthwith pay to the Company, all calls, instalments, interest and expenses owing upon in respect of such shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of ten percent per annum and the Directors may enforce the payment thereof if they think fit.
- Forfeiture of shares to extinguish claims on the Company 56. The forfeiture of a share shall involve the extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights and liabilities incident to the share, between the Member whose share has been forfeited and the Company except only such of those rights and liabilities as by these Articles are expressly saved.

Lien

- Shares and dividends subject to lien for debts due to the Company 57. The Company shall have a first and paramount lien upon all the shares (not being fully-paid shares) registered in the name of each Member (whether solely or jointly with others), and upon the proceeds of sale thereof for his debts, liabilities, and engagements solely or jointly with any other person to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not; and no equitable interest in any share shall be created except upon the footing or condition that Article 33 hereof is to have full effect; and such lien shall extend to all dividends from time to time declared in respect of such shares and to all moneys paid in advance of calls thereon. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien (if any) on such shares.
- As to enforcing lien by sale 58. (1) For the purpose of enforcing such lien the Board may sell the shares subject thereto in such manner as it thinks fit; but no sale shall be made until such time as the moneys are presently payable, and notice in writing stating the amount due and giving notice of intention to sell in default shall have been served on such Member, or the person (if any) entitled by transmission to the shares, and default shall have been made in the payment, fulfilment or discharge of such debts, liabilities or engagements for seven clear days after such notice. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities or engagements aforesaid and the residue (if any), shall be paid to the Member, or the person (if any) entitled by transmission to the shares.

Application of
proceeds of sale

(2) For the purposes of this Article, a statutory declaration in writing that the declarant is a Director of the Company and that the shares are being duly sold in accordance with the powers of the Company, shall as against all persons claiming to be entitled to such shares adversely to such sale be conclusive evidence of the facts therein stated, and such declarations together with a certificate of ownership of the shares delivered to a purchaser, shall constitute a good title to the shares, and the new holder thereof shall be discharged from all calls made and other moneys payable prior to such purchase. An entry of every such declaration shall be made in the Minute Book of the Company.

Validity of
shares

59. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein contained, the Board may cause the purchaser's name to be entered in the Register of Members in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

Power of board
to cancel and
re-allot shares

60. If at any time or times the Board having regard to the amount of business brought to the Company by any Member or to any other consideration, shall in the exercise of its discretion consider that it would be for the benefit of the Company that all or any or either of the shares held by such Member shall be withdrawn from him and re-allotted then, and so often as the same shall happen, the Board may cancel all or any or either of such shares and re-allot the same to some other person or persons who, upon accepting the same shall pay the Company the market value thereof on the day of acceptance and the Register shall be altered accordingly.

Holders of
cancelled share
to be repaid

61. A Member whose share is so cancelled aforesaid, shall after delivering to the secretary the certificate of such cancelled shares, receive in due course from the Company any share of profits that has accrued in respect of such share to the date of cancellation and the market value thereof on the day of cancellation after deducting any moneys that may be owing from such Member to the Company, and the share of profits to be paid under this Article shall be ascertained by the Board as soon as may be after the result of the financial year in which such cancellation shall be made.

Cancellation to
be noted

62. When the share certificate shall be delivered to the Secretary, as in the last preceding Article mentioned he shall write upon it the fact that the shares therein mentioned have been cancelled with the date of such cancellation and shall then return it to the late holder of the cancelled shares who shall re-deliver it to the Secretary on being paid the whole of the moneys payable to him in respect of the cancelled shares.

Transfer and Transmission of Shares

- Periods during which Register of Members may be closed 63. The Register of Members may be closed during such time as the Board thinks fit not exceeding in the whole thirty days in each year or such longer period as allowed under the Ordinance.
- The board may refuse to register 64. The Board may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien.
- No transfer to an infant 65. No transfer shall be made to an infant or person of unsound mind.
- Company not affected by death of member of firm 66. (1) When a share shall be held by a firm the Company shall not be bound or affected by the death or retirement therefrom of any Member thereof, but such share shall be deemed to belong to the firm as constituted for the time being.
- Shares registered in tong name (2) In the case of a share or shares registered in the name of a tong the registered representative of the tong shall for all purposes so far as the Company are concerned be deemed to be the registered owner of such share or shares provided that he shall not be deemed to hold such share or shares for the purpose of qualifying as a Director.
- Shares Standing in name of firm 67. When a share stands in the name of a firm the senior resident partner thereof in Hong Kong shall be deemed to be the owner of such share for all the purposes of the Company, but in case of the death of such partner such share shall not be deemed to belong to his executors or administrators or, in case of his separate bankruptcy such share shall not be deemed to belong to his assignee, but in either case such share, for all the purposes of the Company, shall be deemed to belong to his surviving or solvent partner, if but one, and to the senior of his surviving or solvent partners, if there shall be more than one such partner, subject nevertheless, in the event of the dissolution of such firm to the immediately following Article.
- On dissolution of firm 68. On the dissolution of any firm, holding any shares in the Company the person who shall, by virtue of the immediately preceding Article, be deemed to be the owner thereof, shall be deemed to be the person appointed by the members of the firm to liquidate and wind up the firm, but so far as regards liability of the holders of the shares in respect of such shares, each of the members of such firm, his executors or administrators, shall be liable to the Company.
- Transmission of shares 69. 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 or interest in his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any shares jointly held by him.

- As to transmission of deceased or bankrupt members shares
70. Any person becoming entitled to shares in consequence of the death or bankruptcy of any Member, or by any lawful means other than by transfer in accordance with these Articles, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title, as the Board thinks sufficient, may, with the consent of the Board (which it shall not be under any obligation to give) be registered as a Member in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer such shares. This Article is herein referred to as “The Transmission Clause”.
- Transmission clause
- Execution of transfer
71. Shares in the Company shall be transferred only by such instrument and in such form as shall from time to time be prescribed or approved by the Board and need not be executed under seal. The instrument of transfer shall be signed both by the transferor and transferee, and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register of Members in respect thereof.
- Transfer to be left at office and evidence of title given
72. Every instrument of transfer shall be left at the Head Office or such other place as the Board may appoint for registrations accompanied by the certificate of shares to be transferred, and such other evidence as the Board may require to prove the title of the transferor, or his right to transfer the shares.
- Scrip fees
73. A fee not exceeding two Dollars together with the stamp duty if any, shall be payable in respect of every new certificate issued whether consequent on a transfer or on the splitting up of an existing certificate and shall if required by the Board be paid before the issue of the new certificate.
- Transferee to become member on registration of transfer
74. When the instrument of transfer shall have been so registered, the transferee, (subject to the provisions of Article 105) shall be and be deemed a Member and he shall from the date of such registration be entitled to the same privileges and advantages, and be subject to the same liabilities in respect of his shares as the Member from whom he derived his title.
- Certificate of transfer
75. Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him. A fee not exceeding two Dollars together with the stamp duty (if any) shall be payable in respect of every such new certificate.
- Board may withhold dividend until registration
76. The Board may, if think fit, withhold the payment of any dividend, payable in respect of any share to which any person may be entitled by transmission, until such time as such person shall become the registered owner, or shall have effectually transferred such share, after which time such person, on becoming registered or transferred, shall receive such dividend.

Borrowing Powers

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| Power to borrow | 77. | (1) | The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. |
| Conditions on which money may be borrowed | | (2) | The Directors may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being. |
| Assignment | | (3) | Debentures, debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. |
| Special privileges | | (4) | Any debentures, debenture stock, bonds, or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company appointment of Directors and otherwise. |
| Register of Mortgages | | (5) | The Directors shall cause a proper register to be kept at the Registered Office in accordance with section 352 of the Ordinance of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of sections 334 and 335 of the Ordinance in regard to the registration of mortgages and charges therein specified and otherwise. |
| Mortgage of uncalled capital | | (6) | If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may by instrument under the Company's seal authorise the person in whose favour such mortgage or security is executed or any other person in trust for him to make calls on the Members in respect of such uncalled capital and the provisions hereinbefore contained in regard to calls shall <i>mutatis mutandis</i> apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' power or otherwise and shall be assignable if expressed so to be. |
| Second charges | | (7) | Where any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take the same subject to such prior charge and shall not be entitled by notice to the Members or otherwise to obtain priority over such prior charge. |

General Meetings

- General meetings when to be held
78. A general meeting of the Company shall be held once in every year, at such time and place as the Board may from time to time determine. Such meetings shall be called the “Ordinary Yearly Meetings.” All other meetings of the Company shall be called “Extraordinary Meetings.”
- Extraordinary meeting to be convened upon requisition of shareholders
79. The Board may, at any time it thinks proper and it shall, on the requisition in writing of the Members as provided by the Ordinance, forthwith proceed to convene an extraordinary meeting of the Company, and in case of such requisition the following provisions shall have effect:-
- Form of requisition for meeting
- (a) The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the Registered Office and may consist of several documents in like form, each signed by one or more requisitionists. The meeting must be convened for the purposes specified in the requisition, and if convened otherwise than by the Board, for those purposes only.
- When requisitionists may call meeting
- (b) In case the Board, for twenty-one days after such deposit, fails to convene an extraordinary meeting, the requisitionists, or a majority of them in value, may themselves convene the meeting for the purpose so specified but not for any other purpose; but any meeting so convened shall not be held after three months from the date of the deposit.
- (c) If at any such meeting a resolution requiring confirmation at another meeting is passed, the Board shall forthwith convene a further extraordinary meeting for the purpose of considering the resolution, and if thought fit of confirming it as a special resolution, and if the Board do not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists or a majority of them in value may themselves convene the meeting.
- (d) Any meeting convened by requisitionists as aforesaid shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.
- Notice of meeting
80. In the case of a meeting to pass a special resolution and in the case of an Ordinary Yearly Meeting, twenty-one days’ notice in writing and in the case of any other meeting, fourteen days’ notice in writing specifying the place, day, and hour of meeting; and in case of special business specifying also the general nature of such business, shall be given as hereinafter provided by the Board to such Members as are entitled to receive notices from the Company.
- As to omission to give notice
81. The omission to give any such notice to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed or proceeding had at any such meeting.

Proceedings at General Meetings

- Business of ordinary yearly meeting 82. The business of an Ordinary Yearly Meeting shall be to receive and consider the reporting documents, to elect Directors and other officers in the place of those retiring by rotation, to elect auditors, to declare dividends, and to transact any other business which under these Articles ought to be transacted at any Ordinary Yearly Meeting.
- Special business 83. All other business transacted at an Ordinary Yearly Meeting and all business transacted at an extraordinary meeting shall be deemed special, and shall be subject to notice as hereinbefore provided.
- Quorum 84. Five Members personally present shall be a quorum for a General Meeting. No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.
- Chairman of general meeting 85. The chairman of the Company shall preside at every General Meeting but if there be no such chairman or if at any General Meeting the chairman shall not be present within fifteen minutes after the time appointed for holding such meeting the deputy chairman of the Company as appointed by the Directors shall preside, and failing that, the Members present shall choose another Director as chairman and if no Director be present, or if all the Directors present decline to take the chair, or if the chairman chosen shall retire from the chair then the Members present in person and entitled to vote shall choose one of their own number to be chairman.
- When if quorum not present, meeting to be dissolved and when to be adjourned 86. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened by or upon the requisition of Members as hereinbefore provided, shall be dissolved if otherwise convened it shall stand adjourned to the same day in the next week, at the same time and place, and no notice of such adjournment need be given; and if at such adjourned meeting a quorum be not present those Members who are present shall be a quorum and may transact the business for which the meeting was called.
- Power to adjourn general meeting. Powers of adjourned meeting 87. The chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place and at any adjourned general meeting, the Members present in person or by proxy shall have power to decide upon all matters that could lawfully have been disposed of at the meeting from which the adjournment took place, but no business shall be transacted at any adjourned meeting other than the business not disposed of at the meeting from which the adjournment took place.
- How question to be decided at meetings 88. Every question submitted to a General Meeting shall be decided in the first instance by a show of hands of the Members present in person and entitled to vote, unless a poll is required under the Listing Rules or is demanded as referred to in Article 89 of these Articles, in which case voting shall be taken by poll. In case of an equality of votes the chairman shall both on a show of hands and at the poll have a second or casting vote in addition to the vote or votes to which he may be entitled as a Member.

- What is to be evidence of the passing of a resolution where poll not demanded
89. At any General Meeting unless a poll is required under the Listing Rules or is demanded by the chairman of the meeting, or by at least four Members, or by a Member or Members holding or representing by proxy or entitled to vote in respect of at least five percent of the total voting rights of all the Members having the right to vote at the meeting, a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority, 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, proportion or validity of the votes recorded in favour of or against such resolution.
- Poll
90. If a poll is duly required or demanded it shall be taken either at once or after an interval or adjournment, and generally in such manner and at such time and place as the chairman presiding at the meeting at which the poll is required or demanded shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn.
- In what case poll taken without adjournment
91. If a poll shall be duly required or demanded on the election of a chairman of a meeting or on any question of adjournment it shall be taken at the meeting and without adjournment.
- Business may Proceed notwithstanding demand for poll
92. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- Proceedings and resolution at meeting to be binding
93. The proceedings at any meeting duly called and constituted, and all resolutions and decisions of such meeting shall be valid and binding on the Company.

Votes of Members

- Votes of members
94. (1) When shares are held in the name of a public company or corporation the secretary, manager or agent of such public company or corporation shall be entitled to vote for such public company or corporation, as the case may be, but so that only one person shall vote in respect of any such company or corporation.
- Votes of members
- (2) On a show of hands every Member present in person and qualified to vote shall have one vote and upon a poll every Member present in person or by proxy shall have one vote in respect of each share held by him.
- Representation of corporation
95. Where a public company or corporation being a Member and entitled to vote is present by a duly authorised representative who is not a Member such representative shall be entitled to exercise the same powers on behalf of such public company or corporation as if he were an individual Member of the Company.

96. Where a Shareholder 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 provided that, if more than one person is so authorised, the authorisation or proxy form must specify the number of shares 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, notarised authorisation 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 of the Company.
- Votes in respect of deceased and bankrupt members 97. Any person entitled under "The Transmission Clause" (*supra clause 70*) to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time for holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Board of his right to transfer such shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- Joint holders 98. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present in person or by proxy, whose name stands first on the Register of Members in respect of such share, shall alone be entitled to vote in respect thereof. The executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.
- Lunatics, & non compos mentis how to vote 99. Any Member becoming a lunatic, or *non compos mentis*, may vote by his committee, judicial factor *curator bonis* or other legal guardian, and any of such persons may vote either personally or by proxy.
- Proxies 100. Votes may be given either personally or by proxy.
- Execution of instrument of proxy 101. The instrument appointing a proxy, shall be in writing under the hand of the appointor or of his attorney duly authorised or, if such appointor is a corporation, under the hand of some officer, attorney or other person duly authorised in that behalf or under its common seal. A proxy need not be a Member of the Company.

- Deposit of proxy and its duration 102. The instrument appointing a proxy, and the power of attorney (if any) under which it is signed, shall be deposited at the Head Office or at such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of adjournment or, in either case, any accompanying document not less than forty-eight hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months after the date of its execution.
- Form of proxy 103. Every instrument of proxy, whether for a specified meeting, or otherwise shall as nearly as circumstances will permit be in the form specified in “Schedule B” to these Articles or in such other form or to such other effect as the Board shall from time to time or at any time notwithstanding the form in the said Schedule approved of.
- Appointment of attorney 104. (1) Any Member whose address on the Register of Members shall not be in Hong Kong shall be entitled to appoint by power of attorney some person, whether a Member or not having an address within Hong Kong to act as his attorney for the purposes of receiving notices of general meetings, attending general meetings and voting thereat, and upon such power of attorney being deposited with the Company together with a notice from the attorney giving his address within Hong Kong an entry thereof shall be made in the Register of Members, and all notices of meetings held during the continuance of such power of attorney shall be served upon the attorney thereby as if such attorney were the registered holder of the shares of the Member appointing him; and all notices except where otherwise expressly provided in these Articles and subject to the provisions of Article 45 shall be deemed duly served if served upon such attorney in accordance with these Articles, and the attorney shall be entitled to attend any general meeting of the Company held during the continuance of his appointment and to vote thereat in respect of the said shares. Such vote shall be exercised either personally or by proxy appointed by the attorney in accordance with these Articles. Every such power of attorney shall remain in full force notwithstanding the death of or its revocation by other means by the grantor, unless and until express notice in writing of such death or revocation shall have been given to the Company at the Registered Office and Head Office.
- (2) Such powers of attorney may be in the form specified in “Schedule C” hereto but may be in any other sufficient form.
- Restrictions on voting 105. No person shall be entitled to be present, or to vote on any question, either personally or by proxy, or as proxy for or as representative of another Member at any general meeting or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due or payable to the Company in respect of any shares of such person or of the Member for whom he is proxy, or whom he represents. Where any Member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

Board of Directors

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| First Directors | 106. | The first Directors of the Company shall be Ngan Shing Kwan and Wong Yiu Nam, the first Managing Director and Assistant Managing Director respectively, and such other persons as the initial subscribers shall nominate. |
| Constitution of Board | 107. | The number of Directors shall not be less than five nor more than nine. |
| Quorum | 108. | Three Directors present at a Board meeting shall form a quorum until otherwise determined by the Board. |
| Board may fill vacancies | 109. | The Board shall have power at any time, and from time to time, to appoint any qualified person as a Director either to fill a casual vacancy, or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed as above and so that no appointment under this clause shall have effect unless two-thirds at least of the Directors concur therein. But any Director so appointed by the Board shall hold office only until the next ordinary meeting of the Company but shall then be eligible for re-election at that meeting. |
| Qualification of directors. When to be obtained | 110. | No person shall be eligible to the office of Director unless he be a member holding at the least five hundred shares in his own right in the Company. A first Director may act before acquiring his qualification, but shall in any case acquire the same within one month from his appointment. |
| Remuneration of directors | 111. | <p>(1) The Directors shall be entitled to receive remuneration by way of fees for their services such sum as the Board shall from time to time determine (not exceeding such aggregate sum as the Company in general meeting shall from time to time authorise) such sum, unless otherwise directed by the resolution by which it is voted, to be divided amongst the Directors in such proportions and in such manner as the Board may agree and, failing agreement, equally except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees.</p> <p>(2) The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board meetings, committee meetings, general meetings or separate meetings of the holders of any class of shares or debentures of the Company or otherwise incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.</p> |

- (3) If by arrangement with the Board any Director goes or resides outside the jurisdiction in which he normally resides for any purposes of the Company or performs any services which in the opinion of the Board go beyond his ordinary duties as a Director, the Board may pay him special remuneration as the Board may determine in addition to any fees or ordinary remuneration as a Director, and such special remuneration may be made available by lump sum or by way of salary, commission, participation in profits or otherwise as may be arranged.
- (4) Notwithstanding the foregoing paragraphs 111 (1), (2) and (3), the remuneration of a Managing Director, Assistant Managing Director or other Executive Director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Directors and may be made payable by way of salary, commission, participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Directors may from time to time decide. Such remuneration shall be in addition to his fees or ordinary remuneration as a Director.

When office of
director to be
vacated

112. The office of Director, shall ipso facto be vacated:-

- (a) If he becomes bankrupt or suspends payment, or compounds with his creditors.
- (b) If he becomes a lunatic or of unsound mind or if all the other Directors shall unanimously resolve that he is physically or mentally incapable of performing the functions of a Director.
- (c) If he ceases to hold the required number of shares to qualify him for office.
- (d) If he shall have absented himself from the meetings of the Board for three months in succession, without special leave of absence from the Board and the other Directors shall have resolved that his office shall be vacated.
- (e) If by notice in writing to the Company, left at the Head Office, he resigns his office.
- (f) If he is requested in writing by a majority of two-thirds of the Board to resign.

Directors may
contract with
Company

113. (1) A Director or intending Director shall not be disqualified by his office from entering into a contract or arrangement with the Company, either as a vendor, purchaser, agent or broker or otherwise, and either personally or by or through any firm or company in which he or any of his associates may be a partner or shareholder or from being otherwise interested in any business or transaction in which the Company is interested; and no such contract or arrangement, or any contract or arrangement entered into by or on behalf of the Company with any person, firm or company of or in which any Director or any of his associates shall be in any way interested shall be avoided, nor shall any Director so contracting or any Director or any of his associates being so interested, be liable to account to the Company for any profit realised by any such contract, arrangement, proposal, business or transaction, by reason of such

Director holding the office of Director, or of the fiduciary relation thereby established; but any Director so contracting, or any Director or any of his associates being so interested as aforesaid, shall disclose at the meeting of the Board at which the contract, arrangement, proposal, business or transaction is determined on, the nature of the interest of the Director or of any of his associates, if it then exists or in any other case at the first meeting of the Board after the acquisition of the interest of the Director or of any of his associates; and a Director shall not as a Director vote or be counted in the quorum in respect of any contract, arrangement, proposal, business or transaction in which he or any of his associates is materially interested, and if he do so vote his vote shall not be counted provided that this prohibition shall not apply to any of the following matters, namely:-

- (a) the giving of any security or indemnity either:-
 - (i) to the Director or any of his associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (ii) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associates has himself assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his associates is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (c) any proposal concerning any other company in which the Director or any of his associates is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his associates is beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;
- (d) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:-

- (i) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or any of his associates may benefit; or
 - (ii) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or any of his associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (e) any contract or arrangement in which the Director or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest in shares or debentures or other securities of the Company; and
- (f) any contract for the purchase or maintenance for any Director or Directors of insurance against liability.

A general notice that a Director or any of his associates is a member of any specified firm or company, or is to be regarded as interested in any contract, arrangement, proposal, business or transaction with such firm or company, shall be sufficient disclosure under this Article, and after such general notice it shall not be necessary to give any special notice relating to any particular contract, arrangement, proposal, business or transaction with such firm or company as aforesaid.

- (2) A Director of this Company may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company.

Rotation of Directors

Retiring
directors

114. (1) At each Ordinary Yearly Meeting all the Directors other than the Managing Director and the Assistant Managing Director shall retire from office.
- (2) The Managing Director and the Assistant Managing Director shall retire from office at the end of the period for which they were appointed and in any event not later than at the third Ordinary Yearly Meeting from the commencement of the term for which they were last appointed.
- (3) The retiring Directors shall be eligible for re-election.

- Meeting to fill up vacancies 115. The Company at any general meeting at which any Directors retire shall fill up the vacated offices by electing a like number of persons to be Directors and without notice in that behalf may fill up any other vacancies.
- When candidate for offices of directors must give notice 116. No person not being a Director retiring at a meeting shall, unless recommended by the Board for election, be eligible for election for the office of Director at any general meeting unless during a period of seven days commencing on the day after the dispatch of the notice of the meeting, there has been left at the Head Office notice in writing by a Member (other than the person to be proposed) duly qualified to be present 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, and subject to such person being eligible under article 110.
- Retiring directors to remain in office till successors appointed 117. If at any meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors or such of them as have not had their places filled up, shall be deemed to have been re-elected, and shall if willing, continue in office until the next Ordinary Yearly Meeting and so on from year to year until their places are filled up.
- Power to remove director by ordinary resolution 118. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office and by a like resolution appoint another person in his stead. The person so appointed shall hold office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.
- Vacancy of director and how filled 119. Any casual vacancy occurring among the members of the Board may be filled up by the Board, but any person so chosen, shall retain his office so long as the vacating Director would have retained the same if no vacancy had occurred, and in the case of temporary absence of a Director he shall resume his seat on the Board upon his return to Hong Kong.
- Acts of board 120. The acts of the Board shall, notwithstanding any vacancy in the Board, or any defect in the appointment of any member of the Board, be as valid as if no such vacancy or defect had existed, and as if every such person had been duly appointed; provided that same be done before the discovery of such defect.

Proceedings of the Directors

- Meetings of director, quorum 121. The Board shall meet together for the despatch of business and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- Director may summon meeting 122. Two Directors or the Managing Director may at any time, and the secretary shall upon the request in writing of two Directors, or the Managing Director convene a meeting of the Board by a notice served upon each member of the Board.

- How questions to be decided 123. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- Chairman 124. The first Chairman shall be appointed by the Board. The Successor to the first Chairman shall also be appointed by the Board.
- Who to preside at meeting of board 125. The Chairman shall always preside at every meeting of the Board, but if he be absent, the Directors present shall elect one of their number to be Chairman of such meeting, and the Director so elected shall preside at such meeting accordingly.
- Powers of meeting 126. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.
127. A Director may participate in a meeting of the Board and be counted in the quorum by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
128. A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held subject to due compliance with the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors.
- Powers of quorum of board in certain cases 129. The powers or functions of the Board shall not cease or be suspended so long as the Board consists of a sufficient number of Directors to form a quorum, although the number of Directors has from any cause whatever fallen below the prescribed lowest number of Directors.
- Power to appoint committees and to delegate 130. The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors.
- Proceedings of committee 131. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding clause.

Validity of proceedings notwithstanding defective appointment

132. All acts done at any meeting of the Board or by a committee of Directors or by any person acting as a Director shall notwithstanding it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were or was disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

Minutes

Minutes to be made

133. (1) The Board shall cause minutes to be duly entered in a book provided for the purpose:-
- (a) of the names of the Directors present at each meeting of Directors and of committees of Directors;
 - (b) of all orders made by the Board;
 - (c) of all resolutions passed and proceedings had by and at all meetings of the Directors and committees of Directors.

The Board shall also cause minutes of all resolutions and proceedings of ordinary and extraordinary meetings of the Company to be duly entered in a book provided for the purpose.

- (2) Any such minutes of any meeting of the Board of Directors or of committees of Directors or of ordinary and extraordinary meetings of the Company, if purporting to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall be *prima facie* evidence of the proceedings.
- (3) Until the contrary is proved, every general meeting of the Company or meeting of the Board of Directors or of committees of Directors in respect of the proceedings whereof minutes have been so made, shall be deemed to have been duly held and convened, and all proceedings had thereat to have been duly had, and all appointments of Directors and of committees of Directors shall be deemed to be valid.

Powers of the Board

Board to have general control of business

134. The Board shall, in addition to the powers and authorities by the Ordinances or by these Articles expressly conferred upon it, have the entire management of and superintendence over the business and affairs of the Company and in every case not provided for, or not adequately provided for by the Ordinances or by these Articles or by any bye-laws, rules or regulations from time to time made by the Company in general meeting, shall have full power to regulate its own procedure and the mode of conducting the business of the Company and the Board, in addition to the powers and authorities by the Ordinances and by these Articles expressly conferred upon it, may exercise all such powers, give all such consents, make all such arrangements, and generally do all such acts and things as may be

exercised or done by the Company, and are not by the Ordinances or by these Articles directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Ordinances and of these articles and to any regulations, not being inconsistent with the said provisions, which may from time to time be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

Specific powers given to board

135. Without prejudice to the general powers conferred by or implied in the last preceding Articles or by law conferred upon the Directors, it is hereby declared that it shall be lawful for the Board, by way of addition and not of limitation to do the following things, viz:-

To pay cost of registration of Company

(1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

(2) To carry into effect any tender or licence with any Government or local authority and to do all such things that may be desirable or necessary in the opinion of the Board for the effective carrying out of any such tender or licence.

To purchase property

(3) To purchase, lease, hire or otherwise acquire for the Company any property, rights, privileges or things which the Company is authorised to purchase, or acquire, at such price whether of a pecuniary nature or not and generally at such terms and conditions as the Board think fit.

To pay for property

(4) It may at its discretion pay for any property, rights, or privileges acquired by, or services rendered to the Company, either wholly or partially in cash, or in shares, bonds, debentures, or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital, or not so charged.

To secure fulfilment of contract

(5) To secure the fulfilment of any contracts or engagements entered into by the Company, by mortgage or charge of all or any of the property of the Company including its uncalled capital for the time being, or in such other manner as the Board may think fit.

To appoint officers, etc.

(6) To appoint, and at its discretion remove or suspend such managers, secretaries, agents, sub-agents, managing director or managing directors, officers, clerks, compradore and shroffs and servants for permanent, temporary, or special services, as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, and to require security in such instances and to such amount as it may think fit, and to give award or allow any bonus, gratuity, or compensation to any officer or employee of the Company as may appear to it just or proper and to such amount as it may think fit; and from time to time provide for the management of the affairs of the Company in Hong Kong or elsewhere throughout

the world in such manner as it shall think fit and in particular to appoint any person or persons to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as it may think fit.

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| To accept
surrender | (7) To accept from any Member, on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof. |
| To appoint
trustee | (8) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company, any property belonging to the Company, or in which it is interested, or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees. |
| To enter into
arrangement for
mutual
concession | (9) To enter into any arrangement with any company, firm, or person carrying on any business similar to that of this Company for mutual concessions, or for any joint working or combination, or for any restriction upon competition, or for any pooling of business, or profits that may seem desirable, and carry the same into effect. |
| To bring and
defend actions,
etc. | (10) To institute, conduct, defend, compound, abandon or compromise any legal or other proceedings and claims whatsoever, by or against the Company, or its officers, or otherwise concerning the affairs of the Company, and also compound, or allow time for payment or satisfaction of any debts due to, or of any claims or demands by or against the Company. |
| To refer claims
to arbitration | (11) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards. |
| To give receipts | (12) To make and give receipts, releases and other discharges for money payable to the Company, and for the claims and demands of the Company. |
| To determine
who shall give
receipts, etc. | (13) To determine who shall be entitled to accept, endorse, sign and execute on the Company's behalf, bills of exchange, promissory notes, bills of lading, dividend warrants, debentures, receipts, acceptances, indorsements, cheques, releases, contracts, and documents. |
| To employ
agents | (14) To employ such agents or brokers and persons as it may think necessary for furthering the interests of the Company and pay them such salaries, commissions or other remuneration as it may deem reasonable. |
| To accept
security | (15) To accept such security for the fulfilment of any contracts or engagements entered into with the Company as it may think fit. |

- To invest the moneys of the Company
- (16) To invest and deal with any of the moneys of the Company not immediately required for the purposes thereof, upon such securities and investments (not being shares or debentures of this Company) and in such manner as it may think fit and from time to time vary or realize such securities and investments.
- To execute mortgages to secure liabilities
- (17) To execute in the name and on behalf of the Company in favour of any director or other persons who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property both present and future, including its uncalled capital as it may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.
- To establish a reserve fund
- (18) Subject in all respects to the provisions of Article 148 to set aside, out of the profits of the Company, such sums as it may think proper as a reserve fund to meet contingencies or for equalizing dividends or special dividends or for repairing, improving or maintaining any of the property of the Company and for such other purposes as it shall, in its absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside upon such investments (other than shares of the Company) as it may think fit and from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and to divide the reserve fund into such special funds as it may think fit with full power to employ the assets constituting the reserve fund in the business of the Company, and that without being bound to keep the same separate from the other assets.
- To give percentages
- (19) To give to any person employed by the Company a commission on the profits of any particular business or transaction, and such commission shall be treated as part of the working expenses of the Company.
- May make bye-laws
- (20) From time to time make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.
- May sell Company's property and rights
- (21) To sell, improve, manage, exchange, lease, let, mortgage, or turn to account, all or any parts or part of the land, property, rights and privileges of the Company.
- May make contracts, etc.
- (22) To enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Company as it may consider expedient for or in relation to any of the matters aforesaid or otherwise howsoever for the purposes of the Company.

Local Management

Directors to
provide for
management

136. The Directors may from time to time provide for the management and transaction of the affairs of the Company in Hong Kong and in any specified locality whether in Hong Kong or abroad in such manner as they think fit, and the provisions contained in the next Article shall be without prejudice to the general powers conferred by this Article.

Local Boards or
Agencies

137. (1) The Directors from time to time and at any time may appoint and establish any “Local Board or Agencies” which shall consist of not less than two members for managing any of the affairs of the Company in any such specified locality, and may appoint any persons to be members of such local board or any managers, or agents, and may fix their remuneration.
- (2) The members of such local board in any such specified locality shall have and exercise such powers and authorities only as are vested in them by the Directors of the Company.
- (3) The Directors of the Company from time to time and at any time may delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Directors of the Company other than their power to make calls, and may authorise the members of such local board for the time being or any of them to fill up any vacancies in their body, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors of the Company think fit, and the Directors of the Company may at any time remove any person so appointed and may annul or vary any such delegation.
- (4) The Directors of the Company may at any time and from time to time, by power of attorney under the seal appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such appointment may (if the Directors think fit) be made in favour of the members, or any of the members of any local board established as aforesaid, or in favour of any company, or of the members, directors, nominees, or managers of any company or firm, or otherwise in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors, and any such power of attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Directors may think fit.
- (5) The number of members of such local board shall not be less than two.
- (6) Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

- (7) The Company may exercise the powers conferred by sections 125 and 129 of the Ordinance and such powers shall accordingly be vested in the Directors.
- (8) The Directors may comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

Register of Directors

Register of
Directors

- 138. The Company shall comply with the provisions of section 641 of the Ordinance.

Seal

Seal not to be
used except
under authority
of the board

- 139. The Directors shall provide for the safe custody of the common seal of the Company. The common seal shall not be affixed to any instrument except by the authority of the Board and in the presence of either two Directors, or in the presence of one Director and the Secretary or some other person whether or not a Director as shall be authorised or appointed by the Board and such Directors or such Director and the Secretary or other person so authorised or appointed shall sign every instrument to which the common seal is so affixed in their presence. Every certificate of shares or other securities of the Company may be issued under the common seal and provided that, with the authority of a resolution of the Board, such certificates of shares or other securities may be issued under the common seal but with such signatures affixed by means of some method or system of mechanical signature.
- 140. The Company may have a securities seal for sealing certificates of shares or other securities issued by the Company as permitted by section 126 of the Ordinance and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document to which such securities seal is affixed. The Board may by writing appoint any agents or agent, committees or committee to be the duly authorised agents of the Company for the purpose of affixing and using such securities seal.

Execution of
deeds by
attorney

- 141. The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds and instruments on its behalf in any place not situated within Hong Kong and every deed signed by such attorney, on behalf of the Company, and under his seal shall bind the Company, and have the same effect as if it were under the seal of the Company.

Managing Directors

- General management 142. The Board may from time to time entrust to and confer upon the Managing Director or the Assistant Managing Director all or any of the powers of the Board that it may think fit provided that the exercise of such powers shall be subject to such restrictions as the Board may from time to time impose, and the said powers may at any time be withdrawn, varied or revoked, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.
- First managing Directors and qualification 143. The first Managing Director shall be the said Ngan Shing Kwan and the first Assistant Managing Director the said Wong Yiu Nam and they shall hold office so long as they shall be qualified under Article 110 to be a Director.
- Filling up vacancies 144. The Board may on a vacancy occurring appoint a Managing Director or Assistant Managing Director from amongst their number on such terms and conditions as they see fit.
- Powers joint except certain events 145. The powers of the Managing Director shall be exercisable by the Assistant Managing Director in the absence of the Managing Director or if for any other reason he is not able to attend to the business of the Company.

Secretary

- Secretary's duties 146. The Secretary in Hong Kong shall, under the supervision of the Board, prepare and distribute amongst the Members such reporting documents as are required to be done under these Articles and he shall conduct and maintain under the control of the Board all the correspondence of the Company with its several agencies and with the members, and he shall generally do everything that the Board may direct necessary for the management and carrying out of the business of the Company.

Dividends, Bonus and Reserve Fund

- Disposition of profits 147. Subject as aforesaid, the profits of the Company which it shall from time to time be determined to divide in respect of any year shall be divided amongst the Members in proportion to the capital paid up on the shares held by them respectively.
148. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

- Dividends not to be paid out of capital
149. No dividend shall be payable except out of the profits of the Company and the declaration of the Board as to the amount available for dividend shall be conclusive.
150. With the sanction of a General Meeting, any dividend may be paid wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company or in any one or more of such ways. Where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed, in order to adjust the rights of all Members, and may vest any such specific assets in trustees upon trust for the Members entitled to the dividend as may seem expedient to the Directors.
- Debts may be deducted
151. The Board may retain any dividends on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.
- Dividend not to carry interest
152. No dividend shall carry interest as against the Company.
- Bonus may be set off against calls
153. (1) Any General Meeting at which a dividend or bonus is declared or sanctioned may make a call on the Members of such amount as the meeting fixes but so that the call on each Member shall not exceed the dividend or bonus payable to him and so that notwithstanding the provisions of Articles 36, 37 and 39 the call may be made payable at the same time as the dividend, and/or bonus and the dividend and/or bonus may if so arranged between the Company and the Member be set off against the call. The making of a call under this Article shall be deemed ordinary business of an ordinary General Meeting which declares a dividend.
- (2) After any resolution has been passed under the provisions of paragraph (1) of this Article, the Board may arrange on behalf of the Company for the dividend or bonus to be set off against the call by authorizing any person on behalf of Members from whom such call is due to enter into an Agreement with the Company providing for such dividend or bonus to be set off against such call, and Agreement made under such authority shall be effective.
- Effect of transfer
154. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
- Interim dividends
155. The Directors may from time to time pay to the Members such interim dividends as in their judgment the position of the Company justifies.
- Retention in certain cases
156. The Board may retain the dividends payable upon shares in respect of which any person is under the Transmission Clause (Article 70) entitled to become a Member, or is entitled to transfer until such person shall become a Member in respect thereof or shall duly transfer the same.

- Payments to joint holders 157. Any one of several persons who are registered as joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such share.
- Payment by post 158. Unless otherwise directed by the Board, any dividend may be paid by cheque or warrant sent through the post to the registered address of the Member entitled, or in case of joint holders to that one whose name stands first on the Register of Members in respect of the joint holding, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen, or that the indorsement thereon has been forged.
- Unclaimed dividends 159. All dividends unclaimed for two years after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and all dividends unclaimed for six years after having been declared shall become *ipso facto* forfeited for the benefit of the Company.

Capitalisation of Reserve Funds

- Capitalisation of profits and corresponding new shares 160. To the extent as permitted under the Ordinance, the Company in general meeting may, upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sums be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in one way and partly in the other, or partly to and amongst such Members and partly to trustees for such Members upon trust to sell the same, and the Directors give effect to such resolution.
161. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all such acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person or persons to enter on behalf of all Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of some or all of any further shares or debentures to which they may be entitled upon such capitalisation and/or for the allotment to trustees for them, credited as fully paid up, of some or all of any further shares or debentures to which they may be entitled upon such capitalisation upon trust to sell the same and to hold the proceeds

for such Members or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such Members.

Annual Returns

- Annual returns 162. The Company shall make the requisite annual returns in accordance with section 662 of the Ordinance.

Accounts

- Accounts to be kept 163. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company.

164. The Company shall comply with the provisions of section 373 of the Ordinance.

- Where accounts to be kept 165. The books of account shall be kept at the Head Office or at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.

- Inspection by members 166. The Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the Members not being Directors and no Member not being a Director shall have any right of inspecting any account or book or document of the Company, except as conferred by the Ordinance or authorized by the Directors or by resolution of the Company in general meeting.

- Annual account 167. Once at least in every year, the Directors shall lay before the Company in general meeting duly audited financial statements for the period since the preceding account or, (in the case of the first account) since the incorporation of the Company made up to a date not more than six months before such meeting.

- Yearly report of directors 168. The Board shall from time to time in accordance with the provisions of the Ordinance cause to be prepared and laid before the Company at its Ordinary Yearly Meeting such reporting documents as are required by the Ordinance. Every statement of financial position of the Company shall be signed pursuant to the provisions of the Ordinance. Such reporting documents shall, at least 21 days previous to the meeting be served on the registered holders of shares in the manner in which notices are hereinafter directed to be served (where appropriate, by way of electronic communication as described in Article 179).

Audit

- Accounts to be audited yearly 169. Once at least in every year except the year of the incorporation of the Company the accounts of the Company shall be audited by one or more auditor or auditors.
- Audit provisions 170. The Company at each Ordinary Yearly Meeting shall appoint an auditor or auditors to hold office until the next Ordinary Yearly Meeting and the following provisions shall have effect that is to say:-
- (1) If an appointment of auditors is not made at an Ordinary Yearly Meeting the Court may on the application of any Member of the Company appoint an auditor or auditors for the current year and fix the remuneration to be paid to him by the Company for his services.
 - (2) A Director or officer of the Company or the partner or employee of each Director shall not be capable of being appointed auditor of the Company.
 - (3) A person other than a retiring auditor shall not be capable of being appointed auditor at an Ordinary Yearly Meeting unless notice of an intention to nominate that person to the office of auditor has been given by a Member to the Company not less than fourteen days before the meeting and the Company shall send a copy of any such notice to the retiring auditor and shall give notice thereof to the Members either by advertisement or in any other mode allowed by the Articles not less than seven days before the meeting provided that if after notice of the intention to nominate an auditor has been so given an Ordinary Yearly Meeting is called for a date fourteen days or less after the notice has been given the notice though not given within the time required by this provision shall be deemed to have been properly given for the purposes thereof and the notice to be sent or given by the Company may instead of being sent or given the time required by this provision, be sent or given at the same time as the notice of the Ordinary Yearly Meeting.
 - (4) The first auditors of the Company may be appointed by the Directors before the statutory meeting and if so appointed shall hold office until the first Ordinary Yearly Meeting unless previously removed by a resolution of the Members in general meeting in which case the Members at that meeting may appoint auditors.
 - (5) The Directors may fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- Remuneration of auditors 171. The remuneration of the auditors shall be fixed by the Company in general meeting except that the remuneration of any auditors appointed before the statutory meeting or to fill any casual vacancy may be fixed by the Directors.

Right and duties of auditors

172. (1) Every auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanation as may be necessary for the performance of the duties of the auditors.
- (2) Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance and the Listing Rules.

When accounts to be deemed finally settled

173. Every accounts of the Directors when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth shall be conclusive.

Notices

Service of notices

174. (1) Subject to due compliance with the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, and except where otherwise expressly stated in these Articles, any notice, document or other information (including any corporate communication) to be given or issued under these Articles shall be in writing.
- (2) Subject to due compliance with the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, any notice, document or other information (including any corporate communication) in writing may be (i) given in hard copy form; (ii) given in an electronic form; (iii) given by electronic communication; or (iv) made available on the Company's website.
- (3) Subject to due compliance with the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, any notice, document or other information (including any corporate communication) may be served on, delivered to or made available by the Company to any Member by any of the means as specified in Article 179.
- (4) For the purposes of making available any notice, document or other information (including any corporate communication) to a Member on the Company's website, the Company shall notify the Member that such notice, document or other information (including any corporate communication) has been made available on the Company's website in the manner prescribed by the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time.

- Notices where no address
175. As regards those Members who have no registered place of address a notice posted up in the Head Office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.
- Notices by members how forwarded
176. (1) All notices to be given on the part of the Members may be left at or sent through the post to the Registered Office of the Company.
- (2) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of communications by electronic means, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such communication. A notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.
- Advertisements
177. Subject to the provisions of these Articles all notices which may be given by advertisement shall be by paid advertisement in English in at least one daily English language newspaper and in Chinese in at least one daily Chinese language newspaper in Hong Kong and for such period as the Directors shall think fit.
- Notices to joint holders
178. Subject to due compliance with the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, all notices, documents or other information (including any corporate communication) shall with respect to any registered shares to which persons are jointly entitled be given to whichever of such persons is named first in the Register of Members and notice, document or other information so given shall be deemed to have been given to all the holders of such shares.
- When notice deemed to be served
179. Subject to these Articles, the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the Company for the purposes of the Ordinance. In particular, any notice, document or other information (including any corporate communication) given or issued by or on behalf of the Company may be served on, delivered or made available by the Company to any person by any of the following means:
- (a) By hand – a notice, document or other information (including in hard copy or electronic form) may be sent or supplied by hand and the same shall be deemed to have been served when it is delivered;
- (b) By post – a notice, document or other information (including in hard copy or electronic form) may be sent or supplied by post and the same shall be deemed to have been served or delivered on the second business day after the day on which the envelope or wrapper containing the notice, document or other information is put in the post or otherwise at such other time as the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules

prescribed by the Stock Exchange shall permit from time to time, whichever is later, and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the same was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice, document or other information was so addressed and put into such post office shall be conclusive evidence thereof;

- (c) By electronic communication (other than by making it available on the Company's website) – a notice, document or other information (including in electronic form) may be sent or supplied by electronic means and the same shall be deemed to have been received:
 - (i) at the time when such communication is sent or supplied; or otherwise
 - (ii) at such time as prescribed under the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time;

whichever is later; and

- (d) By means of website – a notice, document or other information may be published on the Company's website and the same shall be deemed to have been received:
 - (i) at the later of:
 - (1) the time that such notice, document or other information (including any corporate communication) was first made available on the Company's website; and
 - (2) the time that a Member was notified of the presence of such notice, document or other information (including any corporate communication) on the Company's website; or otherwise
 - (ii) at such time as prescribed under the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time,

whichever is later.

A Member may revoke his agreement that notice, document or other information (including any corporate communication) may be sent or supplied to such Member in an electronic form or by electronic communication or made available to such Member through the Company's website in accordance with the above paragraphs (a), (b), (c) and (d) of this Article by sending a notice of revocation to the Company within such period and in such manner as may be specified under the Ordinance, all applicable laws, rules and regulations

including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time.

If upon a Member receiving from the Company a notice, document or other information (including any corporate communication) in an electronic form or by electronic communication or by the Company making such notice, document or other information available on its website, he requests that the Company send or supply to him such notice, document or other information (including any corporate communication) in hard copy form, the Company shall, if so required under the Ordinance, all applicable laws, rules and regulations including, without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, send or supply to him such notice, document or other information (including any corporate communication) requested in hard copy form free of charge.

If any notice, document or other information (including any corporate communication) is published by way of advertisement by or on behalf of the Company under these Articles, the Ordinance, all applicable laws, rules and regulations including without limitation, the Listing Rules or any other rules prescribed by the Stock Exchange from time to time, it shall be deemed to have been served and delivered on the day following that on which it was published.

Transferees,
etc., bound by
prior notice

180. Every person who by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which, previously to his name and address being entered upon the Register of Members shall have been given to the person from whom he derives his title to such share.

Notice valid
though member
deceased,
bankrupt

181. Any notice, document or other information delivered or sent by post to or by hand or left at the registered address of any Member or served by any means permitted by and in pursuance of these Articles, shall, notwithstanding such Member be then deceased or bankrupt, and whether or not the Company have notice of his decease or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such Member, until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all the purposes of these Articles be deemed a sufficient service of such notice, document or other information on his personal representatives, and all persons (if any) jointly interested with him in such shares.

How notice to
be signed

182. The signature to any notice to be given by the Company may be in writing, printed, made electronically or made in such other manner as permitted under the Ordinance.

How time to be
counted

183. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided be counted in such number of days or other period.

Winding-up

- Bad or doubtful debts may be sold 184. It shall be lawful for the liquidators to declare any bad or doubtful debts to be irrecoverable, and to sell to any person, not being a Director any claims or demands upon the estates of bankrupts and other persons, or upon the assets of deceased persons, if any such claims or demands are not immediately recoverable.
- Distribution of assets 185. If the Company shall be wound up and the assets available for distribution amongst the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding-up, on the shares held by them respectively. And if in a winding-up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding-up paid up or which ought to have been paid up on the shares held by them respectively; but this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.
- Distribution of assets in specie 186. (1) If the Company shall be wound up whether voluntarily or otherwise the liquidators may with the sanction of special resolution divide among the contributories in specie or kind any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit.
- (2) If thought expedient any such division may be otherwise than in accordance with the legal right of the contributories and in particular any class may be given preferential or special rights or may be excluded altogether or in part; but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined on any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong).
- (3) In case any of the shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution by notice in writing direct the liquidator to sell his proportion and pay him the net proceeds and the liquidator shall if practicable act accordingly.
- Service of process 187. In the event of a winding-up of the Company every Member of the Company who is not for the time being in Hong Kong shall be bound, within fourteen days after the passing of any effective resolution to wind up the Company voluntarily, or after the making of an order for the winding-up of the Company, to serve notice in writing on the Company, appointing some householder in Hong Kong upon whom all summonses, notices, processes, orders, and

judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by the Member or the liquidator, shall be deemed to be good personal service on such Member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such Member by advertisement in a newspaper circulating in Hong Kong or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the Register of Members of the Company, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

Indemnity

- Indemnity
188. (1) Every Director, Manager, Secretary, and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable for by reason of any contract entered into or any act or thing done by him as such officer or servant or in any way in discharge of his duties including travelling expenses and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.
- (2) The Company may indemnify any Director, manager, Secretary or other officer of the Company, against any liability incurred by him:-
- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted; or
 - (b) in connection with any application under section 904 of the Ordinance in which relief is granted to him by the court.
- (3) The Company may purchase and maintain for any Director, manager, Secretary or other officer of the Company:-
- (a) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and
 - (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

- (4) In this Article, “related company”, in relation to the Company, means any company that is the Company’s subsidiary or holding company or a subsidiary of that company’s holding company.

Individual
responsibility
of directors

189. No Director or other officer of the Company shall be liable for the acts receipts neglects or defaults of any other Director or officer for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

Jurisdiction

Jurisdiction

190. All orders made by the High Court of Hong Kong in respect of the Company or its affairs or its Members shall be binding on all the Members and may be enforced against any Members residing outside Hong Kong through the medium of the Courts of Justice in the place where such Member resides and no Member shall be entitled to dispute or question the validity or effect of any such order if application is made to any Court outside Hong Kong to enforce the same.

The following table sets out the details of the initial subscribers of the Company and the initial number of shares taken by each of them on the 28th day of April, 1933:-

Names, Addresses and Descriptions of Initial Subscribers	Initial Number of Shares taken by each Initial Subscriber
NGAN SHING KWAN A. P. C. Building, Merchant	One
WONG YIU NAM A.P.C. Building, Merchant	One
LAM CHI FUNG 208, Des Voeux Road, Central Banker	One
LAM CHUCK MING 48, Queen's Road Central, Merchant	One
FUNG KEONG 243, Des Voeux Road, Central Merchant	One
FUNG IU WING 243, Des Voeux Road, Central Merchant	One
WONG KAM WAH A. P. C. Building, Merchant	One
Total Number of Shares Taken	Seven

Dated the 28th day of April, 1933.

WITNESS to the above signatures,
(Sd.) M.M. WATSON,
Solicitor,
HONG KONG.

SCHEDULE "A"

WITHIN REFERRED TO

INSTRUMENT OF TRANSFER

CHINA MOTOR BUS COMPANY, LIMITED

I, of
in consideration of the sum of Dollars
paid to me by of do hereby
transfer to the said
the Share numbered
standing in my name in the Books of the "CHINA MOTOR BUS COMPANY, LIMITED" to
hold unto the said
his Executors, Administrators and Assigns, subject to the several conditions upon which I
hold the same at the time of execution hereof, and I, the said do
hereby agree to take the said Share numbered
subject to the same conditions.

As WITNESS our hands the day of,

WITNESS to the Signature of)
)
.....)

WITNESS to the Signature of)
)
.....)

SCHEDULE "B"

WITHIN REFERRED TO

FORM OF PROXY

CHINA MOTOR BUS COMPANY, LIMITED

I, of
being a shareholder of and in "CHINA MOTOR BUS COMPANY, LIMITED" and entitled
to vote
hereby appoint of as
my proxy to vote for me and on my behalf at all Ordinary or Extraordinary Meetings of the
Company, and at all adjourned Meetings thereof.

As WITNESS my hand this day of,

Signed by the said.)

In the presence of.)

)

SCHEDULE "C"

WITHIN REFERRED TO

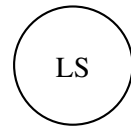
POWER OF ATTORNEY

CHINA MOTOR BUS COMPANY, LIMITED

Know all men by these presents that I*
of do hereby nominate
Constitute and appoint of
my true and lawful Attorney for me, in my name and on my behalf as a member of "CHINA
MOTOR BUS COMPANY, LIMITED," from time to time to receive all Dividends, Bonuses,
and other moneys due or payable to me, and to give receipts and acquittances for the same,
and to vote for me at all Meetings of the said Company, to buy, sell and transfer all or any
Share or Shares in the said Company, and to sign all Assignments and Transfers of such Share
or Shares to the purchaser thereof, and to give receipts for the purchase money of the same, I
the said hereby ratifying and confirming and agreeing to ratify
and confirm all and whatsoever my said Attorney shall do or cause to be done in the premises,
and further for myself, my Heirs, Executors and Administrators hereby agreeing to be bound
thereby in the like manner as if I were personally present and done all or any of the said act
in person.

IN WITNESS whereof, I have hereunto set
my hand and seal this day of,

Signed, sealed and delivered by)
the said)
.....)
in the presence of †)
.....)



* The Surname and Given Name to be given at length, as also the place of residence and occupation, calling or description.

† One witness to sign this line and if executed out of Hong Kong to be executed before a Notary Public and if in a foreign country then certified by the local Consular Official of the People's Republic of China.