

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 26th April, 1991
and updated to 7th May, 2004)

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Incorporated the Fifth day of November 1923

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 4th May, 2006

At an Annual General Meeting of the Company held at Miramar Ball Room, Penthouse, Hotel Miramar, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 4th May 2006 at 12:00 noon, the following resolution was duly passed as a special resolution of the Company:

“THAT the Articles of Association of the Company be amended as follows:-

By deleting existing Article 103(A) and substituting therefor the following new Article 103(A):-

“103(A) At each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to but not less than one-third, shall retire from office provided that every Director shall be subject to retirement by rotation at least once every three years. No Director shall hold office for a continuous period in excess of 3 years, or past the third annual general meeting, following the Director’s appointment or re-election, whichever is the longer, without submitting for re-election at an annual general meeting of the shareholders. The Directors to retire by rotation at an annual general meeting shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election and each of the retiring Directors shall continue to act as a Director until the conclusion of the annual general meeting at which he retires.””

(Sd.) Li Ning
Chairman

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 26th April, 1991
and updated to 7th May, 2004)

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Incorporated the Fifth day of November 1923

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 7th May, 2004

At the Annual General Meeting of the Company held at Miramar Ball Room, Penthouse, Hotel Miramar, 118 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 7th May, 2004 at 12:00 noon, the following resolution was duly passed as a special resolution of the Company:-

“THAT

the Articles of Association of the Company be hereby amended as follows:

(a) Article 2

- i) By deleting the definition of “associate” and substituting therefor the following:
“associate”, in relation to any Director, shall have the same meaning as defined in Chapter 1 of the Listing Rules;
- ii) By adding the words “for Administration” after the words “the Chief Secretary” appearing at the end of the definition of “newspaper”;
- iii) By adding the following definitions:
“business day” shall mean any day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities;
“clearing house” shall mean a recognized clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Director” shall mean a director of the Company;
“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
“officer” shall mean a director, manager or company secretary, as defined under the Companies Ordinance;
“subsidiary” shall have the same meaning as defined in Chapter 1 of the Listing Rules;

(b) Article 16

- i) By deleting the words “without payment”;
- ii) By deleting the words “within twenty-one days or within such shorter period as shall from time to time be prescribed by The Stock Exchange of Hong Kong Limited” and substituting therefor the words “within the relevant time limit as prescribed by the Companies Ordinance or as The Stock Exchange of Hong Kong Limited may from time to time determine, whichever is the shorter,”;
- iii) By deleting the words “HK\$2 (or such higher amount as may from time to time be permitted under the rules prescribed by The Stock Exchange of Hong Kong Limited)” and substituting therefor the words “such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules”; and
- iv) By adding the following sentence at the end of the Article:

“In this Article, “transfer” shall mean a transfer duly stamped and otherwise valid, and does not include such a transfer as the Company is for any reason entitled to refuse to register and does not register.”

(c) Articles 20 and 40(i)

By deleting the words “HK\$2 (or such higher amount as may from time to time be permitted under the rules prescribed by The Stock Exchange of Hong Kong Limited)” appearing in each of Articles 20 and 40(i) and substituting therefor the following words:

“such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules”.

(d) Article 43

By deleting the words “without charge” wherever they appear and substituting therefor the words “at a fee of such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules”.

(e) By adding the following Article 84(C) immediately after Article 84(B):

“Where the Company has knowledge that any member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.”

(f) Article 91A

- i) By deleting the words “a recognized clearing house within the meaning of the Securities and Futures (Clearing Houses) Ordinance Chapter 420 of the Laws of Hong Kong” in the first sentence and substituting therefor the words “a clearing house”;
- ii) By deleting the word “recognized” before the words “clearing house (or its nominee)” appearing in the second sentence.

(g) Article 95(C)

By adding the following sentence at the end of this Article:

“An alternate Director shall alone be responsible for his own acts and default and he shall not be deemed to be the agent of the director appointing him.”

(h) Article 101(A)(vii)

By deleting the words “a special resolution” and substituting therefor the words “an ordinary resolution”.

(i) Article 102(H)

By deleting Article 102(H) in its entirety and substituting therefor the following:

“(H) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is, to the knowledge of such Director, materially interested, but this prohibition shall not apply to any of the following matters namely:

- i) any contract or arrangement for giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;
- ii) any contract or arrangement for the giving by the Company or any of its subsidiaries of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries which the Director or his associate(s) has himself/themselves guaranteed or secured in whole or in part;
- iii) any contract or arrangement by a Director or his associate(s) to subscribe for shares, debentures or other securities of the Company or any of its subsidiaries issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof or to the public or any section thereof and does not provide in respect of any Director or his associate(s) as such any privilege not accorded to any other members or debenture holders of the Company or any class thereof or to the public or any section thereof;
- iv) any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- vi) any contract or arrangement concerning any other company (not being a company in which the Director and any of his associate(s) are in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (as defined in paragraph (I)

of this Article)) in which the Director or his associate(s) is/are interested directly or indirectly whether as a shareholder or an officer;

- vii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such an privilege or advantage not accorded to the class of persons to which such scheme or fund relates;
- viii) any proposal concerning the adoption, modification or operation of any scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit.”

(j) Article 107

By deleting the words “at least seven days before the date of the general meeting” at the end of the Article and substituting therefor the words “no earlier than the day after the despatch of the notice of the meeting appointed for such election and no later than seven days prior to the date of such meeting”.

(k) Article 109

By deleting the words “special resolution” and substituting therefor the words “an ordinary resolution”.

(l) Article 131

By deleting Article 131 in its entirety and substituting therefor the following Article:

“Any decision that may be made or any action that may be taken by the Directors or a committee of Directors at a meeting may be passed as a resolution of the Directors or the committee of Directors if such resolution is consented to in writing or by telex, telegram, cable, facsimile, electronic mail or other written electronic communication by all the directors, except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability, of the Company (or their respective alternates, where appropriate) or all the members of the committee of Directors, as the case may be, without the need for any notice. Such written consent may be contained in one document or in several documents. Any resolution so passed shall be as valid and effectual as if the resolution had been passed at a meeting of the Directors or of the committee of Directors respectively duly convened and held.”

(m) Article 168

- i) By adding the following words immediately after the words “in writing”, appearing in this Article:

“or by cable, telex or facsimile transmission message or electronic communication”;

- ii) By adding the following words immediately after the words “registered address as aforesaid” appearing in this Article:

“or, as the case may be, at the discretion of the Company by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic mail address as may be supplied by the member to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the member”; and

- iii) By adding the following words immediately after the words “in a Chinese language newspaper” appearing in this Article:

“or, to the extent permitted by the Listing Rules and any applicable laws of Hong Kong from time to time, by publishing it on the website of the Company and giving to the member a notice stating that the notice or other document is available there (“notice of availability”). The notice of availability may be given to the member by any of the means set out above.

(n) Article 170

- i) By renumbering existing Article 170 as 170 (A);
- ii) By adding the following Articles 170(B) to 170(E)

“(B) Any notice if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board that the notice was so served or delivered shall be conclusive evidence thereof.

(C) Any notice sent by telex, facsimile transmission or electronic mail shall be deemed to have been duly served upon the shareholders on the same day as transmitted. In proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.

(D) Any notice if served by advertisement in newspapers in accordance with Article 168 shall be deemed to have been served on the day on which such notice is first published.

(E) Any notice if sent or transmitted as an electronic communication shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published on the Company’s website shall be deemed to have been served or delivered on the day following that on which a notice of availability is sent to the entitled person. In proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.”

(o) Article 171

By adding the following words immediately before the words “or (until such an address has been so supplied)” appearing in this Article:

“or, as the case may be, at the discretion of the Company by transmitting it to such address or transmitting it to any telex or facsimile transmission number or electronic mail address as may be supplied by the personal representative of the deceased member, or trustee of the bankrupted member to the Company”.

(p) Article 173

By adding the following words immediately before the words “in pursuance of these presents” appearing in this Article:

“or sent by telex, facsimile transmission or electronic mail”.

(q) Article 180(A)

By deleting the words “(including any such liability as is mentioned in paragraph (c) of the proviso to Section 165 of the Companies Ordinance)” appearing in this Article.”

(Sd.) Lam Ko Yin, Colin
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 4th May, 2000

At the Annual General Meeting of the Company held on board the vessel, Harbour Cruise - Bauhinia at the new Wanchai Pier, Wanchai, Hong Kong on Thursday, 4th May, 2000 at 12:00 noon, the following resolutions were duly passed as ordinary resolutions of the Company:-

(1) **“THAT:-**

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an issue of shares in the Company upon the exercise of the subscription rights under any securities which are convertible into shares of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;

- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (ii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(2) **“THAT:-**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

- (3) **“THAT** conditional upon the passing of Ordinary Resolutions numbered (1) and (2) above, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered (2) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered (1).”

(Sd.) Lam Ko Yin, Colin
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 5th May, 1999

At the Annual General Meeting of the Company held on board the Bauhinia at the New Wanchai Pier, Wanchai, Hong Kong on Wednesday, 5th May, 1999 at 12:00 noon, the following resolutions were duly passed as ordinary resolutions of the Company:-

(1) **“THAT:-**

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an issue of shares in the Company upon the exercise of the subscription rights under any securities which are convertible into shares of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- i) the conclusion of the next Annual General Meeting of the Company;

- ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relations to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(2) **“THAT:-**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

- (3) **“THAT** conditional upon the passing of Ordinary Resolutions numbered (1) and (2) as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered (2) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered (1).”

(Sd.) Lam Ko Yin, Colin
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

AND

SPECIAL RESOLUTION

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 23rd April, 1998

At the Annual General Meeting of the Company held at the Miramar Ballroom, Penthouse, Hotel Miramar, 118 Nathan Road, Kowloon, Hong Kong on Thursday, 23rd April, 1998 at 12:00 noon, the following resolutions were duly passed as ordinary resolutions and special resolution of the Company:-

A. As Ordinary Resolutions

(1) "THAT:-

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(2) **“THAT:-**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly;
- (c) the total subscription rights attached to the warrants which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the total subscription rights attached to all warrants of the Company outstanding at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

(3) **“THAT conditional upon the passing of Ordinary Resolutions numbered (1) and (2) as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of**

the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered (2) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered (1).”

B. As a Special Resolution

(4) **‘THAT** the Articles of Association of the Company be amended in the following manner:-

(a) Article 16

By deleting the words “(or within such other period as the conditions of issue shall provide)” in the fourth and fifth lines and adding the words “or within such shorter period as shall from time to time be prescribed by The Stock Exchange of Hong Kong Limited” after the words “within twenty-one days” in the third line;

(b) Article 37

By replacing the words “under hand only” in the third line with the words “executed under hand or by means of mechanically imprinted signature or in such other manner as the Board may approve from time to time”;

(c) Article 85

By adding the words “provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed” after the words “same occasion” in the last line; and

(d) Article 91A

By adding the following new Article 91A immediately after Article 91:-

“Where that shareholder and/or warrant holder is a recognised clearing house within the meaning of the Securities and Futures (Clearing Houses) Ordinance Chapter 420 of the Laws of Hong Kong (or its nominee), it may authorise such person or persons as it thinks fit to act as its representative (or representatives) at any shareholders’ general meeting or any meeting of any class of shareholders and/or warrant holders’ meeting provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The representative so authorised will be entitled to exercise the same power on behalf of the recognised clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder and/or warrant holder of the Company.”

(Sd.) Lam Ko Yin, Colin
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 18th April, 1997

At the annual general meeting of the Company held at the Metropol Restaurant, 4th floor, United Centre, 95 Queensway, Central, Hong Kong on Friday, 18th April, 1997 at 11:30 a.m., the following resolutions were duly passed as ordinary resolutions of the Company:-

1. **“THAT:-**

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;

- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

2. **“THAT:-**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly;
- (c) the total subscription rights attached to the warrants which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the total subscription rights attached to all warrants of the Company outstanding at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

3. **“THAT** conditional upon the passing of Ordinary Resolutions numbered (1) and (2) as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered (2) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the

general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered (1).”

(Sd.) Lam Ko Yin, Colin
Chairman

Dated this 18th April, 1997

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 15th May, 1996

At the annual general meeting of the Company held at the City Hall Chinese Restaurant, 2nd floor, City Hall, Central, Hong Kong on Monday, 15 May, 1996 at 12:00 noon, the following resolutions were duly passed as ordinary resolutions of the Company:-

1. **“THAT:-**

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) and issue of subscription rights attaching to any warrants of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

2. **“THAT:-**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed ten (10) per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly;
- (c) the total subscription rights attached to the warrants which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed ten (10) per cent. of the total subscription rights attached to all warrants of the Company outstanding at the date of passing this Resolution and the said approval shall be limited accordingly;
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of the Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of Company.”

3. **“THAT** conditional upon the passing of Ordinary Resolutions numbered (1) and (2) as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered (2) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered (1).”

(Sd.) Lam Ko Yin, Colin
Chairman

Dated this 15th May, 1996

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 15th May, 1995

At the annual general meeting of the Company held at City Hall Chinese Restaurant, 2nd Floor, City Hall, Central, Hong Kong on Monday, 15th May, 1995 at 11:30 a.m., the following resolutions were duly passed as ordinary resolutions of the Company:-

1. "THAT:-

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed twenty (20) per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

"Relevant Period" means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

2. “THAT:-

- (a) subject to paragraph (b) and (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed ten (10) per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly;
- (c) the total subscription rights attached to the warrants which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed ten (10) per cent. of the total subscription rights attached to all warrants of the Company outstanding at the date of passing this Resolution and the said approval shall be limited accordingly;
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

3. “THAT conditional upon the passing of Ordinary Resolutions numbered 5 and 6 as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered 6 shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered 5.”

(Sd.) Lam Ko Yin, Colin
Chairman

Dated this 15th day of May, 1995

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

Passed on the 15th September, 1994

At the Extraordinary General Meeting of the Company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 15th September, 1994, the following resolutions were duly passed as ordinary resolutions of the Company:-

1. THAT conditional on (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of, and permission to deal in, the new shares of HK\$1.00 each in the capital of the Company ("Rights Shares") to be issued by way of a one for two rights issue ("Rights Issue") in their nil paid and fully paid forms as announced on 25th August, 1994 and described in a circular dated 30th August, 1994 despatched to shareholders of the Company (the "Circular") of which the notice convening this meeting forms part, a copy of which has been submitted to the meeting marked "A" and signed for identification by the Chairman thereof, and (ii) the obligations of Wardley Corporate Finance Limited, Credit Lyonnais Securities (Asia) Limited, Morgan Stanley Asia Limited, Nomura International (Hong Kong) Limited, Smith New Court Far East Limited and Sun Hung Kai International Limited (together the "Underwriters") under the underwriting agreement dated 25th August, 1994 entered into between, inter alia, the Company and the Underwriters becoming unconditional and not having been terminated in accordance with the terms of that agreement or otherwise:
 - (a) the authorised share capital of the Company be and is hereby increased from HK\$350,000,000 to HK\$550,000,000 by the creation of an additional 200,000,000 ordinary shares of HK\$1.00 each in the capital of the Company ("Shares"); and
 - (b) the issue of up to 130,347,015 Rights Shares on the terms and subject to the conditions of the Rights Issue be and is hereby approved and that the Directors be and are hereby authorised to effect the same and to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholders of the Company and, in particular, the Directors of the Company be authorised to make such exclusions or other arrangements in relation to fractional entitlements or overseas shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong and generally to do such things or make such arrangements as they may think fit to give effect to the Rights Issue.
2. THAT conditional upon the passing of Ordinary Resolution No. 1 as set out in the notice of this meeting of which this Resolution forms part:

- (a) the general mandate granted to the Directors of the Company to exercise the power of the Company to allot shares in the Company (“Shares”) pursuant to Ordinary Resolutions No. 7 and No. 9 passed by the shareholders of the Company at its annual general meeting held on 17th June, 1994 be and is hereby revoked;
- (b) subject to paragraph (d) below and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (b) otherwise than pursuant to (i) the Rights Issue as referred to in Ordinary Resolution No. 1 as set out in the notice of this meeting or, (ii) any other rights issue (as hereinafter defined) or, (iii) an issue of Shares upon the exercise of the subscription rights attaching to any warrants of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company shall not exceed twenty (20) per cent. of the aggregate of the nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the nominal amount of the share capital to be issued pursuant to or in connection with the Rights Issue and the said approval shall be limited accordingly; and
- (e) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors of the Company to holders of Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof as at that date (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

3. THAT conditional upon the passing of Ordinary Resolution No. 1 as set out in the notice of this meeting of which this Resolution forms part:

- (a) the general mandate granted to the Directors of the Company to exercise the power of the Company to purchase its own securities pursuant to Ordinary Resolution No. 8 passed by the shareholders of the Company at its annual general meeting held on 17th June, 1994 be and is hereby revoked;
- (b) subject to paragraphs (c) and (d) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (c) the aggregate nominal amount of share capital which may be purchased pursuant to the approval in paragraph (b) shall not exceed ten (10) per cent. of the aggregate of the nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the nominal amount of share capital to be issued pursuant to or in connection with the Rights Issue (as defined in Ordinary Resolution No. 1 as set out in notice of this meeting) and the said approval shall be limited accordingly;
- (d) the total subscription rights attaching to the warrants of the Company which may be purchased pursuant to the approval in paragraph (b) shall not exceed ten (10) per cent. of the total subscription rights attaching to all warrants of the Company outstanding at the date of passing this Resolution and the said approval shall be limited accordingly;
- (e) for the purposes of this Resolution:-
 - “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
 - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.

4. THAT conditional upon the passing of Ordinary Resolutions Nos. 1, 2 and 3 as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution No. 3 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares of the Company granted to the Directors of the Company by the said Ordinary Resolution No. 2.

(Sd.) LAM KO YIN, COLIN
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

Passed on the 17th June, 1994

At the annual general meeting of the Company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 17th day of June, 1994, the following resolutions were duly passed as ordinary resolutions of the Company:-

1. "THAT the authorized share capital of the Company be and is hereby increased from HK\$300,000,000 to HK\$350,000,000 by the creation of an additional 50,000,000 shares of HK\$1.00 each forming one class and ranking pari passu in all respects with the existing issued shares of HK\$1.00 each in the capital of the Company."
2. "THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("Stock Exchange") granting or agreeing to grant listing of and permission to deal in the Bonus Warrants (as defined below) and any new shares of HK\$1.00 each in the capital of the Company which may be issued pursuant to the exercise of the subscription rights attached to the Bonus Warrants:-
 - (a) the Directors of the Company be and they are hereby authorised to create and issue warrants (the "Bonus Warrants") which shall be in registered form and shall be exercisable at any time between 1st July, 1994 and 30th June, 1996 (both days inclusive) to subscribe for shares of HK\$1.00 each in the capital of the Company at an initial subscription price of HK\$10.20 per share, subject to adjustment and otherwise on the terms and subject to the conditions set out in the Warrant Instrument (the form of which marked "A" has been produced to the meeting and signed for the purpose of identification by the Chairman hereof) by way of bonus to the persons who are registered as holders of shares in the capital of the Company at the close of business on 17th June, 1994 in the proportion of one Bonus Warrant carrying the right to subscribe HK\$10.20 for shares in the capital of the Company for every ten shares then held Provided That:-
 - (i) in the case of persons having registered addresses in any jurisdiction outside Hong Kong, the Bonus Warrants shall not be issued to such persons but shall be sold in the market as soon as practicable after dealings in the Bonus Warrants commence and the net proceeds of sale, after deduction for expenses, shall be distributed to such persons pro-rata to their respective shareholdings unless the

amount falling to be distributed to any such person shall be less than HK\$100 in which case such amount shall be retained for the benefit of the Company; and

- (ii) fractional entitlements to the Bonus Warrants shall not be allotted but shall be aggregated and sold for the benefit of the Company;
- (b) the Directors of the Company be and they are hereby authorised to allot and issue new shares of HK\$1.00 each in the capital of the Company which may fall to be issued on the exercise of subscription rights under the Bonus Warrants or any of them; and
- (c) the Directors of the Company be and they are hereby authorised to do all such other acts and things as the Directors of the Company consider necessary or expedient to give effect to the above arrangements.”

3. “THAT:-

- (a) subject to paragraph (c) and pursuant to section 57B of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) an issue of shares in the Company upon the exercise of the subscription rights attaching to any warrants of the Company, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed twenty (20) percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company; and

“Rights Issue” means an offer of shares in the Company open for a period fixed by the Directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then

holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

4. “THAT:-

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own securities subject to the conditions set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby approved generally and unconditionally;
- (b) the aggregate nominal amount of share capital which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed ten (10) percent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution and the said approval shall be limited accordingly;
- (c) the total subscription rights attached to the warrants which may be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed ten (10) percent of the total subscription rights attached to all warrants of the Company outstanding at the date of passing this Resolution (including, without limitation, but conditional upon the passing of Ordinary Resolution numbered 6 set out in the notice of this meeting of which this Resolution forms part, the Bonus Warrants) and the said approval shall be limited accordingly;
- (d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution in any general meeting of the Company.”

5. “THAT conditional upon the passing of Ordinary Resolutions numbered 7 and 8 as set out in the notice of this meeting of which this Resolution forms part, the aggregate nominal amount of the share capital of the Company which shall have been purchased by the Company after the date hereof pursuant to and in accordance with the said Ordinary Resolution numbered 8 shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to the general mandate to allot, issue and deal with additional shares granted to the Directors of the Company by the said Ordinary Resolution numbered 7.”

(Sd.) LAM KO YIN, COLIN
Chairman

THE COMPANIES ORDINANCE (Chapter 32)

ORDINARY RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 4th day of May, 1992

At an Annual General Meeting of the shareholders of the Company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 4th May, 1992 the following Resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

- (i) "THAT conditionally upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant on or before 4th May 1992 listing of and permission to deal in the Bonus Shares (as hereinafter defined), the sum of HK\$36,597,868 be capitalized from part of the amount now standing to the credit of the share premium account of the Company and the Directors be and are hereby authorised to apply such sum in paying up in full at par a total of 36,597,868 shares of HK\$1.00 each in the capital of the Company ("Bonus Shares") to be allotted and distributed, credited as fully paid up, to and amongst the persons who are registered as the holders of shares in the capital of the Company on 16th April 1992 at the rate of one new fully paid share of HK\$1.00 each for every five existing shares of HK\$1.00 each then held by them respectively such new shares not to rank for any dividend declared or recommended by the Company in respect of the year ended 31st December 1991 and the bonus issue of June 1994 warrants as announced by the Company on 9th March 1992, but otherwise to rank in all respects *pari passu* with the existing issued shares of the Company, and further that no fractional shares shall be allotted and shares representing fractional entitlements shall be aggregated and issued to a nominee to be named by the Directors and such shares shall at such time as the nominee thinks fit be sold and the net proceeds shall be retained for the benefit of the Company."
- (ii) "THAT a general mandate be and is hereby unconditionally given to the Directors to allot, issue and dispose of additional shares not exceeding 20% of the existing issued share capital of the Company."

(Sd.) **Colin K. Y. Lam**
Chairman

THE COMPANIES ORDINANCE (Chapter 32)

ORDINARY RESOLUTION

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Passed on the 4th day of May, 1992

At an Extraordinary General Meeting of the shareholders of the Company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 4th May, 1992 the following Resolution was duly passed as Ordinary Resolution:-

ORDINARY RESOLUTION

“THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant on or before 4th May, 1992 listing of and permission to deal in the June 1994 Warrants (as hereinafter defined) and any shares which fall to be issued upon the exercise of subscription rights under the June 1994 Warrants, the directors of the Company be and they are hereby authorised:-

- (a) to create and issue warrants (“June 1994 Warrants”) which shall be in registered form and shall be exercisable at any time between 1st June, 1992 and 30th June, 1994, both days inclusive, to subscribe in cash, in integral multiples of HK\$7.00, at an initial subscription price of HK\$7.00 per share, subject to adjustment, for shares in the capital of the Company subject to the terms and conditions set out in the warrant instrument (a copy of a draft of which marked “A” has been produced to the Meeting and signed for the purpose of identification by the Chairman hereof) and to issue the same by way of bonus to and amongst the persons who were registered as shareholders of the Company at the close of business on 16th April, 1992 in the proportion of one June 1994 Warrant carrying the right to subscribe HK\$7.00 for shares in the capital of the Company for every ten shares then held provided that:-
- (i) in the case of persons having registered addresses outside Hong Kong, the June 1994 Warrants shall not be issued to such persons but shall be aggregated and issued to a nominee to be named by the directors of the Company and such June 1994 Warrants shall be sold in the market as soon as practicable after dealings in the June 1994 Warrants commence and the net proceeds of sale, after deduction of expenses, shall be distributed to such persons pro rata to their respective shareholdings unless the amount falling to be distributed to any such person shall be less than HK\$100 in which case such amount shall be retained for the benefit of the Company;
- (ii) no fractional entitlements shall be issued as aforesaid, but the fractional entitlements shall be aggregated and sold for the benefit of the Company; and

- (iii) the directors of the Company shall do all such acts and things as they consider necessary or expedient to give effect to the foregoing arrangements;
- (b) to allot and issue new shares in the capital of the Company arising from the exercise of subscription rights under the June 1994 Warrants or any of them.”

(Sd.) **Colin K. Y. Lam**
Chairman

Registration No. 540

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY AND SPECIAL RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

Passed on 26 April 1991

At the Annual General Meeting of the Company duly convened and held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on Friday, 26 April 1991 at 12:00 noon, the following resolutions were duly passed:-

1. as an Ordinary Resolution:-

“THAT a general mandate be and is hereby unconditionally given to the directors to allot, issue and dispose of additional shares not exceeding 20% of the existing issued share capital of the company.”

2. as a Special Resolution:-

“THAT the regulations contained in the document produced to this meeting and for the purpose of identification signed by the chairman thereof be adopted as the new articles of association of the company in substitution for and to the exclusion of all the existing articles of association of the company.”

Dated: 26 April 1991

(Sd.) LEUNG HAY MAN

Chairman of the Meeting

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTIONS

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED

Passed on 28 April 1989

At an Extraordinary General Meeting of the company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 28 April 1989 the following Resolutions were duly passed as Special Resolutions:-

- “1. That, subject to the passing of resolution 2 below, the regulations contained in the document marked “A” now produced to the meeting and for the purpose of identification signed by the chairman of this meeting be adopted as the articles of association of the company in substitution for and to the exclusion of all the existing articles of association of the company.
2. That the adoption by the company, as four of the said regulations, of the regulations therein numbered 95, 96, 97 and 98 providing for remuneration and expenses to be paid to any director who performs special and extra services, be and is hereby approved.”

(Sd.) Edmond T. C. Lau
Chairman of the meeting

Dated: 28 April 1989

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

THE HONGKONG AND YAUMATI FERRY COMPANY LIMITED

Passed on 30 November 1988

At an Extraordinary General Meeting of the Shareholders of the company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 30 November 1988 the following Resolution was duly passed as a Special Resolution:-

“That the name of the company be changed to Hong Kong Ferry (Holdings) Company Limited (香港小輪(集團)有限公司)”.

(Sd.) Lau Chan Kwok
Chairman

Dated: 30 November 1988

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

THE HONGKONG AND YAUMATI FERRY COMPANY LIMITED

Passed on 30 November 1988

At an Extraordinary General Meeting of the Shareholders of the company held at Central Harbour Services Pier, 1st Floor, Pier Road, Central District, Hong Kong on the 30 November 1988 the following Resolution was duly passed as a Special Resolution:-

“That the authorised share capital of the company be increased from HK\$200,000,000 divided into 200,000,000 ordinary shares of HK\$1 each to HK\$300,000,000 divided into 300,000,000 ordinary shares of HK\$1 each by the creation of an additional 100,000,000 ordinary shares of HK\$1 each.”

(Sd.) Lau Chan Kwok
Chairman

Dated: 30 November 1988

THE COMPANIES ORDINANCE (Chapter 32)

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

Passed on the 8th day of July, 1988

At an Extraordinary General Meeting of the Members of the abovenamed Company, duly convened and held at the Company's Registered Office, Central Harbour Services Pier, 1st Floor, Pier Road, Hong Kong on Friday, the 8th day of July, 1988, the following Ordinary Resolution was duly passed:-

"That conditionally upon:-

- (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant listing of and permission to deal in the New Shares (as hereinafter defined) and on no objection to such listing being made by the Commissioner for Securities pursuant to Rule 4 of the Securities (Stock Exchange Listing) Rules 1986; and
- (b) the completion of the placing of 16,635,395 existing ordinary shares of the Company at a price of \$7.10 per ordinary share by Henderson Land Development Company Limited and its subsidiaries,

in each case on or before 15 July 1988 the directors of the company be authorised to issue and allot 16,635,395 new ordinary shares of the company ("the New Shares") (representing 10 per cent of the issued share capital of the company) ranking pari passu in all respects with the ordinary shares of the company in issue to Henderson Land Development Company Limited and/or its subsidiaries for cash at the subscription price of \$7.05 per ordinary share upon the terms and conditions set out in the copy subscription agreement tabled at the meeting and initialled by the Chairman of the meeting for the purpose of identification and the directors of the Company be and are hereby authorised to do all things necessary or desirable to implement the transaction."

(Sd.) **Leung Hay Man**
Chairman

Dated the 8th July, 1988.

THE COMPANIES ORDINANCE (Chapter 32)

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

Passed on the 29th day of April, 1985.

At an Extraordinary General Meeting of the Members of the abovenamed Company, duly convened and held at the Company's Registered Office, Central Harbour Services Pier, 1st Floor, Pier Road, Hong Kong on Monday, the 29th day of April, 1985, the following Resolutions were duly passed:-

1. Special Resolution:-

"That the Capital of the Company be increased from \$150,000,000 to \$200,000,000 by the creation of 50,000,000 ordinary shares of \$1.00 each."

2. Ordinary Resolution:-

"That it is desirable to capitalise the sum of \$27,725,658 being part of the undivided profits of the Company standing at the credit of the Company's Share Premium Account and accordingly that a Special Bonus of \$27,725,658 be declared and that such bonus be applied on behalf of the persons who on the 27th day of March, 1985, were the holders of the 138,628,290 issued shares of the Company in payment in full for 27,725,658 unissued ordinary shares credited as fully paid be accordingly allotted to such persons in the proportion of one such ordinary share for every five of the said 138,628,290 issued shares then held by such persons respectively, and that the shares so allotted shall be treated for all purposes as an increase of the nominal amount of the Capital of the Company held by each such shareholder and not as income, and that such shares shall rank for dividend from the 1st day of January, 1985 (but not so as to entitle them to participate in any dividend declared in respect of the year ended 31st December, 1984), and in all other respects *pari passu* with the present issued ordinary shares of the Company, and that no fractional certificates shall be issued but that shares representing fractions shall be allotted to a trustee to be nominated by the Directors upon trust for sale on such conditions as they consider expedient, and the net proceeds of sale shall be distributed proportionately amongst those members who would otherwise be entitled to such fractions and in satisfaction thereof."

(Sd.) Lau Chan Kwok
Chairman

Dated the 29th day of April, 1985.

THE COMPANIES ORDINANCE (Chapter 32)

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

At an Extraordinary General Meeting of the Members of the abovenamed Company, duly convened and held at the Company's Registered Office, Central Harbour Services Pier, 1st Floor, Pier Road, Hong Kong on Tuesday, the 15th day of December, 1981, the following Special Resolutions were duly passed:-

SPECIAL RESOLUTIONS

THAT the Articles of Association of the Company be altered as follows:-

- (a) by deleting Article 94 and substituting therefor the following new Article:

“94. The Directors of the Company shall consist of the Managing Director, the Ordinary Directors for the time being appointed as hereinafter provided and any person nominated as a Director by the Governor and/or the Government of Hong Kong pursuant to any statutory power in that respect.”
- (b) by deleting Article 95 and substituting therefor the following new Article:

“95. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than eleven nor more than fifteen inclusive of any Managing Director.”
- (c) by deleting from line 1 of Article 96 the words “The Directors” and substituting therefor the following:

“The Ordinary Directors and, subject as the Directors may otherwise have determined pursuant to Article 91, the Managing Director.”
- (d) by deleting Article 98 and substituting therefor the following new Article:

“98. A Director shall not require any qualification share, but shall nevertheless be entitled to receive notice and to attend and speak at all General Meetings of the Company and at all separate meetings of classes of shareholders of the Company.”
- (e) by deleting from Article 99 the entirety of the second sentence thereof.
- (f) by deleting Paragraph (c) of Article 103 and redesignating Paragraphs (d) and (c) accordingly.

(Sd.) **Lau Chan Kwok**
Chairman

Dated the 15th day of December, 1981

THE COMPANIES ORDINANCE (Chapter 32)

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

At an Extraordinary General Meeting of Members of the abovenamed Company, duly convened and held at the Company's Registered Office, Central Harbour Services Pier, 1st Floor, Pier Road, Hong Kong on Monday, the 12th day of January, 1981, the following Special Resolutions were duly passed:-

SPECIAL RESOLUTIONS

1. "That the 10,000,000 Ordinary Shares of HK\$10.00 each in the capital of the Company be subdivided into 100,000,000 Ordinary Shares of HK\$1.00 each."

2. "That the capital of the Company be increased to HK\$150,000,000.00 by the creation of 50,000,000 Ordinary Shares of HK\$1.00 each."

3. "That the Articles of Association of the Company be amended as follows:-

(A) by deleting Article 78 and substituting therefor the following new Article:

"78. Subject to any special rights or restrictions as to voting attached by or in accordance with these presents to any shares, every member present in person shall on a show of hands have one vote, and upon a poll every member who is present in person or represented by proxy shall have one vote for each fully paid share held by him and for each share held by him which is not paid up in full, such proportion of a vote for that share as the amount paid up thereon on the relevant date bears to the full amount to be paid up thereon and so that when any share is held by a public company or corporation, the secretary, manager or person for the time being in charge of the business of or agent of such public company or corporation shall be entitled to vote for such public company or corporation whether on a show of hands or on a poll."

(B) by deleting Article 134(a) and (b) substituting therefor the following new Article:

"134. (a) The Company in general meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum 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 the one way and partly in the other, and the directors shall give effect to such resolutions.

(b) Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they

think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members”.

(Sd.) Lau Chan Kwok
Chairman

Dated the 12th day of January, 1981

THE COMPANIES ORDINANCE (Chapter 32)

ORDINARY RESOLUTION

OF

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

Passed on the 12th day of April, 1980.

At an Extraordinary General Meeting of the Members of the abovenamed Company, duly convened and held at the Company's Office, Central Harbour Services Pier, 1st Floor, Pier Road, Hong Kong on Saturday, the 12th day of April, 1980, the following Ordinary Resolution was duly passed:-

"That it is desirable to capitalise the sum of \$29,717,571 being part of the undivided profits of the Company standing at the credit of the Company's Share Premium account and the amount of \$1,088,719 from the Company's General Reserves making a total of \$30,806,290 and accordingly that a Special Capital Bonus of \$30,806,290 be declared and that such Bonus be applied on behalf of the persons who on the 17th day of March, 1980, were the holders of the 6,161,257 issued ordinary shares of the Company in payment in full for 3,080,629 unissued ordinary shares credited as fully paid be accordingly allotted to such persons in the proportion of one such ordinary share for every two of the said 6,161,257 issued shares then held by such persons respectively and that the shares so allotted shall be treated for all purposes as an increase of nominal amount of the Capital of the Company held by each such shareholder and not as income, and that such shares shall rank for dividend as from the 1st day of January, 1980 (but not so as to entitle them to participate in any dividend declared in respect of the year ended 31st December, 1979) and in all other respects *pari passu* with the present issued ordinary shares of the Company and that no fractional certificates shall be issued, but that shares representing fractions shall be allotted to a trustee to be nominated by the Directors upon trust for sale on such conditions as they consider expedient, and the net proceeds of sale shall be distributed proportionately amongst those members who would otherwise be entitled to such fractions and in satisfaction thereof."

(Sd.) Lau Chan Kwok
Chairman

Dated the 12th day of April, 1980.

IN THE SUPREME COURT OF HONG KONG

In the matter of The Hongkong and Yaumati
Ferry Company, Limited

and

In the matter of the Companies Ordinance,
Chapter 32 of the Laws of Hong Kong.

BEFORE THE HON. MR. JUSTICE LI IN COURT ORDER

UPON THE PETITION of the above-named The Hongkong and Yaumati Ferry Company Limited whose registered office is situate at Central Harbour Services Pier, 1st Floor, Pier Road, Hong Kong on the 4th day of March, 1976 preferred unto this Court.

AND UPON HEARING Counsel for the Petitioner.

AND UPON READING the said Petition the Order dated 20th November, 1975 (whereby the said Company was ordered to convene separate meetings of (1) the holders as at 8th December, 1975 of its Preferential Shares, (2) the persons entitled to Promoters' Bonus and (3) the holders as at 8th December, 1975 of its Ordinary Shares for the purpose of considering and if thought fit approving with or without modification a Scheme of Arrangement proposed to be made between the said Company and (1) the holders of Preferential Shares of the Company; (2) the persons entitled to Promoters' Bonus and (3) the holders of Ordinary Shares of the Company) the Affidavit of Patricia Loseby filed on 29th November, 1975, exhibiting the relevant pages of the South China Morning Post of the 26th November, 1975, the Hong Kong Standard of the 26th November, 1975, the Wah Kiu Yat Po of the 26th November, 1975, and the Sing Tao Yat Pao of the 26th November, 1975, (containing an advertisement of the notice convening the meetings directed to be held by the said Order dated 20th November, 1975), the Affirmation of Grace Tsin Kiu Young filed on 14th November, 1975, the Affirmation of Wong Pong Wai filed herein on 1st March, 1976, the Affirmation of Lau Chan Kwok filed on 1st March, 1976 and the exhibits in the said Affirmations respectively referred to.

THIS COURT DOTH HEREBY SANCTION the Scheme of Arrangement as modified at the said meetings which Scheme as so modified and sanctioned is set forth in the Schedule to the said Petition and in the Schedule hereto.

AND IT IS ORDERED that the above-named Company do deliver an office copy of this Order to the Registrar of Companies.

Dated the 4th day of March, 1976.

J.R. OLIVER
Registrar.

L. S.

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

At an Extraordinary General Meeting of the Members of the Company, duly convened and held at Central Harbour Services Pier, First Floor, Pier Road, Hong Kong on Monday, the 5th of January, 1976, the following Resolutions were passed:-

1. as an Ordinary Resolution:-

“That subject to the sanction by the Supreme Court of the Scheme of Arrangement (which has been submitted for the approval at separate meetings convened in pursuance of the Order of the Supreme Court dated the 20th day of November, 1975 of holders of Preferential Shares of the Company, the persons entitled to Promoters' Bonus and the holders of Ordinary Shares of the Company) the sum of \$1,132,570 being part of the undivided profits of the Company standing to the credit of the Company's General Reserves be capitalised and that the same be applied in making payment in full at par for 113,257 Ordinary Shares of \$10 each in the capital of the Company, such shares to be issued and allotted as fully paid among the persons entitled to Promoters' Bonus under the existing Articles of Association of the Company and the holders of the Preferential Shares of the Company in the manner provided for in the said Scheme of Arrangement, such fully paid shares to rank pari passu for all purposes with the Ordinary Shares of the Company existing when the said Scheme of Arrangement is sanctioned by the Supreme Court.”

2. as a Special Resolution:-

“That subject to the approval by the Supreme Court of the said Scheme of Arrangement and as from the date of such approval the existing Articles of Association of the Company shall no longer apply and that in lieu thereof the Articles of Association already prepared, a copy whereof has been initialled by the Chairman for the purpose of identification, be approved and adopted as the Articles of Association of the Company, and that the Secretary be directed to register the same with the Registrar of Companies.”

(Sd.) LAU CHAN KWOK
Chairman

Dated the 5th day of January, 1976.

THE SCHEDULE BEFORE REFERRED TO

1975 No. M.P. 491

IN THE SUPREME COURT OF HONG KONG

MISCELLANEOUS PROCEEDINGS

In the matter of The Hongkong and Yaumati
Ferry Company, Limited

and

In the matter of the Companies Ordinance,
Chapter 32 of the Laws of Hong Kong.

SCHEME OF ARRANGEMENT

Scheme of Arrangement under Section 166 of the Companies Ordinance between the above-named Company and

- (1) The holders of the Preferential Shares of the Company;
- (2) The persons entitled to Promoters' Bonus; and
- (3) The holders of the Ordinary Shares of the Company.

PRELIMINARY

- (a) The authorised share capital of the Hongkong and Yaumati Ferry Company, Limited (in this Scheme called "the Company") is \$100,000,000 divided into 7,500 Preferential Shares of \$10 each and 9,992,500 Ordinary Shares of \$10 each, of which all the 7,500 Preferential Shares have been issued and are fully paid and 6,040,500 Ordinary Shares have been issued and are fully paid.
- (b) The profits of the Company in each year are first applied in paying interest at the rate of 15% on the Preferential Shares and 10% on the Ordinary Shares.
- (c) Subject to the said payment of interest on capital the holders of Preferential Shares rank equally with the holders of Ordinary Shares in the distribution of dividends, of assets on winding up and for voting purposes.
- (d) By the Articles of the Company 4% of the profits available for distribution each year were divided between the 14 Promoters of the Company in proportion to the number of shares held by each Promoter and the number of shares subscribed for through him so long as the Promoter held a minimum of 200 shares as sole absolute owner. 4 of the Promoters have ceased to be qualified to receive their proportion of the Promoters' Bonus and now 2.8905% of the said profits each year are divided among the remaining 10 Promoters.
- (e) It is proposed to abrogate the 7,500 Preferential Shares and the rights of the 10 Promoters or their successors to Promoters' Bonus.

SCHEME

1. Each of the 7,500 Preferential Shares shall be converted into 1 Ordinary Share of \$10 each regarded as paid up, making a total of 7,500 Ordinary Shares.

2. In addition to the one for one share conversion, the holders of the 7,500 Preferential Shares shall be issued with a further 0.706 Ordinary Shares of \$10 each regarded as fully paid up for every Preferential Share held, by way of compensation for the abrogation of their rights on the Preferential Shares. This will require the issue of 5,261 Ordinary Shares after disregarding fractional entitlements.

3. The 10 persons entitled to Promoters' Bonus shall be issued with 3,736 Ordinary Shares regarded as fully paid up in respect of each share entitling them to their respective proportions of the Promoters' Bonus. This will require the issue of 107,996 Ordinary Shares regarded as fully paid up after disregarding fractional entitlements to the persons so entitled by way of compensation for the abrogation of their rights to Promoters' Bonus. Subject to the Scheme being sanctioned by the Court, the persons entitled to Promoters' Bonus will not receive such Bonus for the year ending 31st December 1975 but will receive the final dividends for the year ending 31st December 1975 on the Ordinary Shares which will be issued to them for the abrogation of their rights.

4. All the aforesaid Ordinary Shares shall rank *pari passu* for all purposes with the Ordinary Shares of the Company existing when the Scheme is sanctioned by the Court.

5. To make provision for the 113,257 Ordinary Shares of \$10 each required for the purposes of compensating the holders of the 7,500 Preferential Shares and the 10 persons entitled to Promoters' Bonus for the abrogation of their rights, the Company shall capitalise \$1,132,570 out of its reserves.

6. This Scheme (which expression means this Scheme in its present form or with any modifications thereof or additions thereto approved, or conditions imposed, by the Court) shall become operative as soon as an Order of the Court shall have been obtained sanctioning this Scheme and an office copy of such Order shall have been delivered to the Registrar of Companies for registration as required by the Companies Ordinance, Cap. 32.

7. The Company may assent on behalf of all concerned to any modification of this Scheme approved by the Court or to any condition imposed by the Court.

8. On this Scheme taking effect the holders of the 7,500 Preferential Shares in the Company shall be bound to deliver to the Company the existing certificates of their holdings of such shares and the Company shall in due course thereafter issue to them certificates for their holdings of Ordinary Shares of the Company as the same will exist as the result of this Scheme. If the said shareholders shall fail to so deliver their certificates the Company shall be at liberty to issue a new certificate in place of any certificate not so delivered up and on the issue of any new certificate hereunder the certificate in place of which it is issued shall be deemed to have been cancelled as from the date of such issue.

9. The Company shall pay the costs of and incidental to this Scheme and of carrying the same into effect.

Dated this 25th day of November, 1975.

By Order of the Board
LAU CHAN KWOK
Managing Director

No. 540
編號

(Copy)

CERTIFICATE OF INCORPORATION
公司更改名稱

ON CHANGE OF NAME
註冊證書

Whereas THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED
查

was incorporated in Hong Kong as a limited company under the Companies Ordinance
已在香港依據公司條例註冊成爲有限公司，其
on the Fifth day of November, 1923 ;
註冊日期爲一九二三年十一月五日；

And whereas by special resolution of the Company and with the
又該公司經通過特別決議案及獲公司註冊官
approval of the Registrar of Companies, it has changed its name;
批准後，已將其名稱更改；

Now therefore I hereby certify that the Company is a limited company
本人茲證明該公司現爲一有限公司，其註冊
incorporated under the name of HONG KONG FERRY (HOLDINGS) COMPANY
名稱爲[香港小輪(集團)有限公司]。
LIMITED

Given under my hand this First day of January One Thousand Nine Hundred
簽署於一九八九年一月一日。
and Eighty-nine.

(Sd.) Mrs. V. Yam

P. Registrar General
(Registrar of Companies)
Hong Kong
香港註冊總署署長暨公司註冊官
(註冊主任 任李韻文 代行)

(Copy)

CERTIFICATE OF INCORPORATION

OF

THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED

I HEREBY CERTIFY that "THE HONGKONG AND YAUMATI FERRY COMPANY, LIMITED" is this day incorporated under the Hongkong Companies Ordinance, 1911-1921, and that this Company is limited.

GIVEN under my hand and seal of office this fifth day of November in the year of our Lord, One Thousand Nine Hundred and Twenty-three.

L. S.

(Sgd.) HUGH A. NISBET,

Registrar of Companies.

THE COMPANIES ORDINANCE OF HONGKONG 1911-1921

MEMORANDUM OF ASSOCIATION

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

5-11-23
Hong Kong
Stamp Duty
\$20.00

* First - The name of the Company is "HONG KONG FERRY (HOLDINGS) COMPANY LIMITED (香港小輪(集團)有限公司)."

Second - The registered office of the Company will be situate in Victoria, Hongkong.

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

- (a) To run and maintain a passenger, vehicle and cargo ferry service between the city of Victoria and the suburbs to Yaumati, Mongkoktsui and Shumshuipo and to such other places as the Board of Directors may direct.
- (b) To construct, hire, charter, sub-charter, purchase and work steamships and other vessels of any class, to carry on the business of shipowners and to enter into contracts for the carriage of passengers and goods by any means, etc.
- (c) To carry on all or any of the businesses of shipbrokers, insurance brokers, managers of shipping property, freight contractors, carriers by land and sea, barge owners, lightermen, forwarding agents, ice merchants, refrigerating storekeepers, warehousemen, wharfingers, and general traders.
- (d) To construct, purchase, take on lease, or otherwise acquire and work any wharf, pier, dock, buildings or works capable of being advantageously used in connection with the business of the Company as a shipping company.
- (e) To acquire concessions or licences for the establishment and working of lines of steamships or other vessels between any ports of the world, or for the formation or working of any railway, wharf, pier, dock, or other works for the working of any coaches or other public conveyances with the benefits of any subsidy attached to any such concession or licence or otherwise.
- (f) To insure the vessels and other property of the Company either by insurance effected with the Company itself as insurer or otherwise.
- (g) To grant loans on ships and vessels or on goods and merchandise carried or to be carried in any vessels.
- (h) To buy and sell merchandise for freighting the ships and vessels of the Company.
- (i) To re-sell or sublet any concession or licence obtained, or contract entered into.
- (j) To purchase or otherwise acquire all or any part of the business property and liabilities of any company, society partnership or person, formed for all or any part of the purposes within the objects of this Company, and to conduct and carry on, or liquidate and wind up, any such business.
- (k) To sell, let on lease or otherwise dispose of, or grant rights over, any real property belonging to the Company.

* The name of the Company was changed to its present name on 1st January, 1989.

- (l) To construct, maintain and alter any buildings or works, necessary or convenient for the purposes of the Company.
- (m) To draw, accept and make, and to indorse, discount and negotiate, bills of exchange and promissory notes and other negotiable instruments.
- (n) To borrow or raise money by mortgages, or any other securities, founded or based upon all or any of the property and rights of the Company, or without any such security and upon such terms as to priority or otherwise, as the Company shall think fit.
- (o) To receive money on deposit, with or without allowance of interest thereon.
- (p) To invest the moneys of the Company, not immediately required in such manner, as from time to time may be determined.
- (q) To acquire by subscription, purchase or otherwise and to accept and take, hold or sell, shares or stock in any company, society or undertaking, the objects of which shall either in whole or in part be similar to those of this Company, or such as may be likely to promote or advance the interests of the Company.
- (r) To establish agencies and to regulate and discontinue the same.
- (s) To procure the Company to be registered or recognized in any country or place outside Hong Kong.
- (t) To do all or any of the matters hereby authorized, either alone or in conjunction with, or as factors, trustees or agents for, any other companies or person, or by or through any factors, trustees or agents.
- (u) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (v) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of, or otherwise assist, any such person or company and to take or otherwise acquire shares and securities of any such company and to sell, re-issue, with or without guarantee, or otherwise deal with same.
- (w) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (x) To obtain any provisional order or ordinance for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any legislation, proposals, proceedings, schemes or applications whether of a like nature to those previously indicated to this paragraph or not which may seem calculated directly or indirectly to prejudice the Company's interest.
- (y) To promote any company or companies for the purpose of acquiring all or any property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any particular or other body of persons, whether incorporated or not incorporated, and whether domiciled in Hong Kong or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

Fourth - The liability of the members is limited.

***Fifth - The Capital of the Company is \$550,000,000 divided into 550,000,000 Ordinary Shares of \$1.00 each with power to divide the Ordinary Shares in the Capital for the time being in several classes and to attach thereto respectively any preferential, deferred, qualified or special rights and privileges and conditions.**

The Memorandum and Articles of the Company shall be construed in accordance with the English text thereof and no Chinese translation thereof shall operate to vary or affect such construction.

*** Note:-**

Following a Special Resolution passed on 30th November, 1988, the authorised share capital of the Company was increased to HK\$300,000,000 divided into 300,000,000 Ordinary Shares of HK\$1 each.

Following an Ordinary Resolution passed on 17th June, 1994, the authorised share capital of the Company was increased to HK\$350,000,000 divided into 350,000,000 Ordinary Shares of HK\$1 each.

Following an Ordinary Resolution passed on 15th September, 1994, the authorised share capital of the Company was increased to HK\$550,000,000 divided into 550,000,000 Ordinary Shares of HK\$1 each.

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

Names, Addresses and Descriptions of Subscribers		Number of Share taken by each Subscriber
陳碩臣 (CHAN SHEK SHAN)	33, Connaught Road Central, Hongkong, Merchant	One
余偉賓 (YUE WAI PAN)	309, Queen's Road Central, Hongkong, Merchant	One
陳秀峰 (CHAN SHAU FUNG)	11, Mui Fong Street, Hongkong, Merchant	One
P. GOCKCHIN	213, Des Voeux Road Central, Hongkong, Merchant	One
蘇子衡 (SO TSZ HANG)	74, Bonham Strand, Hongkong, Merchant	One
CHEUK MING SHAN	1, Victoria Street, Hongkong, Merchant	One
LAU KING CHO	44, Des Voeux Road Central, Hongkong, Merchant	One
Total shares taken.....		Seven

Dated the 5th day of November 1923.

WITNESS to all the above Signatures,

(Sgd.) F.E. NASH
Solicitor,
HONG KONG.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Shares

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 26th April, 1991
and updated to 7th May, 2004)

OF

HONG KONG FERRY (HOLDINGS) COMPANY LIMITED
(香港小輪(集團)有限公司)

Table A

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

Other regulations excluded.

Interpretation

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

Interpretation.

“the Company” or “this Company” shall mean HONG KONG FERRY (HOLDINGS) COMPANY LIMITED (香港小輪(集團)有限公司);

the Company.

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

*Companies Ordinance.
the Ordinance.*

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

*these Articles.
these presents.*

“capital” shall mean the share capital from time to time of the Company;

capital.

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

share.

“shareholders” or “members” shall mean the duly registered holders from time to time of the shares in the capital of the Company;

*shareholders.
members.*

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

the register.

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

Board.

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

Secretary.

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

Auditors.

<i>Chairman.</i>	“the Chairman” shall mean the Chairman presiding at any meeting of members or of the Board;
<i>call.</i>	“call” shall include any instalment of a call;
<i>seal.</i>	“seal” shall mean the common seal from time to time of the Company and includes, unless the context otherwise requires, any official seal that the Company may have as permitted by these Articles and the Ordinance;
<i>dividend.</i>	“dividend” shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;
<i>dollars.</i>	“dollars” shall mean dollars in the lawful currency of Hong Kong;
<i>month.</i>	“month” shall mean a calendar month;
<i>writing. printing.</i>	“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form;
<i>Hong Kong.</i>	“Hong Kong” shall mean Hong Kong and its dependencies;
<i>associate. * Amended on 7/5/2004.</i>	“associate”, in relation to any Director, shall have the same meaning as defined in Chapter 1 of the Listing Rules;
<i>newspaper. * Amended on 7/5/2004.</i>	“newspaper” shall mean a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Gazette for the purposes of Section 71A of the Companies Ordinance by the Chief Secretary for Administration;
<i>* Added on 7/5/2004.</i>	“business day” shall mean any day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities;
<i>* Added on 7/5/2004.</i>	“clearing house” shall mean a recognized clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
<i>* Added on 7/5/2004.</i>	“Director” shall mean a director of the Company;
<i>* Added on 7/5/2004.</i>	“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;
<i>* Added on 7/5/2004.</i>	“officer” shall mean a director, manager or company secretary, as defined under the Companies Ordinance;
<i>* Added on 7/5/2004.</i>	“subsidiary” shall have the same meaning as defined in Chapter 1 of the Listing Rules;
<i>singular and plural.</i>	words denoting the singular shall include the plural and words denoting the plural shall include the singular;
<i>gender.</i>	words importing any gender shall include every gender; and
<i>persons. companies.</i>	words importing person shall include partnerships, firms, companies and corporations.

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

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

Share Capital and Modification of Rights

3. Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or the holder thereof is liable, to be redeemed.

Issue of shares.

4. The Board may issue warrants to subscribe for any class of shares or securities of the Company on such terms as it may from time to time determine subject to the approval of the shareholders in general meeting (unless they are issued by the Board under the authority of a general mandate granted to it by the shareholders). Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.

Warrants.

5. (A) Without prejudice to any special rights conferred on the holders of any existing shares, the shares in the original or any increased capital of the Company may, subject to the provisions of the Companies Ordinance, be divided into different classes of shares as the Company may from time to time determine by a special resolution in general meeting.

How rights of shares may be modified.

(B) All or any of the special rights (unless otherwise provided for by the terms of issue) attached to the shares or any class of the shares (if the capital is divided into different classes of shares) may, subject to the provisions of Section 64 of the Companies Ordinance, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares or issued shares of that class (if the capital is divided into different classes of shares) or with the sanction of a special resolution passed at a general meeting of the holders of the shares or at a separate general meeting of the holders of the shares of that class (if the capital is divided into different classes of shares). To every such separate general meeting the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class, and at an adjourned meeting one person holding shares of that class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.

(C) The provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are to be varied.

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

Shares and Increase of Capital

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

Company to finance purchase of own shares.

Powers to increase capital.

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

On what conditions new shares may be issued.

8. Without prejudice to any special rights previously conferred upon the holders of existing shares, any new shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Companies Ordinance and of these Articles, as the Board shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting.

When to be offered to existing members.

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

New shares to form part of original capital.

10. 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 be treated as if it formed 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.

Shares at the disposal of the Board.

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

Company may pay commission.

12. 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 the conditions and requirements of the Companies Ordinance shall be observed and complied with, and in each case the commission shall not exceed ten per cent. of the price at which the shares are issued.

Powers to charge interest to capital.

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

Company not to recognise trusts in respect of shares.

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

Register of Members and Share Certificates

Share register.

15. (A) The Board shall cause to be kept a register of the members and there shall be entered therein the particulars required under the Companies Ordinance.

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

16. Every person whose name is entered as a member in the register shall be entitled to receive within the relevant time limit as prescribed by the Companies Ordinance or as The Stock Exchange of Hong Kong Limited may from time to time determine, whichever is the shorter, after allotment or lodgment of a transfer one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, of such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules for every certificate after the first or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. In this Article, "transfer" shall mean a transfer duly stamped and otherwise valid, and does not include such a transfer as the Company is for any reason entitled to refuse to register and does not register.

*Share certificates.
* Amended on 23/4/1998 and on 7/5/2004.*

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

Share certificates to be sealed.

18. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. If at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 57A of the Ordinance. A share certificate shall relate to only one class of shares.

Every certificate to specify number and class of shares.

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

Joint holders.

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

20. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

*Replacement of share certificates.
* Amended on 7/5/2004.*

Lien

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

Company's lien.

Lien extends to dividends and bonuses.

Sale of shares subject to lien.

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

Application of proceeds of such sale.

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

Calls on Shares

Calls.

24. The Board may from time to time make such calls as it may think fit upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of shares or by way of premiums) and not by the conditions of allotment thereof made payable at fixed times.

Instalments.

A call may be made payable either in one sum or by instalments.

Notice of calls.

25. Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

Copy of notice to be sent to members.

26. A copy of the notice referred to in Article 25 shall be sent to members in the manner in which notices may be sent to members by the Company as herein provided.

Notice of call may be advertised.

27. In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hongkong Government Gazette and published once at least in English in an English language newspaper and in Chinese in a Chinese language newspaper.

Every member liable to pay call at appointed time and place.

28. Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Board shall appoint.

When call deemed to have been made.

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

Liability of joint holders.

30. The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.

Board may extend time fixed for call.

31. The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as regards all or any of the members, whom from residence outside Hong Kong or other cause the Board may deem entitled to any such extension but no member shall be entitled to any such extension except as a matter of grace and favour.

Interest on unpaid calls.

32. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest for the same at such rate not exceeding twenty per cent. per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.

33. No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally, or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

Suspension of privileges while call unpaid.

34. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution of the Board making the call is duly recorded in the minute book of the Board; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Board who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Evidence in action for call.

35. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made, notified, and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment.

Sums payable on allotment deemed a call.

36. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum as the Board may decide provided that not until a call is made any payment in advance of a call shall not entitle the member to receive any dividend or to exercise any other rights or privileges as a member in respect of the shares or the due portion of the shares upon which payment has been advanced by such member before it is called up. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

Payment of calls in advance.

Transfer of Shares

37. All transfers of shares may be effected by transfer in writing in the usual common form or in such other form as the Board may accept and may be executed under hand or by means of mechanically imprinted signature or in such other manner as the Board may approve from time to time. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint.

*Form of transfer.
* Amended on 23/4/1998.*

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

Execution of transfer.

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

Board may refuse to register a transfer.

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

Requirements as to transfer.

- (i) a fee of such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;

** Amended on 7/5/2004.*

- (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (iii) the instrument of transfer is in respect of only one class of share;
- (iv) the shares concerned are free of any lien in favour of the Company; and
- (v) the instrument of transfer is properly stamped.

No transfer to an infant etc.

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

Notice of refusal.

42. If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.

Certificate to be given up on transfer.

** Amended on 7/5/2004.*

43. 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 at a fee of such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules 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 at a fee of such amount not higher than the relevant maximum amount as may be from time to time set out in the Listing Rules. The Company shall also retain the transfer.

When transfer books and register may be closed.

44. The registration of transfers may be suspended and the register closed at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares, provided always that such registration shall not be suspended or the register closed for more than thirty days in any year or, with the approval of the Company in general meeting, sixty days in any year.

Transmission of Shares

Death of registered holder or of joint holder of shares.

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

Registration of personal representatives and trustees in bankruptcy.

46. Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a member may, upon such evidence as to his title being produced as may from time to time be required by the Board, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Notice of election to be registered. Registration of nominee.

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

Retention of dividends, etc., until transfer or transmission of shares of a deceased or bankrupt member.

48. A person becoming entitled to a share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Article 81 being met, such a person may vote at meetings.

Forfeiture of Shares

49. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Article 33, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment. *If call or instalment not paid notice may be given.*
50. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made, such place being either the registered office of the Company, or some other place at which calls of the Company are usually made payable. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited. *Form of notice.*
51. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept the surrender of any shares liable to be forfeited hereunder and in such cases references in these Articles to forfeiture shall include surrender. *If notice not complied with shares may be forfeited.*
52. Any share so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Board thinks fit. *Forfeited shares to become property of Company.*
53. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty per cent. per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment. *Arrears to be paid notwithstanding forfeiture.*
54. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. *Evidence of forfeiture and transfer of forfeited share.*
55. When any share shall have been forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry. *Notice after forfeiture.*
56. Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture on such terms as the Board thinks fit or permit the shares so forfeited to be bought back or redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the shares, and upon such further terms (if any) as it thinks fit. *Power to redeem forfeited shares.*

Forfeiture not to prejudice Company's right to call or instalment.

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

Forfeiture for non-payment of any sum due on shares.

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

Stock

Power to convert into stock.

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

Transfer of stock.

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

Rights of stockholders.

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

Interpretation.

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

Alteration of Capital

63. (A) The Company may from time to time by ordinary resolution:-

Consolidation and division of capital and sub-division and cancellation of shares.

- (i) consolidate or divide all or any of its share capital into shares of larger or smaller amount than its existing shares; on any consolidation of fully paid shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;
- (ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies

Ordinance, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.

(B) The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner authorised and subject to any conditions prescribed by law.

Reduction of capital.

General Meetings

64. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months or such longer period as the Registrar of Companies may in any particular case authorise in writing shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

When annual general meeting to be held.

65. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Extraordinary general meeting.

66. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on requisition, as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists.

Convening of extraordinary general meeting.

67. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

Notice of meetings.

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

68. (A) The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Omission to give notice.

(B) In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Proceedings at General Meetings

69. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, considering and adopting of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.

Special business.

Business of annual general meeting.

- Quorum.* 70. For all purposes the quorum for a general meeting shall be two members present in person or by proxy. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.
- When if quorum not present meeting to be dissolved and when to be adjourned.* 71. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the member or members present in person shall be a quorum and may transact the business for which the meeting was called.
- Chairman of general meeting.* 72. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Managing Director (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Managing Director, or, if at any general meeting neither of such Chairman or Managing Director is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, 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 shall choose one of their own number to be Chairman.
- Power to adjourn general meeting, business of adjourned meeting.* 73. The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- What is to be evidence of the passing of a resolution where poll not demanded.* 74. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-
- (i) by the Chairman of the meeting; or
 - (ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
 - (iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- Unless a poll be so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
- Poll.* 75. If a poll is demanded as aforesaid, it shall (subject as provided in Article 76) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be

withdrawn, with the consent of the Chairman, at any time before the close of the meeting or the taking of the poll, whichever is the earlier.

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

In what case poll taken without adjournment.

77. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

Chairman to have casting vote.

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

Business may proceed notwithstanding demand for poll.

79. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. A written notice of confirmation of such resolution in writing signed by or on behalf of a member shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more members.

Written resolution.

Votes of Members

80. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under Section 115 of the Companies Ordinance shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Votes of members.

81. Any person entitled under Article 46 to be registered as the holder of 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 at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect of deceased and bankrupt member.

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

Joint holders.

83. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, *curator bonis* or other person in the nature of a committee, receiver or *curator bonis* appointed by that court, and any such committee, receiver, *curator bonis* or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to the registered office of the Company, or to such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not later than the last time at which a valid instrument of proxy could be so delivered.

Votes of members of unsound mind.

84. (A) Save as expressly provided in these Articles, no person other than a member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting.

Qualification for voting.

Objections to votes.

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

** Added on 7/5/2004.*

(C) Where the Company has knowledge that any member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

*Proxies.
* Amended on 23/4/1998.*

85. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

Instrument appointing proxy to be in writing.

86. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

Appointment of proxy must be deposited.

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

Form of proxy.

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

Authority under instrument appointing proxy.

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

When vote by proxy valid though authority revoked.

90. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place as is referred to in Article 87, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.

Corporation acting by representative at meetings.

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

a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

91A. Where that shareholder and/or warrant holder is a clearing house (or its nominee), it may authorise such person or persons as it thinks fit to act as its representative (or representatives) at any shareholders' general meeting or any meeting of any class of shareholders and/or warrant holders' meeting provided that, if more than one person is so authorised, the authorisation must specify the number and class of shares and/or warrants in respect of which each such person is so authorised. The representative so authorised will be entitled to exercise the same power on behalf of the clearing house as that clearing house (or its nominees) could exercise if it were an individual shareholder and/or warrant holder of the Company.

* Added on 23/4/1998 and amended on 7/5/2004.

Registered Office

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

Registered Office.

Board of Directors

93. The number of Directors shall not be less than five. The Board shall cause to be kept a register of the Directors and Secretaries, and there shall be entered therein the particulars required by the Companies Ordinance.

Constitution of Board.

94. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Board may fill vacancies.

95. (A) A Director may at any time, by notice in writing signed by him delivered to the registered office of the Company or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved.

Alternate Directors.

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

(C) An alternate Director shall (except when absent from Hong Kong) be entitled to receive notices of meetings of the Board and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these presents shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent from Hong Kong or otherwise not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles. An alternate Director shall alone be responsible for his own acts and default and he shall not be deemed to be the agent of the director appointing him.

* Amended on 7/5/2004.

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

- No qualification shares for Directors.* 96. A Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company.
- Directors' remuneration.* 97. The Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting, 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, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees.
- Directors' expenses.* 98. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.
- Special remuneration.* 99. The Board may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be arranged.
- Remuneration of Managing Directors etc.* 100. Notwithstanding Articles 97, 98 and 99, the remuneration of a Chairman, 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 Board and may be by way of salary, commission or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.
- When office of Director to be vacated.* 101. (A) A Director shall vacate his office:-
- (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;
 - (ii) if he becomes a lunatic or of unsound mind;
 - (iii) if he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;
 - (iv) if he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance;
 - (v) if by notice in writing delivered to the Company at its registered office he resigns his office;
 - (vi) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors; or
 - (vii) if he shall be removed from office by an ordinary resolution of the Company under Article 109.
- (B) No person shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.

* Amended on 7/5/2004.

102. (A) A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article. *Director's interest.*

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

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

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

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

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

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

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

shall be deemed to be a sufficient declaration of interest in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the

Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

* Amended on
7/5/2004.

(H) Save as otherwise provided by the Articles, a Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or any other proposal in which he or any of his associates is, to the knowledge of such Director, materially interested, but this prohibition shall not apply to any of the following matters namely:

- i) any contract or arrangement for giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;
- ii) any contract or arrangement for the giving by the Company or any of its subsidiaries of any security to a third party in respect of a debt or obligation of the Company or any of its subsidiaries which the Director or his associate(s) has himself/themselves guaranteed or secured in whole or in part;
- iii) any contract or arrangement by a Director or his associate(s) to subscribe for shares, debentures or other securities of the Company or any of its subsidiaries issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof or to the public or any section thereof and does not provide in respect of any Director or his associate(s) as such any privilege not accorded to any other members or debenture holders of the Company or any class thereof or to the public or any section thereof;
- iv) any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
- vi) any contract or arrangement concerning any other company (not being a company in which the Director and any of his associate(s) are in aggregate beneficially interested in five (5) per cent. or more of the issued shares or of the voting rights of any class of shares of such company (as defined in paragraph (I) of this Article)) in which the Director or his associate(s) is/are interested directly or indirectly whether as a shareholder or an officer;
- vii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such an privilege or advantage not accorded to the class of persons to which such scheme or fund relates;
- viii) any proposal concerning the adoption, modification or operation of any scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associate(s) may benefit.

(I) A company shall be deemed to be a company in which a Director together with any of his associates own 5 per cent. or more if and so long as (but only if and so long as) he together with any of his associates are (either directly or indirectly) the holders of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director as bare

or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the Director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director is interested only as a unit holder.

(J) Where a company in which a Director together with any of his associates own 5 per cent. or more (as defined in paragraph (I) of this Article) is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.

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

(L) The Company may by ordinary resolution ratify any transaction not duly authorised by reason of a contravention of this Article provided that no Director who is materially interested in such transaction, together with any of his associates, shall vote upon such ordinary resolution in respect of any shares in the Company in which he is interested.

Rotation of Directors

103. (A) At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

Rotation and retirement of Directors.

(B) The Company at any general meeting at which any Directors retire in manner aforesaid may fill the vacated office by electing a like number of persons to be Directors.

Meeting to fill up vacancies.

104. If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:-

Retiring Directors to remain in office till successors appointed.

- (i) it shall be determined at such meeting to reduce the number of Directors; or
- (ii) it is expressly resolved at such meeting not to fill up such vacated offices; or
- (iii) in any such case the resolution for re-election of a Director is put to the meeting and lost.

105. The Company may from time to time in general meeting by ordinary resolution fix, increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall never be less than five.

Power of general meeting to increase or reduce number of Directors.

106. The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Appointment of Directors.

Notice to be given when person proposed for election.
* Amended on 7/5/2004.

107. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company no earlier than the day after the despatch of the notice of the meeting appointed for such election and no later than seven days prior to the date of such meeting.

Register of Directors and notification of changes to Registrar.

108. The Company shall keep in accordance with the Ordinance a register containing the names and addresses and occupations of its Directors and shall from time to time notify to the Registrar of Companies any change that takes place in such Directors as required by the Companies Ordinance.

Power to remove Director by ordinary resolution.
* Amended on 7/5/2004.

109. The Company may by an ordinary resolution remove any Director (including a Managing or other Executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Borrowing Powers

Power to borrow.

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

Conditions on which money may be borrowed.

111. The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Assignment.

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

Special privileges.

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

Register of charges to be kept.

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

Register of debentures or debenture stock.

(B) If the Company issues a series of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures in accordance with the provisions of the Companies Ordinance.

Mortgage of uncalled capital.

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

Managing Director

Power to appoint Managing Director.

116. The Board may from time to time appoint one or more of its body to the office of Managing Director for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article 100.

Removal of Managing Director.

117. Every Director appointed to an office under Article 116 hereof shall, but without prejudice to any claim for damages for breach of any contract of service between himself and the Company be liable to be dismissed or removed therefrom by the Board.

118. A Director appointed to an office under Article 116 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall *ipso facto* and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.

Cessation of appointment.

119. The Board may from time to time entrust to and confer upon a Managing Director all or any of the powers of the Board that it may think fit Provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.

Powers may be delegated.

Management

120. (A) The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Ordinance and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

General powers of Company vested in Board.

(B) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board shall have the following powers:-

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

Chairman

121. The Board may from time to time elect or otherwise appoint a Director to be Chairman and determine the period for which he is to hold office. The Chairman or, in his absence, the Managing Director shall preside at meetings of the Board, but if no such Chairman or Managing Director be elected or appointed, or if at any meeting the Chairman or Managing Director is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.

Chairman.

Proceedings of the Directors

122. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. The Board or any committee of the Board may participate in a meeting of the Board or such committee 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.

Meeting of the Board quorum, etc.

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

Convening of Board meeting.

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

How questions to be decided.

Powers of meeting.

125. 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.

Power to appoint committee and to delegate.

126. The Board may delegate any of its powers to committees consisting of such member or members of its body and such other persons, as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

Acts of committee to be of same effect as acts of Board.

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

Proceedings of committee.

128. 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 Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Article 126.

When acts of Board or committee to be valid notwithstanding defects.

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

Director's powers when vacancies exist.

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

*Resolutions in writing of Directors.
* Amended on 7/5/2004.*

131. Any decision that may be made or any action that may be taken by the Directors or a committee of Directors at a meeting may be passed as a resolution of the Directors or the committee of Directors if such resolution is consented to in writing or by telex, telegram, cable, facsimile, electronic mail or other written electronic communication by all the directors, except such as are absent from Hong Kong or temporarily unable to act through ill-health or disability, of the Company (or their respective alternates, where appropriate) or all the members of the committee of Directors, as the case may be, without the need for any notice. Such written consent may be contained in one document or in several documents. Any resolution so passed shall be as valid and effectual as if the resolution had been passed at a meeting of the Directors or of the committee of Directors respectively duly convened and held.

Minutes

Minutes of proceedings of meetings and Directors.

132. (A) The Board shall cause minutes to be made of:-

- (i) all appointments of officers made by the Board;
- (ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Article 126; and
- (iii) all resolutions and proceedings at all meetings of the Company and of the Board and of such committees.

(B) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Secretary

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

Appointment of Secretary.

134. The Secretary shall, if an individual, ordinarily reside in Hong Kong and, if a body corporate, have its registered office or a place of business in Hong Kong.

Residence.

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

Same person not to act in two capacities at once.

General Management and Use of the Seal

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

Custody of seal.

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

Official seal.

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

Cheques and banking arrangements.

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

Power to appoint attorney.

Execution of deeds by attorney.

(B) The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf 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.

Local boards.

139. The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration, and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to establish pension funds.

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

Capitalisation of Reserves

Power to capitalise.

141. (A) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company's reserves or undivided profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be sub-divided 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 or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that for the purpose of this Article, any amount standing to the credit of share premium account and a capital redemption reserve fund may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares.

Effect of resolution to capitalise.

(B) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the reserves or profits and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Article, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may determine that cash payments shall be made to any members in respect of fractional entitlements or that fractions of such value (as the Board may determine) may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned. The provisions of the Companies Ordinance in relation to the filing of contracts for allotment shall be observed and the Board may appoint any person to sign on behalf of the persons entitled to share in a capitalisation issue and such appointment shall be effective and binding upon all concerned, and the contract may provide for the

acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.

142. (A) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:-

*Subscription
Right Reserve.*

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

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

- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any

such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.

(B) Shares allotted pursuant to the provisions of this Article shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (A) of this Article, no fraction of any share shall be allotted on exercise of the subscription rights.

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

Dividends and Reserves

Power to declare dividends.

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

Board's power to pay interim dividends.

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

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

Dividends not to be paid out of capital.

145. No dividend shall be payable except out of the profits of the Company. No dividend shall carry interest.

Dividend in Specie.

146. Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to shareholders to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, a contract shall be filed in accordance with the provisions of the Companies Ordinance and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.

147. (A) Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:- *Scrip dividends.*

either(i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:-

- (a) the basis of any such allotment shall be determined by the Board;
- (b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
- (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.

or (ii) that shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:-

- (a) the basis of any such allotment shall be determined by the Board;
- (b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of

the Company or any part of any of the Company's reserve accounts (including any special account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

(B) The shares allotted pursuant to the provisions of paragraph (A) of this Article shall rank *pari passu* in all respects with the shares then in issue save only as regards participation:-

- (i) in the relevant dividend (or the right to receive or to elect to receive an allotment of shares in lieu thereof as aforesaid); or
- (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend

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

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

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

(E) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (A) of this Article shall not be made available or made to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.

Reserves.

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

Dividends to be paid in proportion to paid up capital.

149. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid up on the shares in respect whereof the dividend is paid, but no amount paid up or credited as paid up on a share in advance of calls shall be treated for the purposes of this Article as paid up on the share.

150. (A) The Board may retain any dividends or other moneys payable on or in respect of a share upon 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. *Retention of dividends etc.*
- (B) The Board may deduct from any dividend or bonus payable to any member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise. *Deduction of debts.*
151. Any general meeting sanctioning a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call shall be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member, be set off against the call. *Dividend and call together.*
152. A transfer of shares shall not pass the right to any dividend or bonus declared thereon before the registration of the transfer. *Effect of transfer.*
153. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, interim dividends or bonuses and other moneys payable in respect of such shares. *Receipt for dividends by joint holders of shares.*
154. Unless otherwise directed by the Board, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. *Payment by post.*
155. All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company. *Unclaimed dividend.*
156. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares on a particular date or at a point of time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights *inter se* in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall *mutatis mutandis* apply to bonuses, capitalisation issue, distributions of realised capital profits or offers or grants made by the Company to the members. *Record dates.*

Untraceable Members

157. Without prejudice to the rights of the Company under Article 155 and the provisions of Article 158, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered. *Company may cease sending dividend warrants.*
158. (A) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a member who is untraceable, but no such sale shall be made unless:- *Company may sell shares of untraceable members.*
- (i) all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Articles of the Company have remained uncashed;
- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the member who is

the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and

- (iii) the Company has caused an advertisement to be inserted in English in an English language newspaper and in Chinese in a Chinese language newspaper giving notice of its intention to sell such shares and has notified The Stock Exchange of Hong Kong Limited of such intention and a period of three months has elapsed since the date of such advertisement.

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

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

Distribution of Realised Capital Profits

Distribution of realised capital profits.

159. The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of any other capital assets or for other capital purchase of any other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend, provided that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.

Annual Returns

Annual returns.

160. The Board shall make the requisite annual returns in accordance with the Companies Ordinance.

Accounts

Accounts to be kept.

161. The Board 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 receipts and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Ordinance or necessary to give a true and fair view of the state of Company's affairs and to show and explain its transactions.

Where accounts to be kept.

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

Inspection by members.

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

164. (A) The Board shall from time to time in accordance with the provisions of the Companies Ordinance cause to be prepared and laid before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Companies Ordinance.

Annual profit and loss account and balance sheet.

(B) Every balance sheet of the Company shall be signed pursuant to the provisions of the Companies Ordinance, and a printed copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a printed copy of the Directors' report and a printed copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 46 and every other person entitled to receive notices of general meetings of the Company, provided that this Article shall not require a printed copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Annual report of Directors and balance sheet to be sent to members.

Audit

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

Auditors.

166. Subject as otherwise provided by the Companies Ordinance the remuneration of the Auditors shall be fixed by the Company in general meeting provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remunerations to the Board.

Remuneration of Auditors.

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

When accounts to be deemed finally settled.

Notices

168. Any notice or document to be given or issued under these Articles shall be in writing or by cable, telex or facsimile transmission message or electronic communication, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or, as the case may be, at the discretion of the Company by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic mail address as may be supplied by the member to the Company for the giving of notice to him or which the person transmitting the notice reasonably and *bona fide* believes at the relevant time will result in the notice being duly received by the member or (in the case of a notice) by advertisement in English in an English language newspaper and in Chinese in a Chinese language newspaper or, to the extent permitted by the Listing Rules and any applicable laws of Hong Kong from time to time, by publishing it on the website of the Company and giving to the member a notice stating that the notice or other document is available there ("notice of availability"). The notice of availability may be given to the member by any of the means set out above. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

*Service of notices.
* Amended on 7/5/2004.*

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

Members out of Hong Kong.

When notice by post deemed to be served.
** Amended on 7/5/2004.*

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

(B) Any notice if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery, and in proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board that the notice was so served or delivered shall be conclusive evidence thereof.

(C) Any notice sent by telex, facsimile transmission or electronic mail shall be deemed to have been duly served upon the shareholders on the same day as transmitted. In proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.

(D) Any notice if served by advertisement in newspapers in accordance with Article 168 shall be deemed to have been served on the day on which such notice is first published.

(E) Any notice if sent or transmitted as an electronic communication shall be deemed to have been served or delivered at the time of the relevant despatch or transmission. A notice or document published on the Company's website shall be deemed to have been served or delivered on the day following that on which a notice of availability is sent to the entitled person. In proving such service or delivery, a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof.

Services of notice to persons entitled on death, mental disorder or bankruptcy of a member.
** Amended on 7/5/2004.*

171. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or, as the case may be, at the discretion of the Company by transmitting it to such address or transmitting it to any telex or facsimile transmission number or electronic mail address as may be supplied by the personal representative of the deceased member, or trustee of the bankrupted member to the Company or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

Transferee to be bound by prior notices.

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

Notice valid though member deceased bankrupt.
** Amended on 7/5/2004.*

173. Any notice or document delivered or sent by post to, or left at the registered address of any member or sent by telex, facsimile transmission or electronic mail in pursuance of these presents, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death 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 purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

How notice to be signed.

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

Information

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

Member not entitled to information.

Destruction of Documents

176. The Company may destroy:-

Destruction of documents.

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

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

- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (b) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (a) above are not fulfilled; and
- (c) references in this Article to the destruction of any document include reference to its disposal in any manner.

Winding Up

177. If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the members in proportion to the capital paid up on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they 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 on the shares held by them respectively, but all subject to the rights of any shares which may be issued on special terms or conditions.

Division of assets in liquidation.

178. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the sanction of a special resolution and any other sanction required by the Companies Ordinance, divide among the members in specie or kind the whole or any part of the assets of the Company and whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members and the members within each class.

Power to distribute assets in specie.

The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other assets upon which there is a liability.

*Service of
process.*

179. In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within fourteen days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, 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 English in an English language newspaper and in Chinese in a Chinese language newspaper as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as mentioned in the register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

Indemnity

*Indemnity.
* Amended on
7/5/2004.*

180. (A) Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, provided that this Article shall only have effect in so far as its provisions are not avoided by the Companies Ordinance.

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

Names, Addresses and Descriptions of Subscribers

陳碩臣
(CHAN SHEK SHAN)

33, Connaught Road Central, Hongkong,
Merchant

余偉賓
(YUE WAI PAN)

309, Queen's Road Central, Hongkong,
Merchant

陳秀峰
(CHAN SHAU FUNG)

11, Mui Fong Street, Hongkong,
Merchant

P. GOCKCHIN

213, Des Voeux Road Central, Hongkong,
Merchant

蘇子衡
(SO TSZ HANG)

74, Bonham Strand, Hongkong,
Merchant

CHEUK MING SHAN

1, Victoria Street, Hongkong,
Merchant

LAU KING CHO

44, Des Voeux Road Central, Hongkong,
Merchant

Dated the 5th day of November 1923.

WITNESS to all the above Signatures,

(Sgd.) F.E. NASH
Solicitor,
HONGKONG.