

ARTICLES OF ASSOCIATION

OF

PUBLIC FINANCE LIMITED

大眾財務有限公司

(As adopted by Special Resolution passed on 21st November 2014)

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Incorporated the 20th day of October 1977.

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No. 56088

編號

[Copy]

副本

**CERTIFICATE OF CHANGE OF NAME**

公司更改名稱證書

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**I hereby certify that**

本人謹此證明

JCG FINANCE COMPANY, LIMITED

(日本信用保證財務有限公司)

**having by special resolution changed its name, is now incorporated under**

經通過特別決議，已將其名稱更改，該公司的註冊名

**the name of**

稱現為

PUBLIC FINANCE LIMITED

大眾財務有限公司

**Issued by the undersigned on 16 January 2006 .**

本證書於二〇〇六年一月十六日簽發。

.....(Sd.) Miss Nancy O. S. YAU.....

for *Registrar of Companies*

*Hong Kong*

香港公司註冊處處長

(公司註冊主任 邱愛琛 代行)

**(COPY)**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

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WHEREAS JCG Finance Company, Limited was incorporated in Hong Kong as a limited company under the Companies Ordinance on the Twentieth day of October, 1977;

AND WHEREAS by special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name;

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of JCG Finance Company, Limited (日本信用保証財務有限公司).

GIVEN under my hand this Thirtieth day of December One Thousand Nine Hundred and Seventy-seven.

*(Sd.)* Leslie Foo  
LESLIE FOO  
*for Registrar of Companies,  
Hong Kong.*

No. 56088

(COPY)

**CERTIFICATE OF INCORPORATION**

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**I HEREBY CERTIFY that**

**JCG Finance Company, Limited**

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

GIVEN under my hand this Twentieth day of October One Thousand Nine Hundred and Seventy-seven.

*(Sd.)* R. Kwan  
R. KWAN  
for *Registrar of Companies,*  
*Hong Kong.*

THE COMPANIES ORDINANCE (CHAPTER 622)

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**Private Company Limited by Shares**

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**ARTICLES OF ASSOCIATION**

**OF**

**PUBLIC FINANCE LIMITED**

**大眾財務有限公司**

(As adopted by Special Resolution passed on 21st November 2014)

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**Interpretation**

1. (a) The headings and marginal notes shall not affect the construction hereof. In these Articles unless inconsistent with the subject or context, the words and expression shall have the meanings as set out below:-

Interpretation

“Annual General Meeting” means any annual meeting of members of the Company.

“Articles” means these Articles of Association, as adopted, or as from time to time altered in accordance with the Statutes.

“Auditors” mean the auditors for the time being of the Company.

“Board” means the board of Directors for the time being of the Company.

“Chairman” means the chairman of the Board.

“Companies Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong and any amendments thereto or re-enactment thereof and any subsidiary legislations thereto for the time being in force.

“Company” means PUBLIC FINANCE LIMITED (大眾財務有限公司).

“Directors” mean the directors for the time being of the Company.

“General Meeting” means any meeting of the members of the Company.

“Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China.

“Hong Kong dollars” mean the dollars in the lawful currency of Hong Kong.

“in writing” and “written” include printing, lithography, and other modes of representing or reproducing words in a visible form.

“Managing Director” mean the managing director of the Company appointed in accordance with these Articles.

“members” mean the registered holders of shares in the capital of the Company from time to time.

“month” means calendar month.

“Office” means the registered office for the time being of the Company.

“Ordinary Resolution” shall have the meaning given to it under section 563 of the Companies Ordinance.

“Register” means the register of members of the Company.

“reporting documents” shall have the meaning given to it under section 357(2) of the Companies Ordinance.

“Seal” means the common seal of the Company.

"Secretary" means the company secretary of the Company.

"Special Resolution" shall have the meaning given to it under section 564 of the Companies Ordinance.

"Statutes" means the Companies Ordinance and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and any amendments thereto or re-enactment thereof and any subsidiary legislations thereto for the time being in force and every other ordinance for the time being in force concerning companies and affecting the Company.

"summary financial report" shall have the meaning given to it under section 357(1) of the Companies Ordinance.

- (b) Words importing the singular number only include the plural number and vice versa.
- (c) Words importing the masculine gender only include the feminine gender.
- (d) Words importing persons include corporations.

- (e) A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision in these Articles.
- (f) References to any Articles by number are to the particular Article of these Articles.

2. Subject to the preceding Article, any words defined in the Companies Ordinance shall if not inconsistent with the subject or context bear the same meaning in these Articles.

Words defined in the Companies Ordinance

#### **Model Articles**

3. The provisions contained in Schedule 2 to the Companies (Model Articles) Notice (Chapter 622H of the Laws of Hong Kong) shall not apply to the Company.

Model Articles not to apply

#### **Company Name**

4. The name of the Company is “PUBLIC FINANCE LIMITED (大眾財務有限公司)”.

Company name

#### **Liability of Members**

5. The liability of the members is limited.

Members' liability

6. The liability of the members is limited to any amount unpaid on the shares held by the members.

#### **Private Company**

- 7. (a) The Company is a private company and accordingly:-
  - (i) a member's right to transfer shares is restricted in the manner specified in this Article;
  - (ii) the number of members is limited to 50; and
  - (iii) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
- (b) The Directors may in their discretion refuse to register the transfer of a share.
- (c) In paragraph (a)(ii) above, member excludes (i) a member who is an employee of the Company; and (ii) a person who was a member while being an employee of the Company and who continues to be a member after ceasing to be such an employee.
- (d) For the purpose of this Article, two or more persons who hold shares in the Company jointly are to be regarded as one member.

Private company

## **Registered Office**

Registered office                    8.    The registered office of the Company shall be at such place in Hong Kong as the Board may determine from time to time.

## **Business**

Branch businesses                    9.    Any branch or other business which the Company is authorised to undertake may be undertaken by the Directors and carried on or discontinued at any time or times as the Directors shall think fit.

## **Share Capital**

Issue of shares                        10.   Subject to the provisions of these Articles, any shares in the capital of the Company shall be under the control of the Directors who may issue the same to such person or persons on such terms and conditions and with such rights and privileges annexed thereto and at such times as the Directors may think fit. Without prejudice to any special rights previously conferred on the holders of the existing shares, any share may be issued with such preferential, deferred, qualified or other special rights, privileges or conditions, whether in regard to dividends, voting, distribution of assets or otherwise, as the Company may from time to time by Ordinary Resolution determine. Any share may, with the sanction of an Ordinary Resolution, be issued on the terms that it is to be redeemed or liable to be redeemed, at the option of the Company or the holders of the shares.

Return of Allotments                    11.   As regards all allotments of shares from time to time made, the Directors shall duly comply with the provisions of the Statutes.

Trusts not recognised                    12.   Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by the Statutes required, be bound to recognise any trust or any equitable or other claims to or interest in such share on the part of any other person.

## **Share Certificates**

Certificates                                13.   The certificates of title to shares shall be issued under the Seal of the Company and signed by two Directors or one Director and the Secretary.

Members' right to certificates                    14.   Every member shall be entitled to one certificate for all the shares registered in his name or to several certificates each for one or more of such shares. Every certificate of shares shall specify the number of the shares in respect of which it is issued and the amount paid up thereon, and, where the share capital of the Company is divided into different classes of shares, shall contain such words and/or statement as are required by the Statutes.

As to issue of new certificate in place of one defaced, lost or destroyed                    15.   If any certificate is worn out or defaced, then upon production thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Directors and on such conditions and indemnity as the Directors deem adequate, they may issue a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate.

Fees    16.   Every Member shall be entitled to one certificate without payment, but for every subsequent certificate issued to him the sum of \$5 or such smaller sum if any, as the Directors may determine, shall be paid to the Company for every certificate issued.



## Calls on Shares

17. The Company may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls. Shares may be issued subject to different conditions as to calls etc.
18. If by the conditions of allotment of any share the whole or part of the amount thereof shall be payable by instalments every such instalment shall when due be paid to the Company by the holder of the share. Instalments on shares to be duly paid
19. (a) The Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions as to allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Directors. A call may be made payable by instalments. Calls
- (b) Joint holders of a share shall be jointly and severally liable for all calls and instalments payable thereon.
20. If by the terms of the issue of any shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times such amount or instalments shall be payable as if it were a call duly made by the Directors and of which due notice had been given; and all provisions hereof with respect to the payment of calls and interest thereon or to the forfeiture of shares for non-payment of calls shall apply to such amount or instalments and the shares in respect of which they are payable. Instalment similar to call
21. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. When call deemed to have been made
22. A fourteen days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid. Notice of call
23. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest for the same at the rate of 10 per cent per annum from the day appointed for the payment thereof to the time of the actual payment or at such other rate as the Directors may determine but the Directors may, if they think fit, remit the payment of such interest, or any part thereof. When interest on call, or instalment payable
24. At the trial or hearing of any action or other proceedings for the recovery of any money due for 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 share in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors and that notice of such call was duly given to the member sued according to the provisions of these Articles. It shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the member sued to the Company. Evidence in action for call

Payment of calls in advance                    25. The Directors may, if they think fit, receive from any member willing to advance the same and either in money or money's worth all or any part of the capital due upon the shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon.

### **Transfer and Transmission of Shares**

Transfer of shares                    26. Subject to the provisions of these Articles hereinafter mentioned, any member may transfer all or any of his shares by instrument in writing in the usual common form, or in such other form as the Directors may from time to time approve. Every transfer must be in respect of only one class of shares.

Signatures on transfer                    27. The instrument of transfer of any share shall be signed by both the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect thereof.

Refusal to register                    28. The Directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien or has not been duly stamped (if required under the applicable law).

Notice of refusal                    29. If the Directors refuse to register a transfer of any share, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferor and the transferee notice of the refusal. Upon request by the transferor or transferee, the Directors shall, within 28 days after receiving the request, send to the transferor or transferee (as the case may be) a statement of the reasons of refusal.

Proof of title                    30. Every instrument of transfer shall be left at the Office or such other place as the Directors may determine, accompanied by the certificate of the shares to be transferred, and such evidence as the Directors may require to prove the title of the transferor or his right to transfer the shares, and be permanently deposited in the custody of the Company.

Fee for transfer                    31. A fee of such amount as the Directors may reasonably determine from time to time may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

Registration fees                    32. A fee of such amount as the Directors may reasonably determine from time to time may be charged for the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, or other document relating to or affecting the title to any shares which in the opinion of the Directors requires registration and such fee shall if required by the Directors be paid before the registration thereof.

Closure of register                    33. The Register may be closed at such times and for such periods as the Directors may from time to time direct, provided that the Register shall not be closed for more than thirty days in any one year.

Transfers made during closed periods                    34. Any transfer made while the Register is so closed shall, as between the Company and the person claiming under the transfer (but not otherwise), be considered as made immediately after the re-opening of the Register.

35. The executors or administrators of a deceased member (or other the representatives according to the law of the nationality of the deceased) shall be the only persons recognised by the Company as having any title to the shares registered in the name of any such member (not being one of several joint holders), and in the case of the death of any one or more joint holders of any registered shares the survivors or survivor shall be the only persons recognised by the Company as having any title to or interest in such shares but nothing contained in this Article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with any other person.

Executors, etc., of members

36. Any guardian of an infant member, and any committee of a lunatic member, and any person becoming entitled to shares in consequence of the death, bankruptcy or liquidation of any member, upon producing such evidence that he sustains the character in respect of which he purports to act under this Article or his title and that he is entitled so to act, as the Directors think sufficient, may, subject to the provisions of these Articles regarding the transfer of shares, transfer such shares to himself or any other person.

Guardians committees, etc.

37. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at meetings of the Company, or save as aforesaid, to exercise any of the rights or privileges of a member, unless and until he shall become a member in respect of the share.

Rights of person entitled on death or bankruptcy

#### **Forfeiture of Shares**

38. If any member fails to pay the whole or any part of any call or instalment on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call or any part thereof remains unpaid serve a notice on him requiring him to pay such call or instalment or such part thereof as remains unpaid together with interest at 10 per cent per annum and any expenses that may have accrued by reason of such non-payment.

Directors may require payment of call with interest and expenses

39. The notice shall name a further day on or before which such call or such part as aforesaid and all interest and expenses that have accrued by such non-payment are to be paid. It shall also name the place where payment is to be made and shall state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call was made will be liable to be forfeited.

Notice requiring payment to contain certain particulars

40. If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture, notwithstanding that they shall have been declared.

On non-compliance with notice shares forfeited on resolution of Directors

41. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved, or as are by the Statutes given or imposed in the case of past members.

Consequences of forfeiture

Shares forfeited belong to Company	42. Every share which shall be forfeited shall thereupon become the property of the Company and may be either sold or re-allotted or otherwise disposed of either to the person who was before forfeiture the holder thereof or entitled thereto or sold or re-allotted or otherwise disposed of as the Directors shall think fit.
Directors may allow forfeited shares to be redeemed	43. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time before the forfeited share has been otherwise disposed of permit the share so forfeited to be redeemed upon such terms as they think fit and if the share shall have been forfeited under the provisions of these Articles upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.
Holders of forfeited shares liable for calls made before forfeiture	44. A member whose shares have been forfeited shall notwithstanding such forfeiture be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture and interest thereon to the date of payment in the same manner in all respect, as if the shares had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture without any deduction or allowance for the value of the shares at the time of forfeiture.
Notice of forfeiture to be given and entered in Register	45. When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to the share by transmission as the case may be and an entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register opposite to the share; but the provisions of this Article are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
Title to forfeited shares	46. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited in pursuance of these Articles and stating the time when it was forfeited shall as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated and such declaration together with a certificate of proprietorship of the share under the seal delivered to a purchaser or allottee thereof shall constitute a good title to the share and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment and shall not be bound to see to the application of the purchase money nor shall his title to the share be affected by any act omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Certificate of forfeited shares to be delivered to the Company	47. In the event of a forfeiture of shares, the member shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited.

## **Lien**

48. The Company shall have a first and paramount lien upon all the shares registered in the name of each member whether solely or jointly with others for all calls upon such shares and also for all debts obligations engagements and liabilities whether liquidated or not of such member solely or jointly with any other person to or with the Company whether the period for the payment, fulfilment, or discharge thereof shall have actually arrived or not and such lien shall extend to all dividends from time to time declared on such shares and shall have priority over all debts obligations engagements and liabilities of such member to or with any other person notwithstanding that any such last mentioned debt obligation engagement or liability was incurred or undertaken prior in date to any debt obligation engagement or liability to the Company in respect of which they may claim to exercise the lien conferred on them by this Article and notwithstanding that the Company had full notice thereof.

Company to have a paramount lien

49. The Directors may serve upon any member who is indebted to or under any obligation or liability (whether liquidated or not) to the Company a notice requiring him to pay the amount due to the Company or satisfy the said obligation engagement or liability and stating that if payment is not made or the said obligation or liability is not satisfied within a time (not being less than fourteen days) specified in such notice the share held by such member will be liable to be sold and if such member shall not comply with such notice within the time aforesaid the Directors may sell such shares without further notice in such manner as they think fit.

Notice to pay amount due

50. Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon the proceeds shall be applied first in the payment of all costs of such sale next in satisfaction of the debt obligation engagement or liability of the member to the Company and the residue (if any) shall be paid to the said member or as he shall direct.

Application of sale proceeds

51. An entry in the minute book of the Company that any shares have been sold to satisfy a lien of the Company shall be sufficient evidence as against all persons entitled to such share that the said share was properly sold and such entry and the receipt of the Company for the price of such share shall constitute a good title to such share and the name of the purchaser shall be entered in the Register as a member of the Company and he shall be entitled to a certificate of title to the share and thereupon he shall be deemed the holder of such share discharged from all calls due prior to such purchase and shall not be bound to see to the application of the purchase money. The remedy of the former holder of such share or of any person claiming under or through him shall be against the Company and in damages only.

Evidence

## **Surrender of Shares**

52. The Directors may so far as the applicable law permits accept from any member a surrender of his shares or any part thereof as a compromise of any dispute or in lieu of forfeiture on such terms as may be agreed upon between such member and the Company.

Terms of surrender

## **Alterations of Capital**

53. (a) The Company may by Ordinary Resolution alter its capital in any one or more ways set out in section 170 of the Companies Ordinance.

Company may alter its capital

(b) The Company may by Special Resolution reduce its capital in accordance with Division 3 of Part 5 of the Companies Ordinance.

### **Purchase of own shares**

Company may purchase own shares

54. Subject to the provision of the Statutes, the Company may purchase or otherwise acquire its own shares (including any redeemable shares) upon such terms and subject to such conditions as the Directors may think fit.

### **Modification of Rights**

Rights of members may be modified

55. Whenever the capital is divided into different classes of shares the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the total voting rights of the holders of shares in that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the shares in that class. To every such separate meeting, the provisions of these Articles relating to General Meetings shall mutatis mutandis apply except that the quorum of such meeting shall be a person or persons holding or representing by proxy one-half of the issued shares of the class (but so that if at any adjourned meeting of such holders, a quorum as above defined is not present any holder or holders of shares in that class present in person or by proxy shall be a quorum, whatever the number of shares held by them), and that every holder of shares in that class present in person or by proxy shall, on a poll, have one vote in respect of every share of the class held by him and shall be entitled to demand a poll.

### **General Meetings**

General Meetings

56. (a) The Company shall hold an Annual General Meeting in each financial year in accordance with the requirements of the Statutes. All General Meetings shall, subject to the Statutes and these Articles, be held at such time and place as the Directors may from time to time determine.

(b) A General Meeting may be held in Hong Kong or such other place or places using any technology which enables the members who are not at the same place to listen, speak and vote at the meeting.

How General Meeting may be called

57. The Directors may, whenever they think fit, call a General Meeting. The Directors shall also call a General Meeting upon a requisition in writing from the members of the Company made in accordance with the Statutes.

If Directors neglect to call meeting requisitionists may call it

58. If the Directors do not call a General Meeting upon a requisition from the members in accordance with the Statutes, the requisitionists or any of them representing more than one-half of the total voting rights of all of them, may themselves call a General Meeting, but any meeting so convened shall not be held after the expiration of three months from the date on which the Directors are required to call a meeting.

### **Notice of General Meetings**

Notice to be given

59. (a) In the case of an Annual General Meeting, a twenty-one days' notice at the least, and in the case of any other General Meeting, a fourteen days' notice at the least, shall be given to all the members and the Directors of the Company and to the Auditors for the time being of the Company.

(b) 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 date and the hour of the meeting and the general nature of the business to be dealt with at the meeting and such notice shall be given in the manner hereinafter mentioned. If the meeting is to be held in two or more places, the notice of meeting shall specify the principal place of the meeting and the other place or places of the meeting. Every notice of an Annual General Meeting shall specify the meeting as such.

(c) A General Meeting shall, notwithstanding that it is called by shorter notice than that specified in the paragraph above, be deemed to have been duly called if it is so agreed by such number of members entitled to attend and vote thereat as prescribed by the Statutes.

60. The Company shall comply with the provisions of the Statutes in relation to giving notice of resolution and circulating statements on the requisitions of members.

Circulation of members' resolutions and statements

61. The accidental omission to give any such notice to or the non-receipt of any such notice by any person entitled to receive the notice shall not invalidate any resolution passed at such meeting.

Effect of omission

### **Proceedings at General Meetings**

62. No business shall be transacted at any General Meeting (except the appointment of the chairman of the meeting and the adjournment of the meeting) unless a quorum is present at the time when the meeting proceeds to business. The quorum shall consist of not less than two members present in person or by proxy.

Quorum at General Meetings

63. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved. If otherwise convened, the meeting shall stand adjourned to the same day in the next week (or if that day be a public holiday or a day on which a black rainstorm warning, or a gale warning, is in force, then to the next business day following such public holiday or a day on which a black rainstorm warning, or a gale warning, is in force) at the same time and place or to such other day and at such other time and place as the Directors may determine and no notice of such adjournment need be given. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, any one member present shall be deemed to be a quorum and may do all business which a full quorum might have done.

If quorum not present what shall be done

64. The Chairman shall preside as chairman at every General Meeting but if there is no Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or if he is unwilling to act as chairman of the meeting, the members present and entitled to vote shall choose a Director or if no Director is present or if all the Directors present decline to take the chair, they shall choose one of them to be chairman of the meeting.

Chairman to preside at General meetings

65. The chairman of the meeting may at any time adjourn the meeting to another time and/or place if he considers that it would facilitate the conduct of the business of the meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

How meeting may be adjourned

How questions decided 66. 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) demanded by:-

- (a) the chairman of the meeting; or
- (b) at least five members present in person or by proxy entitled to vote; or
- (c) a member or members representing five per cent of the total voting rights of all the members having the right to vote.

Provided that if the chairman of the meeting, before or on the declaration of the result of a show of hands, knows from the proxies received by the Company that the result on a show of hands will be different from that on a poll, the chairman shall demand a poll.

Recording of resolutions 67. Unless a poll is demanded in accordance with the preceding Article, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or lost or has or has not been carried by any particular majority, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion or validity of the votes recorded in favour of, or against, that resolution.

Poll to be taken as chairman shall direct 68. If a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No poll in certain cases 69. No poll shall be demanded on any question of adjournment or election of the chairman of the meeting.

Business to be continued if poll demanded 70. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Withdrawal of a poll 71. The demand for a poll may be withdrawn with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

### **Votes of Members**

Members to have one vote or one vote for every share 72. (a) Votes may be given by members present in person or by proxy or representative and on a show of hands every member shall have one vote only. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands. In case of a poll every member shall have one vote for every share held by him.

(b) A person entitled to cast more than one vote need not use all his votes or cast all the votes he uses in the same way.



73. Any person entitled under Article 36 to transfer any shares may vote at any General Meeting in present thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting at which he proposes to vote he has satisfied the Directors of his right to transfer such shares and the Directors have prior to such meeting consented to allow him to vote thereat in respect of such shares. Any member who shall have become bankrupt shall not while his bankruptcy continues be entitled to exercise the rights of a member to attend vote or act at any meeting of the Company.

Votes of persons entitled by transmission

74. A member of unsound mind, or who is a patient for the purposes of any legislation relating to mental health, or in respect of whom an order has been made by any court (whether in Hong Kong or elsewhere) 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 like nature appointed by such court, who may themselves vote on a poll by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been provided to the Directors at least forty-eight hours before the time of holding the meeting at which such person claims to vote.

Votes of lunatic and other members

75. If two or more persons are jointly entitled to a share then, in voting on any question the vote of a senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register.

Votes of joint holders of shares

76. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company, or at any meeting 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, and 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.

Corporate representative

77. (a) 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 its common seal (if any) or under the hand of an officer or attorney duly authorised.

Votes by attorney and proxy permitted

(b) A proxy need not be a member of the Company.

(c) A member may appoint separate proxies to represent him of shares held by him as specified in the instrument appointing the proxies.

78. The instrument appointing a proxy and, if required by the Company, the power of attorney or other authority (if any) under which it is signed shall be deposited at the Office or such other place as specified for that purpose in the notice convening the meeting, or delivered electronically to the Company in the manner specified by the Company (if applicable), not less than forty eight hours before the time for holding the meeting at which the person or persons named in such instrument propose to vote, and in default the proxy shall not be treated as valid.

Proxies to be deposited at office

79. No instrument appointing a proxy shall be valid after the 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.

Expiration of proxies

Form of proxy

80. The instrument of proxy shall be in the following form, or in any other form of which the Directors may approve and need not be witnessed:-

**PUBLIC FINANCE LIMITED**

**大眾財務有限公司**

I, • of •, being a member of Public Finance Limited (大眾財務有限公司) hereby appoint • of •, or failing him • of • as my proxy to vote for me and on my behalf at the General Meeting(s) of the Company to be held on the • day of • and at any adjournment thereof.

Dated this • day of • 20 •

Signature of the member.

When vote by proxy valid though authority revoked

81. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal, or by the previous termination or otherwise revocation of the appointment of the proxy or of the authority under which the appointment was made, provided that no notice in writing of such death, insanity or revocation shall have been received by the Company at the Office before the commencement of the meeting.

Entitlement to be present and vote

82. Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares shall be entitled to be present or to vote on any resolution either personally or by proxy, or to be reckoned in a quorum, at any General Meeting.

Resolutions in writing

83. (a) Subject to and to the extent permitted by the Statutes, a resolution in writing signed or approved in writing by (i) all the members for the time being entitled to receive notice of and to attend and vote at General Meetings, or (ii) all the holders of a class of shares for the time being entitled to receive notice of and to attend and vote at meetings of the holders of such class of shares, shall be as valid and effective as if the same were passed at a General Meeting or at a meeting of the holders of the relevant class of shares duly convened and held.

(b) Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the members or their authorised signatories, and in the case of a corporate body which is a member, such signature shall be sufficient if made by a person purporting to be director or authorised signatory of such member.

(c) Without prejudice to the provisions of the preceding paragraphs, a member may sign or otherwise signify his or its agreement to resolution in writing of the members. A member signifies agreement to a written resolution of the members when the Company receives from that member a document or notification in hard copy form or in electronic form as authenticated by that member in a manner previously agreed between that member and the Company:-

(i) identifying the resolution to which it relates; and

(ii) indicating that member's agreement to the resolution,

provided that a member's agreement to a written resolution, once signified, may not be revoked.

(d) Notwithstanding any contrary provisions contained in these Articles and subject to the Statutes:-

- (i) any signature of a member to any resolution in writing may be made electronically, and any such resolution bearing the electronic signature of any member shall be as valid and effectual as if it were bearing the handwritten signature of the relevant member; and
- (ii) any signification of agreement to resolution in writing by a member authenticated as aforesaid shall be as valid and effectual as if the resolution had been signed by such member, and a certificate by a Director of such signification and authentication shall be sufficient evidence without further proof thereof.

(e) If a resolution is required by to be passed as an Ordinary Resolution or a Special Resolution pursuant to these Articles, the resolution may be passed as a written resolution in accordance with preceding paragraphs.

(f) A written resolution is passed when all eligible members have signified their agreement to it.

### **Directors**

84. Unless otherwise determined by the Company in General Meeting, the number of Directors shall be not less than three and there shall be no maximum number of Directors.

Number of  
Directors

85. A Director shall not be required to hold any share of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings or meetings of the holders of any class of shares.

Qualification of  
Directors; rights  
at meetings

86. Subject to the requirements under the Statutes, any Director may at any time and from time to time appoint any person to be his alternate Director and may at any time remove from office the alternate Director so appointed by him and appoint another in his place. An alternate Director shall not be entitled to receive any remuneration from the Company but shall otherwise be subject to the provisions of these Articles with regard to Directors. An alternate Director shall subject to his giving to the Company an address within Hong Kong at which notice may be served upon him be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any meeting at which the Director by whom he was appointed is not personally present and generally in the absence of such appointor to perform all the functions of his appointor as Director. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director appointing him. An alternate Director may be removed from office by a resolution of the Board, and shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director. Without prejudice to any liability which an alternate Director may have to his appointer under the Statutes or otherwise, every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. All appointments and removals of alternate Directors shall be effected by notice in writing signed by the Director making or revoking such appointment sent to or left at the Office.

Appointment of  
alternate Director

## **Directors' Remuneration**

Remuneration and  
Directors' expenses

87. (a) The Directors shall receive such remuneration for their services for each year as the members shall from time to time in a General Meeting determine and the members in a General Meeting may decide in what shares or proportions such remuneration shall be divided or allotted among the Directors and such remuneration may be either by a fixed sum or a percentage of profits or otherwise as may be determined by the members in a General Meeting. In the event of a Director retiring or for any other cause vacating his office before the end of any year his remuneration shall be deemed to have accrued up to the date when his office as a Director shall have been vacated. If any of the Directors shall be called upon to perform extra services the members in General Meeting may remunerate such Director or Directors so doing either by a fixed sum or a percentage of profits or otherwise as may be determined by them and such remuneration may be either in addition to or in substitution for the share of such Director or Directors in the remuneration provided for the Directors. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or with a view to the performance of their duties as Directors or in attending General Meetings or meetings of the Board or committees of the Board.

Special remuneration

(b) Notwithstanding the foregoing paragraph, the Directors may agree to pay to any Managing Director, any member of the Executive Committee or to any Director holding any other office in the management of the business of the Company a special remuneration by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits and allowances as the Directors may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.

## **Powers of Directors**

General powers  
of Company  
vested in Directors

88. The business of the Company shall be managed by the Directors who may exercise all such powers and do on behalf of the Company all such acts and things as may be exercised or done by the Company and are not hereby or by the Statutes expressly directed or required to be exercised or done by the Company in General Meeting, subject nevertheless to the provisions of these Articles and the Statutes and such regulations (not being inconsistent with the provisions of the Statutes or these Articles) as may from time to time be made by the Company in General Meeting but no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.

Directors may act  
notwithstanding  
vacancies

89. The continuing Directors at any time may act notwithstanding any vacancy in the Board, provided always that in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the continuing Directors to act for the purpose of filling up vacancies in the Board, or of summoning a General Meeting of the Company but not for other purposes.

Directors may  
hold other office

90. Subject to the Statutes, a Director may hold any other office under the Company in conjunction with his office of Director (except the office of Auditors) and a Director may be or become a Director of any company promoted by this Company or in which it may be interested and no such Director shall be accountable for any remuneration or other benefits received by him as a Director or officer of such company.

91. A Director may resign from his office by giving at least one month's notice in writing to the Company of his intention so to do and such resignation shall take effect upon expiration of such notice or its earlier acceptance by the Board.

Directors may resign on giving one month's notice

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

Directors may appoint attorney

93. The Directors may on behalf of the Company exercise all the powers of the Company to borrow any sum or sums of money, to guarantee and to mortgage or charge its undertaking, property and unpaid amounts on partly paid shares, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Directors' powers to borrow and give security

94. The Directors shall cause a proper register to be kept in accordance with the provisions of the Statutes of all charges specifically affecting property of the Company and of all floating charges on the whole or part of any undertaking or property of the Company and shall duly comply with the requirements of the Statutes in regard to the registration of charges therein specified.

Register of charges

#### **Executive Committee**

95. The Directors may from time to time appoint an Executive Committee, consisting of not less than two and not more than six of the Directors, and the following provisions shall apply thereto:-

Executive Committee

(a) The Directors may from time to time determine which Director shall be members of the Executive Committee, and the Directors may at any time modify, dissolve, or reconstitute the Executive Committee, and may make such regulations in regard thereto as the Directors may think expedient.

(b) The Executive Committee shall, subject to the provisions of the Statutes and any regulations the Directors may from time to time make, be competent to exercise all or any of the powers, authorities, and discretions vested in or exercisable by the Directors under these Articles.

#### **Managing Directors**

96. The Directors may from time to time appoint one or more of them to the office of Managing Director or Managing Directors and/or such other office in the management of the business of the Company as the Directors may decide for such period and upon terms as the Directors may think fit including his or their remuneration as the Directors may decide in accordance with these Articles, and may from time to time subject to contractual obligations remove him or them from office and appoint another or others in his or their place or places.

Managing Directors

Cessation of appointment 97. A Managing Director appointed to an office under Article 96 shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be a Managing Director if he cease to hold the office of Director from any cause.

Powers of Managing Directors 98. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon terms and conditions and with such regulations and restrictions as they may think expedient and they may confer such powers either collaterally with or to the exclusion of and substitution for all or any of the powers of the Directors in that behalf and from time to time may revoke, withdraw, alter or vary all or any of such powers, provided that no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.

### **Proceedings of Directors**

Register of Directors 99. The Company is to keep at its Office (or such prescribed place in accordance with the Statutes) a register containing the names and addresses and other details of the Directors and make available for inspection as required by the Statutes.

Meetings of Directors and quorum 100. (a) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined, at least half of the number of the Directors appointed shall constitute a quorum.

(b) The Directors may participate in any meeting of the Board by means of a conference telephone or other communications equipment through which all persons participating in the meeting can communicate with each other throughout the meeting and such participation shall constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present.

Director may call meeting of Directors 101. A Director may and at the request of a Director or the Secretary shall at any time summon a meeting of the Directors. Notice of a meeting of the Directors may be given in any manner, including in writing or by cable or telex or facsimile transmission or by electronic means or by telephone or otherwise orally. A Director may waive notice of any meeting and any such waiver may be retrospective. A resolution of the Directors shall not be deemed to be invalid by reason only that notice of the resolution was not given in the notice of the meeting at which it was passed.

How questions decided 102. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of voting, the Chairman shall have a second or casting vote.

Chairman 103. The Directors may from time to time elect a Chairman and a co-chairman/deputy chairman of the Board, and may determine the period for which they shall respectively hold office. The Chairman so elected, or in his absence the co-chairman/deputy chairman, shall preside at all meetings of the Directors, but if no such Chairman or co-chairman/deputy chairman is elected, or if at any meeting the Chairman or co-chairman/deputy chairman is not present within five minutes after the time fixed for holding such meeting, the Directors present shall choose one of their number to be chairman at such meeting.

104. A meeting of Directors 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 Directors generally.

A quorum may act

105. The Directors may delegate any of their powers to committees consisting of such person or persons (whether a Director or Directors or not) as they think fit. Any delegation of powers by the Directors to any committee as aforesaid may provide that such committee is itself empowered to delegate all or any of its delegated powers to a sub-committee consisting of such person or persons (whether a Director or Directors or not and whether a member or members of the relevant committee or not) as the members of such committee thinks fit. All committees and sub-committees so formed shall, in the exercise of powers so delegated, conform to any regulations that may be imposed upon them by the Directors and/or (in the case of a sub-committee) by the relevant committee.

Power to appoint committees and to delegate

106. The meetings and proceedings of any committee or sub-committee of the Directors and consisting of two or more persons shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors and/or (in the case of a sub-committee) the relevant Committee from time to time.

Proceedings of committees

107. All bona fide acts done by any meeting of the Directors, or by a committee or sub-committee of the Directors, or by any person acting as a Director or as a member of any such committee or sub-committee shall, notwithstanding that it shall afterwards be discovered that there was any defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified or had continued to be a Director or member of the relevant committee or sub-committee of the Directors and had been entitled to vote.

Acts of Directors or committee valid notwithstanding defective appointment, etc.

108. (a) A resolution in writing signed or approved in writing by all the Directors shall be as valid and effective as a resolution passed at a meeting duly convened and held. A resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Directors.

Resolution in writing binding

(b) Without prejudice to the provisions of the preceding paragraph, a Director may sign or otherwise signify his agreement to resolution in writing of the Directors. A Director signifies agreement to a written resolution of the Directors when the Company receives from that Director a document or notification in hard copy form or in electronic form as authenticated by that Director in a manner previously agreed between that Director and the Company:-

- (i) identifying the resolution to which it relates; and
- (ii) indicating that Director's agreement to the resolution.

(c) Notwithstanding any contrary provisions contained in these Articles and subject to the Statutes:-

- (i) any signature of a Director to any resolution in writing may be made electronically, and any such resolution bearing the electronic signature of any

Director shall be as valid and effectual as if it were bearing the handwritten signature of the relevant Director; and

- (ii) any signification of agreement to resolution in writing by a Director authenticated as aforesaid shall be as valid and effectual as if the resolution had been signed by such Director, and a certificate by a Director of such signification and authentication shall be sufficient evidence without further proof thereof.

Minutes

109. The Directors and any committee or sub-committee(s) of the Directors shall cause minutes to be duly entered in books provided for the purpose of:-

- (a) all appointments of officers made by the Directors;
- (b) the names of Directors present at each meeting of the Directors and of the names of the members present at each meeting of any committee or sub-committee of the Directors; and
- (c) all resolutions and proceedings of all meetings of the Company and of the holders of any class of shares in the Company and of the Directors and of the committees or sub-committees of the Directors.

Any such minutes if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

#### **Rotation of Directors**

Rotation and retirement of Directors

110. Subject to the provisions of these Articles, at every Annual General Meeting, one-third of the Directors for the time being (or if the number is not a multiple of three, the number nearest to but not less than one-third) or such larger number of Directors as determined by the other manner of rotation, as may be required by the Statutes, shall retire from office. A retiring Director shall retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire and shall be eligible for re-election.

Which to retire

111. Subject to the provisions of these Articles and unless otherwise determined by the Company by an Ordinary Resolution, the Directors to retire in every year shall be the Directors who have been longest in office. As between the Directors who have been in office an equal length of time, the Directors to retire shall (unless they agree otherwise among themselves) be determined by lot. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office.

Other persons eligible for election

112. No person (other than a retiring Director) shall be eligible for election to the office of Director at a General Meeting unless:-

- (a) he is recommended by the Directors; or
- (b) he is nominated by notice in writing signed by a member duly qualified to attend and vote at the meeting, and such notice of nomination shall be given to the Company at the Office within the seven-day period commencing the day after the despatch of the notice of the meeting, or such other period as may be determined by the Directors from time to time and ending no later than seven days prior to the date appointed for such meeting. The notice of nomination shall be accompanied by a notice signed by the proposed candidate indicating his willingness to be elected.



<p>113. The appointment of Directors shall be voted on individually at a General Meeting.</p>	<p>Voting on Directors</p>
<p>114. The Company at any General Meeting at which a Director retires in manner aforesaid shall if possible fill the vacated office unless at such meeting it is determined to reduce the number and also may without notice in that behalf fill any other vacancies.</p>	<p>Vacancies to be filled at a General Meeting</p>
<p>115. Without prejudice to the generality of the foregoing provisions and subject to the provisions of the Statutes, the Company may from time to time by Ordinary Resolution appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board and may also determine in what rotation such Director is to retire from office.</p>	<p>Appointment of Directors by the Company</p>
<p>116. The Board shall, subject to the provisions of the Statutes and these Articles, have power at any time, and from time to time, to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number which may have been fixed in accordance with these Articles. Subject to the provisions of these Articles, any Director so appointed shall retire at the next Annual General Meeting but shall then be eligible for election and any Director who so retires shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.</p>	<p>Appointment of Directors by the Board</p>
<p>117. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office.</p>	<p>Increasing or reducing the number of Directors</p>

#### **Disqualification of Directors**

<p>118. The office of a Director shall be vacated:-</p> <p>(a) if he resigns his office by notice in writing to the Company in accordance with Article 91;</p> <p>(b) if he becomes a lunatic or of unsound mind or the Board resolves that he is physically or mentally incapable of performing the functions of Director and that his office be vacated;</p> <p>(c) if, without leave, he is absent from meetings of the Directors (whether or not any alternate Director appointed by him attends) for six consecutive months, and the Board resolves that his office be vacated;</p> <p>(d) if he ceases to be a Director under the Statutes or is prohibited by law from being a director;</p> <p>(e) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;</p> <p>(f) if he is removed from office by Ordinary Resolution in accordance with these Articles; or</p> <p>(g) if he is convicted of an indictable offence.</p>	<p>How Directors disqualified</p>
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Provided always that until an entry of his office having been so vacated be made in the Register of the Directors his acts as a Director shall be as effective as if his office were not vacated.

Directors may be removed by Ordinary Resolution

119. The Company may by Ordinary Resolution remove any Director before the expiration of his period of office and may by Ordinary Resolution appoint another in his stead provided that any person so appointed shall hold office only so long as the Director in whose place he is appointed would have held the same if he had not been removed. A special notice is required of the Ordinary Resolution to remove a Director or the Ordinary Resolution to appoint a person in place of a Director so removed in accordance with the provisions of the Statutes.

Directors may contract with Company

120. (a) No Director or intended Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any contract, transaction or arrangement entered into or proposed to be entered into by or on behalf of the Company (for the purpose of this Article collectively referred to as "transaction") in which any Director or any of his associates or any entity connected with him is, directly or indirectly, interested in any way be liable to be avoided, nor shall any Director so contracting or so interested be liable to account to the Company for any profit realised by any such transaction by reason only of such Director holding that office or the fiduciary relationship thereby established, provided always that such Director shall, if such transaction is significant to the business of the Company and the interest of the Director or any of his associates or any entity connected with him is material, declare the nature and extent of such interest in accordance with the Statutes and these Articles as well as any requirements prescribed by the Company for declarations of interests of Directors in force from time to time.

(b) A declaration of interest by a Director under this Article in a transaction that has been entered into by the Company must be made as soon as reasonably practicable; and a declaration of interest by a Director under this Article in a proposed transaction must be made before the Company enters into the transaction.

(c) A declaration of interest by a Director must be:-

- (i) made at a Directors' meeting;
- (ii) made by notice in writing and sent by the Director to the other Directors; or
- (iii) made by general notice by the Director.

(d) A notice for the purposes of the above paragraph (c)(ii) must be sent:-

- (i) in hard copy form or, if the recipient has agreed to receive it in electronic form, in the electronic form so agreed; and
- (ii) by hand or by post or, if the recipient has agreed to receive it by electronic means, by the electronic means so agreed.

(e) If a declaration by a Director under this Article is made by notice in writing:-

- (i) the making of the declaration is to be regarded as forming part of the proceedings at the next Directors' meeting after the notice is given; and
- (ii) section 481 of the Companies Ordinance applies as if the declaration had been made at that meeting.

(f) A general notice by a Director for the purposes of this Article is a notice to the effect that:-

- (i) the Director has an interest (as member, officer, employee or otherwise) in a body corporate or firm specified in the notice, and is to be regarded as interested in any transaction that may, after the effective date of the notice, be entered into by the Company with the specified body corporate or firm; or
- (ii) the Director is connected with a person specified in the notice (other than a body corporate or firm), and is to be regarded as interested in any transaction, that may, after the effective date of the notice, be entered into by the Company with the specified person.

(g) A general notice under this Article must state:-

- (i) the nature and extent of the Director's interest in the specified body corporate or firm; or
- (ii) the nature of the Director's connection with the specified person.

(h) A general notice must be given:-

- (i) at a Directors' meeting; or
- (ii) in writing and sent to the Company, whereas the Company shall within fifteen days after the day on which it receives the notice, send a copy of the notice to other Directors.

(i) A general notice given at a Directors' meeting takes effect on the date of the Directors' meeting; and a general notice given in writing and sent to the Company takes effect on the twenty-first day after the day on which it is sent to the Company.

(j) A Director shall not vote or be counted in the quorum in respect of any contract, arrangement, transaction or other proposal in which he is materially interested, and if he shall do so his vote shall not be counted, provided that this prohibition shall not apply to:-

- (i) the giving of any security or indemnity either:-
  - (1) to the Director in respect of money lent or obligations incurred or undertaken by him at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (2) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security.

- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:-
  - (1) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director may benefit; or
  - (2) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to the Directors and employees of the Company or any of its subsidiaries and does not provide in respect of any Director any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; or
- (iv) any contract, transaction or arrangement in which the Director is 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.

(k) Any Director may be or become a director, managing director, manager or other officer or member of, or otherwise interested in, any other company in which the Company may be interested, and no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them, directors, managing directors, managers or other officers of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, managing director, manager or other officer of such a company, and as such that he is or may become interested in the exercise of such voting rights in manner aforesaid.

(l) For the purpose of this Article, any reference to an entity connected with a Director shall be construed in accordance with section 486 of the Companies Ordinance; and any reference to a contract, transaction or arrangement shall include a proposed contract, transaction or arrangement.

#### **Local Managers**

Appointment

121. The Directors may provide for the local management of the Company's affairs abroad, in such manner as they think fit, either by establishing committees, local boards or local agencies, or appointing managers

or attorneys, or by committing such management to any other company, firm or person residing or carrying on business in the locality where the Company's affairs are to be carried on; and any committees, local boards, local agencies, managers, attorneys, company, firm, or person to whom such management shall be entrusted are hereinafter referred to as the "local managers".

122. The Directors may from time to time delegate to the local managers any of the powers, authorities and discretions vested in the Directors and required to be exercised, and may give to them powers of sub-delegation and may, for the purposes aforesaid, execute and deliver such powers of attorney as they shall think fit.

Powers

123. The Directors may make regulations declaring the manner in which the local managers are to exercise the powers, duties, authorities, and discretions vested in them, and where the local managers consist of two or more persons may empower any one or more of them to act without the concurrence of the other or others of them, and may direct the manner in which and times when meetings of the local managers are to be held and fix the quorum for such meetings and declare how any vacancy or vacancies in their body is or are to be filled up.

Duties and their exercise

124. The Directors may fix and pay the remuneration of the local managers in such manner as they shall think fit, and may subject to contractual obligations remove any local manager or local managers and appoint another or others in his or their place or places.

Remuneration

125. The local managers shall be bound to conform to all directions or orders given to them by the Directors, and shall be bound to keep proper minutes or records of all their transactions in connection with the affairs of the Company, and to transmit copies of such minutes or records to the Directors not less frequently than once in every month.

Reports

### Secretary

126. The Directors may from time to time on such terms as they may think fit appoint or remove the Secretary. The Directors may also from time to time on such terms as they may think fit appoint or remove one or more assistant or deputy Secretaries.

Directors may appoint Secretary

### Seal

127. (a) The Directors shall provide for the safe custody of the Seal. The Seal shall not be affixed to any instrument except by the authority of Directors or a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal is affixed shall be signed by:-

Seal to be procured and how used

- (i) two Directors; or
- (ii) one Director and the Secretary; or
- (iii) any other person or persons authorised by the Directors for such purpose.

(b) The Company may have an official seal for use abroad in accordance with the provisions of the Statutes, where and as the Directors may determine, and the Company may by writing under the Seal appoint any agent or agents, committee or committees abroad to be the duly authorised agent of the Company for the purpose of the affixing and using of 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.

(c) This Article is without prejudice to the Company's ability to execute a document in any other manner provided for in the Statutes.

### **Accounts**

Accounts to be kept                      128. The Directors shall cause true accounts to be kept of all sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the assets, credits and liabilities of the Company in accordance with the provisions of the Statutes.

Where to be kept                      129. The books of account shall be kept at the Office or at such other place or places as the Directors think fit and shall always be open to the inspection by the Directors.

Reporting documents                      130. The Directors shall from time to time in accordance with the Statutes cause to be prepared and to be laid before the Company at the Annual General Meeting the reporting documents for the financial year as are required by the Statutes. The Directors may also cause to be prepared any summary financial report as they may think fit in accordance with the provisions of the Statutes.

Delivery of reporting documents or summary financial report                      131. A copy of the reporting documents or the summary financial report shall, not less than twenty-one days before the Annual General Meeting, be delivered or sent by post to the registered address of every member, to the Auditors, and to every other person who is entitled to receive notices of meetings of the Company under the provisions of the Statutes or these Articles provided that this Article shall not require a copy of such documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares. No accidental non-compliance with the provisions of this Article shall invalidate the proceedings at the meeting.

### **Audit**

Auditors                      132. Auditors shall be appointed and their duties shall be regulated in accordance with the provisions of the Statutes. Subject to the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was any defect in his appointment or he was at the time of appointment not qualified or subsequently became disqualified.

Auditors entitled to attend General Meetings                      133. The Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns him as an auditor.

Reporting documents to be conclusive                      134. The reporting documents when audited and approved by the Company at a General Meeting shall be conclusive, except as regards any error discovered therein within three months after the approval thereof. Whenever any such error is discovered within that period, the reporting documents shall forthwith be corrected, and thenceforth shall be conclusive.

### **Appropriation of Profits**

Application of profits                      135. Subject to the provisions of the Statutes and these Articles, the profits of the Company available for dividend shall be divisible among the members in proportion to the amount paid on the shares held by them respectively.

<p>136. Where money is paid up in advance of calls upon the footing that the same shall carry interest such money shall carry interest accordingly and shall not confer a right to participate in profits.</p>	<p>Payment in advance of call</p>
<p>137. The Company may by Ordinary Resolution declare a dividend to be paid to the members according to their rights and interests in the profits provided that no such dividends shall exceed the amount recommended by the Directors and provided further that the Company may at a General Meeting declare a dividend to be paid to one class of members to the exclusion of any other class of members.</p>	<p>Declaration of dividend</p>
<p>138. No dividend shall be payable except out of the profit of the Company. No dividend shall carry interest.</p>	<p>Dividends payable out of profit</p>
<p>139. Subject to the provisions of the Statutes, the declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.</p>	<p>Declaration of Directors as to profit conclusive</p>
<p>140. The Directors may from time to time pay to the members according to their respective rights in respect of the profits of the Company on account of the next forthcoming dividend such interim dividend as in their judgment the position of the Company justifies.</p>	<p>Interim dividends</p>
<p>141. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates (or ignore fractions) and fix the value for distribution of any assets, and may determine that cash will be paid to any member upon the footing of the value so fixed in order to adjust the rights of members, and may vest any assets in a trustee.</p>	
<p>142. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts liabilities or engagements in respect of which the lien exists.</p>	<p>Debts may be deducted</p>
<p>143. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.</p>	<p>Effect of transfer</p>
<p>144. The Directors may retain the dividends payable upon registered shares in respect of which any person is, under Article 37, entitled to become a member, or which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.</p>	<p>Power to retain dividends</p>
<p>145. Unless otherwise directed any dividend may be paid by cheque warrant or post office order sent through the post to the registered address of the member entitled or in case of joint holders to that one whose name stands first on the Register in respect of the joint holding and every cheque so sent shall be made payable to the order of the person to whom it is sent.</p>	<p>Payment by post</p>
<p>146. The Company shall not be responsible for the loss of any cheque warrant or post office order which shall be sent by post duly addressed to the member for whom it is intended.</p>	<p>Company not responsible for loss</p>
<p>147. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.</p>	<p>Unclaimed dividends</p>

## **Reserve Fund**

Formation and  
objects of reserve  
fund

148. The Directors may, before recommending any dividend or bonus in respect of any class of shares out of or in respect of the earnings or profits of the Company for any yearly or other period, cause to be reserved or retained and set aside out of such profits such sum as may then be determined to form a reserve fund to meet contingencies or depreciation in the value of the property of the Company or for equalizing dividends or for repairing, improving and maintaining the property of the Company, providing against losses, meeting claims on or liabilities of the Company or for such other purposes as the Directors shall in their absolute discretion think conducive to the interests of the Company.

## **Capitalisation**

Capitalisation of  
reserves

149. (a) The Company may by Ordinary Resolution, upon the recommendation of the Directors and subject as hereinafter provided, resolve that it is desirable to capitalise any amount for the time being standing to the credit of the income statement or otherwise available for distribution and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying in full the issue price of the unissued shares or debentures of the Company to be allotted and distributed as fully paid 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 resolution.

(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 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.

Investment of  
reserve fund

150. All moneys carried to the reserve fund and all other moneys of or borrowed by the Company while not immediately applicable or required for any payment to be made by the Company may be either employed in the business of the Company without being kept separate from the other assets, or be invested by the Directors upon such securities (other than the purchase of or a loan upon shares of the Company) as the Directors may from time to time think proper with power for them from time to time to deal with and vary such investments and to dispose of all or any part thereof for the benefit of the Company and divide the reserve fund into such special funds, retransfer the reserve fund or any part thereof to the credit of income statement or otherwise deal with the same as they may think fit.



## Notices

151. Every member shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent and if any member shall fail to do so notice may be given to such member by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, by posting the same for three days at the Office of the Company.

How notice to be served on members

152. A notice or other document may be given in writing or by cable, telex or facsimile transmission, any form of electronic communication or transmission or in any other form of permitted means of communication and any such notice and document may be served or delivered by the Company on or to any member:-

(a) personally; or

(b) 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, whether in or outside Hong Kong, or by delivering it or leaving it at such registered address as aforesaid; or

(c) by transmitting it to such address or transmitting it to any cable, telex or facsimile transmission number or, electronic number or, email address or website supplied by that member to the Company for the giving of notice or document to that member; or

(d) by any other means as permitted by the Statutes from time to time.

Provided that in case of paragraph (c) above, such member has consented or deemed to have consented to the Company communicating with him in such form or manner in accordance with the provisions of the Statutes.

153. A notice or other document delivered or issued by the Company shall:-

(a) if delivered to the registered address, be deemed to have been served at the time of delivery;

(b) if sent by prepaid letter to an address in Hong Kong, be deemed to have been served on the day following its posting;

(c) if sent by prepaid airmail letter to an address outside Hong Kong, be deemed to have been served on the fifth day following its posting;

(d) if sent by cable, telex or facsimile transmission, be deemed to have been served on the day following the despatch of the cable, telex or facsimile transmission ; and

(e) if sent by electronic means, be deemed to have been served forty-eight hours following the time of such communication was sent.

In the case of a notice or document sent by prepaid letter, in proving service thereof it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

Notice to joint holders 154. All notice with respect to shares standing in the names of joint holders shall be given to whichever of such persons is named first in the Register and notice so given shall be sufficient notice to all the holders of such shares.

Transferees to be bound by prior notice 155. 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 previously to his name and address being entered on the Register shall be duly given to the person from whom he derives his title to such share.

Notice valid though member deceased 156. Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these Articles, shall notwithstanding such member be then deceased and whether or not the Company has notice of his decease be deemed to have been duly served in respect of any registered share 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 Articles be deemed a sufficient service of such notice or document on his or her executors or administrators and all persons (if any) jointly interested with him in any such share.

How time to be reckoned and notice signed 157. When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall not be included but the day upon which such notice will expire shall be included in such number of days or other period. The signature to any notice to be given by the Company may be written or printed.

### **Indemnity**

Indemnity 158. Subject to the provisions of the Statutes, every Director, Secretary or officer of the Company shall be indemnified out of the funds of the Company against all liability incurred by him as such Director, Secretary or officer of the Company in or about the execution or holding of his office or otherwise in relation thereto.

Disclosure of indemnity provision 159. Any indemnity provision given by the Company for the benefit of any Director is subject to disclosure in the relevant Directors' report in accordance with the provisions of the Statutes. The Company shall also keep at the Office a copy, or document setting out the terms, of such indemnity provision which shall be made available for inspection by members in accordance with the provisions of the Statutes.

Insurance for Directors and officers 160. To the extent permitted by the Statutes, the Company may purchase and maintain at its expense for any Director, Secretary or officer of the Company, or any director of an associated company of the Company any insurance against any liability.

### **Winding Up**

Distribution of assets 161. If the Company is wound up and a surplus remains after the payment of debts proved in the winding up, the liquidator may:-

(a) with the required sanction, divide among the members in specie or kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may, for this purpose, set a value the liquidator thinks fit on any property to be so divided; and

(b) determine how the division is to be carried out between the members or different classes of members.

162. The liquidator may, with the required sanction, vest the whole or any part of those assets of the Company in trustees on trust for the benefit of the contributories or any of them as the liquidator with the required sanction thinks fit, provided that a member shall not be required to accept any shares or securities on which there is any liability.

Power of liquidator to vest assets in trustees

163. In these Articles, the “required sanction” means the sanction of a Special Resolution and any other sanction required by the Statutes.

Required sanction

The following table sets out the details of the initial subscribers of the Company, the initial number of shares taken by each of them and the initial share capital of the Company on 20th October 1977:-

Names, Addresses and Descriptions of Initial Subscribers	Initial Number of Shares Taken by Each Subscriber
<p style="text-align: center;">TSAI MING YU 2-5-2 Hirakawa-cho Chiyoda-ku Tokyo Japan Financier</p>	One
<p style="text-align: center;">LUI YUEN YIU 14-B, Lai Wan Road 14th floor, Mei Foo Sun Chuen Kowloon, Hong Kong Shroff</p>	One
Total Number of Shares Taken.....	Two

Initial Paid-up Share Capital of the Company

HK\$20.00