

**Company No.: 344194**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

(As amended and adopted by the special resolutions passed on October 6, 1992,  
April 17, 2001 and February 11, 2014)

**OF**

**BUSINESS ENVIRONMENT COUNCIL LIMITED**

**商界環保協會有限公司**

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**Incorporated the 25th day of February, 1992.**

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CR 2000 C 42

No. 344194  
紙號

COMPANIES ORDINANCE  
(CHAPTER 32)  
香港法例第 32 章  
公司條例  
CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME  
公司更改名稱  
註冊證書

I hereby certify that  
本人謹此證明

CENTRE OF ENVIRONMENTAL TECHNOLOGY  
LIMITED

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

BUSINESS ENVIRONMENT COUNCIL LIMITED  
商界環保協會有限公司

Issued by the undersigned on 1 November 2000.

本證書於二〇〇〇年十一月一日簽發。

MISS R. CHEUNG

for Registrar of Companies  
Hong Kong

香港公司註冊處處長

(公司註冊主任 張潔心 代行)

06500651



No. 344194  
編號



**CERTIFICATE OF INCORPORATION**  
公司註冊證書

I hereby certify that  
本人茲證明

**CENTRE OF ENVIRONMENTAL TECHNOLOGY LIMITED**

is this day incorporated in Hong Kong under the Companies Ordinance, and  
於本日在香港依據公司條例註冊成為  
that this company is limited.  
有限公司。

Given under my hand this **Twenty-fifth** day of **February**  
簽署於一九九二年二月二十五日。  
One Thousand Nine Hundred and Ninety **-two**.



000A82B5805

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0944194

**F. N. CHAN**

*p. Registrar General*  
*(Registrar of Companies)*  
*Hong Kong*

香港註冊總署署長暨公司註冊官  
(註冊主任陳訓毅 代行)

THE COMPANIES ORDINANCE (CAP. 32)

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COMPANY LIMITED BY GUARANTEE

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MEMORANDUM OF ASSOCIATION

of

BUSINESS ENVIRONMENT COUNCIL LIMITED

商界環保協會有限公司

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1. NAME<sup>i</sup>

The name of the Company is "BUSINESS ENVIRONMENT COUNCIL LIMITED 商界環保協會有限公司" (the "Company").

2. REGISTERED OFFICE

The registered office of the Company will be situated in Hong Kong.

3. OBJECTS<sup>ii</sup>

The objects of the Company are:-

- (1) To advocate the business case for advancement of environmental protection which is beneficial to the Hong Kong community;
- (2) For advancement of environmental protection, to generate, market and implement, for the benefit of the Hong Kong community, projects and programs concerned with increasing awareness of, and participation in the uptake of clean technologies and practices, which reduce waste, conserve resources, prevent pollution, and improve corporate environmental responsibility;
- (3) For advancement of education, to educate, encourage, support and advise the community to improve the uptake of clean technologies and practices, which reduce waste, conserve resources, prevent pollution, and improve corporate responsibility;

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<sup>i</sup> The original name was "Centre of Environmental Technology Limited" which name was changed on November 1, 2000 to "Business Environment Council Limited (商界環保協會有限公司)".

<sup>ii</sup> As amended and adopted by special resolutions passed on October 6, 1992, April 17, 2001, February 3, 2004 and February 11, 2014.

- (4) In furtherance of the objects of the Company but not otherwise, to recruit an active membership including private companies, business associations, academic institutions and other organizations with similar objects;
- (5) In furtherance of the objects of the Company but not otherwise, to maintain and update information, and initiate, coordinate and manage research (including dissemination of the research findings to the public) for the private or public sectors related to sound environmental management and responsibility;
- (6) In furtherance of the objects of the Company but not otherwise, to operate award, certification and labeling programs that evaluate the performance of private or public sector projects, developments or products, to recognize and make more visible achievements and products or services that benefit the Hong Kong community;
- (7) In furtherance of the objects of the Company but not otherwise, to facilitate the sharing of best practice, and transfer of technologies and innovative solutions;
- (8) On a non-profit making basis, to sponsor or to seek sponsorship for the production of educational films, television and radio programmes and videos and for the publication of articles, books and other written material connected with the objects of the Company and to sponsor and encourage the dissemination of information discussion and lectures in connection with industrial and environmental pollution;
- (9) In furtherance of the objects of the Company but not otherwise, to carry out and perform all and any other lawful acts, works or things as are of a charitable nature;
- (10) To apply for, invite and collect from members of the Company or from any other persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance and to apply or donate any money, services or facilities for the purpose of achieving any of the foregoing objects;
- (11) In furtherance of the objects of the Company but not otherwise, to grant scholarships, donate money, provide funds, offer and award prizes, make gifts in kind and promise gifts to or for others whether charitable organisations or not for the purpose of charitable objects being carried out or achieved provided that such organisations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 4 and 5 hereof;
- (12) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company shall think necessary for the promotion of its objects, and to construct, maintain and

alter any buildings or erections necessary or convenient for the objects of the Company;

- (13) In furtherance of the objects of the Company but not otherwise, to demise, let or agree to demise and let, to accept surrenders of, to mortgage, sell and absolutely dispose of, to surrender, to grant rights of way and other easements over or otherwise howsoever to deal with all or any part or parts of the Company's land and hereditaments, messuages and tenements or any estate or interest therein respectively;
- (14) In furtherance of the objects of the Company but not otherwise, to purchase or otherwise acquire from the holders thereof shares in any company or undertaking carrying on any business which corresponds with the objects of the Company;
- (15) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as shall be thought expedient for the promotion of its objects;
- (16) To undertake and execute any trusts which may lawfully be undertaken by the Company and are conducive to its objects;
- (17) In furtherance of the objects of the Company but not otherwise, to borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures, mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property (both present and future) and undertaking and collaterally or further to secure any obligations of the Company by a trust deed or other assurance;
- (18) To invest the moneys of the Company not immediately required for its objects in a proper and prudent manner in or upon such investments, or to subscribe for or acquire or hold any shares, stocks, debentures on any other securities as may be thought fit;
- (19) Subject to Clauses 4 and 5 hereof, to employ and remunerate and, from time to time if thought fit, dismiss and replace with others such clerks or servants or other employees as the Company may think fit, lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as may be considered expedient;
- (20) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;
- (21) To obtain any ordinance, enactment or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's Memorandum and Articles of Association or for any other purpose which may seem expedient;

- (22) In furtherance of the objects of the Company but not otherwise, to subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other association or company having objects altogether or in part similar to those of the Company;
- (23) In furtherance of the objects of the Company but not otherwise, to establish or promote or concur in establishing or promoting any company or companies;
- (24) To procure the Company to be registered or recognised in any part of the world;
- (25) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, or any person or company that are conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company shall think it desirable to obtain and to carry out, exercise and comply therewith;
- (26) To support or, as the case may require, oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or, as the case may require, prejudice the Company's interest;
- (27) Subject to Clauses 4 and 5 hereof, to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company and the wives, widows, families and dependents of any such persons and make payments to or towards the insurance of any such persons as aforesaid;
- (28) Subject to Clauses 4 and 5 hereof, to give any remuneration or other compensation (in cash or in any other manner the Board may think fit) to any person for services rendered in the conduct or course of the Company's administration and operations but so that no Director of the Company shall be appointed to any salaried office with the Company;
- (29) Generally to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- (30) In furtherance of the objects of the Company but not otherwise, to payout of the funds of the Company all expenses which the Company may lawfully pay with respect to the incorporation and registration of the Company;
- (31) To apply money for any of the objects hereof;
- (32) To carry out any other lawful acts or things which are incidental or conducive to the attainment of the above objects or any of them;

Provided that:-

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organizations of employers;
- (iii) the powers set forth in the Seventh Schedule of the Ordinance are hereby excluded.

#### 4. USE OF INCOME AND PROPERTY<sup>iii</sup>

No Directors or member of the governing body of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Company to any Directors or member of the governing body. The income and property of the Company, wheresoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Company.

#### 5. REMUNERATION, INTEREST AND RENT<sup>iv</sup>

Notwithstanding the provisions of Clause 4 of this Memorandum of Association, nothing herein contained shall prevent the payment, in good faith, by the Company of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company not being a Director or member of the governing body of the Company, in return for any service actually rendered to the Company, nor prevent the payment of interest at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollars loans, on money lent or reasonable and proper rent for premises demised or let, by any member to the Company.

#### 6. LIMITED LIABILITY

The liability of the members of the Company is limited.

#### 7. CONTRIBUTION TO ASSETS

Every member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while such person is a member or

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<sup>iii</sup> As amended by special resolution passed on February 11, 2014.

<sup>iv</sup> As amended by special resolution passed on February 11, 2014.

within one year thereafter, for payment of the debts and liabilities of the Company contracted before such person ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding HK\$100.00.

8. APPLICATION OF EXCESS PROPERTY<sup>v</sup>

If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 4 and 5 of the Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and, in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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<sup>v</sup> As amended by special resolution passed on February 11, 2014.

WE, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) George Spyridon Cardona,  
904 La Hacienda,  
Mount Kellett Road,  
The Peak, Hong Kong  
Bank Officer

(Sd.) Humphrey George Headlam Keenlyside,  
No. 6 Sakura Garden, G/F, .  
77a Sing Woo Road,  
Happy Valley,  
Hong Kong.  
Lawyer

Dated the 30th day of January, 1992.

WITNESS to the above signatures:

Address:-

(Sd.) Lousia Fung Wai Kam  
5/F, Rear Block  
5 Chancery Lane  
Central  
Hong Kong  
PR Executive

THE COMPANIES ORDINANCE (CAP. 32)

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

(As amended and adopted by the special resolutions passed on October 6, 1992,  
April 17, 2001 and February 11, 2014)

of

**BUSINESS ENVIRONMENT COUNCIL LIMITED**  
**商界環保協會有限公司**

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**DEFINITIONS**

1. In these Articles, except where the context otherwise requires:-

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|---------------------------------|--|
| "Company"                       | means the Company incorporated as "BUSINESS ENVIRONMENT COUNCIL LIMITED 商界環保協會有限公司".   |
| "Associate Member"              | means a person for the time being admitted to membership of the <i>Company</i> in the category of Associate Member in accordance with the Articles and who shall have no right to vote at general meetings of the Company. |
| "The Board" and "the Directors" | means the Directors or the Directors present at a duly convened meeting of Directors at which a quorum is present.   |
| "Chairman"                      | means the person, for the time being elected by the Board, to hold the office of Chairman of the Board.  |
| "Council Member"                | means a person for the time being admitted to membership of the Company in the category of Council Member in accordance with the Articles and who shall have right to vote at general                                      |

meetings of the Company.

"Member"	means a person admitted to membership of the Company by the Board and whose name appears on the Register of Members for the time being.
"Office"	means the registered office, for the time being, of the Company.
"Ordinance"	means the Companies Ordinance, Chapter 32 of the laws of Hong Kong and any modifications thereto.
"Register"	means the Register of Members of the Company to be kept pursuant to Section 95 of the Ordinance.
"Rules"	means the rules, regulations and bye-laws of the Company from time to time made by or under the authority of the Board.
"Seal"	means the common seal of the Company.

References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.

### **PRELIMINARY**

2. The regulations contained in Table C in the First Schedule to the Ordinance shall not apply to the Company.

### **MEMBERSHIP**

3. The number of Members with which the Company proposes to be registered is unlimited.

4. There shall be the following classes of members:

- (a) Council Member, who shall have right to vote at general meetings of the Company and
- (b) Associate Member, who shall have no right to vote at general meetings of them Company.

and such other classes as may from time to time be determined by the Board.

5. The Board shall have the rights to determine the respective rights and obligations of the Members within each class and to make provisions therefore in the Rules.

6. The Subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members of the Company.

7. Every application for membership shall be in such form as the Board shall from time to time prescribe.

8. (a) Applications for membership shall be considered by the Board or by such person or persons as they shall appoint to process such applications and who shall decide upon the admission or rejection of the applicant. The Board or its appointee shall not be obliged to inform, a rejected applicant of the reason for his rejection.

(b) A Member may terminate his membership at any time upon prior written notice to the Board.

### **GENERAL MEETINGS**

9. The Company shall, in each year, hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Company holds its first annual general meeting within 18 months of incorporation, it need not hold an annual general meeting in the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

10. Any general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

11. The Board may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. An extraordinary general meeting shall also be convened on a requisition of the Council Members in accordance with the Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two Council Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

12. Subject to Section 116C of the Ordinance, an annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, date and time of the meeting and, in the case of special business, the general nature of that business and shall be given in any manner specified in these Articles or in such other manner if any as may be prescribed by the Company in general meeting to such persons as are, under these Articles entitled to receive notices from the Company.

13. A meeting of the Company shall, notwithstanding that it is called by shorter notice than prescribed in Article 12, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as an annual general meeting, by all the Council Members entitled to attend and vote at the meeting and, in the case of any other meeting, by a majority in number of the Council Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent. of the total voting rights of all the Council Members entitled to attend and vote at the meeting.

14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Council Member shall not invalidate the proceedings at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

15. Any corporation which is a Council Member of the Company 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 and such person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation would exercise if it were an individual Council Member of the Company.

16. The quorum for any general meeting shall be 3 Council Members in person and the quorum must continue to be present throughout the meeting.

17. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting except for consideration of the accounts, balance sheets and the reports of the Directors and auditors, the election of the Directors in place of those retiring and appointing and fixing the remuneration of the auditors.

18. If within 15 minutes from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of Council Members, shall be dissolved but, in any other case, it shall be adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Board may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Council Members present shall be a quorum.

19. The Chairman shall preside as chairman at every general meeting but if at any meeting he is not present at the time appointed for holding the meeting or is unwilling to preside, the Directors present shall choose one of their number to preside as chairman.

20. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 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.

21. 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 demanded (before or on the declaration of the result of the show of hands):-

- (a) by the Chairman; or
- (b) by at least 2 Council Members present in person or by proxy; or
- (c) by any Council Member or Council Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Council Members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

22. Except as provided in Article 24, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

24. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## **VOTES OF MEMBERS**

25. Each Council Member shall have one vote.

26. Any instrument appointing a proxy shall be in writing in such form as the Board may approve and shall be deposited at the Office not later than the time for holding the general meeting to which it refers. A proxy shall be entitled to demand or join in demanding a poll and need not be a Council Member and on a poll votes may be given either personally or by proxy.

27. Associate Members shall not be entitled to receive notice of, nor to attend nor vote at any general meeting.

28. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

**BUSINESS ENVIRONMENT COUNCIL LIMITED**  
**商界環保協會有限公司**  
(the "Company")

"I/We [ ] of [ ], being a Council Member/Members of the Company, hereby appoint [ ] of [ ] or failing him [ ] of [ ], as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be general meeting of the Company to be held on the [ ] day of [ ] 20 [ ], and at any adjournment thereof.

Signed this [ ] day of [ ] 20 [ ]".

29. Where it is desired to afford Council Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

**BUSINESS ENVIRONMENT COUNCIL LIMITED**  
**商界環保協會有限公司**  
(the "Company")

"I/We [ ] of [ ], being a Council Member/Members of the Company, hereby appoint [ ] of [ ] or failing him [ ] of [ ], as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be general meeting of the Company to be held on the [ ] day of [ ] 20 [ ], and at any adjournment thereof.

Signed this [ ] day of [ ] 20 [ ].

This form is to be used \*in favour of the resolution. Unless instructed, the proxy against will vote as he thinks fit.

\*Strike out whichever is not desired.".

30. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation. in writing of such death, insanity or revocation as aforesaid shall have been

received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **DIRECTORS**

32. The management of the Company and of its property and funds shall be vested in the Board which shall comprise not more than 20 persons.

33. The first Directors shall be elected by nomination in writing by the subscribers to these Articles.

34. The Board shall be entitled to elect a Deputy Chairman of the Board for such period of time and in connection with such duties as the Board shall decide and if any such person is so appointed he shall carry out the duties of the Chairman if the Chairman is absent for any meetings of the Board. The Board may elect more than one Deputy Chairman to serve at anyone time.

35. Each Director may by written notification to the Company nominate any other person to act as alternate Director in his place and at his discretion in similar manner remove such alternate Director. The alternate Director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company; and each alternate Director, whilst acting as such, shall exercise and discharge all the functions, powers and duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate Director. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of a Director to any resolution in writing of the Directors or a committee of the Directors shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointed. Any Director of the Company who is appointed an alternate Director shall be considered as two Directors for the purpose of making a quorum of the Board. Any person appointed as an alternate Director shall vacate his office as such alternate Director if and when the Director by whom he has been appointed removes him or vacates office as Director. A Director shall not be liable for the acts or defaults of any alternate Director appointed by him.

## **POWERS OF DIRECTORS**

36. The Directors may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Company in general meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

37. All cheques drawn on the Company's bank account or accounts, all orders for payment and other negotiable instruments made or issued by the Company, all receipts for moneys paid to the Company and all other contracts entered into by the Company in the ordinary course of business, shall be signed, drawn, accepted, endorsed, or

otherwise executed as the case may be, in such manner as the Board shall from time to time by resolution determine.

38. In furtherance of the objects of the Company but not otherwise, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, 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.

39. Subject to Clauses 4 and 5 of the Memorandum of Association, the Directors shall have power to employ and dismiss staff of the Company and to make provision for pensions, gratuities, retirement and other benefits for such staff, and to appoint the Executive Director of the Company who will be accountable to the Board, to deal with all matters relating to staff of the Company.

40. The Directors shall appoint, and may remove, a Secretary, and such other officers as the Board may, from time to time, think fit.

41. The Directors may delegate in writing any of its powers to committees or subcommittees to be appointed by it, consisting of such persons as the Board may think fit, and may from time to time revoke such delegation or revoke the appointment of and discharge any such committee or sub-committee either wholly or in part and either as to persons or purposes.

42. The Directors shall provide for the safe custody of the Seal which shall not be affixed to any instrument except by authority of a resolution of the Board. Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for this purpose.

43. The Directors shall cause minutes to be made in books provided for the purpose:-

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

### **PROCEEDINGS OF DIRECTORS**

44. The Directors may meet and regulate its operations as it thinks fit.

45. The quorum for a meeting of the Directors shall be 3 provided that if, within 15 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting the Directors present shall be a quorum.

46. The contemporaneous linking together by telephone or other means of communication of a number of Directors not less than the quorum, shall be deemed to constitute a meeting of the Board and all the provisions in these Articles as to meetings of the Board shall apply to such meetings so long as the following conditions are met:-

- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board shall be entitled' to receive notice of a meeting by telephone or other means of communication and to be linked by telephones or such other means for the purpose of such meeting. Notice of any such meeting may be given on the telephone or by any other means of communication;
- (b) each Director taking part in the meeting by telephone or other means of communication must be able to hear the other Directors taking part at the commencement of the meeting;
- (c) at the commencement of the meeting each Director must acknowledge his presence for the purpose of a meeting of the Board to all the other Directors taking part; and
- (d) at the commencement of the meeting one of the Directors present shall be designated by the other Directors present to act as a secretary for the purpose of taking minutes of the meeting in relation to that specific meeting.

47. A Director may not leave the meeting by disconnecting his telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he has previously obtained the express consent of the chairman of the meeting to leave the meeting as aforesaid.

48. A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairman of the meeting and by the Director designated as secretary of the meeting.

49. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

50. A Director may and the Secretary at any time, on the requisition of a Director, shall convene a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from Hong Kong.

51. The continuing Directors may continue to act, and to carry out all the functions of the Board notwithstanding any vacancy.

52. If, at any meeting of the Directors, the Chairman is not present at the meeting appointed for holding the same, any Deputy Chairman appointed pursuant to Article 34 shall be chairman of the meeting. If neither the Chairman nor a Deputy Chairman is

present at the time appointed for holding the meeting, the Directors present shall choose one of their number to be chairman of the meeting.

53. A resolution in writing (which shall include a facsimile letter or telex) signed by all the Directors for the time being present in Hong Kong shall be as effective as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents, each signed by one or more of the Directors.

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

55. The Board shall have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Board shall not at any time exceed the number fixed in accordance with these Articles.

56. The Company may by special resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Company.

57. The Company may by ordinary resolution appoint another person in place of a Director removed from office under the immediately preceding Article. Without prejudice to the powers of the Board under Article 55, the Company in general meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

### **DISQUALIFICATION OF DIRECTORS**

58. The office of a Director shall be vacated if such director:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited by law or court order from being a director of a company; or
- (c) becomes of unsound mind; or
- (d) resigns his office by notice in writing to the Company; or
- (e) shall for more than 6 months have been absent without permission of the Board from meetings of the Directors held during that period; or
- (f) is directly or indirectly interested in any contract (being a contract of significance in relation to the Company's operations) with the Company and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

A Director shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted.

### ACCOUNTS

59. The Board shall cause proper books of account to be kept with respect to:-
- (i) all sums of moneys received and expended by the Company and the matters in respect of which the receipt and expenditure take place;
  - (ii) the assets and liabilities of the Company;
  - (iii) all sales and purchases of goods by the Company; and
  - (iv) all other matters necessary to show a true and fair view of the financial state and condition of the Company.

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

61. The Board shall determine the extent to which the accounts and books of the Company or any of them shall be open to the inspection of Members, not being members of the Board, and no Member (not being a Director) shall have any right of inspection of any account, book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

62. The Directors shall from time to time in accordance with the provisions of the Ordinance, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.

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

### NOTICES

64. A notice may be served by the Company upon any Member by personal delivery at or by sending it through the post to the address of the Member appearing in the Register (which shall be an address in Hong Kong) or by telex or facsimile transmission. In the case of the service of notice by post, it shall be deemed to have been served on the third day following that on which the letter containing the same is put in the post and in the case of a telex or facsimile transmission and shall be deemed to have been served at the time of dispatch. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed in accordance with this article and sent as a prepaid letter that, in the case of a notice sent by telex, the correct answer back was given and in the case of a facsimile transmission that the facsimile number used was that of the Member being served with such notice.

## **INDEMNITY**

65. Every Director, and any officer, servant or agent for the time being of the Company shall be indemnified out of assets of the Company against any liability incurred by him in relation to the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.

## **WINDING UP**

66. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

(Sd.) George Spyridon Cardona,  
904 La Hacienda,  
Mount Kellett Road,  
The Peak, Hong Kong  
Bank Officer

(Sd.) Humphrey George Headlam Keenlyside,  
No. 6 Sakura Garden, *G/F*,  
77a Sing Woo Road,  
Happy Valley,  
Hong Kong.  
Lawyer

Dated the 30th day. of January, 1992.  
WITNESS to the above signature;

Address:-

(Sd.) Lousia Fung Wai Kam  
5/F, Rear Block  
5 Chancery Lane  
Central  
Hong Kong  
PR Executive