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If you have sold or transferred all your shares in Lippo Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LIPPO LIMITED
力寶有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 226)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Lippo Limited to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 1st September, 2016 at 11:45 a.m. (or so soon thereafter as the annual general meeting of Lippo China Resources Limited convened for 11:00 a.m. on the same date shall be concluded or adjourned) or any adjourned meeting thereof to approve matters referred to in this circular is set out on pages 101 to 106 of this circular.

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of Lippo Limited at 24th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting thereof. Completion and return of the form of proxy shall not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should they so desire.

29th July, 2016

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LIPPO LIMITED
力寶有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 226)

Executive Directors:

Dr. Stephen Riady (*Chairman*)
Mr. John Luen Wai Lee, BBS, JP
(Managing Director and Chief Executive Officer)

Registered Office:

24th Floor, Tower One
Lippo Centre
89 Queensway
Hong Kong

Non-executive Directors:

Mr. Jark Pui Lee, SBS, OBE, JP
Mr. Leon Nim Leung Chan

Independent Non-executive Directors:

Mr. Edwin Neo
Mr. Victor Ha Kuk Yung
Mr. King Fai Tsui

29th July, 2016

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES,
PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide shareholders (the “Shareholders”) of Lippo Limited (the “Company”) with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions mentioned herein which will be dealt with at the annual general meeting of the Company to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 1st September, 2016 at 11:45 a.m. (or so soon

LETTER FROM THE BOARD

thereafter as the annual general meeting of Lippo China Resources Limited convened for 11:00 a.m. on the same date shall been concluded or adjourned) (the “Annual General Meeting”) and to convene the Annual General Meeting, notice of which is set out on pages 101 to 106 of this circular (the “AGM Notice”).

At the Annual General Meeting, resolutions will be proposed to grant the directors of the Company (the “Directors”) a general mandate to issue shares in the capital of the Company (the “Shares”) and a general mandate to buy-back Shares, since the previous general mandates granted to the Directors at the annual general meeting of the Company held on 10th September, 2015 will expire on conclusion of the Annual General Meeting. In accordance with the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), all proposed buy-back of securities by the Company must be approved by the Shareholders in general meeting by way of ordinary resolution, either granting a general mandate or specific approval of a particular transaction. An explanatory statement as required by the Listing Rules containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution set out in the AGM Notice approving the grant of a mandate to the Directors to exercise the powers of the Company to buy-back Shares is set out in the section headed “General Mandate to Buy-back Shares” below. Resolutions will also be proposed to re-elect the retiring Directors. It will also be proposed at the Annual General Meeting as a special resolution that the articles of association of the Company (the “New Articles”) be adopted to substitute the existing articles of association (the ‘Existing Articles’, a reference to an Existing Article is a reference to a provision in the Existing Articles) of the Company. This circular sets out such information in relation to the proposed mandates to issue and buy-back Shares, the adoption of the New Articles, details of the re-election of retiring Directors and the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution, as set out in the AGM Notice, will be proposed which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares representing up to 20 per cent. of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. In addition, conditional upon the proposed resolution to authorise the buy-back of Shares as is more particularly described under the section headed “General Mandate to Buy-back Shares” being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of issued Shares purchased under the authority to buy-back subject to a maximum number equivalent to 10 per cent. of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. The general mandate to issue Shares will be valid for the period from the date of passing the ordinary resolutions as set out in paragraphs 5A and 5C of the AGM Notice (the “Ordinary Resolutions 5A and 5C”), until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the

LETTER FROM THE BOARD

expiration of the period within which the next annual general meeting is required by any applicable law of Hong Kong or the articles of association of the Company (the “Articles”) to be held; and (iii) the authority set out in Ordinary Resolutions 5A and 5C being revoked or varied by way of ordinary resolution of the Company in general meeting. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

GENERAL MANDATE TO BUY-BACK SHARES

Explanatory Statement

General information

At the Annual General Meeting, an ordinary resolution, as set out in the AGM Notice, will be proposed which, if passed, will give the Directors a general and unconditional mandate to exercise all the powers of the Company to buy-back issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be bought-back pursuant to such mandate will be limited to such number of Shares representing 10 per cent. of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting. For your information, on 25th July, 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to herein (the “Latest Practicable Date”), there were in issue an aggregate of 493,154,032 Shares. On the basis of this figure and assuming no further Shares are issued or bought-back prior to the Annual General Meeting, not more than 49,315,403 Shares may be bought-back on the Stock Exchange by the Company during the proposed purchase period pursuant to the general mandate proposed to be granted at the Annual General Meeting. The buy-back mandate will be valid for the period from the date of passing the ordinary resolution as set out in paragraph 5B of the AGM Notice (the “Ordinary Resolution 5B”), until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required by any applicable law of Hong Kong or the Articles to be held; and (iii) the authority set out in Ordinary Resolution 5B being revoked or varied by way of ordinary resolution of the Company in general meeting. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

LETTER FROM THE BOARD

While it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy-back Shares, the Directors believe that the grant of a general mandate to buy-back Shares would allow the Company additional flexibility that would be beneficial to the Company. The exercise of the buy-back mandate to buy-back Shares may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such buy-backs in circumstances where the Directors consider to be in the interests and for the benefit of the Company and its Shareholders. On the basis of the consolidated financial position of the Company as at 31st March, 2016 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital or gearing position of the Company at that time and the number of Shares in issue at present, there may be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the buy-back mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company unless the proposed buy-backs are on terms favourable to the Company.

The Company is empowered by the Articles to buy-back its Shares. The Company proposes to make the buy-backs out of distributable profits or other funds which shall be legally permitted to be utilised for such purpose in accordance with the Articles and the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “New CO”).

Directors, their close associates and Core Connected Persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any close associates (as defined in the Listing Rules) of any of the Directors have any present intention, in the event that the resolution as set out in the AGM Notice is approved by the Shareholders, to sell any Shares to the Company.

No Core Connected Persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make buy-backs of Shares.

Listing Rules

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the proposed resolution set out in the AGM Notice and in accordance with the Listing Rules, all applicable laws of Hong Kong and the regulations set out in the Articles.

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Hong Kong Code on Takeovers and Mergers

If, on the exercise of the power to buy-back Shares in accordance with the resolution set out in the AGM Notice, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and thereby may in certain circumstances become obliged to make a mandatory offer for shares of the Company in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Lippo Capital Limited ("Lippo Capital") was beneficially interested in 363,558,219 Shares, representing approximately 73.72 per cent. of the total number of issued Shares. In the event that the Directors exercised in full the power to buy-back Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the shareholding of Lippo Capital in the Company would be increased to approximately 81.9 per cent. and such increase would not give rise to an obligation to make a general offer for shares under Rule 26 of the Takeovers Code.

The Directors are not aware of any obligation which would arise under the Takeovers Code as a consequence of any buy-back of its Shares by the Company.

The Directors have no intention to exercise the buy-back mandate to such extent as would cause the public float to fall below 25 per cent. or such other minimum percentage as prescribed by the Listing Rules from time to time.

Miscellaneous

During the six months immediately preceding the Latest Practicable Date, no Shares were bought-back by the Company.

During each of the twelve months immediately preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as set out in the Appendix I to this circular.

PROPOSED ADOPTION OF THE NEW ARTICLES

The New CO came into effect in March 2014 provides a modernized legal framework for the incorporation and operation of companies in Hong Kong. The requirement for a company to have a memorandum of association is abolished under the New CO and a company is only required to have articles of association.

LETTER FROM THE BOARD

In light of the changes introduced by the New CO, the Directors propose to adopt the New Articles to bring the Existing Articles in line with the New CO and to make other consequential and housekeeping changes. Accordingly, a special resolution will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, approve the adoption of the New Articles by the Company.

An explanatory statement on the adoption of the New Articles is set out in Appendix II to this circular. The New Articles, in a blacklined version showing details of the amendments to the memorandum and Existing Articles, is set out in Appendix III to this circular.

PARTICULARS CONCERNING DIRECTORS SEEKING RE-ELECTION AT THE ANNUAL GENERAL MEETING

In accordance with Article 120 of the Existing Articles, Messrs. Leon Nim Leung Chan and King Fai Tsui will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Details of the Directors proposed to be re-elected at the Annual General Meeting are as follows:

Mr. Leon Nim Leung Chan

Mr. Leon Nim Leung Chan (“Mr. Chan”), aged 60, was appointed an independent non-executive Director of the Company on 23rd May, 1997 and was re-designated as a non-executive Director of the Company on 30th September, 2004. He is also a non-executive director of Lippo China Resources Limited (“LCR”) and Hongkong Chinese Limited (“HKC”), both are subsidiaries of the Company and listed on the Stock Exchange. Mr. Chan is a member of the audit committee, remuneration committee and nomination committee of each of the Company, LCR and HKC. He is also a director of a subsidiary of HKC and a member of the supervisory board of a former subsidiary of HKC. Mr. Chan is an independent non-executive director of Midland Holdings Limited, a company listed on the Stock Exchange. Mr. Chan was an independent non-executive director of PanAsialum Holdings Company Limited, a company listed on the Stock Exchange. Save as disclosed herein, Mr. Chan has not held any directorship in other listed public companies for the last three years.

Mr. Chan is a practising lawyer and presently the principal partner of Messrs. Y.T. Chan & Co. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1980 and was also admitted as a solicitor in England in 1984 and in Victoria, Australia in 1985. He was a member of the Solicitors Disciplinary Tribunal from May 1993 to April 2008.

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Save as disclosed herein, as at the Latest Practicable Date, Mr. Chan did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Chan entered into a letter agreement for his appointment as a director with the Company for a term of two years commencing from 1st January, 2016, which is terminable by either party by giving three months’ prior written notice or in accordance with the provisions of the Articles. Mr. Chan is also subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Articles. With effect from 1st April 2016, Mr. Chan is entitled to receive a director’s fee of HK\$223,200 per annum, which was determined by reference to the prevailing market rate for non-executive directors of listed companies in Hong Kong. Mr. Chan is also entitled to receive additional fees for serving as members of various board committees of the Company. For the year ended 31st March, 2016, Mr. Chan received a director’s fee of HK\$216,000 from the Company and additional fees in the total amount of HK\$144,000 for serving as a member of the audit committee, remuneration committee and nomination committee of the Company. In addition, Mr. Chan received director’s fees (including fees for serving as members of various board committees) in the total amount of HK\$360,000 from LCR and HK\$390,000 from HKC and its subsidiary for the year ended 31st March, 2016.

Furthermore, Mr. Chan did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. King Fai Tsui

Mr. King Fai Tsui (“Mr. Tsui”), aged 67, was appointed an independent non-executive Director of the Company on 30th September, 2004. He is also an independent non-executive director of LCR and HKC. Mr. Tsui is the chairman of the remuneration committee and nomination committee and a member of the audit committee of each of the Company and LCR. He is the chairman of the audit committee, remuneration committee and nomination committee of HKC. He is an independent non-executive director of Vinda International Holdings Limited, China Aoyuan Property Group Limited and Newton Resources Ltd, all of which are listed on the Stock Exchange. Save as disclosed herein, Mr. Tsui has not held any directorship in other listed public companies for the last three years.

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Mr. Tsui was a director and senior consultant of a registered financial services company in Hong Kong up to his resignation on 30th June, 2016. He has over 30 years of extensive experience in accounting, finance and investment management, particularly in investments in mainland China. He worked for two of the Big Four audit firms in the United States of America and Hong Kong and served in various public listed companies in Hong Kong in a senior capacity.

He is a Fellow of the Hong Kong Institute of Certified Public Accountants, a member of the Chartered Accountants Australia and New Zealand and a member of the American Institute of Certified Public Accountants. He graduated from the University of Houston, Texas, the United States of America and holds a Master of Science in Accountancy and a Bachelor of Business Administration with first class honours.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Tsui did not have any relationship with any Director, senior management, substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Tsui was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Tsui entered into a letter agreement for his appointment as an independent non-executive director with the Company for a term of two years commencing from 30th September, 2014, which was terminable by either party by giving three months' prior written notice or in accordance with the provisions of the Articles. Mr. Tsui is also subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Articles. With effect from 1st April, 2016, Mr. Tsui is entitled to receive a director's fee of HK\$223,200 per annum, which was determined by reference to the prevailing market rate for independent non-executive directors of listed companies in Hong Kong. Mr. Tsui was also entitled to receive additional fees for serving as chairmen and/or members of various board committees of the Company. For the year ended 31st March, 2016, Mr. Tsui received a director's fee of HK\$216,000 from the Company and additional fees in the total amount of HK\$144,000 for serving as chairmen and/or members of the audit committee, remuneration committee and nomination committee of the Company (as the case may be). In addition, Mr. Tsui received director's fees (including fees for serving as chairmen and/or members of various board committees) in the total amount of HK\$360,000 from LCR and approximately HK\$384,000 from HKC for the year ended 31st March, 2016.

LETTER FROM THE BOARD

Furthermore, Mr. Tsui did not have any matter that was required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or that needed to be brought to the attention of the Shareholders as at the Latest Practicable Date.

Mr. Tsui has served as independent non-executive Director of the Company for more than nine years and his re-election as Director will be subject to a separate resolution to be approved by the Shareholders at the Annual General Meeting. In addition to his confirmation of independence in accordance with Rule 3.13 of the Listing Rules, Mr. Tsui continues to demonstrate the attributes of an independent non-executive director by providing independent views and advice and there is no evidence that his tenure has had any impact on his independence. The Directors are of the opinion that Mr. Tsui remains independent notwithstanding the length of his service. The Directors also believe that his valuable knowledge and experience in the business of the Company and its subsidiaries and his external experience continue to generate significant contribution to the Company and the Shareholders as a whole. Furthermore, the nomination committee of the Company reviewed the eligibility of Mr. Tsui seeking for re-election at the Annual General Meeting and also reviewed and assessed the annual confirmation of independence of Mr. Tsui provided pursuant to Rule 3.13 of the Listing Rules. The board of Directors of the Company (the “Board”), through the assessment and recommendation by the nomination committee, is of the opinion that Mr. Tsui has met the independence guidelines of Rule 3.13 of the Listing Rules. With the reasons above, the Board considers that Mr. Tsui is independent for the purpose of acting as independent non-executive Director of the Company and thus recommends Mr. Tsui for re-election as a Director at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 101 to 106 of this circular.

A form of proxy is enclosed with this circular for use at the Annual General Meeting. Whether or not you intend to be present at the meeting, you are requested to complete and return the enclosed form of proxy to the registered office of the Company at 24th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof in person if you so wish.

LETTER FROM THE BOARD

VOTING BY POLL AT GENERAL MEETINGS

Pursuant to the requirements under the Listing Rules, any votes of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the Listing Rules, decides to allow a resolution to be voted on by a show of hands. Therefore, the chairman of the Annual General Meeting will exercise his power under the Articles to demand a poll for each resolution set out in the AGM Notice. The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.lippold.com.hk as soon as possible after the conclusion of the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors are of the opinion that (i) the proposed grant of the general mandates to issue and buy-back Shares; (ii) the proposed adoption of the New Articles; and (iii) the proposed re-election of retiring Directors, in each case as described in this circular, are in the interests of the Company and the Shareholders, and accordingly, recommend you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
LIPPO LIMITED
Stephen Riady
Chairman

During each of the twelve months immediately preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|------------------------------|--------------------------------|-------------------------------|
| 2015 | | |
| July | 4.80 | 3.65 |
| August | 4.45 | 3.58 |
| September | 4.00 | 3.58 |
| October | 4.71 | 4.00 |
| November | 4.29 | 4.10 |
| December | 4.22 | 4.00 |
| 2016 | | |
| January | 4.25 | 4.07 |
| February | 4.28 | 4.08 |
| March | 4.34 | 4.15 |
| April | 4.95 | 4.24 |
| May | 4.84 | 4.38 |
| June | 4.68 | 4.39 |
| July (up to 25th July, 2016) | 4.95 | 4.50 |

1. INTRODUCTION

In March 2014, the predecessor Companies Ordinance (Chapter 32 of the Laws of Hong Kong, which was in force immediately prior to 3rd March, 2014) (the “Predecessor Companies Ordinance”) was substantially replaced by the New CO. The New CO provides a modernized legal framework for the incorporation and operation of companies in Hong Kong. In response to the introduction of the New CO, it is proposed that the New Articles to be adopted to replace the memorandum of association (the “Memorandum”) and the Existing Articles and to bring the Existing Articles in line with the New CO. At the same time, certain administrative and housekeeping amendments are proposed to be made to the Existing Articles.

Set out below is a summary of, and the reasons for, the principal amendments proposed to be made to the Memorandum and Existing Articles.

2. REMOVAL OF THE MEMORANDUM

The “objects” clause of a company incorporated under the Predecessor Companies Ordinance is contained in its memorandum of association and sets out the scope of activities the company has the power to undertake. Since the introduction of Section 5(1A)(b) of the Predecessor Companies Ordinance in 1997, the “objects” clause in the memorandum of association of companies has been optional for many companies incorporated in Hong Kong, including the Company. The “objects” clause of a company incorporated in Hong Kong has also become less significant given the effective abolition of the doctrine of *ultra vires* in relation to corporate capacity in the same year and that all such companies now have the capacity and rights of a natural person. Further, under the New CO, a company’s “objects” are unrestricted unless its articles of association provides otherwise.

Separately, the requirement for a company to have a memorandum of association is abolished under the New CO and only articles of association are required. All conditions contained in a company’s memorandum of association which were in force immediately prior to the commencement of the New CO are regarded as provisions of the company’s articles under Section 98(1) of the New CO, except that the condition relating to the amount of registered share capital of a company and its division into shares of a fixed amount is deemed deleted under Section 98(4) of the New CO.

Given the above, and for clarity, the Directors propose to pass a special resolution to adopt the New Articles which, among other things, do not include any “objects” clauses and bring various provisions contained in the Existing Articles in line with the requirements under the New CO, in substitution for the Memorandum and Existing Articles in their entirety in the special resolution as set out in paragraph 6 of the AGM Notice. Relevant conditions or information in the Memorandum to be retained as part of the New Articles is expressly included in the New Articles, rather than solely relying on the deeming provisions under the New CO.

3. ADOPTION OF THE NEW ARTICLES

The Existing Articles will be replaced in their entirety by the New Articles. Set out below are a summary of the principal differences between the New Articles and the Existing Articles.

Amendments made in response to the changes introduced by the New CO

(a) Introductory paragraphs

Article 1 of the New Articles dis-applies Schedule 1 to the Companies (Model Articles) Notice.

The name clause and the members' limited liability clauses were previously contained in the Memorandum before its removal. Under the New CO, those clauses are regarded as being included in the Existing Articles and the Directors propose restating them as Articles 2 to 4 of the New Articles.

(b) Abolition of concepts of "nominal value" and "authorised share capital"

The amendments to the Articles 3, 7, 66(A) and (B), 70, 78(ii), 82, 131(B)(i), 163(A), 167(A)(i)(d), 167(A)(ii)(d) (re-numbered as Articles 6, 10, 62(A) and (B), 66, 72, 75, 122(B)(i), 153(A), 157(A)(i)(d) and 157(A)(ii)(d) of the New Articles) and Article 178 (in relation to the deletion of the reference to the subscription rights reserve, conversion rights reserve and capital redemption reserve fund) of the Existing Articles reflect the abolition under Section 135 of the New CO of the concepts of nominal value and authorized capital. Particularly, references to these concepts and related concepts, including "par", "original capital", "nominal amount", "premium", "share premium account", "subscription rights reserve" and "capital redemption reserve", are re-drafted or deleted as appropriate.

(c) Directors' powers to deal with securities of the Company

Article 7(B) of the New Articles reflects the changes introduced by Section 235(1) of the New CO which authorizes the Directors to determine the terms, conditions and manner of redemption of shares if authorized by the Company's articles of association.

(d) Share warrants to bearer

The deletion in Article 7(C) of the New Articles of the reference to share warrants to bearer reflects the change introduced by Section 139 of the New CO, which repealed the power of companies to issue share warrants to bearer.

(e) *Alteration of capital*

Section 170 of the New CO introduced additional ways of altering a company's share capital. The Directors propose amending Articles 6 and 66 of the Existing Articles (re-numbered as Articles 9 and 62 of the New Articles) to align them with the New CO by permitting the Company to alter its share capital in any one or more of the ways permitted under the New CO. Provisions have also been added to Articles 54, 59 and 66(A)(ii) of the Existing Articles (Article 66(A)(ii) re-numbered as Article 62(A)(ii)) to reflect that the Company can cancel shares which have been forfeited.

(f) *Directors' power to refuse to register transfers without giving reasons*

The amendments to Articles 37(A) and 38 of the Existing Articles (re-numbered as Articles 39(A) and 40 of the New Articles) reflect the changes introduced by Section 151 of the New CO which requires a company to provide a statement of reasons when the registration of a share transfer is refused, if requested by the transferee or the transferor.

(g) *Stock*

Articles 62, 63, 64 and 65 of the Existing Articles are deleted and the definition of "share" in Article 2 of the Existing Articles (re-numbered as Article 5 in the New Articles) is amended to reflect the changes introduced by Section 138 of the New CO which repeals the power of a company to convert its shares into stock.

(h) *General meetings*

Article 75 of the Existing Articles (re-numbered as Article 70 of the New Articles) requires the Company to hold an annual general meeting in accordance with the New CO, which provides, amongst other things, that an annual general meeting shall be held within 6 months after the end of its accounting reference period by reference to which the financial year is to be determined as introduced by Section 610 of the New CO.

Article 76 of the Existing Articles is deleted and Article 77 of the Existing Articles (re-numbered as Article 71 of the New Articles) is amended as the concept of an "extraordinary general meeting" is not retained under the New CO. All general meetings of a company (other than its annual general meetings) are simply referred to as "general meetings" under the New CO.

Article 78 of the Existing Articles (re-numbered as Article 72 of the New Articles) reflects the change introduced by Section 571(1)(b)(i) of the New CO which provides that the notice period for all general meetings of a limited company (except annual general meetings) is 14 days. It is also amended to reflect the requirements on the content of the notice under the New CO.

(i) *Special business*

Article 81 of the Existing Articles, which differentiates between “ordinary business” and “special business” at an annual general meeting, is deleted as the concept of “special business” is not retained under the New CO.

(j) *Poll*

Article 86 of the Existing Articles (re-numbered as Article 79 of the New Articles) reflects the change introduced by Section 591(2)(b) of the New CO which reduces the threshold requirement for members to demand a poll from 10 per cent. to 5 per cent. of the total voting rights of all the members having the right to vote at that meeting.

(k) *Proxy arrangements*

The changes in relation to proxy arrangements in the New Articles include the following:

- (i) Article 95 of the Existing Articles (re-numbered as Article 88 of the New Articles) reflects the change introduced by Section 588(2) of the New CO which provides that, on a vote by show of hands, if a member appoints more than one proxy, none of the proxies so appointed are entitled to vote.
- (ii) Article 102 of the Existing Articles (re-numbered as Article 95 of the New Articles) reflects the change introduced by Section 599 of the New CO which allows documents relating to proxies to be in electronic form.
- (iii) Articles 102 and 105 of the Existing Articles (re-numbered as Articles 95 and 98 of the New Articles) (I) reflect the requirements on notice periods in respect of appointing and terminating a proxy as set out in sections 598 and 604 of the New CO; and (II) contain clarifying wording that only documents (e.g. proxy, written notice etc.) actually received by the Company shall be taken into account by Company.

(l) Entities connected with the Directors and close associates of the Directors

Articles 118 and 119 of the Existing Articles (merged and re-numbered as Article 111 of the New Articles) reflect the changes introduced in Part 11, Division 5 of the New CO in relation to the declaration by each Director of the material interests of entities connected with the Director (as defined in Section 486 of the New CO) in any transaction, arrangement or contract (or any proposed transaction, arrangement or contract) with the Company.

The reference to “close associate” (defined in Article 5 of the New Articles) instead of “associate” reflects amendments to the Listing Rules made in July 2014 relating to connected transactions requirements and the definitions of connected persons, close associates and associates. The definition of “associate” in Article 2 of the Existing Articles is deleted and the definition of “close associates” has been inserted.

(m) Use of seal and execution of documents

Article 155(D) of the Existing Articles (re-numbered as Article 146(D) in the New Articles) allows the Company to, in accordance with the provisions of the New CO, execute deeds in writing without affixing its common seal, as permitted by Section 127 of the New CO.

(n) Terminology

Article 8 of the New Articles reflects the new terminology of “share buy-back” used in the New CO.

Articles 180 to 183 of the Existing Articles (re-numbered as Articles 171 to 174 of the New Articles) and the definition section reflect the new terminology used in the New CO for various financial documents that the Directors are required to prepare and put forward in the annual general meeting, for example, “reporting documents” instead of “relevant financial documents” and “accounting records” instead of “books of account”.

(o) Indemnity for Directors’ liabilities

Article 197 of the Existing Articles (re-numbered as Article 188 of the New Articles) allows the Company to indemnify the liability of Directors and other officers to the fullest extent permitted by the New CO. Such rights and limitations are set out in section 468 of the New CO.

Amendments made for minor housekeeping purposes*(p) General*

Other administrative and house-keeping amendments to the New Articles are also proposed, including consequential amendments in line with the above amendments to the New Articles as well as the updating of certain provisions with reference to the Listing Rules currently in force and deleting the articles which have no practical use. New definitions are proposed to be added to improve the clarity and readability of the articles of association generally.

~~THE COMPANIES ORDINANCE (CHAPTER 32)~~~~Company Limited by Shares[#]~~

[#]By a Special Resolution passed on 17th February, 1973, the Company was converted into a public company.

~~MEMORANDUM OF ASSOCIATION~~~~OF~~~~*LIPPO LIMITED~~~~力寶有限公司~~

[#]Name changed from Public Finance (H.K.) Limited 萬業財務(香港)有限公司 to Lippo Limited 力寶有限公司 on 30th July, 1991.

1. ~~The name of the Company is *‘‘LIPPO LIMITED 力寶有限公司’’.~~
2. ~~The registered office of the Company will be situate in the Colony of Hong Kong.~~
3. ~~The objects for which the Company is established are:-~~
 - (1) ~~To carry on business as capitalists financiers concessionaires and merchants for the promotion of the sale for cash or on credit or on an instalment plan hire purchase hire agreement or otherwise of aircraft vehicles goods machinery wares and merchandise of any kind whatsoever and to carry on undertake and execute all kinds of financial commercial trading and other operations.~~
 - (2) ~~The accumulation of capital by means of subscriptions or otherwise and also by borrowing money from such persons, depositors or any other persons on such security and upon such terms as may from time to time be arranged. To advance or lend any of the aforesaid capital or other moneys of the Company for the time being to such persons, depositors and others on such terms and upon such security as may seem expedient or as may be thought fit; the discounting, buying, drawing, making, accepting, endorsing, executing, issuing, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, exchanges, warrants, debentures, certificates, scrip and other instruments and securities, choses in action of every kind whether transferrable or negotiable, or not, the granting and issuing of letters of credit and circular notes; the acquiring, holding, issuing on commission, underwriting and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, securities and investments of all kinds; the acquisition, holding and dealing with movable and immovable property of all kinds; the negotiating of loans and advances; the receiving of money and valuables on deposit, or for safe custody, or otherwise; the issuance of deposit or other receipts or acknowledgments either in a negotiable or transferrable form or otherwise in respect of moneys deposited but not to carry on banking business within the meaning of the Banking Ordinance.~~

- (3) ~~To receive deposits and to advance deposit or lend money securities and properties to or with such persons and on such terms as may seem expedient but not to carry on banking business within the meaning of the Banking Ordinance.~~
- (4) ~~To guarantee or to become liable for the payment of money for the purpose of any obligations and generally to transact all kinds of guarantee and agency business.~~
- (5) ~~To purchase take on lease or in exchange or otherwise acquire for investment or resale, and to traffic in lands, houses, buildings, plantations, and immovable property of any tenure or any interest therein, and any movable property of any description or any interest therein, and to create, sell, and deal in freehold and leasehold ground rents, and generally to acquire, deal in, traffic by way of sale, lease, exchange, or otherwise with property of every description, whether immovable or movable, real or personal in the Colony of Hong Kong or otherwise.~~
- (6) ~~To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement or selling by instalment agreement, and advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers and others. To buy and sell all kinds of materials for the erection of buildings of whatever description, concrete or otherwise.~~
- (7) ~~To hold, sell, deal, purchase and acquire any shares, stocks, debentures, debenture stock, bonds, obligations securities or any interest in any capital revenue or profit of any corporation company society partnership or firm by original subscriptions, tender, purchase, exchange, or otherwise, and to subscribe for the same, either conditionally or otherwise, and to underwrite or guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident the ownership thereof.~~
- (8) ~~To provide all or any of the undermentioned services or facilities in any part of the world:-~~
- ~~(i) investment management, analysis and advice.~~
 - ~~(ii) market and credit investigation and research.~~
 - ~~(iii) business, financial, taxation and economic advice and information.~~

- ~~(iv) computer, data control and information services of all kinds.~~
- ~~(v) management consultancy and the provision and engagement of personnel.~~
- ~~(vi) such other services and facilities whether similar to or dissimilar from the foregoing as the Directors may from time to time think fit.~~
- (9) To take part in the formation, management, supervision, or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents.
- (10) To acquire and undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for cooperation, or for limiting competition, or for mutual assistance with any such person, firm, or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any Shares, Debentures, Debenture Stock, or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture stock, or securities so received.
- (11) To invest money at interest on the security of immovable property or any interest therein or on the security of any movable property or assets of any kind.
- (12) To invest and deal with the moneys of the Company not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (13) To negotiate loans, and to issue on commission or otherwise, underwrite, guarantee, subscribe for, take, acquire, and hold, sell, exchange and deal in, and give any guarantee in respect of and as registrars of any stocks, shares, bonds, funds, obligations or securities of any government, municipal or other public authority or any corporation, company or association.
- (14) To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company.
- (15) To construct, maintain, improve, develop, work, control, and manage any waterworks, gasworks, reservoirs, roads, tramways, electric power, heat and

~~light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control, and management thereof.~~

- ~~(16) To carry on all or any of the following businesses, namely, builders and contractors, decorators, merchants, and dealers in stone, sand, lime, bricks, timber, hardware, and other building requisites, brick and tile and terra cotta makers, jobmasters, carriers, licensed victuallers, and house agents.~~
- ~~(17) To finance and engage or be concerned in hire-purchase and deferred payment agreements in relation to the sale and purchase of any goods or other articles of merchandise that can be traded with upon the hire-purchase system or any system of deferred payments for the purchase of same, and to deal in any goods or other articles of merchandise in which the Company has been interested.~~
- ~~(18) To carry on business as financiers, concessionaires, commercial agents, mortgage brokers, financial agents and advisors; to advance and borrow money, negotiate loans and lend money with or without security, including the advancing or lending of money to finance hire-purchase and deferred payment agreements, discount and credit facilities, in respect of any property or assets.~~
- ~~(19) To carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.~~
- ~~(20) To purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or engage in or possessed of property suitable for the purposes of or that may be conducive to the interests of this Company.~~
- ~~(21) To lend and advance money with or without security upon such terms as may be arranged or give credit to such persons firms, or companies and on such terms as may seem expedient, and to give guarantees or become security for any such persons, firms, or companies.~~
- ~~(22) To carry on the business of Merchant Banking and all matters ancillary thereto.~~

- (23) ~~To improve, manage, cultivate, develop, exchange let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.~~
- (24) ~~To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures or Debenture Stock (perpetual or otherwise), and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled Capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.~~
- (25) ~~To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.~~
- (26) ~~To enter into any arrangements with any Governments or authorities (supreme, municipal, local, or otherwise), of any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such Government, authority, company, firm, or person any charters, contracts, decrees, rights, privilege, and concessions which the Company may think desirable, and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges, and concessions.~~
- (27) ~~To remunerate any person, firm, or company rendering services to this Company, either by cash payment or by the allotment to him or them of Shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.~~
- (28) ~~To pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm, or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any Shares, Debentures, Debenture Stock, or securities of this Company.~~
- (29) ~~To support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business: to give or award persons, annuities, gratuities, and superannuation or other allowances or benefits of charitable aid to any persons who are or have been Directors of, or have been employed by or who~~

~~are serving or have served the Company, and to the wives, widows, children, and other relatives and dependents of such persons: to make payments towards insurance: and to set up, establish, support, and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children, and other relatives and dependents.~~

- ~~(30) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.~~
- ~~(31) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.~~
- ~~(32) To distribute among the Members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposing.~~
- ~~(33) To procure the Company to be registered or recognised in any Dominion or Dependency and in any Foreign Country or Place.~~
- ~~(34) To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.~~
- ~~(35) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.~~
- ~~(36) To act, for any purpose and in any matter or thing whatsoever, as nominees, trustees, agents or brokers on behalf of any person, firm, company, Government, corporation, local or other authority, body politic, institution, organisation or body of persons and to manage, control or supervise any business, firm, company or corporation which may have been entrusted by the aforesaid, either in the capacity as directors, managers, secretaries, comptrollers, treasurers, accountants or otherwise.~~
- ~~(37) To do all or any of the above matters in any part of the world.~~

It is hereby expressly declared that each sub-clause of this clause shall be construed independently of the other subclauses hereof, and that of the objects mentioned in the subclause of this clause shall not except when the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other subclause or by the name of the Company.

4. The Liability of the Members is Limited.

~~**5. The capital of the Company is HK\$3,000,000,000 divided into 30,000,000,000 shares of HK\$0.10 each, with power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.~~

~~**Notes:~~

- ~~1. By an Ordinary Resolution passed on 7th February, 1973, the authorized share capital of the Company was increased from HK\$10,000 to HK\$100,000,000 by the creation of additional 99,990,000 shares of HK\$1.00 each.~~
- ~~2. By an Ordinary Resolution passed on 22nd April, 1991, the authorized share capital of the Company was increased from HK\$100,000,000 to HK\$200,000,000 by the creation of additional 100,000,000 shares of HK\$1.00 each.~~
- ~~3. By an Ordinary Resolution passed on 23rd December, 1991, the authorized share capital of the Company was increased from HK\$200,000,000 to HK\$450,000,000 by the creation of additional 250,000,000 shares of HK\$1.00 each.~~
- ~~4. By an Ordinary Resolution passed on 10th March, 1992, the authorized share capital of the Company was increased from HK\$450,000,000 to HK\$480,000,000 by the creation of additional 30,000,000 shares of HK\$1.00 each.~~
- ~~5. By an Ordinary Resolution passed on 6th April, 1992, the authorized share capital of the Company was increased from HK\$480,000,000 to HK\$1,000,000,000 by the creation of additional 520,000,000 shares of HK\$1.00 each.~~
- ~~6. By an Ordinary Resolution passed on 8th June, 1992, the authorized share capital of the Company was increased from HK\$1,000,000,000 to HK\$2,000,000,000 by the creation of additional 1,000,000,000 shares of HK\$1.00 each.~~
- ~~7. By an Ordinary Resolution passed on 29th June, 1993, every 4 ordinary shares of HK\$1.00 each in the Company were consolidated into one ordinary share of HK\$4.00 in the Company on 30th June, 1993.~~
- ~~8. By an Ordinary Resolution passed on 29th June, 1994, the authorized share capital of the Company was increased from HK\$2,000,000,000 to HK\$3,000,000,000 by the creation of additional 250,000,000 shares of HK\$4.00 each.~~
- ~~9. By virtue of a Special Resolution passed on 23rd December, 1998 and confirmation by the court on 26th January, 1999, the capital of the Company of HK\$3,000,000,000 divided into 750,000,000 shares of HK\$4.00 each was reduced to HK\$75,000,000 divided into 750,000,000 shares of HK\$0.10 each by~~

~~cancelling paid-up capital to the extent of HK\$3.90 on each of the 438,257,010 shares in issue and by reducing the nominal value of all the shares in the capital of the Company from HK\$4.00 to HK\$0.10 per share. Upon the reduction of the Company's capital becoming effective on 27th January, 1999, the authorized capital of the Company was increased to its former amount of HK\$3,000,000,000 by the creation of an additional 29,250,000,000 shares of HK\$0.10 each resulting in an authorized share capital of HK\$3,000,000,000 divided into 30,000,000,000 shares of HK\$0.10 each.~~

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

| Names, Addresses and Descriptions of Subscribers | Number of Shares taken by each Subscriber |
|---|---|
| <p style="text-align: center;">DATUK TEH HONG PIOW, J.P. 37 Alexandra House, Ice House Street, Hong Kong. Banker</p> | ONE |
| <p style="text-align: center;">NG CHEE KONG 37 Alexandra House, Ice House Street, Hong Kong. Company Director</p> | ONE |
| Total Number of Shares Taken..... | TWO |

~~Dated the 27th day of January 1973.~~

~~WITNESS to the above signatures:-~~

~~(Sd.) Michael Chan Sui Hin~~
~~Public Accountant~~
~~Hong Kong~~

ARTICLES OF ASSOCIATION**OF****LIPPO LIMITED**

力寶有限公司

(Incorporated in Hong Kong with limited liability)

Incorporated the 30th day of January, 1973

(As adopted pursuant to a special resolution passed by members of the Company at an ~~extraordinary annual~~ general meeting of the Company held on 25th June, 2004 and as amended by special resolutions passed on 3rd June, 2005, 9th June, 2006, 10th June, 2009, 8th June, 2011 and 5th June, 2012 1st September, 2016)

THE COMPANIES ORDINANCE (CHAPTER ~~326~~22)

 Company Limited by Shares

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed ~~1st September, 2016~~ on 25th June, 2004 and as amended by Special Resolutions passed on 3rd June, 2005, 9th June, 2006, 10th June, 2009, 8th June, 2011 and 5th June, 2012)

OF

LIPPO LIMITED

力寶有限公司

Model Articles Table A

1. ~~The regulations~~ model articles contained in ~~Table A in the First Schedule 1 to the~~ The Companies (Model Articles) Notice (Chapter 622H of the laws of Hong Kong) Ordinance shall not apply to the Company.

Other regulations excluded

Name of Company

2. The name of the Company is “Lippo Limited 力寶有限公司”.

Name

Liability of the Members

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

Liability limited

Interpretation

- ~~2.5.~~ The marginal notes to these Articles shall not affect the construction hereof. In the interpretation of these Articles, unless there be something in the subject or context inconsistent therewith:-

Interpretation

~~“Annual Report” shall include a consolidated profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a consolidated balance sheet~~

~~as at the date to which the consolidated profit and loss account is made up and a Directors' report with respect to the consolidated profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, and an Auditors' report on such accounts prepared pursuant to Article 183;~~

~~“associates” shall have the meaning ascribed to it under the Listing Rules;~~

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

“Board” shall mean the board of Directors from time to time of the Company;

“business day” shall mean any day on which the Stock Exchange or any other recognised stock exchange in Hong Kong is open for the business of dealing in securities generally in Hong Kong;

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

“Chairman” shall mean the chairman presiding at any meeting of Members or of the Board;

“clear days” shall, in relation to the period of notice, exclude the day when the notice is given or deemed to be given;

“Clearing House” shall have the meaning ascribed thereto in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and any amendments thereof and re-enactment thereof for the time being enforced and includes every other ordinance incorporated therewith or substituted therefor;

“close associate” shall have the meaning ascribed to it under the Listing Rules;

“Companies Ordinance” or “the Ordinance” shall mean the Companies Ordinance (Chapter ~~622~~ 32 of the Laws of Hong Kong) and any amendments thereof or re-enactment thereof for the time being in force and includes every other ordinance incorporated therewith or substituted therefor;

“Corporate Communication” shall mean any information issued or to be issued by the Company to its members for their information or action and shall have the meaning ascribed to it in the Listing Rules and shall include but shall not be limited to:-

- (1) ~~the directors' report, the annual accounts and the auditors' report~~ the Annual Report;
- (2) the interim report;

- (3) the summary financial report;
- (4) notice of meetings and proxy form;
- (5) listing documents; and
- (6) any circulars or other documents required by the Listing Rules to be sent to the Company's members.

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

“dividend” shall include dividends, scrip dividends, distributions, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;

~~“electronic communication” shall mean any Corporate Communication sent by electronic means;~~

~~“electronic means” shall, unless the context otherwise requires, mean the sending or supplying of document or information in the form of an electronic record to an information system (and in the context of the sending or supplying of any notice or document or Corporate Communication by the Company to any Member, it shall include without limitation, sending of such notice or document or Corporate Communication by transmission of any Corporate Communication from the Company in any form through any medium (including but not limited to electronic mail or by making it available publication on the Company’s website, or publication on the Company’s computer network or publication on the website of the Stock Exchange or the website of any stock exchange on which any securities of the Company are listed and/or permitted to be dealt in);~~

~~“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;~~

“Hong Kong” shall mean the Hong Kong Special Administrative Region of the People’s Republic of China;

“HK dollars” or “HK\$” or “\$” shall mean the lawful currency of Hong Kong;

“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;

“Members” shall mean the duly registered holders from time to time of the Shares in the capital of the Company;

“month” shall mean a calendar month;

“Office” shall mean the registered office for the time being of the Company;

“published in the newspaper” shall mean published as a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in such case a newspaper published daily and circulating generally in Hong Kong ~~and specified in the list of newspapers issued and published in the Government of the Hong Kong Special Administrative Region Gazette for the purposes of Section 71A of the Companies Ordinance by the Chief Secretary of Hong Kong and~~ “publish in the newspapers” shall be construed accordingly;

“register” shall mean the register of Members to be kept pursuant to the provisions of the Companies Ordinance;

“seal” shall mean the common seal or any other official seal from time to time of the Company adopted pursuant to Article ~~155~~146;

“secretary” shall mean the person for the time being performing the duties of the company secretary~~that office~~;

“securities seal” shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the seal of the Company with the addition on its face of the words “Securities Seal”;

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

“Stock Exchange” shall mean The Stock Exchange of Hong Kong Limited or any other recognised stock exchange in any part of the world on which the securities of the Company are for the time being listed;

“summary financial report” shall have the meaning as set out in the Companies Ordinance;

“the Company” or “this Company” shall mean LIPPO LIMITED 力寶有限公司;

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

“writing” or “printing” shall include writing, printing, lithography, photography, type-writing and every other mode of representing words or figures in a legible and

non-transitory form; and, only where used in connection with a notice served by the Company by electronic means on members or other persons entitled to receive notices hereunder, shall also include a record maintained through an electronic medium which is accessible in visible form so as to be useable for subsequent reference;

words denoting the singular shall include the plural and words denoting the plural shall include the singular;

words importing either gender shall include the other gender and the neuter;

gender

words importing persons and the neuter shall include companies and corporations; and

persons

references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.

statutory force

Subject as aforesaid, any words defined in the Companies Ordinance shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.

words in the Ordinance to bear the same meanings as the Articles

~~A resolution shall be a Special Resolution shall have the meaning as set out in the Companies Ordinance when it has been passed by a majority of not less than three-fourths of such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice is given in accordance with Article 78, specifying the intention to propose the resolution as a Special Resolution.~~

Special Resolution

~~A resolution shall be an Ordinary Resolution shall have the meaning as set out in the Companies Ordinance when it has been passed by a simple majority of such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting and of which notice is given in accordance with Article 78, specifying the intention to propose the resolution as an Ordinary Resolution.~~

Ordinary Resolution

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Articles or the Companies Ordinance.

Special Resolutions and Ordinary Resolutions

Without prejudice to any other requirements of the Companies Ordinance, a Special Resolution shall be required to ~~alter the provisions of the memorandum of association, to approve any amendment of these Articles or to change the name of the Company.~~

Requirements for Special Resolution

Share capital and modification of rights

- ~~3.(A)~~ The authorised share capital of the Company at the date of adoption of these Articles is ~~HK\$3,000,000,000~~ divided into ~~30,000,000,000~~ ordinary shares of ~~HK\$0.10~~ each. Capital
- ~~6.(B)~~(A) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Ordinance, be varied, modified or abrogated with the consent in writing of the holders of at least three-fourths of the total voting rights of holders in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class (but not otherwise). Such may be so modified or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum at such meeting (other than at an adjourned meeting) shall be not less than two persons at least holding or representing by proxy at least one-third of the total voting rights of holders in nominal value of the issued shares of that class and that any holder of shares of the class present in person (or, in the case of a holder being a corporation, present by its duly authorised representative) or by proxy may demand a poll. The holders of shares of the class shall on a poll have one vote in respect of each share of the class held by them respectively. At any adjourned meeting of such holders two holders present in person or by proxy (whatever the number of shares held by them) shall be a quorum. Modification of rights
- ~~(C)~~(B) The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied, modified or abrogated by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects pari passu therewith but in no respect in priority thereto. No modification of special rights
- ~~(D)~~(C) The provisions of this Article shall apply to the variation or abrogation of the special rights attached to some of the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are to be varied. Modification of special rights as separate class

Shares and increase of capital

- ~~4.7.~~ (A) Without prejudice to any special rights previously conferred on the holders of existing shares, any share may be issued with such preferred, deferred, qualified or other special rights, privileges or conditions or subject to such restrictions, whether as regards dividend, voting, return of share capital, the distribution of assets of the Company or otherwise, as the Directors may from Issue of Shares

time to time determine and subject to the provisions of the Companies Ordinance and these Articles provided that where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights shall include the word “restricted voting” or “limited voting”.

(B) Subject to the provisions of the Companies Ordinance, any shares may, ~~with the sanction of a Special Resolution,~~ be issued on terms that they are, or at the option of the Company or the holder are liable, to be redeemed. The Directors may determine the terms, conditions and manner of redemption of any such shares, provided that purchases of redeemable shares not made through the market or by tender shall be limited to a maximum price and if purchases are by tender, tenders shall be available to all Members holding redeemable shares of the Company alike.

(C) The Directors may issue warrants to subscribe for any class of shares or securities of the Company on such terms as they may from time to time determine. ~~Where such warrants are issued to bearer, no new warrant certificate shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed and have received an indemnity in satisfactory form with regard to the issue of any such new warrant certificate.~~

Issue of warrants

(D) The Directors may on any occasion determine that the allotment and issue of shares or warrants under paragraphs (A), (B) or (C) of this Article or the allotment and issue of any shares, debentures or other securities under these Articles shall not be made available or made to any Members or other person with registered addresses in any particular territory or jurisdiction being a territory or jurisdiction where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares, warrants, debentures or securities would or might be unlawful or impracticable in the opinion of the Directors, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of Members for any purpose whatsoever.

5-8. (A) Subject to and in accordance with the Companies Ordinance and any other applicable ordinance in force from time to time, the Company may ~~purchase or otherwise acquire~~ buy back its own shares or securities of any class including any redeemable shares or warrants or any other securities carrying a right to subscribe or to purchase shares of the Company at any price or give, directly or indirectly, by means of a loan, guarantee, the provision of security

Purchase of own Shares

or otherwise, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares; ~~or securities or warrants in the Company and should the Company purchase or otherwise acquire~~ buy back its own shares, securities or warrants neither the Company nor the Board shall be required to select the shares, securities or warrants to be ~~purchased or otherwise acquired~~ bought back ratably or in any other particular manner as between the holders of shares, securities or warrants of the same class or as between them and the holders of shares, securities or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that ~~(i) purchases not made through the market or by tender shall be limited to a maximum price, and (ii) if purchases are by tender, tenders shall be available to all Members alike and provided further that any such purchase or other acquisition~~ buy back or financial assistance shall only be made or given in accordance with any relevant rules or regulations issued by the Stock Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

- (B) Where the Company gives financial assistance (i) in accordance with an employees share scheme of the Company for the time being in force, of money for the acquisition of fully paid shares in the Company or any holding company being an acquisition by trustees of or for shares to be held by or for the benefit of employees of the Company or of any subsidiaries of the Company, including any director holding a salaried employment or office in the Company or any subsidiaries of the Company; or (ii) by way of loans to persons (other than Directors) employed in good faith by the Company with a view to enabling those persons to acquire fully paid shares in the Company or its holding company to be held by them by way of beneficial ownership, in each case as permitted by the Companies Ordinance the Directors may include in the terms of grant of such financial assistance provisions to the effect that, when an employee ceases to be employed by the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Directors think fit.

Financial assistance for purchase of own Shares

- ~~6.9.~~ The Company ~~in general meeting may from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by Ordinary Resolution increase~~ alter its share capital in one or more of the ways permitted by the creation of new shares, such new capital to be of such amount and to be divided ~~into shares of such respective amounts as the resolution shall prescribe~~ Companies Ordinance.

Power to increase share capital

- ~~7-10.~~ The Company may in accordance with the Companies Ordinance~~determine by Ordinary Resolution~~, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance, ~~and either at par or at a premium~~, to all the existing holders of any class of shares in the capital of the Company, in proportion as nearly as may be to the number of shares of such class held by them respectively, or make any provisions as to the allotment and issue of such new shares, ~~and but~~ in default of any such determination or so far as the same shall not extend, such shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same shall be at the disposal of the Directors and Article 8 shall apply thereto.
- Rights of pre-emption
- ~~8-11.~~ Except so far as otherwise provided by the conditions of issue or by the resolution creating the same, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.
- Newly issued shares to rank pari passu with existing ones
- ~~9-12.~~ Subject to the provisions of the Companies Ordinance ~~and of these Articles relating to new shares~~, all unissued shares in the relevant authority given by the Company in general meeting, shall be at the disposal of the Board, which may offer, exercise any power of the Company to allot Shares, grant options over or otherwise dispose of them to such persons, or to grant rights to subscribe for or convert any security into shares of the Company, at such times, to such persons and for such consideration and on such terms as the Board shall in its absolute discretion think fit, but so that no shares shall be issued at a discount except in accordance with the Companies Ordinance.
- Shares at the disposal of Directors
- ~~10-13.~~ The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Ordinance shall be observed and complied with, and in each case the commission shall not exceed ten per cent. of the price at which the shares are issued. The Company (or the Directors on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful.
- Commissions for Shares
- ~~11.~~ If any shares in the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Companies Ordinance, ~~may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of plant.~~

~~12~~14. Except as otherwise expressly provided by these Articles or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

No recognition of trust in respect of shares

Register of Members and share certificates

~~13~~15. (A) The Directors shall cause to be kept a register of the Members and there shall be entered therein the particulars required under the Companies Ordinance.

Share register

(B) Subject to the provisions of the Companies Ordinance, ~~if the Directors consider it necessary or appropriate, may exercise the power conferred on the Company may establish and maintain to keep in a place outside Hong Kong a branch register of its members reside there and may make and vary regulations concerning the keeping of branch register Members at such location outside Hong Kong as the Directors think fit.~~

~~14~~16. Every person whose name is entered as a Member in the register shall be entitled, to receive, within two months after allotment or within ten business days after the lodgement of an instrument of transfer duly stamped (or within such other period as the conditions of issue shall provide or as the Companies Ordinance shall provide from time to time), one certificate for all his shares of any particular class or, if he shall so request, such number of certificates for shares in Stock Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, upon payment of a sum equal to the relevant maximum amount as the Stock Exchange may from time to time determine for every certificate or such lesser sum as the Board shall from time to time determine and in the event of a Member transferring part of the shares represented by a certificate in his name, a new certificate in respect of the balance thereof shall be issued in his name and the foregoing charges shall apply to such new certificate and any additional certificates if the Member requests more than one certificate in respect of such balance and in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

Share certificates

~~15~~17. All forms of certificate for share or loan capital or other securities of the Company (other than letters of allotment, scrip certificates and other like documents) shall, except to the extent that terms and conditions for the time being relating thereto otherwise provide, be issued under a seal which shall only be affixed with the authority of the Directors and, if issued under a security seal ~~Securities Seal~~ or an

Share certificate to be sealed

official seal, need not be signed by any person. The Board may also determine, either generally or in any particular case or cases, that any signatures or any such certificates need not be autographic but may be affixed to such certificate by some mechanical method or system.

- ~~16.~~18. Every share certificate hereafter issued shall specify the number of the shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Directors may from time to time prescribe. If at any time the share capital of the Company is divided into different classes of shares, every share certificate issued at that time shall comply with the provisions of the Companies Ordinance and no certificate shall be issued representing shares of more than one class. Share certificate to specify number of shares
- ~~17.~~19. If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Articles, all or any other matters connected with the Company, except the transfer of the share. The Company shall not be bound to register more than four persons as joint holders of any share except in the case of the executors or administrators of the estate of the deceased Member. Joint holders
- ~~18.~~20. Subject to the provisions in the Companies Ordinance, if ~~If~~ a share certificate is worn out, defaced, lost or destroyed, it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and it may be replaced on payment of such fee not exceeding the maximum fee permitted or prescribed from time to time by the Stock Exchange or such lesser sum as the Directors may from time to time require to be paid to the Company in respect thereof and on such terms and conditions, if any, as to publication of notices, as the Directors think fit. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and reasonable out of pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity, ~~provided always that the Company shall not issue new share warrants to replace one that has been lost unless it is satisfied beyond reasonable doubt that the original has been destroyed.~~ Replacement of share certificates

Lien

- ~~19.~~21. The Company shall have a first and paramount lien on all shares (other than fully paid up shares) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share, and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a Member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such Members or his estate to the Company and whether the same shall have been incurred before or after notice to Company's lien

the Company of any equitable or other interest of any person other than such Member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such Member or his estate and any other person, whether a Member of the Company or not.

- ~~20.~~22. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof payable thereon. The Directors may at any time either generally or in any particular case waive any lien that has arisen or resolve that any share shall for some specified period be exempt wholly or partially from the provisions of this Article. Lien extended to bonuses and dividends
- ~~21.~~23. The Company may sell in such manner as the Directors think fit any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been served on the registered holder for the time being of the shares or the person (if any) entitled to the shares by reason of such holder's death or bankruptcy or transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them within seven days after such notice. Sale of shares subject to lien
- ~~22.~~24. The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. Application of proceeds of sale

Calls on shares

- ~~23.~~25. The Directors may, subject to the provisions of these Articles, from time to time make such calls as they may think fit upon the Members in respect of any monies unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments. No call shall exceed ~~one-half of the nominal value of the share or~~ be made payable within one calendar month of the due date of payment of the last preceding call. Calls

- ~~24~~26. Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid. Notice of calls
- ~~25~~27. A copy of the notice referred to in Article ~~23~~26 shall be sent to Members in the manner in which notices may be sent to Members by the Company as herein provided. Copy of notice to be sent to Member
- ~~26~~28. Every Member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Directors shall appoint. Liability of each Member to pay call at appointed time and place
- ~~27~~29. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. Call deemed to be made
- ~~28~~30. The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof. Liability of joint holders
- ~~29~~31. The Directors may from time to time at their discretion extend the time fixed for any call, and may extend such time as to all or any of the Members, whom due to residence outside Hong Kong or other cause the Directors may deem entitled to any such extension but no Member shall be entitled to any such extension except as a matter of grace and favour. Extension of time fixed for call
- ~~30~~32. Unless the terms of allotment of the shares in respect of which a call is made otherwise provide, if the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest for the same at such rate not exceeding ten per cent. per annum as the Directors shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Directors may waive payment of such interest wholly or in part. Interest on unpaid calls
- ~~31~~33. No Member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another Member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a Member until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid. Suspension of privileges
- ~~32~~34. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the Evidence in action for call

Member sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

~~33:~~35. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, ~~whether on account of the nominal value of the share and/or by way of premium,~~ shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture, and all other relevant provisions of these Articles shall apply as if such sums had become payable by virtue of a call duly made and notified. The Directors may on the issue of shares differentiate between the allottees and holders as to the amount of calls to be paid and the time of payment.

Sums payable on allotment deemed a call

~~34:~~36. 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 money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Directors may pay or allow such interest as may be agreed between them and such Member provided that the Member shall not be entitled to participate thereof in a dividend subsequently declared or exercise any rights or privileges as a Member in relation to those shares or the due portion of the shares upon which payment has been advanced by such Member before it was called up. The Directors may at any time repay the amount so advanced upon giving to such Member such notice in writing as the Directors shall determine from time to time of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

Call paid in advance

Transfer of shares

~~35:~~37. Subject to the Companies Ordinance, all transfers of Shares must be effected by transfer in writing in the usual or common form or in such other form as prescribed by the Stock Exchange or in such other form as the Directors may accept and may be under hand or in the case of a corporate transferor or transferee (whether on its own behalf or as nominee), the transfer may be executed by such mechanical or electronic form(s) of signature as the Directors may approve in the case of any particular company subject to such conditions as the Directors may think fit to impose. All instruments of transfer must be left at the registered office of the Company or at such other place as the Directors may appoint and all such transfers and other documents relating to or affecting the title to any registered shares or loan capital or other securities of the Company may be registered as the Director may think fit.

Form of transfer

~~36:~~38. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee (whether in counterparts or otherwise) provided that the

Execution of transfer

Directors may dispense with the execution of the instrument of transfer by the transferee in any case which they think fit in their absolute discretion to do so. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

- ~~37.39.~~ (A) The Directors may, in their absolute discretion, ~~and without assigning any reason,~~ refuse to register a transfer of any share (not being a fully paid up share) to a person of whom they shall in their opinion consider to be undesirable for any reason whatsoever to admit to membership, and it may also refuse to register any transfer of any share to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien. Refusal to register transfer
- (B) Fully-paid shares shall be free from any restriction on the right of transfer (except when permitted by the Stock Exchange) and shall also be free from all lien.
- ~~38.40.~~ If the Directors shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged at the registration office or Office, send to each of the transferor and the transferee notice of such refusal. The transferor or transferee may also request a statement of the reasons for the refusal and the Directors shall, within twenty-eight days after receiving such request, send to the transferor or transferee who made the request such statement or register the transfer. Notice of refusal
- ~~39.41.~~ The Directors may also decline to recognise any instrument of transfer unless:- Transfer requirements
- (i) a fee not exceeding the maximum fee prescribed or permitted from time to time by the Stock Exchange or as the Directors may from time to time require is paid to the Company in respect thereof;
 - (ii) the instrument of transfer is lodged at the relevant registration office or Office, as the case may be, and accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
 - (iii) the instrument of transfer is in respect of only one class of share;
 - (iv) the shares concerned are free of any lien in favour of the Company; and
 - (v) the instrument of transfer is properly stamped.
- ~~40.42.~~ No transfer shall knowingly be made to an infant or to a person of unsound mind or under other legal disability. Legal disability

- 41-43. Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him. The Company shall also retain the instrument of transfer. Certificate of transfer
- 42-44. The registration of transfers may be suspended and the register may be closed, subject to compliance with the Companies Ordinance, at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended or the register be closed for more than thirty days in any year or with the approval of the Company in general meeting, sixty days in any year. Closure of transfer books and register
- 43-45. A fee not exceeding the maximum fee prescribed or permitted from time to time by the Stock Exchange or as the Directors may from time to time determine, may be charged for the issue of certificates arising out of the registration of a transfer, probate, letters of administration, notice of death, marriage, change of name, power of attorney, or any other document affecting the title to any share, or for making any entry in the Register of Members affecting any share. Fee for certificates of transfer in ~~order~~ other circumstances

Transmission of shares

- 44-46. In the case of the death of a Member, the survivor or survivors where the deceased was a joint holder and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him. Death ~~of~~ registered or joint holders
- 45-47. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may with the consent of the Directors, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof. Registration of personal representatives and trustee in bankruptcy
- 46-48. If the person so becoming entitled shall elect to be registered himself, he shall within three months of being required by the Directors so to do deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall, within three months of being required by the Directors so to do testify his election by executing to his nominee a transfer of such share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable Notice of election to be registered and registration of nominee

to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a notice or transfer executed by such Member.

~~47-49.~~ A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were the registered holder of the share. However, the Directors may, if they think fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share but, subject to the requirements of Article ~~95-91~~ being met, such a person may vote at meetings.

Retention of
privilege

Untraceable Members

~~48-50.~~ (A) Without prejudice to the rights of the Company under paragraph (B) of this Article, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

Dividend
entitlements etc of
untraceable
members

(B) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:-

Sale of shares of
untraceable
members

- (i) all cheques or dividend warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by these Articles have remained uncashed;
- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
- (iii) the Company has caused an advertisement to be published in the newspaper giving notice of its intention to sell such shares and has notified the Stock Exchange of such intention and a period of three (3) months has elapsed since the date of such advertisement and the Company has received no notice from any person(s) purporting to be the holders of such shares, objecting to the sale of the shares by the Company.

For the purpose of the foregoing, “relevant period” means the period commencing twelve years before the date of publication of the advertisement

referred to in paragraph (B)(iii) of this Article and ending at the expiry of the period referred to in that paragraph.

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

Execution of transfers where members are untraceable

49. ~~Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the person registered as the holders of such shares on a particular date or at a point of time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.~~

Record Date

50. ~~The Company may destroy:-~~

- (i) ~~any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;~~
- (ii) ~~a dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date such mandate, variation, cancellation or notification was recorded by the Company;~~
- (iii) ~~any instrument of transfer of shares which has been registered at any time after the expiry of seven years from the date of registration;~~
- (iv) ~~any allotment letters after the expiry of seven years from the date of issue; and~~

Destruction of Documents

- (v) ~~copies of powers of attorney, grants of probate and letters of administrative at any time after the expiry of seven years after the account to which the relevant power of attorney, grant of probate or letters of administrative related has been closed;~~

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

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

Forfeiture of shares

51. If a Member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~29~~33, serve a notice on him or on the person entitled to the share by transmission requiring payment of so much of the call or instalment as is unpaid, together with any interest at such rate not exceeding ten per cent. per annum as the Directors shall determine which may have accrued and which may still accrue up to the date of actual payment, and any expenses that may have accrued by reason of such non-payment. Notice given for failure to pay calls and instalments
52. The notice shall name a further day (not earlier than the expiration of seven days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made will be liable to be forfeited. Form of notice
53. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Forfeiture of shares

Directors to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share, and not actually paid before the forfeiture.

54. Any share so forfeited shall be deemed to be the property of the Company, and may be sold, cancelled or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit. Forfeited shares deemed property of the Company
55. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares, but unless the terms of allotment of the shares in respect of which a call is made and remains unpaid otherwise provide, shall notwithstanding forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Directors shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding ten per cent. per annum as the Directors may prescribe and the Directors may enforce the payment thereof if they think fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, ~~whether on account of the nominal value of the share or by way of premium,~~ shall notwithstanding at that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment. Arrears remain payable
56. A statutory declaration in writing that the declarant is a Director or secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Evidence of forfeiture
57. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. Transfer of forfeited share
58. When any share shall have been forfeited, notice of the resolution shall be given to the Member in whose name it stood or to the person entitled to the share by transmission immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry. Notice after forfeiture

59. Notwithstanding any such forfeiture as aforesaid the Directors may at any time, before any share so forfeited shall have been sold, cancelled, re-allotted, or otherwise disposed of, permit the share forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as they think fit. Power to reduce forfeited shares
60. 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 holder 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 Companies Ordinance given or imposed in the case of past Members. Forfeiture extinguishes all claims
61. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, ~~whether on account of the nominal value of the share or by way of premium,~~ as if the same had been payable by virtue of a call duly made and notified. Forfeiture for non-payment of any sum due on shares

Stock

- ~~62. The Company may by Ordinary Resolution convert any paid up shares into stock, and may from time to time by like resolution reconvert any stock into paid up shares of any denomination.~~ Power to convert into stock
- ~~63. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.~~ Transfer of stock
- ~~64. The holders of stock shall (subject to the express provisions of these Articles), according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.~~ Stockholder's rights
- ~~65. All such of the provisions of these Articles (other than those relating to share warrants) as are applicable to paid up shares shall apply to stock, and the words "share" and "member" therein shall include "stock" and "stockholder".~~ Interpretation

Alteration of capital

66.62. (A) The Company may from time to time by Ordinary Resolution except in cases where the Companies Ordinance requires a Special Resolution in which case the powers conferred under this part of the Article may be exercised by the Company by Special Resolution:-

- (i) consolidate ~~and or~~ divide all or any of its ~~share capital into shares~~ into a of larger or smaller number of shares amount than its existing shares; on any consolidation of fully paid shares into a smaller number of shares ~~shares of larger amount~~, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit. In the case of any shares registered in the name of one holder (or joint holders) being consolidated with shares registered in the name of another holder (or joint holders) the Board may make such arrangements for the allocation, acceptance or sale of the consolidated share and for the distribution of any moneys received in respect thereof as may be thought fit and for the purpose of giving effect thereto may appoint some person to transfer the consolidated share or any fractions thereof to the appropriate person and to receive the purchase price thereof and any transfer executed in pursuance thereof shall be effective and after such transfer has been registered no person shall be entitled to question its validity;
- (ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, or which have been forfeited ~~and diminish the amount of its share capital by the amount of the shares so cancelled~~; and
- (iii) sub-divide its shares or any of them into a larger number of shares ~~of smaller amount than is fixed by the memorandum of association~~, subject nevertheless to the provisions of the Companies Ordinance, and so that the resolution whereby any share is sub-divided may determine

Consolidation,
subdivision and
division of capital
and cancellation of
Shares

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

- (B) The Company may by Special Resolution or as otherwise permitted under the Companies Ordinance reduce its share capital, ~~any capital redemption reserve fund or any share premium account or any~~ other undistributable reserve in any manner authorised and subject to any conditions prescribed by the Companies Ordinance.

Borrowing powers

- ~~67.~~63. Subject to the provisions of the Companies Ordinance, the Directors may from time to time at their discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof. Power to borrow
- ~~68.~~64. The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and subject to the Companies Ordinance, by the issue of mortgages, charges, debentures or debenture stock charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being and irredeemable or redeemable by instalments payable out of the profits of the Company or by means of a sinking fund or otherwise whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Conditions to borrow
- ~~69.~~65. Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Assignment
- ~~70.~~66. Any debentures, debenture stock, bonds or other securities may be issued, subject to the provisions of the Companies Ordinance, at a discount, premium or otherwise (if applicable) and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise ~~provided however that the shares may not be issued at a discount to its par value.~~ Special privileges
- ~~71.~~67. The Directors shall cause a register of charges to be kept of all mortgages and charges specifically affecting the property of the Company and of all series of debentures issued by the Company and shall duly comply with the requirements of the Companies Ordinance in regard to the registration of mortgages, charges and debentures therein specified and otherwise. Register of charges

~~72.68.~~ If the Company issues a series of debentures or debenture stock not transferable by delivery, the Directors shall cause a proper register to be kept of the holders of such debentures in accordance with Section ~~74A~~ 308 of the Companies Ordinance.

Register of debentures or debentures stock

~~73.69.~~ Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the Members or otherwise, to obtain priority over such prior charge.

Mortgage of uncalled capital

Custody of Securities

~~74. (A) Unless and until required for some special purpose all the securities of the Company shall be deposited in the name of the Company with the bankers of the Company, or at some other place of custody approved by the Directors.~~

~~(B) The Directors shall make such regulations as they may from time to time think expedient for examining the bonds, coupons and other property so deposited, and certifying the safety thereof.~~

General meetings

~~75.70.~~ The Company shall in respect of each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; ~~and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The Company shall comply with the requirements of the Companies Ordinance regarding the holding of annual general meetings. Subject to such requirements, each~~ The annual general meeting shall be held at such time and place as the Directors shall appoint.

When annual general meeting to be held

~~76. Any general meetings other than an annual general meeting, shall be called an extraordinary general meeting.~~

Extraordinary general meeting

~~77.71.~~ The Directors may, whenever they think fit, convene ~~an extraordinary~~ a general meeting and ~~extraordinary~~ general meetings shall also be convened on requisition, as provided by the Companies Ordinance.

Convening of extraordinary general meeting

~~78.72.~~ Subject to Section 578 of the Companies Ordinance and such other minimum period as may be specified in the Listing Rules from time to time, (a) an annual general meeting shall be called by at least twenty-one clear days' notice or twenty clear business days' notice in writing, whichever is longer, ~~(b) any extraordinary general meeting called for the passing of a Special Resolution shall be called by at least twenty-one clear days' notice or ten clear business days' notice in writing, whichever is longer,~~ and ~~(c)~~ (e) all other general meetings of the Company other than

Notice of meetings

~~an annual general meeting or a meeting called for the passing of a Special Resolution shall be called by at least fourteen clear days' notice or ten clear business days' notice in writing, whichever is longer. The notice shall:~~

- ~~(i) specify the place of meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting);~~
- ~~(ii) specify the date and time of meeting;~~
- ~~(iii) state the general nature of the business to be dealt with at the meeting;~~
- ~~(iv) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;~~
- ~~(v) if a resolution (whether or not a special resolution) is intended to be moved at a general meeting, the notice of meeting shall:
 - ~~(a) include notice of the resolution; and~~
 - ~~(b) include or be accompanied by a statement containing the information and explanation, if any, that is reasonably necessary to indicate the purpose of the resolution;~~~~
- ~~(vi) if a special resolution is intended to be moved at the meeting, include the text of the special resolution and specify the intention to propose the resolution as a special resolution; and~~
- ~~(vii) contain a statement specifying a member's right to appoint a proxy under the Companies Ordinance.~~

~~and such content of notice shall be subject to any exceptions specified in the Companies Ordinance and such a notice shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Article shall be deemed to have been duly called if it is so agreed:-~~

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

~~specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Article shall be deemed to have been duly called if it is so agreed:-~~

~~79.73.~~ (A) The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.

Omission to give notice

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

~~80.74.~~ (A) The Directors may resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world and the Members present in person or by proxy at such satellite meeting places shall be counted in the quorum for and be entitled to vote at the general meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that Members attending at all the meeting places are able to:-

Attendance of general meeting by satellite meeting

- (i) participate in the business for which the meeting has been convened;
- (ii) hear and see all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- (iii) be heard and seen by all other persons so present in the same way.

The Chairman of the general meeting may be present at the principal meeting place or the satellite meeting place. The general meeting shall be deemed to take place at the principal meeting place.

(B) The Directors may from time to time make such arrangements for controlling the level of attendance at any such place as is mentioned in paragraph (A) of this Article (whether involving the issue of tickets or the imposition of some other means of selection or otherwise) as they shall in their absolute

Control of satellite meeting

discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any particular place shall be entitled so to attend at one of the other places (if any); and the entitlement of any Member so to attend the meeting or adjourned meeting at such place shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.

- (C) If it appears to the Chairman of the general meeting that the facilities at the principal meeting place or any satellite meeting place have become inadequate for the purposes referred to in paragraph (A) of this Article, then the Chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of such adjournment shall be valid.
- (D) The Directors may, at their discretion, make arrangements for persons entitled to attend a general meeting to be able to view or hear the proceedings of any general meeting or to speak at the meeting (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise), by attending a venue anywhere in the world not being a satellite meeting place and those attending any such venue shall not be regarded as present and shall not be entitled to vote at the meeting at or from that venue and the inability for any reason of any Member present in person or by proxy at such a venue to view or hear all or any of the proceedings of the meeting or to speak at the meeting shall not in any way affect the validity of such proceedings.
- (E) For the purposes of this regulation, the right for a Member to participate in the business of any general meeting shall include, without limitation, the right to speak; vote on any show of hands; demand a poll (in accordance with Article 8681); vote on any poll; be represented by proxy; and have access to all documents which are required by the Companies Ordinance and these presents to be made available at the meeting.

Proceedings at general meetings

81. ~~All business shall be deemed special that is transacted at an extraordinary general meeting, and at an annual general meeting, with the exception of:~~

Special business
and annual general
meeting business

- (i) ~~declaring and sanctioning dividends;~~
- (ii) ~~reading, considering and adopting of the Annual Report and other documents required to be annexed to the Annual Report;~~
- (iii) ~~the election or re-election of Auditors;~~
- (iv) ~~the election of Directors in the place of those retiring (if any); and~~

- (v) ~~the fixing of, or the determination of the method of fixing, the remuneration or extra remuneration of the Auditors.~~

- ~~82.~~75. For all purposes the quorum for a general meeting shall be two Members present in person (or, in the case of a Member being a corporation, by its duly authorised representative) or by proxy and entitled to vote except that quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the total voting rights of holders of the issued shares of the class. No business other than the appointment of a Chairman shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business. Quorum
- ~~83.~~76. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Directors. If at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum and may transact the business for which the meeting was called. Adjournment
- ~~84.~~77. The Chairman of the Board shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within ten minutes after the time appointed for holding such meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Board of his intention not to attend the general meeting, the Directors present shall choose another Director as Chairman, and if there is only one Director present and willing to act, he shall be Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair and the Directors present fail to choose a substitute Chairman, then the Members present shall choose one of their own number to be Chairman of that general meeting. Appointment of chairman
- ~~85.~~78. The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, at least seven clear days' notice, specifying the places, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Power to adjourn general meeting, business of adjourned meeting

~~86:79.~~ At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (1) voting by way of a poll is required by the Listing Rules, provided that the Chairman of the meeting may, in good faith and in compliance with the Listing Rules, decide to allow such resolution to be voted on by a show of hands; or (2) a poll is (before or on the declaration of the result of the show of hands) demanded by:-

Evidence of
passing a resolution

- (i) the Chairman; or
- (ii) at least five Members present in person or by proxy for the time being entitled to vote at the general meeting; or
- (iii) any Member or Members present in person or by proxy and representing at least five per cent.~~not less than one-tenth~~ of the total voting rights of all the Members having the right to vote at the general meeting; ~~or~~
- (iv) ~~a Member or Members present in person or by proxy and holding shares in the Company conferring a right to vote at the general meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.~~

Unless a poll be so required or demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

~~87:80.~~ If a poll is required or demanded as aforesaid, it shall (subject as provided in Article ~~84~~6) be taken in such manner (including but not limited to the use of ballot or voting papers or tickets) as the Chairman directs. A poll duly demanded shall be taken at such time and place, not being more than thirty days from the date of the general meeting or adjourned meeting at which the poll was demanded as the Chairman directs. No notice need to be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the general meeting at which the poll was required or demanded. The demand for a poll may, with the consent of the Chairman, be withdrawn.

Poll

~~88:81.~~ The demand of a poll shall not prevent the continuance of a general meeting for the transaction of any business other than the question on which a poll has been demanded.

Business to
proceed regardless
of poll

~~89:82.~~ Any poll duly demanded on the election of a Chairman of a general meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

Poll taken without
adjournment

~~90:~~83. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the general meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.

Chairman's casting
vote

~~91:~~84. In the event that any Member is, under the Listing Rules, required to abstain from voting on any particular resolution at a general meeting of the Company or restricted to voting only for or only against any particular resolution at a general meeting of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

~~92:~~85. The Chairman of a general meeting may take such action as he considers necessary to ensure the proper and orderly conduct of the general meeting, and his ruling on any matters of procedure or incidental to the business being conducted (including whether or not to allow any amendment to a resolution) shall be final and binding on the Members. The Chairman of a general meeting may, without the consent of the general meeting, interrupt, suspend or adjourn the general meeting if he decides in his discretion it is necessary to do so in order to secure the proper and orderly conduct of the general meeting, or to give all those present a proper opportunity to speak and vote, or ensure that the business of the general meeting is properly disposed of.

Chairman to rule
on procedures

86. (A) In the case of a resolution to be proposed as a special resolution no amendment may be made, at or before the time at which the resolution is put to the vote, to the form of the resolution as set out in the notice of meeting, except to correct a patent error or as may otherwise be permitted by law.

Amendments to
proposed
resolutions

(B) In the case of a resolution to be proposed as an ordinary resolution, nNo amendment may be made, at or before the time at which the resolution is put to the vote to an Ordinary Resolution shall be considered or put to the vote (other than an amendment to correct a patent error) unless (i) in the case of an amendment to the form of the resolution as set out in the notice of meeting, written notice of the intention to move the amendment is lodged at the registered office no later than 72 hours prior to the time appointed for the holding of the general meeting, or any adjourned meeting, or (ii) in any case, the Chairman of the general meeting in his absolute discretion agrees that the amendment or amended resolution may be considered and voted upon. The ruling of the Chairman of the general meeting as to whether any resolution or amendment proposed is in order or not, or as to whether any vote tendered shall be accepted and counted, shall be conclusive, unless challenged in writing at the general meeting. The giving of written notice under subparagraph (i) above shall not prejudice the power of the Chairman of the meeting to rule the amendment out of order.

Chairman's ruling
is final

- (C) With the consent of the Chairman of the general meeting, a person who proposes an amendment to a resolution may withdraw it before it is put to the vote.
- (D) If the Chairman of the general meeting rules a resolution or an amendment to a resolution admissible or out of order (as the case may be), the proceedings of the meeting or on the resolution in question shall not be invalidated by any error in his ruling. Any ruling by the Chairman of the general meeting in relation to a resolution or an amendment to a resolution shall be final and conclusive.

93-

~~94:87.~~ A resolution in writing signed by or on behalf of every Member who would be entitled to vote at a general meeting of the Company (or the holders of a particular class of shares of the Company) at which such resolution was to be proposed shall be as valid and effective as if it had been passed at a general meeting of the Company (or of such holders) duly convened and held, ~~and may consist of several instruments in the form, each signed by or on behalf of one or more Member. A written notice of confirmation of such resolution in writing signed by or on behalf of a Member shall be deemed to be his signature to such resolution in writing for the purpose of this Article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more Members. A telex, facsimile message or cable (or any other message sent by electronic means) sent by or at the direction of a Member shall be deemed to be document signed by him for the purpose of this article.~~

Resolution in writing of members

Votes of Members

~~95:88.~~ Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares or stipulated in the terms of issue of any shares, at any general meeting on a show of hands every Member who (being an individual) is present in person or by proxy or (being a corporation) is present by a representative duly authorised under the Companies Ordinance or proxy, not being himself a Member shall have one vote. 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., ~~and on~~ On a poll every Member present in person or by proxy or being a corporation is present by a duly authorised representative or by proxy shall have one vote for every share of which he is the holder ~~which is fully paid up or credited as fully paid up and shall have for every partly paid share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount paid up or credited as paid up thereon bears to the nominal value of the share (but no amount paid or credited as paid up on a share in advance of calls or instalments shall be~~

Votes of members

treated for the purposes of this Article as paid up on the share). On a poll a Member entitled to more than one votes need not use all his votes or cast all the votes he uses in the same way.

- ~~96:89.~~ Any person entitled under Article ~~45-47~~ to be registered as a Member may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least ~~forty~~forty-eight hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Directors of his right to be registered as the holder of such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. Votes of deceased and bankrupt members
- ~~97:90.~~ Where there are joint registered holders of any share, any one of such persons may vote at any general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof. Joint holders
- ~~98:91.~~ A mentally incapacitated Member in respect of whom an order has been issued by any court or official having jurisdiction on the ground that he is or may be suffering from mental incapacity or is otherwise incapable of managing his affairs may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote either personally or by proxy provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting, or adjourned meeting or poll, as the case may be. Vote of mentally incapacitated member
- ~~99:92.~~ (A) Save as expressly provided in these Articles, no person other than a Member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another Member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting. Qualification
- (B) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned general meeting at which the vote objected to is given or tendered, and every vote not disallowed at such general meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive. Objections to votes
Mental incapacity
- ~~100:93.~~ Any Member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote Proxies

instead of him. On any vote by way of a show of hands or on a poll the vote may be given either personally or by proxy. A proxy need not be a Member of the Company. A Member may appoint more than one proxy to attend on the same occasion. On a poll votes may be given either personally or by proxy. Notwithstanding anything contained in these Articles, where a Member of the Company is a Clearing House (or its nominee(s)), a proxy or proxies appointed by such Member shall be entitled to separate votes on a show of hands (where applicable).

~~101~~94. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

Instrument appointing proxy to be in writing

~~102~~95. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be (i) deposited at the registered office of the Company or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company or (ii) if an electronic address is specified by the Company in the notice of meeting or in the instrument of proxy issued by the Company specifically for the purpose of receiving such instruments and the aforesaid authorities and documents for that meeting, sent or transmitted by electronic means to such electronic address subject to any conditions or limitations imposed by the Company, in each case, not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote or, in the case of a poll taken more than forty-eight hours after it was demanded, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the person so named shall not be entitled to vote in respect thereof. In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday. No instrument appointing a proxy shall be valid after expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the general meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Appointment of proxy to be deposited

~~103~~96. Every instrument of proxy, whether for a specified general meeting or otherwise, shall be in such form as the Directors may from time to time approve provided that, in any event, such form shall include a provision whereby the Member may, if he so elects, indicate whether his proxy is directed to vote for or against the resolution in question.

Form of proxy

~~104.97.~~ The instrument appointing a proxy to vote at a general meeting shall:

Authority under
instrument
appointing proxy

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

~~105.98.~~ 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 power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered head-office, or at such other place as is referred to in Article ~~10295~~, at least forty-eight ~~twenty-four~~ hours before the time fixed for holding the commencement of the meeting or adjourned meeting (or, in the case of a poll taken more than forty-eight hours after it was demanded, twenty-four hours before the time appointed for the taking of the poll). In calculating the notice periods set out above, no account is to be taken of any part of a day that is a public holiday. Only such intimation in writing actually received by the Company shall be taken into account by the Company at which the proxy is used.

When vote by
proxy valid though
authority revoked

~~106.99.~~ Any corporation which is a Member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company. A corporation shall for the purpose of these presents be deemed to be present in person at any such general meeting if a person so authorised is present thereat. Any reference in these presents to a duly authorised representative of a Member being a corporation shall mean a representative authorised under the provisions of these Articles.

Corporation acting
by representatives
at meetings

~~107~~.100. If a recognised Clearing House (or its nominee) is a Member of the Company it may appoint or authorise such person or persons as it thinks fit to act as its proxy or proxies or as its ~~corporate~~ representative or representatives to the extent permitted by the Companies Ordinance at any general meeting of the Company or at any general meeting of any class of Members of the Company provided that, if more than one ~~proxy person~~ is so appointed or authorised, the appointment or authorisation shall specify the number and class of shares in respect of which each such person is so appointed or authorised. A person so appointed or authorised under the provisions of this Article shall be entitled to exercise the same powers on behalf of the recognised ~~clearing~~Clearing houseHouse (or its nominee) which he represents as that ~~clearing~~Clearing houseHouse (or its nominee) could exercise if such person ~~it~~ were an individual Member including, where applicable, the right to vote individually and separately on a show of hands notwithstanding any contrary provisions contained in these Articles.

Clearing House's
proxies or
representative

Registered Office

~~108~~.101. The registered office of the Company shall be at such place in Hong Kong as the Directors shall from time to time appoint.

Registered office

Board of Directors

~~109~~.102. The number of Directors shall not be less than two and there shall be no maximum number of Directors. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two. The Directors shall cause to be kept a register of the Directors and Secretaries and there shall be entered therein the particulars required by the Companies Ordinance.

Constitution of the
board

~~110~~.103. The Directors shall have power from time to time and at any time to appoint any qualified person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), ~~and~~ shall then be eligible for re-election. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Board may fill
vacancies

~~111~~.104. (A) Any Director may at any time by notice in writing under his hand, addressed to the Company and left at the registered office, appoint any person (including another Director) to be his alternate Director during any period specified in the notice appointing him and may in like manner at any time terminate such appointment.

Alternate Directors

- (B) The appointment of an alternate Director shall determine if and when his appointor ceases to be a Director or removes the alternate Director from office.
- (C) An alternate Director shall (except when absent from Hong Kong), provided that he shall have given to the Company an address in Hong Kong at which notices may be served upon him, be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director as may be the instrument under which he is appointed be delegated to him by the Director making the appointment. However in default of any express delegation of powers, an alternate Director shall be entitled to exercise all the powers of a Director and for the purposes of the proceedings at such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointor is for the time being absent or otherwise not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of the Director for whom he is the alternate. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a Member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles and such alternate Director shall not be deemed as the agent of the Director appointing him and such appointor shall not be vicariously liable for torts committed by his alternate Director unless expressly stated in the relevant notice in writing given by the relevant Director to the Company appointing such alternate Director.
- (D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

H2.105. A Director or an alternate director shall not be required to hold any shares in the Company by way of qualification. A Director or alternate Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at general meetings.

No qualification
shares

- ~~H3~~106. The Directors shall be entitled to receive by way of remuneration for their services as directors of the Company such sum as shall from time to time be determined by the Board which may be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only be entitled to such remuneration in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. Directors' remuneration
- ~~H4~~107. The Directors shall also be entitled to be repaid all expenses reasonably incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged on the business of the Company. Directors' expenses
- ~~H5~~108. The Board may grant special remuneration to the Board or any Member of the Board who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary or commission or participation in profits or otherwise as may be arranged and approved by the Board. Such special remuneration may be granted for one year or any longer or shorter period. Special remuneration
- ~~H6~~109. Notwithstanding Articles ~~H3~~106, ~~H4~~107 and ~~H5~~108, the remuneration of a managing director, joint managing director, deputy managing director or other executive director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Directors and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director. Remuneration of Directors as Officers
- ~~H7~~110. (A) A Director shall vacate his office:- Office of Director to be vacated
- (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
 - (ii) if the Directors resolve that he becomes of unsound mind or permanently incapable of performing his duties;
 - (iii) if he absents himself from the meetings of the Board during a period of four consecutive months, without special leave of absence from the Board and his alternate Director (if any) shall not during such period

have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;

- (iv) if he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Ordinance;
- (v) if by notice in writing delivered to the Company at its registered office he resigns his office;
- (vi) if, having been appointed to an office under Article ~~125~~117, he is dismissed or removed therefrom under Article ~~126-118~~ by notice in writing served upon him signed by three quarters of all the other Directors;
- (vii) if he shall be removed from office by; ~~unless otherwise provided in the Companies Ordinance,~~ an Ordinary Resolution of the Company under Article ~~138~~129;
- (viii) if he shall be convicted in any jurisdiction of a criminal offence;
- (ix) if he shall be removed from office by notice in writing served upon him signed by three quarters of all the other Directors; or
- (x) if he is an existing employee of the Company who shall cease to be an employee of the Company at the relevant time.

- (B) No Director shall be required to vacate office as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.

- ~~111.~~ (A) Subject to the Companies Ordinance and to this Article, no Director or proposed or intending Director shall be disqualified by this office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor (subject to the interest of the Director being duly declared) shall any such contract or any other contract or arrangement in which any Director ~~and/or any of his associates~~ is in any way interested be liable to be avoided, nor shall any Director ~~and/or any of his associates~~ so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors may contract with the Company

- (B) A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such

period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Article.

(C) Any Director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as an Auditor to the Company.

(D) Any Director may become or continue to be a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed) 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 Board may also cause the voting powers conferred by the shares in any other company held or owned by the Company or power of appointment to be exercised 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 as directors, managing directors, managers or other officers of such company).

(BE) A Director who to his knowledge is or has a close associate or an entity connected with the Director who is, in any way, whether directly or indirectly, interested in a transaction, contract or arrangement or proposed transaction, contract or arrangement with the Company, shall, if such transaction, arrangement or contract or proposed transaction, arrangement or contract is significant in relation to the Company's business and the Director's interest or the interest of his close associate or the entity connected with the Director (as applicable) is material, shall declare the nature and the extent of his interest and/or the interest of any of his close associates or the entity connected with the Director (as applicable) in accordance with Sections 536 to 538 of the Companies Ordinance and any applicable requirements under the Listing Rules, at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration if he knows his interest and/or the interest of any of his associates then exists, or in any other case at the first meeting of the Board after he knows that he and/or any of his associates is or has become so interested. For this purpose, a general notice to the Board by a Director to the effect that:-

(i) he is a Member of a specified company or firm and/or his relationship with the relevant associates and is to be regarded as interested in any

~~contract or arrangement which may after the date of the notice be made with that company or firm; or~~

- ~~(ii) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who constitutes his associate;~~

~~shall be deemed to be a sufficient declaration of interest in relation to any such contract or arrangement provided that no such notice shall be effective unless either it is given at a meeting of the Board or the relevant Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.~~

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

- (F) A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company and he may vote on any such matter save that a Director shall not vote or be counted in the quorum on any resolution of the Board concerning his own appointment as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).

- (G) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof).

- (H) Notwithstanding any other provisions of this Article, any payment to a Director or former Director of the Company by way of compensation for loss

of office as Director of the Company or as consideration for or in connection with his retirement from office as Director of the Company shall, if required under the Companies Ordinance, be approved by the Company in general meeting in accordance with Section 518 of the Companies Ordinance.

- (D) Save as otherwise provided by these Articles, a Director shall not vote on any resolution at any meeting of the Board approving any transaction, contract, arrangement or proposal in which he or any of his close associates is to his knowledge materially directly or indirectly interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the relevant meeting of the Board, but this Article shall not apply to:-
- (i) any transaction, contract or arrangement for the giving by the Company to such Director and/or any of his close associates any security or indemnity in respect of money lent by him and/or any of his close associates or obligations incurred or undertaken by him and/or any of his close associates at the request or for the benefit of the Company and/or any of its subsidiaries;
 - (ii) any transaction, contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director has himself and/or any of his close associates has/have himself/themselves assumed responsibility in ~~whose-whole~~ or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (iii) any transaction, contract or arrangement concerning an offer of shares, 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 such Director and/or any of his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
 - (iv) any transaction, contract or arrangement in which the Director and/or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interest and/or the interest of any of his close associates in shares or debentures or other securities of the Company;
 - (v) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including the adoption, modification or operation of a pension fund ~~or insurance scheme~~ or retirement, death or disability benefits scheme which relates both to Directors, his close

associates and employees of the Company or ~~of any of its subsidiaries~~ and does not provide in respect of any Director or any of his close associates as such any privilege or advantage not generally accorded to the ~~employees~~ class of persons to which such scheme or fund relates; and

- (vi) any proposal or arrangement concerning the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme for the benefit of employees of the Company or of any of its subsidiaries under which the Director or any of his close associates may benefit.

~~Any particular contract, arrangement or transaction, carried out in contravention of this Article may be ratified by Ordinary Resolution of the Company; provided that the Director(s) interested in such contract, arrangement or transaction and their respective associates shall be disqualified from voting on such resolution at the relevant general meeting.~~

- (E) ~~A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company and he may vote on any such matter save that a Director shall not vote or be counted in the quorum on any resolution of the Board concerning his own appointment as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).~~
- (F) ~~Any Director may become or continue to be a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or Member of any other company in which the Company may be interested and (unless otherwise agreed) 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 their directors, managing directors, managers or other officers of such company) and any Director 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.~~

- ~~(G) A general notice to the Board by a Director that he is to be regarded as interested in any contract or arrangement which may be made with any specified person, firm or corporation after the date of such notice shall be a sufficient declaration of interest in relation to any contract or arrangement so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Board or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board after it is given.~~
- ~~(H) Any Director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as an Auditor to the Company.~~
- ~~(I) Notwithstanding any other provisions of this Article, any payment to a Director or past Director of the Company by way of compensation for loss of office or as consideration for or in connection with his retirement from office other than payments to which a Director is entitled by contract must be approved by the Company in general meeting.~~
- ~~(J) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof).~~
119. (AJ) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of such meeting) or any of his close associates or any entity connected with him or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be referred to the Chairman of the meeting of the Board and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or any of his close associates or any entity connected with him concerned, so far as known to such Director, has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting of the Board and is not resolved by his voluntarily agreeing to abstain from voting or not be counted in the quorum, such question shall be decided by a resolution of the Board (for

which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or any of his close associates or any entity connected with him, so far as known to such Chairman has not been fairly disclosed to the Board.

~~(BK)~~ In so far as it is required by the Listing Rules, a Director shall not vote (nor be counted in the quorum) on any resolution of the Members in respect of any transaction, contract or arrangement in which he or any of his close associates is to his knowledge materially interested provided that this prohibition (i) shall not apply to any of the matters specified as (i) to (vi) inclusive in Article 118(D) above; and (ii) is also subject to any waiver which may be granted by the Stock Exchange.

~~(CL)~~ Subject to the Companies Ordinance, the Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article. The Company may by Ordinary Resolution ratify any transaction not duly authorised by reason of a contravention of these Articles provided that no Director who is materially interested in such transaction, together with any of his associates, shall vote upon such Ordinary Resolution in respect of any shares in the Company in which they are interested.

Rotation of Directors

~~120-112.~~ At each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not greater than one-third) shall retire from office by rotation. In addition, there shall also be required to retire by rotation any Director who at an annual general meeting of the Company shall have been a Director at each of the preceding two annual general meetings of the Company and who was not elected or re-elected at either such annual general meeting and who has not otherwise ceased to be a Director (either by resignation, retirement, removal or otherwise) and been re-elected by a general meeting of the Company at or since either such annual general meeting, notwithstanding any other provisions in these Articles and/or that the total number of Directors to retire at the relevant annual general meeting would as a result exceed one-third of the Directors for the time being. A Director retiring at an annual general meeting shall retain office until the close or adjournment of the relevant annual general meeting.

Rotation and retirement

~~121-113.~~ The Directors to retire at any annual general meeting pursuant to the preceding Article ~~120-112~~ shall include so far as necessary any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons

Retiring Directors are those longest in office

who become or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

~~122~~114. The Company at the annual general meeting at which a Director retires in the manner aforesaid shall fill up the vacated office by electing a person thereto, and in default of such election by the Company, the retiring Director shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until his place is filled, unless:-

Meeting to fill up vacancies

- (a) it is expressly resolved at such meeting not to fill up such vacated office; or
- (b) a resolution for the re-election of such Director shall have been put to the meeting and lost; or
- (c) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

~~123~~115. No person other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for the office of a Director at any general meeting, unless notice in writing by a Member of his intention to propose that person for election as a Director and notice in writing signed by that person of his willingness to be elected shall have been given to the Company in each case, during the period (being a period of at least seven days) commencing on the day after the despatch of the notice of the general meeting at which elections to the office of Director are to be considered and ending on the day that falls seven days before the date of the general meeting (both days inclusive). The notice shall give the particulars of that person which would, if he was so appointed or reappointed, be required to be included in the Company's register of directors.

Notice of person proposed for re-election

~~124~~116. The Company in general meeting may from time to time 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.

Power of general meeting to increase or reduce number of Directors

Managing Directors, etc.

~~125~~117. The Directors may from time to time appoint any one or more of its body or any other person or persons to the office of Chairman, deputy chairman, managing director, joint managing director, deputy managing director, or other executive Director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and the Board may confer upon him or them all or any of the powers of the directors as it may think fit and upon such terms as to remuneration as it may decide in accordance with Article ~~116~~109.

Power to appoint Managing Directors etc

- ~~126~~118. Every Director appointed to an office under Article ~~125-117~~ hereof shall, subject to the provisions of any contract between himself and the Company with regard to his employment in such office, be liable to be dismissed or removed therefrom by three quarters of the other Directors. Removal of Managing Director etc
- ~~127~~. A ~~Chairman, deputy chairman, honorary chairman, managing director, joint managing director and deputy managing director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire subject to the exceptions mentioned in Article 120.~~ Managing Director not subject to retirement by rotation
- ~~128~~119. A Director appointed to an office under Article ~~125-117~~ shall be subject to the same provisions as to removal as the other Directors, and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. Cessation of appointment
- ~~129~~120. The Board may from time to time entrust to and confer upon the Chairman, deputy chairman, managing director, deputy managing director or other executive Director for the time being such of the powers ~~exerciseable~~exercisable under these presents by the Directors under these Articles as they 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 restrictions as they 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 enter or vary all or any of such powers. Delegation of powers
- ~~130~~121. The managing director, deputy managing director or other executive Director or Directors shall have the management of the ordinary business of the Company and may do and execute all such contracts acts deeds matters and things as may be considered by him or them requisite or expedient in connection therewith but subject to any directions that may from time to time be given by the Board provided that no directions shall invalidate any prior act of the managing director, deputy managing director or other executive Director or Directors which would have been valid if such directions had not been given. Managing Directors' powers

Management

- ~~131~~122. (A) Subject to the Companies Ordinance and these Articles, the management of the business of the Company shall be vested in the Directors who, in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the General powers of the Company vested in Directors

Companies Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Ordinance and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the 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 Directors by any other Article.

- (B) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers:-
- (i) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share ~~at par or at such premium, as may be agreed~~ value; and
 - (ii) to give any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.

General Managers

- | | |
|--|---|
| <p>132.<u>123.</u> The Directors may from time to time appoint a general manager of the Company and may fix his remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager who may be employed by him upon the business of the Company.</p> | <p>Appointment and remuneration of managers</p> |
| <p>133.<u>124.</u> The appointment of such general manager may be for such period as the Directors may decide and the Directors may confer upon him all or any of the powers of the Directors as they may think fit.</p> | <p>Tenure of office and powers</p> |
| <p>134.<u>125.</u> The general manager shall observe all such directions and restrictions as the Directors may from time to time give or impose upon them.</p> | <p>Restrictions on General Managers</p> |
| <p>135.<u>126.</u> The Directors may enter into such agreement or agreements with any such general manager upon such terms and conditions in all respects as the Directors may in their absolute discretion think fit, including a power for such general manager to appoint an assistant manager or managers or other employees whatsoever under him for the purpose of carrying on the business of the Company.</p> | <p>Terms and conditions of appointment</p> |

Appointment and removal of directors

~~136:127.~~ (A) Subject to these Articles, the Members may by Ordinary Resolution elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board, ~~and any person so appointed as a Director shall remain as a Director until such time as he vacates his office pursuant to Article 120.~~

Appointment of directors by members

(B) A resolution for the election of two or more persons as Directors by a single resolution shall not be moved at any general meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this Article shall be void.

~~137:128.~~ The Company shall keep at its registered office a register of directors and a register of secretaries containing particulars required by the Companies Ordinance the names, residential addresses, the number of identity cards (if any) or in the absence of such number, the number(s) and issuing countries of any passport of its Directors and secretaries and from time to time and shall notify the Registrar of any change of in such Directors and secretaries as required by Section 158 of the Companies Ordinance.

Register of Directors

~~138:129.~~ The Members may by Ordinary Resolution at a general meeting called for the purpose of passing such Ordinary Resolution remove any Director (including a managing or other executive Directors) (but without prejudice to any claim for damages for breach of any contract of service between him and the Company) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director. In accordance with the Companies Ordinance, special notice is required of a resolution to remove a director or to appoint somebody in place of a director so removed at the general meeting at which he is removed. On receipt of notice of a resolution to remove a director, the Company must forthwith send a copy of the notice to provided that notice of any such general meeting shall be served upon the Director concerned not less than 21 days before the relevant general meeting and he shall be entitled to be heard at the relevant general meeting in accordance with the Companies Ordinance. Any vacancy created by the removal of a Director under this Article may be filled either at the same general meeting, by Ordinary Resolution provided Article 140 has been complied with, or by the Board in accordance with Article 110103. The Company may by Ordinary Resolution appoint another person to fill the vacancy. The person so appointed in place of a removed Director is to be regarded, for the purpose of determining the time at which that person or any other Director is to retire, as if that person had become Director on the day on which the person removed was last appointed a Director shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

Power to remove Director by ordinary resolutions

Proceedings of the directors

- ~~139.~~130. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined in general meeting, two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A Director or any Member of a committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or electronic means (including telephonic or video-conferencing) or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other. Meetings of the Board or any committee thereof may be held in Hong Kong or in any other place. Meetings of Directors quorum, etc
- ~~140.~~131. A Director may, and on request of a Director the secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile at the facsimile number, or by electronic mail at the electronic mail address or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine although 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. A Director may waive notice of any meeting of the Board and any such waiver may be prospective or retrospective. Convening of board meeting
- ~~141.~~132. Questions arising at any meeting of the Board or any committee thereof shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote. Questions to be addressed
- ~~142.~~133. The Directors may elect a chairman or a deputy chairman of their meetings and determine the period for which such officers shall respectively hold office. In the absence of the chairman (if any) the deputy chairman (if any) shall preside. If such officers have not been appointed or if neither be present within fifteen minutes of the time appointed for the meeting of the Board or any committee thereof, the Directors present may choose one of their number to be Chairman of the meeting of the Board or any committee thereof. Chairman
- ~~143.~~134. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally. Power of Meeting
- ~~144.~~135. The Board may delegate any of their powers to committees consisting of such member(s) of their body as the Board thinks fit, and they may from time to time Power to appoint committee

revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of one or more members of such committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board.

- ~~145:~~136. All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company. Acts of committee to be of same effect as acts of Directors
- ~~146:~~137. Unless otherwise determined by the Board, two Directors shall form a quorum for any meeting of a committee of the Board save that where only one Director shall have been appointed to form any committee of the Board, any resolution passed by one such Director shall be valid and effective as if it has been passed at a meeting of such committee ~~of the Board~~ duly convened and held. A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting of a committee of the Board the Chairman is not present within fifteen minutes after the time appointed for holding the same, the ~~Director~~ members present may choose one of their number to be Chairman of that meeting. Committee chairman
- ~~147:~~138. A committee may meet and adjourn as its ~~Members~~ members think proper. Committee meetings
- ~~148:~~139. All acts bona fide done by any meeting of the Board or by a committee of Directors or by any person acting as a Director shall be valid, notwithstanding that it shall be afterwards discovered that there was ~~some~~ a defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were not qualified to hold or were disqualified from holding or had ceased to hold office as a Director or persons acting as aforesaid or that they or any of them were not entitled to vote on the matter in question ~~vacated office, be as valid as if every such person had been duly appointed and was qualified to be a Director and had continued to act as a Director.~~ Acts of Directors or committee valid despite defects
- ~~149:~~140. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below two, the continuing Director may act for the purpose of filling up vacancies in their body or summoning a general meeting of the Company but for no other purpose, and may act for either of the purposes aforesaid whether or not their number is reduced below the number fixed by or in accordance with these Articles, as the quorum of Directors. Directors' powers when vacancies exist
- ~~150:~~141. Subject to all applicable law, rules and regulations, in particular the Companies Ordinance, resolution in writing signed by a majority of the Directors, except such Directors' written resolution

as are temporarily unable to act through ill-health or disability be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors provided such Directors are not less than two in number and a copy of such resolution in writing, duly executed by the majority of the Directors shall have be sent to all the Directors as soon as practicable. A telex, facsimile message, cable or electronic mail (or any other message sent by electronic means) sent by or at the direction of a Director (or his alternate) shall be deemed to be a document signed by him for the purpose of this Article.

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

Minutes of meetings to be kept

(a) of all appointments of officers made by the Board;

(b) of the names of all the Directors present at each meeting of the Board and of the names of all the members present at each meeting of any committee of the Board; and

(c) of all resolutions and proceedings of all meetings of the Company and of any class of members, and of the Board and of any committee,

~~151.~~ and Any any such minutes as aforesaid, of any meeting of the Board or committee thereof, if purporting to be signed by the Chairman of the meeting at which such appointments were made or such Directors or members were present or such resolutions were passed or proceedings held (as the case may be) such meeting or by the Chairman of the next succeeding meeting of the Company or the Board or committee (as the case may be), shall be conclusive evidence without any further proof of the facts therein stated.

Minutes of board meetings to be signed

Secretary

~~152.~~143. The secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by the Board. Anything by the Companies Ordinance or these Articles required or authorised to be done by or to the secretary, if the office is vacant or there is for any other reason no secretary capable of acting, may be done by or to any assistant or deputy secretary, or if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Board.

Appointment of secretary

~~153.~~144. The secretary shall, if an individual, be ordinarily resident in Hong Kong, and if a corporation, have its registered office or a place of business in Hong Kong.

Residence

~~154.~~^{145.} A provision of the Companies Ordinance or of these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the secretary.

Same person not to act in two capacities at once

General management and use of the seal

~~155.~~^{146.} (A) The Company may have one or more seals as the Directors may determine. The Directors shall provide for the safe custody of the seals which shall only be used by the authority of a resolution of the Board or of a duly authorised committee of the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by (except as hereinafter provided) two Directors or one Director and the Secretary or by some other person or persons duly appointed or authorised by the Directors for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in the manner provided by this Article shall be deemed to be sealed and executed with the authority of the Directors. Wherever in these Article reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such other seal as aforesaid.

Custody of seal

(B) Every certificate of shares, stock, debentures or debenture stock of the Company shall be issued under the seal or a securities seal provided that, with the authority of a resolution of the Board, any such certificate may be issued under the seal or a securities seal~~Securities Seal~~ but without signatures or with such signatures made or fixed by means of some mechanical method or system.

(C) The Company may have an official seal for use for sealing certificates for shares or other securities issued by the Company as permitted by the Companies Ordinance (and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such official seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid) and an official seal for use abroad under the provisions of the Companies Ordinance where and as the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee

abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

(D) Any document executed in accordance with section 127(3) of the Companies Ordinance and expressed (in whatever words) to be executed by the Company shall have the same effect as if it had been executed under seal.

~~156:~~147. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.

Cheques and
banking
arrangements

~~157.~~ The Directors shall cause minutes to be made in books provided for the purpose:-

Minutes of
meetings to be kept

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

~~158:~~148. (A) The Board may from time to time and at any time, by power of attorney under the seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers authorities and discretions vested in him.

Power to appoint
attorney

(B) The Company may exercise the powers conferred by the Companies Ordinance as to keeping a seal for use abroad, and such powers shall be vested in the Directors.

Official seal for use
abroad

(C) The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds

Executions of
deeds by attorney

and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the seal of the Company.

- ~~149~~.149. The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in Hong Kong or elsewhere, and may appoint any persons to be Members of such committees, local boards or agencies and may fix their remuneration, and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Directors (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the Members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Local boards
- ~~150~~.150. The Directors may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether ~~m~~Members of their own body or not) to act as directors ~~Directors~~ or managers of any such company or any other company in which the Company may be interested, and may determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed, and any Directors of this Company may retain any remuneration so payable to them. Branch of the Company
- ~~151~~.151. The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of, the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons Power to establish pension funds

as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Authentication of documents

~~162.152.~~ (A) Any Director or the Secretary or other authorised officer of the Company shall have power to authenticate any documents in relation to the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents, ~~and~~ accounts and financial statements relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents, ~~or~~ accounts or financial statements are elsewhere than at the registered office or the head office, the local manager or such other officer of the Company having the custody thereof shall be deemed to be the authorised officer of the Company as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any local board or committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

Authenticate documents

- (B) The Company shall be entitled to destroy the following documents at the following times:-
- (i) registered instruments of transfer: at any time after the expiration of seven years from the date of registration thereof;
 - (ii) allotment letters: at any time after the expiration of seven years from the date of issue thereof;
 - (iii) copies of powers of attorney, grants of probate and letters of administration: at any time after the expiration of two years after the account to which the relevant power of attorney, grant of probate or letters of administration related has been closed;
 - (iv) dividend mandates and notifications of change of address: at any time after the expiration of two years from the date of recording thereof; and
 - (v) cancelled share certificates: at any time after the expiration of one year from the date of the cancellation thereof.

- (C) It shall conclusively be presumed in favour of the Company:
- (i) that every entry in the register purporting to be made on the basis of any such documents so destroyed was duly and properly made; and
 - (ii) that every such document so destroyed was valid and effective and had been duly and properly registered, cancelled, or recorded in the books or records of the Company, as the case may be.
- (D) The provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (E) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Articles;
- (F) References herein to the destruction of any document include references to the disposal thereof in any manner.

Capitalisation of reserves

- ~~163,153.~~ (A) To the extent as permitted under the Companies Ordinance, the ~~The~~ Company in general meeting may upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of the dividend on any shares with a preferential right to dividend) 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 proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such Members respectively or paying up in full the issue price of unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such Members in the proportion aforesaid or partly in the one way and partly in the other, and the Directors shall give effect to such resolution, provided that ~~a share premium account and any~~ reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up ~~unissued~~ shares to be issued to Members of the Company credited as fully paid up shares. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Companies Ordinance.

Power to capitalise

(B) The Directors may allot ~~unissued~~ shares, debentures or other securities of the Company, as the case may be, to the amount authorised by the resolution credited as fully paid up amongst the holders of the shares entitled to participate therein as nearly as may be in proportion to the number of such last mentioned shares held by them respectively with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provision for the benefit of fractional entitlements to accrue to the Company rather than to the Members concerned) as they think fit for the case of shares or debentures becoming distributable in fractions, and prior to such allotment 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.

Effect of resolution to capitalise

(C) The Directors may, in relation to any capitalisation sanctioned under this Article in their absolute discretion specify that, and in such circumstances and if directed so to do by a Member or Members entitled to an allotment and distribution credited as fully paid up of ~~unissued~~ shares or debentures in the Company pursuant to such capitalisation, shall allot and distribute credited as fully paid up the ~~unissued~~ shares or debentures to which that Member is entitled to such person or persons as that Member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.

Distribution of capitalised shares

Dividends and reserves

~~164.~~^{154.} The Company in general meeting may declare dividends in any currency, but no such dividends or distributions shall exceed the amount recommended by the Board.

Power to declare dividends

~~165.~~^{155.} (A) The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and, in particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to

Power to pay interim dividends

the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights. The Directors may also pay any fixed dividend on preference shares as and when they consider that the same should be paid.

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

~~166.~~^{156.} No dividend, distribution or other moneys payable by the Company on or in respect of any share shall bear interest against the Company nor be payable except out of the profits of the Company lawfully available for distribution of the Company in accordance with the Companies Ordinance.

Dividends not to be paid out of capital

~~167.~~^{157.} (A) Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve:-

Dividends in cash or in specie

either

(i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid, provided that the Members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:-

- (a) the basis of any such allotment shall be determined by the Directors;
- (b) the Directors, after determining the basis of allotment, shall give not less than fourteen days' notice in writing to the Members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;
- (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly

exercised (the “non-elected shares”) and in satisfaction thereof shares shall be allotted credited as fully paid to the Members of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of any of the Company’s reserve accounts (including any special account, ~~share premium account~~ and reserve fund (if there be any such reserve)) or profit and loss account or amounts otherwise available for distribution as the Directors may determine, a sum equal to the aggregate issue price ~~nominal amount~~ of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis;

or

- (ii) that Members entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid in lieu of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:-
- (a) the basis of any such allotment shall be determined by the Directors;
 - (b) the Directors, after determining the basis of allotment, shall give not less than fourteen days’ notice in writing to the Members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded;
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect whereof the share election has been duly exercised (the “elected shares”) and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Directors shall capitalise and apply out of any part of the Company’s reserve accounts (including any special account, ~~share premium account~~ and reserves)) as the Directors may

determine, a sum equal to the aggregate ~~issue price~~^{nominal amount} of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

- (B) The shares allotted pursuant to the provisions of paragraph (A) of this Article shall rank pari passu in all respects with the shares then in issue save only as regards participation:-
- (i) in the relevant dividend (or the right to receive or to elect to receive an allotment of shares in lieu thereof as aforesaid); or
 - (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend,

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

- (C) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (A) of this Article with full power to the Directors to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter into on behalf of all Members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
- (D) The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve in respect of any one particular dividend or distribution of the Company that notwithstanding the provisions of paragraph (A) of this Article a dividend or distribution may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to Members to elect to receive such dividend in cash in lieu of such allotment.

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

~~168:~~158. The Board may set aside (out of the profits of the Company) such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or distributions and for any purposes for which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any sums which it may think prudent not to pay by way of dividend or distribution. Reserves

~~169:~~159. The Directors may establish a reserve to be called the Capital Reserve, which shall not be available for dividend, but which shall be available to meet depreciation or contingencies or for repairing, improving, or maintaining any property of the Company or for such other purposes as the Directors may in their discretion think conducive to the interests of the Company, and the Directors may invest the sums standing to the Capital Reserve in such investments as they think fit, other than shares or stock of the Company, and may from time to time deal with or vary such investments and dispose of all or any part thereof with full power to employ the Capital Reserve in the business of the Company, and that without keeping it separate from the other assets and with power to divide the said Capital Reserve into separate accounts or funds, if they think fit. Capital reserves

~~170:~~160. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, or distribution and subject to the terms of issue of any shares providing to the contrary, all dividends or distributions shall be declared and paid pro rata according to the amounts paid or credited as paid up on the shares in respect whereof the dividend or distribution is paid, but no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Article as paid up on the share unless any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Dividends to be paid in proportion to paid up capital

- ~~171~~161. (A) The Directors may retain any dividends, distributions or other moneys payable in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Retention of dividend
- (B) The Directors may deduct from any dividend, distribution or bonus payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise. Deduction of debts
162. Notice of any dividend that may have been declared shall be given in manner hereinafter mentioned to the persons entitled to share therein. Notice of Dividend
- ~~172~~163. Any resolution of the Company in general meeting sanctioning the payment of a dividend may make a call on the Members of such amount as the Company in general meeting fixes, but so that the call on each Member shall not exceed the dividend or distribution payable to him, and so that the call be made payable at the same time as the dividend or distribution, and the dividend or distribution may, if so arranged between the Company and the Members, be set off against the call. Call on members to be set off by dividends
- ~~173~~164. Whenever the Directors or the Company in general meeting have resolved that a dividend or distribution be paid or declared, the Directors may further resolve that such dividend or distribution be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend or distribution and such appointment shall be effective. ~~Where required, a contract shall be filed in accordance with the provisions of the Companies Ordinance and t~~The Directors may appoint any person to sign any necessary ~~such~~ contract on behalf of the persons entitled to the dividend or distribution and such appointment shall be effective. Dividend in specie
- ~~174~~165. A transfer of shares shall not pass the right to any dividend, distribution or bonus declared thereon before the registration of the transfer. Effect of transfer
- ~~175~~166. If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividends, distributions, interim dividends or bonuses and other moneys payable in respect of such shares. Joint holders' dividends

~~176~~167. Unless otherwise directed by the Directors, any dividend, distribution or bonus may be paid by cheque or warrant sent through the post to the registered address of the Member entitled (at the risk of such Member), or, in case of joint holders, to any one of such joint holders or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend, distribution and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.

Payment by post

168. All dividends, distributions or bonuses 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 and the Company shall not be constituted a trustee in respect thereof. All dividends, distributions or bonuses unclaimed for six years after having been declared may be forfeited by the Directors and shall revert to the Company.

Unclaimed dividend

~~177~~169. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the person registered as the holders of such shares on a particular date or at a point of time on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Article shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.

Subscription Right Reserve

~~178. (A) If, so long as any of the rights attached to any warrants or similar rights (together "warrants") issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions of the conditions of the warrants, would reduce the subscription price to below the par value of a share then the following provisions shall apply:-~~

- ~~(i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Article) maintain in accordance with the provisions of this Article a reserve (the "Subscription Rights Reserve") the amount of which shall at no time be~~

~~less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) of this paragraph (A) on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up such additional shares in full as and when the same are allotted;~~

- ~~(ii) the Subscription Rights Reserve will not be used for any purpose other than that specified above until all other reserves of the Company (other than share premium account and capital redemption reserve fund) have been used and will then only be used to make good losses of the Company if and so far as is required by law;~~
- ~~(iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder credited as fully paid such additional nominal amount of shares as is equal to the difference between:-
 - ~~(a) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and~~
 - ~~(b) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par;~~~~

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

- ~~(iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Rights~~

~~Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including to the extent permitted by law, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until such time no dividend or other distributions shall be paid or made on the shares. Pending such payment up and allotment the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.~~

- ~~(B) Shares allotted pursuant to the provisions of this Article shall rank pari passu in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned.~~
- ~~(C) Notwithstanding anything contained in paragraph (A) of this Article no fraction of a share shall be allotted on exercise of the subscription rights.~~
- ~~(D) The provisions of this Article as to the establishment and maintenance of the Subscription Rights Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Article without the sanction of a special resolution of such warrant holders or class of warrant holders.~~
- ~~(E) A certificate or report by the Auditors as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to an exercising warrant holder credited as fully paid and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and Members.~~

Annual returns

~~170.~~170. The Directors shall make the requisite annual returns in accordance with the Companies Ordinance. Annual return

Accounting RecordsAccounts

~~171.~~171. The Directors shall cause proper accounting records ~~books of account~~ to be kept and the provisions of ~~the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, of all sales and purchases of goods and services, and of the assets and liabilities of the Company and of all other matters required by the Companies Ordinance in this regard shall be complied with~~ or necessary to give a true and fair view of the Company's affairs and to explain its transactions. Accounting records
Accounts to be kept

~~172.~~172. The accounting records ~~books of account~~ shall be kept at the registered office or, subject to the Companies Ordinance, at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors. Location of
Accounts
Accounting records

~~173.~~173. The Directors shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations, the accounting records ~~accounts and books~~ of the Company, or any of them, shall be open to the inspection of the Members (not being Directors), and no Member (not being a Director) shall have any right of inspecting any accounting records ~~account or book~~ or document of the Company, except as conferred by the Companies Ordinance or authorised by the Directors or by the Company in general meeting.

~~174.~~174. (A) In accordance with the provisions of the Companies Ordinance, the Directors shall from time to time cause to be prepared and laid before the Company at each annual general meeting such reporting documents as are required by the Annual Report in respect of the preceding financial year or other period for which audited accounts have been prepared and/or the summary financial report which complies with Section 141CF(1) of the Companies Ordinance, and such other reports and accounts as may be required by any applicable law, rules and regulations. The Directors may also cause to be prepared any summary financial report as they think fit in accordance with the Companies Ordinance. Annual profit and
loss account and
balance sheet
Reporting
documents

(B) Every statement of financial position ~~Annual Report~~ shall be signed pursuant to the provisions of the Companies Ordinance, and copies of those documents (including but not limited to the relevant reporting document ~~Annual Report~~ and/or the summary financial report) which are to be laid before the Company in general meeting, shall be made available to every Member of, and every holder of debentures of, the Company and every person registered under Article ~~44-47~~ and every other person entitled to receive notices of general Laying of annual
accounts before
annual general
meeting

meetings of the Company in printed form and/or using electronic means whether in English language only or in Chinese language only or in both English language and Chinese language, as such persons shall have notified the Company previously in writing, not less than twenty-one clear days before the date of the general meeting, provided that the Company shall not be required to make available those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures whether in printed form or by electronic means. In the case of those documents being made available in printed form, such documents will be sent by post to the registered addresses of those entitled to receive them as set out above.

- (C) Where a Member, in accordance with the Companies Ordinance, the Listing Rules and any applicable law, rules or regulations, has given either an express positive confirmation in writing or deemed consent in the manner specified by the Companies Ordinance and the Listing Rules to treat the publication of the reporting relevant financial documents and/or the summary financial report as set out in this Article 183 using electronic means ~~or has consented to receiving the summary financial report instead of the Annual Report,~~ as discharging the Company's obligation under the Listing Rules and any applicable law, rules and regulations to send a copy of ~~such the relevant reporting financial documents and/or the summary financial report,~~ then publication by the Company, in accordance with the Companies Ordinance, the Listing Rules and any applicable law, rules and regulations, using electronic means of such reporting relevant financial documents and/or the receipt by such Member of the summary financial report, at least twenty-one clear days before the date of the general meeting shall, in relation to each such Member, be deemed to discharge the Company's obligations under this Article ~~183-174~~ provided that any person who is otherwise entitled to such reporting financial documents and/or the summary financial report of the Company may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, a complete printed copy of the reporting documents Annual Report or the summary financial report not previously requested by him.

Audit

~~184-~~175. Auditors shall be appointed and removed and their duties regulated in accordance with the provisions of the Companies Ordinance, the Listing Rules and any applicable law, rules and regulations.

Auditors

~~185-~~176. Subject as otherwise provided by the Companies Ordinance, the remuneration of the Auditors shall be fixed by the Company in general meeting except that the remuneration of the Auditors appointed to fill a causal vacancy may be fixed by the Directors. It is always provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

Auditors
remuneration

~~186.177.~~ Every ~~statement set of~~ financial statements ~~accounts~~ audited by the Company's auditors and presented by the Directors at a general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the ~~set statement of account~~ financial statements amended in respect of the error shall be conclusive.

When account are deemed settled

Notices

~~187.178.~~ Any notice or document or any Corporate Communication to be given or issued under these Articles shall be in writing, and may subject to and to the extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and all applicable laws, rules and regulations, be served on, delivered to or made available by the Company and/or by the Board to any Member (i) either personally by hand, in printed form or in electronic form; or (ii) by sending it through the post in a prepaid letter envelope or wrapper addressed to such Member at his registered address as appearing in the register or such other address as the Member may provide for the purpose either in printed form or in electronic form; or (iii) by any electronic means ~~in compliance with these Articles, the Listing Rules and any applicable law, rules and regulations, provided that in the case of publication by means of website, the Company has obtained either (a) the relevant Members' prior express positive confirmation in writing or (b) the relevant Members' deemed consent, in the manner specified by the Companies Ordinance and the Listing Rules, to receive or otherwise have made available to him notices, documents or Corporate Communication to be given or issued to him by the Company by such electronic means;~~ or (iv) (in the case of notice) by publishing the same as a paid advertisement in English language in at least one English language newspaper and in Chinese language in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong, provided that in the case of any notice or document or any Corporate Communication given in electronic form or by electronic means (including by making it available on the Company's website), such Member has consented, in the manner permitted in the Companies Ordinance and the Listing Rules, to the Company communicating with such Member in such form or manner. In case of joint holders of a share, all notices or documents or Corporate Communication shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Service of notice

~~188.179.~~ A Member shall be entitled to have notice served on him at any address within Hong Kong or by any electronic means in compliance with these Articles, the Listing Rules and any applicable law, rules or regulations. Any Member who has not given an express positive confirmation in writing or a deemed confirmation to the Company in the manner specified in the Companies Ordinance and the Listing Rules to receive or otherwise have made available to him notices and documents or

Outside of Hong Kong

~~any corporate communication to be given or issued to him by the Company by electronic means and Any Member whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice and delivery of documents and Corporate Communication shall be deemed to be his registered address. A member who does not notify the Company of an address in Hong Kong may notify the Company of an address outside Hong Kong and the Company may serve notices on him and deliver documents and Corporate Communication to him at such overseas address. A Member who has no registered address in Hong Kong shall be deemed to have received (i) any notice which shall have been displayed at the registered office of the Company and shall have remained at the Company's registered office for the space of twenty-four hours and such notice shall be deemed to have been received by such Member on the day following that on which it shall have been first so displayed; or (ii) any notice which shall have been published on the Company's website and which shall remain so published on a continuous basis for at least twenty-eight days from the date of first publication or in accordance with the requirements of the Companies Ordinance and the Listing Rules, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents or Corporate Communication of the Company to any Member whose registered address is outside Hong Kong.~~

- ~~189.~~180. (A) Any notice or document or Corporate Communication either in printed form or in electronic form, if served by post, shall be deemed to have been served on the day following that on which at the time when the envelope containing the same is put into a post office situated within Hong Kong; and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into such post office and a certificate in writing signed by the secretary or other officer of the Company that the envelope containing the notice or document was so addressed and put into the post office shall be conclusive evidence thereof.
- (B) Any notice required to be or which may be given by advertisement in newspapers shall be published in accordance with the requirements of the Listing Rules and/or the Stock Exchange and shall be deemed to have been served on the day on which the advertisement first so appears.
- ~~(C) Any notice or document or Corporate Communication, if served or sent by telex or facsimile transmission, shall be deemed to have been served or delivered at the time of transmission of the telex or facsimile transmission; and in proving such service or delivery it shall be sufficient to prove that the telex containing the notice or document was properly addressed and despatched by the relevant establishment or that the facsimile transmission was properly transmitted to the facsimile number of the Member appearing in the register and such transmission has been received by the facsimile machine bearing the facsimile number of the Member concerned.~~

Notice by post
deemed service

(~~DC~~) Any notice or document or Corporate Communication sent by electronic means, other than by making it available on the Company's website, ~~mail~~ shall be deemed to have been served or delivered at 12 hours following the time when such notice or document or Corporate Communication is ~~transmitted~~ ~~sent~~ provided no notification is received by the Company that such notice or document has not reached its recipient.

(~~ED~~) Any notice or document or Corporate Communication which the Company has made available to any Member by publication on its own website, shall be deemed to have been served or delivered 12 hours from the later of (i) the time that such notice, document or other information was first made available on the Company's website; and (ii) the time that a member was notified of the presence of such notice, document or other information on the Company's website. ~~website or computer network or the Stock Exchange's website shall be deemed to have been served (i) forty-eight hours after notification required by the Companies Ordinance and the Listing Rules is received by the relevant Member or (ii) if later, forty-eight hours after the Corporate Communication first appears on the website after that notification is sent.~~

~~190.181.~~ A notice or document or Corporate Communication may be given by the Company to the person(s) entitled to a share in consequence of the death, mental incapacity or bankruptcy of a Member in the manner set out in Article 17~~88~~ in which the same might have been given if the death, mental incapacity or bankruptcy had not occurred.

Service of notice to person entitled on death, mental incapacity or bankruptcy

~~191.182.~~ Any person who by operation of law, by transfer or by other means whatsoever shall become entitled to any share shall be bound by every notice, document or Corporate Communication in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

Transferee bound by prior notice

~~192.183.~~ Any notice or document or Corporate Communication delivered or sent by post or left at the registered address of any Member or made available by electronic means in compliance with these Articles, the Listing Rules and any applicable law, rules or regulations shall, notwithstanding that such Member be then deceased and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such Member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document or Corporate Communication on his personal representatives and all persons (if any) jointly interested with him in any such shares.

Notice valid though member deceased

~~193~~184. (A) The signature to any notice or document or Corporate Communication to be given by the Company may be written or printed ~~by means of facsimile or made in such other manner as permitted under the Companies Ordinance~~ where all relevant, by Electronic Signature.

How notice signed

(B) Subject to the Listing Rules and any applicable laws, rules and regulations, any notice or document, including but not limited to the documents referred to in Article ~~183-174~~ and any Corporate Communication, may be given in the English language only, in the Chinese language only or in both the English language and the Chinese language provided that the Company has obtained the relevant Members' prior express positive confirmation in writing to receive or otherwise have made available to him such notices or documents in either the English language only or the Chinese language only or in both the English language and the Chinese language and provided further that such Member may, if he so requires, by notice in writing served on the Company, demand at any time that the Company sends or makes available to him any notice or document or Corporate Communication in the language not previously provided to him.

(C) Where 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 counted in such number of days or other period.

Information

~~194~~185. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Members of the Company to communicate to the public.

Member not entitled to information

Winding up

~~195~~186. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a Special Resolution and any other authority required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance or other relevant laws and regulations, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any one or more class or classes of property and may determine how such division shall be carried out as

Division of assets in liquidation

between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributor shall be compelled to accept any shares in respect of which there is a liability.

~~196~~187. In the event of a winding-up of the Company, every Member who is not for the time being in Hong Kong shall be bound, within fourteen days after the passing of an effective Special Resolution to wind up the Company voluntarily or such other means as prescribed under the Companies (Winding Up and Miscellaneous Provisions) Ordinance or other relevant laws and regulations (if any), or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in any of the relevant territories and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee, whether appointed by the Member or the liquidator, shall be deemed to be good personal service on such Member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such Member by advertisement in such English language daily newspapers circulating in each of the relevant territories as he shall deem appropriate or by a registered letter sent through the post and addressed to such Member at his address as mentioned in the register, and such notice shall be deemed to be service on the day following that on which the advertisement appears or the letter is posted.

Service of process

Indemnity

~~197~~188. (A) Every Director or other officer of the Company and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Company and everyone of them and everyone of their heirs, executors and administrators, shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities to the fullest extent permitted by the Companies Ordinance ~~(including any such liability as is mentioned in Section 165(2) of the Companies Ordinance)~~ which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively, and no Director or other officer shall be liable for any costs, expenses, loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto (including travelling expenses), and no such officer or trustee shall be answerable for the acts, receipts, neglects, defaults or oversight of any other officer or trustee, or

Indemnity

for joining in any receipt for the sake of conformity, or for the solvency or honesty or tortuous acts of any bankers or other persons with whom any moneys or effects belonging to the Company may be lodged or deposited for safe custody, or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested, or for any other costs, expenses, loss or damage due to any such cause as aforesaid, unless the same shall happen by or through his own wilful neglect or default respectively, provided that this Article shall only have effect in so far as its provisions are not avoided by or would breach the Companies Ordinance.

- (B) Subject to ~~the provisions~~Section 165 of the Companies Ordinance, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability and insofar as permitted by law, the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Members over all other claims.
- (C) Subject to the provisions of the Companies Ordinance, each Member of the Company agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director or any other officers of the Company on account of any action taken by such Director or officer, or the failure of such Director or officer to take any action in the performance of his duties with or for the Company; provided that such waiver shall not extend to any matter in respect of any liability that would otherwise attach to such Director or officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company, and provided that this Article shall only have effect in so far as its provisions are not avoided by or would breach the Companies Ordinance~~fraud or dishonesty which may attach to such Director or officer.~~

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 27th January, 1973.

| Names, Addresses and Descriptions of <u>Initial</u> Subscribers | <u>Initial Number of Shares</u> <u>taken by each</u> <u>Initial Subscriber</u> |
|---|--|
| DATUK TEH HONG PIOW, J.P. 37 Alexandra House, Ice House Street, Hong Kong. Banker | <u>ONE SHARE</u> |
| NG CHEE KONG 37 Alexandra House, Ice House Street, Hong Kong. Company Director | <u>ONE SHARE</u> |

Total Number of Shares Taken

TWO SHARES

Initial Paid-Up Share Capital of the Company

HK\$2.00



LIPPO LIMITED
力寶有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 226)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Lippo Limited (the “Company”) will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 1st September, 2016 at 11:45 a.m. (or so soon thereafter as the annual general meeting of Lippo China Resources Limited convened for 11:00 a.m. on the same date shall be concluded or adjourned) for the following purposes:

1. To receive and adopt the audited Financial Statements of the Company and the Reports of the Directors and the Auditors for the year ended 31st March, 2016.
2. To consider and declare a final dividend for the year ended 31st March, 2016.
3. To consider the re-election of the retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
4. To consider the re-appointment of Ernst & Young as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:
 - A. “THAT:
 - (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company (which may be so required) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company), the making or granting of which might require the exercise of such powers by the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approvals in paragraphs (a) and (b), otherwise than (i) pursuant to a Rights Issue (as hereinafter defined), or (ii) pursuant to the exercise of any options granted under any share option scheme adopted by the Company or an issue of shares upon exercise of subscription rights pursuant to warrants (if any) issued by the Company, or (iii) an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the Company's articles of association, or (iv) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20 per cent. of the aggregate number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Hong Kong or the Company's articles of association to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

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

“shares” shall, for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares; and

- (e) the authority conferred by this resolution shall be in substitution for all previous authorities granted to the Directors of the Company, except that it shall be without prejudice to and shall not affect the exercise of the power of the Directors of the Company pursuant to such authorities to allot additional shares of the Company up to and in accordance with the approval therein contained prior to the date of this resolution.”

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall be in addition to any other authorisation granted to the Directors of the Company and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors of the Company;
- (c) the aggregate number of shares which is authorised to be bought-back by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the aggregate number of the issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Hong Kong or the Company’s articles of association to be held; and
- (iii) the authority set out in this resolution being revoked or varied by way of ordinary resolution of the Company in general meeting.

“shares” shall, for the purposes of the general mandate referred to in this resolution, mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

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- C. “THAT conditional on the passing of the resolutions set out in paragraphs 5A and 5B of the notice convening this meeting of which this resolution forms part, the general mandate granted to the Directors of the Company to allot and issue shares pursuant to the resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of the aggregate number of the shares in the capital of the Company bought-back by the Company under the authority granted pursuant to the resolution set out in paragraph 5B of the notice convening this meeting, provided that such number of shares shall not exceed 10 per cent. of the aggregate number of the shares of the Company in issue as at the date of passing of this resolution. For the purposes of this resolution, “shares” shall mean such number of shares as may be adjusted in the event that the shares in issue as at the date of passing this resolution are, at any time thereafter, converted into a larger or smaller number of shares.”
6. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

“THAT the new articles of association of the Company (the “New Articles of Association”), a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the Chairman of this meeting, which, among other things, does not include any “objects” clauses, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles of Association.”

By Order of the Board
LIPPO LIMITED
Davy Lee
Secretary

Hong Kong, 29th July, 2016

Registered Office:
24th Floor, Tower One
Lippo Centre
89 Queensway
Hong Kong

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Note:

1. Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified true copy thereof) must be deposited at the Company's registered office at 24th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting thereof should they so wish.
3. The Register of Members of the Company will be closed during the following periods:
 - (i) from Monday, 29th August, 2016 to Thursday, 1st September, 2016 (both dates inclusive) during which period no transfer of share will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting. In order to be entitled to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Registrar, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 26th August, 2016; and
 - (ii) from Monday, 12th September, 2016 to Thursday, 15th September, 2016 (both dates inclusive) during which period no transfer of share will be registered, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Registrar, Tricor Progressive Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 9th September, 2016.
4. At the meeting, the chairman of the meeting will exercise his power under Article 86(i) of the articles of association of the Company to put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
5. Should there be any discrepancies between the English and the Chinese versions, the English version shall prevail.