

ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 14 July 2014)

OF

HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED

(香港綫路板協會有限公司)

(Name Changed on 24/7/2000)

Incorporated the 7th day of July, 2000

Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 622)

SPECIAL RESOLUTION

HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED
(香港綫路板協會有限公司)

Passed on the 14th day of July, 2014

At the Annual General Meeting of Hong Kong Printed Circuit Association Limited duly convened and held at the Banquet Room, 3/F., Yau Yat Chuen Garden City Club, 7 Cassia Road, Kowloon on Monday, the 14th day of July, 2014 at 12:00 noon, the following Special Resolution was duly passed:

“THAT the attached copy of the Articles of Association certified by an executive committee member of the Association be adopted as the new Articles of Association of the Association to the exclusion of and in substitution for the existing Memorandum and Articles.”

(Sd.) Chung Tai Keung, Canice

Chung Tai Keung, Canice
(Chairman)

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED
(香港綫路板協會有限公司)

Passed on the 25th day of July, 2011

At an Extraordinary General Meeting of Hong Kong Printed Circuit Association Limited duly convened and held at the Banquet Room, 3/F., Yau Yat Chuen Garden City Club, 7 Cassia Road, Kowloon on Monday, the 25th day of July, 2011 at 12:00 noon, the following Special Resolution was duly passed:

“THAT the existing Memorandum and Articles of Association of the Company under Companies Ordinance be and are hereby revoked.”

“THAT the new Memorandum and Articles of Association in the form annexed hereto be adopted as the Memorandum and Articles of Association of the Company.”

(Sd.) Wong Yin Yi

Wong Yin Yi
(Chairman)

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED
(香港綫路板協會有限公司)

Passed on the 27th day of June, 2005

At the Extraordinary General Meeting of the Association duly convened and held at Meeting Room, Ground Floor of Hong Kong International Trade & Exhibition Centre, I Trademark Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, the 17th day of June, 2005 at 5:30 p.m., the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the regulations contained in the document marked "A" submitted to this meeting and for the purpose of identification signed by the Chairman of this meeting be adopted as the articles of association of the Association in substitution for and to the exclusion of all the existing articles of association of the Association."

(Sd.) Kong Hoi Wing

Kong Hoi Wing
(Chairman)

No. 723098

編號

(C O P Y)

COMPANIES ORDINANCE

(CHAPTER 32)

香港法例第32章

公司條例

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

公司更改名稱

註冊證書

----- ★★★ -----

I hereby certify that

本人謹此證明

HONG KONG PRINTED CIRCUITS ASSOCIATION LIMITED

香港綫路板協會有限公司

having by special resolution changed its name, is now incorporated under
經通過特別決議，已將其名稱更改，該公司的註冊名
the name of

稱現為

HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED

(香港綫路板協會有限公司)

Issued by the undersigned on 24 July 2000.

本證書於二〇〇〇年七月廿四日簽發。

(S d .) MISS R. CHEUNG

for Registrar of Companies

Hong Kong

香港公司註冊處處長

(公司註冊主任張潔心代行)

THE COMPANIES ORDINANCE (CAP.32)

SPECIAL RESOLUTION
OF

HONG KONG PRINTED CIRCUITS ASSOCIATION LIMITED

Passed on the 11th day of July 2000

At an Extraordinary General Meeting of the members of the abovenamed Company duly convened and held at the registered office of the Company on the 11th day of July 2000 the following Special Resolution was duly passed and resolved:-

"THAT the name of the Company be changed from HONG KONG PRINTED CIRCUITS ASSOCIATION LIMITED (香港綫路板協會有限公司) to HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED (香港綫路板協會有限公司) "

(Sd.) Tang Chung Yen Tom

Chairman

No. 723098

編號

(C O P Y)

COMPANIES ORDINANCE
(CHAPTER 32)

香港法例第32章

公司條例

CERTIFICATE OF INCORPORATION

公司註冊證書

----- ★★★ -----

I hereby certify that

本人謹此證明

HONG KONG PRINTED CIRCUITS ASSOCIATION LIMITED

香港綫路板協會有限公司

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

有限公司。

Issued by the undersigned on 7 July 2000.

本證書於二〇〇〇年七月七日簽發。

(S d .) MISS R. CHEUNG

for Registrar of Companies
Hong Kong

香港公司註冊處處長

(公司註冊主任張潔心代行)

THE COMPANIES ORDINANCE (CHAPTER 622)

A Company limited by Guarantee

ARTICLES OF ASSOCIATION

OF

HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED

(香港綫路板協會有限公司)

Company Name

The name of the Company is

"HONG KONG PRINTED CIRCUIT ASSOCIATION LIMITED

(香港綫路板協會有限公司)"

(hereinafter called the "**Association**")

Registered Office

The Registered Office of the Association will be situate in Hong Kong.

Members' Liabilities

The liability of the members is limited.

Liabilities or Contributions of Members

Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for the payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars.

The Objects for which the Association is established are:

- (a) To support and protect the character, status and interests of those persons, companies or other entities carrying on and/or engaged in the trade business and profession of printed circuits in Hong Kong and mainland China.
- (b) To consider all questions connected with the carrying on of the trade and business of printed circuits.
- (c) To represent express and give effect to the views and opinions of the traders, manufacturers in the trade and business of printed circuits.
- (d) To provide services to those persons, companies or other entities carrying on and/or engaged in the trade business and profession of printed circuits in Hong Kong and mainland China.

- (e) To arrange social and recreational activities for members of the trade and business of printed circuits and their guests in Hong Kong and mainland China.
- (f) To promote and further better understanding, goodwill and co-operation among all members of the Association.
- (g) To procure or acquire land from Government for the purposes of building or erecting premises for the Association or for advancement of education or other charitable purposes.
- (h) To admit persons to be members of the Association on such terms as may from time to time be determined, and to confer on them such rights and privileges as may seem expedient.
- (i) To acquire, purchase, take on lease in Hong Kong and mainland China any landed or other property, rights and privileges and grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities belonging to the Association upon such terms as the Association may deem fit for the purpose of promoting the objects of the Association.
- (j) To invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (k) To borrow or raise any money required for the purpose of the Association upon such terms and on such securities as may be determined. To employ auditors, clerks, managers, secretaries, servants and any other professional person or persons for the purpose of the Association and to remunerate them in return of services rendered to the Association in such manner as the Executive Committee of the Association may consider fit.
- (l) To open and operate banking accounts, to draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable and transferable instruments.
- (m) To insure the property of the Association against all risks or liabilities.
- (n) To engage in any activities in conjunction with other bodies or associations, within the limits of the Association's objects and to arrange reciprocal concessions and cooperation with other such bodies or association.
- (o) To carry on the business as printers, proprietors, publishers and distributors of magazines, periodicals, journals and books.
- (p) In furtherance of any of the above objects, whether by itself or through a wholly owned subsidiary in mainland China, to provide services as business management consulting, information technology consulting, printed circuit consulting and promotion of printed circuit industry.

(q) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the above subjects.

Provided that: -

1. The Association shall refrain from any partisan political activity or taking part in any such activity.
2. The Association shall refrain from sectarian or religious activities.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers

TANG CHUNG YEN TOM (唐慶年) (Signed)
1D, 1 Cambridge Road, Kowloon Tong Garden,
Kowloon, Hong Kong.
Merchant

WONG LOK TAK (王樂得) (Signed)
House 54, 5th Floor, Hong Lok Yuen, Tai Po,
New Territories, Hong Kong.
Merchant

HO YAU CHONG (何幼滄) (Signed)
Ground Floor, Block B, No. 4 Silver Star Path,
Clearwater Bay, New Territories, Hong Kong.
Merchant

CHUNG TAI KEUNG (鍾泰強) (Signed)
House 15, Berkeley Bay Villa,
Lot No. 836 in D.D. 214,
Ho Chung, Sai Kung, Kowloon, Hong Kong.
Merchant

CHEOK HO FUNG (卓可風) (Signed)
House 7, Las Pinadas,
33 Shouson Hill Road, Hong Kong.
Merchant

Names, Addresses and Descriptions of Subscribers

CHUNG CHEUK TIM (鍾卓添) (Signed)

Room 6C, 6th Floor, Block 5,
Classical Garden, Tai Po,
New Territories, Hong Kong.
Merchant

TANG SHUN LAM (鄧順林) (Signed)

1147, 11th Floor, Tower 7,
Hong Kong Parkview,
88 Tai Tarn Reservoir Road,
Repulse Bay, Hong Kong.
Merchant

LAU YAN KIT (劉仁傑) (Signed)

2D, Nassau Street,
4th Floor, Mei Foo Sun Chuen,
Kowloon, Hong Kong.
Merchant

KOON KAM KWAN (官錦堃) (Signed)

13B, No. 21 Braemar Hill Mansion,
Braemar Hill,
North Point, Hong Kong.
Merchant

IP KING MAN (葉景文) (Signed)

F27, Marina Cove,
Sai Kung, Kowloon, Hong Kong.
Company Executive

YIU KWONG KAU (姚廣球) (Signed)

Flat B, 2nd Floor, Block 8, Lakeside Garden,
Sai Kung, Kowloon, Hong Kong.
Merchant

Dated the 16th day of June 2000.

Witness to the above signatures:-

(Signed)

LUI KA FAT, ARTHUR
Solicitor, Hong Kong SAR.
7th Floor, CNAC Group Building,
10 Queen's Road Central,
Hong Kong.

PRELIMINARY

1. The Articles contained in Schedule 3 of the Companies (Model Articles) Notice (Cap 622H) shall not apply to the Association.
2. In these Articles, unless the context otherwise require:-

"the Association" means the abovenamed Hong Kong Printed Circuit Association Limited (香港綫路板協會有限公司).

"the Ordinance" means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

"the Executive Committee" means the Executive Committee of the Association for the time being.

"the Executive Committee Members" means the Directors of the Association for the purpose of the Companies Ordinance.

"electronic communication" means a communication sent by electronic transmission in any form through any medium.

"writing" or "printing" includes writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a visible form, including an electronic communication.

Words having a special meaning assigned to them in the Companies Ordinance shall have the same meaning in these presents.

Words importing the singular number only shall include the plural and vice versa.

Words importing masculine gender shall include feminine and neuter genders.

Words importing individuals shall include firms companies institutions organization clubs and associations.

References to applicable laws, rules and regulations shall include the Companies Ordinance and all regulations made thereunder. References to a notice or document shall include a notice or document recorded or stored in any digital, electronic, electric, magnetic or other retrievable form or medium.

MEMBERS

3. The number of members with which the Association proposes to be registered is five hundred but the Executive Committee may from time to time register an increase of members.
4. Members of the Association are divided into three categories as more particularly set out hereunder:-

(a) Honorary Member

(b) Associate Member

(c) Corporate Member

5. Any man who is over 18 years of age, who has a proper profession or employment, and is of good health and good character, and have no criminal record and accepts the objects of the Association shall be eligible to apply to become an Associate Member of the Association. Associate Members have no right to vote in Annual General Meeting nor Extraordinary General Meeting and have no property rights of any nature.
6. Any company or organization (include any government, or any statutory, municipal or public body, or any body corporate, or any incorporated association (including partnership), or any other body of persons whether or not incorporated and whether domiciled in Hong Kong or elsewhere) engaged in the trade and business of the printed circuits and accepts the objects of the Association shall be eligible for affiliation as a Corporate Member of the Association. Requirement for such Corporate Membership will be established from time to time by the Executive Committee. Corporate Membership shall be approved by the Executive Committee from time to time.
7. A Corporate Member shall enjoy the privilege of membership through a representative nominated by it in that behalf. A duly appointed representative of a Corporate Member, be entitled to all the rights and privileges and subject to all the obligations of membership. The appointment of such representative shall be effected by delivery of an instrument appointing such representative duly signed by a responsible officer of the Corporate Member and in such manner and subject to such conditions as may be determined by the Executive Committee from time to time. The Corporate member may from time to time remove its representative and make a new appointment subject to the rules of the Executive Committee. Corporate Member who has nominated such representative shall at all times be entirely responsible for all debts and liabilities due and owing by its representative to the Association.
8. The Executive Committee can invite distinguished and well known persons who have contributed to the Association to be Honorary Members. No entrance fee nor annual membership fee shall be payable by Honorary Members. Honorary Members have no right to vote in Annual General Meeting nor Extraordinary General Meeting and cannot be elected as Officers.
9. Subject to Article 10 hereof and until the Association in general meeting shall decide otherwise, the amount of annual membership fee shall be determined by the Executive Committee from time to time.
10. Every application for membership shall be in writing signed by the applicant.

11. Every application for membership shall be examined by the Executive Committee in accordance with the provisions of these Articles, and if the applicant is found to be qualified, then the application shall be approved by the Executive Committee.
12. Any member whose annual membership fee is unpaid after it has become due and shall remain unpaid for a period of sixty days when notice by registered post of the same shall have been given by the Association to him at his last known address shall cease ipso facto to be a member of the Association, but may be reinstated if he shall give adequate reasons for his failure to pay the membership fee and if in the discretion of the Executive Committee such reasons are accepted and on payment of all arrears.
13. Associate Member shall have the rights as to speech and enjoy any of the rights given by the Executive Committee from time to time to the Associate Members, but shall not be entitled to vote at any general meetings of the Association nor shall be eligible to any office of the Executive Committee.
14. Honorary Member shall have the rights as to speech and enjoy any of the rights given by the Executive Committee from time to time to the Honorary Members, but shall not be entitled to vote nor shall be eligible to any office of the Executive Committee.
15. Any member desiring to resign from the Association shall give notice in writing addressed to the Secretary General deposited at the registered office of the Association of his intention so to do before payment of the next annual membership fee has become due, otherwise he shall be liable to pay the annual membership fee for that year.
16. A member who has voluntarily resigned or has been expelled due to conviction of any crime or failure to observe any regulations or by-laws of the Association shall forfeit all rights in the claim upon the Association and shall have no claim on the property of the Association.
17. If any member of the Association shall wilfully refuse to comply with any of the provisions of these Articles regulations or by-laws of the Association, or any resolution of the Association or do any thing to hinder the affairs and operation of the Association or shall be guilty of any conduct likely to cause obstruction or to be injurious to the interest, activities or objects of the Association or is declared bankrupt by the court as the case may be, such member shall be liable to expulsion by a resolution of the Executive Committee provided always that before such meeting is to be expelled he shall be given the right of hearing before members in general meeting.

RIGHTS OF MEMBER

18. Any member who has paid up all fees from time to time and for the time being payable to the Association shall be entitled to attend at all general meetings of the Association. Members of the Association other than the Honorary Members and Associate Members who have paid up all fees from time to time and for the time being payable to the Association shall be entitled to vote.

MEETINGS

19. A general meeting shall be held once every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as the Executive Committee shall determine.
20. The above mentioned general meeting shall be called the Annual General Meeting (AGM). All other general meetings are called Extraordinary General Meeting (EGM).
21. The Executive Committee Members may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by sections 566 to 568 of the Companies Ordinance.
22. The requisition must state the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Association, and upon such requisitions being made notice of the meeting should be sent out to the members by the Executive Committee either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notice to him, or by sending it as an electronic communication in accordance with the Companies Ordinance and any applicable laws, rules and regulations to him at his electronic address as he may provide or by publishing it in accordance with the Companies Ordinance and any applicable laws, rules and regulations on the Association's computer network and giving access to such network to him. The notice of publication may be given to such person by any one of the aforesaid means set out in this Article.
23. Members of the Association in general meetings shall be the paramount authority of the Association.
24. Except and unless provided otherwise, the ordinary business of the Annual General Meeting shall be
 - (a) to approve and to adopt the financial report of the last preceding year;
 - (b) to approve and to adopt the annual report of the Chairman of the Association;
 - (c) to appoint the auditor of the Association;
 - (d) to elect Executive Committee Members, if any.

PROCEEDINGS AT MEETING

25. No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Until the Association in general meeting shall otherwise resolve, two Corporate Members of the Association represented by their respective authorised representatives shall constitute the quorum of such meeting.

26. If after half an hour of the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved. In any other cases, it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present after half an hour of the appointed time for the meeting the members present shall be a quorum and may transact all business for which the meeting is convened.
27. The Chairman of Executive Committee shall preside as chairman at all general meetings of the Association, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman, the Vice Chairman shall take the chair of the meeting or if there is more than one Vice Chairman, the Vice Chairmen present shall choose one of their number to be chairman of the meeting. If at any general meeting neither of such Chairman or Vice Chairmen is/are present or all such persons are unwilling to act as chairman or none of the Vice Chairmen present has been chosen to be the chairman, then the Executive Committee Members present shall choose one of their own number to be chairman of the meeting.
28. The chairman may, (and shall, if so directed by the meeting) adjourn any meeting from time to time and from place to place, although a quorum is present at the meeting. When a meeting is adjourned under these Articles for 30 days or more, notice of the meeting shall be given as in the case of an original meeting.
29. (a) Except for the election of Executive Committee Members which is subject to the provision of Article 62, at any meeting a resolution put to vote in the meeting shall be decided by a show of hands, or by poll whichever the chairman of the meeting thinks fit or upon the requisition of any Corporate Member and a declaration by the chairman that a resolution has, on a show of hands or on a poll, been carried, or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

(b) In the case of an equality of votes, whether on a show of hand or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
30. Every member has a right to speak at the general meeting.

VOTES OF MEMBERS

31. Each member other than the Honorary Members and Associate Member shall be entitled to one vote by representative, but no member shall be entitled to vote at any meeting unless all money presently payable by him to the Association have been paid.
32. If the representative (appointed pursuant to the provision of Article 7) cannot attend any meeting, the Corporate Member may by delivery of an instrument duly signed by a responsible officer of the Corporate Member appoint other person as representative for the purpose of that meeting only. The instrument appointing a

representative to attend the meeting shall be in writing under the hand of the responsible officer of the Corporate Member and shall be deposited at the registered office of the Association not less than 24 hours before the time appointed for the meeting or adjourned meeting or handed by such representative to the chairman or other responsible officers when he arrives at the meeting or adjourned meeting, and in default the instrument of appointment of representative shall not be treated as valid. The appointment of such representative shall not preclude the original representative from attending and voting in person at the meeting or at any adjournment thereof and, in such event, the instrument appointing the representative pursuant to this Article shall be deemed to be revoked. The authority of the original representative shall remain the same notwithstanding the provisions of this Article.

NOTICE OF MEETING

33. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and in case of special business other than the ordinary business to be transacted at the Annual General Meeting, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive notice from the Association, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those member may think fit. The signature to any notice to be given by the Association may be written, printed or made electronically.
34. Any notice or document to be given or issued under these Articles shall be served by the Association on any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notice or document to him, or by sending it as an electronic communication in accordance with the Companies Ordinance and any applicable laws, rules and regulations to him at his electronic address as he may provide or by publishing it in accordance with the Companies Ordinance or other applicable laws, rules and regulations on the Association's computer network and giving access to such network to him. The notice of publication may be given to such person by any one of the aforesaid means set out in this Article.
35. Any notice or document sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong. Any notice or document sent as an electronic communication shall be deemed to be given on the day on which it is transmitted from the server of the Association or its agent. Any notice or document published on the Association's computer network shall be deemed to have been served or delivered on the day following that on which a notification is

sent to the member that the notice or document is available on the Association's computer network.

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

EXECUTIVE COMMITTEE

37. There shall be an Executive Committee to manage and conduct the business of the Association. The number of Executive Committee Members shall not be less than six and shall not be more than thirty. The Executive Committee of the Association shall consist of the following members: -
 - (a) Chairman
 - (b) one or more Vice Chairmen
 - (c) a Secretary General
 - (d) an Honorary Treasurer
 - (e) other members (if any).
38. Executive Committee shall have power to appoint any representative of the Corporate Member of the Association to be an Executive Committee Member in order to fill a casual vacancy but the Executive Committee Member so appointed shall hold office for the residue term of the Executive Committee Member who has vacated the office for such new appointment.
39. Executive Committee shall have power at any time and from time to time to appoint any representative of the Corporate Member of the Association as an additional Executive Committee Member but the Executive Committee Member so appointed shall hold office for such term as the Executive Committee may in its absolute discretion thinks fit but in any event not exceeding two years.
40. Subject to Articles 38 and 39, the Executive Committee Members shall be elected by the Corporate Members of the Association at the Annual General Meeting and shall hold office for a term of two years until the conclusion of the second Annual General Meeting next following their election. All retiring members of the Executive Committee shall be eligible for re-election.

POWERS OF THE EXECUTIVE COMMITTEE

41. The management of the business and control of the Association shall be vested in the Executive Committee which, in addition to the powers and authorities and discretion by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such act and things as may be exercised or done by the Association and are not hereby or by the Ordinance expressly directed or, required to be exercised or done by the Association in general

meeting, but subject nevertheless to the provisions of the Ordinance, and of these presents, and to any regulations from time to time made by the Association in general meeting not being inconsistent with such provisions or these presents; but no regulations so made shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

42. Without prejudice to the general powers contained in the preceding clause and in these Articles the Executive Committee have power: -

- (a) To pay all the costs and expense of and incidental to the promotion, formation, regulation and establishment of the Association.
- (b) To acquire by purchase or otherwise, any property, rights or privileges, capable of being validly acquired by the Association and to settle consideration terms and conditions.
- (c) To bring and prosecute, and to defend any legal or other proceedings, to compromise, settle abandon, or refer to arbitration, any such proceedings, or any claim by or against the Association and to give time to any debtor of the Association.
- (d) To invest or otherwise deal with the moneys of the Association not immediately required upon such securities and in such manner as they think fit, and from time to time to vary or realize such investment.
- (e) To raise or borrow any monies required for the purpose of the Association upon such terms and on such securities as may be determined and to secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Association.
- (f) From time to time to make, vary and repeal by-laws for the regulation of affairs of the Association, its officers and servants provided always that any decisions made by the Executive Committee pursuant to this sub-clause may be set aside by a resolution of a general meeting.
- (g) To make, fulfill, rescind, modify, or vary and contract, and to do all such acts and things as they may think expedient for the purpose of the Association.
- (h) To pay all costs, charge and expenses of and incidental to carrying out of the object for which the Association is established.
- (i) To appoint, suspend and remove the secretary, cashier, clerks, agents and servants and may fix their remuneration and determine their duties.
- (j) To approve or disapprove application for membership and to admit or expel persons as members of the Association in accordance with the provisions hereof.

QUALIFICATION AND DUTIES

43. Save and except the Executive Committee formed upon the incorporation of the Association or an Executive Committee Member appointed by the Executive Committee to fill a casual vacancy, or a candidate nominated by the Executive Committee for the election at a general meeting of the Association, an Executive Committee Member must be a duly appointed representative of a Corporate Member of the Association which must have been a member continuously for at least six calendar months immediately before its representative can be elected a member of the Executive Committee of the Association.
44. The Chairman of the Executive Committee shall be the chief executive in managing the affairs of the Association. He shall chair all meetings of the Association. He shall report to the members in general meetings the activities and other matters of the Association.
45. The Vice Chairman of the Executive Committee shall take the chair of a general meeting of the Association, if the Chairman shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act as chairman. If there is more than one Vice Chairman, the Vice Chairmen present shall choose one of their own number to be chairman of the meeting.
46. The Secretary General of the Association shall be responsible in keeping the seal, the documents and the true record of the Association.
47. The Secretary General of the Association shall be responsible in preparing agenda of meetings, taking minutes of meetings and serving the appropriate notices of the meetings to members of the Association and general correspondence of the Association.
48. The Honorary Treasurer of the Association shall be responsible in preparing the budget of the Association for the year, in preparing a proper account of the financial conditions of the Association, in preparing the annual financial report of the Association for laying before the Association in general meeting and caused a copy of said annual financial report of the Association together with a copy of the directors' report and a copy of the auditors' report to be sent to every member of the Association not less than 21 days before the date of the meeting.
49. The Executive Committee Members shall be responsible in promoting the affairs of the Association and shall assist in carrying out resolutions and policy of the Executive Committee.
50. Chairmen of all sub-committees shall report directly to the Chairman of the Executive Committee.

PROCEEDINGS OF THE MEETINGS OF THE EXECUTIVE COMMITTEE

51. The Executive Committee may meet together for the dispatch of business and may adjourn or otherwise regulate its meetings and business as they think fit. Meeting of the Executive Committee may at any time be convened by (a) the

Chairman of the Executive Committee or (b) the Secretary General or any one Executive Committee Member on the instruction of the Chairman of the Executive Committee or (c) any three Executive Committee Members.

52. All meetings of the Executive Committee shall, unless otherwise agreed by a majority of the Executive Committee Members, be held after not less than 7 days' notice in writing thereof has been given to each Executive Committee Member stating the date, time, place and agenda of the meeting and no business (other than business of a routine or non-material nature) may be conducted at a meeting other than the business specified in the agenda.
53. Notice of meeting should be sent out to every Executive Committee Member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notice to him, or by sending it as an electronic communication in accordance with the Companies Ordinance and any applicable laws, rules and regulations to him at his electronic address as he may provide or by publishing it in accordance with the Companies Ordinance and any applicable laws, rules and regulations on the Association's computer network and giving access to such network to him. The notice of publication may be given to such person by any one of the aforesaid means set out in this Article.
54. No business shall be transacted at any meeting of the Executive Committee unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, two members of the Executive Committee shall constitute a quorum of a meeting of the Executive Committee.
55. Questions arising at any meeting of the Executive Committee shall be decided by a majority votes, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote.
56. The Executive Committee may delegate any of its powers to sub-committees consisting of such Executive Committee Members or other members of the Association as it shall think fit and may from time to time revoke such delegation or revoke the appointment of any such sub-committees or any members thereof. Any Committee so formed shall in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed on it by the Executive Committee.
57. No proxy to attend any meeting shall be accepted at any meeting of the Executive Committee and no Executive Committee Member shall vote by proxy at any meeting of the Executive Committee. However, an Executive Committee Member may appoint a representative to attend any meeting of the Executive Committee but such representative shall not have the right to vote at the meeting.
58. A resolution in writing, signed by a simple majority of the Executive Committee Members for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effectual as if it had been passed at a

meeting of the Executive Committee duly convened and held. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Executive Committee Members. A resolution in writing containing the signature of an Executive Committee Member and sent as an electronic communication by an Executive Committee Member shall be deemed to be a document signed by him for the purposes of this Article.

ELECTION OF EXECUTIVE COMMITTEE

59. The election of the Executive Committee Members shall be held, unless decided otherwise by the Committee, at an Annual General Meeting of the Association.
60. The Executive Committee of the Association shall supervise and scrutinize the election and shall carry out all that is necessary in connection therewith.
61. All Corporate Members of the Association who have paid up all liabilities to the Association shall be entitled to vote at the election.
62. (a) The election of the Executive Committee Members shall be conducted in the following manner:

Nomination of candidates in writing showing the name of the proposer and seconder (who shall be Corporate Members) as well as that of the candidate or candidates shall be delivered to the registered office of the Association 7 days at least before the date of the Annual General Meeting and no such nomination shall be effective unless the candidates shall 7 days at least before the said date have in writing delivered to the registered office of the Association notification of their willingness to be elected. Balloting lists shall be issued to all Corporate Members present at the Meeting containing the names of all duly qualified candidates. Every Corporate Members of the Association present at the Meeting shall be entitled to vote for or against any candidates. Candidates up to the number required to fill the vacancies who shall receive most votes shall be declared elected provided that for each successful candidate, the total number of votes cast for him shall be higher than the total number of votes cast against him and in the case of candidates receiving an equal number of votes, the chairman of the meeting shall have a second or casting vote.

- (b) If the number of Executive Committee Members in office after the election pursuant to paragraph (a) of this Article is below the minimum number fixed by or pursuant to these Articles, the continuing Executive Committee Members shall summon an Extraordinary General Meeting for the purpose of increasing the number of Executive Committee Members to not less than that number but the number of Executive Committee Members so elected shall not be more than the number of vacancies mentioned in paragraph (a) of this Article. In such event, the election of the Executive Committee Members shall be conducted in the same manner as provided in paragraph (a) of this Article.

63. The Executive Committee Members will elect among themselves the Chairman, one or more Vice Chairmen, Secretary General and Honorary Treasurer immediately after the holding of the Annual General Meeting of the Association at which the election of Executive Committee Members takes place. Any casual vacancy occurring in the office of the Chairman, Vice Chairman, Secretary General and Honorary Treasurer may be filled up by the Executive Committee Members.

DISQUALIFICATION OF COMMITTEE MEMBERS

64. The office of an Executive Committee Member shall be vacated, if
- (a) that member is convicted of an indictable offence (traffic offences only excepted) or
 - (b) that member is found lunatic or becomes of unsound mind, or
 - (c) that member resigns his office by notice in writing to the Association, or
 - (d) the Corporate Member represented by that member ceases to become a member of the Association, or
 - (e) that member has in the opinion of the Executive Committee behaved improperly or dishonestly, or
 - (f) that member ceases to be a representative of a Corporate Member.

EXECUTION OF DEEDS AND INSTRUMENT

65. All deeds and instruments requiring the seal of the Association shall be signed by any one of the Chairman, Vice Chairman, Secretary General or Honorary Treasurer of the Association.

ACCOUNTS AND FINANCE

66. The Executive Committee shall cause the accounts to be kept: -
- (a) Of the sums of moneys received and expended by the Association and the matters in respect of which such receipt and expenditure takes place;
 - (b) Of the assets and liabilities of the Association;
 - (c) Of any other matters necessary for showing the true state and condition of the Association; and
 - (d) Open to the inspection by the members, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force.

67. The books of accounts shall be kept at the registered office of the Association or at such place or places as the Executive Committee think fit.
68. All cheques drawn on the Association's current bank account and all orders for payment, promissory notes, and other negotiable instruments contracts and instruments entered into by the Association shall be signed by such Executive Committee Members and salaried employees to be determined by the Executive Committee from time to time.
69. The bank accounts in the name of the Association shall be opened in any recognised bank in Hong Kong or mainland China for the general administrative fund and the project fund of the Association.
70. Once at least in every year the accounts of the Association shall be examined, and the correctness of the Income and Expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
71. The Association at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting.

INDEMNITY OF OFFICERS

72. The Executive Committee Members and their agents for the time being of the Association shall be indemnified out of the funds of the Association against all costs, charges, losses, damages, and expenses which they or any of them shall respectively incur on account of any contract, act, deed, matter, or thing, which shall be made, done, entered into, or executed by them respectively on behalf of the Association, and shall be reimbursed by the Association all reasonable expenses incurred by them in or about any legal proceedings or arbitrations on account of the Association or otherwise in the execution of their respective office except as herein otherwise provided, and except such costs, damages, and expenses as shall happen through their respective wilful neglect or default. They or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default of any other officer, nor for any banker, broker, collector, agent, or other person appointed by the Association, with whom or into whose hands any property or moneys of the Association shall be deposited, or for the insufficiency of any security upon which any of the moneys of the Association shall be invested, nor any loss or damage which may happen except the same full happen by or through their or his own wilful neglect or default.

WINDING UP

73. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 74 hereof,

such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if in so far as effect cannot be given to the aforesaid provision then to some charitable object.

INCOME AND PAYMENT OF THE ASSOCIATION

- 74.(1) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Articles of Association.
- (2) Subject to (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever to the members of the Association.
- (3) No member of the Executive Committee or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in (5) below) shall be given by the Association to any member of the Executive Committee or governing body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Executive Committee or governing body of the Association in return for any services actually rendered to the Association.
- (5) Nothing herein shall prevent the payment, in good faith, by the Association: -
- (a) to any member of its Executive Committee or governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association or its Executive Committee or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong Association of Banks;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Executive Committee or governing body;
 - (d) of remuneration or other benefit in money or moneys worth to a body corporate in which a member of the Association or of its Executive Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (4) and (5) above.

Names, Addresses and Descriptions of Subscribers

TANG CHUNG YEN TOM (唐慶年) (Signed)
1D, 1 Cambridge Road, Kowloon Tong Garden,
Kowloon, Hong Kong.
Merchant

WONG LOK TAK (王樂得) (Signed)
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New Territories, Hong Kong.
Merchant

HO YAU CHONG (何幼滄) (Signed)
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Clearwater Bay, New Territories, Hong Kong.
Merchant

CHUNG TAI KEUNG (鍾泰強) (Signed)
House 15, Berkeley Bay Villa,
Lot No. 836 in D.D. 214,
Ho Chung, Sai Kung, Kowloon, Hong Kong.
Merchant

CHEOK HO FUNG (卓可風) (Signed)
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Merchant

Names, Addresses and Descriptions of Subscribers

CHUNG CHEUK TIM (鍾卓添) (Signed)

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Merchant

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1147, 11th Floor, Tower 7,
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Repulse Bay, Hong Kong.
Merchant

LAU YAN KIT (劉仁傑) (Signed)

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4th Floor, Mei Foo Sun Chuen,
Kowloon, Hong Kong.
Merchant

KOON KAM KWAN (官錦堃) (Signed)

13B, No. 21 Braemar Hill Mansion,
Braemar Hill,
North Point, Hong Kong.
Merchant

IP KING MAN (葉景文) (Signed)

F27, Marina Cove,
Sai Kung, Kowloon, Hong Kong.
Company Executive

YIU KWONG KAU (姚廣球) (Signed)

Flat B, 2nd Floor, Block 8, Lakeside Garden,
Sai Kung, Kowloon, Hong Kong.
Merchant

Dated the 16th day of June 2000.

Witness to the above signatures:-

(Signed)

LUI KA FAT, ARTHUR
Solicitor, Hong Kong SAR.
7th Floor, CNAC Group Building,
10 Queen's Road Central,
Hong Kong.