

Re-printed

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Incorporated the 2nd day of October, 1964.

(INCORPORATING AMENDMENTS UP TO
AND INCLUDING 25 MAY 2012)

***PHILIP K.H. WONG,
KENNEDY Y.H. WONG & CO.
SOLICITORS & NOTARIES,
HONGKONG.***

THE COMPANIES ORDINANCE, CHAPTER (32)

SPECIAL RESOLUTIONS

of

RAYMOND INDUSTRIAL LIMITED
利民實業有限公司

Passed on the 2nd day of June, 2004.

At an Extraordinary General Meeting of Members of the above-named Company duly convened and held at The Academy Rooms, Grand Standford Inter-Continental Hong Kong, No.70 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, the 2nd day of June, 2004 at 3:30 o'clock in the afternoon, the following resolution was duly passed as Special Resolutions :-

1. **“THAT** the Articles of Association of the Company be amended to reflect the legislative changes to the Companies Ordinance regarding the removal of a director by an ordinary resolution and to incorporate the changes that will be required under the revised The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in manner as follows:
 - (A) The phrase “Subject to the rules prescribed from time to time by the stock exchange in Hong Kong on which the Company's shares are listed,” be added to the beginning of Article 76 of the Articles of Association of the Company.
 - (B) A new second paragraph be added to Article 81 of the Articles of Association of the Company:-

“Where any shareholder is, under the Exchange Listing Rules (as such term is defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

- (C) Article 103(i)(b) of the Articles of Association of the Company be deleted in its entirety and be substituted by the following:

“Article 103(i)(b) A Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates (as such term is defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) has a material interest nor shall he be counted in the quorum present at the same board meeting, but this prohibition shall not apply and a Director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters:

- (i) the giving to him or any of his associates of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself or any of his associates has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) where the Company or any of its subsidiaries is offering securities or debenture or other securities and the Director or any of his associates is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of such offer;
- (iv) any contract in which he or any of his associates is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his or their interest in shares or debentures or other securities of the Company;
- (v) any contract concerning any other company (not being a company in which the Director and any of his associates in aggregate own 5 per cent. or more) in which he or any of his associate is interested directly or indirectly as an officer or shareholder;
- (vi) any contract concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their 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 associates as such any privilege or advantage not accorded to the employees to which the fund or scheme relates;

- (vii) any contract for the benefit of employees of the Company or of any of its subsidiaries under which the Director or any of his associates benefits in a similar manner to the employees and which does not accord to any Director or any of his associates as such any privilege or advantage not accorded to the employees to whom the contract relates; and
 - (viii) any contract for the purchase or maintenance for any Director or directors of insurance against any liability.”
- (D) Article 116 of the Articles of Association of the Company be amended by deleting the phrase “that the latest date for lodgment of such notices will be not more than seven days prior to the date of the meeting appointed for such election” and substituting therefor by “that the period for lodgment of the notices to the Company will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.”
- (E) Article 117 of the Articles of Association of the Company be amended by deleting the word “special” by substituting therefor by the word “ordinary”.

The amended Article 117 shall read “The Company may by ordinary resolution remove any Director including a managing or other executive director, but without prejudice to any claim for damages under any contract before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director, and may elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.”

2. **“THAT** the authorized share capital of the Company be and is hereby increased from HK\$250,000,000.00 to HK\$500,000,000.00 by the creation of additional 500,000,000 shares of HK\$0.50 each, such new shares ranking pari passu in all respects with the existing shares of HK\$0.50 each in the capital of the Company.”

(Sd.) WONG, Kin Lae Wilson

(WONG, Kin Lae Wilson)
Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED
利民實業有限公司

Passed on the 8th day of June, 2000.

At the Annual General Meeting of Members of the above-named Company duly convened and held at The Academy Rooms, Grand Stanford Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Tuesday, the 8th day of June, 2000 at 3:00 p.m., the following resolution was duly passed as an Ordinary Resolution :-

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or other securities convertible into shares and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, (ii) the exercise of the subscription rights under any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purpose of this resolution :-

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders 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 on the register 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 in any territory outside Hong Kong.)”

(Sd.) Wong, Kennedy Ying Ho

Wong, Kennedy Ying Ho
Executive Deputy Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED
利民實業有限公司

Passed on the 8th day of June, 1999.

At the Annual General Meeting of Members of the above-named Company duly convened and held at The Academy Rooms, Grand Stanford Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Tuesday, the 8th day of June, 1999 at 3:00 p.m., the following resolution was duly passed as an Ordinary Resolution :-

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or other securities convertible into shares and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, (ii) the exercise of the subscription rights under any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purpose of this resolution :-

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders 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 on the register 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 in any territory outside Hong Kong.)”

(Sd.) Wong, Kennedy Ying Ho

Wong, Kennedy Ying Ho
Executive Deputy Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED
利民實業有限公司

Passed on the 3rd day of June, 1998.

At the Annual General Meeting of Members of the above-named Company duly convened and held at The Academy Rooms, Grand Stanford Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Wednesday, the 3rd day of June, 1998 at 3:00 p.m., the following resolution was duly passed as an Ordinary Resolution :-

“THAT

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or other securities convertible into shares and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue as hereinafter defined, (ii) the exercise of the subscription rights under any securities which are convertible into shares of the Company, (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purpose of this resolution :-

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders 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 on the register 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 in any territory outside Hong Kong.)”

(Sd.) Wong, Kennedy Ying Ho

Wong, Kennedy Ying Ho
Executive Deputy Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED

Passed on the 20th day of January, 1998.

AT an Extraordinary General Meeting of Members of the above-named Company duly convened and held at The Academy Rooms, Grand Stanford Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Tuesday, 20th January, 1998 at 2:30 p.m., the following resolutions were duly passed as an Ordinary Resolutions :-

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Transactions (as defined in a circular dated 31st December, 1997 (the “Circular”) despatched to shareholders of the Company, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), pursuant to the Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, be and are hereby approved, ratified and confirmed;
- (b) the allotment and issue of the Consideration Shares (as defined in the Circular) be and is hereby approved;
- (c) the directors of the Company be and are hereby authorised to allot and issue the Consideration Shares to the Vendor (as defined in the Circular) or as it may direct pursuant to the Agreement;
- (d) each of the Sunwise Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification, and the Best Glory Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “D” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, ratified and confirmed; and
- (e) the directors of the Company be and are hereby authorised on behalf of the Company to sign, execute, perfect, deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable for the purposes of or in connection with the implementation and consummation of the Transactions and to carry each of the Agreement, the Best Glory Agreement and the Sunwise Agreement into effect and the directors of the Company be and are hereby authorised to make and agree such variations of a non-material nature in the terms of

the same as they may in their discretion consider to be desirable and in the interests of the Company.”

2. **“THAT**, subject to the passing of Resolution numbered 1 set out in the notice of Extraordinary General Meeting dated 31st December, 1997 of which this Resolution forms a part, in the event that the Vendor (as defined in a circular dated 31st December, 1997 (the “Circular”) despatched to shareholders of the Company, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification), the Concert Group (as defined in the Circular) and parties acting in concert with it are obliged (or would be obliged but for the granting of the Waiver (as defined in the Circular) to make a general offer for all the shares of the Company under Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “Code”) as a result of the completion of the Agreement (as defined in the Circular), such obligation be and is hereby approved to be waived pursuant to Note 1 to the Notes on Dispensations from Rule 26.1 of the Code; and the application to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission for the grant of the Waiver (as defined in the Circular) to the Concert Group (as defined in the Circular) and parties acting in concert with it from the obligations to make a general offer for all the shares of the Company pursuant to Note 1 to the Notes on Dispensations from Rule 26.1 of the Code be and is hereby approved, confirmed and ratified.”
3. **“THAT** subject to the Agreement (as defined in a circular dated 31st December, 1997 (the “Circular”) despatched to shareholders of the Company, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) becoming wholly unconditional, save for any conditions regarding the passing of this Resolution, the authorised share capital of the Company be and is hereby increased from HK\$150,000,000 to HK\$250,000,000 by the creation of additional 200,000,000 shares of HK\$0.50 each, such new shares ranking pari passu in all respects with the existing shares of HK\$0.50 each in the capital of the Company.”
4. **“THAT** conditional upon the completion of the Agreement (as defined in a circular dated 31st December, 1997 (the “Circular”) despatched to shareholders of the Company, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) :

- (a) the general mandate granted to the directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to a resolution passed at the annual general meeting of the Company held on 20th June, 1997, to the extent not exercised by the directors of the Company, be and is hereby revoked provided that any exercise of powers of the Company to allot and issue shares prior to the passing of this Resolution shall not, in any way, be affected or prejudiced;
- (b) subject to the following provisions of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or other securities convertible into shares and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this Resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (d) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (b) of this Resolution, otherwise than pursuant to (i) a Rights Issue as hereinafter defined; (ii) the exercise of the subscription rights under any securities which are convertible into shares of the Company; and (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of : (i) the share capital of the Company in issue as at the date of passing of this Resolution; and (ii) the Consideration Shares (as defined in the Circular) to be issued pursuant to Resolution numbered 1 set out in the Notice of Extraordinary General Meeting dated 31st December, 1997 of which this Resolution forms a part, and the said approval shall be limited accordingly; and
- (e) for the purpose of this Resolution:

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

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

- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares for a period fixed by the directors of the Company to holder of shares on the register on a fixed record date in proportion to their then holding 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 recognized regulatory body or any such stock exchange in any territory outside Hong Kong).”

5. “THAT:

- (a) the employee share option scheme of the Company adopted pursuant to a resolution of the Company passed on 7th June, 1991 (the “Previous Scheme”) be and is hereby terminated provided that any options granted under the Previous Scheme prior to the passing of this Resolution shall not, in any way, be affected or prejudiced and all such options shall continue to be valid and exercisable in accordance with the Previous Scheme; and
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting (i) approval of the employee share option scheme (the “Share Option Scheme”) the rules of the Share Option Scheme having been produced to this meeting marked “E” and signed by the Chairman of the meeting for the purpose of identification; (ii) approval of the subsequent grant of options under the Share Option Scheme; and (iii) the listing of and permission to deal in the shares of the Company which may be issued pursuant to the exercise of options to be granted under the Share Option Scheme, the rules of the Share Option Scheme be and are hereby approved in substitution for the Previous Scheme.”

(Sd.) WONG KIN LAE WILSON

(WONG KIN LAE WILSON)
Chairman

THE COMPANIES ORDINANCE

(CHAPTER 32)

**ORDINARY RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED**

利民實業有限公司

Passed on 20 June 1997

At the Annual General Meeting of the abovenamed Company duly convened and held at The Academy Rooms, Grand Stanford Harbour View, No. 70 Mody Road, Kowloon on Friday, the 20th day of June 1997 at 3:30 p.m., the following resolution be passed as Ordinary Resolution :-

AS Ordinary Resolution

“THAT general mandate be and is hereby unconditionally given to the Directors to issue additional shares not exceeding 20% of the existing issued share capital of the Company.”

(Sd.) WILSON WONG KIN LAE

WILSON WONG KIN LAE
Chairman of the Meeting

THE COMPANIES ORDINANCE, (CHAPTER 32)

RESOLUTIONS

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 7th day of June, 1996.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at The Academy Rooms, Grand Stanford Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Friday, the 7th day of June, 1996 at 3:30 o'clock in the afternoon, the following resolutions were duly passed of which the first one was resolved as an Ordinary Resolution and the second one was resolved as Special Resolutions :-

(I) ORDINARY RESOLUTION

“THAT general mandate be and is hereby unconditionally given to the Directors to allot or issue new shares or to grant any offers, agreements or options which would or might require shares to be issued, allotted or disposed of, subject to a restriction that the aggregate number of shares allotted or agreed to be allotted must not exceed 20 per cent. of the existing issued share capital of the Company, until whichever is the earlier of the conclusion of the next annual general meeting of the Company and the revocation or variation of the general mandate by the ordinary resolution of the shareholders in general meeting.”

(II) SPECIAL RESOLUTIONS

“That the Articles of Association of the Company be amended in the following manner :-

(A) Article 13 of the Articles of Association of the Company be deleted and be substituted by the following Article :-

“Every person whose name is entered as a member in the register shall be entitled without payment to receive within 10 business days after allotment or lodgement of transfer (or within such other number of business days as shall for the time being be required by any stock exchange in Hong Kong on which the Company's shares are listed or such other period as the conditions of issue shall provide) one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot, upon payment, in the case of a transfer, of HK\$2.50 (or such greater amount as shall for the time being be approved by any stock exchange in Hong Kong on which the Company's shares are listed) or such lesser sum as the Directors shall from time to time determine for every certificate after the first, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.”

- (B) Article 17 of the Articles of Association of the Company be deleted and be substituted by the following Article :-

“If a share certificate is defaced, worn out, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding HK\$2.50 (or such greater amount as shall for the time being be approved by any stock exchange in Hong Kong on which the Company's shares are listed) or such lesser sum as the Directors shall from time to time determine and on such terms, if any, as to publication of notices, evidence and indemnity and the payment of any exceptional costs and the reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Directors may think fit and, where it is defaced or worn out, after delivery of the defaced or worn out certificate to the Company.”

- (C) Article 37.(a) of the Articles of the Association of the Company be deleted and be substituted by the following :-

“37.(a) a fee of HK\$2.50 (or such greater amount as shall for the time being

be approved by any stock exchange in Hong Kong on which the Company's shares are listed) or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof.”

(Sd.) Wong Kin Lae Wilson

.....
(WONG KIN LAE WILSON)
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 8th day of June, 1995.

At the Annual General Meeting of Members of the abovenamed Company duly convened and held at The Academy Rooms, Holiday Inn Crowne Plaza Harbour View Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Thursday, the 8th day of June, 1995 at 3:00 o'clock in the afternoon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to allot or issue new shares or to grant any offers, agreements or options which would or might require shares to be issued, allotted or disposed of, subject to a restriction that the aggregate number of shares allotted or agreed to be allotted must not exceed 20 per cent. of the existing issued share capital of the Company, until whichever is the earlier of the conclusion of the next annual general meeting of the Company and the revocation or variation of the general mandate by the ordinary resolution of the shareholders in general meeting.”

(Sd.) Wilson Wong Kin Lae

.....
(WILSON WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 8th day of June, 1994.

At the Annual General Meeting of Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Wednesday, the 8th day of June, 1994 at 3:00 o'clock in the afternoon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 20 per cent of the existing issued share capital of the Company.”

(Sd.) Wilson Wong Kin Lae

.....
(WILSON WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED
(利民實業有限公司)

Passed on the 9th day of June, 1993.

At the Annual General Meeting of Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Wednesday, the 9th day of June, 1993 at 3:00 o'clock in the afternoon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 20 per cent of the existing issued share capital of the Company.”

(Sd.) Wilson Wong Kin Lae

.....
(WILSON WONG KIN LAE)
Chairman

Company Number: 10700

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 3rd day of June, 1992.

At the Annual General Meeting of the Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Wednesday, the 3rd day of June, 1992 at 3:00 o'clock in the afternoon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 20 per cent of the existing issued share capital of the Company.”

(Sd.) Wilson Wong Kin Lae

.....
(WILSON WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

SPECIAL RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED
(利民實業有限公司)

Passed on the 7th day of June, 1991.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Friday, the 7th day of June, 1991 at 3:30 o'clock in the afternoon, the following resolution was duly passed as a Special Resolution :-

“THAT the Share Option Scheme for the employees of the Company containing requirements in Chapter 17 of the Listing Rules of The Stock Exchange of Hong Kong Limited and tabled before the meeting be approved and adopted and the directors of the Company be authorised to administer such scheme in their absolute discretion.”

(Sd.) Wilson Wong Kin Lae

.....
(WILSON WONG KIN LAE)

Chairman

Company Number : 10700

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED
(利民實業有限公司)

Passed on the 7th day of June, 1991.

At the Annual General Meeting of the Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Friday, the 7th day of June, 1991 at 3:00 o'clock in the afternoon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 20 per cent of the existing issued share capital of the Company.”

(Sd.) Wilson Wong Kin Lae

.....
(WILSON WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

SPECIAL RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED
(利民實業有限公司)

Passed on the 8th day of June, 1990.

At an Extraordinary General Meeting of Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Friday, the 8th day of June, 1990 at 3:45 o'clock in the afternoon, the following resolution was duly passed as a Special Resolution :-

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

- (A) That Article 13 of the Articles of Association of the Company be amended by deleting the words “two months” in the 4th line thereof and substituting therefor by the words “twenty-one days”.
- (B) That Article 45 of the Articles of Association of the Company be amended by deleting the word “unqid” in the 6th line thereof and substituting therefor by the word “unpaid”.
- (C) That Article 103(i)(b) be deleted and be substituted by the following Article :-

“103(i)(b) A Director shall not be entitled to vote in respect of any contract or arrangement in which he is interested and to be counted in a quorum present at the meeting at which such contract or arrangement is considered.”

- (D) That Article 103(i)(c) of the Articles of Association of the Company be amended by deleting the words “in all respects” in the 14th line thereof and deleting the entire 15th, 16th, 17th and 18th lines thereof and deleting the words “of such company) and any Director may” in the 19th line thereof and adding the words “but a Director shall not”

before the word “vote” in the 19th line thereof and deleting the words “notwithstanding that” in the 21st line thereof and substituting therefor by the word “if”.

- (E) That Article 116 of the Articles of Association of the Company be amended by adding the words “and that the latest date for lodgment of such notices will be not more than seven days prior to the date of the meeting appointed for such election” after the word “meeting” in the last line thereof.
- (F) That Article 117 of the Articles of Association of the Company be amended by deleting the word “ordinary” in the first line thereof and substituting therefor by the word “special”; and by adding the words “including a managing or other executive director, but without prejudice to any claim for damages under any contract,” after the word “Director” in the second line thereof.
- (G) That the following new Article be inserted into Article 149 (which shall be renumbered as 149(a)) and be numbered as Article 149(b) namely :-

149(b) The Company shall be entitled to cease sending dividend warrants by post to the registered address of any member where such warrants have been left uncashed on two consecutive occasions or when such warrant is returned undelivered after it has been sent on the first occasion.”

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 8th day of June, 1990.

At the Annual General Meeting of Members of the abovenamed Company duly convened and held at The Academy Rooms, Harbour View Holiday Inn Hong Kong, No.70 Mody Road, Kowloon, Hong Kong on Friday, the 8th day of June, 1990 at 3:30 o'clock in the afternoon, the following resolution was duly passed as an Ordinary Resolution :-

“(A) THAT:

- (a) it is desirable to capitalise the sum of HK\$19,545,000 on the basis of 195,450,000 shares in issue at December 31st, 1989 from the Reserves of the Company and that accordingly the said sum be capitalised and applied in payment in full for 39,090,000 unissued shares of the Company of HK\$0.50 each;
- (b) such new shares, credited as fully paid, be distributed among the shareholders who on 8th June 1990 were registered shareholders of the Company in the proportion of one new share for every five shares then held by them respectively;
- (c) such new shares shall in all respects rank pari passu with the existing shares of the Company except that they shall not rank for dividends for the year ended 31st December 1989; and
- (d) the Board be and is hereby authorised to allot and issue such new shares for distribution in the manner and proportion aforesaid but so that shares representing fractions shall be sold and the net proceeds retained for the benefit of the Company.

B. THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 10 per cent of the existing issued share capital of the Company.

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED
(利民實業有限公司)

Passed on the 3rd day of June, 1989.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at Holiday Inn Harbour View, 70 Mody Road, Kowloon, Hong Kong on Saturday, the 3rd day of June, 1989 at 11:45 o'clock in the forenoon, the following resolutions were duly passed as an Ordinary Resolution :-

1. THAT the Capital of the Company be increased to HK\$150,000,000.00 by the creation of 200,000,000 shares of HK\$0.50 each.

2. THAT upon the recommendation of the Directors of the Company, the sum of HK\$48,360,000.00 being part of the retained profits of the Company be capitalised and set free for distribution among the Shareholders of the Company on the register of members of the Company at the close of business on the 3rd day of June, 1989 on condition that the same be not paid in cash but applied in paying up in full 96,720,000 shares of HK\$0.50 each to be allotted credited as fully paid by way of bonus to such holders in the proportion of one bonus share for every one share of HK\$0.50 then held, and so that the shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the shares of HK\$0.50 of the Company then in issue and the Directors of the Company be and they are hereby authorised to give effect to such capitalization and distribution.

3. THAT a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 10 per cent of the existing issued share capital of the Company.

(Sd.) Wong Kin Lae, Wilson
.....
(WONG KIN LAE, WILSON)
Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

RESOLUTIONS
OF
RAYMOND INDUSTRIAL LIMITED
(利民實業有限公司)

Passed on the 2nd day of June, 1988.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at Constable Room, Holiday Inn Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Thursday, the 2nd day of June, 1988 at 12:15 o'clock in the afternoon, the following resolutions were duly passed of which the first one was resolved as an Ordinary Resolution and the second one was resolved as a Special Resolution :-

(I) ORDINARY RESOLUTION

“THAT upon the recommendation of the Directors of the Company, the sum of HK\$7.8 million, being part of the retained profits of the Company, be capitalised and set free, for distribution among the Shareholders of the Company on the register of members of the Company, at the close of business on 2nd June, 1988, on condition that the same be not paid in cash but applied in paying up in full, 15.6 million shares of HK\$0.50 each. These are to be allotted, credited as fully paid, by way of bonus, to such holders in the proportion of one bonus share for every five shares of HK\$0.50 then held, and, so that the shares to be allotted and issued pursuant to this resolution shall rank pari passu, in all respects, with the shares of HK\$0.50 of the Company then in issue, and the Directors of the Company be, and they are hereby authorised to give effect to such capitalisation and distribution.

(II) SPECIAL RESOLUTION

THAT the share option scheme for employees of the Company, be approved, and the Directors of the Company be, and are hereby authorised, to administer such scheme in their absolute discretion. The share option scheme for employees of the Company is appended hereto.

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)
Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 2nd day of June, 1988.

At the Annual General Meeting of the Members of the abovenamed Company duly convened and held at Constable Room, Holiday Inn Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Thursday, the 2nd day of June, 1988 at 12:00 noon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 10 per cent of the existing issued share capital of the Company.”

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

ORDINARY RESOLUTION

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Passed on the 10th day of June, 1987.

At the Annual General Meeting of the members of the abovenamed Company duly convened and held at Constable Room, Holiday Inn Harbour View, No.70 Mody Road, Kowloon, Hong Kong on Wednesday, the 10th day of June, 1987 at 12:00 noon, the following resolution was duly passed as an Ordinary Resolution :-

“THAT general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 10 per cent of the existing issued share capital of the Company.”

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

SPECIAL RESOLUTION
OF
RAYMOND INDUSTRIAL LIMITED

Passed on the 26th day of October, 1984.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at 6th Floor, 410 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong, on Friday, the 26th day of October, 1984 at 3:15 o'clock in the afternoon, the following resolution was duly passed as a Special Resolution :-

- (A) That each of the existing 50,000,000 issued and unissued shares of HK\$1 each in the capital of the Company be sub-divided into two shares of HK\$0.50 each.
- (B) That the proposed issue and allotment for cash at par payable in full upon allotment to the following persons the number of shares respectively set out opposite their names be approved and that the directors of the Company shall give effect to this paragraph of this Resolution so that the names of the allottees be entered in the Register of Members not later than 26th October, 1984.

<u>Name of Allottee</u>	<u>No. of shares of HK\$0.50 each in the Company to be allotted</u>
Yip Shu Wah	74,000
Tang Fuk Lam	56,000
Au Yeung Fuk Chuen	108,000
Chan Pun Chiu	52,000

- (C) That the proposed issue and allotment of 450,000 shares of HK\$0.50 each in the capital of the Company for cash at HK\$2.50 per share payable in cash in full upon allotment to Philip (Nominees) Limited as nominee in respect of 300,000 and 150,000 shares for Leonard Edward Joyce and Anthony Ho Ka Chun respectively be approved and that the Directors shall give effect to this paragraph of this Resolution so that the name of the allottee be entered in the Register of Members not later than 26th October, 1984.

- (D) That, subject to and conditional upon the share premium account of the Company being created as a result of the issue of 450,000 shares of HK\$0.50 each of the Company as referred to in paragraph (C) above the sum of HK\$900,000 being the amount standing to the credit of the share premium account of the Company, upon allotment of the said 450,000 shares and the sum of HK\$25,100,000 being part of the amount standing to the credit of the retained profit of the Company be capitalised and set free for distribution among the holders of shares in the capital of the Company on the register of members of the Company at the close of business on 26th October, 1984 in proportion to the number of shares so held by them on condition that the same be not paid in cash but be applied in paying up in full 52,000,000 ordinary shares of HK\$0.50 each in the capital of the Company to be allotted and distributed credited as fully paid to and amongst such holders in the proportion of two new shares for every share held at such time, and the Directors shall give effect to this paragraph of this Resolution.
- (E) That the Memorandum of Association of the Company be altered with regard to its objects by the adoption of the provisions contained in the printed document marked Exhibit "A" now produced to the meeting, and for the purpose of identification signed by the Chairman hereof, as a new Clause 3 in substitution for and to the exclusion of the existing Clause 3.
- (F) That the Company be converted into a public company and the regulations contained in the printed document marked Exhibit "B" now produced to the meeting, and for the purpose of identification signed by the Chairman hereof, be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
- (G) That a general mandate be and is hereby unconditionally given to the Directors to issue and dispose of additional shares not exceeding 10 per cent of the issued share capital of the Company as enlarged by the issue of shares referred to in paragraphs (B), (C) and (D) above.

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)

Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

SPECIAL RESOLUTIONS

OF

RAYMOND INDUSTRIAL LIMITED

Passed on the 25th day of October, 1984.

At an Extraordinary General Meeting of the Members of the abovenamed Company duly convened and held at 6th Floor, 410 Kwun Tong Road, Kwun Tong, Kowloon, on Thursday, the 25th day of October, 1984 at 2:30 o'clock in the forenoon, the following resolutions were duly passed as Special Resolutions :-

1. That the special resolution of the Company passed at the Extraordinary General Meeting held on 24th January 1966 and the resolution numbered 3 of the Company passed at the Extraordinary General Meeting held on 31st January, 1973 shall so far as they granted power to the directors of the Company to issue or allot or dispose in such manner as the directors may think fit of any shares in the capital of the Company which are unissued at the date of this Resolution be superseded and annulled.

2. That the share option plan adopted by the Company at the Extraordinary General Meeting held on 23rd April, 1980 be cancelled.

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

(A) That Article 9 be deleted and be substituted by the following Article :-

9. A Director shall not be required to hold any qualification shares. Residence in Hong Kong shall not be a requisite qualification.

(B) That Article 24 be deleted and be substituted by the following Article :-

24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded :-

- (a) by the chairman; or
- (b) by at least 2 members present in person or by proxy.

Unless a poll be demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of 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 of or against such resolution.

- (C) That the following new Article be inserted immediately after Article 31 and be numbered as Article 32, namely :-

Capitalisation

- 32(a) 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 amounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed 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 Board shall give effect to such resolution: Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- (b) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board to make such provision by the issue of fractional certificates or by payment, in cash or otherwise as it thinks fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective

proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

(Sd.) Wong Kin Lae

.....
(WONG KIN LAE)

Chairman

No. 10700

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this company is limited.

GIVEN under my hand this Second day of October, One Thousand Nine Hundred and Sixty-four.

(Sd.) J. A. H. Tilley
**for Registrar of Companies,
Hong Kong.**

THE COMPANIES ORDINANCE, (CHAPTER 32)

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

(As altered by Special Resolution passed on 26th October, 1984)

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

First : - The name of the Company is “**RAYMOND INDUSTRIAL LIMITED** (利民實業有限公司)”

Second : - The registered office of the Company shall be situate in the Colony of Hong Kong.

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

- (A) To act as the holding company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee, shares, stocks, debentures, debenture stock, bonds, obligations and securities of all kinds, issued or guaranteed by any company, corporation, public body or authority or other undertaking wheresoever constituted or carrying on business.
- (B) (i) To carry on, either as principals or as agents, a general mercantile and commercial business and/or to engage in, conduct and carry on the business of importing, exporting, bartering, trading, contracting, buying, selling and dealing with wholesale or retail in machines, goods, commodities, wares and merchandise of every class and description raw, manufactured or produced in any place throughout the world; and to act as agents, licensees, factors or brokers of all such products.
- (ii) To purchase and sell merchandise of every kind and nature for importation from and exportation throughout the world to and from and/or between any and/or all countries wherever situate including the purchase and sale of domestic merchandise in domestic markets and of foreign merchandise in foreign countries; such transactions to be for the account of the Company and/or others, and to constitute as one of said purposes the carrying on of a general foreign and domestic importing and exporting merchandise business and in particular, to

carry on a general import and export business in any place throughout the world.

- (C) To produce, manufacture, treat or process or aid in the production, manufacturing, treatment or processing of goods, materials, substances or articles in which the Company may deal.
- (D) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person.
- (E) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (F) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (G) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (H) To render advisory, investigatory, supervisory, managerial, technical, cultural, artistic, entertainment, educational, business, investment, consultancy and other facilities or services of every kind and description and to carry on any business involving any such provision.
- (I) To hold in trust as trustees or nominees of any person, company, corporation, or any charitable or other institution in any part of the world and whether incorporated or not and to manage, deal with and turn to account, any real and personal property of any kind, and in particular, shares, personal property, stocks, debentures, debenture stock, notes, securities, options, policies, book debts, claims and choses-in-action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences, and any interest in any real or personal property, and any claims against such property or against any person, firm or corporation.
- (J) To lend money and grant or provide credit and financial accommodation to any person.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.

- (L) To borrow and raise money and accept money on deposit (but not carry on the business of banking as defined under the Banking Ordinance) and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (M) To enter into any guarantee, contract of indemnity or suretyship (other than fire, life and marine insurance) and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation to amount (even if less than the nominal amount of such securities) or for any other purpose.
- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the

conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

- (T) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside Hong Kong.
- (U) To grant pensions, annuities or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

(Z) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that “company” in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in Hong Kong or elsewhere, “person” shall include any company as well as any other legal or natural person, “securities” shall include any fully, partly or nil paid up shares, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, “and” and “or” shall mean “and/or” where the context so permits, “other” and “otherwise” shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

Fourth : - The liability of the members is limited.

Fifth : - The capital of the Company is HK\$500,000,000.00 divided into 1,000,000,000 shares of HK\$0.50 each.

**Special
Resolution
passed on
02/06/2004**

Sixth : - The capital of the Company may be increased, and any of the original shares and any new shares, from time to time to be created, may, from time to time, be divided into such classes with such preferential, deferred, or special rights privileges conditions and any other special incidents as may be prescribed or determined upon by or in accordance with the Articles of Association and regulations of the Company for the time being or otherwise.

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, Address and Descriptions of Subscribers	Number of Shares taken by each Subscriber
(Sd.) WONG KIN LAE (WILSON WONG KIN LAE 黄乾利) No.53 Chatham Road, 1 st Floor, Kowloon. Chemical Engineer	1
(Sd.) LEUNG KWOK TZE (LEUNG KWOK TSE 梁國治) No. 10 Soares Road, 5 th Floor, Kowloon. Electrical Engineer	1
Total Number of Shares Taken -----	2

Dated the 28th day of September, 1964.

WITNESS to the above signatures :-

(Sd.) Philip K.H. Wong
 Solicitor
 Hong Kong.

THE COMPANIES ORDINANCE, (CHAPTER 32)

Company Limited by Shares

NEW ARTICLES OF ASSOCIATION

(As adopted by Special Resolution passed on 26th October, 1984)

OF

RAYMOND INDUSTRIAL LIMITED

(利民實業有限公司)

Interpretation

Marginal notes
not to affect
constitution

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

Auditors

“Auditors” means the persons for the time being performing the duties of that office.

Capital

“Capital” means the share capital from time to time of the Company.

Chairman

“the Chairman” means the Chairman presiding at any meeting of members or of the Board.

Companies
Ordinance

“Companies Ordinance” or “the Ordinance” means the Companies Ordinance (Chapter 32 of the laws of Hong Kong) and any amendments thereto for the time being in force and includes every other ordinance substituted therefor.

the Company

“the Company” or “this Company” means RAYMOND INDUSTRIAL LIMITED (利民實業有限公司)

Directors,
Board

“Directors” or “Board” means the Directors from time to time of the Company and includes any committee of the Board duly constituted for the purposes relevant in the context or (as the context may require) the majority of Directors present and

voting at a meeting of Directors or any such committee at which a quorum is present.

dividend	“dividend” includes bonus.
dollars	“dollars” means dollars legally current in Hong Kong.
month	“month” means a calendar month.
the register	“the register” means the register of members to be kept pursuant to the provisions of the Companies Ordinance.
seal	“seal” means the common seal or any other official seal from time to time of the Company.
secretary	“Secretary” means the person, firm or corporation for the time being performing the duties of that office.
share	“share” means share in the capital of the Company and includes stock except where otherwise stated or where a distinction between stock and shares is expressed or implied.
shareholders members	“shareholders” or “members” means the duly registered holders from time to time of the shares in the capital of the Company.
these Articles	“these Articles” means the present Articles of Association and all supplementary, amended or substituted Articles for the time being in force.
writing, printing	“writing” or “printing” includes writing, printing, lithography, photography, type writing and every other mode of representing words or figures in a visible form;
	Words denoting the singular include the plural and vice versa.
	Words importing the masculine gender include the feminine gender and vice versa.
	Words importing persons include companies and corporations.
Words in Articles to bear same meaning as in Ordinance	Subject as aforesaid, any words and expressions which are defined in the Ordinance in force at the date these Articles or any part thereof are adopted shall if not inconsistent with the subject or context bear the same meaning in these Articles.

Table A

Table A
excluded

2. No regulations contained in any schedule to any Ordinance concerning companies shall apply to the Company.

Share Capital and Modification of Rights

Capital

3. The capital of the Company at the date of the adoption of these Articles is HK\$50,000,000.00 divided into 100,000,000 shares of HK\$0.50 each.

Issue of shares

4.(a) Without prejudice to any special rights previously conferred on the holders of existing shares, any share in the Company may be issued with such preferred, deferred, or other special rights or privileges, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine), and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company is liable, to be redeemed on such terms and in such manner as the Company before the issue of its shares may by special resolution determine.

(b) 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 share warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the directors are satisfied beyond reasonable doubt that the original has been destroyed.

How rights of
shares may be
modified

5. 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 be varied with the consent in writing of the holders of three-fourths 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 such class. To every such separate general meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be 2 persons at least holding or representing by proxy one-third of the issued shares of such class and that any holder of shares of such class present in person or by proxy may demand a poll.

Shares and Increase of Capital

Power to
increase capital

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

of such respective amounts as the resolution shall prescribe.

Conditions on which new shares to be issued

7. Without prejudice to any special rights previously conferred on the holders of existing shares, any new shares shall be issued upon such terms and conditions and with such preferred, deferred, or other special rights or privileges, or such restrictions, whether in regard to dividend, voting, return of share capital, or otherwise, as the Company in the general meeting resolving upon the creation thereof shall determine or, in the absence of any such determination, as the Directors may determine.

When to be offered to existing members

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

New shares treated as forming part of original capital

9. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company, and such shares shall be subject to the provisions contained in these Articles with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.

Shares of the disposal of the Board

10. Subject to the provisions of the Ordinance and of these Articles relating to new shares, all unissued shares in the Company shall be at the disposal of the Board, which may allot, grant options over, or otherwise dispose of them to such persons, at such times, and on such terms and conditions as it shall in its absolute discretion think fit, but so that no shares shall be issued at a discount except in accordance with the provisions of the Ordinance.

Power to charge interest to capital

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 Ordinance, and may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of plant.

Company not to recognise trusts in respect of shares

12. 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 other rights in respect of any share except an absolute right to the entirety thereof in the registered

holder.

Register of Members and Share Certificates

Share
Certificates
(Amended by
Special
Resolution
passed on
7/6/1996)

13. Every person whose name is entered as a member in the register shall be entitled without payment to receive within 10 business days after allotment or lodgment of transfer (or within such other number of business days as shall for the time being be required by any stock exchange in Hong Kong on which the Company's shares are listed or such other period as the conditions of issue shall provide) one certificate for all his shares or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a Stock Exchange board lot, upon payment, in the case of transfer, of HK\$2.50 (or such greater amount as shall for the time being be approved by any stock exchange in Hong Kong on which the Company shares are listed) or such lesser sum as the Directors shall from time to time determine for every certificate after the first, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

Certificates to be
sealed

14. Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal or under the official seal kept by the Company under the ordinance and shall specify the shares, debentures or other securities to which it relates and the amount paid up thereon.

Particulars to be
specified in
certificate

15. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon, and may otherwise be in such form as the Directors may from time to time prescribe.

Joint holders

16. If any share shall stand in the names of two or more persons, the person first named in the register shall 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, be deemed the sole holder thereof.

Replacement of
share certificates
(Amended by
Special
Resolution
passed on
7/6/1996)

17. If a share certificate is defaced, worn out, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding HK\$2.50 (or such greater amount as shall for the time being be approved by any stock exchange in Hong Kong on which the Company's shares are listed) or such lesser sum as the Directors shall from time to time determine and on such terms, if any, as to publication of notices, evidence and indemnity and the payment of any exceptional costs and the reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Directors may think fit and, where it is defaced or worn out, after delivery of the defaced or worn out certificate to the

Company.

Lien

Company's lien

18. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at 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 single member for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Directors may resolve that any share shall for some specified period be exempt wholly or partially from the provisions of this Clause.

Sale of shares
subject to lien

19. 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 given to the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Application of
proceeds of such sale

20. The net proceeds of such sale after the payment of the costs of such sale shall be received by the Company and applied in or towards payment or satisfaction of such part of the amount 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 or engagement 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 comprised in any such transfer sold to the purchaser 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 relating to the sale.

Calls on Shares

Calls

21. The Directors may from time to time make such calls as they may think fit upon the members in respect of any moneys unpaid on the

shares (whether on account of the nominal value of the shares or by way of premium) held by them respectively and not by the conditions of allotments thereof made payable at fixed times. A call may be made payable either in one lump sum or by instalments. The Directors may make arrangements on the issue of shares to differentiate between the allottees or shareholders as to the amount of calls to be paid and in the times of payment. The provisions of these Articles with respect of calls may in any share incentive scheme for employees approved by the Company be varied with respect to any shares issued pursuant to such scheme.

Notice of call 22. Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

Copy of notice to be sent to members 23. A copy of the notice referred to in Article 22 shall be sent to members in the manner in which notices may be sent to members by the Company as herein provided.

Every member liable to pay call at appointed time and place 24. 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.

Notice of call may be advertised 25. Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hong Kong Government Gazette and once at least in both a leading English language daily newspaper and a leading Chinese language daily newspaper circulating in Hong Kong.

When call deemed to have been made 26. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

Liability of joint holders 27. The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.

Board may extend time fixed for call 28. The Directors may from time to time and at their absolute discretion extend the time fixed for any call, and may similarly extend such time as to all or any of the members, whom from 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.

Interest on unpaid calls 29. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest for the same at such rate not exceeding twenty per cent per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may in its absolute discretion waive payment of such interest wholly or in part.

Suspension of
privileges while
call unpaid

30. 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 exercise any other privilege as a member until all calls or instalments due by him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

Evidence in
action for call

31. 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 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.

Sums payable on
allotment
deemed a call

32. 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/of 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 all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture and the like shall apply as if such sums had become payable by virtue of a call duly made and notified.

Payment of calls
in advance

33. 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 Company may pay interest at such rate (if any) as the Directors may decide. The Directors may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of their intention in that regard, 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.

Transfer of Shares

Form of transfer

34. All transfers of shares may be effected by transfer in writing in the usual common form or in such other form as the Directors may accept and may be under hand only. All instruments of transfer must be left at the registered office or at such other place as the Directors may appoint.

Execution of
transfer

35. The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members 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.

Board may
refuse to register
transfers

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

Requirements as
to transfer

37. The Directors may also decline to recognise any instrument of transfer unless :-

(a) a fee of HK\$2.50 (or such greater amount as shall for the time being be approved by any stock exchange in Hong Kong on which the Company's shares are listed) or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof;

(b) the instrument of transfer is 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;

(c) the instrument of transfer is in respect of only one class of share; and

(d) the instrument of transfer is properly stamped.

No transfer to as
infant etc.

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

Certificate on
transfer

39. 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 issue without charge 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 without charge. The Company shall also retain the transfer.

When transfer
books and
register may be
closed

40. The registration of transfers may be suspended and the register closed at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of share, provided always that such registration shall not be suspended nor the register closed for more than thirty days in any year.

Transmission of Shares

Death of registered holder of joint holder of shares

41. 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.

Registration of personal representatives and trustees in bankruptcy

42. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, 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.

Notice of election to be registered

Registration of nominee

43. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing 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 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 transfer executed by such member.

Retention of dividends, etc., of shares of deceased or bankrupt member

44. 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 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 82 being met, such a person may vote at meetings.

Forfeiture of Shares

If call or instalment not paid notice may be given

45. 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 of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.

Form of notice

46. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or

before which 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 appointed the shares in respect of which the call was made will be liable to be forfeited.

If notice not
complied with shares
may be forfeited

47. 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 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.

Forfeited share
to become
property of
Company

48. Any share so forfeited shall be deemed to be the property of the Company, and may be sole, re-allotted or otherwise disposed of on such terms and in such manner as the directors think fit and at any time before a sale or disposal the forfeiture may be cancelled on such terms as the Directors think fit.

Amounts to be
paid
notwithstanding
forfeiture

49. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Directors shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty 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 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.

Evidence of
forfeiture and
transfer of
forfeited share

50. 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. The Company may receive the consideration, if any, given for 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.

Notice after forfeiture

51. When any share shall have been forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be invalidated by any failure to give such notice or make such entry as aforesaid.

Power to buy back forfeited share

52. Notwithstanding any such forfeiture as aforesaid the Directors may at anytime, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, permit the shares forfeited to be bought back 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.

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

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

Forfeiture for non-payment of any sum due on shares

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

Stock

Power to convert into stock

55. 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.

Transfer of stock

56. 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.

Rights of stockholders

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

Interpretation

58. All of such of the provisions of these Articles as are applicable to paid up shares shall apply to stock, and the words “share” and “shareholder” therein shall include “stock” and “stockholder”.

Alteration of Capital

Consideration and division of capital and subdivision and cancellation of shares

59.(a) The Company may from time to time by ordinary resolution :-

- (i) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, and on any consolidation of fully paid up shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any persons 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) shall be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rate-able in accordance with their rights and interests;
- (ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled; and
- (iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Ordinance, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with, the others as the Company has power to attach to unissued or new shares.

Reduction of Capital

(b) The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share

premium account in any manner authorised and subject to any conditions prescribed by law.

Borrowing Powers

Power to borrow

60. 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 for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof.

Conditions on which money may be borrowed

61. 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, in particular, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

Assignment

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

Special Privileges

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

Register of charges to be kept

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

Charge of uncalled capital

65. 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.

General Meetings

When annual general meeting to be held

66. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices 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 annual general meeting shall be held at such time and place as the Directors shall appoint.

Extraordinary

67. All general meetings other than annual general meetings

general meetings shall be called extraordinary general meetings.

Convening of extraordinary general meetings 68. The Directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on requisition as provided by the Companies Ordinance, or, in default, may be convened by the requisitionist as so provided.

Notices of meetings 69. 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 Company 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, 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.

As to omission to give notice 70.(a) The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive such notice shall not invalidate any resolution passed or any proceeding at any such meeting.

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

Proceedings at General Meetings

Special business 71. All business shall be deemed special that is transacted at an extraordinary general meeting and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, making a call in accordance with the provisions of Article 145, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.

Quorum 72. For all purposes the quorum for a general meeting shall be three members present in person or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

When if quorum 73. If within half an hour from the time appointed for the meeting a

not present
meeting to be
dissolved and
when adjourned

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, and 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 in person and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

Chairman of
general meeting

74. The Chairman of the Directors shall take the Chair at every meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within five minutes after the time appointed for holding such meeting, the members present and entitled to vote shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present and entitled to vote shall choose one of their own number to be Chairman.

Power to adjourn
general meeting,
business of
adjourned
meeting

75. 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 the meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

How questions
to be decided

76. Subject to the rules prescribed from time to time by the stock exchange in Hong Kong on which the Company's shares are listed at any general meeting a resolution put to the vote of the meeting shall be decided on by way of poll, save that the Chairman may in good faith, allows a resolution which relates purely to a procedural and administrative matter to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by the Chairman of the meeting; or
- (b) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the

shareholders having the right to vote at the meeting; or

- (d) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

For the purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made 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.

Taking of poll

77. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.

78. (DELETED)

Chairman to
have casting
vote

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

80. (DELETED)

Votes of Members

Votes of
members

81. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every members who (being an individual) is present in person or (being a corporation) is present by a representative duly authorised under section 115 of the Ordinance, shall have one vote, and on a poll every member present in person or by proxy shall have one vote for every fully paid up share of which he is the holder and have for every partly paid up share of which he is the holder the fraction of one vote equal to the proportion which the nominal amount due and 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 treated for the purposes of this Article as paid up on the share. On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

Where any shareholder is, under the Exchange Listing Rules (as such term is defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Votes in respect
of deceased and
bankrupt
members

82. Any person entitled under Article 42 to be registered as a shareholder 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 forty-eight hours at least 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 entitlement to such shares, or the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Joint holders

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

Votes of
member of
unsound mind

84. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in cases of mental disorders, may vote whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the 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.

Qualification for
voting

85.(a) Save as herein expressly provided, no person other than a member duly registered and who shall have paid everything for the time being due from him and payable to the Company in respect of his shares and is entitled to attend and vote, 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.

Objections to
votes

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

Proxies

86. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.

Instrument appointing proxy to be in writing

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

Appointment of proxy must be deposited

88. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office, or at such other place as is specified in the notice of meeting or in the instrument of proxy issued by the Company, not less than 48 hours before the time for holding the meeting or adjourned meeting or poll, as the case may be, at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Form of proxy

89. Every instrument of proxy, whether for a specified meeting or otherwise, shall as nearly as circumstances will permit be in the form specified in the Schedule to these Articles or in such other form or to such other effect as the Directors shall from time to time or at any time notwithstanding the form in the said Schedule approve.

Authority under instrument appointing proxy

90. The instrument appointing a proxy to vote at a general meeting shall :-

- (i) be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and
- (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

When vote by proxy valid though authority revoked

91. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind 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, unsoundness of mind, revocation or transfer as aforesaid shall have been received by the Company at the registered office,

or at such other place as is referred to in Article 88 prior to two hours before the commencement of the meeting adjourned meeting or poll as the case may be at which the proxy is used.

Corporation
acting by
representative at
meetings

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

Registered Office

Registered office

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

Board of Directors

Number

94. The number of Directors shall not be less than four.

Directors may
fill vacancies

95. The Directors shall have power from time to time, and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Alternate
Directors

96.(a) Any Director may at any time by notice in writing delivered to the registered office of the Company or at a meeting of the Directors appoint any person (including another Director) to be his alternate Director for such period of absence from Hong Kong or such period of unavailability due to illness or disability or for such meeting as may be specified therein and may in like manner, at any time determine such appointment. Such appointment unless previously approved by the Directors, shall have effect only upon and subject to being so approved.

(b) The appointment of an alternate Director shall be determined on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointer ceased to be a Director.

(c) An alternate Director shall (except when absent from Hong Kong, for which purpose he shall be deemed absent from Hong Kong on any day if he has given to the Secretary notice of his intention to be absent from Hong Kong for any period including such day and has not revoked such notice) 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 appointer as a Director, and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointer) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his appointer is for the time being absent from Hong Kong or temporarily unable to act through ill-health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointer. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointer 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.

(d) An alternate Director shall be entitled 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 appointer as such appointer may by notice in writing to the Company from time to time direct.

Qualification

97. A Director need not hold any qualification shares but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate meetings of all classes of shares of the Company.

Directors'
remuneration

98. The Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or, failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during the period for which he has held office.

Directors'
expenses

99. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged on the business of the Company.

Special remuneration

100. The Board may grant special remuneration to any Director who being called upon, shall perform any special or extra services to the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be arranged.

Remuneration of Managing Directors, etc.

101. Notwithstanding the foregoing Articles 98, 99 and 100, 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 Directors may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.

When office of Director to be vacated

102.(i) A Director shall vacate his office :-

- (a) If he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors.
 - (b) If he becomes of unsound mind.
 - (c) If he absents himself from the meetings of the Board during a continuous period of six months without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead; and the Board passes a resolution that he has by reason of such absence vacated his office.
 - (d) If he becomes prohibited from being a Director by reason of any provision of the Companies Ordinance.
 - (e) If by notice in writing delivered to the Company at its registered office he resigns his office.
 - (f) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors.
 - (g) If having been appointed to an office under Article 104 hereof he is dismissed or removed therefrom by the Board under Article 105.
- (ii) No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

Directors may
contract with
Company

103.(i)(a) No Director or intended Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established provided always that such Director shall forthwith disclose the nature of his interest in any contract or arrangement in which he is interested as required by and subject to the provisions of the Ordinance.

(b) (DELETED):

(c) Any Director may continue to be or become 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, joint managing director, deputy managing director, executive 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 as they think fit but a Director shall not vote in favour of the exercise of such voting rights in manner aforesaid if he may be, or about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.

(d) A general notice to the Directors by a Director stating that by reason of facts specified in a notice he is to be regarded as interested in any contract or arrangement of any description which may be made by the

Company 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 Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

(ii) A Director may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company.

(iii) Any Director may act 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 Auditor to the Company.

Managing Director etc.

Power to appoint managing Directors, etc.

104. The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director and/or such other office in the management of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Article 101.

Removal of Managing Directors, etc.

105. Every Director appointed to an office under Article 104 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 the Board.

Cession of appointment

106. A Director appointed to an office under Article 104 hereof shall be subject to the same provisions as to removal as the other Directors of the Company 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 ceases to hold the office of Director for any cause.

Powers may be delegated

107. The Directors may from time to time entrust to and confer upon a Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Directors that they may think fit. But the exercise of all powers by such Directors shall be subject to such regulations and restrictions as the Directors may from time to time make and impose, and the said powers may at any time be withdrawn revoked or varied.

Powers of Directors

General powers
of Company
vested in Directors

108.(a) Subject to any exercise by the Directors of the powers conferred by Articles 107, 109, 110, 111, 123, 134 and 135 hereof, 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 the term, may exercise all such acts and things as may be exercised or done by the Company and are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the 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 of 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.

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

Managers

Appointment
and
remuneration of
managers

109. The Directors may from time to time appoint a general manager, a manager or managers of the Company and may fix his or their remuneration whether by way of salary 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, manager or managers who may be employed by him or them upon the business of the Company.

Tenure of office and
powers

110. The appointment of such general manager, manager or managers may be for such period as the Directors may decide, and the Directors may confer upon him or them all or any of the powers of the Directors as they may think fit.

Terms and
conditions of

111. The Directors may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and

appointment

conditions in all respects as the Directors may in their absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

Rotation of Directors

Rotation and retirement of Directors

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

Meeting to fill up vacancies

113. The Company at any general meeting at which any Directors retire in manner aforesaid may fill up the vacated offices by electing a like number of persons to be directors.

Retiring Directors to remain in office till successors appointed

114. If at any general meeting at which an election of Directors ought to take place, the place of a retiring Director is not filled up 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 up, unless it shall be expressly resolved at such meeting to reduce the number of Directors or not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to such meeting and lost.

Power of general meeting to increase or reduce number of Directors

115. 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 four.

Notices to be given when person proposed for election

116. No person other than a retiring Director shall unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company at least seven days before the date of the general meeting and that the period for lodgment of the notices to the Company will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

Power to remove Director by Ordinary resolution

117. The Company may by ordinary resolution remove any Director including a managing or other executive director, but without prejudice to any claim for damages under any contract before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director, and may elect another person in his stead. Any person so elected shall hold

office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

Proceedings of the Directors

Meetings of
Directors,
quorum, etc.

118. 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 three Directors shall be a quorum. For the purpose of this Article, an alternate Director shall be counted in a quorum but notwithstanding that an alternate Director is an alternate for more than one Director he shall for quorum purposes count as only one director. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

Covering of
Board meeting

119. A Director may and, on the 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 telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine, Provided however that notice need not be given to any Director of the time being absent from Hong Kong.

How questions
to be decided

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

Chairman

121. The Directors may elect a Chairman of their meetings and determine the period (not being a period extending beyond that date of the annual general meeting at which such Chairman is due to retire by rotation under Article 112) for which he is to hold office but if no such Chairman is elected or if at any meeting the Chairman is not present or is unwilling so to act within five minutes after the time appointed for holding the same the Directors present may choose one of their number to be Chairman of the meeting.

Powers of
meeting

122. A meeting of the Directors 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 to appoint
committee and
to delegate

123. The Directors may delegate any of their powers to committee consisting of such member or members of their body as the Directors think fit and they may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part and either as to person 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 Directors.

Act of committee to be of same effect as acts of Directors

124. 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 Directors and the Directors shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company.

Proceedings of committee

125. The meeting and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors.

When acts of Directors or committee to be valid notwithstanding defects

126. All acts bona fide done by any meeting of the Directors or by a committee of Directors or by any person acting as a Director shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that he had by virtue of Article 102(1) ceased to be a Director be as valid as if every such person had been duly appointed and had not ceased to be a Director.

Directors' powers when vacancies exist

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

Directors' resolutions

128. A resolution in writing signed by all the Directors in Hong Kong except such as are temporarily unable to act through ill-health or disability and all the alternate Directors in Hong Kong whose appointors are absent from Hong Kong or are temporarily unable to act as aforesaid shall (so long as they constitute a quorum as provided in Article 118) be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents certified in advance by the Secretary of the Company in like form each signed by one or more of the Directors or alternate Directors.

Secretary

Appointment of secretary

129. 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 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 specifically in that behalf by the Board. In the event that the Secretary appointed is a corporation or other body it may act and sign by the hand of any one or

more of its Directors or officers duly authorised.

Residence

130. The secretary shall (a) if an individual be ordinarily reside in Hong Kong, and (b) if a body corporate, have its registered office or a place of business in Hong Kong.

Same person not to act in two capacities at once

131. A provision of the 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.

Management - Miscellaneous

Seal

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

(b) The Company may have an official seal for use abroad under the provisions of the 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 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.

Cheques and banking arrangements

133. 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, endorsed 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 account shall be kept with such banker or bankers as the Board shall from time to time

determine.

Power to appoint
attorney

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

Execution of
deeds by attorney

(b) The Company may, by writing under its common seal, empower any person, either generally or in respect of any specified matter, as its attorney, to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf in any place not situate within Hong Kong, 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 common seal of the Company.

Local boards

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

Pension funds
donations, etc.

136. The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and holding or who

have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

Capitalisation of Reserves

Power to capitalise

137.(a) The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution (and 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 holding ordinary shares in proportion to the number of ordinary shares (whether or not fully paid) held by them respectively on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions 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 a capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares.

Effect of resolution to capitalise

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

otherwise (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 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.

Dividends and Reserves

Profits to declare dividends

138. The Company in general meeting may declare dividends, but no dividends shall exceed the amount recommended by the Board.

Board's power to pay interim dividends

139.(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 right as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and, provided that the Board acts bona fide, the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.

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

Provisions as to dividends

140.(a) No dividend shall be payable except out of the profits or exchange reserves of the Company. No dividend shall carry interest.

(b) For so long as any share issued under any share incentive scheme for employees remains subject to restrictions on dividends, voting and transfer imposed thereby, but without prejudice to the entitlement of the holder of such

share to participate in any distribution on capitalisation of reserves under Article 137, no dividend whether payable in cash or in specie or by way of allotment of fully paid up shares under Article 141 hereof shall be declared or paid on such Share.

Scrip dividends

141.(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 :-

- (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 shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply :-
 - (a) the basis of any such allotment shall be determined by the Directors;
 - (b) the Directors, after determining the basis of allotment shall give not less than two weeks' notice in writing to the holders of the relevant shares 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 whole or in part; and
 - (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in satisfaction thereof shares shall be allotted credited as fully paid to the holders 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 the undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Subscription Rights Reserve or Capital Redemption Reserve Fund (if there be any such Reserves)) as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment

and distribution to and amongst the holders of the non-elected shares on such bases; or

- (ii) that the shareholders entitled to such dividend 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 two weeks' notice in writing to the holders of the relevant shares 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 whole or in part;
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid 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 undivided profits of the Company (including profits carried and standing to the credit of any reserve or reserves or other special account other than the Subscription Rights Reserve or Capital Redemption Reserve Fund (if there be any such Reserves) as the Directors may determine, such sum as may be required to pay 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) (i) The shares allotted pursuant to the provisions of paragraph (A) shall rank *pari passu* in all respects with the shares of the same class (if any) of shares then in issue save only as regards participation in the relevant dividend.

- (ii) 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) 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.
- (C) The Company may upon the recommendation of the Directors by special resolution resolve in respect of any particular dividend of the Company that notwithstanding the provisions of paragraph (A) of this Article a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
- (D) The Directors may on any occasion determine that an allotment of shares under paragraph (A)(i) of this Article or a right of election to receive an allotment of shares under paragraph (A) (ii) of this Article shall not be made or made available to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the allotment of shares or the circulation of an offer of such right of election would or might be unlawful, and in such event the provisions aforesaid shall be read construed subject to such determination.

Reserves

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

placing the same to reserve carry forward any profits which it may think prudent not to divide.

Dividends to be paid in proportion in paid up capital

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

Registration of dividends etc.

144.(a) The Directors may retain any dividends or other moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

(b) The Directors may deduct from any dividend or bonus payable to any member all sums of moneys (if any) presently payable by him to the Company on account of calls, instalments or otherwise.

Deduction of debts

145. Any general meeting sanctioning a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member be set off against the call.

Dividend in specie

146. Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, 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, and such appointment shall be effective. Where requisite, a contract shall be filed in accordance with the provisions of the Ordinance, and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend, and such appointment shall be effective.

Effect of transfer

147. A transfer of shares shall not pass the right to any dividend or bonus declared thereon before the registration of the transfer.

Receipts for

148. If two or more persons are registered as joint holders of any

dividends on shares held by joint holders

share, any one of such persons may give effectual receipts for any dividends, interim dividends or bonuses and other moneys payable in respect of such shares.

Payment by post

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

(b) The Company shall be entitled to cease sending dividend warrants by post to the registered address of any member where such warrants have been left uncashed on two consecutive occasions or when such warrant is returned undelivered after it has been sent on the first occasion.

Unclaimed Dividends

150. All dividends 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 or bonuses unclaimed for six years after having been declared may be forfeited by the Directors and shall revert to the Company.

Documents

Authentication of documents

151.(1) Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of Directors and any books, records, documents and accounts, relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or accounts are elsewhere than at the registered office of the Company the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors 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 committee of Directors 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 such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

Destruction of documents

(2) (a) 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 twelve years from the date of registration thereof;
- (ii) allotment letters : at any time after the expiration of twelve 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 twelve 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.

(b) 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.
- (c) (i) 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.
- (ii) 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 the Article.

- (iii) Reference herein to the destruction of any document include references to the disposal thereof in any manner.

Accounts

Accounts to be kept

152. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Ordinance or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

Where accounts to be kept

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

Inspection by members

154. 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 accounts and books of the Company, or any of them, shall be open to the inspection of the members not being directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Ordinance or authorised by the Directors or by the Company in general meeting.

Annual profit and loss account and balance sheet

155.(a) The Directors shall from time to time in accordance with the provisions of the Ordinance, lay before the Company in general meeting such profit and loss accounts, balance sheets, group accounts and report as are so required by the Ordinance.

Annual report of Directors and Balance sheet to be sent to members

(b) Every balance sheet of the Company shall be signed pursuant to the provisions of the Ordinance, and a copy of every balance sheet (including every document required by law to be annexed thereto) and profit and loss account which is to be laid before the Company in general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty one days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and every person registered under Article 43 and every other person entitled to receive notices of general meetings of the Company, Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Audit

Auditors

156. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Ordinance. The members may, at any general meeting convened and held in accordance

with these Articles, remove the Auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint another Auditors in its place for the remainder of the term.

Remuneration of Auditors

157. Subject as otherwise provided by the Ordinance, the remuneration of the Auditors shall be fixed by the Company in general meeting.

When accounts to be deemed finally settled

158. Every statement of 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 statement of accounts amended in respect of the error shall be conclusive.

Notices

Service of notices

159. (a) Subject to Article 159(b), any notice or document shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid envelope to such member at his registered address as appearing in the register or by advertisement in both a leading English language daily newspaper and a leading Chinese language newspaper circulating in Hong Kong. In the case of joint holders of a share a notice 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. Any notice of document may be given to a member in the English language or the Chinese language, subject to due compliance with all applicable statutes, rules and regulations.

(b) Subject to due compliance with the rules of the stock exchange in Hong Kong, and to obtaining all necessary consents, if any, required and such consents being in full force and effect, any notice or document (including any document or notice issued or to be issued by the Company for the information and/or action of holders of any of its securities, and whether or not given or issued under these Articles) may also be served by the Company by electronic means:

(i) at his electronic address or website as appearing in the register of members (if any); or

(ii) at any other electronic address or website supplied by him to the Company for the purpose of such transmission; or

(iii) by placing it on the Company's website provided that where the relevant documents are the Company's directors' report, annual or interim financial statements, any service of such documents by placing on the Company's website shall

also be accompanied by a notice of publication (the “**notice of publication**”) of such documents on the Company’s website given to the members concerned in the manner referred to in Article 159(a) or in any other manner agreed between the member concerned and the Company;

Provided that (aa) in the case of joint holders of share, any consent required from the shareholder concerned for the purpose of this Article 159(b) shall be given by that one of the joint holders who is entitled to receive notice pursuant to Article 159(a); and (bb) the Company may, for the purposes of this Article 159(b), propose to its members any one or more of all of the above means of electronic communication.

Members out of the Colony

160. A member shall be entitled to have notices served on him at any address within Hong Kong. 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 notices shall be deemed to be his registered address. A member who has no registered address shall be deemed to have received any notice which shall have been displayed at the registered office and shall have remained there for the space of twenty four hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.

When notice by post deemed to be served

161. Any notice sent by post shall be deemed to have been served on the day following that on which 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 envelope or wrapper containing the notice was properly prepaid, addressed, and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof.

Service of notice to persons entitled on death, mental disorder or bankruptcy of a member

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

Transferee to be bound by prior notices

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

Notice valid through Member deceased

164. Any notice or document delivered or sent by post or left at the registered address of any member in pursuance of these presents, 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 persons be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

How notice to be signed

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

Information

Members not entitled to move information

166. 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, mystery of trade 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.

Winding Up

Division of assets in liquidation

167. 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, 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 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 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 contributory shall be compelled to accept any shares in respect of which there is a liability.

Service of process

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

Indemnity

Indemnity

- 169.(a) Every Director, manager, secretary or other officer and every auditor of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is mentioned in paragraph (c) of the proviso to Section 165 of the Ordinance) which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director, manager, secretary or other officer or auditor shall be liable for any loss, damage or misfortune which may happen to, or be incurred by, the Company in the execution of the duties of the office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by the said Section.
- (b) Subject to Section 165 of the Ordinance, if any Director or other persons 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.

Names, Addresses and Descriptions of Subscribers

(Sd.) WONG KIN LAE
Wilson Wong Kin Lae (黃乾利)
No. 5 3 Chatham Road,
1st Floor,
Kowloon.

Chemical Engineer

(Sd.) LEUNG KWOK TZE
Leung Kwok Tze (梁國治)
No. 10 Soares Road,
5th Floor,
Kowloon.

Electrical Engineer

Dated the 28th day of September, 1964.

WITNESS to the above signatures:-

(Sd.) Philip K.H. Wong
Solicitor
Hong Kong.

Schedule
within referred to

Form of Proxy

RAYMOND INDUSTRIAL LIMITED

I, _____
of _____
being a member of _____
hereby appoint _____
of _____
or failing him _____
of _____

as my proxy to vote for me and on my behalf at the Annual or Extraordinary (as the case may be) General Meeting of the Company, to be held on the _____ day of _____ and at any adjournment thereof. I desire the proxy to be used.

- (a) * for/against the Ordinary or Special (as the case may be) Resolution No.
- (b) * for/against the Ordinary or Special (as the case may be) Resolution No.

Set out in the Notice convening the Annual or Extraordinary (as the case may be) General Meeting dated _____

Dated this _____ day of _____

Signed: _____

- * Please strike out “for” or “against” (as the case may be). If neither “for” or “against” is struck out, you will be deemed to have authorised your proxy to vote as to abstain from voting, as he thinks fit.