

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

WAH YAN ONE FAMILY FOUNDATION LIMITED
華仁一家基金有限公司

Incorporated the 17th day of November, 2004.

Woo, Kwan, Lee & Lo
Solicitors & Notaries
Hong Kong

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THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

WAH YAN ONE FAMILY FOUNDATION LIMITED

Passed on 14th day of September, 2007

At an extraordinary general meeting of the Company duly convened and held at The Sports Club, 4/F., South China Building, 1 Wyndham Street, Central, Hong Kong on Friday, 14 September, 2007 at 7:00 p.m., the following special resolution of the Company was duly passed:—

SPECIAL RESOLUTION

“ THAT the regulations contained in the document marked “A” has been produced to the meeting and for the purpose of identification signed by the Chairman of the meeting, be and are hereby adopted as the new Articles of Association of the Foundation in substitution for and to the exclusion of the existing Articles of Association of the Foundation. ”

(*Sd.*) Mr. Rev. Fr. Alfred Deignan

Mr. Rev. Fr. Alfred Deignan
(Chairman of the meeting)

No. 934244

編號

(C O P Y)

COMPANIES ORDINANCE
(CHAPTER 32)

香港法例第 32 章
公司條例

CERTIFICATE OF INCORPORATION
公 司 註 冊 證 書

I hereby certify that

本人謹此證明

WAH YAN ONE FAMILY FOUNDATION LIMITED
華 仁 一 家 基 金 有 限 公 司

is this day incorporated in Hong Kong under the Companies Ordinance, and that
於 本 日 在 香 港 依 據 公 司 條 例 註 冊 成 為
this company is limited.

有 限 公 司 。

Issued by the undersigned on 17 November 2004.

本證書於二〇〇四年十一月十七日簽發。

(Sd.) MISS R. CHEUNG

.....
for Registrar of Companies
Hong Kong

香港公司註冊處處長
(公司註冊主任張潔心代行)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

WAH YAN ONE FAMILY FOUNDATION LIMITED

華仁一家基金有限公司

First:—The name of the Company is “**WAH YAN ONE FAMILY FOUNDATION LIMITED** 華仁一家基金有限公司” (hereinafter referred to as “the Foundation”).

Second:—The registered office of the Foundation will be situated in Hong Kong.

Third:—The objects for which the Foundation is established are:—

- (1) To raise the general standard of education in Hong Kong and to provide students in Hong Kong (in particular, students of Wah Yan College, Hong Kong and Wah Yan College, Kowloon) with quality education (both academically and in extra-curricular activities).
- (2) To grant donations, scholarships, financial or material assistance, including payment of passages, travels, living allowances and other incidental expenses, and to subscribe funds to individuals and institutions for the furtherance or attainment of any of the objects of the Foundation (in particular, to students of Wah Yan College, Hong Kong and Wah Yan College, Kowloon).
- (3) To organise, promote, participate and carry out the following activities:—
 - (a) relief of sufferings of the poor, the aged, the disabled, the sick, weaklings or children;
 - (b) vocational, scientific, technical and other educational programmes for charitable purposes;
 - (c) provision of books, equipments and student facilities to schools, colleges and universities;
 - (d) social survey and research projects for educational purposes;
 - (e) religious activities for the worship of deity;
 - (f) relief to victims of fire, flood, famine, war, pestilence or other calamities.
- (4) To subscribe or contribute to set up, establish, conduct and carry on non-profit making research institutions and organizations, hospitals, schools, universities and places of learning, charities of all kinds and descriptions.
- (5) To grant pensions and gratuities to any employees or ex-employees of the Foundation or the relatives or dependants of any such persons, and to establish or support associations,

institutions, clubs, funds and trusts which may be considered as being calculated to benefit any such persons or otherwise advance the purposes of the Foundation.

- (6) To undertake and execute any trusts which may seem desirable or conducive to the objects of the Foundation.
- (7) To accept donations from any person, corporation or institution in the advancement or towards the attainment of the above objects or any of them.
- (8) Generally to subscribe or guarantee money for any charitable object or for any charitable purpose in any way connected with the purposes of the Foundation or calculated to further its objects.
- (9) To establish and support, and to aid in the establishment and support of, any other charitable establishments and institutions formed for all or any of the objects of this Foundation.
- (10) To acquire, accept leases of, purchase, take, develop, or otherwise hold and enjoy any lands, buildings, messuages or tenement of whatsoever nature or kind and wheresoever situate for all or any of the objects of the Foundation.
- (11) To acquire, by purchase or otherwise, goods and chattels of whatsoever nature or kind for all or any of the objects of the Foundation.
- (12) For the purposes of the Foundation, to invest moneys on deposit in any bank, financial institution in Hong Kong or elsewhere in the world or in any government bonds or mortgage of any lands, buildings, messuages or tenements in Hong Kong or elsewhere in the world, or in debentures, debenture stock, stocks, funds, warrants, bonds, shares or securities of any corporation or company carrying on business in Hong Kong or elsewhere in the world. Such investments may at any time be varied.
- (13) To sell, let, mortgage, or otherwise turn to account all or any lands, buildings, messuages or tenements of whatsoever nature or kind and wheresoever situate with a view to the promotion of its objects.
- (14) To dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to the promotion of its objects.
- (15) For the purposes of the Foundation, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments.
- (16) For the purposes of the Foundation, to borrow and raise money and to secure or discharge any debt or obligation of the Foundation by the issue of debentures, bonds, mortgages or any other securities upon such terms and conditions as may be thought fit by the Foundation.
- (17) For the purposes of the Foundation, to accept deposits and pay interest thereon.
- (18) For the purposes of the Foundation and for charitable purposes, to lend money (a) to its beneficiaries or other charitable institutions whether secured or unsecured and upon such terms and conditions as may be thought fit by the Foundation; or (b) as a reasonable investment for interest.
- (19) To appoint any agents and to hire any employees to hold, administer and manage all or any part of the property and assets of the Foundation on such terms as to remuneration or otherwise as may be thought fit.
- (20) To indemnify any member of the Foundation in respect of any liability incurred by him in any action in connection with the furtherance of the objects of the Foundation.
- (21) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that:—

- (i) In case the Foundation shall take or hold any property which may be subject to any trusts, the Foundation shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32) shall not apply to the Foundation.

Fourth:—The income and property of the Foundation, whencesoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Foundation.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Foundation, or to any member of the Foundation, in return for any service actually rendered to the Foundation, nor prevent the payment of interest at a rate not exceeding 2 per cent above the prime rate as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time on money lent or reasonable and proper rent for premises demised or let by any member to the Foundation but so that no member of the Board of Directors or Governing Body of the Foundation shall be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of such Board or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation.

Fifth:—The liability of the members is limited (as set forth in the sixth Clause hereof).

Sixth:—Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of its being wound up while he is a member, or within 1 year after he ceased to be a member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required shall not exceed one hundred Hong Kong dollars.

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

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:—

Names, Addresses and Descriptions of Subscribers
<p data-bbox="528 533 1018 701"><i>(Sd.)</i> Rev. Alfred Joseph Deignan S.J. REV. ALFRED JOSEPH DEIGNAN S.J. Ricci Hall 93, Pokfulam Road, Hong Kong. Jesuit Priest</p> <p data-bbox="528 869 1038 1037"><i>(Sd.)</i> George Zee Chi Chung GEORGE ZEE CHI CHUNG (徐志忠) Wah Yan College, 56 Waterloo Road, Kowloon, Hong Kong. Jesuit Priest</p>

Dated the 27th day of October, 2004.

WITNESS to the signature of Rev. Alfred Joseph Deignan S.J.:—

(Sd.) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 28th day of October, 2004.

WITNESS to the signature of George Zee Chi Chung:—

(Sd.) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:—

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Ng Chi Sing
NG CHI SING (吳志誠)
96 Macdonnell Road, Birchwood Place,
35th Floor, Flat A, Mid Level,
Hong Kong.
Chief Operating Officer

(*Sd.*) Liu Chak Wan
LIU CHAK WAN (廖澤雲)
918, Av. Amizade, World Trade Center,
12th Floor, Macau.
Business Man

Dated the 29th day of October, 2004.
WITNESS to the signature of Ng Chi Sing:—

(*Sd.*) CHAN KA YIU
Business Executive
Flat A, 12/F.,
Perth Apartments,
31, Perth Street,
Kowloon

Dated the 29th day of October, 2004.
WITNESS to the signature of Liu Chak Wan:—

(*Sd.*) CHAN KA YIU
Business Executive
Flat A, 12/F.,
Perth Apartments,
31, Perth Street,
Kowloon

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Ng Tin Hoi Stephen
NG TIN HOI STEPHEN (吳天海)
2A Trafalgar Court,
70 Tai Hang Road, Hong Kong.
Company Manager

(*Sd.*) Poon Fuk Hay
POON FUK HAY (潘復熙)
Room 2007-2008, Lane Crawford House,
70 Queen's Road Central, Hong Kong.
Physician

Dated the 26th day of October, 2004.

WITNESS to the signature of Ng Tin Hoi Stephen:-

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 27th day of October, 2004.

WITNESS to the signature of Poon Fuk Hay:-

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:--

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Cheung Hon Kit
CHEUNG HON KIT (張漢傑)
27th Floor, Paul Y. Centre,
51 Hung To Road, Kwun Tong,
Kowloon, Hong Kong.
Merchant

(*Sd.*) Kwan Cheuk Yin William
KWAN CHEUK YIN WILLIAM (關卓然)
26th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong.
Solicitor

Dated the 28th day of October, 2004.
WITNESS to the signature of Cheung Hon Kit:--

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 28th day of October, 2004.
WITNESS to the signature of Kwan Cheuk Yin William:--

(*Sd.*) **LEE KA SZE, CARMELO**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:—

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Fong Hup
FONG HUP (方 俠)
House 16, 45 Island Road,
Deep Water Bay,
Hong Kong.
Accountant

(*Sd.*) Siu Hoi Ping Paul
SIU HOI PING PAUL (蕭海平)
Flat B, 16th Floor, Block 2,
Cypress Court, World-Wide Gardens,
2 Lung Pak Street,
Shatin, New Territories,
Hong Kong.
Managing Director

Dated the 28th day of October, 2004.

WITNESS to the signature of Fong Hup:—

(*Sd.*) LAM WAI MING
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 26th day of October, 2004.

WITNESS to the signature of Siu Hoi Ping Paul:—

(*Sd.*) LAM WAI MING
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:—

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Tse Kam Ming Laurence
TSE KAM MING LAURENCE (謝錦明)
17th Floor, Centre Point,
Gloucester Road, Hong Kong.
Merchant

(*Sd.*) Loh Sinn Yuk James
LOH SINN YUK JAMES (羅先煜)
17th Floor, Centre Point,
Gloucester Road, Hong Kong.
Merchant

Dated the 27th day of October, 2004.

WITNESS to the signature of Tse Kam Ming Laurence:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 27th day of October, 2004.

WITNESS to the signature of Loh Sinn Yuk James:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Foundation in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Chung Ka Leung
CHUNG KA LEUNG (鍾家良)
Room 809, Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong.
Medical Doctor

Dated the 27th day of October, 2004.
WITNESS to the signature of Chung Ka Leung:-

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House.
1 Connaught Place, Central.
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

WAH YAN ONE FAMILY FOUNDATION LIMITED

華仁一家基金有限公司

General

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

Words	Meanings
The Board	The Board of Directors for the time being of the Foundation.
Council	The Executive Council for the time being of the Foundation.
Directors	Directors from time to time of the Foundation.
Elected Director	Any of the 8 Directors as referred to in Article 34(h).
The Foundation	WAH YAN ONE FAMILY FOUNDATION LIMITED 華仁一家基金有限公司.
Members	The members for the time being of the Foundation, including Founding Members, Ordinary Members and other classes of Members as defined in Article 5.
Month	Calendar month.
Office	The registered office for the time being of the Foundation.
The Ordinance	The Companies Ordinance, Chapter 32 of the Laws of Hong Kong.
These presents	These Articles of Association, and the regulations of the Foundation from time to time in force.
Seal	The common seal of the Foundation.
WYHK SMC	The representative nominated by the school management committee of Wah Yan College, Hong Kong to the Board, whose nomination shall be evidenced by an instrument in writing signed by and on behalf of such committee.
WYHK Supervisor	The supervisor of Wah Yan College, Hong Kong.
WYHK PSA	The representative nominated by Wah Yan (Hong Kong) Past Students Association Limited to the Board, whose nomination shall be evidenced by an instrument in writing signed by and on behalf of such corporation.
WYK SMC	The representative nominated by the school management committee of Wah Yan

College, Kowloon to the Board whose nomination shall be evidenced by an instrument in writing signed by and on behalf of such committee.

WYK
Supervisor The supervisor of Wah Yan College, Kowloon.

WYK PSA The representative nominated by Wah Yan College, Kowloon Past Students' Association, Limited to the Board, whose nomination shall be evidenced by an instrument in writing signed by and on behalf of such corporation.

And words denoting the singular number include the plural number and *vice versa*.

Words denoting the masculine gender include the feminine gender.

Expressions used in these Articles referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Wherever any provision of these Articles (except a provision for the appointment of a proxy) requires that a communication as between the Foundation, its Directors or Members be effected in writing, the requirement may be satisfied by the communication being given in the form of an electronic record if the person to whom the communication is given consents to it being given to him in that form.

Wherever any provision of these Articles requires that a meeting of the Foundation, its Directors or Members be held, the requirement may be satisfied by the meeting being held by such lawful electronic means and in such manner as may be agreed by the Foundation in general meeting.

Unless the context otherwise requires, words or expressions used in these Articles shall have the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Foundation.

2. The number of Members with which the Foundation proposes to be registered is unlimited.
3. The Foundation is established for the purposes expressed in the Memorandum of Association.
4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be Members. The subscribers to the Memorandum of Association of the Foundation will automatically become the Founding Members or the Ordinary Members or such other classes of membership of the Foundation as may be determined by the Board at the first meeting of the Board after due incorporation of the Foundation. No corporation shall in any circumstances be admitted to membership.

5. (a) There shall be the following classes of membership consisting of :—
 - (i) Founding Members being persons whose applications for membership as Founding Members are approved by the Board. Founding Members shall be entitled to vote at all general meetings of the Foundation and the criteria of eligibility for being a Founding Member shall be determined from time to time by the Board;
 - (ii) Ordinary Members being persons whose applications for membership as Ordinary Members are approved by the Board. Ordinary Members shall be entitled to vote at all general meetings of the Foundation and the criteria of eligibility for being an Ordinary Member shall be determined from time to time by the Board; and
 - (iii) Other classes of Members (as may be determined by the Board under Article 5(c)) being persons whose applications for membership as such classes of Members are approved by the Board. Such other classes of Members shall be entitled to vote at all general meetings of the Foundation and the criteria of eligibility for being such classes of Members shall be determined from time to time by the Board.
- (b) The Founding Members, the Ordinary Members and other classes of Members as determined by the Board shall have the same rights and privileges.

(c) The Board shall determine from time to time, in its absolute discretion so long as the same is consistent with the Memorandum and Articles of Association and the Ordinance, the classes of membership, namely, the Founding Members, the Ordinary Members and other classes of Members as determined by the Board.

6. The first Members shall be:—

Rev. Alfred J. Deignan S.J.
George Zee Chi Chung (徐志忠)
Ng Chi Sing (吳志誠)
Liu Chak Wan (廖澤雲)
Ng Tin Hoi Stephen (吳天海)
Poon Fuk Hay (潘復熙)
Cheung Hon Kit (張漢傑)
Kwan Cheuk Yin William (關卓然)
Fong Hup (方 俠)
Siu Hoi Ping Paul (蕭海平)
Tse Kam Ming Laurence (謝錦明)
Loh Sinn Yuk James (羅先煜)
Chung Ka Leung (鍾家良)

7. Application for membership shall be made in such form as the Board may from time to time determine. Every application for admission shall be considered by the Board and may be acceded to or refused at their absolute discretion.

8. The rights and privileges of a Member shall be personal to himself and shall not be transferable or transmissible.

9. A Member shall cease to be a Member:—

- (i) If he resigns by one month's notice in writing given to the Board, such resignation to take effect as at the expiration of such notice or on such earlier date as the Board may determine.
- (ii) If a Special Resolution is passed at the General Meeting of the Foundation or a resolution of the Board is passed at the meeting of the Board to the effect that his membership shall be revoked, provided that if his membership is so revoked by resolution of the Board, he is to have the right of appeal to the Foundation in General Meeting.
- (iii) If he becomes bankrupt or compounds with his creditors or be found lunatic or becomes of unsound mind.

General Meetings

10. The Foundation shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Foundation and that of the next. Provided that so long as the Foundation holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Board may call an Extraordinary General Meeting at such time and place as they think fit and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 113 of the Ordinance.

13. An Annual General Meeting and an Extraordinary General 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 Foundation other than an Annual General Meeting or an Extraordinary General 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 Foundation in General Meeting, to such persons as are, under these presents entitled to receive such notices from the Foundation:

Provided that a meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed—

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

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

Proceedings at General Meeting

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors and the election of Directors and Auditors.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting. The quorum shall be two Members present in person or by proxy. A Member shall be deemed to be present at a general meeting if he participates by telephone or other electronic means and all Members participating in the meeting are able to hear each other.

17. If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting the Members present in person shall be a quorum.

18. With the consent of any meeting at which a quorum is present, the Chairman may adjourn the meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, no person shall be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

19. The Chairman (if any) of the Board shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose one of their number to preside.

20. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show

of hands by a majority of the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by any Member present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Foundation shall be conclusive evidence thereof, without proof of the numbers or proportion of the votes recorded in favour of or against such resolution.

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

22. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

23. In the case of an equality of votes, either on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote in addition to the vote (if any) to which he may be entitled as a Member.

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

Votes of Members

25. Upon a show of hands every Member present in person shall have one vote and upon a poll every Member present in person or by proxy shall have one vote. At any General Meeting if a Member present in person shall hold proxy for one or more of the Members, he or she shall be entitled to one vote at such meeting in respect of each and every Member from whom he or she holds a proxy in addition to his or her own vote as a Member in his or her own capacity.

26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. A proxy need not be a Member of the Foundation.

27. 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 of the Foundation or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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

“

WAH YAN ONE FAMILY FOUNDATION LIMITED

華仁一家基金有限公司

I, _____ of _____,
being a Member of the Foundation, hereby appoint _____
of _____,
or failing him, _____ of _____,
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general
meeting of the Foundation to be held on the _____ day of _____, and at any
adjournment thereof.

Signed this _____ day of _____.

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

“ **WAH YAN ONE FAMILY FOUNDATION LIMITED**

華仁一家基金有限公司

I, _____ of _____,
being a Member of the Foundation, hereby appoint _____
of _____,
or failing him, _____ of _____,
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general
meeting of the Foundation to be held on the _____ day of _____, and at any
adjournment thereof.

Signed this _____ day of _____.”

This form is to be used in favour of the resolution.
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired.”

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

31. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Directors

32. The number of Directors of the Board shall not be less than two or more than fifteen. No Director of the Board shall be required to vacate office or be ineligible for re-election or re-appointment as a Director of the Board and no person shall be ineligible for appointment as a Director of the Board by reason only of his or her having attained any particular age.

33. The first Directors of the Board (as approved by Rev. Alfred Joseph Deignan S.J.) shall be:—

Rev. Alfred J. Deignan S.J.
George Zee Chi Chung (徐志忠)
Kwan Cheuk Yin William (關卓然)
Fong Hup (方 俠)
Cheung Hon Kit (張漢傑)
Ng Tin Hoi Stephen (吳天海)
Poon Fuk Hay (潘復熙)
Siu Hoi Ping Paul (蕭海平)
To Lai Che Patrick (陶禮治)
Tse Kam Ming Laurence (謝錦明)
Loh Sinn Yuk James (羅先煜)
Chung Ka Leung (鍾家良)

34. Upon the adoption of these Articles, the Board shall comprise of not more than 15 Directors of which :—

- (a) 1 Director shall be Rev. Alfred J. Deignan S.J. or, failing him, any other person nominated by The Society of Jesus in Hong Kong;
- (b) 1 Director shall be WYHK SMC;

- (c) 1 Director shall be WYK SMC;
- (d) 1 Director shall be WYHK Supervisor;
- (e) 1 Director shall be WYK Supervisor;
- (f) 1 Director shall be WYHK PSA;
- (g) 1 Director shall be WYK PSA; and
- (h) Subject to Article 40, 8 other Directors shall be as elected by the Members of the Foundation.

35. A Director is not required to be a Member of the Foundation.

36. (a) The first Directors of the Board who are appointed by these presents shall hold office for a term until the third Annual General Meeting of the Foundation and at the third Annual General Meeting of the Foundation be subject to retirement pursuant to Article 37;

(b) The Directors of the Board (other than the first Directors) who are elected by the Members prior to the third Annual General Meeting shall hold office for a term until the third Annual General Meeting of the Foundation and at the third Annual General Meeting of the Foundation be subject to retirement pursuant to Article 37; and

(c) Any Director who is appointed by the Board prior to the third Annual General Meeting of the Foundation shall retire from office at the third Annual General Meeting of the Foundation but shall be eligible for re-election in accordance with Article 37.

37. Subject to Article 36, at each Annual General Meeting, all the Elected Directors for the time being shall retire from office. A retiring Elected Director shall be eligible for re-election. Any person so long as he/she falls within any of the category (a) to (g) of Article 34, shall remain as Director and shall not be subject to retirement or otherwise. For avoidance of doubt, if any person ceases to be within any category (a) to (g) of Article 34, he/she shall forthwith vacate the office of Director.

38. A retiring Director of the Board shall act as a Director of the Board throughout the meeting at which he retires.

39. Subject to Articles 32, 34(h) and 40, the Members of the Foundation at any Annual General Meeting or at any General Meeting may elect any person to be an Elected Director.

40. No person shall, unless recommended by the Board for election, be eligible for election to the office of Elected Director of the Board at any General Meeting.

41. The Board may repay to any Director of the Board all such reasonable expenses as he may incur in attending meetings of the Board, or General Meetings, or which he may otherwise incur in or about the business of or in promoting the purposes of the Foundation.

Power of the Board of Directors

42. The business of the Foundation shall be managed by the Board of Directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by the Ordinance or by these presents required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Ordinance, and to such regulations, being not inconsistent with aforesaid regulations or provisions, as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

43. The Board may exercise all the powers of the Foundation to borrow money and to mortgage and charge its undertaking, property and assets, and to issue debentures, debenture stock and other securities whether outright or as collateral security for any debt, liability or object of the Foundation.

44. The continuing Directors of the Board may act notwithstanding any vacancy in their body; provided always that in case the Directors of the Board shall at any time be reduced below the number fixed by or pursuant to these presents, it shall be lawful for them to act as the Board for the purpose of increasing the number of Directors to that number or of summoning a General Meeting but not for any other purpose.

Secretary

45. The Board may from time to time by resolution appoint a secretary upon such terms and subject to such conditions as the Board may think fit and any person so appointed shall for all the purposes of these presents be deemed during the term of his appointment to be the Secretary and the Board may remove any person so appointed.

Seal and Cheques

46. The Seal of the Foundation shall not be affixed to any instrument except either by the authority of a resolution of the Board or (if the Board shall either generally or in any particular case so resolve) by the authority of a resolution of the Executive Council hereinafter mentioned, and in the presence of at least two Directors of the Board or two persons authorized by such Council (as the case may be) and the said Directors or such persons so authorized by the Council shall sign every instrument to which the Seal shall be so affixed in their presence, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

47. The Foundation's banking account shall be kept with such banker or bankers as the Board shall from time to time determine.

Disqualification of Members of the Board

48. The office of a Director of the Board shall be *ipso facto* vacated:—

- (i) If he be found lunatic or becomes of unsound mind, or
- (ii) If he becomes bankrupt or suspends payment or compounds with his creditors, or
- (iii) If he becomes disqualified or prohibited from being a director by reason of any order made under Part IVA of the Ordinance, or
- (iv) If he is removed by the Foundation under the provisions of Article 49 hereof, or
- (v) If by notice in writing to the Foundation, he resigns his office.

49. The Foundation may by Ordinary Resolution in general meeting remove any Director of the Board before the expiration of his period of office, and may by Ordinary Resolution in general meeting elect another qualified person in his stead, but the person so elected shall hold office during such time only as the Director of the Board in whose place he is elected would have held the same if he had not been removed. Special notice is required of a resolution to remove a Director or to elect somebody in place of a Director so removed at the meeting at which he is removed.

Proceedings of the Board

50. The Board may meet together in Hong Kong or elsewhere outside Hong Kong for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three Directors present in person shall be a quorum. A Director shall be deemed to be present at a meeting of Directors if he participates by telephone or other electronic means and all Directors participating in the meeting are able to hear each other. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

51. At the request of a Director of the Board, the Secretary or the Director shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, or by sending or transmitting it as an electronic communication at the address or

telephone, facsimile or electronic number or electronic address or computer network or website from time to time notified or supplied to the Foundation by such Director or in such other manner as the Board may from time to time determine. A Director who is absent from Hong Kong shall not be entitled to receive notice of a meeting with the exception of those Director who has given consent to the Foundation to accept notice by means of electronic mail.

52. The Board shall from time to time elect a Chairman who shall preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within fifteen minutes after the time appointed for holding a meeting, the Directors of the Board present shall choose one of their number to be the Chairman of the meeting.

53. A meeting of the Directors of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in the Board generally.

54. The Board may delegate any of their powers to committees or sub-committees consisting of such Director or Directors of the Board as they think fit, and any committee so formed shall conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid. The Board may dissolve any such committee or sub-committee and revoke the powers delegated to it.

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

56. The Board shall cause proper minutes to be made of the proceedings of all meetings, of the Foundation and of the Board and of committees of the Board and of the Executive Council hereinbefore mentioned, and all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

57. A resolution in writing signed by all the Directors for the time being or all the members of any committee of the Board or of the Executive Council, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee or of such Council duly convened and constituted. Such resolution in writing may consist of several documents, each signed by one or more Directors or members of any committee of the Board or of the Executive Council.

Executive Council

58. Without prejudice to the powers hereinbefore conferred upon the Board to delegate any of their powers to committee of the Board, the Board may establish an Executive Council and may appoint any persons (whether Directors of the Board or Members of the Foundation or not) to be members of such Council (provided that a majority number of members of such Council shall be Directors), and fix their remuneration but subject to clause Fourth of the Memorandum of Association, and may delegate to such Council any of the powers, authorities and discretions vested in the Board (except the power of admitting Members of the Foundation or of requiring Members of the Foundation to resign or to appoint Directors), with power to subdelegate, and may authorise the members of the Executive Council to act notwithstanding vacancies in their body, and such appointment or delegation may be made 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 such delegation, but no person dealing in good faith and without notice of any such removal, annulment or variation shall be affected thereby.

Accounts

59. The Board shall cause proper books of account to be kept with respect to:—

- (a) The assets and liabilities of the Foundation;
- (b) The sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place; and
- (c) All other matters necessary for showing the true state and condition of the Foundation.

60. The books of account shall be kept at the Office, or subject to section 121(3) of the Ordinance, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors of the Board.

61. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books and accounts of the Foundation or any of them shall be open to the inspection of Members; and no Member shall have any right of inspecting any book or account of the Foundation except as conferred by any ordinance or authorised by the Board or by the Foundation in General Meeting.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation 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 the Foundation:

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Foundation is not aware.

Audit

63. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B, and 141 of the Ordinance.

Notice

64. A notice or document may be served or delivered by the Foundation upon any Member either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the register of Members of the Foundation or by sending or transmitting it as an electronic communication to such Member at such telex or facsimile transmission number or electronic number or electronic address or computer network or website supplied by him to the Foundation for the giving of notice or document from the Foundation to him to the extent permitted by, and in accordance with the Ordinance.

65. Notice of every General Meeting shall be given in the manner hereinbefore authorized to (a) every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Foundation an address within Hong Kong for the giving of notices to them, and (b) the auditors for the time being of the Foundation. No other persons shall be entitled to receive notices of General Meetings.

66. Any notice, if served by post shall be deemed to have been served on the day on which the letter containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter, if sent or transmitted as an electronic communication shall be deemed to have been served or delivered at the time of the relevant despatch or transmission.

Winding Up

67. The Foundation may be wound up by a Special Resolution passed at an Extraordinary General Meeting with a quorum of two-thirds of the Members of the Foundation. The provisions of the Seventh Clause of the Memorandum of Association relating to the winding-up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in these Articles.

Indemnity

68. Save and except so far as the provisions of this Article shall be avoided by any provisions of

any ordinance, the Directors of the Board, the members of the Executive Council, Auditor, Secretary and other officers for the time being of the Foundation acting in relation to any of the affairs of the Foundation and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Foundation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Foundation shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Foundation shall be placed out or invested, or for any other loss misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except the same shall happen by or through their own willful neglect or default respectively.

69. The Foundation shall have power to purchase and maintain for the Directors of the Board, the members of the Executive Council, Auditor, Secretary and other officers of the Foundation insurance against any liability to the Foundation or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Foundation.

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Rev. Alfred Joseph Deignan S.J.
REV. ALFRED JOSEPH DEIGNAN S.J.
Ricci Hall 93, Pokfulam Road,
Hong Kong.
Jesuit Priest

(*Sd.*) George Zee Chi Chung
GEORGE ZEE CHI CHUNG (徐志忠)
Wah Yan College,
56 Waterloo Road, Kowloon, Hong Kong.
Jesuit Priest

Dated the 27th day of October, 2004.

WITNESS to the above signature of Rev. Alfred Joseph Deignan S.J.:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 28th day of October, 2004.

WITNESS to the above signature of George Zee Chi Chung:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Ng Chi Sing
NG CHI SING (吳志誠)
96 Macdonnell Road, Birchwood Place,
35th Floor, Flat A, Mid Level,
Hong Kong.
Chief Operating Officer

(*Sd.*) Liu Chak Wan
LIU CHAK WAN (廖澤雲)
918, Av. Amizade, World Trade Center,
12th Floor, Macau.
Business Man

Dated the 29th day of October, 2004.

WITNESS to the above signature of Ng Chi Sing:-

(*Sd.*) **CHAN KA YIU**
Business Executive
Flat A, 12/F.,
Perth Apartments,
31, Perth Street,
Kowloon

Dated the 29th day of October, 2004.

WITNESS to the above signature of Liu Chak Wan:-

(*Sd.*) **CHAN KA YIU**
Business Executive
Flat A, 12/F.,
Perth Apartments,
31, Perth Street,
Kowloon

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Ng Tin Hoi Stephen
NG TIN HOI STEPHEN (吳天海)
2A Trafalgar Court,
70 Tai Hang Road, Hong Kong.
Company Manager

(*Sd.*) Poon Fuk Hay
POON FUK HAY (潘復熙)
Room 2007-2008, Lane Crawford House,
70 Queen's Road Central, Hong Kong.
Physician

Dated the 26th day of October, 2004.

WITNESS to the above signature of Ng Tin Hoi Stephen:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 27th day of October, 2004.

WITNESS to the above signature of Poon Fuk Hay:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Cheung Hon Kit
CHEUNG HON KIT (張漢傑)
27th Floor, Paul Y. Centre,
51 Hung To Road, Kwun Tong,
Kowloon, Hong Kong.
Merchant

(*Sd.*) Kwan Cheuk Yin William
KWAN CHEUK YIN WILLIAM (關卓然)
26th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong.
Solicitor

Dated the 28th day of October, 2004.

WITNESS to the above signature of Cheung Hon Kit:-

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 28th day of October, 2004.

WITNESS to the above signature of Kwan Cheuk Yin William:-

(*Sd.*) **LEE KA SZE, CARMELO**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Fong Hup
FONG HUP (方 俠)
House 16, 45 Island Road,
Deep Water Bay,
Hong Kong.
Accountant

(*Sd.*) Siu Hoi Ping Paul
SIU HOI PING PAUL (蕭海平)
Flat B, 16th Floor, Block 2,
Cypress Court, World-Wide Gardens,
2 Lung Pak Street,
Shatin, New Territories,
Hong Kong.
Managing Director

Dated the 28th day of October, 2004.

WITNESS to the above signature of Fong Hup:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 26th day of October, 2004.

WITNESS to the above signature of Siu Hoi Ping Paul:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Tse Kam Ming Laurence
TSE KAM MING LAURENCE (謝錦明)
17th Floor, Centre Point,
Gloucester Road, Hong Kong.
Merchant

(*Sd.*) Loh Sinn Yuk James
LOH SINN YUK JAMES (羅先煜)
17th Floor, Centre Point,
Gloucester Road, Hong Kong.
Merchant

Dated the 27th day of October, 2004.

WITNESS to the above signature of Tse Kam Ming Laurence:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong

Dated the 27th day of October, 2004.

WITNESS to the above signature of Loh Sinn Yuk James:—

(*Sd.*) **LAM WAI MING**
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
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Hong Kong

Names, Addresses and Descriptions of Subscribers

(*Sd.*) Chung Ka Leung
CHUNG KA LEUNG (鍾家良)
Room 809, Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong.
Medical Doctor

Dated the 27th day of October, 2004.

WITNESS to the above signature of Chung Ka Leung:-

(*Sd.*) LAM WAI MING
Solicitor, Hong Kong SAR
WOO, KWAN, LEE & LO.
Solicitors
27th Floor, Jardine House,
1 Connaught Place, Central,
Hong Kong