

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

(Reprinted with amendments up to 30<sup>th</sup> November, 2005)

**OF**

**CITIBANK (HONG KONG) LIMITED**

**(花旗銀行(香港)有限公司)**

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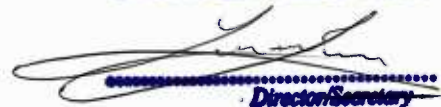
**Incorporated the 5th day of July, 1965.**

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**HONG KONG**

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**CERTIFIED TRUE COPY**



.....  
*Director/Secretary*

LAM Chi Kong, Lawrence  
Date: November 23, 2016

THE COMPANIES ORDINANCE  
(CHAPTER 622)

SPECIAL RESOLUTION

OF

CITIBANK (HONG KONG) LIMITED

Passed on 21 November 2016

By resolution in writing of the Sole Shareholder passed on the abovementioned date pursuant to Article 79 of the Company's Articles of Association and Section 548 of the Companies Ordinance, the following resolution was duly passed as a Special Resolution:

**SPECIAL RESOLUTION**

“THAT the Articles of Association of the Company be amended by the deletion in its entirety of Article 117 and the substitution of the following therefor:

“117. The Directors may elect a chairman of their meetings, and determine the period for which such chairman is to hold office, and unless otherwise determined, the chairman shall hold office for a period of one year and shall be eligible for re-election. Such chairman shall be an employee of the Company, or a holding company, subsidiary or affiliated company of the Company. If at any meeting the chairman is not present within half an hour of the time appointed for holding the same, the Directors present shall choose one of their members to be the chairman.”

For and on behalf of  
Citigroup Holding (Singapore) Private  
Limited

(Sd.) Angel Ng

\_\_\_\_\_  
Angel Ng  
Authorized Representative

THE COMPANIES ORDINANCE  
(CHAPTER 32)

ORDINARY RESOLUTION

OF

CITIBANK (HONG KONG) LIMITED

Passed on 3 November 2009

By Written Resolutions of all Shareholders passed on the abovementioned date pursuant to Article 79 of the Company's Articles of Association and Section 116B of the Companies Ordinance, the following resolution was duly passed as an Ordinary Resolution:

**ORDINARY RESOLUTION**

THAT the authorized share capital of the Company be increased from HK\$8,000,000,000 divided into 79,220,000 A ordinary shares of HK\$100 each and 780,000 B ordinary shares of HK\$100 each to HK\$8,088,000,000 divided into 79,220,000 A ordinary shares of HK\$100 each and 1,660,000 B ordinary shares of HK\$100 each by the creation of 880,000 new B ordinary shares of HK\$100 each, such shares ranking pari passu in all respects with the existing B ordinary shares in the capital of the Company.

For and on behalf of  
Citigroup Holding (Singapore) Private  
Limited

For and on behalf of  
Citi (Nominees) Limited

(Sd.) Simon Bay Gek Leng  
Simon Bay Gek Leng  
Director

(Sd.) Rajagopal Srinivasan  
Rajagopal Srinivasan  
Director

**THE COMPANIES ORDINANCE**  
**(CHAPTER 32)**  
**SPECIAL RESOLUTION**  
**OF**  
**CITIBANK (HONG KONG) LIMITED**

**Passed on 30<sup>th</sup> November, 2005**

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By a resolution in writing signed by all the shareholders of the Company dated 30<sup>th</sup> November, 2005, the following resolution was duly passed as a Special Resolution on the abovementioned date:

Amendments to the Articles of Association

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

- i. The following be added before the words “a general meeting of the Company.....” in Article 66:

Subject to the provision of the Ordinance with regard to written resolutions,

- ii. The following be added after the words “all purposes at general meetings” in Article 71:

However, should the Company have only one member, the sole member present in person or by proxy shall be a quorum of a general meeting.

- iii. The existing Articles 79 to 174 be re-numbered as Articles 80 to 175.

- iv. The following be added as new Article 79:

A resolution in writing signed by all the members for the time being annexed or attached to the minute book of general meetings shall be as valid and effective for all purposes as a resolution passed at a meeting of the members of the Company duly convened, held and constituted. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states the date as being the date of his signature thereof by any member the statement shall be prima facie evidence that it was signed by him on that date. Where two or more documents are used for the purpose of obtaining signatures under this Article in respect of any resolution, each such document shall be certified in advance by the Secretary to contain the correct version of the proposed resolution. Signature in the case of a corporate body which is member shall be sufficient if made by a director thereof or its duly appointed attorney.

- v. The word “two” be replaced by “one” in new Article 92.

vi. The new Article 114 be re-numbered as 114(a) and the following be added immediately at the end of new Article 114(a):

However, should the Company have only one director, one director shall be a quorum.

vii. The following be added as new Article 114 (b):

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting is then present.

**For and on behalf of  
Citigroup Holding (Singapore)  
Private Limited**

**(Sd.) Robin Neil Lowe**

.....  
**Name : Robin Neil Lowe  
Title : Director**

**For and on behalf of  
Citi (Nominees) Limited**

**(Sd.) Nancy W. M. Lui**

.....  
**Name : Nancy W. M. Lui  
Title : Director**

THE COMPANIES ORDINANCE

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SPECIAL RESOLUTION  
OF  
CITIBANK (HONG KONG) LIMITED

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PASSED ON 1 JULY, 2004

By resolutions in writing passed by the shareholders of the company pursuant to section 116B of the Companies Ordinance (cap. 32) on 1 July, 2004 the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

“that the Articles of Association of the Company be amended as follows:

(a) in Article 1 by the addition of the words

““A ordinary shares” means A ordinary shares of HK\$100.00 of the Company.

“B ordinary shares” means B ordinary shares of HK\$100.00 of the Company.

“shares” means A ordinary shares and/or B ordinary shares.”

after the words “...with the context:-” in the third line;

(b) in Article 71 by the addition of the words “including at least one member holding a B ordinary share” after the words “Two members personally present...”; and

(c) in Article 79 by the deletion of the words “one vote for each share held by him.” and their replacement by the words:

“(a) for each A ordinary share held by him, one vote; and

(b) for each B ordinary share held by him, such number of votes as is equal to the whole number next above the sum of the following calculation:

$$\frac{4X}{B}$$

where:

X = the total number of votes attaching to shares of the Company from time to time in issue other than B ordinary shares; and

B = the total amount of B ordinary shares of the Company from time to time in issue.”

(Sd.) Ricky Lin

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Ricky Lin  
Director

**No. 11684**  
編號

**(COPY)**  
**COMPANIES ORDINANCE**  
**(CHAPTER 32)**  
香港法例第32章  
公司條例

**CERTIFICATE OF CHANGE OF NAME**  
公司更改名稱證書

— \* \* \* —

I hereby certify that  
本人謹此證明

**CITIBANK INVESTMENT SERVICES LIMITED**  
花旗投資服務有限公司

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

**CITIBANK (HONG KONG) LIMITED**  
花旗銀行(香港)有限公司

Issued by the undersigned on 24 May 2004.  
本證書於二〇〇四年五月廿四日簽發。

**(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)

COMPANY NUMBER

11684

**CITIBANK INVESTMENT SERVICES LIMITED**  
**(TO BE RENAMED CITIBANK (HONG KONG) LIMITED**

RESOLUTIONS IN WRITING SIGNED BY ALL SHAREHOLDERS OF THE COMPANY  
PASSED PURSUANT TO SECTION 116B OF THE COMPANIES ORDINANCE

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We, the undersigned, being all the members of the Company for the time being entitled to received notice of and to attend and vote at general meetings of the Company, hereby resolve unanimously that the following resolutions be passed as ordinary resolutions of the Company and confirm that they shall be as valid and effective as if passed as ordinary resolutions at a general meeting of the Company duly convened and held on the date on which these written resolutions are signed by the last member to sign:

**ORDINARY RESOLUTIONS**

1. That the authorized share capital of the Company be increased to HK\$8,000,000,000 by the creation of 79,900,000 shares of HK\$100 each ranking pari passu with the existing shares of the Company.
2. The general and unconditional approval for the purposes of section 57B of the Companies Ordinance be and is hereby given for the Directors of the Company to exercise any power of the Company to allot shares and to make or grant offers, agreements and options which would or might require shares to be allotted after the expiration of this approval.

Signed

William H. Wolf

.....  
For and on behalf of  
**Citibank Overseas Investment  
Corporation**

Date: May 21, 2004

Signed

Nancy W.M. Lui

.....  
For and on behalf of  
**Citi (Nominees) Limited**

Date: May 21, 2004



No. 11684

編號

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

— \* \* \* —

I hereby certify that

本人謹此證明

**CITIBANK INVESTMENT SERVICES LIMITED**  
(萬國寶通投資服務有限公司)

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

**CITIBANK INVESTMENT SERVICES LIMITED**  
花旗投資服務有限公司

Issued by the undersigned on 9 January 2002.  
本證書於二〇〇二年一月九日簽發。

(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)

Company No. 11684

THE COMPANIES ORDINANCE

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SPECIAL RESOLUTIONS

of

**CITIBANK INVESTMENT SERVICES LIMITED**  
(萬國寶通投資服務有限公司)

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Passed on 18th August, 1992

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At an Extraordinary General Meeting of the Company held at 38/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on 18th August, 1992 at 10:00 a.m., the following resolutions were duly passed as Special Resolutions:-

**SPECIAL RESOLUTIONS**

- "1. THAT the existing Clause 3 of the Memorandum of Association be deleted and replaced by the new Clause 3 set out in Exhibit A which was produced to the Meeting and signed by way of identification by the Chairman.
2. THAT the existing Articles of Association be deleted and replaced by the new Articles of Association set out in Exhibit B which was produced to the Meeting and signed by way of identification by the Chairman."

(Sd.) John Rice

.....  
Chairman of the Meeting

No. 11684

編號

**CERTIFICATE OF INCORPORATION**

公司更改名稱  
**ON CHANGE OF NAME**  
註冊證書

I hereby certify that

本人茲證明

**FNCB FINANCIAL LIMITED**

萬國寶通財務有限公司

having by special resolution changed its name, is now incorporated under the name of  
經通過特別決議案，已將其名稱更改，該公司現在之註冊名稱為

**CITIBANK INVESTMENT SERVICES LIMITED**  
(萬國寶通投資服務有限公司)

Given under my hand this Twenty-second day of October

簽署於一九九一年十月二十二日。

One Thousand Nine Hundred and Ninety-one.

(Sd.) Mrs. V. Yam

.....  
P. Registrar General  
(Registrar of Companies)  
Hong Kong  
香港註冊總署署長暨公司註冊官  
(註冊主任任李韻文代行)

No. 11684

CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

**WHEREAS** THE FIRST LOAN COMPANY, LIMITED (第一貸款有限公司) was incorporated as a limited company under the Companies Ordinance on the Fifth day of July, 1965;

**AND WHEREAS** by special resolution of the Company and with the approval of His Excellency the Governor given on his behalf under delegated powers, it changed its name to FNCB FINANCIAL LIMITED on the Twenty-eighth day of September, 1968;

**AND WHEREAS** by a further special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name to FNCB FINANCIAL LIMITED 萬國寶通財務有限公司 ;

**NOW THEREFORE** I hereby certify that the Company is a limited company incorporated under the name of FNCB FINANCIAL LIMITED 萬國寶通財務有限公司.

**GIVEN** under my hand this Second day of September One Thousand Nine Hundred and Eighty-six.

(Sd.) J. Almeida

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

SPECIAL RESOLUTION  
OF  
FNCB FINANCIAL LIMITED

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Passed on 19th June, 1986

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At an Extraordinary General Meeting of the Members of the Company held at 36th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on 19th June, 1986 the following Special Resolution was passed :-

“That subject to the necessary consent under Section 22 of the Companies Ordinance, the Company's name be changed to FNCB Financial Limited 萬國寶通財務有限公司.”

(Sd.) David L. Hendrix  
Chairman of the Meeting

ORDINARY RESOLUTIONS  
OF  
FNCB FINANCIAL LIMITED

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Passed on 3rd February, 1983

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At an Extraordinary General Meeting of the Members of FNCB Financial Limited held at 36th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong the following resolutions were duly passed as Ordinary Resolutions:-

- A. "That the Authorised Share Capital of the Company be increased to HK\$10,000,000 by the creation of a further 50,000 shares of HK\$100 each ranking pari passu with the existing shares of the Company."
- B. "That it is desirable to capitalise the sum of HK\$5,000,000 being part of the retained earnings of the Company and accordingly that such sum be capitalised and that the Directors be and they are hereby authorised and directed to appropriate such sum to the holders of shares registered at the close of business on 3rd February, 1983 and to apply such sum in paying up in full 50,000 shares of the unissued shares in the capital of the Company, such shares to be allotted and distributed credited as fully paid up in the proportion of one new share for ever share then held and that such share shall rank for all purposes pari passu with the existing shares of the Company."

(Sd.) A. McLeod  
Chairman

File No. 11684

[COPY]

**CERTIFICATE OF INCORPORATION**

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**I HEREBY CERTIFY that**

**THE FIRST LOAN COMPANY, LIMITED**

(第一貸款有限公司)

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 Fifth day of July, One Thousand Nine Hundred and Sixty-five.

(Sd.) S. S. TAN  
*for Registrar of Companies,  
Hong Kong.*

**THE COMPANIES ORDINANCE**

**Private Company Limited by Shares**

**MEMORANDUM OF ASSOCIATION**

**OF**

**CITIBANK (HONG KONG) LIMITED**

**(花旗銀行(香港)有限公司)**

Name changed on  
2<sup>nd</sup> September,  
1986, 22<sup>nd</sup> October  
1991, 9<sup>th</sup> January  
2002 and 24<sup>th</sup> May  
2004

First:- The name of the Company is "CITIBANK (HONG KONG) LIMITED (花旗銀行(香港)有限公司)".

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

Amended by  
Special Resolution  
passed on 18<sup>th</sup>  
August, 1992

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

- (a) To carry on the business of an investment company and for that purpose to acquire and hold, either in the name of the Company or in that of any nominee, shares, stocks, bonds, debentures, debenture stocks, notes, obligations and securities issued or guaranteed by any person or company, and to acquire and hold as aforesaid property of any other kind.
- (b) To act as investment advisers or to manage investments or other property for any person or company, to provide managerial, consultancy and supervisory services of whatsoever kind for any person or company and generally to undertake all kinds of agency business.
- (c) To carry on financial business and financial operations of all kinds and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the acquisition, hire or sale of goods, articles or commodities of all and every kind, and the provision of services in connection therewith, whether by way of personal loan, hire purchase, instalment finance, deferred

To act as  
investment  
company

To manage  
investments  
etc.

General  
financial  
business