

Company No. 2736338

**ARTICLES OF ASSOCIATION**

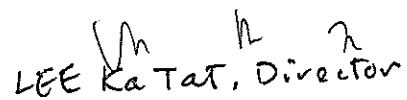
**OF**

**Welab Digital Limited**

Incorporated in Hong Kong with limited liability

on the 21<sup>st</sup> day of August 2018

I, the undersigned, do hereby certify that this document is a true and complete copy of the original ~~certified true copy.~~

  
LEE Ka Tat, Director

Dated the 18<sup>th</sup> day of September 2019

**Hong Kong**

Company Number: 2736338

THE COMPANIES ORDINANCE  
(CHAPTER 622)

SPECIAL RESOLUTION

OF

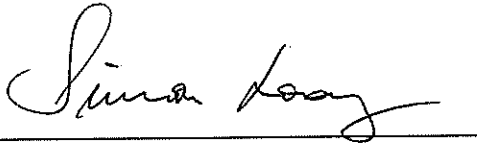
WELAB DIGITAL LIMITED

Passed on 9 September 2019

By a written resolution signed by the sole member of Welab Digital Limited (the "Company") pursuant to section 548 of the Companies Ordinance, the following resolution was passed as a Special Resolution:

"THAT the name of the Company be changed to Welab Bank Limited with effect from the date of issue of the relevant certificate of change of name."

For and on behalf of  
WELAB CAPITAL LIMITED



LOONG, Pui Chi Simon  
Authorized Representative

THE COMPANIES ORDINANCE  
(CHAPTER 622)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION  
OF

**Welab Digital Limited**

**Company Name**

The name of the company is "Welab Digital Limited" (and in these Articles, it is called the "Company").

**Members' Liabilities**

The liability of the members is limited.

**Liabilities or Contributions of Members**

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

**Share Capital and Initial Shareholdings (on the Company's formation)**

The total number of shares that the Company proposes to issue

1

The total amount of share capital to be subscribed by the Company's founder members

HKD1.00

1. the amount to be paid up or to be regarded as paid up

HKD1.00

2. the amount to remain unpaid or to be regarded as remaining unpaid

Nil

Class of Shares

Ordinary

The total number of shares that the Company proposes to issue

1

The total amount of share capital to be subscribed by the Company's founder members

HKD1.00

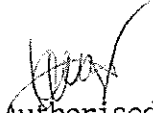
1. the amount to be paid up or to be regarded as paid up

HKD1.00

2. the amount to remain unpaid or to be regarded as remaining unpaid

Nil

I/We, the undersigned, wish to form a company and wish to adopt the articles of association as attached, and I/we respectively agree to subscribe for the amount of share capital of the Company and to take the number of shares in the Company set opposite my/our respective name(s).

Name(s) of Founder Members	Number of Shares (Ordinary Shares)	Total Amount of Share Capital
<p style="text-align: center;">For and on behalf of Welab Capital Limited</p>  <p style="text-align: center;">Authorised Signature Welab Capital Limited</p>	1	HKD1.00
Total:	1	HKD1.00

## Preliminary

1. The regulations in the Model Articles for private companies limited by shares prescribed in Schedule 2 of the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Company.

## Interpretation

2. (1) In these Articles, save where the context otherwise requires:

"these Articles"	means these Articles of Association in their present form or as altered from time to time;
"associated company"	means:- (a) a subsidiary of the Company; (b) a holding company of the Company; (c) a subsidiary of such a holding company;
"the Chairman"	means the chairman of the Board of Directors elected pursuant to these Articles from time to time;
"the Directors"	means the directors or the sole director for the time being of the Company;
"distribution recipient"	means in relation to a share in respect of which a dividend or other sum is payable: (a) the holder of the share; (b) if the share has two or more joint holders, whichever of them is named first in the Register; or (c) if the holder is no longer entitled to the share by reason of death or bankruptcy or otherwise by operation of law, the transmittee;
"dividend"	includes distributions in specie or in kind, capital distributions and capitalization issues;
"fully paid"	means the price at which a share was issued has been fully paid (includes credited as paid up) to the Company;
"holder"	means the person whose name is entered the Register as the holder of a share;
"mental incapacitated person"	means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;
"the Ordinance"	means the Companies Ordinance (Chapter 622), and includes every other ordinance incorporated therewith or substituted therefor; and in the case of any such substitution the references in these Articles to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new ordinance;

"the Register"	means the register of members of the Company kept pursuant to the Ordinance and includes any branch register kept pursuant to the Ordinance;
"the Seal"	means the common seal of the Company or any official seal that the Company may have as permitted by the Ordinance;
"the Secretary"	means the person appointed for the time being to perform for the Company the duties of a secretary;
"transmittee"	means a person entitled to a share by reason of the death, bankruptcy or winding-up of any member or otherwise by operation of law or by court order;
"in writing" and "written"	includes facsimile and any mode of reproducing words in a legible and non-transitory form.

- (2) In these Articles, if not inconsistent with the subject or context, words importing the singular number only shall include the plural number and vice versa, words importing any gender shall include all other genders and references to persons shall include corporations (acting, where applicable, by their duly authorised representatives).
- (3) Wherever any provision of these Articles (except a provision for the appointment of a Proxy) requires that a communication as between the Company, 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.
- (4) Wherever any provision of these Articles requires that a meeting of the Company, its Directors or members be held, the requirement may be satisfied by the meeting being held by such electronic means and in such manner as may be agreed by the Company in general meeting or as otherwise permitted by these Articles.
- (5) If and so long as the Company has only one member, all the provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.
- (6) If and so long as the Company has only one Director, all the provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one director.
- (7) Subject as aforesaid, any words defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
- (8) For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (9) The headings are inserted for convenience only and shall not affect the construction of these Articles.

### **Private Company**

3. The Company is a private company, and accordingly:
  - a. no invitation shall be issued to the public to subscribe for any shares or debentures of the Company;
  - b. the number of the members of the Company (not including persons who are in the employment of the Company, and persons who, having been formerly in the employment of the Company were, while in that employment, and have continued after the determination of that employment to be. members of the Company) shall be limited to fifty, provided that where two or more persons hold one or more shares in the Company jointly they shall, for the purposes of this article, be treated as a single member; and
  - c. the right to transfer the shares of the Company shall be restricted in the manner set out in these Articles.

### **Shares**

4. (1) Without affecting any special rights previously conferred on the holders of any existing shares or class of shares, the Company may issue shares with:-
  - (a) preferred, deferred or other special rights; or
  - (b) any restrictions, whether in regard to dividend, voting, return of capital or otherwise, that the Company may from time to time by ordinary resolution determine.(2) Subject to Division 4 of Part 5 of the Ordinance, the Company may issue shares on the terms that they are to be redeemed, or liable to be redeemed, at the option of the Company or the holders of the shares.  
(3) The Directors may determine the terms, conditions and manner of redemption of the shares.
5. Subject to the provisions of these Articles, the Company shall not, except as required by law or court order, be bound by or required in any way to recognize any contingent, future, partial or equitable interest in any share or in any fractional part of a share, or any other right in respect of any share, or any other claim to or in respect of any such share on the part of any person (even when having notice thereof) except an absolute right to the entirety thereof in the registered holder.
6. The Company may in connection with the issue of any shares exercise all powers of paying interest out of capital and of paying commission conferred or permitted by the Ordinance.
7. No person shall become a member until his name shall have been entered into the Register.

### **Joint Holders of Shares**

8. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:
  - (a) the Company shall not be bound to register more than four persons as the holders of any shares except in the case of the legal personal representatives of a deceased member;
  - (b) the joint holders of any shares shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such shares;

- (c) on the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to such shares, but the directors may require such evidence of death as they may deem fit;
- (d) any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders; and
- (e) the Company shall be at liberty to treat the person whose name stands first in the Register as one of the joint holders of any shares as solely entitled to delivery of the certificate relating to such shares, or to receive notices from the Company, or to attend or vote at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders; but any one of such joint holders may be appointed the proxy of the persons entitled to vote on behalf of such joint holders, and as such proxy to attend and vote at general meetings of the Company, but if more than one of such joint holders be present at any meeting personally or by proxy that one so present whose name stands first in the Register in respect of such shares shall alone be entitled to vote in respect thereof.

### **Share Certificates**

- 9. Every person whose name is entered as a member in the Register shall be entitled without payment to receive within two months after allotment or lodgment of any instrument of transfer duly stamped, or within such other period as the conditions of issue shall provide, one or more certificates for all his shares, provided that in the case of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each of such person.
- 10. Every share certificate shall be issued under the Seal and shall specify the number and class of shares, and, if required, the distinctive numbers thereof, to which the certificate relates, and the fact that the shares are fully paid up. If at any time the share capital of the Company is divided into different classes of shares, every share certificate issued at that time shall comply with section 179 of the Ordinance, and no certificate shall be issued in respect of more than one class of shares.
- 11. If any share certificate shall be worn out, defaced, destroyed or lost, it may be replaced on such evidence being produced as the Directors shall require, and in case of wearing out or defacement, on delivery up of the old certificate, and in case of destruction or loss, on the execution of such indemnity (if any), as the Directors may require. In case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

### **Transfer of Shares**

- 12. The instrument of transfer of any shares in the Company shall be in writing and shall be executed by or on behalf of the transferor and by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register in respect thereof.
- 13. Every instrument of transfer shall be lodged at the registered office of the Company for registration accompanied by the certificate relating to the shares to be transferred and such other evidence as the Directors may require in relation thereto. All instruments of transfer which shall be registered shall be retained by the Company, but save where fraud is suspected any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.
- 14. No fee may be charged by the Company for registering any instrument of transfer or other document relating to or affecting the title to any share.



15. The registration of transfers may be suspended at such times and for such periods as the Directors may, in accordance with sections 311 and 632 of the Ordinance, from time to time determine and either generally or in respect of any class of shares.
16. The Directors may, subject to sections 151, 152, 158 and 321 of the Ordinance, at any time in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share. If the Directors refuse to register a transfer, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferor and transferee notice of the refusal.
17. The Directors may also decline to register any transfer unless:
  - (a) the instrument of transfer is in respect of only one class of shares;
  - (b) in the case of a transfer to joint holders, the number of transferees does not exceed four; and
  - (c) such other conditions as the Directors may from time to time impose for the purpose of guarding against losses arising from forgery are satisfied.

#### **Transmission of Shares**

18. 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 or only surviving holder, shall be the only persons recognized by the Company as having any title to his shares.
19. Any transmittee shall, upon producing such evidence of his title as the Directors may require, have the right either to be registered himself as the holder of the shares upon giving to the Company notice in writing of such his desire or to transfer such shares to some other person. All the limitations, restrictions and provisions of these Articles and the Ordinance relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as if the same were a transfer of shares by a member, including the Directors' right to refuse or suspend registration.
20. A transmittee shall have the right to receive and give a discharge for any dividends or other monies payable in respect of the shares, but he shall have no right to receive notice of or to attend or vote at meetings of the Company, or (save as aforesaid) to any of the rights or privileges of a member in respect of the shares, unless and until he shall be registered as the holder thereof, provided always that the Directors may at any time give notice requiring any such person to elect to be registered himself or to transfer the shares, and if the notice is not complied with within sixty days, the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the shares until the requirements of the notice have been complied with.
21. If a notice is given to a member in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the member before the transmittee's name has been entered in the Register.

#### **Alteration of Share Capital**

22. The Company may by ordinary resolution alter its share capital in any one or more of the ways set out in section 170(2)(a), (b), (c), (d), (e) and (f)(i) of the Ordinance, and section 170(3), (4), (5), (6), (7) and (8) of the Ordinance applies accordingly.

#### **Reduction of Share Capital**

23. The Company may by special resolution reduce its share capital in accordance with Division 3 of Part 5 of the Ordinance.

### **Share Buy-backs**

24. The Company may buy back its own shares (including any redeemable shares) in accordance with Division 4 of Part 5 of the Ordinance.

### **Allotment of Shares**

25. The Directors must not exercise any power conferred on them to allot shares in the Company without the prior approval of the Company by resolution if the approval is required by section 140 of the Ordinance.

### **Modification of Rights**

26. All or any of the special rights attached to any class of shares for the time being in issue may, at any time, as well before as during liquidation, be altered or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of the class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class, and all the provisions contained in these Articles relating to general meetings shall mutatis mutandis apply to every such meeting, but so that the quorum thereof shall be (where all the shares of that class are held by one person) that person present in person or by proxy and (in any other case) not less than two persons holding or representing by proxy one-third of the issued shares of the class, and that any holder of shares of the class present in person or by proxy may demand a poll.
27. The provisions of the foregoing article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are to be varied.
28. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

### **General Meetings**

29. Subject to sections 611, 612 and 613 of the Ordinance, the Company must, in respect of each financial year of the Company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
30. The Directors may, if they think fit, call a general meeting.
31. If the Directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
32. If the Directors do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

### **Notice of General Meetings**

33. An annual general meeting shall be called by 21 days' notice in writing at the least, and a general meeting of the Company other than an annual general meeting shall be called by 14 days' notice in writing at the least.
34. 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.
35. The notice must:
  - (a) specify the date and time of the meeting;

- (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;
  - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) If a resolution (whether or not a special resolution) is intended to be moved at the meeting include notice of the resolution; and include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
  - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) and (3) of the Ordinance.
36. Article 35(e) does not apply in relation to a resolution of which notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or notice has been given under section 615 of the Ordinance.
37. Despite the fact that a general meeting is called by shorter notice than that specified in article 33, it is regarded as having 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 at the meeting; 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.
38. Notice of a general meeting must be given to every member and every Director.
39. If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member.
40. Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **Proceedings at General Meetings**

41. No business save the election of a chairman of the meeting shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two members present in person or by proxy and entitled to vote shall be a quorum for all purposes, provided that if the Company has only one member, the quorum shall be one such person present in person or by proxy.
42. If, within fifteen minutes from the time appointed for the meeting a quorum be not present, the meeting, if convened upon requisition in accordance with the Ordinance, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairman of the meeting may determine. If at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for the meeting, the members present in person or by proxy shall be a quorum and may transact the business for which the meeting is called.

43. The Chairman (if any) or, in his absence, a deputy chairman of the board of directors (if any) shall preside as chairman at every general meeting. If there is no such Chairman or deputy chairman of the board of directors, or if at any meeting neither the Chairman nor a deputy chairman of the board of directors is present within five minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to act as chairman, the persons present and entitled to vote shall elect one of their number to be chairman of the meeting.
44. The chairman of any general meeting may adjourn a general meeting at which a quorum is present if:
  - (a) The meeting consents to an adjournment; or
  - (b) It appears to the chairman that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
45. The chairman must adjourn a general meeting if directed to do so by the meeting.
46. When adjourning a general meeting, the chairman of the meeting must specify the date, time and place to which it is adjourned.
47. Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
48. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting.
49. At any general meeting a resolution put to the meeting shall be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by at least two members, and unless a poll is so demanded a declaration by the chairman of the meeting that the resolution has, on a show of hands, been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of or against the resolution.
50. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
51. No objection shall be made to the validity of any vote except at a meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy not disallowed at such meeting or poll shall be deemed valid for all purposes whatsoever of such meeting or poll.
52. In case of any dispute as to voting at a general meeting, the chairman of the meeting shall determine the same, and such determination shall be final and conclusive.
53. Subject to the provisions of the Ordinance, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. A written notice of confirmation of such resolution in writing signed by or on behalf of a member shall be deemed to be his signature to such resolution in writing for the purposes of this article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more members.

54. Where the Company has only one member and that member takes any decision that may be taken by the company in general meeting and that has effect as if agreed by the Company in general meeting, he shall (unless that decision is taken by way of a resolution in writing) provide the Company with a written record of that decision.

#### **Vote of Members**

55. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, every member who is present in person or by proxy or by attorney at any general meeting shall be entitled, on a show of hands, to one vote only and, on a poll, to one vote for each share of which he is the holder.
56. On a poll, votes may be given either personally or by proxy and 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.
57. In the case of an equality of votes at any general meeting, whether upon 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 any other vote he may have.
58. A member who is a mentally incapacitate person may vote, whether on a show of hands or on a poll, by his committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court, and any such committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
59. A proxy need not be a member of the Company.
60. An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may accept, and shall be deemed, subject to the proviso hereinafter contained, to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit.
61. The instrument appointing a proxy shall be signed by the appointor, or his duly authorized attorney, or if such appointor be a corporation, under its common seal or signed by some officer, attorney or other person duly authorised in that behalf.
62. 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 Company or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
63. An instrument of proxy may be revoked by forwarding to the Company written notification of such revocation signed by or on behalf of the person who issued or authorized the issue of the instrument of proxy.
64. A proxy's authority in relation to a resolution is to be regarded as revoked in the circumstances set out in section 605 of the Ordinance.
65. A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of the member.
66. 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, provided that no intimation in writing

of such death, insanity or revocation as aforesaid shall have been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Amendments to Proposed Resolutions**

67. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- (a) Notice of the proposed amendment is given to the Secretary in writing; and
  - (b) The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
68. The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairman of the meeting determines).
69. A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- (a) The chairman of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) The amendment merely corrects a grammatical or other non-substantive error in the special resolution.
70. If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

#### **Corporation acting by Representatives at Meetings**

71. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize 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. The person so authorized shall be entitled to exercise the same powers on behalf of such corporation which he represents as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorized is present thereat.

#### **Directors**

72. Unless and until otherwise determined by an ordinary resolution of the Company, the number of Directors shall be not fewer than one, and there shall be no maximum number of Directors. A sole Director may exercise all the powers and discretions given to the Directors by these Articles.
73. With effect from the date of incorporation of the Company, the first Directors shall be the persons named as the directors in the incorporation form delivered to the Registrar of the Companies under section 67(1) of the Ordinance.
74. A Director need not hold any shares in the Company. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

#### **Directors' Remuneration**

75. The Directors shall be paid out of the funds of the Company remuneration for their services such sum (if any) as the Company may by ordinary resolution from time to time determine.

76. The Directors shall also be entitled to be paid their reasonable expenses incurred in consequence of their attendance at meetings of Directors, committee meetings or general meetings or otherwise in or about the business of the Company.
77. The Directors may award extra remuneration out of the funds of the Company (by way of salary, commission or otherwise as the Directors may determine) to any Director who performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director.

#### **Power of Directors**

78. Subject to the provisions of the Ordinance, and these Articles and to any directions given by special resolution, the business and affairs of the Company shall be managed by the Directors, who may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Directors by these Articles, and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
79. (1) Subject to these Articles, the Directors may, if they think fit, delegate any of the powers that are conferred on them under these articles:-
- (a) to any person or committee;
  - (b) by any means (including by power of attorney);
  - (c) to any extent and without territorial limit;
  - (d) in relation to any matter; and
  - (e) on any terms and conditions.
- (2) If the Directors so specify, the delegation may authorize further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke the delegation wholly or in part; or revoke or alter its terms and conditions.
80. The Directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers. The committees must comply with the rules.
81. Subject to these Articles, the Directors may make any rule that they think fit about:
- (a) how they take decisions; and
  - (b) how the rules are to be recorded or communicated to directors.
82. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
83. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

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

#### **Appointment and removal of Directors**

85. The Company may, from time to time, by ordinary resolution appoint new Directors. Unless otherwise specified in the appointment, a Director appointed under these Articles holds office for an unlimited period of time.
86. The Company may by ordinary resolution remove any Director notwithstanding anything in these Articles or in any agreement between him and the Company (but without prejudice to any right to damages for termination of such agreement not in accordance with the terms thereof), and may, if thought fit, by ordinary resolution, appoint another person in his stead.
87. The Directors shall have power, exercisable at any time and from time to time, to appoint any other person as a Director, either to fill a casual vacancy or as an addition to the board of directors.
88. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors 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. If there shall be no Directors able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors.

#### **Alternate Directors**

89. Each Director may by written notification to the Company nominate any other person to act as alternate director in his place and at his discretion in similar manner remove such alternate director. The alternate director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other Directors of the Company; and each alternate director, whilst acting as such, shall exercise and discharge all the functions, powers and duties of the Director he represents, but shall look to such Director solely for his remuneration as alternate director. Every person acting as an alternate director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). The signature of an alternate director to any resolution in writing of the board of directors or a committee of the board of directors shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor. Any Director of the Company who is appointed an alternate director shall be considered as two Directors for the purpose of making a quorum of Directors. Any person appointed as an alternate director shall vacate his office as such alternate director if and when the Director by whom he has been appointed removes him or vacates office as Director. A Director shall be liable for the acts or defaults of any alternate director appointed by him.

#### **Disqualification of Directors**

90. A person ceases to be a Director if the person:
- (a) ceases to be a Director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a Director by law;
  - (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
  - (c) becomes a mentally incapacitated person;



- (d) resigns the office of Director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance; or
- (e) is removed from the office of Director by an ordinary resolution of the Company.

#### **Directors' Interests**

- 91. A Director who is in any way, whether directly or indirectly, interested in a transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Company's business) with the Company shall, if his interest is material, declare the nature and extent of his interest to the other Directors in accordance with section 536 of the Ordinance. A general notice given to the Directors by a Director to the effect that he is a member or a director of a specified company or firm, and is to be regarded as interested in any transaction, arrangement or contract which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purposes of this article, be deemed to be a sufficient disclosure of interest in relation to any transaction, arrangement or contract so entered into or made. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- 92. A Director may hold any other office or place of profit under the Company (other than the office of auditor), and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director, for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or intended Director shall be disqualified by his office from contracting with the Company, nor shall any transaction, contract or arrangement entered into by or on behalf of the Company with any Director or any firm or company in which any Director or intended Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit, remuneration or other benefits realized by any such transaction, contract or arrangement by reason only of such Director holding that office, or of any fiduciary relationship thereby established.
- 93. A Director shall be entitled to vote as a Director in regard to any transaction, contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be taken into account in determining a quorum for the meeting at which any such contract or arrangement is to be considered.
- 94. A Director may hold office as a director in or as manager of any other company in which the Company is a shareholder or is otherwise interested, and (subject to any agreement with the Company to the contrary) shall not be liable to account to the Company for any remuneration or other benefits receivable by him from such other company. The board of the directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner and in all respects as the board of directors thinks fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them as directors or other officers of such company or voting or providing for the payment of remuneration to the directors of such company) and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

#### **Proceedings of Directors**

- 95. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined by the Directors, two Directors shall constitute a quorum except when there is only one Director in which event he shall constitute a quorum. Matters arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote. A Director may, at any time, summon a meeting of the Directors.

96. Notice of a meeting of Directors shall be deemed to be duly given to a Director if it is given to him personally, in writing or by word of mouth, or sent to him at his last known address or any other address given by him to the Company for this purpose. A Director may consent to short notice of and may waive notice of any meeting and any such waiver may be retrospective.
97. The Directors may elect from their number a chairman and a deputy chairman of the board of directors and determine the period for which each is to hold office. The Chairman (if any) or, in his absence, the deputy chairman (if any) shall preside as chairman at all meetings of the Directors. If no such Chairman or deputy chairman is elected, or if at any meeting the Chairman or the deputy chairman is not present within ten minutes after the time appointed for holding the same, the Directors present shall choose one of themselves to be chairman of such meeting.
98. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held and constituted. A written notification of confirmation of such resolution in writing signed by a Director shall be deemed to be his signature to such resolution in writing for the purposes of this article. Such resolution in writing may consist of several documents, each signed by one or more Directors.
99. Where the Company has only one Director and that Director takes any decision that may be taken in a meeting of the Directors and that has effect as if agreed in a meeting of the Directors, he shall (unless that decision is taken by way of a resolution in writing) provide the Company with a written record of that decision.
100. A meeting of the Directors or of a committee of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic or other electronic communication) to speak to each of the others, and to be heard by each of the others simultaneously. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing quorum. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is.
101. A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Directors generally.
102. All acts done bona fide by any meeting of the Directors or of a committee of Directors, or by any persons acting as Directors, shall, notwithstanding that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, or had vacated office, be as valid as if every such person had been duly appointed and was qualified and continued to be a Director.

#### **Indemnity**

103. (1) A Director or former Director of the Company may be indemnified out of the Company's assets against any liability incurred by the Director to a person other than the Company or an associated company of the Company in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover:
  - (a) any liability of the Director to pay:
    - (i) a fine imposed in criminal proceedings; or

- (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (b) any liability incurred by the Director:
  - (i) in defending criminal proceedings in which the Director is convicted;
  - (ii) in defending civil proceedings brought by the Company, or an associated company of the Company, in which judgment is given against the Director;
  - (iii) in defending civil proceedings brought on behalf of the Company by a member of the Company or of an associated company of the Company, in which judgment is given against the Director;
  - (iv) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Director; or
  - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief:
  - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if:
  - (a) it is determined, and the period for bringing any further appeal has ended; or
  - (b) it is abandoned or otherwise ceases to have effect.

### **Insurance**

104. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for a Director of the Company, or a director of an associated company of the Company, against:
- (a) any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Company or associated company (as the case may be); or
  - (b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Company or associated company (as the case may be).

### **The Seal**

105. The Directors shall procure a common seal to be made for the Company, and shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority of the Directors and every instrument to which the Seal shall be affixed shall be signed by one Director or such other person or persons as the Directors may from time to time authorize for the purpose.
106. The Company may exercise all the powers of having official seals conferred by the Ordinance and such powers shall be vested in the Directors.

## **Secretary**

107. The Directors shall appoint a secretary of the Company for such period, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

## **No Right to Inspect Accounts and Other Records**

108. A person is not entitled to inspect any of the Company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by:

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Directors; or
- (d) an ordinary resolution of the Company.

## **Dividends and Reserves**

109. The Company may at a general meeting declare dividends, but a dividend must not exceed the amount recommended by the Directors.

110. The Directors may from time to time pay the members interim dividends that appear to the Directors to be justified by the profits of the Company.

111. A dividend may only be paid out of the profits in accordance with Part 6 of the Ordinance.

112. Unless the members' resolution to declare or Directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.

113. Before recommending any dividend, the Directors may set aside out of the profits of the Company any sums they think fit as reserves.

114. The Directors may:-

- (a) apply the reserves for any purpose to which the profits of the Company may be properly applied; and
- (b) pending such an application, employ the reserves in the business of the Company or invest them in any investments (other than shares of the Company) that they think fit.

115. The Directors may also without placing the sums to reserve carry forward any profits that they think prudent not to divide.

116. The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of the share and the Company.

117. All dividends unclaimed for one year after having become payable may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and all dividends unclaimed for six years after having become payable may be forfeited by the Directors and shall revert to the Company. The payment into a separate account of any

monies payable in respect of a dividend shall not constitute the Company a trustee in respect thereof for any person.

118. Unless otherwise directed any dividend or other monies payable in cash on or in respect of a share may be paid by cheque sent through the post to the registered address of the member or person entitled, or, in the case of joint holders, to the registered address of that one whose name stands first on the Register in respect of the joint holding, or addressed to such person at such address as the holder or joint holders shall direct. The Company shall not be liable or responsible for any cheque lost in transmission nor for any dividend or other monies lost to the member or person entitled thereto by the forged endorsement of any cheque. Payment of the cheque by the banker on whom it is drawn shall be a good discharge to the Company.
119. (1) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the Directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- (2) For paying a non-cash distribution, the Directors may make whatever arrangements they think fit, including, if any difficulty arises regarding the distribution:
- (a) fixing the value of any assets;
  - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
  - (c) vesting any assets in trustees.
120. (1) Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by executing to the Company a deed to that effect.
- (2) But if the share has more than one holder or more than one person is entitled to the share (whether by reason of the death or bankruptcy of one or more joint holders, or otherwise), the deed is not effective unless it is expressed to be executed by all the holders or other persons entitled to the share.

### **Capitalization of profits**

121. The Company may by ordinary resolution on the recommendation of the Directors capitalize profits.
122. If the capitalization is to be accompanied by the issue of shares or debentures, the Directors may apply the sum capitalized in the proportions in which the members would be entitled if the sum was distributed by way of dividend.
123. To the extent necessary to adjust the rights of the members among themselves if shares or debentures become issuable in fractions, the Directors may make any arrangements they think fit, including the issuing of fractional certificates or the making of cash payments or adopting a rounding policy.

## Winding Up

124. (1) If the Company is wound up and a surplus remains after the payment of debts proved in the winding up, the liquidator:

- (a) may, with the required sanction, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may, for this purpose, set a value the liquidator thinks fair on any property to be so divided; and
- (b) may determine how the division is to be carried out between the members or different classes of members.

(2) The liquidator may, with the required sanction, vest the whole or part of those assets in trustees on trust for the benefit of the contributories that the liquidator, with the required sanction, thinks fit, but a member must not be compelled to accept any shares or other securities on which there is any liability.

(3) In this article, "required sanction" means the sanction of a special resolution of the Company and any other sanction required by the Ordinance.

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