

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As amended by Special Resolutions passed on  
30/1/1982 and 10/6/1983)

OF

ORIX ASIA LIMITED  
歐力士(亞洲)有限公司

Name changed on 20th April, 1993

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Incorporated the 3rd day of September, 1971.

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DEACONS

Solicitors &c.  
HONG KONG

(Reprinted on 15th June, 1984)

*Frederick*  
Director  
Corporate Secretary  
Signed on behalf of  
ORIX ASIA LIMITED

歐力士(亞洲)有限公司

8 June, 1993

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**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

*(As amended by Special Resolutions passed on  
30/1/1982 and 10/6/1983)*

**OF**

**ORIENT LEASING (ASIA) LIMITED**

*(Name changed on the 4th day of July, 1979)*

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Incorporated the 3rd day of September, 1971.

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**DEACONS**

*Solicitors &c.*

**HONG KONG**

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(Reprinted on 15th June, 1984)

No. 25068  
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

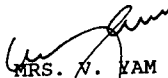
ORIX ASIA LIMITED  
東方利市 (亞洲) 有限公司

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

ORIX ASIA LIMITED  
歐力士 (亞洲) 有限公司

Given under my hand this Twentieth day of April  
簽署於一九九三年四月二十日。

One Thousand Nine Hundred and Ninety Three.

  
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)

Company Number

25068

THE COMPANIES ORDINANCE

(Chapter 32)

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SPECIAL RESOLUTION

OF

ORIX Asia Limited 東方利市(亞洲)有限公司

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Passed on the 6th day of April, 1993.  
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By resolution in writing of all the shareholders of the Company passed pursuant to Section 116B of the Companies Ordinance, the following resolution was duly passed as a Special Resolution :-

"That subject to the approval of the Registrar of Companies, the name of the Company be changed to ORIX Asia Limited 歐力士(亞洲)有限公司 ."

For and on behalf of  
ORIX Corporation  
by

(signed) Sachio Hata

For and on behalf of  
Toyo International Service Co., Limited  
by

(signed) Takafumi Kanda

\_\_\_\_\_  
Director

Shareholder

\_\_\_\_\_  
Director

Shareholder

THE COMPANIES ORDINANCE

(Chapter 32)

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SPECIAL RESOLUTION

OF

ORIX ASIA LIMITED

東方利市(亞洲)有限公司

Passed on the 8th day of October, 1992.

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At an Annual General Meeting of the Company held at 30th Floor, United Centre, 95 Queensway, Hong Kong on 8th day of October, 1992, the following resolution was duly passed as a Special Resolution:-

"That Article 128.(a) of the Articles of Association of the Company be deleted and the following substituted therefor:-

128.(a) The Directors shall provide for the safe custody of the Common Seal of the Company. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and one Director shall sign every instrument to which the Seal of the Company is so affixed."

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(Sd.) Takafumi Kanda

Chairman of the Meeting  
at which the above resolution  
was passed

Company Number

25068

THE COMPANIES ORDINANCE  
(Chapter 32)

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SPECIAL RESOLUTION

OF

ORIX ASIA LIMITED

東方利市(亞洲)有限公司  
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Passed on the 31st day of December 1990

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At the Second Annual General Meeting of the Company for 1990 held at 30th Floor, United Centre, 95 Queensway, Hong Kong on the 31st day of December 1990, the following resolution was duly passed as a Special Resolution: -

"That Article 128.(a) of the Articles of Association of the Company be deleted and the following substituted therefor: -

128.(a) The Directors shall provide for the safe custody of the Common Seal of the Company. The Seal of the Company shall not be affixed to any instrument except in the presence of a director of the Company and of one other person being either a director or an officer of the Company duly authorized in that behalf, and that director and such other person shall sign every instrument to which the seal of the Company is so affixed in their presence."

(Sd.) Akira Seko

Chairman of the Meeting  
at which the above  
resolution was passed

THE COMPANIES ORDINANCE

(Chapter 32)

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SPECIAL RESOLUTION

OF

ORIX ASIA LIMITED

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Passed on the 23rd day of May, 1989.

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By resolution in writing of all the shareholders of the Company passed pursuant to Section 116B of the Companies Ordinance, the following resolution was duly passed as a Special Resolution on 23rd May, 1989:-

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

1. the last few words 'nor more than seven' of Article 79 be deleted and substituted therefor the words 'and there shall be no maximum number of Directors'.
2. Article 85 be deleted and the following substituted therefor:-
  85. The Directors shall have power from time to time to appoint any other persons to be Directors, and no such appointment shall be effective unless all of the then Directors concur therein."

For and on behalf of  
ORIX Corporation by

(Sd.) Yoshihiko Miyauchi  
Director  
Shareholder

For and on behalf of  
Toyo International Service  
Company, Limited by

(Sd.) Akira Seko  
Director  
Shareholder

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## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS ORIENT LEASING (HONG KONG) LIMITED was incorporated as a limited company under the Companies Ordinance on the Third day of September, 1971;

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 ORIENT LEASING (HONG KONG) LIMITED (東方利市(香港)有限公司) on the Thirteenth day of January, 1976;

AND WHEREAS by special resolution of the Company and with the approval of the Registrar of Companies, it changed its name to ORIENT LEASING (ASIA) LIMITED on the Fourth day of July, 1979;

AND WHEREAS by special resolution of the Company and with the approval of the Registrar of Companies, it changed its name to ORIENT LEASING (ASIA) LIMITED 東方利市(亞洲)有限公司 on the Twenty-sixth day of May, 1987;

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 ORIX Asia Limited 東方利市(亞洲)有限公司;

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of ORIX Asia Limited 東方利市(亞洲)有限公司.

GIVEN under my hand this First day of April One Thousand Nine Hundred and Eighty-nine.

Mrs. V. Yam

p. Registrar General  
(Registrar of Companies)  
Hong Kong



Company Number

25068

THE COMPANIES ORDINANCE

(Chapter 32)

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SPECIAL RESOLUTION

OF

ORIENT LEASING (ASIA) LIMITED

東方利市 ( 亞洲 ) 有限公司

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Passed on the 9th day of March, 1989.  
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By Written Resolution of the Shareholders of the Company passed pursuant to Section 116B of the Companies Ordinance, the following resolution was duly passed as a Special Resolution on 9th March, 1989:-

"That the name of the Company be changed to ORIX Asia Limited 東方利市 ( 亞洲 ) 有限公司".

For and on behalf of  
Orient Leasing Company Limited  
by

(Sd.) Yoshihiko Miyauchi  
Director  
Shareholder

For and on behalf of  
Toyo International Service  
Co., Limited by

(Sd.) Akira Seko  
Director  
Shareholder

No. 25068



## CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

WHEREAS ORIENT LEASING (HONG KONG) LIMITED was incorporated as a limited company under the Companies Ordinance on the Third day of September, 1971;

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 ORIENT LEASING (HONG KONG) LIMITED (東方利市(香港)有限公司) on the Thirteenth day of January, 1976;

AND WHEREAS by special resolution of the Company and with the approval of the Registrar of Companies, it changed its name to ORIENT LEASING (ASIA) LIMITED on the Fourth day of July, 1979;

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 ORIENT LEASING (ASIA) LIMITED 東方利市(亞洲)有限公司;

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of ORIENT LEASING (ASIA) LIMITED 東方利市(亞洲)有限公司.

GIVEN under my hand this Twenty-sixth day of May One Thousand Nine Hundred and Eighty-seven.

  
A. J. Almeida  
p. Registrar General  
(Registrar of Companies)  
Hong Kong

THE COMPANIES ORDINANCE (Chapter 32)

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SPECIAL RESOLUTION

OF

ORIENT LEASING (ASIA) LIMITED

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Passed on the 10th day of June, 1983.

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At the Annual General Meeting of the Company held at 30th Floor, United Centre, 95 Queensway, Hong Kong on the 10th day of June, 1983, the following resolution was duly passed as a Special Resolution: —

“That Article 128. (a) of the Articles of Association of the Company be deleted and the following substituted therefor: —

128. (a) The Directors shall provide for the safe custody of the Common Seal of the Company. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and one Director shall sign every instrument to which the Seal of the Company is so affixed.”

(Sd.) Yoshiaki Ishida

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Chairman of the Meeting  
at which the above resolution  
was passed