

THE COMPANIES ORDINANCE, CHAPTER 622

**SPECIAL RESOLUTION
OF
SCOTIABANK (HONG KONG) LIMITED**

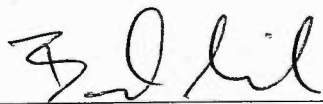
PASSED ON THE 6th DAY OF JUNE, 2014

By Written Resolution of all Shareholders of the Company made pursuant to Section 548 of the Companies Ordinance of the abovementioned date, the following resolution was duly passed as a Special Resolution:-

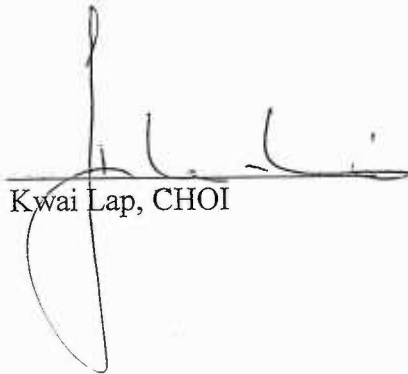
DELETION OF ARTICLE 18(A)

“That Article 18(A) of the Article of Association of the Company be deleted with immediate effect.”

Shareholders: The Bank of Nova Scotia International Limited
Choi Kwai Lap



William George SAID
(Representative of The Bank of
Nova Scotia International Limited)



Kwai Lap, CHOI

CERTIFIED TRUE COPY
For and on behalf of
SCOTIABANK (HONG KONG) LIMITED
a restricted licence bank



Authorized Signature(s)

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

SCOTIABANK (HONG KONG) LIMITED

Incorporated the 29th day of June, 1973.

CERTIFIED TRUE COPY
For and on behalf of
SCOTIABANK (HONG KONG) LIMITED
a restricted licence bank


.....
Authorized Signature(s)

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF
SCOTIABANK (HONG KONG) LIMITED

*First:---*The name of the Company is “SCOTIABANK (HONG KONG) LIMITED”.

*Second:---*The Registered Office of the Company will be situate in the Colony of Hong Kong.

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

- (1) To carry on the business of merchant banking in all its branches and to undertake and participate in any or all transactions, activities and operations commonly carried on or undertaken by merchant banks.

- (2) To make, draw, accept, create, endorse, discount, negotiate, transfer, execute, issue, buy, sell, exchange, borrow, lend, pledge, mortgage, transfer, charge, lien, encumber or create security interests in, or deal with, promissory notes, bills of exchange, cheques, drafts, coupons, scrip, certificates of all kinds (including without limitation certificates of deposit), bills of lading, shipping documents, receipts of all kinds (including without limitation dock and warehouse receipts), debentures, warrants or other instruments or evidence of indebtedness, securities or obligations, whether negotiable, transferable or not, and to draw, grant and issue letters of credit, letters of guarantee or circular notes; to buy, sell and deal in foreign exchange, money and currencies of all kinds and specie and precious metals; to engage in the collection and transmission of money and securities; to buy, borrow, sell, grant security interests in, pledge, mortgage, lien, charge, encumber, exchange, transfer, dispose of or realize upon receivables or any choses in action of the Company or other companies, persons, or governments; to conduct or participate in a credit card or similar business in any currency or currencies.
- (3) To receive, take or accept money, securities or any other property on deposit, current account, for safe keeping or otherwise and to pay interest thereon, if deemed desirable, and to issue certificates, acknowledgments or receipts in respect thereof, if deemed desirable, in negotiable, transferable or other form.

- (4) To lend or advance money, securities or property of any nature or kind whatsoever to other persons, companies, governments or other entities, without limit as to amount and in any manner and on any terms and conditions whatsoever, including without limitation upon the security of mortgages, hypothecs or other liens, charges, encumbrances or security interests on property, real, personal or mixed, or upon the security of cash, credit or other accounts, on insurance policies, bonds, debentures, bills of exchange, promissory notes, letters of credit, or other obligations, or on deposit of title deeds, precious metals, stocks and shares, merchandise, bills of sale and lading, delivery orders, warehouse certificates, dock warrants, notes, or other merchantile documents.
- (5) To borrow, raise, or take up money, securities and property of any nature of kind whatsoever from other persons, companies, governments or other entities without limit as to amount, with or without security, in any manner and on any terms and conditions whatsoever and without limiting the foregoing, to issue, create or sell debentures (convertible or otherwise), debenture stock (perpetual or otherwise), notes, warrants, receipts, certificates, evidences of indebtedness or other securities or obligations of any nature or kind. The Company may if deemed desirable secure the repayment of the principal or interest of any borrowing by making, endorsing, creating, executing or issuing mortgages, hypothecs, assignments, transfers, liens, charges, encumbrances or any security interests

in or upon the whole or part of the property or assets of the Company, whether real, personal or mixed, movable or immovable, whether at the time owned or thereafter acquired, wherever situated, including without limitation, the uncalled capital of the Company.

- (6) To enter, whether gratuitously or otherwise, into any guarantee, contract of indemnity or suretyship, including without limitation, to guarantee the performance by the Company or any other person, government, or company, whether or not a parent, subsidiary or associated company, of any obligation undertaken or security issued by the Company or any other person or company as the case may be, upon any terms, and with or without a mortgage, charge or other lien upon any assets of the Company.
- (7) To undertake and transact all kinds of trust and agency business, to execute any trust the undertaking whereof may seem desirable, including without limitations to act as trustee of any deeds or other instruments constituting or securing any debentures or other securities or obligations, and to undertake the office of or act as executor, administrator, receiver, director, treasurer, secretary, registrar, custodian, depository or nominee or in such other capacity as the Directors may from time to time think fit.
- (8) To subscribe for, conditionally or unconditionally, to underwrite or sub-underwrite issue on commission or otherwise, acquire, own, take,

hold, syndicate, participate in, deal in, tender for, exchange, and convert stocks, shares, bonds, debentures, debenture stock warrants, receipts or securities of all kinds, and to sell, hold, re-issue (with or without guarantee), distribute or otherwise deal with the same.

- (9) To act as a broker of or dealer in securities, to carry on all or any part of the business of acquiring, holding, selling and dealing with stocks, funds, shares, debentures, debenture stock, bonds, obligations, puts calls or options and any combination thereof, commodities contracts, precious metals of all kinds, securities and investments of all kinds, making a market in any of the foregoing, managing, distributing and selling mutual fund, investment company, investment trust and other shares and units whether open-ended or close-ended, to carry on the business of an investment company or to act as a member of any stock exchange or become a member of any securities associations.
- (10) To engage in the business of commercial and financial leasing and to acquire by purchase, exchange, lease or in any other manner whatsoever, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, pledge, lien, charge, encumber, grant security interests in or dispost of or deal in and with, real or personal property, rights and interests of any kind, class, description or nature whatsoever, wheresoever situated upon any terms and conditions; to

carry on the business of financiers with respect to the granting of credit on the instalment plan, hire purchase, hire agreement or easy payment or otherwise in regard to any articles, commodities, products, services, vehicles, goods, things and merchandise of every kind and description.

(11) To provide all or any of the undermentioned service or facilities in any part of the world:--

- (a) business, financial, shipping, insurance, taxation and economic advice and information;
- (b) market and credit investigation and research;
- (c) investment management, research analysis and advice;
- (d) computer, data control and information services of all kinds;
- (e) public relations and management consultancy, management training programs and employment agency;
- (f) travel consultancy and related services, including without limitation advice and bookings, for travel and lodging, holding deposits and operating tours;
- (g) such other services and facilities whether similar to or dissimilar from the foregoing as the Directors may from time to time think fit;

- (12) To seek and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights, and to establish or promote, or concur or participate in establishing or promoting any company for the purpose of carrying on any business or activity within the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (13) To invest the capital and other moneys of the Company in the purchase of the whole or part of the assets and/or liabilities, goodwill, or business of any company or undertaking, or in the purchase or upon the security of shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued, or guaranteed by any company or undertaking of whatever nature and wheresoever constituted or carrying on business, and shares, obligations and other securities or rights to participate in profits or assets issued, granted or guaranteed by any person, company government or other body of whatever nature and wheresoever situated.
- (14) To aid in any manner any company whose

stock, bonds or other obligations are held or in any manner guaranteed by the Company or in which the Company is in any way interested; to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon and to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations and the performance of any contracts; to take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, experts, and agents.

- (15) To carry on business as agents, managers, factors, representatives or brokers for any other person or persons, company or government, or to employ, hire and appoint companies or individuals to act as agent for the Company in such capacity, or upon such condition as may be determined by the directors from time to time and in any parts of the world.
- (16) To carry on all or any of the business usually carried on by land investment, land development, land mortgage and real estate companies in all their several branches.
- (17) To develop, improve and utilize any land

within Hong Kong or elsewhere acquired by the Company, or in which the Company is interested, and lay out and prepare the same for building purposes, construct, alter, pull down, decorate, maintain, fix up and improve buildings, roads, and conveniences, and to plant, pave, drain, maintain, let on lease or agreement any such land, and advance money to, enter into contracts and arrangements of all kinds with builders and tenants and other interested in any such land;

(18) To purchase, take on lease, licence, hire or otherwise acquire in Hong Kong or elsewhere any real or personal property or any rights or interests therein, including without limitation any patents, concessions, exclusive dealing or other rights, trade marks, trade names, copyright, licences, stocks, material or property of any description and to work, use, maintain, develop and improve, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property or the Company, including, in respect of any industrial property rights belonging to the Company, the grant of licences or authorities to any person or company to use the same;

(19) To acquire mines, mining rights, mineral lands, timber and forestry lands and concessions anywhere throughout the whole world and any interest therein and to explore, work, exercise, develop and turn same to account;

- (20) To purchase, dispose, sell accept, mortgage or finance the purchase of ships aircraft and other vessels or property of any class as owners, agents, managers or trustee, or on the authority or on behalf of any third party, to purchase or otherwise acquire and to carry on the business of ship owners;
- (21) To charter, sub-charter, take on charter or sub-charter, hire, purchase and work ships and other vessels of any class, motor vehicles or aircraft;
- (22) To enter into, take over, negotiate or otherwise acquire, any contract or contracts for the construction, building, equipping, fitting out, storing, gearing or otherwise relating to any steamship, or other vessel, whatsoever, and to enter into, take over, negotiate or otherwise acquire any other contract or contracts whatever which the Company may think necessary, desirable or convenient for the purposes of the Company, and at any time, and from time to time to vary, modify, alter, or cancel any such contract;
- (23) To become a member of any partnership or a party to any lawful agreement for sharing profits or to any union of interests, agreement for reciprocal concessions, joint venture, or co-operation or mutual trade agreement with any person, company or government that is carrying on or engaging in or that is about to engage in any business capable of being

conducted so as directly or indirectly to benefit the Company;

- (24) To insure with any company or person against losses, damages, risks and liabilities of all kinds which may affect this Company and to act as agents and brokers for placing insurance risks of all kinds in all its branches.
- (25) To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence, and to aery or minimise financial disturbances which might affect the Company.
- (26) To subscribe or contribute to charities of all kinds and descriptions and organizations for the benefit of the inhabitants or residents of any part of the world.
- (27) To enter into any arrangements for profit-sharing with any of the directors or employees of the Company or of any company in which the Company may for the time being hold a share or shares (subject to the consent and approval of the directors of such company); to grant sums by way of bonus or allowance to any such directors or employees or their dependents or connections, and to establish or support, or aid in the establishment and support, of provident and gratuity funds, associations, institutions, schools or conveniences calculated to benefit directors or employees of the Company

or its predecessors in business or any companies in which the Company owns a share or shares or the dependents or connections of such persons, to grant pensions and to make payment towards insurance;

- (28) To merge or consolidate with any company in any manner as may be permitted by law; to sell the business or undertaking of the Company or any part thereof, including any shares, stock, bonds, debentures, mortgages or other obligations or securities, or any or either of them, patents, trade marks, trade names, copyrights, licences or authorities or any estate, rights, property, privileges or assets of any kind;
- (29) To accept payment for the business or undertaking of the Company or any party thereof, or for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in shares or bonds of any company, with or without deferred or preferred rights in respect of dividends or repayment of capital or otherwise, or by means of a mortgage, or by debentures, debenture stock or mortgage debentures or bonds of any company or partly in one mode and partly in another and generally on such terms as the Company may determine;
- (30) To enter into any arrangements for profit-sharing with any of the directors or employees of the Company or of any company in which