

Memorandum and Articles of Association

OF

**THE CHAMBER OF
HONG KONG LISTED COMPANIES**
(香港上市公司商會)

Incorporated on 6 September 2002

*As amended at the Extraordinary General Meeting
of the Chamber held on 31 July 2009*

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION

OF

THE CHAMBER OF HONG KONG LISTED COMPANIES
(香港上市公司商會)

1. **Name**

The name of the company is "The Chamber of Hong Kong Listed Companies (香港上市公司商會)" (the "Chamber").

2. **Registered Office**

The registered office of the Chamber will be situated in Hong Kong.

3. **Objects**

The objects for which the Chamber is established are:

- (a) To promote and advance the efficient communications between members of the Chamber (the "members") who shall be companies comprising large, medium and small sized enterprises and whose securities are listed on The Stock Exchange of Hong Kong Limited (the "Exchange"), the Government and relevant regulatory authorities;
- (b) To promote and strengthen unity, friendly relationships and linkage among all companies listed on the Exchange from time to time;
- (c) To support the Government in strengthening Hong Kong's position as an international commercial, financial and trade centre;
- (d) To strengthen the efficient operations of the Hong Kong financial market;
- (e) To make representations to the Government and relevant regulatory authorities on matters affecting the members or any of them;
- (f) To express the views of the members and to make written submissions to the Government on all matters concerning the lawful interests of all companies listed on the Exchange, including the members;
- (g) To upgrade the code of conduct and managerial ethics of companies listed on the Exchange;

- (h) To promote, organize and assist in all education programme relating to promoting corporate governance in Hong Kong and formulate guidelines for the benefit of the financial industry to bring about a higher corporate governance in Hong Kong;
- (i) To participate in business and economic affairs of the community for the purpose of strengthening understanding among members and among all companies listed on the Exchange;
- (j) To foster a spirit of co-operation and promote the creation of business opportunities among all companies listed on the Exchange as well as those companies listed on other stock exchanges in China and in other countries;
- (k) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided, Provided that none of the funds of the Chamber shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus, distribution in specie or otherwise howsoever by way of profit to its members;
- (l) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Chamber may think necessary or convenient for the purposes of the Chamber and to furnish and maintain the same to be used by members, visitors and other persons either gratuitously or for payment;
- (m) To carry on any other business or activity and do any act or thing which in the opinion of the Chamber is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Chamber's property or assets or otherwise to advance the interests of the Chamber or its members;
- (n) To manage, maintain, improve, and develop all or any part of the property, land, building or buildings of the Chamber and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest therein, for such consideration and on such terms and conditions as the Chamber may think fit, and, in particular, for shares, debentures or securities of any company purchasing or acquiring any interest in the same;
- (o) To invest and deal with the moneys of the Chamber not immediately required in such manner as may from time to time be determined;
- (p) To raise money by subscription or other lawful means for the purpose of the above object or any of them;
- (q) To borrow or raise and give security for any moneys required for the purposes of the Chamber upon such securities as may be determined and in such manner as the Chamber shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Chamber or by mortgage or charge upon all or any part of the property of the Chamber both present and future;
- (r) To guarantee in any manner, or to enter into any indemnity or other arrangements in relation to the discharge of any liabilities or the observance or performance of any kind of obligations of the Chamber;
- (s) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuating funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are in the employment or service of the Chamber, and the wives, windows, families and dependants of any such persons, and to make payments for or towards the

insurance of any such persons as aforesaid;

- (t) To promote hold and participate in exhibitions in Hong Kong or elsewhere and to organize all other activities for the purposes of all or any of the objects of the Chamber;
- (u) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of or affiliate or amalgamate with any other bodies whose objects are similar or in part similar to those objects of the Chamber or the establishment or promotion of which may be beneficial to the Chamber;
- (v) To do all or any of the above things as principal, agent, contractor, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
- (w) To do all such other lawful things as are incidental or conducive to the attainment of any of the above objects or as the General Committee or governing body of the Chamber considers to be desirable for the benefit of the Chamber, Provided that:
 - (i) in case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber will only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the objects of the Chamber shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers; and
 - (iii) the powers set forth in the Seventh Schedule of the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) are hereby expressly excluded.

4. No Distribution of Profit

- 4.1 The income and property of the Chamber, however derived, shall be applied solely towards the promotion of the objects of the Chamber as set out in this Memorandum of Association.
- 4.2 Subject to clauses 4.4 and 4.5 below, no portion of the income and property of the Chamber shall be paid or transferred directly or indirectly, by way of dividend, bonus, distribution in specie or otherwise howsoever, to the members.
- 4.3 No member of the General Committee or governing body of the Chamber shall be appointed to any salaried office of the Chamber, or to any office of the Chamber which is paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Clause 4.5 below) shall be given by the Chamber to any member of the General Committee or governing body of the Chamber.
- 4.4 Nothing herein shall prevent the payment, in good faith, by the Chamber of reasonable and proper remuneration to any officer or servant of the Chamber, or to any member of the Chamber not being a member of its General Committee or any other governing body of the Chamber in return for any services actually rendered to the Chamber.
- 4.5 Nothing herein shall prevent the payment, in good faith, by the Chamber:
 - (a) to any member of its General Committee or any other governing body of the Chamber of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Chamber or its General Committee or any other governing body of the Chamber at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;

- (c) of reasonable and proper rent for premises demised or let by any member of the Chamber or of its General Committee or any other governing body of the Chamber; or
- (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Chamber or of its General Committee or any other governing body of the Chamber is interested directly or indirectly whether as a director and/or a shareholder by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

4.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses 4.4 and 4.5 above.

5. **Limited Liability**

The liability of the members is limited.

6. **Extent of Liability**

Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up while it is a member, or within one year after it ceased to be a member, for payment of the debts and liabilities of the Chamber contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10.

7. **Winding Up**

If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Chamber, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of clause 4 above, such institution or institutions to be determined by the members at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable objects.

8. **Interpretation**

The headings are for convenience only and shall not affect the construction of this Memorandum of Association.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, addresses and descriptions of subscribers
<p>For and on behalf of LifeTec Group Limited (Sd.) Mr. Jay CHUN, Director 26th Floor, Central Tower 28 Queen's Road Central Hong Kong Corporation</p>
<p>For and on behalf of Melco International Development Limited (Sd.) Mr. Lawrence HO, Director 28th Floor, The Centrium 60 Wyndham Street Hong Kong Corporation</p>
<p>For and on behalf of China City Natural Gas Holdings Limited (Sd.) Mr. Daniel K. S. WONG, Director 31st Floor, Shui On Centre 6 - 8 Harbour Road Hong Kong Corporation</p>
<p>For and on behalf of Wah Tak Fung Holdings Limited (Sd.) Mrs. CHU HO Miu Hing, Director 28th - 30th Floors, Workington Tower 78 Bonham Strand East Hong Kong Corporation</p>
<p>For and on behalf of Eco-Tek Holdings Limited (Sd.) Dr. Lily CHIANG, Director Unit 5, 11th Floor, Westlands Centre 20 Westlands Road Quarry Bay Hong Kong Corporation</p>

Dated this 28th day of August 2002

Witness to the above signatures : (Sd.) Simon Y.S.Yung, Solicitor, Arculli and Associates, Hong Kong SAR
2012, Hutchison House, Central, Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

**Company Limited by Guarantee
and not having a share capital**

ARTICLES OF ASSOCIATION

OF

**THE CHAMBER OF HONG KONG LISTED COMPANIES
(香港上市公司商會)**

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

"associate member" means an associate member of the Chamber for the time being and excluding a member

"Chairman" means the chairman of the General Committee from time to time

"Chamber" means The Chamber of Hong Kong Listed Companies (香港上市公司商會)

"Committee Member" means any person for the time being appointed and serves as a member of the General Committee

"Council" means the advisory council of the Chamber

"Deputy Chairman" means the deputy chairman of the General Committee from time to time

"Exchange" means The Stock Exchange of Hong Kong Limited

"Fees" shall have the meaning as defined in Article 4.9

"GEM" means the Growth Enterprise Market operated by the Exchange

"General Committee" means the general committee of the Chamber

"Government" means the Government of Hong Kong

"Main Board" means the stock market operated by the Exchange prior to the establishment of GEM and which continues to be operated by the Exchange in parallel with GEM

"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China

"member" means a duly registered member of the Chamber for the time being, and "membership" shall be construed accordingly

"Ordinance" means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong

"Representative" means the representative of a member (other than an associate member) whose name has been notified in writing to the Chamber

"seal" means the common seal of the Chamber

"Treasurer" means the treasurer of the General Committee from time to time

"Vice-chairman" means any one of the vice-chairmen of the General Committee from time to time

- 1.2 These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall (if not inconsistent with the subject or context) be taken as having the same respective meanings as defined in the Ordinance.
- 1.3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- 1.4 Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall denote the feminine and neuter.
- 1.5 The headings are for convenience only and shall not affect the construction of these Articles.

2. **PURPOSE**

The Chamber is established for the purposes expressed in the Memorandum of Association.

3. **NUMBER OF MEMBERS**

The number of members is limited to 10,000.

4. **MEMBERSHIP**

Classes of Membership

- 4.1 The membership of the Chamber shall consist of member, associate member and such other classes of membership as the General Committee may from time to time determine.

Qualification

- 4.2 Any business organization being a corporation whose securities are at the time of application listed on the Exchange (either on the Main Board or GEM and any other market as from time to time operated by the Exchange) and who is considered by the General Committee as fit and proper to be admitted as a member of the Chamber may apply to become a member of the Chamber.
- 4.3 Any individual or organization whose securities (if any) are at the time of application not listed on the Exchange, or a partnership, and whose business nature is considered by the Chamber as having a close relationship with companies listed on the Exchange and as fit and proper to be admitted as an associate member may apply to become an associate member of the Chamber.

Application and Admission

- 4.4 Every application for membership shall be made in writing in such form as the General Committee shall from time to time prescribe and shall among other things:
- (a) specify the names and personal particulars of the person(s) who shall be the Representative(s) of the applicant upon becoming a member;
 - (b) be signed by an authorized signatory of the applicant; and
 - (c) enclose therewith full payment of the Fees.
- 4.5 Each member shall nominate at least one and not more than two Representative(s). The Representative (and if two are nominated, each one of them) shall be deemed as duly authorized representative of the member for the purpose of its membership. A Representative may be an incumbent director of or secretary for the member or such other person duly authorized by it and considered by the General Committee, in its absolute discretion, as suitable to act as Representative, and preferably (and if two are nominated, one of them) be the chairman of the board of directors of the member."
- 4.6 An application for membership shall be considered by the General Committee, who shall take into account, among other things:
- (a) the fact that at the time the application is submitted, the applicant is a company whose securities are listed on the Exchange and that the securities of the applicant have not been suspended for trading by the Exchange for a period of longer than 3 months from the date of submission;
 - (b) the eligibility of the person(s) proposed to be the Representative(s); and
 - (c) any other relevant facts and circumstances which the General Committee deems necessary and reasonable to be taken into consideration,

and if the application is approved by the General Committee, the applicant will become a member of the Chamber upon payment of the Fees in full (if it has not been done).

- 4.7 Immediately upon being admitted to membership, the Chamber shall arrange to forward to the new member:
- (a) a copy of the Memorandum and Articles of Association of the Chamber, and every member shall be bound absolutely by the Memorandum and Articles of Association of the Chamber; and
 - (b) a certificate of membership, and so long as it remains as a member, be entitled to hold the said certificate, and every certificate of membership shall be in such form as the General Committee may from time to time determine, and shall remain the property of the Chamber which shall be returned to the Chamber when its membership ceases,

and to enter its name into the register of members of the Chamber accordingly

Rights and Obligations

- 4.8 The rights and privileges of a member shall be personal to itself and shall not be capable of being transferred or assigned by its own act or by operation of law, and shall cease upon its ceasing to be a member.

- 4.9 Every member shall pay:
- (a) upon becoming a member, a joining fee and an annual subscription fee ;
 - (b) upon receipt of a demand note issued by the General Committee each year, an annual fee in respect of that year; and
 - (c) any other general or specific contributions as the General Committee may from time to time determine and for which it may be liable in accordance with these Articles or any rules made in pursuance hereof
- (collectively, the "Fees").
- 4.10 The amounts of the Fees in respect of each class of member shall be fixed and determined by members in general meeting of the Chamber and approved by way of a special resolution. The amounts of the Fees upon the incorporation of the Chamber shall be fixed and determined by the subscribers to the Memorandum of Association or a majority of them. All Fees, once paid, are non-refundable and shall be payable in advance at such time and in such manner as the General Committee may from time to time determine.
- 4.11 Each member shall so long as it remains a member have the right to change any of the Representatives by giving written notice to the Chamber of such change. In the case of a Representative ceasing to be qualified as a Representative, that member shall be under a duty to, within 21 days from the date such cessation happens, inform the Chamber of such a fact and the name and personal particulars of the substitute Representative.
- 4.12 Each member on becoming a member and so long as it remains a member shall be deemed to have undertaken to the Chamber strictly to observe the highest standards of corporate governance, conduct and practice and comply with any code of conduct, rules of business ethics, practice directions from time to time prescribed and issued by the General Committee.

Voluntary Resignation

- 4.13 Any member who is under no liability to the Chamber shall be entitled to resign voluntarily its membership by giving notice in writing of its intention so to do, accompanied by its certificate of membership, Provided that the General Committee may in its absolute discretion refuse to accept the notice of resignation of a member who is the subject of an allegation falling within the scope of Article 4.16. Notice of resignation shall not entitle the member to any refund of any Fees paid or relieve the member of liability for any Fees due for payment.

Expulsion

- 4.14. Subject to Article 4.16 below and any general or specific exceptions which may be allowed by resolution of the General Committee, a member who has failed to pay its Fees after the lapse of a six-month grace period commencing from the date fixed for payment thereof by the General Committee under these Articles will be automatically expelled from the Chamber and its name be removed from the register of members of the Chamber.
- 4.15 The General Committee may also resolve to expel a member from the Chamber for reasons other than the non-payment of Fees, and shall forthwith give a written notice to the member concerned of this resolution and the reasons therefor. The member concerned shall have a right of appeal to members in general meeting and in exercising such a right of appeal, the member concerned shall give a written appeal notice to the General Committee within 21 days from the date of receipt of the notice from the General Committee. The member concerned shall state in the appeal notice its intention to appeal, the grounds for the appeal together with all relevant circumstances which other members should be aware

of. Upon receipt of any appeal notice, the General Committee shall forthwith issue to all members a notice, with the appeal notice attached, convening an extraordinary general meeting of the Chamber.

Disciplinary Actions

4.16 If it is found in the sole and absolute view of the General Committee that a member has:

- (a) become insolvent or entered into composition with its creditors generally or a court order is made or a resolution is passed for the winding up of a member, or any events occur which under the laws of the place of incorporation of that member has an analogous effect to any of such events;
- (b) been convicted of an offence of such a material and serious nature that its commission by that member might or is likely to be discreditable to the Chamber;
- (c) conducted itself whether by act or default in a manner that might or is likely to be discreditable to the Chamber;
- (d) failed to nominate a suitable Representative for a period of more than 6 months;
- (e) acted in material breach of the Memorandum and Articles of Associations of the Chamber or any rules, regulations, codes of practice or conduct, directions or instructions made or established by or under the authority of the General Committee; or
- (f) its listed securities being suspended for trading for a prolonged period of time,

that member shall be liable to be subject to any of the sanctions imposed by the General Committee as it, at its sole and absolute discretion, deems fit and appropriate (which shall include, without limitation, the suspension of membership for a period or expulsion of that member from the Chamber) and which decision by the General Committee shall be final and conclusive.

Associate Member

4.17 All provisions relating to a member shall also be applicable to an associate member except that:

- (a) an associate member shall not be entitled to vote at any general meeting of the Chamber or be counted towards forming the quorum of the general meeting and accordingly, where reference is made in these Articles to the rights of members as regards voting, the term "member" shall not include a reference to any associate member;
- (b) no individual associate member or representative of an associate member shall act as Committee Member, but it shall not preclude any of them to serve the General Committee in any other capacities or in any of the honorary positions as provided in Article 7.11; and
- (c) in the case of an associate member being an individual, he shall *ipso facto* be the representative of himself, and in the case of an associate member being a partnership or a corporation, he may be an incumbent director of the member or such other person duly authorized by it and considered by the General Committee, in its absolute discretion, as suitable to act as representative.

5. GENERAL MEETINGS

General

5.1 The Chamber shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more

than 15 months shall elapse between the date of one annual general meeting of the Chamber and that of the next, Provided that so long as the Chamber holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the General Committee shall appoint.

- 5.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.3 The Committee Members may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Committee Members capable of acting to form a quorum, any Committee Member or any two members of the Chamber may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee Members."

Notice

- 5.4 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Chamber other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Chamber in general meeting, to such persons as are, under the Articles of Association of the Chamber, entitled to receive such notices from the Chamber, Provided that a meeting of the Chamber shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote 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.
- 5.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice, shall not invalidate the proceedings at that meeting.

Proceedings

- 5.6 All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Committee Members and auditors, the election of Committee Members in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
- 5.7 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. For the purpose of attendance of a member, the presence of its Representative, or if two Representatives have been nominated, any one of its incumbent Representatives, or its duly appointed authorized representative, at the general meeting shall be deemed as presence of that member. For the avoidance of doubt, if two Representatives have been nominated for a member, it shall not preclude the attendance of both of its Representatives.
- 5.8 Save as otherwise provided, the attendance in person of Representatives representing 10 members shall constitute a quorum and for such purpose, a member shall be deemed as present when any one of its

incumbent Representatives is present at the general meeting.

- 5.9 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the General Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Representatives present shall be a quorum.
- 5.10 The Chairman shall preside as the chairman at every general meeting of the Chamber or if he is absent or declines to take the chair at such general meeting, the Deputy Chairman shall take the chair at such general meeting, or if neither the Chairman or Deputy Chairman is present within 15 minutes after the time appointed for the holding of the meeting or if both such persons are unwilling to act or are absent from Hong Kong or have given notice to the Chamber of their intention not to attend the meeting, the Committee Members present shall elect one of their number to be the chairman of the general meeting. If at any meeting no Committee Member is willing to act as chairman or if no Committee Member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
- 5.11 The chairman of the general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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 previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Methods of Voting

- 5.12 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Representatives (who shall vote for and on behalf of respective members) present (in the manner as specified in these Articles) unless a poll is (before or on the declaration of the result of the show of hands) demanded by:
- (a) the chairman of the general meeting; or
 - (b) not less than 5 members present for the time being entitled to vote at the meeting; or
 - (c) a member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded and not withdrawn, a declaration by the chairman of the general meeting that a resolution has on a show of hands been carried or carried unanimously, or by particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. The demand for a poll may be withdrawn with the consent of the chairman of the general meeting at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.

Time for Poll

- 5.13 A poll demanded on the election of the chairman of the general meeting, or on a question of adjournment of the general meeting, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the general meeting directs, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll. Except as aforesaid, if a poll is duly demanded, it shall be taken in such manner as the chairman of the general

meeting directs, and the results of the poll shall be deemed to be resolution of the meeting at which the poll was demanded.

- 5.14 In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the general meeting shall be entitled to a second or casting vote in addition to any other vote he may have.

Voting Rights

- 5.15 Each member shall have one vote, which vote shall be cast on its behalf by:
- (a) its Representative present at the general meeting, and if a member has nominated two Representatives and both of them are present, for the purpose of voting only the first-named Representative shown in the record kept by the General Committee shall be entitled to vote on behalf of that member; or
 - (b) by another person duly authorized by the member in writing and which authorization shall have been lodged with the registered office of the Chamber 48 hours before the time of the general meeting.
- 5.16 No member shall be entitled to vote at a general meeting or to exercise any other right conferred by membership in relation to meetings of the Chamber if any Fees presently payable by it to the Chamber remains unpaid for more than one month.
- 5.17 No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the general meeting, whose decision shall be final and conclusive.
- 5.18 On a vote by way of poll, a person who is entitled to more than one vote need not cast all the votes in the same way.

6. **COUNCIL**

The Chamber shall have the Council which shall be an advisory body established for the purpose of considering and making recommendations on matters of policy affecting and concerning the Chamber and its affairs. The Council shall consist of such number of members as shall be fixed from time to time by the General Committee, and the General Committee shall have the power to make such rules and regulations to provide for the nomination and election to the Council and for such other matters as are deemed necessary by the General Committee.

7. **GENERAL COMMITTEE**

Number of Committee Members

- 7.1 The number of the Committee Members shall not be more than 30, and shall not be less than 9 persons and the names of the first Committee Members shall be determined in writing by the subscribers to the Memorandum of Association or a majority of them. The appointment of each Committee Member will be subject to the satisfaction of any condition(s) as may be imposed by the General Committee from time to time.
- 7.2 A Committee Member shall be:
- (a) an incumbent Representative; and

- (b) elected in accordance with the manner set out herein.

No member shall have more than one of its Representatives (if two have been nominated) serving as Committee Members simultaneously.

Powers and Duties

- 7.3 The business of the Chamber shall be managed by the Committee Members, who may pay all expenses incurred in promoting and registering the Chamber, and may exercise all such powers of the Chamber as are not, by the Ordinance or by these Articles, required to be exercised by the Chamber in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Chamber in general meeting; but no regulation made by the Chamber in general meeting shall invalidate any prior act of the Committee Members which would have been valid if that regulation had not been made.

7.4 Retirement

At every annual general meeting one-third of the elected Committee Members for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest but not exceeding one-third, shall retire from office. The elected Committee Members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became elected Committee Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring elected Committee Member shall be eligible for re-election. The Chairman shall not be subject to retirement by rotation or be taken into account in determining the number of Committee Members to retire.

7.5 Casual Vacancy

The General Committee shall have power at any time, and from time to times to appoint any incumbent Representative to be a Committee Member either to fill a casual vacancy or any vacancy not filled by election but so that the total number of Committee Members shall not at any time exceed the number fixed in accordance with these Articles. Any Committee Member so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the number of Committee Members who are to retire by rotation at such meeting.

Disqualification

- 7.6 The office of a Committee Member shall be vacated in any of the following events, each of which shall, without prejudice to the creation of a casual vacancy in any other manner, for the purposes of these Articles be regarded as creating a casual vacancy, namely:
- (a) if he shall become prohibited by law from acting as a Committee Member or shall cease to be qualified to act as Representative under these Articles;
 - (b) if he shall resign by notice in writing signed by him and lodged at the registered office of the Chamber or if he shall by notice in writing signed by him offer to resign and the General Committee shall resolve to accept such offer, and so that in either such case the office of Committee Member shall be vacated with effect from the date and/or time of or (if later) specified in such notice or offer or, if none, from the date on which it is so left or, as the case may be, accepted;
 - (c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (d) if in Hong Kong or elsewhere an order shall be made by a court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the

appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;

- (e) if he shall be removed from office by an ordinary resolution in general meeting of members in accordance with the Ordinance;
- (f) if he shall for more than 6 months have been absent from meetings of the General Committee held during that period; and
- (g) if, at a meeting of the General Committee especially convened for the purpose and at which not less than three-fourths of the Committee Members are present, a resolution is passed by a majority of not less than three-fourths of those present and voting, that the office of such Committee Member be vacated, Provided that 21 days' notice of the proposed resolution shall have been given to such Committee Member.

Nomination and Election

- 7.7 Committee Members retiring at the annual general meeting shall be eligible for re-election. In addition, subject to compliance in all respects with the requirements contained in Article 7.2, any Representative shall be eligible for election as a Committee Member at the annual general meeting provided that a notice signed by a member (not being the one whose Representative is to be proposed) duly qualified to attend and vote at the annual general meeting for which such notice is given, of its intention to propose such Representative for election and a notice signed by the Representative to be proposed of his willingness to be elected, shall have been lodged at the registered office of the Chamber not less than seven clear days, but not more than fourteen clear days, before the date of such annual general meeting.

Officers and Honorary Positions

- 7.11 The General Committee shall have the following office bearers, i.e. a Chairman, a Deputy Chairman, not more than four Vice-chairmen and a Treasurer, and they shall be elected in the following manner:
- (a) at a meeting immediately after the incorporation of the Chamber the General Committee shall elect among themselves the above-mentioned office bearers;
 - (b) the term of office of the Chairman shall be two years and no person shall serve as Chairman for more than two consecutive terms and thereafter, the Chairman shall be elected among Committee Members at the General Committee meeting held immediately after the relevant annual general meeting;
 - (c) the term of office of other office bearers shall be one year and be elected among themselves at the General Committee meeting held immediately after each annual general meeting; and
 - (d) notwithstanding the above, upon resignation of one or more office bearers or if for whatever reason an office bearer ceases to be a Committee Member (and for that reason he shall cease simultaneously to hold such office), the General Committee may elect among themselves to fill such a vacancy or vacancies, and any such office bearer(s) so elected shall hold office only until the next following annual general meeting.

The General Committee may invite or appoint any person (who shall not be a Representative) to be Honorary Chairman, Honorary President, Honorary Member, Honorary Adviser or Patron (or whatever honorary titles the General Committee considers appropriate) if that person is of merit and/or holds an office which is deserving of recognition. Any person invited or appointed to such honorary position shall be entitled to attend and advise the meetings of the General Committee and general meetings of the Chamber but shall not be counted towards forming the quorum or entitled to vote at such meetings.

Chairman of Meetings

- 7.12 The Chairman, failing whom, the Deputy Chairman, and failing whom any of the Vice-chairmen, shall take the chair of all meetings of the General Committee. If neither is present and willing to act within 30 minutes after the time appointed for holding the meeting, the Committee Members present shall choose one of their number to chair the meeting. A meeting of the General Committee may at any time be convened by the Chairman or on the requisition of three Committee Members.

Notice and Quorum

- 7.13 The Committee Members may meet together for the dispatch of the business of the General Committee, adjourn and otherwise regulate their meetings as they see fit. The quorum necessary for the transaction of the business of the General Committee shall be seven. A meeting of the General Committee at which a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting shall be competent to exercise all powers and discretions for the time being exercisable by the General Committee. Committee Members may participate in any meeting of the General Committee by means of a telephone conference, electronic or other communications equipment through which all Committee Members participating in the meeting can communicate with each other simultaneously and instantaneously and for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if such Committee Members were present in person.

Votes

- 7.14 Questions arising at any meeting of the General Committee shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the General Committee meeting shall have a second or casting vote.

Declaration of Interests

- 7.15 A Committee Member who is in any way, whether directly or indirectly, materially interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with the Chamber shall declare the nature of his interest at the earliest meeting of the General Committee at which it is practicable for him to do so, in accordance with the Ordinance. A general notice to the General Committee by a Committee Member stating that, by reason of facts specified in the notice, he is to be regarded as interested in contracts, arrangements or transactions or proposed contracts, arrangements or transactions of any description which may subsequently be made or contemplated by the Chamber shall be deemed for the purposes of this Article to be a sufficient declaration of his interest, so far as attributable to those facts, in relation to any contract, arrangement or transactions of that description which may subsequently be made or contemplated by the Chamber, but no such general notice shall have effect in relation to any contract, arrangement or transaction or proposed contract, arrangement or transaction unless it is given before the date on which the question of entering into the same is first taken into consideration on behalf of the Chamber.
- 7.16 A Committee Member may not vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction notwithstanding that he may be counted in the quorum at any meeting of the General Committee at which any such contract, arrangement or transaction or proposed contract, arrangement or transaction shall come before the meeting for consideration, Provided that he has, where relevant, first disclosed his interest in accordance with Article 7.15.

Minimum Number

- 7.17 The continuing Committee Members may act notwithstanding any vacancies, but if and so long as the number of Committee Members is reduced below the minimum number fixed by these Articles the continuing Committee Members may act for the purpose of filling such vacancies or of summoning general meetings, but not for any other purposes. If there be no Committee Member able or willing to act, then any two members may summon a general meeting for the purposes of appointing Committee

Members.

Resolution in Writing

- 7.18 A resolution in writing signed by all the Committee Members shall be as effective as a resolution duly passed at a meeting of the General Committee and may consist of several documents in the like form each signed by one or more Committee Members.

Minutes

- 7.19 The Committee Members shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of officers made by the Committee Members;
 - (b) of the names of the Committee Members present at each meeting of the Committee Members and of any sub-committee of the General Committee;
 - (c) of all resolutions and proceedings at all general meetings of the Chamber, and of the Committee Members, and of any sub-committees of General Committee,

and every Committee Member present at any meeting of General Committee or sub-committee of General Committee shall sign his/her name in a book to be kept for that purpose.

Sub-Committees

- 7.20 The General Committee may delegate any of its powers to sub-committee consisting of one or more Committee Members and (if thought fit) one or more other persons co-opted as hereinafter provided. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the General Committee. Any such regulations may provide for or authorize the co-option to the sub-committee of Representatives other than Committee Members and for such co-opted Committee Members to have voting rights as members of the sub-committee. The meetings and proceedings of any sub-committee consisting of two or more persons shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the General Committee so far as the same are not superseded by any regulations made by the General Committee.

Defects in Appointment

- 7.21 All acts done by any meeting of General Committee, or of any of its sub-committees, or by any person acting as a Committee Member or as a member of any sub-committee, shall as regards all persons dealing in good faith with the Chamber, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote or form part of a quorum, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee Member or member of the sub-committee and had been entitled to vote and form part of a quorum.

Powers

- 7.22 The business and affairs of the Chamber shall be managed by the General Committee, who may, subject to the Ordinance and these Articles, exercise all such powers of the Chamber as are not by the Ordinance or by these Articles required to be exercised by the Chamber in general meeting. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the General Committee by any other provisions of these Articles.

7.23 Without prejudice to the general power conferred as aforesaid and the other powers conferred by these Articles it is hereby expressly declared that the General Committee shall subject to Clauses 3 and 4 of the Memorandum of Association and the proviso hereinbelow appearing, have the following powers that is to say, power:

- (a) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Chamber;
- (b) To purchase or otherwise acquire for the Chamber or sell or otherwise dispose of any property, rights or privileges which the Chamber is authorized to acquire at such price and generally on such terms and conditions as they shall think fit;
- (c) To engage, suspend or dismiss the employees of the Chamber, and to fix and vary their salaries or emoluments and other terms of employment;
- (d) To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Chamber or its officers, or otherwise concerning the affairs of the Chamber, and also to compound and allow time for payment or satisfaction of any debts due and or any claims or demands by or against the Chamber;
- (e) To refer any claims or demands by or against the Chamber to arbitration and observe and perform the awards;
- (f) To make and give receipts, releases and other discharges for moneys payable to the Chamber, and for claims and demand, of the Chamber;
- (g) To invest, lend or otherwise deal with any of the moneys or property of the Chamber in such manner as it thinks fit having regard to the Chamber's Memorandum of Association and from time to time to vary or realize any of such investment;
- (h) To borrow money on behalf of the Chamber, and to pledge, mortgage or hypothecate any of the property of the Chamber;
- (i) To open one or more bank accounts in the name of the Chamber with one or more banks and to arrange for all matters incidental thereto with the banks upon such terms and conditions as it shall think fit;
- (j) To enter into all such negotiations and contract and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Chamber as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purposes of the Chamber;
- (k) To remunerate any officer or other person employed by the Chamber and to pay a gratuity or pension or allowances on retirement to any person who has held any other salaried office with the Chamber or to his widow or dependants and make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance;
- (l) To sell, improve, manage, exchange, lease, let, mortgage or turn to account all or any part of the land, property, rights and privileges of the Chamber;
- (m) To employ, invest or otherwise deal with any reserve fund or reserve funds in such manner and for such purposes as the General Committee may think fit;
- (n) To execute, in the name and on behalf of the Chamber, in favour of any Committee Member or

other person who may incur or be about to incur any personal liability for the benefit of the Chamber, such mortgages of the Chamber's property (present or future) as they think at, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;

- (o) From time to time to provide for the management of the affairs of the Chamber in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Chamber with such powers (including power to sub-delegate) and upon such terms as they think fit;
- (p) From time to time to make, vary or repeal rules and by-laws for the regulation of the business of the Chamber, its officers and servants;
- (q) To delegate any or all of the powers herein to any Committee Member or other person or persons as the General Committee may at any time think fit;
- (r) To petition the Government or any court, tribunal, authority or other body in the name of the Chamber;
- (s) To enter into such contracts, and do all such acts and things as they may think expedient for the purposes of the Chamber;
- (t) To issue practice directions, rules and regulations relating to the professional ethics, conduct, practice and discipline of members;
- (u) To investigate any charge of misconduct against any member and to call upon any member, for an explanation of any conduct of such member alleged to be dishonorable, improper or unprofessional and to take any appropriate actions; and
- (v) To carry out such statutory functions and exercise such powers as may be delegated to the General Committee by any other ordinances, regulation or otherwise.

7.24 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Chamber, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two Committee Members.

8. **SEAL**

The Committee Members shall provide for the safe custody of the seal, which shall only be used by the authority of the General Committee or of a sub-committee of the General Committee authorized by the General Committee on that behalf, and every instrument to which the seal shall be affixed shall be signed by any two Committee Members or by any other person(s) as duly authorized by the General Committee.

9. **ACCOUNTS**

9.1 The Committee Members shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Chamber and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Chamber; and
- (c) the assets and liabilities of the Chamber.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to

give a true and fair view of the state of the Chamber's affairs and to explain its transactions.

- 9.2 The books of account shall be kept at the registered office of the Chamber, or, subject to section 121(3) of the Ordinance, at such other place or places as the Committee Members think fit, and shall always be open to the inspection of the Committee Members.
- 9.3 The Committee Members shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Chamber or any of them shall be open to the inspection of members not being Committee Members, and no member (not being a Committee Member) shall have any right of inspecting any account or book or document of the Chamber except as conferred by statute or authorized by the Committee Members or by the Chamber in general meeting.
- 9.4 The Committee Members shall from time to time in accordance with sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Chamber in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.
- 9.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Chamber in general meeting, together with a copy of the Committee Members' report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every member of the Chamber, Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Chamber is not aware.

10. **AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

11. **NOTICES**

- 11.1 A notice may be given by the Chamber to any member by sending it by post to its registered office address or to its principal place of business in Hong Kong or to any other correspondence address as notified by it to the Chamber from time to time. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 11.2 Notice of every general meeting shall be given in any manner hereinbefore authorized to:
- (a) every member except those members who have not supplied to the Chamber an address within Hong Kong for the giving of notices to them; and
 - (b) the auditors for the time being of the Chamber.

No other person shall be entitled to receive notices of general meetings.

12. **INDEMNITY**

Subject to section 165 of the Ordinance, every Committee Member, auditor and officer for the time being of the Chamber shall be indemnified out of the funds and assets of the Chamber against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Chamber other than any liability which attached to them by law in respect of any negligence, default, breach of duty or

breach of trust. Further, they shall be indemnified from the funds and assets of the Chamber against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court, Provided that none of the funds or assets of the Chamber shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

13. **WINDING UP**

The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Chamber shall have effect and be observed as if the same were repeated in these Articles.

14. **AMENDMENTS**

No addition, alteration or amendments shall be made to or in the Memorandum of Association or these Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing.

15. **RESTRICTIONS**

The Chamber shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Names, addresses and descriptions of subscribers

For and on behalf of
LifeTec Group Limited
(Sd.) Mr. Jay CHUN, Director
26th Floor, Central Tower
28 Queen's Road Central
Hong Kong
Corporation

For and on behalf of
Melco International Development Limited
(Sd.) Mr. Lawrence HO, Director
28th Floor, The Centrium
60 Wyndham Street
Hong Kong
Corporation

For and on behalf of
China City Natural Gas Holdings Limited
(Sd.) Mr. Daniel K. S. WONG, Director
31st Floor, Shui On Centre
6 - 8 Harbour Road
Hong Kong
Corporation

For and on behalf of
Wah Tak Fung Holdings Limited
(Sd.) Mrs. CHU HO Miu Hing, Director
28th - 30th Floors, Workington Tower
78 Bonham Strand East
Hong Kong
Corporation

For and on behalf of
Eco-Tek Holdings Limited
(Sd.) Dr. Lily CHIANG, Director
Unit 5, 11th Floor, Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong
Corporation

Dated this 28th day of August 2002

Witness to the above signatures: (Sd.) Simon Y.S. Yung, Solicitor, Arculli and Associates, Hong Kong SAR
2012, Hutchison House, Central, Hong Kong