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MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
2009 EAST ASIAN GAMES (HONG KONG) LIMITED
2009 東亞運動會(香港)有限公司

Incorporated the day of

WONG LAM LEUNG & KWOK C.P.A. LIMITED
Room 1101, 11th Floor,
China Insurance Group Building,
141 Des Voeux Road Central,
Hong Kong.

Ref: T449\SPWM&A-FINAL

22/02/2005

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\$170.00

TOTAL (CHQ)

\$170.00



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THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
2009 EAST ASIAN GAMES (HONG KONG) LIMITED
2009 東亞運動會(香港)有限公司

1. The name of the Company is "2009 EAST ASIAN GAMES (HONG KONG) LIMITED 2009 東亞運動會(香港)有限公司" (hereinafter called "the Company").
2. The registered office of the Company will be situated in Hong Kong.
3. The objects for which the Company is established are:
 - (1) To carry out the organization of the Fifth East Asian Games (hereinafter called "the Games") to be held in Hong Kong in 2009, enabling the Games to educate the community on the value of sports thereby improving the health of the public, and to enhance Hong Kong's status as a sports event capital.
 - (2) To co-operate with and to involve different sectors of the community, *including but not limited to sports, education, business and tourism* sectors, in the implementation of the Games; and to take all necessary steps in the organisation of the Games to promote, maintain and advance the interest of the public of Hong Kong in sports and to educate the public so as to enhance social cohesion at the community level.
 - (3) To work closely with the Sports Federation and Olympic Committee of Hong Kong, China and national sports associations or other related organizations in the process of the organization of the Games in order to help educate the community on the value of sports and to help Hong Kong athletes to enhance their level in sports.

- (4) To promote the exchange of information, experience, international understanding and goodwill so as to educate the sports community in the organization of major international sports events; and to educate and encourage the community in the participation and involvement in the various stages of the preparation work for the Games.
- (5) For the furtherance of the above objects, to organize, produce, manage, conduct and implement at any sports venues and related facilities, or such other places, such work plans, programmes and activities relating to the organization of the Games.
- (6) In connection with all or any objects of the Company to train volunteers to help implementation of the Games.
- (7) In connection with all or any objects of the Company to employ persons or companies any where to carry out tasks of various nature in connection with the work and activities of the Company.
- (8) To acquire, hold and transact any intellectual property rights for pursuing its objects.
- (9) To purchase, hire or otherwise acquire any instrument, whether photographic, recording and other apparatus, and equipment in connection with the work and activities of the Company.
- (10) For the purpose of the Games to make available the facilities and services at the Company for use by the community, at a fee or free of charge.
- (11) (a) For the purposes of the Games to borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised, or owing, whether by mortgage, charge, lien or other security, upon the whole or any part of the *Company's property or assets (whether present or future)*, and also by a similar mortgage, charge, lien or security to secure and guarantee the performance by the Company of any obligation or liability undertaken by or which may become binding on the Company.
- (b) To take and accept any donations and gifts of money or money's worth or in kind, whether outright or upon trusts connected with any of the objects of the Company or similar objects and promotion of health through sports in Hong Kong.
- (c) For the purposes of the Games to invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold, sell or otherwise deal with any investments made.

- (12) (a) For the purposes of the Games to purchase, lease, exchange, hire or otherwise acquire lands and premises for the management, operation, storage and activities and performances of the Company.
- (b) For the purposes of the Games, to alter, demolish, reconstruct, or refurnish any premises whether or not for the time being owned, leased or occupied by the Company.
- (c) To construct, maintain, alter, demolish and reconstruct any premises, works or property whether or not belonging to the Company as are necessary and convenient for the purposes and objects of the Company and for the purposes of the Games.
- (13) To subscribe or guarantee money for charitable/ religious or educational objects, and to promote, contribute to or assist financially or otherwise any fund for any charitable purposes.
- (14) For the purposes of the Games to grant, sell, assign, manage, lease, develop, exchange, mortgage, transfer, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (15) To carry on all or any of the foregoing activities whether in Hong Kong or elsewhere.
- (16) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided always that:-

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall have further power to deal with or invest the same in such manner as allowed by law, having regard to the terms and conditions of such trusts.
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
- (iii) The powers set forth in the Seventh Schedule to the Companies Ordinance (Chapter 32) are hereby excluded.

4.
 - (1) The income and property of the Company, howsoever derived, shall be applied solely towards the promotion of the objects of the Company as set out in this Memorandum of Association without prejudice to the proviso under Clause 3 above.
 - (2) Subject to paragraphs (4) and (5) below, no portion of the income and property of the Company shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Company.
 - (3) No Director shall be appointed to any salaried office of the Company, or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth (except as provided in paragraph (5) below) shall be given by the Company to any Director.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Company of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company not being a Director in return for any services actually rendered to the Company.
 - (5) Nothing herein shall prevent the payment, in good faith and upon presentation of invoices, demands or other due documentation, by the Company to any Director of proven out-of-pocket expenses.
5. The liability of the Members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he 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 one hundred dollars in Hong Kong currency.
7. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company; but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall have the same or greater degree of restriction as is imposed on the Company under or by virtue of Clause 4 above in relation to the distribution of its or their income and property amongst its or their members, such institution or institutions to be determined by the members of the Company 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, and, if this provision cannot be effected, then to some charitable objects.

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

Names, Addresses and Descriptions of Subscribers

Signatures

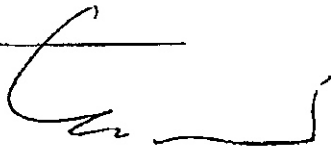
1. Name : SIU Yu Bun, Alan (蕭如彬)



Address : 16th Floor,
Leisure and Cultural Services Headquarters,
1-3 Pai Tau Street, Sha Tin, New Territories.

Occupation : Civil Servant

2. Name : CHAN Yeuk Oi, Olivia (陳若譚)

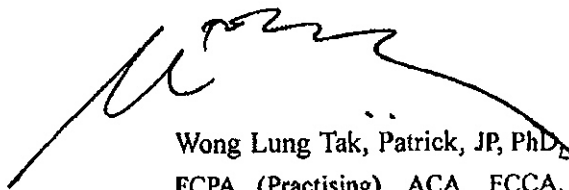


Address : 15th Floor,
Leisure and Cultural Services Headquarters,
1-3 Pai Tau Street, Sha Tin, New Territories.

Occupation : Civil Servant

Dated this 21st day of February 2005.

Witness to the above signatures:-



Wong Lung Tak, Patrick, JP, PhD,
FCPA (Practising), ACA, FCCA,
FAIA, MSCA, FCIS, FCS, ATiHK,
FHKIoD
Chartered Secretary
Room 1101, 11/F.,
China Insurance Group Bldg.,
141 Des Voeux Road Central,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

ARTICLES OF ASSOCIATION
OF
2009 EAST ASIAN GAMES (HONG KONG) LIMITED
2009 東亞運動會(香港)有限公司

Interpretation

1. In these Articles unless the context otherwise requires –

“Board” means the Board of Directors of the Company constituted under Article 28;

“Chairman” means the chairman of the Board of Directors and shall be nominated by the Secretary for Home Affairs;

“Director” means a member of the Board of Directors;

“general meeting” means an annual general meeting or an extraordinary general meeting;

“Government” means the Government of the Hong Kong Special Administrative Region;

“Member” means a member of the Company as determined by Article 3(3) and shall be nominated by the Secretary for Home Affairs;

“month” means calendar month;

“Ordinance” means the Companies Ordinance, Chapter 32;

“organization” means any firm, society, association, institution, body corporate or unincorporate, or group of firms, societies, associations, institutions, body corporates or unincorporates;

“registered office” means the registered office of the Company;

“seal” means the Common Seal of the Company;

“Secretary” means the Secretary elected by the Board of Directors under Article 36;

“Secretary for Home Affairs” means the Secretary for Home Affairs of the Government;

“Company” means the 2009 EAST ASIAN GAMES (HONG KONG) LIMITED
2009 東亞運動會(香港)有限公司;

“Vice Chairman” means the vice chairman of the Board of Directors and shall be nominated by the Secretary for Home Affairs;

“year” means calendar year.

Any word importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and organizations as herein defined.

These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

Expressions in 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.

Purpose

2. The Company is established for the purposes and objects expressed in the Memorandum of Association.

Membership

3. (1) (i) For the purposes of registration with the Companies Registry, the number of Members shall not be more than twenty (20). With approval from the Secretary for Home Affairs, the Board may from time to time register an increase of number of Members.
(ii) The subscribers to the Memorandum of Association of the Company will automatically become the first Members of the Company.
- (2) (i) Subject to Article 3(3), all members shall be voting members and shall be nominated by the Secretary for Home Affairs for appointment by the Board and shall hold membership for not more than 2 years and shall thereafter be eligible for reappointment to the Company for further periods. No members shall be appointed or reappointed without recommendation from the Secretary for Home Affairs.
(ii) Any member of the Company may, on giving not less than one month's notice in writing to the Secretary for Home Affairs and the Board, resign from the Company.
(iii) If the Secretary for Home Affairs advises and agrees, the Board shall terminate the appointment to the Company any member during the membership of such member:-

- (a) on being requested in writing so to do by a majority of three-quarters of the members present at any meeting resolving such course;
 - (b) in the case of incapacity of such member;
 - (c) in the case of absence from Hong Kong for more than 12 months of such member.
- (3) A Member may be either an individual natural person or an organization. An Organization Member shall be represented by an individual who will perform its membership functions.

Patron and Honorary Membership

- 4. The Secretary for Home Affairs shall have power to invite on behalf of the Board a person of distinction to serve as a Patron of the Company. The Board shall make such appointment upon advice of the Secretary for Home Affairs. A person as a Patron shall not be a voting member of the Company and shall have no voting rights.
- 5. The Secretary for Home Affairs may recommend distinguished persons to be Honorary Members of the Company provided that there shall not be at any time more than twenty Honorary Members. The Board shall make such appointment of Honorary Members upon advice of the Secretary for Home Affairs. An Honorary Member is not a voting member and shall have no voting rights. The Board of Directors may also make recommendations and seek the advice of the Secretary for Home Affairs, through the annual general meeting, on the persons they consider fit for appointment as Honorary Members.
- 6. The notice containing the names of the Patron and Honorary Members appointed by the Board on the advice and recommendation of the Secretary for Home Affairs shall be posted in a conspicuous place in the Company. No person shall be appointed as Patron and Honorary Members without recommendation of the Secretary for Home Affairs.

Rights of Members

- 7. The rights and privileges of a Member shall be personal to himself or to the organization as the case may be; they shall not be transferable by his or its own act and shall cease upon his death or its dissolution as the case may be or upon his or its ceasing from any cause to be a Member under the provision of these Articles.
- 8. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Company all moneys which, at the time of his ceasing to be a Member, may be owed by him to the Company.
- 9. Members shall, as soon as practicable, communicate any change of address to the Company.

10. Without prejudice to the application of Articles 12, 13 and 14 below, every Member on joining the Company impliedly undertakes to comply with these Articles, and any refusal or neglect to do so, or any performance of conduct unworthy of a Member, shall render his or her membership liable to termination by a resolution passed at a general meeting under Article 3(2)(iii)(a), provided that at least three weeks before such meeting he or she shall have had written notice of the meeting and of the allegations made against him or her and of the intended resolution, and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit. A Member terminated under this rule shall forthwith forfeit all his membership rights.

Cessation of Membership

11. The Board shall have the power to terminate the appointment of any members and to re-appoint any new members in substitution thereof. Such power shall only be exercised after consultation with the Secretary for Home Affairs and the Secretary for Home Affairs is in agreement thereto.

General Meetings

12. The Company shall in each year hold an 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 Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it needs 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 Chairman of the Board shall appoint.
13. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
14. *The Chairman of the Board may, whenever it thinks fit, convene an extraordinary general meeting.*

Notice and Conduct of General Meetings

15. 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 Company 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 the case of special business, the general nature of that business, and such information shall be given in the manner hereinafter mentioned or in such other manner as may be prescribed by the Company in general meeting

to such persons as are under these Articles entitled to receive such notices from the Company. Provided that a meeting of the Company shall, notwithstanding that it is called by a 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 the number of Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five percent of the total voting rights of all the Members entitled to attend and vote at that meeting.
16. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled thereto shall not invalidate the proceedings at any meeting.
17. All business that is transacted at both extraordinary general meeting and annual general meeting shall be deemed special save and except the business for considering the accounts, balance sheets, and the reports of the Board and auditors and the appointment of auditors and fixing of their remuneration at annual general meeting.
18. Subject to Article 25, no business shall be transacted at any general meeting unless a quorum of Members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of at least two in number or one-third of the total number of Members for the time being, whichever is the greater, of the Members present in person.
19. 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 days and at such other time and place as the Board 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 members present shall be a quorum.*
20. The Chairman of the Board shall preside as chairman at every general meeting of the Company. If at any meeting the Chairman shall not be present within fifteen minutes after the time appointed for holding the meeting, or if he shall have previously notified the Company of his intention of not being present, a Vice Chairman shall preside the meeting, or if failing him, the Directors present shall elect one of their number to preside, or if no such Director be present or willing to take the chair the meeting shall stand adjourned.

21. At any general meeting, a resolution put to the vote at the meeting shall be decided on a show of hands and a declaration by the chairman that a resolution has been carried (unanimously or by a particular majority) or lost, and followed by an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
22. In the case of an equality of votes the chairman shall be entitled to a second or casting vote.
23. Every Member with voting rights shall have one vote.

Proxies

24. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing, or, if the appointer is a corporation, either under the seal or under the hand of an officer or attorney so authorized. A proxy may not be a Member of the Company.
25. The instrument appointing a proxy shall (except to the extent to which the proxy is specially directed to vote for or against any proposal) include the power to act generally at the meeting for the person giving the proxy.
26. Every instrument of proxy shall, as nearly as circumstances will admit, be in the following form or to the effect following or in such other form as the Board may from time to time determine:-

"I, *being a Member of 2009 EAST ASIAN GAMES (HONG KONG) LIMITED 2009 東亞運動會(香港)有限公司*, hereby appoint
of
or failing him, of
, or failing him, of
as my proxy to vote for me and on my behalf at the
Annual (or Extraordinary or adjourned, as the case may be) General Meeting of
the Company, to be held on the day of , 20 ,
and at any adjournment thereof.

Signed this day of , 20 .

This form is to be used either in favour of or against the Resolution.

Unless otherwise instructed the proxy will vote as he thinks fit."

27. The instrument appointing a proxy shall be deposited at such place and by such hour as the Company may determine; otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid except for the meeting mentioned therein and any adjournment thereof.

Board

28. (1) The Board shall have the overall management of the affairs, administration and business of the Company, and shall be the overall governing body. The initial and each subsequent Board shall consist of not less than two or more than twenty directors. The Directors shall all be nominated by the Secretary for Home Affairs for appointment by the Board to fill a casual vacancy or at the general meeting.

(2) The Board, shall have power at any time, and from time to time to appoint any person as a Director, to fill a casual vacancy or as an addition to the Board upon advice and recommendation of the Secretary for Home Affairs as to the choice of nominees. Any Director so appointed by the Board shall hold office only until the conclusion of the next annual general meeting of the Company and shall then be eligible for reappointment. No Directors shall be appointed or reappointed without recommendation from the Secretary for Home Affairs.
29. All subscribers of the Memorandum of Association shall become Directors of the first Board. Other Directors of the first Board shall be appointed under Articles 28(1) and 28(2).
30. The Directors shall be offered a term of not more than two years and shall be eligible for reappointment to the Board for further such periods if the Secretary for Home Affairs shall agree.
31. The Board, subject to the provisions of the Memorandum of Association and these Articles, shall conduct and regulate the affairs of the Company, which includes appointing persons to sign and operate bank accounts. The Board shall have powers to rent offices for the use of the Company and to appoint such staff, salaried or otherwise, as may be found necessary for the proper conduct of the affairs of the Company, to engage professional assistance and to remunerate all persons employed.
32. Subject to Article 51, a Director shall cease to be appointed to his office if Article 11 applies to his case. The vacancies so arisen will be filled in accordance with Article 28(2).
33. Subject to the provisions of these Articles, the Board shall have power to convene its own meetings and regulate its own proceedings.
34. (1) The Board shall cause minutes to be made in books provided for the purpose of the proceedings at all meetings of the Company and of the Board and to record:-
 - (a) All appointments of officers made by the Board;
 - (b) The names of the Directors present at each meeting of the Board and of any committees of the Board;

- (c) All resolutions passed and decisions made in all meetings of the Company, of the Board and committees of the Board.
- (2) Every Director present at any meeting of the Board or a committee of the Board shall sign his name in a book to be kept for that purpose.

Officers

35. The officers of the Company shall comprise of the following:-

- (1) Chairman;
- (2) Vice Chairman ;
- (3) Secretary;
- (4) Such other officers (having such duties and responsibilities) as the Board may from time to time designate.

The Board shall not appoint a single Director to hold more than one of the following three posts of Chairman, Vice Chairman and Secretary at any one time. ~~The Secretary and such other officers abovementioned may not be Directors.~~

- 36. The Board shall in each year following the conclusion of the annual general meeting seek the recommendation and agreement of the Secretary for Home Affairs to appoint the Chairman, Vice Chairman and Secretary and the other officers for a term of up to two years. All officers of the Company shall continue to serve if re-appointed until their respective successors are duly appointed. No officers shall be appointed or reappointed without recommendation from the Secretary for Home Affairs.
- 37. The Chairman shall preside over meetings of the Board and the Company and shall perform such duties as are customarily attached to this office.
- 38. The Secretary shall keep the record of all the meetings of the Board and of the Members. He shall keep custody of the properties of the Company. In addition, he shall perform the duties customarily incidental to his office or those required by the Board, the Chairman or the Vice Chairman.
- 39. In the absence of or in case of the disability of the Chairman, the Vice Chairman shall serve as acting chairman. In rare situation where the Chairman and Vice Chairman are unavailable to perform their duties, the Directors shall elect one of their number to act as chairman. The Board shall provide for successions and acting designations to cover other contingencies which may arise.

Proceedings of the Board

40. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and business as they think fit. Meetings of the Board may be convened on the request of the Chairman or Vice Chairman or in writing by any Director stating the objects for which such meetings are to be convened and forwarded to the Secretary.
41. The Chairman or Vice Chairman or in the absence of both, the Directors present shall elect one of their number to act as chairman and to preside at meetings of the Board.
42. The quorum necessary for the transaction of the business of the Board shall comprise at least fifty percent of the total number of Directors and being at least two in number, personally present throughout the meeting concerned.
43. Questions arising at any meeting (except as herein otherwise mentioned) shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman or failing him, the acting chairman of the meeting shall have a second or casting vote.
44. The continuing Directors may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as not reaching the necessary quorum for Board meetings, the continuing Directors may be continued to act for the purpose of seeking advice and recommendation from the Secretary for Home Affairs as to nomination of directors and to make appropriate appointment to fill causal vacancies.
45. The Board may, if it thinks fit, transact any of its business by the circulation of papers and a resolution in writing signed by all the Directors for the time being *shall be as effective for all purposes as a resolution of the Board passed at a meeting duly convened, held and constituted.* An electronic, telephone or other facsimile documentary transmission of, or confirmation of, such resolution in writing and sent by a Director shall be deemed to be his signature to such resolution in writing for the purposes of this Article and such resolution in writing may in such circumstances consist of more than one document.
46. Except as provided in Article 44 hereof a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally, provided that all Directors have been given reasonable prior notice of such meeting.
47. (1) The Board may, from time to time, appoint such committees as it considers necessary for the efficient discharge of its functions, and may delegate to any such committees any of its powers and duties.

- (2) Any committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (3) Any committee so appointed shall have at least one Director.
- 48. All acts done by the Board or by a committee appointed as aforesaid or by any person acting as a Director or committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or was qualified to be a Director.
- 49. Any vacancy occurring in the Board by reason of death, resignation or other disability or incapacity may be filled by the Board as advised and recommended by the Secretary for Home Affairs but the person so chosen shall be subject to the same conditions as to eligibility and tenure of office as his predecessor.
- 50. The Board shall be responsible for raising funds from all legitimate sources in order to support the activities of the Company and shall endeavour to oversee and supervise the organization of all fund raising activities of the Company.

Disqualification of Directors

- 51. The office of a Director shall be vacated if the appointment is revoked by the Board as advised by the Secretary for Home Affairs. The Board must act according to the advice of the Secretary for Home Affairs without delay.
- 52. The Officers of the Company as defined in Article 35 shall be vacated if:
 - (1) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
 - (2) he is found lunatic or becomes of unsound mind or is subjected to other mental incapacity;
 - (3) he resigns his office by notice in writing to the Company; or
 - (4) the Board otherwise basing on the advice and recommendation of the Secretary for Home Affairs determines that there is a good cause for his removal.
- 53. Subject to the provisions of the Memorandum of Association and these Articles, a Director or officer shall disclose the nature of his interest in any matter concerning the Company and shall not attend or vote in any meetings of the Company or engage in any discussion whereby matters that he is interested in would be considered or discussed.

Accounts

54. The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company covering all the incomes and expenditures, assets and liabilities and all sales and purchases of goods by the Company. Proper books shall not be deemed to be kept if such books of account are not kept in the required way as are able to give a true and fair view of the Company's affairs or its transactions conducted.
55. The books of account shall be kept at the registered office of the Company, or, subject to the Ordinance, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the Directors and the Secretary for Home Affairs.
56. The Board 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 Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have the right of inspecting any account or book or document of the Company except as conferred by law or by the Company in general meeting or otherwise authorized by the Board.
57. The Board shall from time to time in accordance with the provisions of the Ordinance cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Ordinance.
58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting together with a copy of the Auditor's Report shall, not less than twenty one days before the date of the meeting; be sent to all persons entitled to receive notice of general meeting of the Company.
59. The Secretary shall have the power to receive all moneys coming into the Company and the receipt issued by him shall be the official acknowledgement of such payment. The Board shall have absolute discretion to appoint such staff members as it may decide to receive and give receipt for all moneys coming into the Company and to pay the same into the bank. The Board may from time to time select the appropriate bank for depositing its money.
60. All cheques of the Company shall be signed by such persons as are designated by the Board by resolution.

Audit

61. A firm of certified public accountants shall be appointed to the office of auditors and their duties regulated in accordance with the provisions of the Ordinance.

Seal

62. (1) The Board may from time to time make regulations as to the custody and use of the seal of the Company. The seal shall be kept at the registered office or at such other place as the Board shall from time to time determine, and all documents requiring the seal to be affixed thereto shall be signed by the Chairman and countersigned by one of the 2 Vice Chairmen or by the Secretary or such other Director as may from time to time designated by the Board.
- (2) The Company may exercise all the powers conferred by Section 35 of the Ordinance and such powers shall be in the hands of the Board.

Notices

63. A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address appearing in the Register of Members.
64. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post except for notices served outside the territory of Hong Kong Special Administrative Region the service shall be deemed to have been served on the second day following the date of posting, and in proving such service it shall be sufficient to prove that the letter containing the notice was written with the correct address and put into the post office as a prepaid letter.

Winding Up

65. The Company may be wound up at any time by a special resolution passed by at least three quarters of the votes of all the Members on the membership register of the Company at an extraordinary general meeting called for that purpose.
66. *Clause 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.*

Advisory Committees

67. The Board may establish and abolish from time to time in its absolute discretion such advisory and consultative committees and groups as it may determine to be in the interest of the Company.

Pre-incorporation contracts and expenses

68. The Company shall ratify all contracts and reimburse all expenses made by the promoters of the Company before incorporation that are solely and necessarily required to be made for the purposes and objects, the incorporation, and the efficient management of the Company.

Miscellaneous

69. The First Secretary of the Company shall be Wong Lam Leung & Kwok Secretaries Limited who may resign from this office upon giving notice to the Company of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

Names, Addresses and Descriptions of Subscribers

Signatures

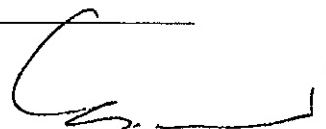
1. Name : SIU Yu Bun, Alan (蕭如彬)



Address : 16th Floor,
Leisure and Cultural Services Headquarters,
1-3 Pai Tau Street, Sha Tin, New Territories.

Occupation : Civil Servant

2. Name : CHAN Yeuk Oi, Olivia (陳若鸞)

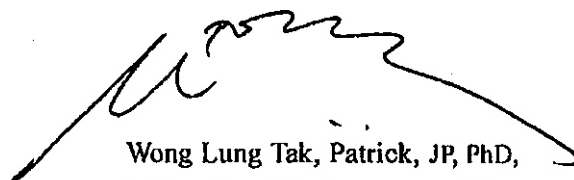


Address : 15th Floor,
Leisure and Cultural Services Headquarters,
1-3 Pai Tau Street, Sha Tin, New Territories.

Occupation : Civil Servant

Dated this 21st day of February 2005.

Witness to the above signatures:-



Wong Lung Tak, Patrick, JP, PhD,
FCPA (Practising), ACA, FCCA,
FAIA, MSCA, FCIS, FCS, ATIIHK,
FHKIoD

Chartered Secretary
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141 Des Voeux Road Central,
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