存案 Filed

AMENDED AND RESTATED

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

Guangxin Aluminium (HK) Limited

香港廣新鋁業有限公司

Incorporated the 2nd day of July, 1985.

HONG KONG

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Signed
Date 24/07/2014
Chan Kit Hung 2976349(0)
Company Secretary 0140
Guangxin Aluminium (HK) Limited

No. 153747

THE COMPANIES ORDINANCE

(Chapter 32)

SPECIAL RESOLUTION

OF

Guangxin Aluminium (HK) Limited

(香港廣新鋁業有限公司)

("the Company)

Passed on 2nd day of November 2011

At an Extraordinary General Meeting of Guangxin Aluminium (HK) Limited held at Room 1801-04, 18/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on the 2nd day of November 2011, the following resolution was duly passed as Special Resolution, pursuant to Section 116(2) of the Company Ordinance:-

"THAT the authorized capital of the Company be increased to $318,959,300.00 Hong Kong Currency by the creation of 318,459,300 shares of HK$1.00 each, such new shares to rank pari passu in all respects with the existing shares in the capital of the Company."

(sd.)Lin Xinqiang

CHAIRMAN

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No. 153747

THE COMPANIES ORDINANCE

(Chapter 32)

SPECIAL RESOLUTION

OF

Guangxin Aluminium (HK) Limited

(香港廣新鋁業有限公司)

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(sd.)Lin Xinqiang

CHAIRMAN

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No. 153747
編號

公 司 註 冊 處
COMPANIES REGISTRY

CERTIFICATE OF CHANGE OF NAME
公 司 更 改 名 稱 證 書

* * *

I hereby certify that
本 人 謹 此 證 明

CONNECTED SUCCESSFUL INVESTMENT LIMITED
粵發投資有限公司

having by special resolution changed its name, is now incorporated under the
已 藉 特 別 決 議 更 改 其 名 稱 ， 該 公 司 根 據

Companies Ordinance (Chapter 32 of the Laws of Hong Kong) in the name of
《 公 司 條 例 》（香 港 法 例 第 32 章）註 冊 的 名 稱 現 為

Guangxin Alumium (HK) Limited
香港廣新鋁業有限公司

Issued on 28 September 2011 .

本 證 書 於 二 〇 一 一 年 九 月 二 十 八 日 發 出 。

Ms Ada L L CHUNG

Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

Note 註：
Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.
公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

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No. 153747

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTIONS

OF

CONNECTED SUCCESSFUL INVESTMENT LIMITED
(粵發投資有限公司)

("the Company")

Passed on 11th day of December 1989

At an Extraordinary General Meeting of the members of the abovenamed Company duly convened and held at 2F Tak Shing Street, 6th Floor, Kowloon, Hong Kong on the 11th day of December 1989, the following Special Resolution was duly passed and resolved :-

(A) "THAT Clause 3 of the Memorandum of Association of the Company be and it is hereby amended by the deletion in its entirety of the existing paragraph (27) of Clause 3 and by the substitution of the following new paragraphs (27) and (27A) therefor :-

(27) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

(27A) As a separate and independent object of the Company, to guarantee and/or give indemnity(ies) for and/or otherwise support or secure, either with or without the Company receiving any consideration, benefit or advantage, and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) and uncalled capital of the Company or by both such methods or by any other means whatsoever, the discharge or performance of the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or

company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by Section 2 of the Companies Ordinance (Cap. 32)) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and to enter into any contract of indemnity or suretyship (but not in respect of fire, life and marine insurance business)".

(B) "That the Articles of Association of the Company be altered by adding the following Article 18A immediately after the existing Article 18 :-

18A. Notwithstanding anything to the contrary contained in the Articles of Association of the Company and whether or not the Company may receive or has received any consideration, benefit or advantage, the Directors of the Company may exercise all or any of the powers of the Company to borrow or raise money, to guarantee or give any indemnity or security for or otherwise support, and/or to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and/or to issue debentures, debenture stocks, bonds and other securities, whether outright or as collateral security for, the discharge or performance of any debt, liability or obligation of the Company or of any third party, any person, firm or company whatsoever including (without limitation) any company which is for the time being the holding company or a subsidiary (both as defined by Section 2 of the Companies Ordinance (Cap. 32)) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and any Director may (subject to disclosing his interest as provided in the Companies Ordinance (Cap. 32, Laws of Hong Kong)) vote and be counted in the quorum on any resolution or meeting concerning any contract, arrangement, dealing, transaction or matter relating to any of the aforesaid matters or transactions including (without limitation) any borrowing, lending, mortgage charge, guarantee, indemnity, debenture or security that may be involved therein, notwithstanding that he is also a director and/or member of the other party or parties in connection with such contract, dealing, arrangement, transaction or matter or is or may be otherwise concerned or interested directly or indirectly in such party or parties and/or in such contract, dealing, arrangement, transaction or matter or in any person, firm or company standing to benefit directly or indirectly under or in consequence thereof and that such Director shall not be obliged to account to the Company for the benefit arising therefrom."

(Sd.) Yang Wen Guang

Chairman

THE COMPANIES ORDINANCE (CAP. 32)

SPECIAL RESOLUTION

OF

CONNECTED SUCCESSFUL INVESTMENT LIMITED
（粵發投資有限公司）

Passed on the 29th day of September 1986

At an Extraordinary General Meeting of the members of the abovenamed Company duly convened and held at the registered office of the Company on Monday the 29th day of September 1986 the following Special Resolution was duly passed and resolved :-

"That the authorised share capital of the Company be increased to HK$500,000.00 by creation of an addition thereto of the sum of HK$490,000.00 beyond the registered capital of HK$10,000.00 and that the additional capital shall be divided into 490,000 shares of HK$1.00 each and such new shares shall rank pari passu with the existing ordinary shares of the Company in all respects."

(Sd.) Zhang Ming Lie

CHAIRMAN

No. 153747

(COPY)

CERTIFICATE OF INCORPORATION

I hereby certify that

CONNECTED SUCCESSFUL INVESTMENT LIMITED
粵發投資有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

GIVEN under my hand this Second day of July One Thousand Nine Hundred and Eighty-five.

(Sd.) J. Almeida

p. *Registrar General*
(Registrar of Companies)
Hong Kong

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THE COMPANIES ORDINANCE (Chapter 32)

Private Company Limited by Shares

AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION

OF
Guangxin Aluminium (HK) Limited
香港廣新鋁業有限公司

Amended by special resolution passed on 28/9/2011

First: --The name of the Company is " Guangxin Aluminium (HK) Limited香港廣新鋁業有限公司".

Second:--The Registered Office of the Company will be situated in Hong Kong.

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

(1) To establish and carry on all or any of the business of importers, exporters, manufacturers, warehousemen, merchants, commission agents, contractors, general brokers, store-keepers, carriers, manufacturers' representatives, forwarding agents and traders both wholesale and retail or otherwise deal in goods, produce, raw materials, articles and merchandise in all its branches.

(2) To invest in, and to hold, sell and deal with the stock, shares, bonds, debentures, debenture stock, obligations, notes and securities of any government, state, company, corporation or other body or authority; and to raise and borrow money by the issue of shares, stock, debentures, debenture stock, howsoever and to underwrite any such issue.

(3) To acquire by purchase or otherwise lands and buildings and to erect and maintain warehouse, hotels, cinema halls, tenement house, commercial flats, factory buildings, office block or other buildings.

(4) To provide halls and other suitable rooms, buildings and places, and to permit the same or any part thereof to be used on such terms as the company shall think fit, for any purposes, public or private, and in particular for public meetings, exhibitions, concerts, lectures, dinners, theatrical performances, cinematographs and other entertainments.

(5) To build, establish, maintain, acquire, operate and own factories of all kinds.

(6) To carry on all or any of the business of packing, general warehousemen, godown and ice cold storage operators.

(7) To carry on all or any of the business of manufacturers, importers, exporters, merchants, wholesalers and retailers of all kinds and any yarn textile fabrics, and garments worsted stuff manufacturers, milliners, dress makers, tailors, hatters, clothiers, shirt makers, trouser makers, garment makers, glovers, lace manufacturers, dealers in leather, boot and shoe manufacturers, importers, exporters and merchants of any other articles or commodities in personal or household use and generally all and any manufactured goods, materials, provisions and produce.

(8) To carry on all or any of the business usually carried on by land companies, land investment companies, land and building mortgage companies and building and estate companies in their several branches.

(9) To construct and maintain, or contribute to, or procure the construction and maintenance of piers,

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wharves, embankments, bridges, sewers, drains, ways, markets, reservoirs, walls, reading rooms and such other buildings, works and conveniences as the company may think directly or indirectly conducive to the development of any land or hereditaments, messuages, or tenements, or any estate or interest therein respectively in which it is for the time being interested.

(10) To carry on all or any of the businesses of general contractors, engineering contractors, civil engineers, site formation and plant layout advisers and consultants(whether civil, mechanical, electrical structural, chemical, aeronautical, marine or otherwise).

(11) To purchase, dispose, sell, charter, hire, accept mortgage or finance the purchase of ships and other vessels of any class, buses, taxis, hire-cars, and other motor vehicles of any class, or aircraft, as owners, agents, managers or trustees, or on the authority or on behalf of any third party.

(12) To purchase or otherwise acquire and to carry on the business or businesses of ship owners, stevedores, wharfingers, carriers, forwarding agents, storage keepers, warehousemen, ship builders, dry-dock keepers, marine engineers, engineers, ship keeper, boat builders, ship and boat repairers, ship and boat outfitters, ship brokers, ship agents, salvors, wreck raisers, divers, auctioneers, valuers and assessors.

(13) To enter into, take over, negotiate or otherwise acquire, any contract or contracts for the construction, buildings, equipping, fitting out, storing, gearing or otherwise relating to any ship, carrier, boat, or other vessel whatsoever.

(14) To carry on the business of a transportation company by means of vehicles of whatever kind and howsoever propelled for the carriage of passengers, animals, fish, food-stuffs and goods of whatsoever kind and description.

(15) To carry on all or any of the businesses of travel agents, ticket and booking agents, charter-flight travel contractors, and to facilitate tours and travel and to arrange hotel and accommodation booking and travellers-cheque and credit-card facilities and other facilities for tourists and travellers and to engage in all aspects of the travel and tourist industry.

(16) To carry on the business of garage, service-station or filing-station proprietors, licensees or operators; or as vehicle manufacturers, assemblers, finishers or repairers; or as dealers in oil, petroleum products or motor accessories of all kinds; or as motor, mechanical or electrical engineers.

(17) To carry on all or any of the businesses of publishers, stationers, type-founders, bookbinders, printers, photographers, film-processors, cine-film producers, and cartographers and to do all things necessary or convenient for carrying out such businesses or businesses of a character similar or analogous to the foregoing or any of them or connected herewith.

(18) To establish, found, operate, own, support, or aid in the establishment, founding, operating, owning and support of schools, colleges, institutions or other educational establishments of whatsoever kind connected with or incidental to the promotion of any form of education, learning, cultural activity, sport or past-time amongst members of the public.

(19) To carry on all or any of the businesses of proprietors or licencees of restaurants, refreshment and tea rooms, hotels, bars for the sale of liquor, clubs, dance halls, cafes and milk and snack bars, and as caterers and contractors, in all their respective branches.

(20) To carry on business as dealers in, and producers, whether as farmers, market gardeners or processors, of fish, dairy farm, and garden produce of all kinds, including milk, cream, butter, cheese, poultry, eggs, fruit and vegetables.

(21) To acquire mines, mining rights, quarries and mineral lands, timber and forestry estates and property and land of every description developed or intended to be developed for the production of raw materials, crops, animal products or agricultural products anywhere throughout the whole world and any interest or concession therein and to explore, work, exercise, develop and turn the same to account.

(22) To carry on in any part of the world all or any of businesses of financiers, capitalists,

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concessionaires, commercial agents, mortgage and bullion brokers, discount brokers of financial agents and advisers.

(23) Generally to carry on and undertake any business, undertaking, transaction or operation whether mercantile, commercial, industrial, financial, manufacturing, trading or otherwise as an individual capitalist may lawfully undertake and carry on.

(24) To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic articles, instruments, appliances and apparatus of every description, and of and in radio, television and telecommunication requisites, supplies, equipment and stores of all kinds, including condensers and resistors.

(25) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures and other negotiable or transferable instruments.

(26) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, company, society, or partnership, formed for all or any part of the purposes within the objects of this company or carrying on or possessed of property suitable to the purposes of the company and to conduct and carry on or liquidate and wind up any such business and to amalgamate with any other company having objects altogether or in part similar to those of this company.

(27) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue(whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock(payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and if the Company thinks fit charged upon all or any of the Company's property(both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.

Amended by Special Resolution passed on 11/12/1989

(27A)As a separate and independent object of the Company, to guarantee and/or give indemnity(ies) for and/or otherwise support or secure, either with or without the Company receiving any consideration, benefit or advantage, and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights(present and future) and uncalled capital of the Company or by both such methods or by any other means whatsoever, the discharge or performance of the liabilities and obligations of and the payment of any moneys whatsoever(including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary(both as defined by Section 2 of the Companies Ordinance(Cap.32)) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and to enter into any contract of indemnity or suretyship(but not in respect of fire, life and marine insurance business).

(28) To originate, purchase or by any other lawful means acquire and protect, prolong, renew develop and improve, throughout the world, any patents, patent rights, copy-rights, trade-marks, trade-names, processes, protections, licenses and concessions concerned with inventions, exclusive or non-exclusive, or limited right to use any secret or any device, emblem, name or motto or any knowhow or any secret information and to sell, let, charge, dispose of, use and turn to account and to manufacture under or grant licenses or privileges in respect of the same.

(29) To enter into any arrangements for profit-sharing with any of the directors or employees of the company or of any company in which the company may for the time being hold a share or shares(subject to the consent and approval of such company) and to grant sums by way of bonus or allowance to any such directors or employees or their dependents or connections, and to establish or support, or aid in the establishment and support of, provident and gratuity funds,

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associations, institutions, schools or conveniences calculated to benefit directors or employees of the company or its predecessors in business or any companies in which the company owns a share or shares or the dependents or connections of such persons, and to grant pensions and make payments towards insurance.

(30) To become a member of any partnership or a party to any lawful agreement for sharing profits or to any union of interests, agreements for reciprocal concessions, joint ventures, or cooperative or mutual trade agreements, or marketing restrictions, with any person, association, partnership, co-partnership, firm or corporation within the objects of the company or any business capable of being conducted so as directly or indirectly to benefit this company.

(31) To sell and accept payment for the business or undertaking of the company or any part thereof, including any shares, stock, bonds, debentures, mortgages, or other obligations or securities, or any or either of them, patents, trade marks, trade names, copy-rights, licenses or authorities or any estate, rights, property, privileges or assets of any kind; whether real or personal, movable or immovable.

(32) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the company and to procure the company to be registered or recognized in any country or place outside Hong Kong.

(33) To obtain any Order of the Governor of Hong Kong or any Act or Ordinance of any Parliament or of any Legislative Assembly or Council or any Provisional or other Order of any proper authority in the world, for enabling the company to carry any of its objects into effect, or for dissolving the company and re-incorporating its members as a new company, for any of the objects specified in this Memorandum, or for effecting any modification in the company's constitution.

(34) To distribute any of the property of the company amongst the Members in specie or otherwise, but so that no distribution amounting to a reduction of capital be made except with the sanction(if any) for the time being required by law.

(35) To carry on any other business of a similar nature or any business which may in the opinion of the Directors be conveniently carried on by the company and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(36) To do all such things as are incidental or conducive to the above objects or any of them, in any part of the world and as principals, artisans, agents contractors, trustees, attorneys , concessionaires, factors, licencees or otherwise and as manufacturers, wholesalers, retailers, distributors or otherwise and either alone or in conjunction with others.

AND IT IS HEREBY DECLARED that the words "company" and "corporation" in this clause when not applied to this company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Hong Kong or elsewhere and whether existing or hereafter to be formed and the intention is that each object specified in each paragraph of this clause shall unless otherwise therein provided be regarded as an independent object and shall be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company and notwithstanding the use of the words "and" and "or", shall be capable of being pursued as an independent object and either alone or in conjunction with any one or more of the objects specified in the same or in any other paragraph or paragraphs.

Fourth: ---The liability of the Members is limited.

Fifth:-- The capital of the Company is HKD318,959,300.00 divided into 318,959,300 shares of HKD1.00 each. Upon any increase of capital the company is to be at liberty to issue any new shares

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either in Hong Kong Dollars or in any other currency or partly in one currency and partly in another and with any preferential, deferred, qualified or special rights, privileges or conditions attached thereto. The rights for the time being attached to any shares having preferential, deferred, qualified, or special rights, privileges or conditions attached thereto may be altered or dealt with in accordance with the accompanying Articles of Association but not otherwise.

Amended by Special Resolutions passed on 2/11/2011

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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, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:-

Names, Addresses and Descriptions of Subscribers	Number of Shares taken By each subscriber
DUTSUN COURT COMPANY LIMITED LUK SUI FONG, Director 8/F, Good Harvest Comm, Bldg., 515-517 Nathan Road, Kowloon, Hong Kong Corporation	1
LUK SUI FONG 8/F, Good Harvest Comm, Bldg., 515-517 Nathan Road, Kowloon, Hong Kong Merchant	1
Total Number of Shares Taken.....	2

Dated the 3 rd day of June, 1985

WITNESS to the above signatures:

LUK SUI CHU
Secretary
Wah Li Bldg., 11/F, 105 Hollywood Rd.,
Central, Hong Kong

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THE COMPANIES ORDINANCE (Chapter 32)

Private Company Limited by Shares

AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF

Guangxin Aluminium (HK) Limited
香港廣新鋁業有限公司

PRELIMINARY

1. The regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Chapter 32) shall apply to the Company save in so far as they are hereby expressly excluded or modified. In case of conflict between the provisions of Table "A" and these presents, the provisions herein contained shall prevail.

PRIVATE COMPANY

2. The Company is a private company and accordingly:

(a) the right to transfer shares is restricted in manner hereinafter prescribed;

(b) the number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after the determination of such employment to be members of the company) is limited to 50. Provided that where 2 or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member;

(c) any invitation to the public to subscribe for any shares or debentures of the company is prohibited;

(d) the company shall not have power to issue share warrants to bearer.

Transfer of Shares

3. The Directors may decline to register any transfer of shares to any person without giving any reason therefor. The Directors may suspend the registration of transfers during the twenty-one days immediately preceding the Ordinary General Meeting in each year. The Directors may decline to register any instrument of transfer, unless (a) a fee not exceeding two dollars is paid to the Company in respect thereof, and (b) the instrument of transfer is accompanied by the Certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

Chairman of Directors

4. The Directors may elect a chairman of their meetings, and determine the period for which he is to hold office, and unless otherwise determined the chairman shall be elected annually. If no chairman is elected, or if at any meeting the chairman is not present within half an hour of the time appointed for holding the same, the Directors present shall choose someone of their number to be the chairman of such meeting.

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5. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall not be less than two. The first Directors of the Company shall be nominated in writing by the subscribers to the Memorandum of Association.

6. A Director who is about to go away from or is absent from Hong Kong may with the approval of the majority of the other Directors nominate any person to be his substitute and such substitute whilst he holds office as such shall be entitled to notice of Meetings of the Directors and to attend and vote thereat accordingly and he shall ipso facto vacate office if and when the appointor returns to Hong Kong or vacate office as a Director or removes the substitute from office and any appointment and removal under this Article shall be effected by notice in writing under the hand of or by cable from the Director making the same. A Director may appoint (subject as above provided) one of the other Directors to be his substitute who shall thereupon be entitled to exercise (in addition to his own right of voting as a Director) such appointor's rights at Meetings of the Directors.

7. At the Ordinary General Meeting to be held next after the adoption of these Articles and at every succeeding Ordinary General Meeting all Directors, except Permanent Directors if any are appointed, shall retire from office and shall be eligible for re-election.

8. A Director shall not require any qualification shares.

9. The office of a Director shall be vacated if the Director: -

(a) resigns his office by notice in writing to the Company; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes of unsound mind.

10. (a) No Director shall be disqualified by his office from contracting with the Company, nor shall any such contract or any contract entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office, or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined on if his interest then exists, or, in any other case, at the first meeting of the Directors after the acquisition of his interest. A Director may vote in respect of any contract or arrangement in which he is interested.

(b) A Director of the Company may be or become a Director of any company promoted by this Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or shareholder of such company.

11. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined, two Directors shall constitute a quorum.

12. Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but the person so chosen shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

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13. Subject to the provisions of Article 6 hereof, the Directors shall have power at any time, and from time to time, to appoint a person as an additional Director who shall retire from office at the next following Ordinary General Meeting, but shall be eligible for election by the Company at that meeting as an additional Director.

14. The Company may by special resolution remove any Director and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

15. Any Resolution of the Board of Directors in writing signed by the majority of the Directors, in whatever part of the world they may be, shall be valid and binding as a resolution of the Directors provided that notice shall have been given to all the Directors of the Company capable of being communicated with conveniently according to the last notification of address by each such Director given to the Registered Office of the Company.

16. Where any notice is required either by these Articles, by Table "A", by the Ordinance or otherwise, to be given to any Director or to any Member of the Company, such shall be valid if given by cable and where any consent, agreement, signature, notice by or authority from any Director or Member of the Company such shall be good and valid if given by cable in spite of the fact that neither the cable nor the document by which the cable is sent bears a written signature. This clause shall not apply to Special Resolutions.

Powers of Directors

17. The Directors, in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Company in General Meeting subject nevertheless to the provisions of the Companies Ordinance (Chapter 32), to these Articles, and to any regulations from time to time made by the Company in General Meetings, provided that no such regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

18. Without prejudice to the general powers conferred by the preceding Article and the other powers conferred by these Articles, it is hereby expressly declared that the Directors shall have the following powers, that is to say, power: -

(1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.

(2) To purchase or otherwise acquire for the Company or sell or otherwise dispose of any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they shall think fit.

(3) To engage, suspend or dismiss the employees of the Company, and to fix and vary their salaries or emoluments.

(4) To institute, conduct, defend, compromise or abandon any legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.

(5) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

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(6) To make and give receipts, releases and other discharges for moneys payable to the Company, and for claims and demands of the Company.

(7) To invest, lend or otherwise deal with any of the moneys or property of the Company in such manner as they think fit having regard to the Company's Memorandum of Association and from time to time to vary or realise any such investment.

(8) To borrow money on behalf of the Company, and to pledge, mortgage or hypothecate any of the property of the Company.

(9) To open a current account with themselves for the Company and to advance any money to the Company with or without interest and upon such terms and conditions as they shall think fit.

(10) To enter into all such negotiations and contracts 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 Company as they may consider expedient for, or in relation to, any of the matters aforesaid, or otherwise for the purposes of the Company.

(11) To give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction, and such commission shall be treated as part of the working expenses of the Company, and to pay commissions and make allowances (either by way of a share in the general profits of the Company or otherwise) to any person introducing business to the Company or otherwise promoting or serving the interest thereof.

(12) 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 Company.

(13) To employ, invest or otherwise deal with any Reserve Fund or Reserve Funds in such manner and for such purposes as the Directors may think fit.

(14) To execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provision as shall be agreed upon.

(15) From time to time to provide for the management of the affairs of the Company abroad in such manner as they think fit, and in particular to appoint any persons to be the attorneys or agents of the Company with such powers (including power to sub-delegate) and upon such terms as they think fit.

(16) From time to time to make, vary or repeal rules and by-laws for the regulation of the business of the Company, its officers and servants.

(17) To delegate any or all of the powers herein to any Director or other person or persons as the Directors may at any time think fit.

18A. Notwithstanding anything to the contrary contained in the Articles of Association of the Company and whether or not the Company may receive or has received any consideration, benefit or advantage, the Directors of the Company may exercise all or any of the powers of the Company to borrow or raise money, to guarantee or give any indemnity or security for or otherwise support, and/or to mortgage or charge all or any part of the undertaking, property and assets(present and future) and uncalled capital of the Company and/or to issue debentures, debenture stocks, bonds and other securities, whether outright or as collateral security for, the

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discharge or performance of any debt, liability or obligation of the Company or of any third party, any person, firm or company whatsoever including(without limitation) any company which is for the time being the holding company or a subsidiary(both as defined by Section 2 of the Companies Ordinance(Cap.32)) of the Company or of the Company's holding company or is otherwise associated with the Company in its business, and any Director may(subject to disclosing his interest as provided in the Companies Ordinance(Cap.32, Laws of Hong Kong)) vote and be counted in the quorum on any resolution or meeting concerning any contract, arrangement, dealing, transaction or matter relating to any of the aforesaid matters or transactions including(without limitation) any borrowing, lending, mortgage charge, guarantee, indemnity, debenture or security that may be involved therein, notwithstanding that he is also a director and/or member of the other party or parties in connection with such contract, dealing, arrangement, transaction or matter or is or may be otherwise concerned or interested directly or indirectly in such party or parties and/or in such contract, dealing, arrangement, transaction or matter or in any person, firm or company standing to benefit directly or indirectly under or in consequence thereof and that such Director shall not be obliged to account to the Company for the benefit arising therefrom.

19. Clause 81 of Table "A" shall not apply.

Seal and Cheques

20. The Seal of the Company shall be kept by the Board of Directors and shall not be used except with their authority.

21. Every document required to be sealed with the Seal of the Company shall be deemed to be properly executed if sealed with the Seal of the Company and signed by the Chairman of the Board of Directors, or such person or persons as the Board may from time to time authorise for such purpose.

22. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, shall be made, signed, drawn, accepted and endorsed, or otherwise executed by the person or persons from time to time authorised by a resolution of the Board of Directors.

General Meetings

23. For all purposes, the quorum for all general meetings shall be two members personally present and holding either in his own right or by proxy at least fifty-one per cent of the paid-up capital of the Company. One member shall constitute a quorum for a meeting of a company having only one member. No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

24. A resolution in writing signed by all the shareholders shall be as valid and effectual as a resolution passed at a general meeting duly convened and held.

Votes of Members

25. All voting of members in respect of any matter or matters shall be by poll and every member present in person or by proxy shall have one vote for each share of which he is the holder.

Divisions of Profits

26. The net profits of the Company in each year shall be applied in or towards the formation of such reserve fund or funds and in or towards the payment of such dividends and bonuses as the Directors subject to the approval of the Company in General Meeting may direct.

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27. No dividend shall be payable except out of the profits of the Company, and no dividend shall carry interest as against the Company.

28. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

29. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends or for other moneys payable in respect of such share.

30. The Directors may retain any dividends payable on shares on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

31. All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for benefit for the Company until claimed.

Miscellaneous

32. The Secretary of the Company may resign from this office upon giving notice to Company of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

33. Any notice required to be given to the shareholders under these Articles may be in Chinese or English language or both.

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Names, Addresses and Descriptions of Subscribers
DUTSUN COURT COMPANY LIMITED LUK SUI FONG, Director 8/F, Good Harvest Comm, Bldg., 515-517 Nathan Road, Kowloon, Hong Kong Corporation LUK SUI FONG 8/F, Good Harvest Comm, Bldg., 515-517 Nathan Road, Kowloon, Hong Kong Merchant

Dated the 3rd day of June, 1985

WITNESS to the above signatures:

LUK SUI CHU
Secretary
Wah Li Bldg., 11/F, 105 Hollywood Rd.,
Central, Hong Kong

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