



**AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

\* *For identification purpose only*

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MEMORANDUM OF ASSOCIATION

THE COMPANIES AS REVIEWED  
EXHIBIT THE COMPANY BY SHARES

SEMICONDUCTOR MANUFACTURING  
INTERNATIONAL CORPORATION

BEFORE THE STATE OF  
NEW YORK

- 1 The name of the company is **Semiconductor Manufacturing International Corporation.**
- 2 The registered office of the company shall be at the office of Mayer Tuttle Company (Ym n) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, (Ym n I L), or to such other place as the directors may determine from time to time.
- 3 The object for which the company is established is unrestricted and the company shall have full power and authority to carry out any object not prohibited by the Companies Act or the Memorandum, from time to time, or any other law of the Cayman Islands.
- 4 The liability of each member is limited to the amount in full of the amount from time to time unpaid on such member's shares.
- 5 The authorized capital of the company is US\$42,000,000, divided into (i) 10,000,000,000 common shares of par value of US\$0.004 each having the right to participate in the dividends and to vote in the company, Article of Association and (ii) 500,000,000 preference shares of par value of US\$0.004 each having the right to participate in the dividends in the company, Article of Association.
- 6 The company shall have power to register by way of continuation any body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be registered in the Cayman Islands.
- 7 It is hereby declared that the terms defined in this Memorandum of Association bear the same meaning as those given in the Article of Association of the company.

**ARTICLES OF ASSOCIATION**

THE COMPANIES ACT AS REVISED  
EXHIBIT COMPANY LIMITED BY SHARES

**SEMICONDUCTOR MANUFACTURING  
INTERNATIONAL CORPORATION**

# CHAPTER 1 DEFINITIONS AND GENERAL PROVISIONS

## (1) Definitions

Table A in the Schedule to the Companies Act does not apply to these Articles. In these Articles, unless the subject or context suggests otherwise, the following terms and expressions shall bear the following meanings.

- “om n<sup>y</sup>” means a corporation incorporated in or outside Hong Kong.
- “om ne Act” means the Companies Act, Chapter 622 of the Laws of Hong Kong, in force at the time being in force and includes every other law in force with or without amendments.
- “Exchange <sup>R. O</sup> /u l<sup>e</sup>” means the relevant code, regulation, rule or bye-law of the origin of the listing of shares on the Exchange.
- “Memor <sup>R. O</sup> /u m” means the memorandum of association of the om n<sup>y</sup>, as amended from time to time by special resolution.
- “Article<sup>O</sup>” means the articles of association of the om n<sup>y</sup>, as amended from time to time by special resolution.
- “Share<sup>O</sup> ( )” means share(s) in the om n<sup>y</sup>, including fractional shares.
- “ommon share” means share that entitles common shareholders to bear common obligations, having the meaning given in the Memorandum. Common share includes those listed on the Exchange in Hong Kong, with transaction denominated in local currency.
- “<sup>R. O</sup> /u l<sup>e</sup> ommon share” means common share listed on the Exchange in Hong Kong which are subscribed in <sup>R. O</sup> /u l<sup>e</sup> with transaction denominated in <sup>R. O</sup> /u l<sup>e</sup>. <sup>R. O</sup> /u l<sup>e</sup> means the local currency of the People's Republic of China.
- “Preferred share” means share that entitles shareholders over common shares in the distribution of profit or other matter of the om n<sup>y</sup>, having the meaning given in the Memorandum.
- “Dividend” includes interim dividends and bonuses.
- “<sup>R. O</sup> /u l<sup>e</sup>” means <sup>R. O</sup> /u l<sup>e</sup> or convertible <sup>R. O</sup> /u l<sup>e</sup>.

Member	in the membership given in the same Act.
"Register of Member	means the register maintained in accordance with the same Act and includes otherwise than by the Register of Member.
"On the day of the R/ election	means election by a majority of more than one-half (1/2) of the Member, being entitled to do so, vote in person or by proxy, or, in the case of corporation, by a duly authorized representative, at the general meeting. In computing such a majority when all the members, registered in the membership to the number of vote to which each member is entitled by the Article.
"Secret R/ election	means election by at least three-fourth (3/4) of the Member, being entitled to do so, vote in person or by proxy, or, in the case of corporation, by a duly authorized representative, at the general meeting. In computing such three-fourth requirement when all the members, registered in the membership to the number of vote to which each member is entitled by the Article.
"Board	means the board of directors of the company.
"Director	means the director for the time being of the company.
"Secretive	means person appointed to perform the duties of secretive of the company.
"Auditor	means the person for the time being performing the duties of auditor of the company.
"By the Meeting	means general meeting held and conducted by the meeting in accordance with the provisions of the Member or proxy.
"Electronic Meeting	means general meeting held and conducted by the meeting in accordance with the provisions of the Member or proxy by means of electronic facilities, whilst such electronic facilities have been in communication among themselves.
"Electronic communication	means communication sent, transmitted, conveyed or received by wire, radio, optical means or other similar means in any form through any medium.
"S/R	means the Singapore Regulatory Commission.

“Exchange	means any exchange or other system on which the securities listed or otherwise authorized for trading from time to time.
“Recognized clearing organization	means the meaning ascribed thereto in Part I of Schedule I of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as in force immediately before the commencement thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
“Registered Office	means the registered office for the time being of the company.
“Member”	means the member of the Board, Director of the company.
“Hong Kong	means the Hong Kong Special Administrative Region of the People's Republic of China.
“Security”	means the common law of the company and includes every security.
“Year	means calendar year.
“Month	means calendar month.

## (2) General Provisions

- 2.1 Words importing the singular number include the plural number; and
- 2.2 Words importing the masculine gender include the feminine gender;
- 2.3 Words importing error include correction;
- 2.4 “Written” means “in writing” includes all modes of representing or reducing words in visible form, including in the form of electronic records (as defined under the Electronic Transaction Act (Chapter 618) of the Laws of Hong Kong);
- 2.5 Reference to revision of any law, rule or regulation shall include reference to those revisions, amendments or additions from time to time;
- 2.6 Any phrase introduced by the term “including”, “includes”, “in return” or “in addition” shall not limit the effect of the words including those terms;
- 2.7 Nothing is inserted for reference only shall be ignored in construing the Article;

- 2.8 Reference in the Article to document being 'executed' includes reference to it being executed under hand or seal or by any other method authorized by the company;
- 2.9 Any word or expression defined in the Companies Act or any other public law in force here, if not inconsistent with the subject or context in which they occur, have the meaning in the Article or that that the word "company" includes any body corporate;
- 2.10 Reference to meeting: 1) shall not be taken requiring more than one person to be present if any quorum requirement can be satisfied by one person; 2) shall mean meeting convened here in any manner permitted by the Article; 3) shall, where the context so requires, include any adjourned meeting; 4) for purpose of public law, e.g. provision, the Exchange Rules in the Article, term such terms, receipt, tendering, receipt, tender and receipt shall be for the meaning.
- 2.11 Where the Article vests any power or authority to any person, that power or authority can be exercised on any number of occasions unless otherwise stated in the Article;
- 2.12 The company shall comply with all public law, rules or regulations in the Exchange Rules, e.g. of whether any reference to such provision is explicit or not in the Article.

## CHAPTER 2 AUTHORIZED SHARE CAPITAL AND SHARES

### (1) Authorized Share Capital and Issue of Shares

- 3 The authorized limit of the company at the date of the adoption of the Article is US\$42,000,000.00, divided into 10,000,000,000 common shares of par value of US\$0.004 each and 500,000,000 preferred shares of par value of US\$0.004 each.
- 4 The company may in general meeting increase or decrease the total number of shares authorized to be issued or the total number of issued shares.
- 5 Subject to the provision, if any, in the Memorandum in the Article in the authorization obtained by the company in general meeting with respect to any right attached to any existing shares, the company may (not, issue or grant or warrant over or otherwise dispose of any shares (including fraction of any shares) with or without reference, preference, qualification or other right (or restriction, whether with regard to dividends, voting, return of capital or otherwise, as to such person at such time as on such other condition the board consider proper. The company shall not issue shares to bearer.
- 6 The general meeting or the board authorized by the general meeting may issue warrant to subscribe for any class of shares or other equity of the company on such terms and conditions as may from time to time determine. No warrant shall be issued to bearer by the company.

7 Upon approval of the general meeting or approval of the Board authorized by the general meeting, each member of common share, or other share or equity of the company, may be required for purchase or will be required for purchase in connection with option, right, warrant or other equity of the company or any other exercisable for, convertible into, exchangeable for or otherwise purchase in respect of such common share or other share or equity of the company.

## (2) Preferred Shares

8 Preferred shares may be issued from time to time in one or more series by the company. When issuing preferred shares, the resolution providing for the issue of such series of preferred shares (at the general meeting or the resolution by the Board authorized by the general meeting) shall take effect in accordance with the provisions of such preferred shares (including without limiting the voting power attached thereto, if any, including "restricted voting" or "limited voting" where the voting right attached thereto is not the most favorable), voting power (if limited or without voting power), reference relative, ranking, option or other equity right and qualification, limitation or restriction thereof.

9 Subject to the Memorandum, the Articles, and the exercise of the authorization of the general meeting of the company, the Board may create one or more series of preferred shares on such terms and conditions as it may from time to time determine, including but not limited to the following:

9.1 The number of preferred shares to constitute such series shall be the definitive provision thereof;

9.2 The dividend rate on the preferred shares of such series, the dividend payments, the periods in respect of which dividends are payable ("Dividend Periods"), whether such dividends shall be preferred over common shares (whether they shall be cumulative or not, if cumulative, the date or dates from which dividends shall commence);

9.3 Whether the preferred shares of such series shall be convertible into, or exchangeable for, shares of any other class or any other series of the company and the conversion rate or rates, or the rate at which such exchange may be made, with such adjustment, if any, shall be taken into account or provided in such resolution;

9.4 The reference, if any, to the amount thereof, which the preferred shares of such series shall be entitled to receive upon the winding up of the company;

9.5 The voting right, if any, attached to the preferred shares of such series;

9.6 Transfer restriction and right of first refusal with respect to the preferred shares of such series;

9.7 In such other term, condition, equality right and provision may seem applicable to the provisions, notwithstanding the fixing of the number of shares constituting the share in the future thereof, the Board at any time thereafter may authorize the future of such provision of shares of the membership subject always to the provisions of the Memorandum and the Articles.

### (3) Common Shares

10 The holder of common shares shall be:

10.1 entitled to dividends in accordance with the relevant provision of the Articles;

10.2 entitled to attend general meeting of the company and shall be entitled to one vote for each common share registered in his name in the register of members, both in accordance with the relevant provision of the Articles;

10.3 entitled to right and subject to the provision in relation to winding up of the company provided for in the Articles.

11 All common shares shall rank pari passu with each other in respect, including the right to dividends, payment and distribution on the winding up of the company.

12 The common shares issued by the company are centralised with him pursuant to the provisions relating to the company's shares. The provisions relating to registration, transfer and other matters of the company's common shares shall be governed by the law, regulation and normative instrument of the jurisdiction in which the company is incorporated. In order to be common shares of the company continue to list on the Singapore Stock Exchange, the company shall comply with the law and regulation of the jurisdiction in which the relevant requirement of the securities regulation authority of the jurisdiction in which the company is incorporated.

### (4) Transfer of Shares

13 Unless otherwise stated in the Exchange Rules or the Articles, any member may transfer all or part of his shares to another person free from restriction.

14 Transfer of any shares shall be deemed to be effected by instrument of transfer in the usual common form or in such other form as the Board may from time to time resolve. The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee with necessary signatures or facsimile signatures, which may be machine printed or otherwise), provided that in the case of execution by facsimile signature, such facsimile signature shall be in addition to the signature. The Board may also agree with the transferee of the instrument of transfer by the transferee that consideration shall be paid to the transferee.

All instrument of transfer must be kept at the registered office of the company or at such other place as the Board may appoint, and shall be available for inspection by the company.



Article 10 of the Act (from time to time), such a transaction or purchase in accordance with the law, or regulation of the Exchange.

21. The authority to purchase any common share listed on any Exchange, whilst the maximum number of common shares that may be purchased shall be equal to the number of shares outstanding, one common share, such a purchase shall be made at the time, such a purchase shall be determined by the Member in the general meeting or by the authority of the general meeting in the absence of a resolution, however, that 1) such a purchase shall be in accordance with the law, or regulation of the Exchange; 2) at the time of purchase, the authority shall be to the debt due in the ordinary course of business.
22. The authority to purchase any common share not listed on any Exchange on a term such a purchase being agreed upon between the authority and the relevant Member, whilst such a purchase shall be in accordance with the law, or regulation.
23. The purchase or purchase of any share shall not oblige the authority to redeem or purchase any other share other than may be required pursuant to the law, or regulation.

- 28 A person becoming entitled to shares pursuant to Article 26 shall be entitled to the same dividend and other right to which he would be entitled, if he were the former registered holder of the shares, except that he shall not, before being registered as a Member in respect of the shares, be entitled in respect of such shares to exercise any right conferred to such holder of shares in relation to meeting of the company.
- 29 In case of the death of a Member, the person representative of the estate of which he was sole holder, or the surviving joint holder where the estate was joint holder, shall be the only person recognized by the company having any title to his interest in the shares.

### (7) Sale of Shares

- 30 The company shall be entitled to sell any shares of a Member or the shares to which a person is entitled pursuant to Article 26 or by operation of law in such manner as it may deem proper if it so resolves that:
- 30.1 All cheque or warrant, not being less than three (3) in number, for any sum payable in cash to the holder of such shares have been made payable for periods of twelve (12) years;
- 30.2 During such twelve year period, at least three (3) dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the Member;
- 30.3 Upon expiry of the twelve year period under Article 30.1, the company has given notice to be given in accordance with applicable law, rule or regulation of the Exchange or of its intention to sell such shares, and period of three (3) months has elapsed since such notice to the relevant Exchange has been notified of such intention; and
- 30.4 The company has not during the twelve year period under Article 30.1 or before the expiry of the 3-month period under Article 30.3 received any indication of the whereabouts or existence of the Member or the person entitled to such shares by transmission.
- 31 To give effect to any provision contained pursuant to Article 30, the company may cause any person to execute a transfer instrument of transfer of the shares and such other documents necessary to effect the transfer, and such documents shall be effective if they have been executed by the registered holder of or person entitled by transmission to such shares, and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto.
- 32 The net proceeds of any sale pursuant to Article 30 shall belong to the company and may be employed in the business of the company or invested in such investment other than here or other equitable in or of the company or its holding company, if any, or otherwise utilized for the benefit of the company from time to time as it may determine. The company shall account to the former Member or other person becoming entitled by transmission for a sum equal to such net proceeds which shall enter the name of such former Member or such other person in the book of the company as creditor for such amount, where no trust shall be created nor interest be payable in respect of such net proceeds and the company shall not be required to account for any money earned on the same.

## (8) Share Certificates

33 Every person who enters as a Member in the Register of Members shall be entitled without payment to receive, within twenty (20) days, for allotment or allotment of transfer, or within such other period as the constitution (of the company or otherwise), one certificate for the share of each class or class of shares on which he is entitled to be registered, and such number of certificates for shares that he is entitled to register. In respect of shares held jointly by several persons the company shall not be bound to issue certificate or certificates to each person, but the issue and delivery of certificate or certificates to one of several joint holders shall be sufficient delivery to all such joint holders.

All transfers and other documents relating to or affecting the title to any share or other right in or to the company shall be registered.

34 Every share certificate shall specify the number of shares in respect of which it is issued and the amount of the share or shares in respect of which it is issued, and the name of the person or persons to whom it is issued, and shall be in such written form as may be determined by the company. Each certificate shall be issued under the seal of the company, which shall only be affixed with the authority of the directors (or other persons authorized in that behalf by the directors), and shall be signed by one or more of the directors (or other persons authorized in that behalf by the directors) in such manner as may be determined by the company. All certificates for shares shall be conclusive evidence.

35 If a share certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) to be determined by the company on the application of the person or persons by whom the certificate was issued, in providing such evidence as may be required, and in the case of defacement or destruction of the certificate.

36 If a share certificate is not required to be issued to a Member according to the Exchange Rules, the company may nevertheless issue it.

## (9) Register of Members

37 The company shall maintain a register of its Members in accordance with the Companies Act and the Exchange Rules, with information of Members specified therein, including without limitation the name of each Member, the number of shares he is entitled to register, and the date of issue. The company shall not be bound to register more than four persons jointly as holders of any share.

38 The company, or any agent appointed by the company, shall cause to be entered in the Register of Members a record of the transfer of shares effected on any day, and shall also cause to be entered in the Register of Members in such manner as may be determined by the company, the name of the Member for the time being of the share he is entitled to register, and the date of issue, in accordance with the Companies Act.

- 39 The company shall not be obliged to recognize any person holding any share on any trust which shall not be bound to recognize even when having notice thereof) any equitable, contingent, future, or return interest in any share, or any interest in any fraction part of share, or any other right in respect of any share except in the exercise of the right to the entire thereof in the register; however, unless otherwise provided under the Companies Act or these Articles.
- 40 The registration of any transfer of share or any specific certificate thereof may, on failure of 14 days' notice being given in accordance with the applicable law, rule or regulation (the Exchange rule, bye-laws or the register of member closure touch time) for such period the company from time to time determine, provide lawfully that such registration shall not be entered or the register closed for more than thirty (30) days in any year or such longer period the member may by Order of resolution determine provide that such period shall not be extended beyond sixty (60) days in any year).
- 41 Except when the register of member is closed, the register of member maintained in any long haul shipping business shall be kept open to any member for inspection without charge.
- 42 The company may maintain register of member of any common share which is open to inspection by the management of which is entered by the company with his signature or initials being open to inspection. Other registers in such register of member of any common share registered owner of relevant share.

## CHAPTER 3 MEMBERS AND GENERAL MEETINGS

### (1) Rights of Members

- 43 All members shall have the right to request general meeting which shall be entitled to make enquiry or statement to the chairman of the meeting, verbally or in written form, in respect of which the chairman of the meeting, relevant director or senior management of the company shall receive such right shall be deemed to have been duly exercised if the enquiry or statement may be heard or seen by all or only some of the persons present at the meeting.
- 44 Any person registered as member on the records for general meeting shall have the right to vote at the meeting, whether by show of hands or by poll, except where such member is required by applicable law, rule or regulation (the Exchange rule) to abstain from voting or restricted to voting only for, against or in favour of the resolution of the company. Where the company has knowledge that any member is voting in contravention of such requirement, any vote cast by or on behalf of such member shall not be counted.
- 45 Any corporation or other non-natural person which is a member may authorize such person or persons whom it thinks fit to be entitled to attend any general meeting of the company or of any class of member, and in such case, it shall be

46 If I recognize being a member, it may authorize or empower it to think fit to act at its next or subsequent general meeting of the company or of any class of members, such authorization shall be entitled to exercise right equivalent to the right of other members, including the right to seek a vote.

### (2) Variation of Rights of Shares

47 The holder of the shares of the company shall be entitled to the right to attend in connection with the dividend, or to give a proxy, the Exchange Rules, the Articles and the terms and conditions of issue of shares.

48 Unless otherwise provided by the terms and conditions of the shares, the right to attend to any class of shares may be varied with the sanction of a special resolution of the holder of the shares of that class. The variation of the Articles relating to general meeting shall not apply to every such general meeting, except that the following shall apply:

48.1 the necessary quorum shall be two or more members who hold together one third (1/3) of the issued shares of that class in person or by proxy at such general meeting; or

48.2 At any adjourned meeting of such general meeting, one holder of the shares of that class in person, or by proxy, shall be a quorum.

The variation of this Article shall not apply to any change or alteration of right of shares forming part of the reserved class of the company which is being treated as a separate class in order to vary this Article.

49 The right conferred upon the holder of the shares of any class shall not, unless otherwise expressly provided by the Articles, Rules or Regulations, the Exchange Rules, the Articles or the terms and conditions of the shares of that class, be deemed to be affected or varied in any way by the creation, issue or distribution of further shares ranking pari passu or inferior therewith, or by redemption or purchase by the company of any shares of any other class.

### (3) Authorities of General Meetings

50 In addition to the Articles, Rules or Regulations, the Exchange Rules, the Articles, the general meeting of the company shall exercise, including but not limited to, the following authority by way of ordinary resolution or special resolution. All matters that can be resolved by ordinary resolution may also be resolved by special resolution.

51 The general meeting of the company shall by ordinary resolution resolve the following:

(1) to determine any amendment of the company's bye-laws;

- (2) to prove incidence of the om  $n'$ , here c, it  $P$ , indicating to  $u$  e ommon  $S$  h  $\epsilon$ ,  
 referred  $S$  h  $\epsilon$ , equate convertible into  $S$  h  $\epsilon$ , write  $n'$  other equate reflecting  
 the om  $n'$ , here c, it  $P$ ;
- (3) to prove necessity of  $n'$   $S$  h  $\epsilon$  that the  $n'$  of  $n'$   $S$  h  $\epsilon$   $P$  v n t  $\epsilon$   $P$   $n'$   $S$  h  $\epsilon$   
 have not been taken or given to be taken by  $n'$   $S$  h  $\epsilon$   $P$ ;
- (4) to prove condition of  $n'$  or  $n'$  of the om  $n'$ ,  $S$  h  $\epsilon$  into  $S$  h  $\epsilon$  of  $P$  r g e r  $n'$   
 value than the existing  $S$  h  $\epsilon$ ;
- (5) to prove  $n'$   $S$  h  $\epsilon$  of  $n'$  or  $n'$  of the om  $n'$ ,  $S$  h  $\epsilon$  into  $S$  h  $\epsilon$

(15) other matter that may be resolved by Ordinary Resolution under Article 10 or Regulation, the Exchange Rules or the Articles.

52 The general meeting of the company shall be called under the following:

- (1) to resolve merger, voluntary winding up or the change of form of the company;
- (2) to resolve any amendment to the Memorandum or the Articles, or to adopt new Memorandum or Articles of Association of the company;
- (3) to resolve reduction of the total number of shares of the company including any redemption or purchase of shares not covered by general meeting (or by member at general meeting) resolve that other requirement of the company Act is complied with;
- (4) to resolve voluntary winding up of shares from trading on the current Exchange or to determine not to trade on the current Exchange, or to cease trading on other Exchange;
- (5) to resolve provision of guarantee by the company to entitle at least the cost of the company's consolidated financial statement in case of the guarantee amount within one year exceeding 30% of the company's audited total profit in the preceding accounting year;
- (6) to resolve the purchase or sale of material part of the company within one year which exceeds 30% of the company's audited total profit in the preceding financial year;
- (7) other matter required to be resolved by Special Resolution under Article 10 or Regulation, the Exchange Rules or the Articles.

53 Subject to Article 10 or Regulation or the Exchange Rules, written resolution signed by or on behalf of each member entitled to vote at the general meeting shall be effective resolution at general meeting. The resolution may be adopted by a majority of ever 50% of the company's share capital, signed by one or more member. The decision can be fixed.

54 To the extent permitted by Article 10 or Regulation, the Exchange Rules or the Articles, the general meeting may authorize the company to exercise its authority by resolution.

#### (4) Convening of General Meetings

55 The next general meeting shall be held within six (6) months after the end of each of the company's financial year unless longer period would not infringe Article 10 or Regulation or the Exchange Rules. The next general meeting shall be held at such time as the company shall determine.

- 56 The Board or the chairman of the Board may, at any time and at any place either within or outside the Territory, direct the members to convene a general meeting of the company. In addition, the Board may, in its sole discretion, determine that the meeting be held at one or more locations in such manner as may be necessary for a meeting, an electronic meeting or the combination of both.
- 57 A member who is an individual or collective holder not entitled to more than 10% of the voting right, on one vote per share, of the company shall have the right to propose in writing the holding of a next ordinary general meeting to the Board. The Board shall, in accordance with the bye-laws, articles of regulation or the Exchange Rules or the Articles, give written affirmative or negative opinion to hold such meeting within ten (10) days on receiving such proposal. If the Board agrees to hold the meeting, it shall give notice of holding general meeting within a reasonable period of time for the relevant proposal and, where such notice shall set forth any modification to the original proposal that is subject to the consent of the member.
- 58 If the Board agrees to hold the meeting or not feedback received within ten (10) days for the proposal received, the member being entitled to make such proposal may, in accordance with the bye-laws, articles of regulation or the Exchange Rules, convene a meeting over a next ordinary general meeting on their initiative.
- 59 The Board and the secretaries of the Board shall cooperate with any general meeting convened by the member. The company shall be responsible for the expenses incurred due to such general meeting convened by member on their initiative pursuant to Article 58.

### (5) Notice of General Meetings

- 60 Notice of every general meeting shall be given by the company to all members other than such member under the Articles or the term of issue of shares, notwithstanding to receive such notice from the company.
- 61 The notice shall specify: 1) the time and date of the meeting; 2) venue for an electronic meeting, the place of the meeting and if there is more than one meeting location the principal place of the meeting; 3) if the general meeting is to be held in an electronic meeting or hybrid of hybrid meeting or electronic meeting, statement to that effect and relevant details of the electronic facility for attendance and participation by electronic means at the meeting or the company may make available such details prior to the meeting; 4) agenda of resolution to be considered at the meeting; 5) intention to propose any resolution subject to resolution to be considered at the general meeting; 6) entitlement of member to appoint proxy to attend the vote at the general meeting on his behalf in that proxy may not be a member; and 7) any other information that shall be specified therein.
- 62 At least twenty-one (21) days' written notice must be given to the member of any annual general meeting and for any other general meeting a member must be given at least fourteen (14) days' written notice. The notice convening an annual general meeting shall include statement to that effect, such notice shall be exclusive of the days on which it is given or deemed to be given and of the days of the relevant meeting.

63 When general meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the case of adjourned meeting; we fore that it shall not be necessary to give any notice of adjournment or of the business to be transacted at the adjourned general meeting.

64 If any shareholder registers in the name of two or more persons, the person first named in the register of members shall be deemed the sole holder thereof for all purposes of notice, subject to the provisions of the Articles, or any other matter connected with the company.

65 The consent of a person to give notice of general meeting or in case where instrument of proxy is sent out with notice) to effect instrument of proxy to, or the non-receipt of such notice or such instrument of proxy by, any person entitled to receive notice shall not invalidate the recording of or any resolution of that general meeting.

66 A general meeting of the company shall, whether or not the notice has been given by the company pursuant to Article 62 or whether or not the provisions of the Articles in respect of general meeting have been complied with, be deemed to have been duly convened if published in writing or registration in the Exchange Rules or permitted by its articles:

66.1 In the case of general meeting called in any general meeting, by the member entitled to attend and vote thereat or their proxy;

66.2 In the case of any other general meeting, by member or their proxy entitled to attend and vote at the meeting who together represent at least 95% of the total voting rights at the meeting of the member.

67 For the purpose of determining member entitled to receive notice of or to vote at any general meeting, or member entitled to any dividend, or in order to make determination of member for any other purpose, the Board may 1) resolve that the register of members be closed for transfer for a specified period in connection with Article 40 above, if the register of members shall be closed for the purpose of determining member entitled to receive notice of or to vote at general meeting, the record to be for such determination shall be the date of the publication of the relevant closure period of the register of members); or 2) fix in its articles of association or the record to be such record shall not be earlier than (ix) 60 days before the date of such meeting or of any other action). If the register of members is not closed and no record is fixed, the date on which notice of the meeting is given or the date on which the resolution of the Board declaring such dividend is adopted, the case may be, shall be the record to be for such determination of member.

Determination of the member entitled to receive notice of or to vote at general meeting for mentioned shall apply to any adjournment of such meeting; however, that the Board may fix new record to be for the adjourned meeting.

**(6) Proxy**

68 The instrument containing proxy shall be in writing and may be in any form or other form or common form

73.2.1 Each Member who holds 1% or more of the total number of shares or collective holds 3% or more of the total number of shares by the company with voting right.

73.2.2 To be given time, the notice shall be given to the secretariat of the executive office of the company not less than 14 days (60 days) nor more than nine days (90 days) prior to the first meeting of the Board of Directors; however, in the event that the notice of the Board of Directors is given by more than thirty (30) days or more than 14 days (60 days) from the date, the notice shall be given not later than the nineteenth (90 days) prior to the Board of Directors meeting or not later than the close of business on the 14th (60 days) prior to the Board of Directors meeting or the tenth (10 days) following the date on which the appointment of the Board of Directors is first made.

73.2.3 To be in proper written form, the notice shall set forth to each member of the company or to bring before the Board of Directors, including a brief description of the business to be brought before the Board of Directors for the resolution for

73.3.2 If a shareholder is entitled to vote on a specific class or category of director at the general meeting, his right to nominate or elect a director at the relevant meeting shall be limited to such class or category of director.

73.3.3 To be given time, in the event the company calls a next ordinary general meeting for the purpose of electing one or more directors to the board, any shareholder entitled to vote for the election of such director(s) at such meeting shall satisfy the requirement specified above in nominating or electing a director (the company may be required to do so) in the company's notice of such meeting, but only if the notice requires the doing of that before (a) the date of the general meeting of election but not earlier than the day before the date of the notice of the general meeting jointly for such election.

73.3.4 To be in proper written form, the notice must set forth the following information:

- (a) As to each person nominated by a shareholder:
  - (i) the name, age, and residential address of the person;
  - (ii) the principal occupation or employment of the person;
  - (iii) the class or series and number of shares of the company which he owns (beneficially or registered) in the name of the person (if any);
  - (iv) any other information relating to the person that would be required to be disclosed pursuant to the Exchange Rules;
- (b) As to the shareholder giving notice:
  - (i) the name and record address of such shareholder as recorded in the Register of Members;
  - (ii) the class or the magnitude of his shareholding;

73.3.7 Article 73.3 shall not apply to the nomination of a director in an election in which only the holder of one or more shares of the company is entitled to vote unless otherwise provided in the terms of purchase of the shares).

### **(8) Proceedings at General Meetings**

79 A person attending or participating in an Electronic Meeting or Hybrid of Hybrid Meeting or Electronic Meeting shall be deemed to be present at the meeting. The inability of one or more persons to attend the meeting, or continue to attend the meeting, with the electronic facility shall not affect the validity of the resolutions passed at the meeting or its continuation.

80 The chairman of the general meeting may, with the consent of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place and/or from one form to another (Hybrid Meeting, Electronic Meeting or combination of both).

### (9) Voting by Members and Passing of Resolutions at General Meetings

81 Every member shall be entitled to vote at any general meeting unless he is registered as a member on the records for such meeting.

82 Subject to any right or restriction for the time being attached to any class of shares, every member of record is entitled in person or by proxy to have one vote for each share registered in his name in the register of members.

83 A member who proxies is entitled at the general meeting to exercise his vote for or against the resolution or abstain.

In the case of joint holders of records, the vote of the senior who tenders his vote, whether in person or by proxy, shall be counted to the exclusion of the vote of other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

84 Shares that are beneficially owned by the company shall not be voted, either directly or indirectly, at any general meeting and shall not be counted in determining the total number of votes cast at any given time.

85 The chairman of any general meeting may allow a resolution that is proposed to be put to a vote on a minority matter to be voted on by show of hands, but each member or proxy may cast only one vote. For the purpose of this Article, a resolution is a minority matter if it is (a) not on the agenda or specified in the circular of the general meeting; or (b) is proposed to be put to a vote in the order of business of the meeting or allows the business of the meeting to be adjourned or effectively dealt with, whilst allowing any member present to be heard to express their view.

86 Objection to the qualification of any member to vote at the relevant general meeting shall be raised at the general meeting or at any adjourned meeting thereof. Any such objection shall be referred to the chairman of the meeting for determination whose decision shall be final and conclusive. Objection notwithstanding shall not be a ground for

# CHAPTER 4 DIRECTORS AND THE BOARD

## (1) Directors Appointment and Vacation of Office

- 87 The number of directors shall be nine (9) or such other number may be fixed from time to time by the Board; provided, however, that so long as the share is listed on any Exchange, the Board shall include such number of directors (excluding alternate directors) as may be required or regulation of the Exchange rule require.
- 88 The Board may by resolution elect chairman of the Board.
- 89 A person shall be qualified director provided number of directors shall be fixed by the Exchange rule to be appointed or regulated by the Exchange rule.

93.2 If a director (excluding the director to be removed) gives notice effecting the removal of such director from his office, provided that the Board has, immediately prior to such notice being given, complied with section 4) hereon (the director to be removed);

93.3 If he is prohibited from being a director under any applicable law, rule or regulation of the Exchange Act;

93.4 If he has been himself (without being represented by or on behalf of director appointed by him) from three consecutive meetings of the Board without the receipt of a vote from the Board, or the Board has a resolution that he has been removed from office;

93.5 If he has become bankrupt or made any arrangement or composition with his creditors generally;

93.6 If he is suffering from mental disability or becomes of unsound mind.

94. For removal of a director under the above Article, the right of claim compensation may be to such removed director provided for in any service contract in effect of the termination of his appointment as director or of any other appointment or office which shall not be affected by the termination of his appointment as director.

95. The directors in service may act notwithstanding being in violation in the Board, but if so long their number is less than the number fixed by or pursuant to applicable law, rule or regulation, the Exchange Act or the above Article, the necessary quorum of meeting of directors, the directors in service may act only for the purpose of increasing the number of directors to that quorum, or of summoning general meeting of the company.

**(2) Remuneration and Interests of Directors**

96. The remuneration to be paid to the directors shall be determined by the Board from time to time and shall be deemed to come from year to year.

97. The Board may by resolution provide remuneration to any director performing any special work or service for, or undertaking any special mission on behalf of, the company other than his ordinary routine work as director.

98. A director (excluding a non-executive director) may hold any other office or place of profit under the company other than the office of Auditor in connection with his office of director for such period as on such term to remuneration as otherwise the Board may determine.



- 106 An Interim Director shall be deemed for purposes to be Director. The Interim Director, well the Director joining such Interim Director, shall be liable for the Interim Director's acts as if.
- 107 An Interim Director shall be entitled to receive notice of meeting of the Board of meeting of committee of the Board of which he is a member, as to terms of vote at each meeting at which the Director joining him is not entitled to generally to perform the functions of him as Director in his absence.
- 108 An Interim Director shall cease to be an Interim Director if he is appointed to be Director.

#### (4) Authorities and Duties of the Board

- 109 Subject to licences or regulation, the Exchange shall in accordance with the Articles, as to its authorisation granted at general meeting of the Company, the Board shall in exercise of the powers of the Company.
- 110 Subject to the provision of the Companies Act and the Articles, the Board shall exercise the following authorities and duties :
- 110.1 To form the provision of the Company to increase or reduce the number of shares authorized to be issued and the number of issued shares ;
- 110.2 To decide on the issuance of general bonds by the Company except for the issuance of convertible bonds which are subject to provision of the general meeting;
- 110.3 To decide to borrow money and to mortgage or charge the Company's undertaking, property and incidental thereto in whole or in part to reinvest in other than the ordinary course provided in Article 51(9));
- 110.4 Subject to provision of licences or regulation, to decide on change in the ratio of the Company;
- 110.5 To form the provision of the Company for the management of the Company in accordance with the Articles ;
- 110.6 To form the Company's governance and control of the Company;
- 110.7 To form the Company's profit and loss account and to recover the Company's profits;
- 110.8 To provide the Company's financial statements of the Company;
- 110.9 To provide the Company's financial statements and connected transactions that shall be reviewed by the Board in conjunction with licences or regulation, the Exchange and other requirements ;

110.10 To provide the provision of guarantee by the company to enter the within the code of the company's conditions of financing which is not "connected person under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited";

110.11 To appoint any person to be a director, either to fill a vacancy or in addition to the existing director, provided that the total number of directors (excluding alternate director) shall not exceed that fixed under the Article;

110.12 To decide on the remuneration of director;

110.13 To decide on the appointment, dismissal of the company's chief executive officer, the secretary of the company, the person-in-charge of finance and other senior management, and decide on matter of their remuneration, reward and punishment;

110.14 To propose to the general meeting to appoint or change the Auditor of the company;

110.15 To convene general meeting and carry out resolution at the general meeting;

110.16 Other authority that may be entrusted by the board of directors, or by resolution, the Exchange Rules, the Article and other regulation.

111 All cheque, promissory note, bill of exchange and other negotiable instrument shall be receivable for money and to the company shall be signed, drawn, created, endorsed or otherwise executed in the company in such manner the board shall determine by resolution or in accordance with the instructions and regulation of the company.

### (5) Delegation of the Power of the Board

112 The board may set up any committee consisting of one or more directors, or appoint any person to act as agent for managing the affairs of the company, and may appoint any person to be a member of the foregoing committee.

113 The board may delegate any of its power to any committee of the board set up in accordance with Article 112. To the extent possible, the resolutions of committee of the board shall be governed by the Article regulating the resolutions of the board.

114 To the extent permitted by the laws of Hong Kong, or by resolution, the Exchange Rules, the board may authorize the senior management of the company to exercise relevant authority that may be exercised through corporate resolution, or delegate to any director holding any senior management position such of their power they can exercise or be exercised by him.

115 Any authorization in accordance with Article 112 to 114 may be made by the board subject to any condition the board may impose, and either conferred with or to the exclusion of their own power and may be revoked or altered.

116 The Board may, in its discretion, firm, amend or vary of its power to be the agent of the company in the exercise of such power, authority or jurisdiction, not exceeding those vested in or exercisable by the Board under the Articles) and for all purposes subject to such conditions the Board may think fit; provided, however, that such delegation is not to the exclusion of the Board's own power and may be revoked by the Board at any time.

**(6) Notice of Board Meetings**

117 Unless otherwise provided by the Articles, the Board shall meet together for the transaction of business, convening, adjourning or otherwise regulating Board meetings in its absolute discretion.

118 Notice of the first meeting of the Board shall be given to each Director and to the Chairman of the Board for the first meeting, and for other meetings of the Board, notice shall be given to each Director and to the Chairman of the Board at least two (2) days before the date of the meeting. Any competent person appointed to give notice of a meeting of the Board to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

119 The Chairman of the Board or any two Directors may, in the absence of the Secretary, on the direction of the Board, cause notice of a meeting of the Board to be given to each Director by telephonic or electronic means in accordance with the provisions of the Articles, provided that such notice shall be deemed to have been given on the day it is delivered to the Director. No notice of a meeting of the Board shall be required if such notice is waived by all the Directors (or the Chairman of the Board) either at the meeting, or before or after the meeting has taken place.

**(7) Proceedings at Board Meetings**

120 A duly convened meeting of the Board at which a quorum is present may exercise all powers of the Board.

121 The quorum necessary for the transaction of business at the Board meeting shall be determined, if more than half of the Directors, of whom at least one shall be an executive Director, is present in person or by proxy.

122 A Director may participate in a Board meeting by means of electronic communication, and the Director so participating shall be deemed to be present in person and shall be counted in the quorum and be entitled to vote.

123 A Director (other than the Chairman of the Board) may, by notice in writing to another Director, request to attend the Board meeting, and the Director so requested shall be counted in the quorum at such Board meeting at which the Director requesting him is not present.

124 A Board meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of a Director during the course of the meeting.

125 The chairman of the Board shall preside over every Board meeting, provided that, however, if at any meeting the chairman of the Board is not present within five (5) minutes after the time appointed for holding such meeting, the Director present may jointly elect one of the members to preside over the meeting.

### (8) Voting and Resolutions at Board Meetings

126 Except otherwise provided by the Articles, resolution put before any Board meeting shall be decided by majority of vote of all Director (including alternate Director) present.

133 The memorandum of the meeting shall be a copy of the minutes of the meeting which have been verified by the members of the company if the minutes have not been verified by the members of the company.

## CHAPTER 5 SENIOR MANAGEMENT AND SECRETARY

134 The board may from time to time appoint one or more persons of the board, president, chief executive officer, chief financial officer or such other senior manager as it may deem fit to exercise the management of the business of the company for such term or terms as it may think fit to determine in accordance with the articles.

135 Every director appointed to an office of senior management under the above articles shall, without prejudice to his right to claim damages for breach of his contract of service between him and the company, be liable to be appointed or removed from such senior management office by the board.

136 A director appointed to an office of senior management under the above articles shall, if he holds the office of director for any cause, be liable to be removed from such office by the board.

137 Subject to the Companies Act and the provisions of the Exchange Act, the board may appoint the secretary of the company for such term or terms as it may think fit.

## CHAPTER 6 FINANCIAL INFORMATION, PROFIT DISTRIBUTION AND AUDIT

### (1) Financial Information

138 The board shall cause a copy of the accounts of the company to be kept with respect to the sum of money received and expended by the company in the matter in respect of which the receipt or expenditure is incurred, and the purchase of goods by the company and the sale of the property of the company. A copy of the accounts shall not be deemed to be kept if they are not kept to give a true and fair view of the state of the company's affairs at the end of the financial year.

139 The board shall cause to be prepared before the meeting of the company to be held on the 30th day of June in each year a statement of the assets and liabilities of the company as at the end of the financial year, and a statement of the income and expenditure of the company for the financial year, and a statement of the profit or loss of the company for the financial year, and a statement of the dividend paid or proposed to be paid to the members of the company for the financial year, and a statement of the assets and liabilities of the company as at the end of the financial year, and a statement of the income and expenditure of the company for the financial year, and a statement of the profit or loss of the company for the financial year, and a statement of the dividend paid or proposed to be paid to the members of the company for the financial year.

140 The requirement to deliver such documents to be filed before the meeting of the members of the company (together with the notice of meeting) shall be observed by the company to the extent that the provisions of the Companies Act, 2013 (or any amendments there to) apply to such meeting in such manner as may be prescribed in the Articles in connection with giving notice of meeting. The company shall not be required to deliver such documents to any member of whose name the company is not aware.

141 The requirement to deliver to a member on such documents referred to in Article 140 under the heading of "FINANCIAL INFORMATION" shall be deemed to fulfil where, in accordance with applicable law, rule or regulation of the Exchange, the company has published such documents referred to in Article 140 on the company's computer network or in any other permitted manner, including by form of electronic communication, and that the company has agreed to file the documents in the foregoing manner to be deemed to discharge the company's obligation to deliver to him copies of such documents under the foregoing Article.

142 Unless otherwise determined by the Board, the financial year of the company shall end on the 31st day of December in each year.

## (2) Profit Distribution

143 After profit distribution provided by a resolution of the general meeting, the Board may declare dividends to be paid to a member out of the profit (whether realized or unrealized) or the reserve account of the company or other asset (permitted under the Companies Act).

144 The company may, before declaring any dividend, set aside such amount of the company's reserves as it may think fit that the profit distribution provided by a resolution of the general meeting is complied with. The Board may, at its discretion, determine to employ such reserves in the operation of the business of the company.

145 The company may declare that any dividend be wholly or partly by distribution of specific asset, including with a limitation as to the class of shares, or the amount of shares of any other company held by the company, and the value of such shares, provided that the profit distribution provided by a resolution of the general meeting is complied with. In addition, the Board may settle any dividend in manner they think expedient and in return may issue fractional shares certificate which fix the value for distribution of such specific asset or any part thereof and may determine that such dividend shall be made to any member upon the footing of the value of shares in order to give effect to the right of a member to receive such specific asset from any dividend settlement in respect of such specific asset in return for management by the trustee of the company to the Board.

146 Upon the recommendation of the Board, the company may by a resolution of the general meeting authorize the Board to credit any sum standing to the credit of any of the company's reserve accounts (including reserve account or other reserve account) or any sum standing to the credit of profit or loss account or otherwise available for distribution to a particular member in the proportion in which such member has been entitled to share in the profit of the company by way of dividend to a particular member on the



### (3) Appointment and Duties of Auditors

- 153 An appointment of Auditor shall be made in resolution to be conducted in compliance with the provisions of the Exchange Act.
- 154 The Auditor shall submit the annual financial statement of the company to the members before the annual general meeting in each year and shall be open to inspection by any member.
- 155 Auditor shall make a report on the account of the company at the first annual general meeting following their appointment and at any other general meeting at any time during their tenure of office if so required by the Board or by the members.

### CHAPTER 7 WINDING UP

- 156 If the company shall be wound up the liquidator may, with the sanction of a resolution of the company subject to the approval of the members in a general meeting (whether they shall consist of a majority of the members or not) may for that purpose (and shall determine how the distribution shall be carried out between the members or different classes of members). The liquidator may, with the like sanction, set aside any sum for the whole or any part of such set-aside for management by the trustee on such trust for the benefit of members as the liquidator shall think fit, but so that no member shall be entitled to call for any such set-aside.
- 157 If the company shall be wound up, and the assets available for distribution among the members shall be insufficient to repay the whole of the contributions of such members in proportion to the value of the shares held by them. If in winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the contributions of the company at the commencement of the winding up, the surplus shall be distributed among the members in proportion to the value of the shares held by them at the commencement of the winding up subject to deduction from those shares in respect of which there is money due, of any money payable to the company for such or otherwise. This Article shall be without prejudice to the right conferred on the holder of shares issued on special terms of contribution.
- 158 If, on the winding up of the company, the assets of the company available for distribution among the holders of any one or more series of shares which (1) are entitled to preference over the holders of common shares on such winding up, and (2) rank in connection with any such distribution, shall be insufficient to pay in full the preferential amount to which the holders of such shares shall be entitled, then such assets, or the proceeds from the sale thereof, shall be distributed among the holders of each series of the shares which are entitled in accordance with the sum which would be payable on such distribution if the assets were available in full.

## CHAPTER 8 INDEMNITY

159 Every director, officer or other senior management for the time being (from time to time of the company but not including the company's auditor) shall be indemnified (as to his or her liability) by the company (in its capacity as trustee, receiver, liquidator, assignee, mortgagee or debenture holder or otherwise) by such Indemnified Person, other than the person of such Indemnified Person's own holding, with respect to or fruits, in or about the conduct of the company's business or affairs or in the execution or discharge of his or her duties, power, authority or jurisdiction, including with respect to the general provisions of the foregoing, notwithstanding (in any case) any civil proceedings concerning the company or its affairs (in any court whether in the Cayman Islands or elsewhere).

## CHAPTER 9 NOTICES

160 Notice shall be in writing and shall be given by the company in accordance with the applicable law, rule or regulation of the Exchange.

161 In the event that no such law, rule or regulation refers to, in the above Article, notice shall be given in accordance with the following provision:

161.1 Notice to any Member shall be given either personally or by electronic or other form of electronic communication to him or to his address shown in the register of Members (or where the notice is given by email by sending it to the email address provided by such Member);

161.2 Notice may be given or published by the company by publishing it on the company's website to which the relevant person may have access, subject to the company complying with any applicable law, rule or regulation of the Exchange from then in force with regard to any requirement for the obtaining of consent (or deemed consent) from such person and for giving notification to any such person (including that the notice, document or publication is available on the company's computer network website ("notice of availability"). The notice of availability may be given by any of the means set out above other than by posting it on the company's website;

161.3 Where notice is sent by post, service of the notice shall be deemed to be effected upon which the envelope containing the message is put into the post, and shall be deemed to have been served on the day following that day on which the notice was posted. Where notice is given by email, the service shall be deemed to be effected by transmitting the email to the email address provided by the intended recipient and shall be deemed to have been received on the day on which it was sent, and it shall not be necessary for the recipient of the email to be acknowledged by the recipient, subject to Article 161.2, notice published on the company's website or the website of the Exchange is deemed given by the company to any Member on the day following that on which notice of availability is deemed served on the Member;

161.4 Where one or more person become entitled to share in consequence of the death or bankruptcy of a member, the company may give the notice in any manner in which the same might have been given if the death or bankruptcy of such member had not occurred.

162 A member shall be entitled to have notice served on him in any manner which he has notified the company, whether within or outside the Ym n I I.

163 After listing on the Stock Exchange, the company shall make arrangements according to the requirements of the Stock Exchange, notice issued by the company to holder of any common share shall, in addition to service of notice to a member in accordance with Article 160 to 161, be at the same time made on behalf of the company. Once the arrangements are made, it will be deemed that the holder of any common share has received such notice.

## CHAPTER 10 MISCELLANEOUS

### (1) Seal

164 The company may, if the articles determine, have a seal authorized by the articles in that behalf. Every instrument to which the seal has been affixed shall be signed by one person who shall be either a director or the secretary of the company or another person authorized by the articles for such purpose. The seal shall not be used without authority of the articles.

165 The company may have one or more public seals of which shall be a facsimile of the common seal of the company. If the articles determine, the company may use on the face of the public seal the name of the seal where it is to be used.

166 A director, secretary or other person may with the authority of the articles affix the seal of the company over his signature to any document of the company required to be authentic by him or to be filed with the Registrar of Companies in the Ym n I I or elsewhere wherever.

### (2) Transfer by way of Continuation

167 If the company is exempted company defined in the Companies Act, it shall be subject to the provision of the Companies Act with the exception of section 170, have the power to register by way of continuation any body corporate under the law of any jurisdiction outside the Ym n I I to be registered in the Ym n I I.