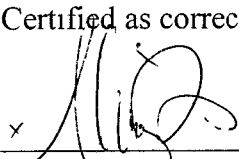


THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee
and not having a Share Capital

Certified as correct by -


Virginia Lo

Secretary of Federation
of Hong Kong Business
Associations Worldwide
Limited

Date: Dec 1 2004

ARTICLES OF ASSOCIATION
(As amended by Special Resolutions passed on
6 December, 2001 and 17 November, 2004)

OF

**FEDERATION OF HONG KONG
BUSINESS ASSOCIATIONS WORLDWIDE LIMITED**

PRELIMINARY

1 In these Articles, unless the context otherwise requires

(a) “the Federation” means Federation of Hong Kong Business Associations Worldwide Limited,

“the Ordinance” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended from time to time,

“these Articles” means these Articles of Association as from time to time altered or added to in accordance with the Ordinance and these Articles,

“the Executive Committee” means the Executive Committee of the Federation referred to in Article 28 of these Articles,

“Members” means business associations with the objects of promoting business links with Hong Kong and which subject to Article 4, have been admitted by the Executive Committee as Members of the Federation, and a “Member” means any of them,

“Office” means the registered office of the Federation for the time being,

“Seal” means the common seal of the Federation,

“month” means calendar month,

“year” means calendar year,

“in writing” means written, printed, lithographed, e-mailed or partly one and partly another and other modes (including by electronic means) of representing or reproducing words in a visible form,

“Hong Kong” means the Hong Kong Special Administrative Region,

“Secretary” means any person appointed by the Executive Committee to perform the duties of the Secretary of the Federation,

- (b) words denoting the singular shall include the plural and vice versa, words denoting one gender shall include all genders, and words denoting persons shall include corporations,
- (c) references to the Ordinance or any provision of the Ordinance shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force, and
- (d) subject as aforesaid, any words or expressions defined in the Ordinance shall (if not inconsistent with the subject or context) bear the same meanings in these Articles

2 The Federation is established for the purposes expressed in the Memorandum of Association

MEMBERS

3 The number of Members with which the Federation proposes to be registered is 100, but the Executive Committee may from time to time register an increase of Members

4 The subscribers to the Memorandum of Association of the Federation and these Articles shall be the first Members of the Federation

5 Any business association established outside Hong Kong which includes amongst its objects that of promoting business links with Hong Kong may apply to the Executive Committee to become a Member No such business association shall be a Member until its name has been entered as a Member in the Register of Members of the Federation

6 A Member may resign by one month's notice in writing given to the Federation and, upon the expiration of such notice, the Member shall cease to be a Member, provided that if after such resignation, the number of continuing Members shall be less than two, then the resignation shall only take effect after one or more new Members have been admitted to membership of the Federation

7 The Executive Committee may by resolution passed by not less than 80% in number of the members of the Executive Committee, terminate the membership of any Member provided that the Member affected by such resolution may appeal against such termination to the Members in general meeting A copy of any such resolution shall be served forthwith upon the Member affected thereby and shall become effective and the membership of the Member concerned shall cease on the expiry of a period of 30 days from the date of service unless the Member shall within such 30 day period give notice to the Secretary of its intention to appeal against the resolution Any such appeal shall be heard at the next general meeting of the Federation which shall confirm or reverse the resolution of the Executive Committee If the resolution of the Executive Committee is confirmed by the general meeting, the membership of the Member concerned shall cease forthwith

- 8 Where a Member ceases to be a Member under Articles 6 or 7, all rights and privileges to which that Member was entitled (but not any liability to which such Member was subject) immediately before the cessation of its membership shall cease as regards that Member at the time when it ceases to be a Member. The rights and privileges of membership shall be personal to each Member and shall not be transferable or transmissible by act of the Member or by operation of law

HONORARY ADVISORS AND HONORARY MEMBERS

- * 9 The Executive Committee may by resolution appoint one or more persons, entities or organizations in the following capacities and on the following basis

- (a) Honorary Advisor or Advisors or Honorary Member or Members

The Executive Committee may specify the rights or functions of an Honorary Advisor or Honorary Member and the length of their term of office. If and whenever invited by the Chairman of the Executive Committee, an Honorary Advisor or Honorary Member may attend at any meetings of the Members or of the Executive Committee, but he/she shall not be entitled to vote thereat. An Honorary Member shall not include the Honorary Treasurer or Honorary Secretary. An Honorary Advisor or Honorary Member shall not be a Member or a member of the Executive Committee.

- (b) Alliance Member

The Executive Committee may designate any entities or organizations for which the Federation wishes to establish alliances to be Alliance Members. The Executive Committee may specify the relationship, purpose and term of any Alliance Member. An Alliance Member shall not be a Member. If and whenever invited by the Chairman of the Executive Committee, an Alliance Member may appoint a representative of the Alliance Member to attend any meetings of the Members or the Executive Committee, but the representative shall not be entitled to vote thereat.

- ** (c) Immediate Past Chairman or Chairwoman

The Executive Committee may specify the rights or functions of an immediate past chairman or chairwoman ("Immediate Past Chairman or Chairwoman") of the Federation. If and when invited by the Chairman or Chairwoman of the Executive Committee, an Immediate Past Chairman or Chairwoman may attend at any meetings of the Members or of the Executive Committee, but he or she shall not be entitled to vote thereat.

* As amended by Special Resolution passed on 6 December, 2001

** As inserted by Special Resolution passed on 17 November, 2004

** (d) Board of Governors

The Executive Committee may specify the rights or functions of a board of governors ("Board of Governors") of the Federation, may appoint members of a Board of Governors and determine the length of their term of office. If and when invited by the Chairman or Chairwoman of the Executive Committee, members of a Board of Governors may attend any meetings of the Members or of the Executive Committee, but they shall not be entitled to vote thereat. Members of a Board of Governors shall not include any officer of the Federation nor of any Member nor any member of the Executive Committee.

**ASSOCIATION MEMBERS ACTING
BY REPRESENTATIVES AT MEETINGS**

- 10 Subject to Article 34, each Member may by resolution of its board of directors or other governing body appoint such person being any of its members, employees or officers as it thinks fit to represent it and to vote on its behalf at general meetings of the Federation. A Member shall be deemed for the purposes of these Articles to be present in person at any such meeting if a person so appointed by it is present thereat.
- 11 Each Member shall notify the Secretary of the name of, or any change in, its representative.

GENERAL MEETINGS

- 12 A general meeting shall be held as an annual general meeting ("Annual General Meeting") not more than eighteen months after the incorporation of the Federation and subsequently once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting, if any) and place as may be determined by the Executive Committee. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
- 13 A general meeting may be conducted by any means which permit all persons participating in the meeting to hear each other. A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Federation shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Federation and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of the signature thereof by any Member the statement shall be *prima facie* evidence that it was signed by such Member on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.
- 14 The Executive Committee may whenever it thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance.

NOTICE OF GENERAL MEETINGS

- 15 The Secretary shall give at least 35 days' notice of each general meeting to all the Members of the Federation. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business other than routine business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Federation in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Federation. In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
- 16 For the purposes of the last preceding Article, routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say
- (a) receiving and/or adopting the accounts, the reports of the Executive Committee and auditors and other documents required to be attached or annexed to the accounts,
 - (b) appointing or re-appointing Executive Committee members to fill vacancies arising at the meeting on retirement, whether by rotation or otherwise,
 - (c) appointing the auditors,
 - (d) fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed.
- 17 A meeting of the Federation shall, notwithstanding that it is called by shorter notice than that specified in these Articles be deemed to have been duly called if it is so agreed
- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat, and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
- 18 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 19 The Chairman or Chairwoman of the Executive Committee shall preside as chairman or chairwoman at a general meeting. If there be no Chairman or Chairwoman, or if at any meeting the Chairman or Chairwoman is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Vice Chairman or Vice Chairwoman shall preside as chairman or chairwoman of the meeting but if there be no Vice Chairman or Vice Chairwoman, or if at the meeting the Vice Chairman or Vice Chairwoman

is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Executive Committee members present shall choose one of their number (or, if no Executive Committee members be present or if all the Executive Committee members present decline to take the chair, the Members present shall choose one of their number) to be chairman or chairwoman of the meeting.

20 No business other than the appointment of a chairman or chairwoman shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Save as otherwise provided, 6 Members present in person shall be a quorum provided always that those Members whose registered or principal offices are in the same country shall be treated as a single Member for this purpose.

21 If within 1 hour from the time appointed for a general meeting (or such longer interval as the chairman or chairwoman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the chairman or chairwoman of the meeting may determine, and in the latter case not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting. At the adjourned meeting the Members present shall be a quorum.

22 The chairman or chairwoman of any general meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned sine die, the day, time and place for the adjourned meeting shall be fixed by the Executive Committee and not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting.

23 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the chairman or chairwoman, or

(b) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Federation shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against such resolutions. The demand for a poll may be withdrawn.

24 Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the chairman or chairwoman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 25 In the case of an equality of votes, whether on a show of hands or on a poll, the Member who is represented by the chairman or chairwoman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote
- 26 A poll demanded on the election of a chairman or chairwoman, or on a question of adjournment, shall be taken forthwith A poll demanded on any other question shall be taken at such time as the chairman or chairwoman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

VOTES OF MEMBERS

- 27 Each Member which is the only Member having its registered or principal office in the country in which its registered or principal office is situated shall have one vote Each Member which is not the only Member having its registered or principal office in the country in which its registered or principal office is situated shall have that fraction of one vote as is calculated as follows -

$$\text{Fraction} = \frac{1}{\text{Total number of Members having their registered or principal offices situated in the relevant country}}$$

EXECUTIVE COMMITTEE

- 28 The Executive Committee shall comprise the representatives of the subscribers to the Memorandum of Association of the Federation and these Articles and the representatives of such other Members as shall by notice in writing to the Federation at any time state that they wish their representatives to be members of the Executive Committee Any member of the Executive Committee may resign from office by giving to the Federation not less than 1 month's notice in writing
- 29 The business of the Federation shall be managed by the Executive Committee, who may exercise all such powers of the Federation as are not, by the Ordinance or these Articles, required to be exercised by the Federation in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Federation in general meeting, but no regulations made by the Federation in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made
- 30 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn, accepted, endorsed or

otherwise executed, as the case may be, by such person or persons as the Executive Committee may from time to time appoint for the purpose

- 31 Subject as provided in Articles 28 and 34, each member of the Executive Committee shall be the representative of a Member appointed pursuant to Article 10 and whose name shall have been notified to the Secretary pursuant to Article 11

OFFICERS

- 32 Subject to Article 37, the members of the Executive Committee shall elect from amongst themselves a Chairman or Chairwoman, a Vice-Chairman or Vice Chairwoman, an Honorary Treasurer and an Honorary Secretary No Executive Committee member may hold more than one such office
- 33 Subject to Article 35, all officers shall retire from office at the end of the Annual General Meeting which is held in the second year after the date on which they came into office A retiring officer shall be eligible for re-election
- 34 Each Member whose representative is for the time being elected to an office pursuant to Article 32 shall have as its representative appointed pursuant to Article 10 such person as is for the time being the chairman or president (or the holder of such equivalent position as such Member may determine) of such Member provided that
- (a) if such Member's representative for the time being holding the office of Chairman or Chairwoman pursuant to Article 32 or 37 ceases to be the chairman or president (or holder of an equivalent position as referred to above) of such Member such representative may continue to hold such office until the end of his or her term of office under Article 33 or, if earlier, until the Member he or she represents appoints a new representative pursuant to Article 10 whereupon the Member's representative for the time being holding office as Vice-Chairman or Vice-Chairwoman shall thereupon assume the office of Chairman or Chairwoman in place of the former Chairman or Chairwoman and shall cease to hold office as the Vice-Chairman or Vice-Chairwoman thereby creating a casual vacancy in the office of Vice-Chairman or Vice-Chairwoman which shall be filled by election pursuant to Article 35, and
 - (b) if such Member's representative for the time being holding the office of Vice-Chairman or Vice-Chairwoman or Honorary Treasurer or Honorary Secretary pursuant to Article 32 or 37 ceases to be the chairman or president (or holder of an equivalent position as referred to above) of such Member such representative may continue to hold such office until the end of his or her term of office under Article 33 or, if earlier, until the Member he or she represents appoints a new representative pursuant to Article 10 whereupon there shall be a casual vacancy in the office of Vice-Chairman or Honorary Treasurer (as the case may be) which shall be filled by election pursuant to Article 35
- 35 Any casual vacancy amongst any of the officers of the Federation shall be filled by election from amongst the members of the Executive Committee but any member of the Executive