

## ***Memorandum of Association***

1. The name of the Company (hereinafter “the Association”) is HKMake Limited 香港創造有限公司.
2. The registered office of the Association will be situated in the Hong Kong Special Administrative Region.
3. The objects for which the Association is established are:
  - a. To promote and support science, engineering and art;
  - b. To provide a physical location for members to practice their interests in science, engineering and art;
  - c. To provide a forum for members to find like-minded people to further their interests in science, engineering and art;
  - d. To foster collaboration between its members and members of similar organizations in other jurisdictions;
  - e. To provide a platform through which to raise the awareness amongst the general public of practicing science, engineering and art in everyday lives, and to foster this culture in Hong Kong;
4. In support of the objects, but not otherwise, the Association shall have power to do all things incidental or conducive to the attainment of the objects or any of them. In particular (but without limitation) the Association shall have the following powers:
  - a. to pay out of the Association’s funds the costs incurred in forming the Association;
  - b. to pay out of the Association’s funds premiums on insurance policies to cover the liability of the members of the Board of Directors established by the Articles of Association which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association: provided that any such insurance or indemnity shall not extend to any claim arising from criminal neglect or deliberate default on their part;
5. The income and capital of the Association shall be applied solely towards the promotion of the objects of the Association; and no part of the income or capital shall be paid or transferred, directly or indirectly, to the members of the Association, whether by way of dividend or bonus or otherwise in the form of profit. This shall not prevent the payment of:
  - a. reasonable and proper remuneration to any officer, employee, or member of the Association in return for any services provided to the Association;
  - b. a reasonable rate of interest on money lent to the Association;
  - c. reasonable rent for property let to the Association;
  - d. approved out-of-pocket expenses to any member;
  - e. premiums on the indemnity insurance referred to in clause 4.2
6. The liability of the members is limited.
7. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$100.

liabilities accrued before the member ceases to be a member, and of the costs and expenses of winding up, and for the adjustment of the rights of the members among themselves.

8. If on the winding up or dissolution of the Association there remains any surplus property after satisfaction of the Association's debts and liabilities, the surplus shall not be paid to the members of the Association, but shall be either:
  - a. given or transferred to some other institution or institutions having objects similar to the objects of the Association; or
  - b. If no such payment is possible, any surplus shall be applied to a charitable object. In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution.

We, the several persons whose names and addresses are hereto subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association:

	<i>Names, Addresses and Descriptions of Signatories</i>	<i>Signature</i>
1.	LEE, Shang Hsin Julian (李尙行) of 41 Barker Road, Apt 4A, Hong Kong, Investment Professional.	
2.	Alexander Michael LIST, of 14A Flora Court, 95 Caine Road, Hong Kong, IT Professional	
3.	LIANG, Wei-Yuen William (梁惠淵), of Block 46, 23 <sup>rd</sup> Floor, 550 Victoria Rd, Hong Kong, Entrepreneur	
4.	Jonathan BUFORD, of 5/f, 23 New St., Sheung Wan, Hong Kong, Entrepreneur	
5.	Alex HORNSTEIN, of 2/F, Flat 8C, Ko Long Village, Yung Shue Wan, Lamma Island Hong Kong, Investor	
6.	Timothy CHANG, of Apt C – 4 <sup>th</sup> Fl. Cliffview Mansions, 21 Conduit Rd. Mid-Levels, Hong Kong,	
7.	Martin DENGLER, of Apt 12A, 129 Repulse Bay Road, Repulse Bay, Hong Kong, IT Professional	
8.	Stewart MACKENZIE, of 196D GF Tai Po Tsai Village, Clear Water Bay Road, Sai Kung, Company Owner	
9.	LEUNG, Elton Yu Man (梁裕民), of Unit 3A, 11-13 Luk Hop Street, Hong Kong, Company Owner	
10.	Paul, SYKES Flat D 17/F, of The Morrison, 28 Yat Sin Street, Wan Chai, Hong Kong, IT Professional	
11.	Mathis Aurelius ANTONY, of 1F 250 Tai Po Tsai Village, Clear Water Bay, Sai Kung, Hong Kong, Student	

Dated this 11<sup>th</sup> day of October, 2011.

Witness to the above signatures,

Thomas Alexander Grek  
Solicitor.

3/F, 1 Prince's Terrace,  
Mid-levels,  
Hong Kong

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THE COMPANIES ORDINANCE (CHAPTER 32)

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Company Limited by Guarantee and not having a Share Capital

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ARTICLES OF ASSOCIATION

OF

**HKMake LIMITED 香港創造有限公司**

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**Interpretation**

1. In these Articles, save where the context otherwise requires:-

- a. “Ordinance” (本條例) means the Companies Ordinance, Chapter 32 of the laws of Hong Kong Special Administrative Region, and any modifications thereto;
- b. “The Association” means the above-named Company, established for the purposes expressed in the Memorandum of Association;
- c. “These Articles” means these Articles of Association, and the regulations of the Association from time to time in force;
- d. “The Board” means the Board of Directors of the Association;
- e. “Seal” (印章) means the Common Seal of the Association;
- f. “Secretary” (秘書) means any person appointed to perform the duties of the secretary of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

If not inconsistent with the subject or context, words importing the singular number only shall include the plural number and vice versa.

Words purporting one gender shall where the context admits include the other gender.

**Members**

2. The number of members with which the Association proposes to be registered is 500, but the Board may from time to time register an increase of members.

3. The members of the Association shall be divided into such classes as the Board may from time to time determine. The following classes shall be established:-
  - a. Full Members. These shall comprise persons whose applications for membership have been accepted by the Board, provided they have paid all monies due to the Association, including monthly fees as may be required by the Board. Full Members shall have unfettered access to the facilities of the Association (unless otherwise previously notified by the Board), and shall have the right to vote at General Meetings of the Association.
  - b. Associate Members. These shall comprise persons whose applications for membership have been accepted by the Board, provided they have paid all monies due to the Association, including monthly fees as may be required by the Board. Associate Members shall have the right to vote at General Meetings of the Association, and shall have the right to access the facilities of the Association, provided at least ONE (1) Full Member is present.
  - c. Student / Disadvantaged Member. These shall comprise economically disadvantaged persons whose applications for membership have been accepted by the Board. The Board shall consider these applications on a case-by-case basis, and shall prescribe the monthly fees (whether in cash or in-kind) as well as the rights that the particular member is entitled to enjoy. Members falling within this class shall have the status of their membership reviewed no less than once every 6 months.
4. The founder members and such other persons as the Board shall admit to membership shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Board. Every person who wishes to become a member shall deliver to the Association an application for membership in such a form as the Board requires to be executed by him. Every Full and Associate Member shall pay the current subscription as proposed by the Board, which shall be subject to the endorsement by the members at the General Meetings.
5. A member may at any time withdraw from the Association by giving at least 1 calendar month notice in writing to the Association. Membership shall not be transferable and shall cease on death.

### **General Meetings**

6. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Board may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient directors capable of acting to form a quorum, any director or any 10 members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

### **Notice of General Meetings**

9. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 14 days' notice in writing at the least, and a meeting of the Association other than an annual general meeting

or a meeting for the passing of a special resolution shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote 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.

10. 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**

11. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 10 members present in person shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
14. The chairman, if any, of the Board of Directors shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, the Board present shall elect one of their number to be chairman of the meeting.
15. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
16. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. 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

(b) by at least 2 members present in person or by proxy; or

© by any member or members present in person or by proxy 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 Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

18. Except as provided in article 18, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman 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.
20. A poll demanded on the election of a chairman, 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 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**

21. Every member shall have 1 vote.
22. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, in a poll, vote by proxy.
23. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Association in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
24. On a poll votes may be given either personally or by proxy.
25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Association.
26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
27. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above named Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the [ ] day of [month] [year], and at any adjournment thereof. Signed this [ ] day of [month] [year]"

28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit-

"I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above named Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the [ ] day of [month], [year], and at any adjournment thereof. Signed this [ ] day of [month] [year]"

This form is to be used \*in favour of / against the resolution. Unless otherwise instructed, the proxy will vote as he sees fit.

\*Strike out whichever is not desired.".

29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Board of Directors**

31. Until otherwise determined by a General Meeting, the number of members of the Board shall not be less than THREE (3) nor more than EIGHT (8).
32. The Board may from time to time and at any time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office until the next Annual General Meeting, but shall then be eligible for re-election.
33. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.
34. Unless otherwise determined by a General Meeting, all directors will serve the Board on a purely voluntary basis, and will not require any remuneration for services rendered unto the Board, except for any reasonable and proper remuneration to any officer, employee, or member of the Association in return for any services provided to the Association. The directors shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the directors or general meetings of the Association or in connection with the business of the Association.

#### **Borrowing Powers**

35. The Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

#### **Powers and Duties of the Board**

36. The business of the Association shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
37. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
38. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
39. The Board shall cause minutes to be made in books provided for the purpose:
  - (a) of all appointments of officers made by the Board;
  - (b) of the names of the Board present at each meeting of the Board and of any committee of the directors;
  - (c) of all resolutions and proceedings at all meetings of the Association, and of the Board, and of committees of directors,and every director present at any meeting of the Board or committee of directors shall sign his name in a book to be kept for that purpose.

#### **Disqualification of Directors**

40. The office of director shall be vacated if the director:
  - (a) without the consent of the Association in general meeting holds any other office of profit under the Association; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) becomes prohibited from being a director by reason of any disqualification order made under Part IVA of the Ordinance; or (Amended 30 of 1994 s. 11)
  - (d) becomes of unsound mind; or
  - (e) resigns his office by notice in writing to the Association given in accordance with section 157D(3)(a) of the Ordinance; or
  - (f) shall for more than 6 months have been absent without permission of the Board from meetings of the Board held during that period; or
  - (g) is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's business) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

### **Rotation of Directors**

41. At each annual general meeting of the Association all the directors shall retire from office.
42. A retiring director shall be eligible for re-election.
43. The Association at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.
44. No person other than a director retiring at the meeting shall, unless recommended by the Board, be eligible for election to the office of director at any general meeting unless, not less than 3 nor more than 21 days before the date appointed for the meeting, there shall have been left at the registered office of the Association notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
45. The Association may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
46. The Board shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.
47. The Association may by special resolution remove any director before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Association and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Association.
48. The Association may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding article. Without prejudice to the powers of the Board under article 45, the Association in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. The person appointed to fill such a vacancy 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.

### **Proceedings of The Board**

49. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any director for the time being absent from Hong Kong.
50. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be THREE (3).
51. The continuing Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Association as the necessary quorum of directors, the continuing Board may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Association, but for no other purpose.

52. The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.
53. The Board may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
54. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
55. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
56. All acts done by any meeting of the Board or of a committee of directors, or by any person acting as a director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
57. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

#### **Secretary**

58. The secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
59. A provision of the Ordinance or these articles requiring or authorizing a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the secretary.

#### **The Seal**

60. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the directors authorized by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the Board for the purpose.

#### **Accounts**

61. The Board shall cause proper books of account to be kept with respect to:
  - (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Association; and

© the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

62. The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place or places as the Board think fit, and shall always be open to the inspection of the directors.
63. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Board or by the Association in general meeting.
64. The Board shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
65. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the Board's report and a copy of the auditor's report, shall not less than 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association:

Provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

#### **Audit**

66. Auditors shall be appointed and their duties regulated in accordance with sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

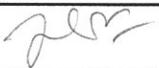
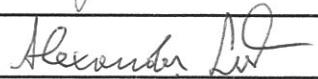
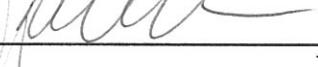
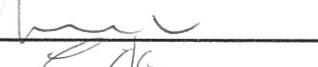
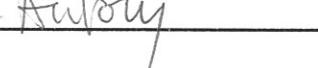
#### **Notices**

67. A notice may be given by the Association to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
68. Notice of every general meeting shall be given in any manner hereinbefore authorized to-(a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them; and(b) the auditors for the time being of the Association.  
No other person shall be entitled to receive notices of general meetings.
69. Every director, managing director, agent, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to him by the court.

#### **Dissolution**

70. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed among, the members of the Association, but shall be transferred either to some other institution (whether or not a member of the

Association) having objects similar to the objects of the Association, or to some institution (whether or not a member of the Association) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Association at or before the time of dissolution.

<i>Names, Addresses and Descriptions of Signatories</i>	<i>Signature</i>
1. LEE, Shang Hsin Julian (李尚行) of 41 Barker Road, Apt 4A, Hong Kong, Investment Professional.	
2. Alexander Michael LIST, of 14A Flora Court, 95 Caine Road, Hong Kong, IT Professional	
3. LIANG, Wei-Yuen William (梁惠淵), of Block 46, 23 <sup>rd</sup> Floor, 550 Victoria Rd, Hong Kong, Entrepreneur	
4. Jonathan BUFORD, of 5/f, 23 New St., Sheung Wan, Hong Kong, Entrepreneur	
5. Alex HORNSTEIN, of 2/F, Flat 8C, Ko Long Village, Yung Shue Wan, Lamma Island Hong Kong, Investor	
6. Timothy CHANG, of Apt C – 4 <sup>th</sup> Fl. Cliffview Mansions, 21 Conduit Rd. Mid-Levels, Hong Kong,	
7. Martin DENGLER, of Apt 12A, 129 Repulse Bay Road, Repulse Bay, Hong Kong, IT Professional	
8. Stewart MACKENZIE, of 196D GF Tai Po Tsai Village, Clear Water Bay Road, Sai Kung, Company Owner	
9. LEUNG, Elton Yu Man (梁裕民), of Unit 3A, 11-13 Luk Hop Street, Hong Kong, Company Owner	
10. Paul, SYKES Flat D 17/F, of The Morrison, 28 Yat Sin Street, Wan Chai, Hong Kong, IT Professional	
11. Mathis Aurelius ANTHONY, of 1F 250 Tai Po Tsai Village, Clear Water Bay, Sai Kung, Hong Kong, Student	

Dated this 11<sup>th</sup> day of October, 2011.

Witness to the above signatures,

Thomas Alexander Grek  
Solicitor.

A. Grek

3/F, 1 Prince's Terrace,  
Mid-Levels,  
Hong Kong.