

NEW ARTICLES OF ASSOCIATION
(as adopted by Special Resolution dated 24th March 1997
and amended by Special Resolution dated 16th October 1998
and amended by Special Resolution dated 27th October 2000
and amended by Special Resolution dated 24th July 2009
and amended by Special Resolution dated 29th November 2011
and amended by Special Resolution dated 24th November 2015)
and further amended by Special Resolution dated 23 November 2021
OF

HONG KONG QUALITY ASSURANCE AGENCY

INCORPORATED ON THE 26TH DAY OF SEPTEMBER 1989

ELLALAN
26th & 28th The Hennessy,
256 Hennessy Road,
Wanchai, Hong Kong

Company No 263318

COMPANIES ORDINANCE
SPECIAL RESOLUTION
OF
HONG KONG QUALITY ASSURANCE AGENCY
(the "Agency")

Passed on the 23 November 2021

The following resolutions were passed as SPECIAL RESOLUTIONS at the annual general meeting of the Agency held at 4/F, Sha Tin Clubhouse, The Hong Kong Jockey Club, Sha Tin, N.T., Hong Kong on the 23 November 2021:-

AMENDMENTS TO ARTICLES OF ASSOCIATION

RESOLVED as Special Resolutions that the Articles of Association of the Agency be amended as follows with immediate effect:-

- (a) by deleting the word "the" before "Hong Kong" and the words "Special Administrative Region" in the definition of "Government" in the existing Article 2(a);
- (b) by adding to the end of the definition of "Governing Council" in the existing Article 2(a) the words "For the avoidance of doubt, the Governing Council shall be the only governing body of the Agency.";
- (c) by inserting after the definition of "Government" in the existing Article 2(a), the following:
"“Hong Kong” means the Hong Kong Special Administrative Region of the PRC.”;
- (d) by inserting after the definition of "in writing" and "written" in the existing Article 2(a), the following:
"“Macau” means the Macau Special Administrative Region of the PRC.”;
- (e) by inserting after the definition of "Ordinance" in the existing Article 2(a), the following:
"“PRC” means the People’s Republic of China.”;
- (f) by deleting the existing Articles 3(1) to (28) in its entirety and substituting the following therefor:
“(1) To establish, provide, operate and promote standards, conformity assessment services and schemes (the "Schemes") to certify, audit, specify, assess, validate, verify and/or improve the

management practices, requirements and standards in relation to the organisational structure, responsibilities, procedures, processes, resources, services, products, materials and/or any systems or installations of companies and/or individuals carrying on business in Hong Kong and associated operations of such companies and/or individuals elsewhere, and of companies and/or individuals carrying on business outside Hong Kong (the "Industries"). References to "Business" and "carrying on business" include any trade, profession or vocation and the activities of public bodies, public authorities, boards, commissions, committees or other bodies appointed by the Hong Kong Government or the Chief Executive thereof or by any equivalent or sovereign authorities outside Hong Kong.

- (2) To develop, improve and promote the adoption, development and maintenance of good and efficient management practices in an impartial manner (Article 3(1) together with this Article 3(2), the "objects").
- (3) In furtherance of the objects of the Agency but not otherwise, to develop methodologies and conduct benchmarking evaluation.
- (4) In furtherance of the objects of the Agency but not otherwise, to provide advice, opinion, guidance, knowledge, consultations or recommendations to the Industries.
- (5) In furtherance of the objects of the Agency but not otherwise, to develop and maintain professional membership registration or general registration services.
- (6) In furtherance of the objects of the Agency but not otherwise, to conduct studies, surveys, assessments, verifications, investigations, data analytical services and research (the research findings are disseminated to the public, subject to obligations of confidentiality or other contractual obligations (if any)), and analyse and/or advise on the results, data, observations of such studies and research.
- (7) In furtherance of the objects of the Agency but not otherwise, to establish and maintain platforms in any form of channel or medium, or in other appropriate ways facilitate, for the exchange and connection of intelligence, information and other resources.
- (8) In furtherance of the objects of the Agency but not otherwise, to organise, arrange, participate and conduct conferences, seminars, exhibitions, workshops, education and trainings in Hong Kong, Macau, PRC and any other territories outside of Hong Kong.
- (9) In furtherance of the objects of the Agency but not otherwise, to be impartial and credible when establishing, providing, operating and promoting the Schemes, and to adopt applicable or appropriate international and/or statutory standards or normative documents.
- (10) In furtherance of the objects of the Agency but not otherwise, to assess, inspect, audit, analyse, generate and compile technical assessment reports on the management practices of Industries applying for or taking part in the Schemes.
- (11) In furtherance of the objects of the Agency but not otherwise, to grant, defer, withhold, suspend or terminate as appropriate, the certification or recognition of conformity in any form, in whole or in part, of the management practices of the Industries according to the criteria of the Schemes.
- (12) In furtherance of the objects of the Agency but not otherwise, to establish and administer appeal mechanisms for the Schemes.
- (13) In furtherance of the objects of the Agency but not otherwise, to engage consultants to advise on the Agency's role, services and programs.
- (14) In furtherance of the objects of the Agency but not otherwise, to charge such fees as the Agency sees fit for any service provided by it to any person or companies whatsoever.

- (15) In furtherance of the objects of the Agency but not otherwise, to apply for registration and to maintain, defend and enforce against any intellectual property rights created by, for or with the assistance of the Agency and sell, let, license or otherwise dispose of the same.
- (16) To apply solely the income of the Agency wheresoever derived towards the promotion of the objects of the Agency.
- (17) In furtherance of the objects of the Agency but not otherwise and subject to Article 4, to make all necessary or appropriate arrangements for carrying out the work of the Agency and for this purpose to engage and provide for the salaries, honoraria and maintenance of its employees, consultants and assessors.
- (18) In furtherance of the objects of the Agency but not otherwise, to subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the Agency provided that such society or association shall prohibit the distribution of its income and property amongst its Members to an extent as least as great as is imposed on the Agency under or by virtue to Article 4 and Article 60 hereof.
- (19) To enter into any arrangements with the Hong Kong Government or any authority that are for furthering the Agency's objects or any of them; and to obtain from the Government or authority any rights, privileges, concessions and subvention which the Agency thinks it necessary to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (20) In furtherance of the objects of the Agency but not otherwise, to establish liaison, co-operation, or collaboration with local, international or overseas organizations having objects similar to those of the Agency. For the avoidance of doubt, the foregoing does not preclude the Agency from collaborating with local, international or overseas organizations that do not have similar objects to those of the Agency so long as the collaboration is for furtherance of the objects of the Agency but not otherwise.
- (21) In furtherance of the objects of the Agency but not otherwise, to negotiate for, and enter into, mutual recognition agreements with overseas organizations administering similar management system certification schemes or are intended to carry out activities that would in effect further the objects of the Agency.
- (22) To purchase, take or lease or in exchange, hire or otherwise acquire any real and personal estate which are necessary or provide means for any of the objects of the Agency.
- (23) To take any gift of property and any donation in cash, whether subject to any special trust or not, for any one or more of the objects of the Agency.
- (24) To print, publish and sell any materials, periodicals, books, brochures or leaflets, prepared in any medium that the Agency thinks necessary for the promotion of its objects.
- (25) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Agency, proceeds from which shall be applied and used in furtherance of the objects of the Agency and subject to Article 4.
- (26) In furtherance of the objects of the Agency but not otherwise, to borrow and raise money and secure the repayment of any money borrowed, raised or owing in such manner as the Agency thinks fit.
- (27) To undertake and execute any trusts which are for furthering the Agency's objects.
- (28) To invest the monies of the Agency not immediately required in a proper and prudent manner with a view to generating income for use in furtherance of the objects of the Agency, in or upon such investments, securities or property as thought fit, subject nevertheless to such conditions (if any)

and such consents (if any) as are for the time being imposed or required by law and subject to Article 4.

- (29) To subscribe to any local or other charities, and to grant donations for furthering the objects of the Agency provided that the recipients of the funds of the Agency, which are organizations shall prohibit the distribution of their income and property amongst their members to an extent as least as great as is imposed on the Agency under or by virtue to Article 4 and Article 60 hereof.
- (30) To grant scholarships to and/or sponsor courses, curriculums, and/or educational activities in furtherance of the Agency's objects provided that the recipients of the funds of the Agency, which are organisations, shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Agency under or by virtue to Article 4 and Article 60 hereof.
- (31) To take such lawful action that are necessary to protect the interests or attain any of the objects of the Agency.
- (32) To do all such other lawful things which in the opinion of the Governing Council are incidental or conducive to the attainment of the above objects or any of them.
- (33) To carry out any of the above objects either on its own or in association with any other person or organization as the Agency sees fit.

Provided that:-

- (a) In case the Agency shall take or hold any property which may be subject to any trusts, the Agency will only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The objects of the Agency shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.”;
- (g) by deleting the word “members” in the last line of the existing Article 4(2) and replaced with the word “Members”;
- (h) by deleting the word “member” in the second line of the existing Article 4(4) and replaced with the word “Member”;
- (i) by deleting the word “member” in the first line of the existing Article 4(5)(b) and replaced with the word “Member”;
- (j) by deleting the word “member” in the first line of the existing Article 4(5)(c) and replaced with the word “Member”;
- (k) by deleting the word “member” in the second line of the existing Article 4(5)(d) and replaced with the word “Member”;
- (l) by deleting the word “member” in the first line of the existing Article 9 and replaced with the word “Member”;
- (m) by deleting the word “member” in the first, second, third and fourth line of the existing Article 10 and replaced with the word “Member” in each case;
- (n) by deleting the word “member” in the fifth line of the existing Article 32 and replaced with the word “Member”;
- (o) by deleting the words “being a contract of significance in relation to the Agency's affairs or operation” from the first line to the second line of the existing Article 40 (g) and substituting the

words “(being a transaction, arrangement or contract of significance in relation to the Agency’s affairs or operation)” therefor;

- (p) by inserting immediately after the words “the nature” in the third line of the existing Article 40 (g), the words “and extent”;
- (q) by inserting immediately at the beginning of the existing Article 49 “Subject to Article 4”;
- (r) by deleting the word “The” in the first line of the existing Article 49 and substituting the word “the” therefor;
- (s) by deleting the words “it may think fit” of the existing Article 49 and substituting the words “it thinks fit” therefor;
- (t) by inserting immediately at the beginning of the existing Article 50(a) “Subject to Article 4”;
- (u) by deleting the word “The” at the beginning of the existing Article 50(a) and substituting the word “the” therefor;
- (v) by deleting the word “member” in the last line of the existing Article 56 and replaced with the word “Member”;
- (w) by inserting immediately at the beginning of the existing Article 57, the words “Subject to Article 4”;
- (x) by deleting the word “Auditors” in the first line of the existing Article 57 and substituting the word “auditors” therefor;
- (y) by deleting the word “member” in the third, fifth and seventh line of the existing Article 60 and replaced with the word “Member” in each case;
- (z) by inserting immediately after the words “Article 4 hereof” in the sixth line of the existing Article 60, the words “and this article”; and
- (aa) by deleting the words “Special Administrative Region” in the eighth line of the existing Article 60.

(Sd.) Ir C. S. Ho

Chairman of the Meeting

NEW ARTICLES OF ASSOCIATION
(as adopted by Special Resolution dated 24th March 1997
and amended by Special Resolution dated 16th October 1998
and amended by Special Resolution dated 27th October 2000
and amended by Special Resolution dated 24th July 2009
and amended by Special Resolution dated 29th November 2011
and further amended by Special Resolution dated 24th November 2015)

OF

HONG KONG QUALITY ASSURANCE AGENCY

INCORPORATED ON THE 26TH DAY OF SEPTEMBER 1989

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COMPANIES ORDINANCE
SPECIAL RESOLUTION
OF
HONG KONG QUALITY ASSURANCE AGENCY
(the "Agency")

Passed on the 24th day of November 2015

The following resolutions were passed as SPECIAL RESOLUTIONS at the annual general meeting of the Agency held at 2/F, Happy Valley Clubhouse, Hong Kong Jockey Club, Shan Kwong Road, Happy Valley, Hong Kong on the 24th November 2015:-

ABOLISHMENT OF MEMORANDUM OF ASSOCIATION

RESOLVED as Special Resolution that the existing Memorandum of Association of the Agency be and is hereby abolished with immediate effect.

AMENDMENTS TO ARTICLES OF ASSOCIATION

RESOLVED as Special Resolutions that the Articles of Association of the Agency be amended as follows with immediate effect:-

- (A) by renumbering the existing Articles 1 to 56 as new Articles 1 to 63 with the insertion of new Articles 1, 3, 4, 9, 10, 62 and 63 as set out in the resolutions hereinbelow;
- (B) by inserting immediately before the existing Article 1 the following:

"1. The name of the company is "香港品質保證局 HONG KONG QUALITY ASSURANCE AGENCY" and its registered office will be situated in Hong Kong."
- (C) by deleting in the existing Article 1(a) the definition of "Agency" in its entirety and substituting the following therefor:

" "Agency" means "香港品質保證局 HONG KONG QUALITY ASSURANCE AGENCY".";
- (D) by deleting in the definition of "Finance Committee" of the existing Article 1(a) the words "Article 41" and substituting the words "Article 46" therefor;

- (E) by deleting in the definition of "Government" of the existing Article 1(a) the word "laws" and substituting the word "Laws" therefor;
- (F) by deleting in the definition of "Honorary Chairman" of the existing Article 1(a) the words "Article 28" and substituting the words "Article 33" therefor;
- (G) by deleting in the existing Article 1(a) the definition of "Ordinance" in its entirety and substituting the following therefor:
 - " "Ordinance" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.";
- (H) by deleting the second paragraph in the existing Article 1(c) in its entirety and substituting the following therefor:
 - "(d) The regulations in Schedule 3 to the Companies (Model) Notice, Chapter 622H of the Laws of Hong Kong, shall not apply to the Agency.
- (e) The Agency is established for the objects expressed in these Articles.";
- (I) by inserting immediately after the existing Article 1 the following new Articles 3 and 4:

Objects

- 3. The objects for which the Agency is established are specifically expressed below:
 - (1) To establish a scheme (the "Scheme") to certify the management systems (i.e. the organizational structure, responsibilities, procedures, processes and resources, for implementing management) of companies carrying on business in the manufacturing, construction and service sector in Hong Kong and associated operations of such companies elsewhere, and of companies carrying on business in the manufacturing, construction and service sectors outside Hong Kong (the "Industries"). References to "Business" and "carrying on business in the manufacturing, construction and service sector" include any trade, profession or vocation and the activities of a public body, a public authority, or a board, commission, committee or other body appointed by the Hong Kong SAR Government or the Chief Executive thereof or by any equivalent or sovereign authority outside Hong Kong.
 - (2) To adopt criteria for certification of management systems in accordance with appropriate international standards or normative documents.
 - (3) To assess, inspect, audit and compile technical assessment reports on the management systems of companies applying for certification under the Scheme.

- (4) To grant, defer, withhold, suspend or terminate as appropriate, certification in whole or in part, of the management systems of the companies set out in object (1) according to the criteria of certification under the Scheme.
- (5) To establish and administer an appeals mechanism for the certification scheme of management systems.
- (6) To engage consultants to advise on the Agency's role in relation to the establishment, administration and development of the management certification scheme.
- (7) To promote the development and maintenance of sound management practices in the Industries.
- (8) To conduct studies and research, as appropriate, into the Industries with a view to promoting the adoption of management systems.
- (9) To organise and conduct conferences, seminars, exhibitions, training courses and overseas missions relating to any aspect of the promotion of management systems.
- (10) To charge such fees as the Agency sees fit for any service provided by it to any person or companies whatsoever.
- (11) To register and patent any intellectual property invented by, or with the assistance of the Agency and sell, let, license or otherwise dispose of the same.
- (12) To apply solely the income and property of the Agency wheresoever derived towards the promotion of the objects of the Agency.
- (13) To make all necessary or appropriate arrangements for carrying out the work of the Agency and for this purpose to engage and provide for the salaries, honoraria and maintenance of its employees, consultants and assessors.
- (14) To subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the Agency.
- (15) To enter into any arrangements with the Hong Kong SAR Government or any authority that may seem conducive to the Agency's objects or any of them; and to obtain from the Government or authority any rights, privileges, concessions and subvention which the Agency may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (16) To establish liaison, co-operation, or collaboration with local, international or overseas organizations having objects similar to those of the Agency.

- (17) To negotiate for, and enter into, mutual recognition agreements with overseas organizations administering similar management system certification schemes, or having objects similar to those of the Agency.
- (18) To purchase, take or lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the objects of the Agency.
- (19) To take any gift of property and any donation in cash, whether subject to any special trust or not, for any one or more of the objects of the Agency.
- (20) To print, publish and sell any periodicals, books, brochures or leaflets that the Agency may think desirable for the promotion of its objects.
- (21) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Agency.
- (22) To borrow and raise money and secure the repayment of any money borrowed, raised or owing in such manner as the Agency may think fit.
- (23) To undertake and execute any trusts or any agency business which may seem to the Agency conducive to any of its objects.
- (24) To invest the monies of the Agency not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (25) To subscribe to any local or other charities, and to grant donations for any public purpose.
- (26) To take such lawful action as may appear desirable or necessary to protect the interests or attain any of the objects of the Agency.
- (27) To do all such other lawful things which in the opinion of the Governing Council are incidental or conducive to the attainment of the above objects or any of them.
- (28) To carry out any of the above objects either on its own or in association with any other person or organization as the Agency sees fit.

Provided that:-

- (a) In case the Agency shall take or hold any property which may be subject to any trusts, the Agency will only deal with or invest the same in such manner as allowed by law having regard to such trusts.

- (b) The objects of the Agency shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

Application of Income and Property

4. (1) The income and property of the Agency, however derived, shall be applied solely towards the promotion of the objects of the Agency as set out in these Articles.
- (2) Subject to sub-paragraphs (4) and (5) below, no portion of the income and property of the Agency shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the Agency.
- (3) No member of the Governing Council of the Agency shall be appointed to any salaried office of the Agency, or any office of the Agency paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-paragraph (5) below) shall be given by the Agency to any member of the Governing Council.
- (4) Nothing herein shall prevent the payment, in good faith, by the Agency of reasonable and proper remuneration to any officer or servant of the Agency, or to any member of the Agency not being a member of the Governing Council in return for any services actually rendered to the Agency.
- (5) Nothing herein shall prevent the payment, in good faith, by the Agency:
- (a) to any member of its Governing Council of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Agency or its Governing Council at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Agency or of its Governing Council;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Agency or of its Governing Council is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-paragraphs (4) and (5) above.”;

- (J) by inserting immediately after the existing Article 5 the following new Articles 9 and 10:

"Liability of Members

9. The liability of the members is limited.
10. Every member of the Agency undertakes to contribute to the assets of the Agency, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Agency contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (HK\$100).";
- (K) by deleting the existing Article 6 in its entirety and substituting the following therefor:
- "11. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Agency must, in respect of each financial year of the Agency, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as the Governing Council shall appoint.";
- (L) by deleting the existing Article 8 in its entirety and substituting the following therefor:
- "13. The Governing Council may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. If at any time there are not within Hong Kong sufficient members of the Governing Council capable of acting to form a quorum, any member of the Governing Council or any two Members of the Agency may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Council. If the members of the Governing Council are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the members of the Governing Council do not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.";
- (M) by deleting in the existing Article 11 the words "accounts, balance sheets, and the reports of the members of the Governing Council and auditors" and substituting the words "reporting documents (as specified in section 357 of the Ordinance)" therefor;
- (N) by deleting in the existing Article 17(c) the words "not less than one-tenth" and substituting the words "at least 5%" therefor;
- (O) by deleting in the existing Article 18 the words "Article 20" and substituting the words "Article 25" therefor;
- (P) by deleting in the existing Article 22 the words "Article 28" and substituting the words "Article 33" therefor;
- (Q) by inserting in the existing Article 23 the words ", subject to the provisions of Article 31," after "but";

- (R) by deleting in the first and last paragraphs of the existing Article 26 the words “Article 23” and substituting the words “Article 28” therefor;
- (S) by deleting in the existing Article 26(b) the word “three” and substituting the word “four” therefor;
- (T) by deleting in the existing Article 28 the words “Article 38” and substituting the words “Article 43” therefor;
- (U) by deleting in the existing Article 31 the words “Article 30” and substituting the words “Article 35” therefor;
- (V) by deleting in the existing Article 33(a) the words “Articles 33(b), 33(c), 33(d) and 33(e)” and substituting the words “Articles 38(b), 38(c), 38(d) and 38(e)” therefor;
- (W) by deleting in the existing Article 33(b) the words “Articles 33(c), 33(d) and 33(e)” and substituting the words “Articles 38(c), 38(d) and 38(e)” therefor;
- (X) by deleting in the existing Article 33(e)(1) the words “Article 33(e)(2)” and substituting the words “Articles 38(e)(2)” therefor;
- (Y) by deleting in the existing Article 33(e)(2) the words “Article 45” and substituting the words “Article 50” therefor;
- (Z) by deleting the existing Article 35(c) in its entirety and substituting the following therefor:
“(c) ceases to be a member of the Governing Council under the Ordinance or under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong, or is prohibited from being a director by law; or”;
- (AA) by deleting the existing Article 35(e) in its entirety and substituting the following therefor:
“(e) resigns his office by notice in writing to the Agency given in accordance with section 464(5) of the Ordinance; or”;
- (BB) by deleting the existing Article 35(g) in its entirety and substituting the following therefor:
“(g) is directly or indirectly interested in a transaction, arrangement or contract (being a contract of significance in relation to the Agency's affairs or operation) with the Agency and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature of his interest in the manner required by section 536 of the Ordinance.”;
- (CC) by deleting the last paragraph of the existing Article 35 in its entirety and substituting the following therefor:
“A member of the Governing Council shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.”;

(DD) by deleting in the existing Article 36 the word “special” and substituting the word “ordinary” therefor;

(EE) by deleting the existing Article 47 in its entirety and substituting the following therefor:

“52. The Governing Council must keep accounting records that:

(a) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance; and

(b) enable the Governing Council to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.”;

(FF) by deleting the existing Article 48 in its entirety and substituting the following therefor:

“53. The accounting records shall be kept at the registered office of the Agency, or, subject to the applicable statutory requirements, at such other place or places as the Governing Council thinks fit, and shall always be open to the inspection of the members of the Governing Council.”;

(GG) by deleting the existing Article 49 in its entirety and substituting the following therefor:

“54. The Governing Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Agency or any of them shall be open to the inspection of the Members not being members of the Governing Council, and no Member (not being a member of the Governing Council) shall have any right of inspecting any of the accounting records or document of the Agency except as conferred by statute or authorized by the Governing Council or by the Agency in general meeting.”;

(HH) by deleting the existing Article 50 in its entirety and substituting the following therefor:

“55. The Governing Council shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Agency in general meeting such reporting documents (as specified in section 357 of the Ordinance) or any other document as are required by the statutes.”;

(II) by deleting in the existing Article 52 the words “sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance” and substituting the words “the applicable statutory requirements” therefor;

(JJ) by deleting in the sub-heading for the existing Article 54 the words “Memorandum and”;

(KK) by deleting the existing Article 54 in its entirety and substituting the following therefor:

“59. No addition, alteration or amendment shall be made to or in the Articles of Association of the Agency for the time being in force unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.”;

(LL) by deleting the existing Article 55 in its entirety and substituting the following therefor:

"60. If upon the winding up or dissolution of the Agency 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 Agency, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Agency, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Agency by virtue of Article 4 hereof, such institution or institutions to be determined by the members of the Agency at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.";

(MM) by deleting the existing Article 56 in its entirety and substituting the following therefor:

"61. The auditor and officer (other than a member of the Governing Council) for the time being of the Agency shall be indemnified out of the funds and assets of the Agency against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance of their duties in relation to the Agency other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Agency against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 903 or 904 of the Ordinance in which relief is granted to them by the court provided that none of the funds or assets of the Agency shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a court."; and

(NN) by inserting immediately after the existing Articles 56 the following new Articles 62 and 63:

"62. (1) A member or former member of the Governing Council may be indemnified out of the Agency's assets against any liability incurred by such member or former member of the Governing Council to a person other than the Agency or an associated company of the Agency in connection with any negligence, default, breach of duty or breach of trust in relation to the Agency.

(2) Paragraph (1) only applies if the indemnity does not cover:

(a) any liability of the member of the Governing Council to pay:

(i) a fine imposed in criminal proceedings; or

(ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature;
or

- (b) any liability incurred by the member of the Governing Council;
 - (c) in defending criminal proceedings in which such member of the Governing Council is convicted;
 - (d) in defending civil proceedings brought by the Agency, or an associated company of the Agency, in which judgment is given against such member of the Governing Council;
 - (e) in defending civil proceedings brought on behalf of the Agency by a Member or of an associated company of the Agency, in which judgment is given against such member of the Governing Council;
 - (f) in defending civil proceedings brought on behalf of an associated company of the Agency by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against such member of the Governing Council; or
 - (g) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief:
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if:
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

Restrictions on formation of subsidiary

63. The Agency shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such controlling interest has previously been approved by the Registry of Companies in writing.”.

(Sd.) [Ir Dr Hon W K Lo]

Chairman of the Meeting

Company No 263318

COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

HONG KONG QUALITY ASSURANCE AGENCY
(the "Agency")

Passed on the 29th day of November 2011

The following resolutions were passed as SPECIAL RESOLUTIONS at the Annual General Meeting of the Agency held at 1/F, Centenary Building, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on 29th November 2011:-

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

RESOLVED as Special Resolutions as follows:-

1. That the Memorandum of Association of the Agency be amended as follows:
 - (A) by inserting immediately after Clause 5 the following:-

"6. The Agency shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such controlling interest has previously been approved by the Registry of Companies in writing."
 - (B) by renumbering existing Clauses 6 and 7 as new Clauses 7 and 8.
2. That the Articles of Association of the Agency be amended as follows:
 - (A) by inserting in Article 1(a) the definition of "Acting Chief Executive Officer":

" "Acting Chief Executive Officer" means the acting Chief Executive Officer for the time being as appointed by the Governing Council."
 - (B) by deleting in the definition of "Chairman" under Article 1(a) the words "the Chairman" and substituting the words "the chairman" therefor.
 - (C) by deleting in the definition of "Deputy Chairman" under Article 1(a) the words "the Deputy Chairman" and substituting the words "a deputy chairman" therefor.
 - (D) by deleting in Article 1(a) the definition of "Executive Director" in its entirety and substituting the following therefor:

- “Chief Executive Officer” means the chief executive officer of the Agency for the time being.”
- (E) by inserting in Article 1(a) the following definition of “Finance Committee”:
- “Finance Committee” means a committee formed by the Governing Council in accordance with Article 41.”
- (F) by inserting in Article 1(a) the definition of “Honorary Chairman”:
- “Honorary Chairman” means an honorary chairman as appointed by the Governing Council in accordance with Article 28.”
- (G) by deleting in the definition of “In writing” and “Written” under Article 1(a) the words “In” and “Written” and substituting the words “in” and “written” respectively therefor.
- (H) by inserting in Article 1(c) the words “of the Agency” after “Memorandum of Association”.
- (I) by deleting Article 14 in its entirety and substituting the following therefor:
- “14. The Chairman (or, in his absence, a Deputy Chairman) shall preside as Chairman at every general meeting of the Agency. If the Chairman is absent and more than one of the Deputy Chairmen are present, the longest serving Deputy Chairman shall preside as Chairman at the meeting. If neither the Chairman nor any of the Deputy Chairmen shall be present within 15 minutes after the time appointed for the holding of the meeting, the members of the Governing Council present shall choose one of their number to be Chairman of the meeting.”
- (J) by deleting in Articles 15, 16, 17, 18, 19 and 20 the words “chairman” and substituting the words “Chairman” therefor.
- (K) by deleting in Article 26 the words “a Chairman and a Deputy Chairman” and substituting the words “a Chairman and up to four Deputy Chairmen” therefor.
- (L) by deleting in Article 33(a) the word “our” and substituting the word “out” therefor.
- (M) by deleting in Article 33(b) the words “Executive Director” and substituting the words “Chief Executive Officer” therefor.
- (N) by deleting in Article 33(b)(ii) the words “the Deputy Chairman” and substituting the words “a Deputy Chairman” therefor.
- (O) by deleting Article 33(b)(iii) in its entirety and substituting the following therefor:
- “(iii) the chairman of the Finance Committee appointed by the Governing Council.”
- (P) by deleting Article 33(c) in its entirety and substituting the following therefor:
- “(c) An Instrument for HK\$10,000 or less may be Signed by any one of (i) the Chief Executive Officer, (ii) the Director, Corporate Finance, or (iii) such other person as the Governing Council shall from time to time by resolution determine.”

- (Q) by deleting Article 33(d) in its entirety and substituting the following therefor:
- “(d) An Instrument for HK\$500,000 or less may be Signed jointly by (i) the Chief Executive Officer and (ii) the Director, Corporate Finance or by such other persons as the Governing Council shall from time to time by resolution determine.”
- (R) by deleting in Article 33(e)(1)(i) the words “Executive Director” and substituting the words “Chief Executive Officer” therefor.
- (S) by deleting in Article 33(e)(1)(x) the words “the Deputy Chairman” and substituting the words “a Deputy Chairman” therefor.
- (T) by deleting Article 33(e)(1)(y) in its entirety and substituting the following therefor:
- “(y) the chairman of the Finance Committee appointed by the Governing Council.”
- (U) by deleting in Article 33(e)(2) the words “Executive Director” and substituting the words “Chief Executive Officer” therefor.
- (V) by deleting in the heading immediately before Article 37 the word “Members” and substituting the word “Meetings” therefor.
- (W) by deleting in Article 37 the word “chairman” and substituting the word “Chairman” therefor.
- (X) by deleting Article 40 in its entirety and substituting the following therefor:
- “40. The Chairman (or, in his absence, a Deputy Chairman) shall preside at meetings of the Governing Council. If the Chairman is absent and more than one of the Deputy Chairmen are present, the longest serving Deputy Chairman shall preside as Chairman at the meeting. If there is no Chairman nor any of the Deputy Chairmen or if neither the Chairman nor any of the Deputy Chairmen is present within 15 minutes of the time appointed for the holding of a meeting of the Governing Council, the members of the Governing Council present shall choose one of their number to be Chairman of the meeting.”
- (Y) by deleting in the heading immediately before Article 45 and in Article 45 the words “Executive Director” and substituting the words “Chief Executive Officer” therefor.
- (Z) by deleting in Article 49 the words “Accounts” and “not being a Member” and substituting the words “accounts” and “not being a member” respectively therefor.
- (AA) by deleting in Article 50 the word “he” and substituting the word “The” therefor.
- (BB) by inserting in Article 53 the words “of the Agency” after “the Register of Members”.
- (CC) by deleting in Article 55 the words “Clause 7” and substituting the words “Clause 8” therefor.

(Sd.) Ir Prof. Peter Mok

Chairman of the Meeting

Company No 263318

COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

HONG KONG QUALITY ASSURANCE AGENCY
(the "Agency")

Passed on the 24 day of July 2009

The following resolutions were passed as SPECIAL RESOLUTIONS at an Extraordinary General Meeting of the Agency held at Conference Room of Hong Kong Quality Assurance Agency on 24th July 2009

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

RESOLVED as Special Resolutions as follows:-

1. That the Memorandum of Association of the Agency be amended as follows:
 - (A) by deleting Clause 4 of the Memorandum of Association in its entirety and substituting the following therefor:
 - "4. (1) The income and property of the Agency, however derived, shall be applied solely towards the promotion of the objects of the Agency as set out in this Memorandum of Association.
 - (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Agency shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the Agency.
 - (3) No member of the Governing Council of the Agency shall be appointed to any salaried office of the Agency, or any office of the Agency paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Agency to any member of the Governing Council.
 - (4) Nothing herein shall prevent the payment, in good faith, by the Agency of reasonable and proper remuneration to any officer or servant of the Agency, or to any member of the Agency not being a member of the Governing Council in return for any services actually rendered to the Agency.
 - (5) Nothing herein shall prevent the payment, in good faith, by the Agency:
 - (a) to any member of its Governing Council of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Agency or its Governing Council at a rate per year not exceeding 2% above the prime

rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises demised or let by any member of the Agency or of its Governing Council;

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Agency or of its Governing Council is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

(6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above."

(B) by inserting in Clause 7 of the Memorandum of Association the words "Special Administrative Region" after "High Court of Hong Kong".

2. That the Articles of Association of the Agency be amended as follows:

(A) by deleting in Article 1(a) the definition of "Chief Executive" in its entirety and substituting the following therefor:

"Executive Director" means the Executive Director of the Agency for the time being".

(B) by inserting in Article 1(a) the following definition of "Founding Chairman":

"Founding Chairman" means the first Honorary Chairman as appointed by the Governing Council".

(C) by deleting in Article 22 the words "and Honorary Deputy Chairmen" in the second sentence thereof.

(D) by deleting in Article 23 the words ", except the Chairman and the Deputy Chairman," in the second sentence thereof.

(E) by deleting in Article 26 the words "Notwithstanding the provisions of Article 23, the Chairman and Deputy Chairman may serve for more than three consecutive two-year terms but shall cease to hold office if they cease to be members of the Governing Council", and substituting the following therefor:

"Notwithstanding the provisions of Article 23:

(a) a Deputy Chairman of the Governing Council elected among from the members of the Governing Council may serve for up to three consecutive two-year terms from the date of such election; and

(b) a Chairman of the Governing Council being elected among from the members of the Governing Council may serve up to three consecutive two-year terms from the date of such election

For the avoidance of doubt, for as long as a person is and remains the Chairman or Deputy Chairman of the Governing Council, such person will continue to be a member of the Governing Council, even if the time period in Article 23 has expired.”

- (F) by deleting the title and words of Article 28 and substituting the following therefor:

“Honorary Chairmen

28. The Governing Council may appoint Honorary Chairmen from among the past Governing Council members of the Agency as ex-officio members of the Governing Council. The Honorary Chairmen as may be appointed by the Governing Council shall include the Founding Chairman. All appointments as Honorary Chairmen shall be permanent. The Honorary Chairmen may attend and speak at meetings of the Governing Council but shall not be counted towards the quorum specified in Article 38 and shall not be entitled to vote at meetings of the Governing Council or to exercise any executive power or function.”

- (G) by deleting Article 33 in its entirety and substituting the following therefore:

“33. (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments payable or to be paid by the Agency, and all receipts for monies paid to the Agency (“Instruments”), shall be signed, drawn, accepted, endorsed, or otherwise executed (“Signed”), as the case may be, in such manner as the Governing Council shall from time to time by resolution determine. In the absence of any such resolution which is inconsistent with the authorities set out below, Instruments shall be Signed in the manner set out in Articles 33(b), 33(c), 33(d) and 33(e) and an Instrument so Signed shall be valid and shall bind the Agency.

(b) Subject to the exceptions contained in Articles 33(c), 33(d) and 33(e), all Instruments shall be Signed jointly by the Executive Director and any one of the following:

- (i) the Chairman of the Governing Council; or
- (ii) the Deputy Chairman of the Governing Council; or
- (iii) the Chairman of the Finance Subcommittee appointed by the Governing Council;

(c) An Instrument for HK\$10,000 or less may be Signed by any one of (i) the Executive Director or (ii) the Director of Corporate Affairs.

(d) An Instrument for HK\$500,000 or less may be Signed jointly by (i) the Executive Director and (ii) the Director of Corporate Affairs.

(e) (1) Subject to Article 33(e)(2), if:

- (i) the Executive Director is absent at the time an Instrument is required to be Signed; and
- (ii) the Chairman of the Governing Council in his discretion is satisfied that the Instrument is required to be Signed on an urgent basis,

that Instrument shall be Signed jointly by the Chairman of the Governing Council and any one of the following:

- (x) the Deputy Chairman of the Governing Council; or

(y) the Chairman of the Finance Subcommittee appointed by the Governing Council;

(2) For avoidance of doubt, any Acting Executive Director appointed under Article 45 will have the authority with effect from the date of his appointment as if he were the Executive Director in relation to the Signing of all Instruments.”

(H) by deleting Article 45 in its entirety as substituting the following therefor:

“45.(a) The Governing Council may appoint and dismiss the Executive Director of the Agency, who shall be responsible for the day-to-day operations of the Agency, on such terms and conditions as it thinks fit. The Executive Director shall not be a member of the Governing Council.

(b) If:

- (i) the Executive Director has informed the Governing Council that he will be absent for a period exceeding one month; or
- (ii) the Governing Council in its discretion is satisfied that the Executive Director will be absent for a period exceeding one month,

then the Governing Council shall have the power to appoint any person it considers appropriate as Acting Executive Director in place of the Executive Director for the period of the Executive Director’s absence. Any Acting Executive Director shall have such responsibilities as the Governing Council shall determine.”

(I) by deleting Article in Article 46 the words “or by some other person appointed by the Governing Council for the purpose”.

(J) by deleting Article 56 in its entirety and substituting the following therefor:

“56. Subject to section 165 of the Ordinance, every member of the Governing Council, auditor and officer for the time being of the Agency shall be indemnified out of the funds and assets of the Agency against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance of their duties in relation to the Agency other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Agency against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the court provided that none of the funds or assets of the Agency shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a court.”

(Sd.) Ir Prof. Peter Mok

Chairman of the Meeting

Company No 263318

COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

HONG KONG QUALITY ASSURANCE AGENCY

Passed on the 27th day of October 2000

The following resolution was passed as a SPECIAL RESOLUTION at an Extraordinary General Meeting of the Company held at 19/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong on 27th October 2000:-

That the Articles of Association of the Company be amended as follows:-

(a) by adding in Article 1(a) the following definition following the definition of "Governing Council"-

“Government” means the Government of the Hong Kong Special Administrative Region as defined in Chapter 1 of the laws of Hong Kong and any modifications thereto.”

(b) by deleting in Article 1(a) the definition of 'Trade and Industry Bureau' in its entirety.

(c) by deleting in Article 3 the words 'Trade and Industry Bureau' and substituting the word 'government' therefor.

(d) by deleting in Article 22 the words 'of the Trade and Industry Bureau and' and substituting the words 'from the Government and up to' therefor.

(e) by deleting in Article 45 the letter 'a' in the first line thereof and substituting the word 'the' therefor.

(Sd.) Dr. T.L. Ng

Chairman of the Meeting

Reg. No : 263318

COMPANIES ORDINANCE

SPECIAL RESOLUTIONS

OF

HONG KONG QUALITY ASSURANCE AGENCY

Passed on the 16th day of October 1998

The following resolutions were passed as SPECIAL RESOLUTIONS at an Extraordinary General Meeting of the Company held at 1/F, HKPC Building, 78 Tat Chee Avenue, Kowloon, Hong Kong on 16th October 1998:-

"1. THAT Clause 3 of the Memorandum of Association be amended by:-

(i) By deleting sub-clause (l) in its entirety and substituting the following therefor;

"to establish a scheme (the "Scheme") to certify the management systems (i.e. the organizational structure, responsibilities, procedures, processes and resources, for implementing management) of companies carrying on business in the manufacturing, construction and service sector in Hong Kong and associated operations of such companies elsewhere, and of companies carrying on business in the manufacturing, construction and service sectors outside Hong Kong (the "Industries"). References to "business" and "carrying on business in the manufacturing, constructions and service sector" include any trade, profession or vocation and the activities of a public body, a public authority, or a board, commission, committee or other body appointed by the Hong Kong SAR Government or the Chief Executive thereof or by any equivalent or sovereign authority outside Hong Kong."

(ii) deleting the words "quality and/or environmental" where they appear in sub-clauses (4), (5) and (6) and sub-clause (17);

(iii) by deleting sub-clause (2) in its entirety and substituting the following therefore:-

"to adopt criteria for certification of management systems in accordance with appropriate international standards or normative documents."

(iv) by deleting sub-clause (3) in its entirety and substituting the following therefor:-

"to assess, inspect, audit and compile technical assessment reports on the management systems of companies applying for certification under the Scheme."

- (v) by deleting the words “quality assurance” in sub-clause (7) and substituting the word “management” therefor.
 - (vi) in sub-clauses (8) and (9) by deleting the words “quality assurance and environmental” where they appear and by including the word “systems” after the word “management” where it appears.
 - (vii) by deleting the word “organisation” in sub-clause (10) and substituting the word “companies” therefor.
 - (viii) by including “SAR” after the words “Hong Kong” in sub-clause (15).
 - (ix) by including the word “Governing” before the word “Council” in sub-clause (27).
2. THAT THE Articles of Association of the Agency be amended as follows:-
- (i) By deleting the title and definition of “Director General of Industry” in existing Article 1 in their entirety and including the following new definition after the existing definition of “Secretary”:-

“Trade and Industry Bureau” means the Trade and Industry Bureau of the Hong Kong SAR Government”
 - (ii) By deleting existing Article 3 in its entirety and substituting the following therefor:-

“A representative of the Trade and Industry Bureau and such persons as the members of the Governing Council shall admit to membership shall be Members of the Agency.”
 - (iii) By deleting existing Article 22 in its entirety and substituting the following therefor:-

“22. The Governing Council shall comprise a minimum of 10 and a maximum of 25 persons, to include a representative of the Trade and Industry Bureau and 24 persons elected from amongst the Members of the Agency. The Honorary Chairman and Honorary Deputy Chairman shall be ex-officio members of the Governing Council in accordance with the provisions of Article 28. No single interest shall be predominant in the Governing Council.”
 - (iv) By deleting existing Article 23 in its entirety and substituting the following therefor:-

“23. At the 1999 Annual General Meeting and at every alternate annual general meeting thereafter, all the elected members of the Governing Council shall retire from office. Retiring members of the Governing Council shall be eligible for re-election, but no elected member of the Governing Council, except the Chairman and the Deputy Chairman, shall serve for more than three consecutive two-years terms.”
 - (v) By replacing “1997” in Article 25 with “1999”.
 - (vi) By deleting existing Article 26 in its entirety, substituting the following therefor:-

“26 The Governing Council may elect a Chairman and a Deputy Chairman of the Governing Council from among the members of the Governing Council. Notwithstanding the provisions of Article 23, the Chairman and Deputy Chairman may serve for more than three consecutive two-year terms but shall cease to hold office if they cease to be members of the Governing Council.”

(vii) By deleting existing Article 28 in its entirety, substituting the following therefor:-

“Honorary Chairmen and Honorary Deputy Chairmen

28. The Governing Council may appoint no more than 3 Honorary Chairman and no more than 3 Honorary Deputy-Chairmen for among the past Governing Council members of the Agency as ex-officio members of the Governing Council. Such honorary officers shall serve for a term of 2 years from the date of their appointment and shall be eligible for re-appointment. The Honorary Chairmen and Honorary Deputy-Chairmen may attend and speak at meetings of the Governing Council but shall not be counted as a member of the governing Council for the purpose of determining the number of the Governing Council members pursuant to Article 38 and shall not be entitled to vote at meetings of the Governing Council or to exercise any executive power or function.”

(viii) By deleting the words “certification body” in existing Article 31(c) and substituting “Agency” therefor;

(xi) By deleting existing Article 46, and its heading, in their entirety.

(x) By renumbering existing Articles 47 to 57 as new Articles 46 to 56.”

(Sd.) Dr John Lo, OBE, JP

Chairman of the Meeting

Reg. No : 263318

COMPANIES ORDINANCE

SPECIAL RESOLUTION

OF

HONG KONG QUALITY ASSURANCE AGENCY

Passed on the 24th day of March 1997

The following resolution was passed as a SPECIAL RESOLUTION at an Extraordinary General Meeting of the Company held at 1/F, HKPC Building, 78, Tat Chee Avenue, Kowloon, Hong Kong on 24 March 1997:-

“THAT a new form of Memorandum and Articles of Association of the Agency in the form annexed hereto (which, for the purpose of identification has been subscribed by a member of the Governing Council) be and is hereby approved and adopted as the Memorandum and Articles of Association of the Agency, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association of the Agency.”

(Sd.) Dr. John Lo, OBE, JP

Chairman of the Meeting

No. 263318

編號

[COPY]

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that
本人茲證明

HONG KONG QUALITY ASSURANCE AGENCY
香港品質保證局

(the word 'Limited' being omitted by Licence granted by me) is this day
(本人已發予許可證將「有限公司」字樣刪除)

incorporated in Hong Kong under the Companies Ordinance, and that
於本日在香港依據公司條例註冊成為

this company is limited.
有限公司。

Given under my hand this Twenty-sixth
簽署於一九八九年九月二十六日。

day of September
and Eighty-nine.

One Thousand Nine Hundred

(Sd.) Mrs S. Lam

P. Registrar General
(Registrar of Companies)
Hong Kong
香港註冊總署署長公司註冊官
(註冊主任 林黎小蘭 代行)

THE COMPANIES ORDINANCE
Chapter 622

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF ASSOCIATION
(as adopted by Special Resolution dated 24th March 1997
and amended by Special Resolution dated 16th October 1998
and amended by Special Resolutions dated 27th October 2000
and amended by Special Resolution dated 24th July 2009
and amended by Special Resolution dated 29th November 2011
and amended by Special Resolution dated 24th November 2015)
and further amended by Special Resolution dated 23 November 2021

OF

HONG KONG QUALITY ASSURANCE AGENCY

1. The name of the company is “香港品質保證局 HONG KONG QUALITY ASSURANCE AGENCY” and its registered office will be situated in Hong Kong.

Interpretation

2. (a) In these articles:-

“Acting Chief Executive Officer”	means the acting Chief Executive Officer for the time being as appointed by the Governing Council.
“Agency”	means “香港品質保證局 HONG KONG QUALITY ASSURANCE AGENCY”.
“Chairman”	means the chairman of the Governing Council for the time being.
“Deputy Chairman”	means a deputy chairman of the Governing Council for the time being.
“Chief Executive Officer”	means the chief executive officer of the Agency for the time being.
“Finance Committee”	means a committee formed by the Governing Council in accordance with Article 46.
“Founding Chairman”	means the first Honorary Chairman as appointed by the Governing Council.
“Governing Council”	means the Governing Council for the time being of the Agency whose members shall be deemed to be directors for the purposes of the Ordinance. For the avoidance of doubt, the Governing Council shall be the only governing body of the Agency.
“Government”	means the Government of Hong Kong as defined in Chapter 1 of the Laws of Hong Kong and any modifications thereto.
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC.
“Honorary Chairman”	means an honorary chairman as appointed by the Governing

Council in accordance with Article 33.

"in writing" and "written"	includes telex and facsimile messages and any mode of reproducing words in a legible and non-transitory form.
"Macau"	means the Macau Special Administrative Region of the PRC.
"Member"	means a person admitted to membership of the Agency by the Governing Council and whose name appears on the Register of Members for the time being.
"Ordinance"	means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.
"PRC"	means the People's Republic of China.
"seal"	means the common seal of the Agency.
"Secretary"	means any person appointed to perform the duties of the secretary of the Agency.

- (b) Subject as aforesaid, words or expressions contained in these articles shall, if not inconsistent with the subject or context, bear the same meaning as in the Ordinance.
- (c) References herein to Articles are to Articles of these Articles of Association. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.
- (d) The regulations in Schedule 3 to the Companies (Model) Notice, Chapter 622H of the Laws of Hong Kong, shall not apply to the Agency.
- (e) The Agency is established for the objects expressed in these Articles.

Objects

3. The objects for which the Agency is established are specifically expressed below:

- (1) To establish, provide, operate and promote standards, conformity assessment services and schemes (the "Schemes") to certify, audit, specify, assess, validate, verify and/or improve the management practices, requirements and standards in relation to the organisational structure, responsibilities, procedures, processes, resources, services, products, materials and/or any systems or installations of companies and/or individuals carrying on business in Hong Kong and associated operations of such companies and/or individuals elsewhere, and of companies and/or individuals carrying on business outside Hong Kong (the "Industries"). References to "Business" and "carrying on business" include any trade, profession or vocation and the activities of public bodies, public authorities, boards, commissions, committees or other bodies appointed by the Hong Kong Government or the Chief Executive thereof or by any equivalent or sovereign authorities outside Hong Kong.
- (2) To develop, improve and promote the adoption, development and maintenance of good and efficient management practices in an impartial manner (Article 3(1) together with this Article 3(2), the "objects").
- (3) In furtherance of the objects of the Agency but not otherwise, to develop methodologies and conduct benchmarking evaluation.
- (4) In furtherance of the objects of the Agency but not otherwise, to provide advice, opinion, guidance, knowledge, consultations or recommendations to the Industries.

- (5) In furtherance of the objects of the Agency but not otherwise, to develop and maintain professional membership registration or general registration services.
- (6) In furtherance of the objects of the Agency but not otherwise, to conduct studies, surveys, assessments, verifications, investigations, data analytical services and research (the research findings are disseminated to the public, subject to obligations of confidentiality or other contractual obligations (if any)), and analyse and/or advise on the results, data, observations of such studies and research.
- (7) In furtherance of the objects of the Agency but not otherwise, to establish and maintain platforms in any form of channel or medium, or in other appropriate ways facilitate, for the exchange and connection of intelligence, information and other resources.
- (8) In furtherance of the objects of the Agency but not otherwise, to organise, arrange, participate and conduct conferences, seminars, exhibitions, workshops, education and trainings in Hong Kong, Macau, PRC and any other territories outside of Hong Kong.
- (9) In furtherance of the objects of the Agency but not otherwise, to be impartial and credible when establishing, providing, operating and promoting the Schemes, and to adopt applicable or appropriate international and/or statutory standards or normative documents.
- (10) In furtherance of the objects of the Agency but not otherwise, to assess, inspect, audit, analyse, generate and compile technical assessment reports on the management practices of Industries applying for or taking part in the Schemes.
- (11) In furtherance of the objects of the Agency but not otherwise, to grant, defer, withhold, suspend or terminate as appropriate, the certification or recognition of conformity in any form, in whole or in part, of the management practices of the Industries according to the criteria of the Schemes.
- (12) In furtherance of the objects of the Agency but not otherwise, to establish and administer appeal mechanisms for the Schemes.
- (13) In furtherance of the objects of the Agency but not otherwise, to engage consultants to advise on the Agency's role, services and programs.
- (14) In furtherance of the objects of the Agency but not otherwise, to charge such fees as the Agency sees fit for any service provided by it to any person or companies whatsoever.
- (15) In furtherance of the objects of the Agency but not otherwise, to apply for registration and to maintain, defend and enforce against any intellectual property rights created by, for or with the assistance of the Agency and sell, let, license or otherwise dispose of the same.
- (16) To apply solely the income of the Agency wheresoever derived towards the promotion of the objects of the Agency.
- (17) In furtherance of the objects of the Agency but not otherwise and subject to Article 4, to make all necessary or appropriate arrangements for carrying out the work of the Agency and for this purpose to engage and provide for the salaries, honoraria and maintenance of its employees, consultants and assessors.
- (18) In furtherance of the objects of the Agency but not otherwise, to subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the Agency provided that such society or association shall prohibit the distribution of its income and property amongst its Members to an extent as least as great as is imposed on the Agency under or by virtue to Article 4 and Article 60 hereof.
- (19) To enter into any arrangements with the Hong Kong Government or any authority that are for furthering the Agency's objects or any of them; and to obtain from the Government or

authority any rights, privileges, concessions and subvention which the Agency thinks it necessary to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

- (20) In furtherance of the objects of the Agency but not otherwise, to establish liaison, co-operation, or collaboration with local, international or overseas organizations having objects similar to those of the Agency. For the avoidance of doubt, the foregoing does not preclude the Agency from collaborating with local, international or overseas organizations that do not have similar objects to those of the Agency so long as the collaboration is for furtherance of the objects of the Agency but not otherwise.
- (21) In furtherance of the objects of the Agency but not otherwise, to negotiate for, and enter into, mutual recognition agreements with overseas organizations administering similar management system certification schemes or are intended to carry out activities that would in effect further the objects of the Agency.
- (22) To purchase, take or lease or in exchange, hire or otherwise acquire any real and personal estate which are necessary or to provide means for any of the objects of the Agency.
- (23) To take any gift of property and any donation in cash, whether subject to any special trust or not, for any one or more of the objects of the Agency.
- (24) To print, publish and sell any materials, periodicals, books, brochures or leaflets, prepared in any medium that the Agency thinks necessary for the promotion of its objects.
- (25) To sell, manage, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Agency, proceeds from which shall be applied and used in furtherance of the objects of the Agency and subject to Article 4.
- (26) In furtherance of the objects of the Agency but not otherwise, to borrow and raise money and secure the repayment of any money borrowed, raised or owing in such manner as the Agency thinks fit.
- (27) To undertake and execute any trusts which are for furthering the Agency's objects.
- (28) To invest the monies of the Agency not immediately required in a proper and prudent manner with a view to generating income for use in furtherance of the objects of the Agency in or upon such investments, securities or property as thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as are for the time being imposed or required by law and subject to Article 4.
- (29) To subscribe to any local or other charities, and to grant donations for furthering the objects of the Agency provided that the recipients of the funds of the Agency, which are organizations shall prohibit the distribution of their income and property amongst their members to an extent as least as great as is imposed on the Agency under or by virtue to Article 4 and Article 60 hereof.
- (30) To grant scholarships to and/or sponsor courses, curriculums, and/or educational activities in furtherance of the Agency's objects provided that the recipients of the funds of the Agency, which are organisations, shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Agency under or by virtue to Article 4 and Article 60 hereof.
- (31) To take such lawful action that are necessary to protect the interests or attain any of the objects of the Agency.
- (32) To do all such other lawful things which in the opinion of the Governing Council are incidental or conducive to the attainment of the above objects or any of them.

- (33) To carry out any of the above objects either on its own or in association with any other person or organization as the Agency sees fit.

Provided that:-

- (a) In case the Agency shall take or hold any property which may be subject to any trusts, the Agency will only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- (b) The objects of the Agency shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

Application of Income and Property

4. (1) The income and property of the Agency, however derived, shall be applied solely towards the promotion of the objects of the Agency as set out in these Articles.
- (2) Subject to sub-paragraphs (4) and (5) below, no portion of the income and property of the Agency shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever, to the Members of the Agency.
- (3) No member of the Governing Council of the Agency shall be appointed to any salaried office of the Agency, or any office of the Agency paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-paragraph (5) below) shall be given by the Agency to any member of the Governing Council.
- (4) Nothing herein shall prevent the payment, in good faith, by the Agency of reasonable and proper remuneration to any officer or servant of the Agency, or to any Member of the Agency not being a member of the Governing Council in return for any services actually rendered to the Agency.
- (5) Nothing herein shall prevent the payment, in good faith, by the Agency:
- (a) to any member of its Governing Council of out-of-pocket expenses;
- (b) of interest on money lent by any Member of the Agency or its Governing Council at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Agency or of its Governing Council;
- (d) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Agency or of its Governing Council is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-paragraphs (4) and (5) above.

Members

5. The number of Members with which the Agency proposes to be registered is 25 but the Governing Council may from time to time register an increase of members.
6. A representative of the Government and such persons as the members of the Governing Council shall admit to membership shall be Members of the Agency.

7. A Member may terminate his membership at any time upon prior written notice to the Governing Council.
8. The Governing Council shall have the power to terminate the membership of a Member if at least three-fourths of the members of the Governing Council pass a resolution in favour of such termination at a meeting of the Governing Council of which the Member in question has been given notice and at which he has a right to attend and make representation if he so wishes. A Member whose membership has been so terminated shall have the right to appeal against the termination to the Agency in general meeting.

Liability of Members

9. The liability of the Members is limited.
10. Every Member of the Agency undertakes to contribute to the assets of the Agency, in the event of its being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Agency contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (HK\$100).

General Meetings

11. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Agency must, in respect of each financial year of the Agency, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The annual general meeting shall be held at such time and place as the Governing Council shall appoint.
12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Governing Council may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. If at any time there are not within Hong Kong sufficient members of the Governing Council capable of acting to form a quorum, any member of the Governing Council or any two Members of the Agency may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Governing Council. If the members of the Governing Council are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the members of the Governing Council do not call a general meeting in accordance with section 567 of the Ordinance, the Members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

Notice of General Meetings

14. An annual general meeting and a meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any other general meeting shall be called by not less than 14 days' notice in writing. 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 any manner specified in these Articles or in such other manner, if any, as may be prescribed by the Agency in general meeting, to such persons as are, under these Articles, entitled to receive such notice from the Agency:-

Provided that a meeting of the Agency 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.

15. 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

16. 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 reporting documents (as specified in section 357 of the Ordinance), the election of members of the Governing Council in place of those retiring, and the appointing and fixing of the remuneration of the auditors.

17. 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. The quorum for any general meeting shall be 5 Members present in person.

18. 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 Governing Council 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.

19. The Chairman (or, in his absence, a Deputy Chairman) shall preside as Chairman at every general meeting of the Agency. If the Chairman is absent and more than one of the Deputy Chairmen are present, the longest serving Deputy Chairman shall preside as Chairman at the meeting. If neither the Chairman nor any of the Deputy Chairmen shall be present within 15 minutes after the time appointed for the holding of the meeting, the members of the Governing Council present shall choose one of their number to be Chairman of the meeting.

20. If at any meeting no member of the Governing Council is willing to act as Chairman of the meeting or if no member of the Governing Council 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.

21. The Chairman of a meeting 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.

22. 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 of the meeting; or

- (b) by at least two Members present in person; or
- (c) by any Member or Members present in person and representing at least 5% 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 of the meeting 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 Agency 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.

- 23. Except as provided in Article 25, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 24. In the case of an equality of votes, whether on a show of hands or 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.
- 25. A poll demanded on the election of a Chairman of a meeting, 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 pending the taking of the poll.

Votes of Members

- 26. Every Member shall have one vote.

Members of the Governing Council

- 27. The Governing Council shall comprise a minimum of 10 and a maximum of 25 persons, to include a representative from the Government and up to 24 persons elected from amongst the Members of the Agency. The Honorary Chairmen shall be ex-officio members of the Governing Council in accordance with the provisions of Article 33. No single interest shall be predominant in the Governing Council.
- 28. At the 1999 Annual General Meeting and at every alternate annual general meeting thereafter, all the elected members of the Governing Council shall retire from office. Retiring members of the Governing Council shall be eligible for re-election, but, subject to the provisions of Article 31, no elected member of the Governing Council shall serve for more than three consecutive two-year terms.
- 29. The Governing Council shall have power at any time and from time to time to appoint any Member to be a member of the Governing Council to fill a casual vacancy arising from the resignation or removal of a member of the Governing Council, the person so appointed shall serve during such time only as the member in whose place he is appointed would have served if he had not resigned or been removed.
- 30. The members of the Governing Council shall be elected by ordinary resolution of the Members at the 1999 Annual General Meeting and at every alternate annual general meeting thereafter.
- 31. The Governing Council may elect a Chairman and up to four Deputy Chairmen of the Governing Council from among the members of the Governing Council. Notwithstanding the provisions of Article 28:

- (a) a Chairman of the Governing Council elected among from the members of the Governing Council may serve for up to three consecutive two-year terms from the date of such election; and
- (b) a Deputy Chairman of the Governing Council being elected among from the members of the Governing Council may serve up to four consecutive two-year terms from the date of such election.

For the avoidance of doubt, for as long as a person is and remains the Chairman or Deputy Chairman of the Governing Council, such person will continue to be a member of the Governing Council, even if the time period in Article 28 has expired.

Nominations to the Governing Council

32. No person not being a retiring member of the Governing Council shall, unless recommended by the Governing Council for appointment, be eligible for election as a member of the Governing Council unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Agency a notice in writing signed by a Member of the Agency, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

Honorary Chairmen

33. The Governing Council may appoint Honorary Chairmen from among the past Governing Council members of the Agency as ex-officio members of the Governing Council. The Honorary Chairmen as may be appointed by the Governing Council shall include the Founding Chairman. All appointments as Honorary Chairmen shall be permanent. The Honorary Chairmen may attend and speak at meetings of the Governing Council but shall not be counted towards the quorum specified in Article 43 and shall not be entitled to vote at meetings of the Governing Council or to exercise any executive power or function.

Alternate Members of the Governing Council

34. A member of the Governing Council may at any time by notice in writing delivered to the registered office of the Agency or at a meeting of the Governing Council appoint another member of the Governing Council to act as alternate member of the Governing Council in his place subject to the approval of the Governing Council and may in like manner terminate that appointment.

An alternate member of the Governing Council shall be entitled to exercise and discharge all the functions, powers and duties of the member of the Governing Council for whom he acts as alternate except the power to appoint an alternate. An alternate member of the Governing Council, at any meeting of the Governing Council or at any meeting of a committee of the Governing Council, shall have one vote in respect of each member of the Governing Council for whom he acts as alternate in addition to his own vote. The signature of an alternate member of the Governing Council to any resolution in writing of the Governing Council or of a committee of the Governing Council shall be as effective as the signature of the member of the Governing Council for whom he acts as alternate.

An alternate member of the Governing Council shall vacate his office as such alternate member of the Governing Council if and when the member of the Governing Council for whom he acts as alternate vacates his office as a member of the Governing Council. An alternate member of the Governing Council shall alone be responsible for his own acts and defaults and he shall not be deemed to be a member of the Governing Council appointing him.

Powers and Duties of Members of the Governing Council

35. The business of the Agency shall be managed by the Governing Council which may exercise all such powers and do all such things as are not, by the Ordinance or by these Articles, required to

be exercised by the Agency in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to any regulations prescribed by the Agency in general meeting provided that no such regulation made by the Agency in general meeting shall invalidate any prior act of the Governing Council which would have been valid if that regulation had not been made.

36. Without prejudice to the generality of the powers and duties vested in the Governing Council by Article 35 hereof, and subject to the provisions of the Ordinance and these Articles, the Governing Council shall be responsible for:-

- (a) formulation of policy relating to the operation of the Agency;
- (b) overseeing the implementation of its policies; and
- (c) supervision of the finances of the Agency.

37. The Governing Council may exercise all the powers of the Agency to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.

38. (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments payable or to be paid by the Agency, and all receipts for monies paid to the Agency ("Instruments"), shall be signed, drawn, accepted, endorsed, or otherwise executed ("Signed"), as the case may be, in such manner as the Governing Council shall from time to time by resolution determine. Subject to any such resolution, all Instruments shall be Signed in the manner set out in Articles 38(b), 38(c), 38(d) and 38(e) and an Instrument so Signed shall be valid and shall bind the Agency.

(b) Subject to the exceptions contained in Articles 38(c), 38(d) and 38(e), all Instruments shall be Signed jointly by the Chief Executive Officer and any one of the following:

- (i) the Chairman of the Governing Council; or
- (ii) a Deputy Chairman of the Governing Council; or
- (iii) the chairman of the Finance Committee appointed by the Governing Council.

(c) An Instrument for HK\$10,000 or less may be Signed by any one of (i) the Chief Executive Officer, (ii) the Director, Corporate Finance, or (iii) such other person as the Governing Council shall from time to time by resolution determine.

(d) An Instrument for HK\$500,000 or less may be Signed jointly by (i) the Chief Executive Officer and (ii) the Director, Corporate Finance or by such other persons as the Governing Council shall from time to time by resolution determine.

(e) (1) Subject to Article 38(e)(2), if:

- (i) the Chief Executive Officer is absent at the time an Instrument is required to be Signed; and
- (ii) the Chairman of the Governing Council in his discretion is satisfied that the Instrument is required to be Signed on an urgent basis,

that Instrument shall be Signed jointly by the Chairman of the Governing Council and any one of the following:

- (x) a Deputy Chairman of the Governing Council; or
- (y) the chairman of the Finance Committee appointed by the Governing Council.

(2) For avoidance of doubt, any Acting Chief Executive Officer appointed under Article 50 will have the authority with effect from the date of his appointment as if he were the Chief Executive Officer in relation to the Signing of all Instruments.

39. The Governing Council shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Governing Council;
- (b) of the names of the members of the Governing Council present at each meeting of the Governing Council and of any committee of the Governing Council;
- (c) of all resolutions and proceedings at all meetings of the Agency, and of the Governing Council, and of committees of the Governing Council,

and every member of the Governing Council present at any meeting of the Governing Council or committee of the Governing Council shall sign his name in a book to be kept for that purpose.

Disqualification of Members of the Governing Council

40. The office of a member of the Governing Council shall be vacated if the member of the Governing Council:-

- (a) holds any other office of profit under the Agency; or
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) ceases to be a member of the Governing Council under the Ordinance or under the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong, or is prohibited from being a director by law; or
- (d) becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Agency given in accordance with section 464(5) of the Ordinance; or
- (f) shall for more than 6 months have been absent without permission of the Governing Council from meetings of the Governing Council held during that period; or
- (g) is directly or indirectly interested in a transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the Agency's affairs or operation) with the Agency and, if his interest in such transaction, arrangement or contract is material, fails to declare the nature and extent of his interest in the manner required by section 536 of the Ordinance.

A member of the Governing Council shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote, his vote shall not be counted. A reference in this Article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

41. The Agency may by ordinary resolution remove any member of the Governing Council before the expiration of his period of office.

Proceedings of Meetings of the Governing Council

42. The Governing Council may meet for the dispatch of business, adjourn, and otherwise regulate its meetings, as it thinks 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 member of the Governing Council may, and the Secretary on the requisition of a member of the Governing Council shall, at any time summon a meeting of the Governing Council.

43. The quorum for a meeting of the Governing Council shall be 5, and the quorum must continue to be present until the conclusion of the meeting.

44. The continuing members of the Governing Council 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 these Articles as the necessary quorum of members of the Governing Council, the continuing members of the Governing Council may act for the purpose of increasing the number of members of the Governing Council to that number, or of summoning a general meeting of the Agency, but for no other purpose.
45. The Chairman (or, in his absence, a Deputy Chairman) shall preside at meetings of the Governing Council. If the Chairman is absent and more than one of the Deputy Chairmen are present, the longest serving Deputy Chairman shall preside as Chairman at the meeting. If there is no Chairman nor any of the Deputy Chairmen or if neither the Chairman nor any of the Deputy Chairmen is present within 15 minutes of the time appointed for the holding of a meeting of the Governing Council, the members of the Governing Council present shall choose one of their number to be Chairman of the meeting.
46. The Governing Council may delegate any of its powers to committees consisting of at least one member of the Governing Council and such other persons as it thinks fit, and may from time to time revoke such delegation or revoke the appointment of and discharge any such committee either wholly or in part. Any committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Governing Council. The meetings and proceedings of any such committees shall be governed mutatis mutandis by the provisions of these Articles for regulating the meetings and proceedings of the Governing Council so far as applicable and so far as the same are not superseded by any regulations made by the Governing Council hereunder.
47. All acts done by the Governing Council or by a committee of the Governing Council, or by any person acting as a member of the Governing Council, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of the Governing Council or person acting as aforesaid, or that any member of the Governing Council or person acting as aforesaid was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Governing Council.
48. A resolution in writing, signed by all the members of the Governing Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the Governing Council duly convened and held.

Secretary

49. Subject to Article 4, the Secretary shall be appointed by the Governing Council for a term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by the Governing Council.

Chief Executive Officer

50. (a) Subject to Article 4, the Governing Council may appoint and dismiss the Chief Executive Officer of the Agency, who shall be responsible for the day-to-day operations of the Agency, on such terms and conditions as it thinks fit. The Chief Executive Officer shall not be a member of the Governing Council.
- (b) If:
 - (i) the Chief Executive Officer has informed the Governing Council that he will be absent for a period exceeding one month; or
 - (ii) the Governing Council in its discretion is satisfied that the Chief Executive Officer will be absent for a period exceeding one month,

then the Governing Council shall have the power to appoint any person it considers appropriate as Acting Chief Executive Officer in place of the Chief Executive Officer for the period of the Chief Executive Officer's absence. Any Acting Chief Executive Officer shall have such responsibilities as the Governing Council shall determine.

The Seal

51. The Governing Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Governing Council or of a committee of the Governing Council authorized by the Governing Council on that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Governing Council and shall be countersigned by the Secretary or by a second member of the Governing Council.

Accounts

52. The Governing Council must keep accounting records that:
- (a) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance; and
 - (b) enable the Governing Council to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance.
53. The accounting records shall be kept at the registered office of the Agency, or, subject to the applicable statutory requirements, at such other place or places as the Governing Council thinks fit, and shall always be open to the inspection of the members of the Governing Council.
54. The Governing Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Agency or any of them shall be open to the inspection of the Members not being members of the Governing Council, and no Member (not being a member of the Governing Council) shall have any right of inspecting any of the accounting records or document of the Agency except as conferred by statute or authorized by the Governing Council or by the Agency in general meeting.
55. The Governing Council shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the Agency in general meeting such reporting documents (as specified in section 357 of the Ordinance) or any other document as are required by the statutes.
56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Agency in general meeting, together with a copy of the members of the Governing Council's report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to every Member of the Agency.

Audit

57. Subject to Article 4, auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

Notices

58. A notice may be given by the Agency to any Member either personally or by sending it by post to the address of the Member appearing on the Register of Members of the Agency (which shall be an address in Hong Kong) or by facsimile transmission. 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. In the case of a facsimile transmission, notice shall be deemed to have been served at the time of dispatch.

Amendments to the Articles of Association

59. No addition, alteration or amendment shall be made to or in the Articles of Association of the Agency for the time being in force unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

Winding-up

60. If upon the winding up or dissolution of the Agency 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 Agency, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Agency, and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Agency by virtue of Article 4 hereof and this article, such institution or institutions to be determined by the Members of the Agency at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
61. The auditor and officer (other than a member of the Governing Council) for the time being of the Agency shall be indemnified out of the funds and assets of the Agency against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance of their duties in relation to the Agency other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Agency against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 903 or 904 of the Ordinance in which relief is granted to them by the court provided that none of the funds or assets of the Agency shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a court.
62. (1) A member or former member of the Governing Council may be indemnified out of the Agency's assets against any liability incurred by such member or former member of the Governing Council to a person other than the Agency or an associated company of the Agency in connection with any negligence, default, breach of duty or breach of trust in relation to the Agency.
- (2) Paragraph (1) only applies if the indemnity does not cover:
- (a) any liability of the member of the Governing Council to pay:
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the member of the Governing Council:
 - (i) in defending criminal proceedings in which such member of the Governing Council is convicted;
 - (ii) in defending civil proceedings brought by the Agency, or an associated company of the Agency, in which judgment is given against such member of the Governing Council;

- (iii) in defending civil proceedings brought on behalf of the Agency by a Member or of an associated company of the Agency, in which judgment is given against such member of the Governing Council;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the Agency by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against such member of the Governing Council; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief:
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if:
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

Restrictions on formation of subsidiary

63. The Agency shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such controlling interest has previously been approved by the Registry of Companies in writing.

Names, addresses and descriptions of subscribers

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Civil Servant
(Director of Industry)

(Sd.) JOHN LO SIEW KIONG (羅 肇 強)
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96 Pokfulam Road,
Hong Kong.

Managing Director

Dated the 12th day of August, 1989.

WITNESS to the above signatures:

(Sd.) ANDREW LEUNG KIN PONG (梁 建 邦)
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3 Repulse Bay Road,
Hong Kong.

Civil Servant
(Deputy Director of Industry)