

**RE-PRINT OF
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
COSMOS MACHINERY (HOLDINGS) LIMITED
(大同機械(控股)有限公司)**

Incorporated the 21st day of March, 1963.

Woo, Kwan, Lee & Lo
Solicitors & Notaries
Hong Kong

Re-printed by
CARNIVAL PRINTING CO.
Hong Kong
Tel.: 5440830 (3 Lines)
1994

RE-PRINT OF
MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
COSMOS MACHINERY (HOLDINGS) LIMITED
(大同機械(控股)有限公司)

Incorporated the 21st day of March, 1963.

Woo, Kwan, Lee & Lo
Solicitors & Notaries
Hong Kong

Re-printed by
CARNIVAL PRINTING CO.
Hong Kong
Tel.: 5440830 (3 Lines)
1994

Registration Number: 8616

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION

OF

COSMOS MACHINERY (HOLDINGS) LIMITED

(大同機械(控股)有限公司)

Passed on the 14th day of September, 1988

At an Extraordinary General Meeting of the shareholders of the Company duly convened and held at its registered office on the 14th day of September, 1988, the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be altered in the following manner:-

(a) by adding the following new article immediately after the existing Article 13:-

14. (a) No Director or intended Director shall be disqualified from his office by contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being such a member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established. Provided always that each Director shall forthwith disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Section 162 of the Ordinance.

(b) Provided such disclosure is made as aforesaid, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and to be counted in the quorum present at the meeting at which such contract or arrangement is considered.

(c) Any Director may continue to be or become a director, managing director, manager or other officer or member of any other company (other than the office of auditor) in which the Company may be interested and unless otherwise agreed no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them, directors, managing directors, managers or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be appointed, a

director, managing director, manager or other officer of such company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.

(b) by renumbering the existing Articles 14 to 22 inclusive as Articles 15 to 23 inclusive.”

Dated the 14th day of September, 1988.

(Sd.) (鄧 焜)

Tang Kwan

TANG KWAN
(Chairman)

THE COMPANIES ORDINANCE (CAP. 32)

SPECIAL RESOLUTION
OF
COSMOS MACHINERY LIMITED
(大同機械有限公司)

Passed on the 28th day of March 1988

At an Extraordinary General Meeting of the abovenamed Company duly convened and held on the 28th day of March, 1988 at the registered office of the Company, the following resolution was duly passed as Special Resolution:

“That the name of the Company be changed into COSMOS MACHINERY (HOLDINGS) LIMITED (大同機械(控股)有限公司)”.

(Sd.) 鄧 焜

Chairman
TANG KWAN

Dated the 28th day of March, 1988.

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
COSMOS MACHINERY LIMITED

Passed on the 30th day of August 1984

At an Extraordinary General Meeting of the Company held at Ground Floor, 310-310C Un Chau Street, Kowloon on the 30th day of August 1984 at 10:30 a.m. the following resolution was duly passed as a Special Resolution:-

"That the objects clause of the Memorandum of Association of the Company be amended by deleting sub-clause (i) thereof and substituting the following new sub-clause (i) in its place:-

- (i) To secure or guarantee by pledges mortgages charges or otherwise the performance and discharge of any contract obligation or liability of any third party (including corporations) whether or not the giving of any such security or guarantee is in furtherance of the commercial purposes or any other of the objects of the Company and so that this sub-clause shall for the avoidance of doubt be construed as an independent object of the Company and (without limiting any of the foregoing) as extending to the giving of any such security or guarantee in relation to the indebtedness (present future or contingent) of any associated, subsidiary or holding company of the Company."

(Sd.) Tang Kwan
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION
OF
COSMOS MACHINERY LIMITED
(大同機械有限公司)

Passed on the 16th day of December, 1981.

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at 310-310C Un Chau Street, Ground Floor, Kowloon on the 16th day of December, 1981 the following resolution was duly passed:-

As an Ordinary Resolution:-

"THAT the Nominal Capital of the Company be increased to FORTY MILLION Dollars Hong Kong Currency (HK\$40,000,000.00) by the creation of 20,000,000 new shares of HK\$1.00 each to be issued at such time or times and on such terms or conditions in every respect as the Board of Directors of the Company may think fit."

(Sd.) TANG Kwan
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY LIMITED
(大同機械貿易有限公司)

Passed on the 10th day of March, 1980

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at the registered office at 310-310C Un Chau Street, Ground floor, Kowloon on 10th March, 1980 the following resolution was duly passed as a Special Resolution:-

THAT the name of the Company be changed from Cosmo Machinery Trading Company Limited (大同機械貿易有限公司) to Cosmos Machinery Limited (大同機械有限公司)."

(Sd.) TANG Kwan
Chairman

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY, LIMITED

Passed on 24th August, 1978

At an Extraordinary General Meeting of the members of the above-named Company duly convened and held at the registered office on the 24th day of August, 1978 the following resolutions were duly passed as Special Resolutions:-

- (1) "THAT the following new object clauses be inserted after clause (h) of the Memorandum of Association of the Company:-
 - (i) To guarantee the performance of contract or payment of money by any person, firm or company (in which the directors may or may not be interested) upon such terms and conditions as the Company may deem proper and for the purpose aforesaid to mortgage or charge the properties or assets of the Company or any part thereof as security therefor.
 - (j) To guarantee or become liable for the payment of money or for the performance of any obligations and to furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege, or in relation to the carrying out of any contract, concession, decree or enactment.
- (2) "THAT the Articles of Association of the Company be altered by deleting Article 15 thereof and by substituting therefor the following new Article:-
 15. "All cheques, promissory notes, drafts, bills of exchange and other negotiable instrument, and all receipts accepted, endorsed, or otherwise executed, as the case may be, by such person or persons as the Directors shall from time to time appoint for this purpose. Notwithstanding the above provisions, the Board of Directors may at any time by a resolution passed by three-fourths of the Directors present at the meeting vary, alter or modify the provisions with respect to the authentication of documents mentioned in this Articles."

(Sd.) 鄧 焜
Chairman

Dated this 24th day of August, 1978.

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY AND SPECIAL RESOLUTIONS
OF
COSMO MACHINERY TRADING COMPANY, LIMITED

Passed on the 1st day of September, 1977

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at the Registered Office of the Company at 310-310C, Un Chau Street, Ground floor, Kowloon, on 1st September, 1977, the following resolutions were duly passed.

A. As an Ordinary Resolution:-

"THAT the Nominal Capital of the Company be increased to Twenty Million Dollars Hong Kong Currency (HK\$20,000,000.00) by the creation of Ten Million new shares of One Dollar each to be issued at such time or times and on such terms or conditions in every respect as the Board of Directors of the Company may think fit."

B. As Special Resolutions:-

- (1) THAT the following Article be inserted after Article 22 of the Articles of the Association of the Company.

Capitalisation

22. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve account or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in same proportions on condition that the same be not paid in cash but be applied either in or towards paying up and amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

- (2) "THAT a sum of \$3,000,000.00 being part of an amount standing at the credit of the Company's Profit and Loss Appropriation Account be capitalised and that the directors be authorized to apply such sum as payment in full for 3,000,000 shares of \$1.00 each and that such shares credited as fully paid be allotted to the persons registered as holders of the already issued 5,000,000 shares of the Company as at the close of business on 15th August, 1977 in proportion of three such new shares for every five complete shares held, the shares so allotted to be treated for all purposes as an increase of nominal amount of capital held by each shareholder and not as income and to rank pari passu in all respects with the 5,000,000 existing issued shares."

(Sd.) LIM KAI
Representing
BAN THONG COMPANY LIMITED
Chairman

Dated the 1st day of September, 1977.

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTIONS
OF
COSMO MACHINERY TRADING COMPANY, LIMITED

Passed on 19th November, 1975

At an Extraordinary General Meeting of the Members of the above Company duly convened and held at the Registered Office of the Company at 310-310C, Un Chau Street, Ground floor, Kowloon, on 19th November, 1975, the following resolutions were duly passed as Ordinary Resolutions:-

- (a) "THAT the Nominal Capital of the Company be increased to Ten Million Dollars Hong Kong Currency (HK\$10,000,000.00) by the creation of Five Million new shares of One Dollar each to be issued at such time or times and on such terms or conditions in every respect as the Board of Directors of the Company may think fit."
- (b) "THAT a sum of \$3,000,000.00 being part of an amount standing at the credit of the Company's Profit and Loss Appropriation Account be capitalised and that the directors be authorized to apply such sum as payment in full for 3,000,000 shares of \$1.00 each and that such shares credited as fully paid be allotted to the persons registered as holders of the already issued 2,000,000 shares of the Company as at the close of business on the 19th November, 1975 in proportion of three such new shares for every two complete shares held, the shares so allotted to be treated for all purposes as an increase of nominal amount of capital held by each shareholder and not as income and to rank pari passu in all respects with the 2,000,000 existing issued share."

(Sd.) LIM KAI
representing
BON THONG COMPANY LIMITED
Chairman

Dated the 19th day of November, 1975

THE COMPANIES ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY LIMITED

Passed on the 23rd day of June, 1975.

At an Extraordinary General Meeting of the members of the Company duly convened and held at the Registered Office of the Company on 23rd June, 1975, the following resolution was duly passed as a Special Resolution:-

“THAT the 50,000 shares of \$100.00 each in the Nominal Capital of the Company be sub-divided into 5,000,000 shares of \$1.00 each.”

(Sd.) LIM KAI
representing
BAN THONG COMPANY LIMITED
Chairman

Dated the 23rd day of June, 1975.

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY, LIMITED

Passed on the 5th day of February, 1974.

At an Extraordinary General Meeting of the members of the above Company duly convened and held at the Registered Office of the Company, 310-310C, Un Chau Street, Ground floor, Kowloon on the 5th day of February, 1974 the following resolution was duly passed as an Ordinary Resolution unanimously:-

“THAT the Nominal Capital of the Company be increased to Five Million Dollars Hong Kong Currency (HK\$5,000,000.00) by the creation of Thirty Thousand new shares of One Hundred Dollars each to be issued at such time or times and on such terms or conditions in every respect as the Board of Directors of the Company may think fit.”

Dated the 5th day of February, 1974.

(Sd.) Lam Kai
Chairman

THE COMPANIES' ORDINANCE (CHAPTER 32)

SPECIAL RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY LIMITED

Passed on the 14th day of January, 1972

At an Extraordinary General Meeting of the Members of the Company duly convened and held at the registered office of the Company on the 14th day of January, 1972, the following resolution was duly passed as a Special Resolution unanimously:-

That the Articles of Association of the Company be and are hereby altered as follows:-

Section 82 in Table A shall not apply.

By the addition of Article 4(a) immediately after the existing Article 4 as follows:-

4(a) The Quorum for all meetings other than a Directors' Meeting shall consist of two members personally present or by proxy.

By the deletion of Article 5 and the substitution therefor of the following:-

5. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than eleven.

By the deletion of Article 6 including its heading and the substitution therefor of the following:-

Directors

6. Messrs. TANG Kwan (鄧焜), KAN Woon Cheung (簡煥章), YEUNG Kang Bor (楊鏡波), TANG Hong (鄧康), LEE Ngok On (李岳安) and FUNG Shieu (馮紹) shall be the Directors of the Company, subject to retirement and re-election as provided in the existing Article 17.

By the deleting of Article 7 and its heading and the substitution therefor of the following:-

7. Subject to the approval of the Board of Directors, a Director who is abroad or about to go abroad may appoint any person to be a substitute Director during his absence abroad, and such appointment shall have effect, and such appointee while he holds office as a substitute Director shall be entitled to notice of meetings of the Directors and to attend thereat and vote accordingly. A substitute Director shall *ipso facto* vacate office if and when the Director in whose place he is appointed returns to Hong Kong or ceases to be a Director, or if removed from office as a substitute Director by the appointor. Notice of any appointment or removal under this Article shall be given by notice in writing under the hand of the Director making the same.

By the deletion of Article 8 and the substitution therefor of the following:-

8. A Director of the Company shall not require any qualification share, nor residence in Hong Kong a requisite qualification.

By the deletion of Sub-Section (a) of the existing Article 9.

By the deletion of Article 10 together with its heading and the substitution therefor of the following:-

Chairman of Directors

10. The Company shall have a Chairman of Directors, who shall be elected by the Directors amongst themselves. The Chairman shall preside at all meetings of the Company and shall have a second or casting vote thereat.

By the deletion of the word 'Permanent' at the end of the 3rd line of Article 11.

By the addition of Article 12(a) after the existing Article 12 of the following:-

12(a). Until otherwise determined, two Directors personally present or by proxy shall be a quorum. A Director is to be counted in a quorum notwithstanding his interest.

By the deletion of Article 16.

By the deletion of the words: 'except the Permanent Director' in the 3rd line of the existing Article

17.

(Sd.) 簡煥章
Director

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY, LIMITED

Passed on the 12th day of February, 1971.

At an Extraordinary General Meeting of the Members of the Company duly convened and held at the Registered Office of the Company on 12th February, 1971, the following resolution was duly passed as an Ordinary Resolution unanimously:-

“That the Nominal Capital of the Company be increased to Two Million Dollars (HK\$2,000,000.00) by the creation of Twelve Thousand new shares of One Hundred Dollars each to be issued at such time or times and on such terms or conditions in every respect as the Board of Directors of the Company may think fit.”

(Sd.) 鄧 焜
Director

Dated the 12th day of February, 1971.

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION
OF
COSMO MACHINERY TRADING COMPANY, LIMITED

Passed on the 21st day of April, 1969.

At an Extraordinary General Meeting of the members of the Company duly convened and held at 310-310C, Un Chau Street, Ground Floor, Kowloon on the 21st day of April, 1969 the following Ordinary Resolution was passed unanimously:-

“THAT the Authorized Capital of the Company be increased to Eight Hundred Thousand Dollars Hong Kong Currency (HK\$800,000.00) by the creation of 5,500 new shares of One Hundred Dollars (HK\$100.00) each to be issued at such time or times and on such terms or conditions in every respect as the Board of Directors of the Company may think fit.”

Certified true and correct
Cosmo Machinery Trading Co. Ltd.

(Sd.) 曾啓儀
Director

THE COMPANIES ORDINANCE (CHAPTER 32)

Ordinary Resolution

of

Cosmo Machinery Trading Company, Limited

Passed on the 20th February, 1965

AT an Extraordinary General Meeting of the members of the above Company duly convened and held at 265-267, Un Chau Street, Ground floor, Kowloon, on the 20th of February, 1965 at 3.00 p.m. the following Ordinary Resolution was passed.

“THAT the Authorized Capital of the Company be increased to HK\$250,000.00 (Two Hundred and Fifty Thousand Dollars Hong Kong Currency) by the incration of 500 (Five Hundred) new shares of HK\$100.00 (One Hundred Dollars) each to be issued at such time or times and on such terms and conditions in every respect as the Company's Board of Directors may think fit.”

Cosmo Machinery Trading Co., Ltd.

(Sd.) 鄧 焜
Chairman

(COPY)

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

WHEREAS COSMO MACHINERY TRADING COMPANY, LIMITED (大同機械貿易有限公司) was incorporated as a limited company under the Companies Ordinance on the Twenty-first day of March, 1963;

AND WHEREAS by special resolution of the Company and with the approval of the Registrar of Companies, it changed its name to COSMOS MACHINERY LIMITED (大同機械有限公司) on the Twenty-fifth day of March, 1980;

AND WHEREAS by a further special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name to COSMOS MACHINERY (HOLDINGS) LIMITED (大同機械(控股)有限公司);

NOW THEREFORE I hereby certify that the Company is a limited company incorporated under the name of COSMOS MACHINERY (HOLDINGS) LIMITED (大同機械(控股)有限公司).

GIVEN under my hand this Third day of May One Thousand Nine Hundred and Eighty-eight.

(Sd.) J. Almeida

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

(COPY)

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Whereas COSMO MACHINERY TRADING COMPANY, LIMITED (大同機械貿易有限公司) was incorporated in Hong Kong as a limited company under the Companies Ordinance on the Twenty-first day of March, 1963;

And whereas by special resolution of the Company and with the approval of the Registrar of Companies, it has changed its name;

Now therefore I hereby certify that the Company is a limited company incorporated under the name of COSMOS MACHINERY LIMITED (大同機械有限公司).

Given under my hand this Twenty-fifth day of March One Thousand Nine Hundred and Eighty.

(Sd.) Illegible

.....
for Registrar of Companies, Hong Kong

No. 8618

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

COSMO MACHINERY TRADING COMPANY, LIMITED
(大同機械貿易有限公司)

is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 32 of the Revised Edition, 1950, of the Laws of Hong Kong), and that this Company is limited.

GIVEN under my hand this Twenty-first day of March One Thousand Nine Hundred and Sixty-three.

(W.K. Thomson)
Registrar of Companies,
Hong Kong.

Hong Kong
Stamp Duty
\$20.00

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

COSMOS MACHINERY (HOLDINGS) LIMITED
(大同機械(控股)有限公司)

(Change of Name on 3rd May, 1988)

First:—The name of the Company is “COSMOS MACHINERY (HOLDINGS) LIMITED (大同機械(控股)有限公司)”.

Second:—The registered office of the Company will be situate in the Colony of Hong Kong.

Third:—The objects for which the Company is established are:—

- (a) To carry on the business of importers, exporters, agents, wholesalers and retailers of all kind of machinery, tools, equipments and accessories and to carry on the business of machinery service contractors and any business commonly carried on in connection therewith.
- (b) To carry on the business of automobile merchants, bicycle merchants and motor-cycle merchants and any business commonly carried on in connection therewith.
- (c) To carry on the business of any kind as may be thought fit by the Company.
- (d) To carry on manufacturing activities as may be thought fit by the Company.
- (e) To acquire and deal with the property following:—
 - (1) The business property and liabilities of any company, firm or person carrying on any business within the objects of this Company.
 - (2) Lands, buildings, easements or other interests in real estate.
 - (3) Plant, machinery, personal estate and effects.
 - (4) Patents, patent rights or inventions, copyrights, designs, trade marks or secret processes.
 - (5) Shares or stock or securities in or of any company or undertaking the acquisition of which may promote or advance the interests of this Company.
- (f) The perform or do all or any of the following operations, acts or things:—
 - (1) To pay all the costs, charges and expenses of the promotion and establishment of the Company.
 - (2) To sell, let, dispose of, or grant rights over all or any property of the Company.
 - (3) To erect buildings, plant and machinery for the purposes of the Company.

- (4) To grant licences to use patents or secret processes of the Company.
 - (5) To manufacture plant, machinery, tools, goods or things for any of the purposes of the business of the Company.
 - (6) To draw, accept and negotiate bills of exchange, promissory notes and other negotiable instruments.
 - (7) To borrow money or receive money on deposit either without security or secured by debentures, debenture stock (perpetual or terminable) mortgage or other security charged on the undertaking or on all or any of the assets of the Company including uncalled capital.
 - (8) To lend money with or without security and to invest money of the Company in such manner other than in the shares of this Company as the Directors think fit.
 - (9) To enter into arrangements for joint working in business, or for sharing of profits, or for amalgamation, with any other company, firm or person carrying on business within the objects of this Company.
 - (10) To obtain vacant possession of any building or buildings on any land or lands belonging to the Company, to apply to any court or tribunal of competent jurisdiction for such purpose, to pay compensation therefor, to demolish the same and to pay out and prepare for building purposes any land or lands belonging to or in which the Company is interested, either as owners, lessees, contractors or otherwise.
 - (11) To promote companies.
 - (12) To sell the undertaking and all or any of the property of the Company for cash or for stock, shares, or securities of any other company or for other consideration.
 - (13) To provide for the welfare of persons employed or formerly employed by the Company or any predecessors (in business or in title) of the Company and the wives, widows and families of such persons by grants of money or other aid or otherwise as the Company shall think fit.
 - (14) To subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
 - (15) To distribute in specie assets of the Company properly distributable amongst the members.
- (g) To do all or any of the things hereinbefore authorised, either alone, or in conjunction with, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents.
- (h) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (i) To secure or guarantee by pledges mortgages charges or otherwise the performance and discharge of any contract obligation or liability of any third party (including corporations) whether or not the giving of any such security or guarantee is in furtherance of the commercial purposes or any other of the objects of the Company and so that this sub-clause shall for the avoidance of doubt be construed as an independent object of the Company and (without limiting any of the foregoing) as extending to the giving of any such security or guarantee in relation to the indebtedness (present future or contingent) of any associated, subsidiary or holding Company of the Company.

(Added by special resolution passed on 24th August, 1978 and amended by special resolution on 30th August, 1984)

- (j) To guarantee or become liable for the payment of money or for the performance of any obligations and to furnish and provide deposits and guarantee funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege, or in relation to the carrying out of any contract, concession, decree or enactment.

(Added by special resolution passed on 24th August, 1978)

AND it is hereby declared that word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the Colony of Hong Kong or elsewhere, and the intention is that the objects specified in each paragraph of this Clause shall, except where otherwise expressed in such paragraph, be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company and that in the event of any ambiguity, this Clause shall be construed in such a way as to widen, and no to restrict, the powers of the Company.

Fourth:—The liability of the members is limited.

Fifth:—The share capital of the Company is Forty Million Dollars Hong Kong Currency (HK\$40,000,000.00) divided into Forty Million shares (40,000,000) of One Dollar (HK\$1.00) each.

(Amended by ordinary resolutions passed on 20th February, 1965, 21st April, 1969, 12th February, 1971, 5th February, 1974, 23rd June, 1975, 19th November, 1975 and 1st September, 1977 and 16th December, 1981 respectively)

Sixth:—The Capital of the Company may be increased and any new shares from time to time to be created may from time to time be divided into such classes with such preferential, deferred, or special incidents as may be prescribed or determined upon by or in accordance with the Articles of Association and Regulations of the Company for the time being or otherwise.

Dividends may be paid in cash or by the distribution of specific assets or otherwise as provided by the Articles of Association and/or Regulations of the Company for the time being or otherwise.

We, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names:-

| Names, Addresses and Descriptions of Subscribers | Number of Shares taken by each Subscriber |
|--|---|
| (1) 鄧 焜 TANG KWAN (鄧 焜) 149, Reclamation Street, Ground floor, Kowloon, Hong Kong. Merchant. | 1 |
| (2) 簡煥章 KAN WOON CHEUNG (簡煥章) 418, Ma Tau Wai Road, 4th floor, Kowloon, Hong Kong. Merchant. | 1 |
| (3) 楊鏡波 YEUNG KANG BOR (楊鏡波) 19, Yun Ping Road, 1st floor, Hong Kong. Merchant. | 1 |
| (4) 鄧 康 TANG HONG (鄧 康) 61, Reclamation Street, 1st floor, Kowloon, Hong Kong. Merchant. | 1 |
| (5) 李岳安 LEE NGOK ON (李岳安) 86, Tung Choi Street, 13th floor, Kowloon, Hong Kong. Merchant. | 1 |
| (6) 馮 紹 FUNG SHIEU (馮 紹) 508, Chatham Road, 5th floor, Kowloon, Hong Kong. Merchant. | 1 |
| Total Number of Shares Taken | 6 |

Dated the 20th day of March, 1963.
WITNESS to the above signatures:

AU YEUNG YIK FUNG
Chartered Secretary
Hong Kong.

Hong Kong
Stamp Duty
\$20.00

THE COMPANIES ORDINANCE (CHAPTER 32)

Private Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

COSMOS MACHINERY (HOLDINGS) LIMITED

(大同機械(控股)有限公司)

(Change of Name on 3rd May, 1988)

Preliminary

1. Subject as hereinafter provided, the regulations contained in Table "A" in the First Schedule to the Companies Ordinance (Chapter 32), shall apply to this Company, and be deemed to be incorporated with these presents.

2. The following clauses of Table "A" namely, 19, 30 to 33 inclusive, 44, 64, 66, 69, 71 to 77 inclusive, 81, 82, 84 and 104 shall not apply or are modified as hereinafter appearing.

(Amended by special resolution passed on 14th January, 1972)

3. The Company is a Private Company within the meaning of Section 29 of the Companies Ordinance (Chapter 32) and accordingly:-

- (a) No share in the Company shall be transferred except with the previous written consent of the Directors.
- (b) The number of the members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be, members of the Company) shall be limited to fifty, provided that for the purposes of this provision when two or more persons hold one or more shares in the Company jointly they shall be treated as a single member.
- (c) There shall be no invitation to the public to subscribe for any shares, stock, debentures or debenture stock of the Company.

Proceedings at General Meetings

4. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, and the ordinary report of the directors and auditors, the election of Directors in place of the retiring ones and the fixing of the remuneration of the auditors and the Directors.

4. (a) The Quorum for all meetings other than a Directors' Meeting shall consist of two members personally present or by proxy.

(Added by special resolution passed on 14th January, 1972)

Number of Directors

5. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than two nor more than eleven.

(Replaced by special resolution passed on 14th January 1972)

Directors

6. Messrs. TANG Kwan (鄧焜), KAN Woon Cheung (簡煥章), YEUNG Kang Bor (楊鏡波), TANG Hong (鄧康), LEE Ngok On (李岳安) and FUNG Shieu (馮紹) shall be the Directors of the Company, subject to retirement and re-election as provided in the existing Article 17.

(Amended by special resolution passed on 14th January, 1972)

7. Subject to the approval of the Board of Directors, a Director who is abroad or about to go abroad may appoint any person to be a substitute Director during his absence abroad, and such appointment shall have effect, and such appointee while he holds office as a substitute Director shall be entitled to notice of meetings of the Directors and to attend thereat and vote accordingly. A substitute Director shall *ipso facto* vacate office if and when the Director in whose place he is appointed returns to Hong Kong or ceases to be a Director, or if removed from office as a substitute Director by the appointor. Notice of any appointment or removal under this Article shall be given by notice in writing under the hand of the Director making the same.

(Replaced by special resolution passed on 14th January 1972)

8. A Director of the Company shall not require any qualification share, nor residence in Hong Kong a requisite qualification.

(Replaced by special resolution passed on 14th January, 1972)

Disqualification of Directors

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

- (a) (Deleted by special resolution passed on 14th January 1972)
- (b) becomes bankrupt; or
- (c) becomes prohibited from being a Director by reason of any order made under Section 208 or 260 of the Ordinance; or
- (d) is found lunatic or becomes of unsound mind; or
- (e) resigns his office by notice in writing to the Company.

Chairman of Directors

10. The Company shall have a Chairman of Directors, who shall be elected by the Directors amongst themselves. The Chairman shall preside at all meetings of the Company and shall have a second or casting vote thereat.

(Replaced by special resolution passed on 14th January, 1972)

Deputy Chairman of the Board of Directors

11. The Directors may elect a Deputy Chairman of their meetings and determine the period for which he is to hold office; but if no such Deputy Chairman is elected, and the Chairman is not present at any meeting within five minutes after the time appointed for holding the same, the present Directors may choose one of their number to be Deputy Chairman of the meeting.

(Amended by special resolution passed on 14th January 1972)

Meetings of Directors

12. The Directors may meet together for the despatch of business, and adjourn and otherwise regulate their meetings, as they think fit. Questions, except those of application for approval of share transfer, arising

at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. Question in respect of application for approval of share transfer shall be decided by three-fourths of the votes. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the Directors.

12. (a) Until otherwise determined, two Directors personally present or by proxy shall be a quorum. A Director is to be counted in a quorum notwithstanding his interest.

(Added by special resolution passed on 14th January, 1972)

13. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting shall be as valid and effectual as if it has been passed at a meeting of the Directors duly called and constituted and held.

14 (a) No Director or intended Director shall be disqualified from his office by contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being such a member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established. Provided always that each Director shall forthwith disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Section 162 of the Ordinance.

(b) Provided such disclosure is made as aforesaid, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and to be counted in the quorum present at the meeting at which such contract or arrangement is considered.

(c) Any Director may continue to be or become a director, managing director, manager or other officer or member of any other company (other than the office of auditor) in which the Company may be interested and unless otherwise agreed no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, manager or other officer or member of any such other company. The Directors may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them, directors, managing directors, managers or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or is about to be appointed, a director, managing director, manager or other officer of such company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.

(Added by special resolution passed on 14th September, 1988)

Seal and Cheque

15. The Directors shall provide for the safe custody of the Common Seal of the Company. The Seal of the Company shall not be fixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of any two of the Directors and the Directors as aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

16. All cheques, promissory notes, drafts, bills of exchange and other negotiable instrument, and all receipts accepted, endorsed, or otherwise executed, as the case may be, by such person or persons as the Directors shall from time to time appoint for this purpose. Notwithstanding the above provisions, the Board of Directors may at any time by a resolution passed by three-fourths of the Directors present at the meeting vary, alter or modify the provisions with respect to the authentication of documents mentioned in this Articles.

(Amended by special resolution passed on 24th August 1978)

Election of Directors

17. (Deleted by special resolution passed on 14th January 1972).

18. The ordinary general meeting to be held in the year 1964 and at every succeeding ordinary general

meeting to be held in every year, all Directors shall retire from office. A retiring Director shall be eligible for re-election.

(Amended by special resolution passed on 14th January 1972)

19. The Company at any general meeting at which any Director retires aforesaid shall fill up the vacated office by elected a like number or any number as stipulated in these Articles to be Directors.

20. If at any meeting at which an election of Director ought to take place, the places of the vacating Directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place, and if at the adjourned meeting the place of the vacating Directors are not filled up, the vacating Directors or such of them as have not had their places filled up, shall be deemed to have been re-elected in the adjourned meeting.

Transfer of Shares

21. The Board may decline to register any transfer of shares to any person of whom they do not approve and they may do so without giving any reason whatsoever for such refusal, and such refusal shall be indicated to the transferor within three weeks of the day when the transfer was lodged with the Company and within that period the Company shall send to the transferee notice of the refusal.

Notice

22. A member who has no registered address in the Colony of Hong Kong and has not given a notice in writing requiring the Company to register an address within the Colony of Hong Kong, shall not be entitled to receive any notice from the Company.

Capitalisation

23. The Company in General Meeting may upon the recommendation of the directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve account or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.

(Added by Special Resolution passed on 1st September, 1977)

Names, Addresses and Descriptions of Subscribers

- (1) 鄧 焜
TANG KWAN (鄧 焜)
149, Reclamation Street, Ground floor,
Kowloon, Hong Kong.
Merchant.
- (2) 簡煥章
KAN WOON CHEUNG (簡煥章)
418, Ma Tau Wai Road, 4th floor,
Kowloon, Hong Kong.
Merchant.
- (3) 楊鏡波
YEUNG KANG BOR (楊鏡波)
19, Yun Ping Road, 1st floor, Hong Kong.
Merchant.
- (4) 鄧 康
TANG HONG (鄧 康)
61, Reclamation Street, 1st floor,
Kowloon, Hong Kong.
Merchant.
- (5) 李岳安
LEE NGOK ON (李岳安)
86, Tung Choi Street, 13th floor,
Kowloon, Hong Kong.
Merchant.
- (6) 馮 紹
FUNG SHIEU (馮 紹)
508, Chatham Road, 5th floor,
Kowloon, Hong Kong.
Merchant.

Dated the 20th day of March, 1963.

WITNESS to the above signatures:

AU YEUNG YIK FUNG
Chartered Secretary
Hong Kong.