

**ASX Announcement**

18 October 2016

**Re: China Dairy Corporation Limited (the “Company”) - Articles of Association**

It has come to the attention of the Company that the Company’s Constitution, as uploaded on the ASX Market Announcements Platform on 4 April 2016, is incorrect. The Company hereby attaches the correct Articles of Association.

For and on behalf of China Dairy Corporation Limited,



**David Paul Batten**

*Independent Director and Local Agent*

**CERTIFICATE OF INCORPORATION NO. 2190508**

**ARTICLES OF ASSOCIATION  
OF  
CHINA DAIRY CORPORATION LIMITED  
(FORMERLY, ZHONGXIAN ANIMAL HUSBANDRY MANAGEMENT CO., LIMITED)**

**INCORPORATED ON THE 12TH DAY OF JANUARY 2015 IN HONG KONG**

**(AS ADOPTED BY SPECIAL RESOLUTION PASSED ON 10 August 2015)**

**THE COMPANIES ORDINANCE (CHAPTER 622)**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**CHINA DAIRY CORPORATION LIMITED**  
**(FORMERLY, ZHONGXIAN ANIMAL HUSBANDRY MANAGEMENT CO., LIMITED)**

**1. Interpretation**

(1) In these articles:

**alternate** (候補者) and **alternate director** (候補董事) mean a person appointed by a director as an alternate under article 33(1);

**appointor** (委任者), see article 33(1);

**articles** (本《章程細則》) means the articles of association of the company;

**associated company** (有聯繫公司) means:

- (a) a subsidiary of the company;
- (b) a holding company of the company; or
- (c) a subsidiary of such a holding company;

**ASX** means ASX Limited;

**ASX Listing Rules** means the listing rules of the ASX and any other rules of the ASX which are applicable while the company is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX;

**ASX Settlement** means ASX Settlement Pty Ltd ACN 008 504 532;

**ASX Settlement Operating Rules** means the settlement operating rules of the ASX as amended or replaced from time to time;

**call** (催繳、催繳股款), see article 81(1);

**call notice** (催繳通知書), see article 81(1);

**CDIs** means CHESS Depository Interest, a unit of beneficial ownership in the shares of the company, where the legal title to the shares is registered in the name of CDN for the purpose of enabling such interests in the shares in the company to trade on ASX. CDIs are held in uncertificated form and settled/transferred through CHESS. CDIs will be CHESS-approved from the date of

official quotation in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules;

**CDN** means Chess Depository Nominees Pty Limited, a wholly-owned subsidiary of ASX, that fulfills the functions of a depository nominee; i.e. to whom the underlying shares of the company are issued or transferred for the purpose of facilitating the issue of CDIs in accordance with the ASX Settlement Operating Rules;

**CHESS** means The Clearing House Electronic Sub-Register System of share transfers operated by ASX Settlement;

**Clearing House** means a recognised clearing house within the meaning of Schedule 1 of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong or a Clearing House recognised by the laws of the jurisdiction in which the shares are listed or quoted on a stock exchange in such jurisdiction;

**distribution recipient** (分派對象) means, in relation to a share in respect of which a dividend or other sum is payable:

- (a) the holder of the share;
- (b) if the share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the share by reason of death or bankruptcy or otherwise by operation of law, the transmittee;

**fully paid** (已繳足款), in relation to a share, means the price at which the share was issued has been fully paid to the company;

**holder** (持有人), in relation to a share, means the person whose name is entered in the register of members as the holder of the share;

**mental incapacity** (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

**mentally incapacitated person** (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

**Ordinance** (《條例》) means the Companies Ordinance (Cap. 622);

**paid** (已繳) means paid or credited as paid;

**partly paid** (部分已繳), in relation to a share, means part of the price at which the share was issued remains unpaid;

**proxy notice** (代表通知書), see article 59(1);

**register of members** (成員登記冊) means the register of members of the company;

**responsible person** has the meaning ascribed to it in section 3 of the Companies Ordinance (Cap. 622);

**Restricted Security** has the meaning specified in the ASX Listing Rules; and

**transmittee** (承傳人) means a person entitled to a share by reason of the death or bankruptcy of a member or otherwise by operation of law.

- (2) Save as aforesaid and unless the context otherwise requires, words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (3) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
- (4) Except where otherwise expressly stated, a reference in these articles to any primary or delegated legislation or legislative provision includes a reference to any modification or re-enactment of it for the time being in force.
- (5) In these articles, unless the context otherwise requires:
  - (a) words in the singular shall include the plural, and vice versa;
  - (b) the masculine gender shall include the feminine and neutral and vice versa; and
  - (c) a reference to a person shall include a reference to a firm, a body corporate and an unincorporated body of persons.
- (6) In these articles:
  - (a) references to writing shall include references to typewriting, printing, lithography, photography and any other mode of representing or reproducing words in a legible and non-transitory form, including for the avoidance of doubt an electronic record (within the meaning of the Electronic Transactions Ordinance (Chapter 553 of the Laws of Hong Kong));
  - (b) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
  - (c) references to a committee of the directors are to a committee established in accordance with these articles, whether or not comprised wholly of directors.
- (7) The headings are for convenience only and shall not affect the interpretation of these articles.

- (8) The articles set out in Schedule 1 of the Companies (Model Articles) Notice (Cap.622H) do not apply to the company.
- (9) A reference to the ASX Listing Rules or the ASX Settlement Operating Rules includes any amendment or replacement of those rules from time to time.
- (10) A reference to the ASX Listing Rules or the ASX Settlement Operating Rules, is to the ASX Listing Rules or the ASX Settlement Operating Rules as are in force from time to time in relation to the company after taking into account any waiver or exemption which is in force either generally or in relation to the company and in these rules a reference to the ASX Listing Rules, the ASX Settlement Operating Rules or ASX has effect only if at that time the company is included in the official list of ASX.

## **2. Company name**

The name of the company is China Dairy Corporation Limited.

## **3. Members' liabilities**

The liability of the members is limited.

## **4. Liabilities or contributions of members**

The liability of the members is limited to any amount unpaid on the shares held by the members.

## **5. Directors' general authority**

- (1) Subject to the Ordinance and these articles, the business and affairs of the company are managed by the directors, who may exercise all the powers of the company.
- (2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.
- (5) All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.
- (6) The directors may from time to time at their discretion exercise all the powers of the company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof. The directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in

particular by the issue of debentures, debenture stock, bonds or other securities of the company, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

- (7) Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.
- (8) Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the company, appointment of directors and otherwise.
- (9) The directors shall cause a proper register to be kept, in accordance with the provisions of the Ordinance, of all mortgages and charges specifically affecting the property of the company and shall duly comply with the requirements of the Ordinance in regard to the registration of mortgages and charges therein specified and otherwise.
- (10) If the company issues a series of debentures or debenture stock not transferable by delivery, the board of directors shall cause a proper register to be kept of the holders of such debentures in accordance with the provisions of the Ordinance.
- (11) Where any uncalled capital of the company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the members or otherwise, to obtain priority over such prior charge.

#### **6. Members' reserve power**

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

#### **7. Directors may delegate**

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles:
  - (a) to any person or committee;
  - (b) by any means (including by power of attorney);
  - (c) to any extent and without territorial limit;
  - (d) in relation to any matter; and
  - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.

- (3) The directors may:
  - (a) revoke the delegation wholly or in part; or
  - (b) revoke or alter its terms and conditions.

## **8. Committees**

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

## **9. Directors to take decision collectively**

A decision of the directors may only be taken (1) at a directors' meeting or (2) in the form of a directors' written resolution.

## **10. Calling directors' meetings**

- (1) Any director may call a directors' meeting.
- (2) The company secretary must call a directors' meeting if a director requests it.
- (3) A directors' meeting is called by giving notice of the meeting to the directors.
- (4) Notice of a directors' meeting must indicate:
  - (a) its proposed date and time; and
  - (b) where it is to take place.
- (5) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (6) If a notice of a directors' meeting has not been given to a director (*the failure*) but the director waives his or her entitlement to the notice by giving notice to that effect to the company not more than seven days after the meeting, the failure does not affect the validity of the meeting, or of any business conducted at it.

## **11. Participation in directors' meetings**

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when:
  - (a) the meeting has been called and takes place in accordance with these articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) A directors' meeting may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

- (a) to hear each of the other participating directors addressing the meeting; and
  - (b) if he so wishes, to address each of the other participating directors simultaneously, whether directly, by conference telephone, electronic or other form of communications equipment (whether in use when this article is adopted or developed subsequently) or by a combination of such methods.
- (3) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
  - (4) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

## **12. Quorum for directors' meetings**

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least two, and unless otherwise fixed it is two.
- (3) A quorum shall be deemed to be present if those conditions are satisfied in respect of the least number of directors required to form a quorum.

## **13. Meetings if total number of directors less than quorum**

- (1) This article applies if the total number of directors for the time being is less than the quorum required for directors' meetings.
- (2) If there is only one director, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.
- (3) If there is more than one director:
  - (a) a directors' meeting may take place, if it is called in accordance with these articles and at least two directors participate in it, with a view to appointing sufficient directors to make up a quorum or calling a general meeting to do so; and
  - (b) if a directors' meeting is called but only one director attends at the appointed date and time to participate in it, that director may appoint sufficient directors to make up a quorum or call a general meeting to do so.

## **14. Chairing of directors' meetings**

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.
- (3) The directors may appoint other directors as deputy or assistant chairpersons to chair directors' meetings in the chairperson's absence.

- (4) The directors may terminate the appointment of the chairperson, or deputy or assistant chairperson at any time.
- (5) If neither the chairperson nor the deputy or assistant chairperson is participating in a directors' meeting within 10 minutes of the time at which it was to start or is willing to chair the meeting, the participating directors may appoint one of themselves to chair it.

**15. Voting at directors' meetings: general rules**

- (1) Subject to these articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors.
- (2) Subject to these articles, each director participating in a directors' meeting has one vote.

**16. Chairperson's casting vote at directors' meetings**

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

**17. Alternates voting at directors' meetings**

A director who is also an alternate director has an additional vote on behalf of each appointor who:

- (1) is not participating in a directors' meeting; and
- (2) would have been entitled to vote if he or she were participating in it.

**18. Conflicts of interest**

- (1) This article applies if:
  - (a) a director or an entity connected with the director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the company's business; and
  - (b) the director's or the entity's interest is material.
- (2) The director must declare the nature and extent of the director's or the entity's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) A general notice given to the directors by a director to the effect that he is interested as a member, director, officer, employee or otherwise in a specified company or firm (with such notice specifying the nature and extent of the director's interest), and is to be regarded as interested in any transaction, contract or arrangement or dealing which may, after the date of the notice be entered into or made with that company or firm, shall be deemed to be a sufficient declaration of interest in relation to any transaction, contract,

arrangement or proposed transaction, arrangement or contract or dealing so entered into or made, provided that no such notice shall be effective unless either it is given at a meeting of the directors or it is in writing and sent to the company, and the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

- (4) The director and the director's alternate must neither:
  - (a) vote in respect of the transaction, arrangement or contract in which the director or the entity is so interested; nor
  - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) Paragraph (4) does not preclude the alternate from:
  - (a) voting of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
  - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (6) If the director or the director's alternate contravenes paragraph (4)(a), the vote must not be counted.
- (7) Paragraph (4) does not apply to:
  - (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the company;
  - (b) an arrangement for the company to give any security to a third party in respect of a debt or obligation of the company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security;
  - (c) an arrangement under which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries, which do not provide special benefits for directors or former directors;
  - (d) an arrangement to subscribe for or underwrite shares;
  - (e) any transaction, contract or arrangement in which the director or his associate(s) or his connected entity(ies) is/are interested in the same manner as other holders of shares or debentures or other securities of the company by virtue only of his/their interest in those shares, debentures or other securities of the company; or
  - (f) an arrangement concerning the adoption, modification or operation of any employee's share scheme, share incentive scheme or share option scheme involving the issue or grant of options over shares or other securities by the company to, or for the benefit of, the employees of the company or its subsidiaries under which the director or his associate(s)

or any of his connected entity(ies) may benefit.

- (8) The company may suspend or relax to any extent, in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of the directors or of a committee of the directors.
- (9) If a question arises at a meeting of the directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting (or, if the director concerned is the chairman, to the other directors at the meeting), and his ruling in relation to any director other than himself (or, as the case may be, the ruling of the majority of the other directors in relation to the chairman) shall be final and conclusive.
- (10) If any question as aforesaid shall arise in respect of the chairman of the meeting, such question shall be decided by a resolution of the directors (for which purpose such chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the board of directors.
- (11) A reference in this article to an entity connected with a director has the meaning given by section 486 of the Ordinance.
- (12) A reference in this article (except in paragraphs (7)(d) and (13)) to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- (13) In this article, ***arrangement to subscribe for or underwrite shares*** (認購或包銷股份安排) means:
  - (a) a subscription or proposed subscription for shares or other securities of the company;
  - (b) an agreement or proposed agreement to subscribe for shares or other securities of the company; or
  - (c) an agreement or proposed agreement to underwrite any of those shares or securities.
- (14) For the purposes of this article and in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

## **19. Supplementary provisions as to conflicts of interest**

- (1) A director may hold any other office or position of profit under the company (other than the office of auditor) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.
- (2) A director may act by himself or his firm in a professional capacity for the company (otherwise than as auditor), and he or his firm shall be entitled to remuneration for professional services as if he were not a director.

- (3) A director or intending director is not disqualified by the office of director from contracting with the company:
  - (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
  - (b) as vendor, purchaser or otherwise.
- (4) The contract mentioned in paragraph (3) or any transaction, arrangement or contract entered into by or on behalf of the company in which any director is in any way interested is not liable to be avoided.
- (5) A director who has entered into a contract mentioned in paragraph (3) or is interested in a transaction, arrangement or contract mentioned in paragraph (4) is not liable to account to the company for any profit realized by the transaction, arrangement or contract by reason of:
  - (a) the director holding the office; or
  - (b) the fiduciary relation established by the office.
- (6) Paragraph (1), (2), (3), (4) or (5) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (7) A director of the company may be a director or other officer of, or be otherwise interested in:
  - (a) any company promoted by the company; or
  - (b) any company in which the company may be interested as shareholder or otherwise.
- (8) Subject to the Ordinance, the director is not accountable to the company for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the company otherwise directs.

## **20. Proposing directors' written resolutions**

- (1) Any director may propose a directors' written resolution.
- (2) The company secretary must propose a directors' written resolution if a director requests it.
- (3) A directors' written resolution is proposed by giving notice in writing of the proposed resolution to each director.
- (4) Notice of a proposed directors' written resolution must indicate:
  - (a) the proposed resolution; and
  - (b) the time by which it is proposed that the directors should adopt it.

- (5) Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting the resolution must be taken reasonably in good faith.

## **21. Adoption of directors' written resolutions**

- (1) A proposed directors' written resolution is adopted when all the directors who would have been entitled to vote on the resolution at a directors' meeting have signed one or more copies of it.
- (2) Paragraph (1) only applies if those directors would have formed a quorum at the directors' meeting.
- (3) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted.
- (4) A directors' written resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity.
- (5) A directors' written resolution which is signed and sent by a director or his alternate director or a member of such committee by cable, facsimile message, telex message or other electronic means shall be treated as being signed by him for the purpose of this article.

## **22. Effect of directors' written resolutions**

If a proposed directors' written resolution has been adopted, it is as valid and effectual as if it had been passed at a directors' meeting duly convened and held.

## **23. Validity of acts of meeting of directors**

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that:

- (1) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (2) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (3) any one or more of them had ceased to hold office as a director; or
- (4) any one or more of them were not entitled to vote on the matter in question.

## **24. Record of decisions to be kept**

The directors must ensure that the company keeps a written record of every decision taken by the directors for at least 10 years from the date of the decision.

## **25. Directors' discretion to make further rules**

Subject to these articles, the directors may make any rule that they think fit about:

- (1) how they take decisions; and
- (2) how the rules are to be recorded or communicated to directors.

**26. Appointment and retirement of directors**

- (1) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
  - (a) by ordinary resolution; or
  - (b) by a decision of the directors.
- (2) A director appointed under paragraph (1)(a) is subject to article 27.
- (3) An appointment under paragraph (1)(b) may only be made to:
  - (a) fill a casual vacancy; or
  - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.
- (4) A director appointed under paragraph (1)(b) must retire from office at the next annual general meeting following the appointment.
- (5) A director shall not require a share qualification.
- (6) A director who is not a member of the company shall nevertheless be entitled to attend and speak at all general meeting of the company.
- (7) The company shall keep in accordance with the Ordinance a register containing the names and addresses of its directors and shall from time to time notify to the Registrar of any change that takes place in such directors as required by the Ordinance.

**27. Retirement of directors by rotation**

- (1) At the first annual general meeting, all the directors must retire from office.
- (2) At every subsequent annual general meeting, one-third of the directors for the time being must retire from office.
- (3) Paragraphs (1) and (2) are subject to article 36(2).
- (4) For the purposes of paragraph (2), if the number of directors is not three or a multiple of three, then the number nearest one-third must retire from office.
- (5) The directors to retire in every year must be those who have been longest in office since their last appointment or reappointment.
- (6) For persons who became directors on the same day, those to retire must be

determined by lot, unless they otherwise agree among themselves.

- (7) At the annual general meeting at which a director retires, the company may appoint a person to fill the vacated office.
- (8) A retiring director is regarded as having been reappointed to the office if:
  - (a) the company does not appoint a person to the vacated office; and
  - (b) the retiring director has not given notice to the company of the intention to decline reappointment to the office.
- (9) However, a retiring director is not regarded as having been reappointed to the office if:
  - (a) at the meeting at which the director retires, it is expressly resolved not to fill the vacated office; or
  - (b) a resolution for the reappointment of the director has been put to the meeting and lost.
- (10) A person is not eligible for appointment to the office of director at any general meeting unless:
  - (a) the person is a director retiring at the meeting;
  - (b) the person is recommended by the directors for appointment to the office; or
  - (c) a member qualified to attend and vote at the meeting has sent the company a notice of the member's intention to propose the person for appointment to the office, and the person has also sent the company a notice of the person's willingness to be appointed.
- (11) The notice of the member's intention to propose the person for appointment to the office must be authenticated by that member and the notice of the person's willingness to be appointed must be authenticated by that person, and they must be sent to the company in hard copy form or in electronic form and received by the company, no earlier than the date of dispatch of the notice of the general meeting and no later than seven days before the date of the general meeting.
- (12) The company may:
  - (a) by ordinary resolution increase or reduce the number of directors; and
  - (b) determine in what rotation the increased or reduced number is to retire from office.

## **28. Retiring director eligible for reappointment**

A retiring director is eligible for reappointment to the office.

## **29. Composite resolution**

- (1) This article applies if proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any other body corporate.
- (2) The proposals may be divided and considered in relation to each director separately.
- (3) Each of the directors concerned is entitled to vote (if the director is not for another reason precluded from voting) and be counted in the quorum in respect of each resolution except that concerning the director's own appointment.

### **30. Termination of director's appointment**

A person ceases to be a director if the person:

- (1) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (2) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (3) becomes a mentally incapacitated person;
- (4) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (5) in the case of a director who holds any executive office, his appointment as such is terminated or expires and the directors resolve that his office be vacated;
- (6) for more than six months has been absent without the directors' permission from directors' meetings held during that period;
- (7) he is requested in writing by all the other directors to resign;
- (8) he is convicted of an indictable offence; or
- (9) is removed from the office of director by an ordinary resolution of the company at any general meeting convened held in accordance with the Ordinance.

### **31. Directors' remuneration**

- (1) Directors' remuneration must be determined by the company at a general meeting and comply with the notice requirements of the ASX Listing Rules.
- (2) A director's remuneration may:
  - (a) take any form; and
  - (b) include any arrangements in connection with the payment of a retirement benefit to or in respect of that director.
- (3) Directors' remuneration accrues from day to day.

- (4) Director's remuneration (unless otherwise directed by the resolution by which it is voted) is to be divided amongst the directors in such proportions and in such manner as the directors may agree, or failing agreement, equally, except that in such event any director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office.
- (5) The foregoing provisions shall not apply to a director who holds any salaried employment or office in the company except in the case of sums paid in respect of directors' fees.
- (6) Any director who performs services which the directors consider go beyond the ordinary duties of a director may be paid such special remuneration (whether by way of bonus, commission, participation in profits or otherwise) as the directors, or a committee of the directors, may determine. In particular, the remuneration of a managing director, joint managing director, deputy managing director or other executive director or a director appointed to any other office in the management of the company shall from time to time be fixed by the directors, or a committee of the directors, and may be by way of salary, bonus, commission, participation in profits or otherwise and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the directors, or a committee of the directors may from time to time decide. Such remuneration shall be in addition to his remuneration as a director.

### **32. Directors' expenses**

The company may pay any travelling, accommodation and other expenses properly incurred by directors in connection with:

- (1) their attendance at:
  - (a) meetings of directors or committees of directors;
  - (b) general meetings; or
  - (c) separate meetings of the holders of any class of shares or of debentures of the company; or
- (2) the exercise of their powers and the discharge of their responsibilities in relation to the company.

### **33. Appointment and removal of alternates**

- (1) A director (appointor) may appoint as an alternate any other director, or any other person approved by resolution of the directors.
- (2) An alternate may exercise the powers and carry out the responsibilities of the alternate's appointor, in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- (3) An appointment or removal of an alternate by the alternate's appointor must be effected:
  - (a) by notice to the company; or

- (b) in any other manner approved by the directors.
- (4) The notice must be authenticated by the appointor.
- (5) The notice must:
  - (a) identify the proposed alternate; and
  - (b) if it is a notice of appointment, contain a statement authenticated by the proposed alternate indicating the proposed alternate's willingness to act as the alternate of the appointor.
- (6) If an alternate is removed by resolution of the directors, the company must as soon as practicable give notice of the removal to the alternate's appointor.

#### **34. Rights and responsibilities of alternate directors**

- (1) An alternate director has the same rights as the alternate's appointor in relation to any decision taken by the directors.
- (2) Unless these articles specify otherwise, alternate directors:
  - (a) are deemed for all purposes to be directors;
  - (b) are liable for their own acts and omissions;
  - (c) are subject to the same restrictions as their appointors; and
  - (d) are deemed to be agents of or for their appointors.
- (3) Subject to article 18(4), a person who is an alternate director but not a director:
  - (a) may be counted as participating for determining whether a quorum is participating (but only if that person's appointor is not participating); and
  - (b) may sign a written resolution (but only if it is not signed or to be signed by that person's appointor).
- (4) An alternate director must not be counted or regarded as more than one director for determining whether:
  - (a) a quorum is participating; or
  - (b) a directors' written resolution is adopted.
- (5) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director.
- (6) But the alternate's appointor may, by notice in writing made to the company, direct that any part of the appointor's remuneration be paid to the alternate.

#### **35. Termination of alternate directorship**

- (1) An alternate director's appointment as an alternate terminates:

- (a) if the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
  - (b) on the occurrence in relation to the alternate of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
  - (c) on the death of the alternate's appointor; or
  - (d) when the alternate's appointor's appointment as a director terminates.
- (2) Paragraph (1)(d) does not apply if the appointor is reappointed after having retired by rotation at a general meeting or is regarded as having been reappointed as a director at the same general meeting, and in such a case, the alternate director's appointment as an alternate continues after the reappointment.
- (3) If the alternate was not a director when appointed as an alternate, the alternate's appointment as an alternate terminates if:
- (a) the approval under article 33(1) is withdrawn or revoked; or
  - (b) the company by an ordinary resolution passed at a general meeting terminates the appointment.

### **36. Appointment of managing directors and termination of appointment**

- (1) The directors may:
- (a) from time to time appoint one or more of themselves to the office of managing director for a period and on terms they think fit; and
  - (b) subject to the terms of an agreement entered into in any particular case, revoke the appointment.
- (2) A director appointed to the office of managing director is not, while holding the office, subject to retirement by rotation under article 27. While holding the office, the director must also not be taken into account in determining the rotation of retirement of directors under that article.
- (3) The appointment as a managing director is automatically terminated if the managing director ceases to be a director for any reason.
- (4) The directors may determine a managing director's remuneration, whether by way of salary, commission or participation in profits, or a combination of them.

### **37. Powers of managing directors**

- (1) The directors may entrust to and confer on a managing director any of the powers exercisable by them on terms and conditions and with restrictions they think fit, either collaterally with or to the exclusion of their own powers.
- (2) The directors may from time to time revoke, withdraw, alter or vary all or any of those powers.

### **38. Indemnity**

- (1) A director, former director, responsible person, officer or auditor of the company may be indemnified out of the company's assets against any liability incurred by the director, former director, responsible person, officer or auditor to a person other than the company or an associated company of the company in connection with any negligence, default, breach of duty or breach of trust in relation to the company or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover:
  - (a) any liability of the director, former director, responsible person, officer or auditor 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 director, former director, responsible person, officer or auditor:
    - (i) in defending criminal proceedings in which the director, former director, responsible person, officer or auditor is convicted;
    - (ii) in defending civil proceedings brought by the company, or an associated company of the company, in which judgment is given against the director, former director, responsible person, officer or auditor;
    - (iii) in defending civil proceedings brought on behalf of the company by a member of the company or of an associated company of the company, in which judgment is given against the director, former director, responsible person, officer or auditor;
    - (iv) in defending civil proceedings brought on behalf of an associated company of the company 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 the director, former director, responsible person, officer or auditor; 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 director, former director, responsible person, officer or auditor 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.

### **39. Insurance**

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for a director, alternate director, manager, secretary and responsible person of the company, or a director, alternate director, manager, secretary and responsible person of an associated company of the company, against:
- (a) any liability to any person attaching to the director, alternate director, manager, secretary and responsible person in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the company or associated company (as the case may be); or
  - (b) any liability incurred by the director, alternate director, manager, secretary and responsible person in defending any proceedings (whether civil or criminal) taken against the director, alternate director, manager, secretary and responsible person for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the company or associated company (as the case may be).

### **40. Appointment and removal of company secretary**

- (1) The directors may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The directors may remove a company secretary appointed by them.

### **41. General meetings**

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors 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.
- (4) If the directors 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.

- (5) The directors may, if they thought fit, convene a general meeting at two or more places using technology that enables members attending the meeting to exercise their right to listen, speak and vote at the meeting.
- (6) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (7) All business shall be deemed special that is transacted at an extraordinary general meeting. All business that is transacted at an annual general meeting shall also be deemed special, with the exception of declaring dividends, the consideration of the accounts, balance sheet, and the reports of the directors and auditors and other documents required to be annexed to the balance sheet, the appointment of directors in the place of those retiring (whether by rotation or otherwise) and the reappointment of the retiring auditors (where special notice of the resolution for such reappointment is not required by the Ordinance) and the fixing of the remuneration of the auditors and of the directors.

#### **42. Corporations acting by representatives**

- (1) Any corporation which is a member of the company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the company, or at any separate meeting of the holders of any class of shares. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the company.
- (2) References in these articles to a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised representative.

#### **43. Notice of general meetings**

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of:
  - (a) the day on which it is served or deemed to be served; and
  - (b) the day for which it is given.
- (4) The notice must:
  - (a) specify the date and time of the meeting;
  - (b) specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting);
  - (c) state the general nature of the business to be dealt with at the meeting;

- (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
  - (e) include a proxy notice in the form detailed in article 59;
  - (f) if a resolution (whether or not a special resolution) is intended to be moved at the meeting:
    - (i) include notice of the resolution; and
    - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
  - (g) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
  - (h) contain a statement specifying a member's right to appoint a proxy under section 596(1) and (3) of the Ordinance.
- (5) Paragraph (4)(f) does not apply in relation to a resolution of which:
- (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
  - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed:
- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
  - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

**44. Persons entitled to receive notice of general meetings**

- (1) Notice of a general meeting must be given to:
  - (a) every member;
  - (b) every director; and
  - (c) the ASX.
- (2) In paragraph (1), the reference to a member includes a transmittee, if the company has been notified of the transmittee's entitlement to a share.
- (3) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the member.

**45. Accidental omission to give notice of general meetings**

- (1) Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.
- (2) In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution(s) passed the proceedings at that meeting.

**46. Attendance and speaking at general meetings**

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
  - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any members attending it are in the same place as each other.
- (5) The persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

**47. Quorum for general meetings**

- (1) One member present in person or by proxy constitutes a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

**48. Chairing general meetings**

- (1) If the chairperson (if any) of the board of directors is present at a general meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The directors present at a general meeting must elect one of themselves to be

the chairperson if:

- (a) there is no chairperson of the board of directors;
  - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
  - (c) the chairperson is unwilling to act; or
  - (d) the chairperson has given notice to the company of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if:
- (a) no director is willing to act as chairperson; or
  - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.

**49. Attendance and speaking by non-members**

- (1) Directors may attend and speak at general meetings, whether or not they are members of the company.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not:
  - (a) members of the company; or
  - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

**50. Written Resolution**

- (1) Subject to the provisions of the Ordinance and any relevant rules of the stock exchange (where applicable), a resolution in writing signed by all the members who on the date of circulation of the resolution in writing are entitled to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.
- (2) A written notice of confirmation of such resolution in writing signed by or on behalf of a member shall be deemed to be his signature to such resolution in writing for the purposes of this article.
- (3) Such resolution in writing may consist of several documents each signed by or on behalf of one or more members.
- (4) A resolution which is signed and sent by a member by facsimile message or other electronic means shall be treated as being signed by him for the purpose of this article.

- (5) Notwithstanding any provisions contained in these articles, a resolution in writing shall not be passed for the purpose of removing a director before the expiration of the director's term of office or for the purpose of removing the auditors before the end of the auditor's term of office.

## **51. Adjournment**

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must:
  - (a) if called on the request of members, be dissolved; or
  - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if:
  - (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

## **52. General rules on voting**

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) For the purposes of these articles, procedural and administrative matters are those that:
  - (a) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the company to its members; and

- (b) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.
- (3) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (4) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution:
  - (a) has or has not been passed; or
  - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (5) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
- (6) Where any member is, under any relevant rules of the stock exchange (where applicable), required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

### **53. Errors and disputes**

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Subject to any objection made in due time, every vote counted and not disallowed at the meeting shall be valid and every vote disallowed or not counted whether given personally or by proxy shall be invalid.
- (3) Any objection must be referred to the chairperson of the meeting whose decision is final.

### **54. Demanding a poll**

- (1) A poll on a resolution may be demanded:
  - (a) in advance of the general meeting where it is to be put to the vote; or
  - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by:
  - (a) the chairperson of the meeting;

- (b) at least two members present in person or by proxy;
  - (c) any member or members present in person or by proxy and representing at least five percent (5%) of the total voting rights of all the members having the right to vote at the meeting; or
  - (d) any member or members holding shares conferring a right to vote at the meeting on which an aggregate sum has been paid up equal to not less than five percent (5%) of the total sum paid up on all the shares conferring that right.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
  - (4) A demand for a poll on a resolution may be withdrawn but only with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
  - (5) A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
  - (6) A poll demanded on the election of a chairman or on a question of adjournment, shall be taken forthwith.
  - (7) A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than 30 days after the poll is demanded.
  - (8) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.
  - (9) If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

**55. Member's right to appoint proxy**

- (1) Any member of the company entitled to attend and vote at a meeting of the company shall be entitled to appoint another person as his proxy to attend and vote instead of him.
- (2) A member may appoint more than one proxy to attend on the same occasion.
- (3) A proxy need not be a member.
- (4) Any instrument of proxy issued to a member for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in

favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any business; and unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

**56. Number of votes a member has**

- (1) On a vote on a resolution on a show of hands at a general meeting:
  - (a) every member present in person has one vote; and
  - (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote.
- (2) If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.
- (3) On a vote on a resolution on a poll taken at a general meeting:
  - (a) votes may be given either personally or by proxy or (in the case of a corporate member) by a duly authorised representative;
  - (b) every member present in person has one vote for each share held by him or her;
  - (c) every proxy present who has been duly appointed by a member has one vote for each share in respect of which the proxy is appointed; and
  - (d) A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.
- (4) This article has effect subject to any rights or restrictions attached to any shares or class of shares.

**57. Votes of joint holders of shares**

- (1) For joint holders of shares, only the vote of the most senior holder who votes (and any proxies duly authorized by the holder) may be counted.
- (2) For the purposes of this article, the seniority of a holder of a share is determined by the order in which the names of the joint holders appear in the register of members.

**58. Votes of mentally incapacitated members and minors**

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.
- (3) If any member is a minor, he may vote by his guardian or one of his guardians

who may give their votes personally or by proxy.

#### **59. Content of proxy notices**

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) in such form which the directors may approve, which should, without limitation:
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is authenticated, or is signed on behalf of the member appointing the proxy;
  - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed; and
  - (e) otherwise complies with the ASX Listing Rules,provided that this shall not preclude the use of the two-way form.
- (2) Subject to compliance with the ASX Listing Rules, the company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **60. Execution of appointment of proxy on behalf of member appointing the proxy**

- (1) A proxy notice shall be executed by or on behalf of the member appointing the proxy.
- (2) A corporation may execute a proxy notice either under its common seal or under the hand of a duly authorised officer.
- (3) If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to

execute it on behalf of the member appointing the proxy.

**61. Delivery of proxy notice and notice revoking appointment of proxy**

- (1) A proxy notice does not take effect unless it is received by the company:
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the company:
  - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (4) No proxy notice shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

**62. Effect of member's voting in person on proxy's authority**

- (1) Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy:
  - (a) attends in person the general meeting or at any adjournment of it at which the resolution is to be decided; and
  - (b) exercises, in relation to the resolution, the voting right attached to the shares in respect of which the proxy is appointed.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of the member.

**63. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy**

- (1) A vote the previous death or mental incapacity of the member appointing the proxy;

- (a) the previous death or mental incapacity of the member appointing the proxy;
  - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed; or
  - (c) the transfer of the share in respect of which the proxy is appointed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity, revocation or transfer is received by the company:
- (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

#### **64. Amendments to proposed resolutions**

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the company secretary in writing; and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
  - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

#### **65. CDI holders voting at general meetings**

Pursuant to the rules and regulations under the ASX Listing Rules and ASX Settlement Operating Rules, the CDI holders are given the right to attend and be appointed as a proxy in respect of the underlying share to the relevant CDI to vote at any meeting of the holder of shares unless relevant provisions under the Ordinance at the time of meeting prevent CDI holders from attending those meetings. As holders of CDIs will not appear on the register of members of the company, they will not be entitled to vote at

the meeting of the members however they may take the following steps:

- (1) instructing CDN, as the legal owner, to vote the shares underlying their CDIs in a particular manner. A form setting out voting instructions will be sent to CDI holders with the notice of meeting or proxy notice for the meeting and this must be completed and returned to the company prior to this meeting; or
- (2) requesting CDN to transfer the shares underlying the CDI to the CDI holder.

Proxy notice, CDI voting instruction forms and details of these alternatives will be included in each notice of meeting of members sent to CDI holders by the company.

**66. No voting of shares on which money owed to company**

A member is not entitled to vote at any general meeting or at any separate meeting of the holders of any class of shares unless all calls or other sums presently payable by the member in respect of shares in the company have been paid.

**67. Class meetings**

The provisions of these articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

**68. Powers to issue shares**

- (1) Subject to the provisions of the Ordinance and without prejudice to any special rights attached to any existing shares, any share may be issued with such rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise or be redeemable whether at the option of the company or the holder as the company may by ordinary resolution determine (or, if the company has not so determined, as the directors shall determine).
- (2) Subject to Division 4 of Part 5 of the Ordinance, the company may, with the sanction of a special resolution, issue shares on the terms that they are to be redeemed, or liable to be redeemed, at the option of the company or the holders of the shares. In the event of purchase for redemption of the redeemable share, the following provisions shall apply:
  - (a) purchases not made through the market or by tender shall be limited to a maximum price; and
  - (b) if purchases are by the tender, tenders shall be available to all shareholders alike.

The directors may determine the terms, conditions and manner of redemption of the shares.

- (3) No person shall become a member until his name shall have been entered into the register.
- (4) Subject to the provisions of the Ordinance and these articles, the shares in the company shall be at the disposal of the directors, who may offer, allot, grant options over or otherwise dispose of them to such persons and on such terms as the directors think fit.

- (5) The directors may, subject to the approval by the members in general meeting, issue warrants or other rights and grant options to subscribe for any class of shares or securities of the company on such terms as the directors may from time to time determine.

**69. Payment of commissions on subscription for shares**

- (1) If the conditions in paragraph (2) are satisfied, the company may pay a commission to a person under section 148 of the Ordinance.
- (2) The conditions are that:
  - (a) the commission paid or agreed to be paid does not exceed 10% of the price at which the shares in respect of which the commission is paid are issued;
  - (b) if those shares are offered to the public for subscription, the company, before making the payment, discloses the amount or rate of the commission in the prospectus for the public offer, as required under paragraph 7(a)(ii) in Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32); and
  - (c) if those shares are not offered to the public for subscription, the company, before making the payment, discloses the amount or rate of the commission in any circular or notice issued by the company inviting subscriptions for those shares, as required under section 148(2)(c)(ii) of the Ordinance.
- (3) The commission may be paid:
  - (a) in cash;
  - (b) in fully paid or partly paid shares; or
  - (c) partly in one way and partly in the other.
- (4) The company may also on any issue of shares pay a brokerage that is lawful.

**70. Variation of Rights**

- (1) Subject to the provisions of the Ordinance, if at any time the capital of the company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied, either while the company is a going concern or during or in contemplation of a winding-up, either with the consent in writing of the holders of three-quarters of the total voting rights of holders of shares in that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise.
- (2) To every such separate meeting the provisions of these articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum at such meeting (other than an adjourned meeting) shall be no less than two persons together holding or representing by proxy one-third in the total voting rights of the issued shares of the class in question and at any adjourned

meeting two persons holding shares of that class or by proxy (whatever the number of shares held by them), and that any holder of shares of the class present in person or by proxy may demand a poll.

- (3) Paragraph (1) shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are varied.
- (4) The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* with them.

#### **71. Renunciation of Allotment**

Nothing in these articles shall preclude the directors from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.

#### **72. Company only bound by absolute interests**

- (1) Except as required by law, no person is to be recognized by the company as holding any share on any trust.
- (2) Except as otherwise required by law or these articles, the company is not in any way to be bound by or recognize any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.
- (3) Paragraph (2) applies even though the company has notice of the interest.

#### **73. Certificates to be issued except in certain cases**

- (1) The company must issue each member, free of charge, with one or more certificates in respect of the shares that the member holds, within:
  - (a) two months after allotment or lodgment of a proper instrument of transfer; or
  - (b) any other period that the conditions of issue provide.
- (2) No certificate may be issued in respect of shares of more than one class.
- (3) If more than one person holds a share, only one certificate may be issued in respect of it.
- (4) The board of directors may by resolution determine, either generally or in any particular case or cases, that the signatures on any certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.

#### **74. Contents and execution of share certificates**

- (1) A certificate must specify:

- (a) in respect of how many shares and of what class the certificate is issued;
  - (b) the amount paid up on them; and
  - (c) any distinguishing numbers assigned to them.
- (2) A certificate must:
- (a) have affixed to it the company's common seal or the company's official seal under section 126 of the Ordinance (if applicable) and no signature of any director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document to which such official seal so affixed and such certificates or other document shall be valid and deemed to have been sealed and executed with the authority of the directors notwithstanding the absence of any such signature or mechanical reproduction as aforesaid; or
  - (b) be otherwise executed in accordance with the Ordinance.

**75. Consolidated share certificates**

- (1) A member may request the company, in writing, to replace:
- (a) the member's separate certificates with a consolidated certificate; or
  - (b) the member's consolidated certificate with two or more separate certificates representing the proportion of the shares that the member specifies.
- (2) A consolidated certificate must not be issued unless any certificates that it is to replace have first been returned to the company for cancellation.
- (3) Separate certificates must not be issued unless the consolidated certificate that they are to replace has first been returned to the company for cancellation.

**76. Replacement share certificates**

- (1) If a certificate issued in respect of a member's shares is defaced, damaged, lost or destroyed, the member is entitled to be issued with a replacement certificate in respect of the same shares.
- (2) A member exercising the right to be issued with a replacement certificate:
- (a) may at the same time exercise the right to be issued with a single certificate, separate certificates or a consolidated certificate;
  - (b) must return the certificate that is to be replaced to the company if it is defaced or damaged; and
  - (c) must comply with the conditions as to evidence, indemnity and the payment of a reasonable fee that the directors decide.

**77. Registers where CDIs are on issue**

- (1) Notwithstanding any provisions in these articles, where there are CDIs on issue, the board of directors shall cause to be kept a certificated branch register of shares in Australia, an uncertificated issuer sponsored register of CDIs and an uncertificated CHESS register of CDIs in Australia in addition to the principal register of members as required to be maintained in Hong Kong under the Ordinance.
- (2) The certificated branch register of shares in Australia, uncertificated issue sponsored sub-register of CDIs and uncertificated CHESS sub-register of CDI's will be maintained pursuant to ASX Settlement Operating Rules and ASX Listing Rules.
- (3) The certificated branch register of shares in Australia is the register of legal title and will reflect the legal ownership by CDN of the shares underlying the CDIs. The certificated branch register of shares in Australia shall at all times be mirrored and identical to the principal register of members maintained in Hong Kong under the Ordinance.
- (4) The two uncertificated registers of CDIs combined will make up the register of beneficial title of all shares entrusted to CDN for the purpose of facilitating the shares of the company to be cleared and settled electronically through CHESS under the ASX Listing Rules and the ASX Settlement Operating Rules and for which the total number of shares shall be equivalent and identical to that held by CDN as maintained in the certificated branch register of shares in Australia. For the avoidance of doubt however, whilst maintaining the register of CDIs, such uncertificated registers shall not be binding, acknowledged or recorded in the register of members (maintained by the company under the Ordinance) as the beneficial ownership of shares or any form of trust whether express, implied or constructive.

## **78. Joint Holders**

Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with the benefit of survivorship, subject to the following provisions:

- (1) the company shall not be bound to register more than four persons as the holders of any shares except in the case of the legal personal representatives of a deceased member;
- (2) the joint holders of any shares shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such shares;
- (3) on the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the company as having any title to such share but the directors may require such evidence of death as they may deem fit;
- (4) any one of such joint holders may give effectual receipts for any dividend, bonus or return of capital payable to such joint holders; and
- (5) the company shall be at liberty to treat the person whose name stands first in the register of members as one of the joint holders of any shares as solely entitled to delivery of the certificate relating to such share, or to receive notices from the

company, and any notice given to such person shall be deemed notice to all the joint holders; any one of such joint holders are entitled to vote on behalf of such joint holders and any one of such joint holders shall be entitled to appoint a proxy, but if more than one of such joint holders be present at any meeting personally or by proxy that one so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

#### **79. Company's lien over partly paid shares**

- (1) The company has a first and paramount lien on any share that is partly paid for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share.
- (2) The company also has a first and paramount lien on any share that is partly paid standing registered in the name of a single person for all moneys presently payable by the person or the person's estate to the company.
- (3) The company's lien on a share extends to any dividend payable in respect of that share.
- (4) The directors may at any time declare a share to be wholly or in part exempt from this article.
- (5) The directors may receive from any member willing to advance it all or any part of the amount unpaid on the shares held by him (beyond the sums actually called up) as a payment in advance of calls, and such payment shall, to the extent of it, extinguish the liability on the shares in respect of which it is advanced.
- (6) The company may pay interest on the amount so received, or so much of it as exceeds the sums called up on the shares in respect of which it has been received, at such rate (if any) as the member and the directors agree, not exceeding eight percent (8%) per annum but such member shall not be entitled to participate in respect of the amount paid up in advance thereof in a dividend subsequently declared.

#### **80. Enforcement of company's lien**

- (1) Subject to this article, the company may sell a share in a manner the directors think fit if:
  - (a) a notice enforcing a lien (***lien enforcement notice***) has been issued in respect of that share; and
  - (b) the person to whom the notice was issued has failed to comply with it.
- (2) A lien enforcement notice:
  - (a) may only be issued in respect of a share on which the company has a lien, in respect of which a sum is presently payable;
  - (b) must specify the share concerned;

- (c) must require payment of the sum within 14 days of the notice;
  - (d) must be issued to the holder of the share or to the person entitled to it by reason of the holder's death, bankruptcy or otherwise; and
  - (e) must state the company's intention to sell the share if the notice is not complied with.
- (3) To give effect to the sale of shares under this article, the directors may authorize any person to transfer the shares to the purchaser, and the purchaser is to be registered as the holder of those shares.
- (4) The purchaser is not bound to see to the application of the purchase money, and the purchaser's title to the shares is not affected by any irregularity in or invalidity of the process leading to the sale.
- (5) The net proceeds of the sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied:
- (a) first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice;
  - (b) second, to the person entitled to the shares at the date of the sale.
- (6) Paragraph (5)(b) applies:
- (a) only after the certificate for the shares sold has been surrendered to the company for cancellation or a suitable indemnity has been given for any lost certificates; and
  - (b) subject to a lien equivalent to the company's lien on the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice.
- (7) A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been sold to satisfy the company's lien on a specified date:
- (a) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
  - (b) subject to compliance with any other formalities of transfer required by these articles or by law, constitutes a good title to the share.

## 81. Call notices

- (1) Subject to these articles and the terms on which shares are allotted, the directors may send a notice (**call notice**) to a member requiring the member to pay the company a specified sum of money (**call**) that is payable in respect of shares held by the member at the date when the directors decide to send the call notice.
- (2) A call notice:

- (a) must not require a member to pay a call that exceeds the total sum unpaid on that member's shares;
  - (b) must specify when and how any call to which it relates is to be paid; and
  - (c) may permit or require the call to be paid by instalments.
- (3) A member must comply with the requirements of a call notice, but is not obliged to pay any call before 14 days have passed since the notice was sent.
- (4) Before the company has received any call due under a call notice, the directors may, by a further notice in writing to the member in respect of whose shares the call is made:
- (a) revoke the call notice wholly or in part; or
  - (b) specify a later time for payment than is specified in the call notice.

**82. When call deemed to be made**

A call is deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

**83. Liability to pay calls**

- (1) Liability to pay a call is not extinguished or transferred by transferring the shares in respect of which it is required to be paid.
- (2) Joint holders of a share are jointly and severally liable to pay all calls in respect of that share.
- (3) Subject to the terms on which shares are allotted, the directors may, when issuing shares, provide that call notices sent to the holders of those shares may require them:
- (a) to pay calls that are not the same; or
  - (b) to pay calls at different times.

**84. When call notice need not be issued**

- (1) A call notice need not be issued in respect of sums that are specified, in the terms on which a share is issued, as being payable to the company in respect of that share:
- (a) on allotment;
  - (b) on the occurrence of a particular event; or
  - (c) on a date fixed by or in accordance with the terms of issue.
- (2) But if the due date for payment of such a sum has passed and it has not been paid, the holder of the share concerned is:

- (a) treated in all respects as having failed to comply with a call notice in respect of that sum; and
- (b) liable to the same consequences as regards the payment of interest and forfeiture.

**85. Failure to comply with call notice: automatic consequences**

- (1) If a member is liable to pay a call or instalment of a call and fails to do so by the date specified for its payment, the member must pay the company interest on the call or instalment from that date until the call or instalment is paid.
- (2) The interest rate is to be determined by the directors, but must not exceed 10% per annum.
- (3) The directors may waive the payment of the interest wholly or in part.

**86. Notice of intended forfeiture**

- (1) If a member is liable to pay a call or instalment of a call and fails to do so by the date specified for its payment, the directors may, for so long as any part of the call or instalment remains unpaid, serve a notice on the member requiring payment of the part of the call or instalment that is unpaid, together with any interest that may have accrued.
- (2) The notice must:
  - (a) specify a further date (not before the end of 14 days after the date of service of the notice) on or before which the payment required by the notice is to be made;
  - (b) state how that payment is to be made; and
  - (c) state that if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

**87. Directors' power to forfeit shares**

If the requirements of the notice of intended forfeiture under article 86 are not complied with, the shares in respect of which the call was made may, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

**88. Effect of forfeiture**

- (1) Subject to these articles, the forfeiture of a share extinguishes:
  - (a) all interests in the share, and all claims and demands against the company in respect of it; and
  - (b) all other rights and liabilities incidental to the share between the person whose share it was prior to the forfeiture and the company.
- (2) If a person's shares have been forfeited:

- (a) the company must send that person a notice that forfeiture has occurred and record it in the register of members;
- (b) that person ceases to be a member in respect of those shares;
- (c) that person must surrender the certificate for the shares forfeited to the company for cancellation;
- (d) that person remains liable to the company for all sums payable by that person under these articles at the date of forfeiture in respect of those shares, including any interest (whether accrued before or after the date of forfeiture); and
- (e) the directors may waive the payment of those sums wholly or in part or enforce the payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

#### **89. Procedure following forfeiture**

- (1) If a forfeited share is to be disposed of by being transferred, the company may receive the consideration for the transfer and the directors may authorize any person to execute the instrument of transfer.
- (2) A statutory declaration by a director or the company secretary that the declarant is a director or the company secretary and that a share has been forfeited on a specified date:
  - (a) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share; and
  - (b) subject to compliance with any other formalities of transfer required by these articles or by law, constitutes a good title to the share.
- (3) A person to whom a forfeited share is transferred is not bound to see to the application of the consideration (if any).
- (4) The person's title to the share is not affected by any irregularity in or invalidity of the process leading to the forfeiture or transfer of the share.
- (5) If the company sells a forfeited share, the person who held it prior to its forfeiture is entitled to receive from the company the proceeds of the sale, net of any commission, and excluding any amount that:
  - (a) was, or would have become, payable; and
  - (b) had not, when the share was forfeited, been paid by that person in respect of the share.
- (6) Despite paragraph (5), no interest is payable to such a person in respect of the proceeds and the company is not required to account for any money earned on them.

#### **90. Surrender of shares**

- (1) A member may surrender any share:
  - (a) in respect of which the directors may serve a notice of intended forfeiture under article 86;
  - (b) that the directors may forfeit; or
  - (c) that has been forfeited.
- (2) The directors may accept the surrender of such a share.
- (3) The effect of surrender on a share is the same as the effect of forfeiture on that share.
- (4) A share that has been surrendered may be dealt with in the same way as a share that has been forfeited.

#### **91. Transfer of shares**

- (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of both the transferor and the transferee.
- (2) The company may retain any instrument of transfer that is registered.
- (3) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- (4) If the transferor or transferee is a Clearing House or its nominee, the instrument of transfer shall be executed by hand or by machine imprinted signature(s) or by such other manner of execution as the directors may approve from time to time.

#### **92. Power of directors to refuse transfer of shares**

- (1) The directors may refuse to register the transfer of a share if:
  - (a) the share is not fully paid;
  - (b) the instrument of transfer is not lodged at the company's registered office or another place that the directors have appointed;
  - (c) the instrument of transfer is not accompanied by the certificate for the share to which it relates, or other evidence the directors reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf;
  - (d) the instrument of transfer is in favour of more than four transferees;
  - (e) the instrument of transfer is in favour of an infant or to a person of unsound mind or under other legal disability;

- (f) the instrument of transfer satisfies such other conditions as the directors may from time to time impose for the purpose of guarding against losses arising from forgery are not satisfied; or
  - (g) the transfer is in respect of more than one class of shares.
- (2) If the directors refuse to register the transfer of a share:
- (a) the transferor or transferee may request a statement of the reasons for the refusal; and
  - (b) the instrument of transfer must be returned to the transferor or transferee who lodged it unless the directors suspect that the proposed transfer may be fraudulent.
- (3) The instrument of transfer must be returned in accordance with paragraph (2)(b) together with a notice of refusal within two months after the date on which the instrument of transfer was lodged with the company.
- (4) If a request is made under paragraph (2)(a), the directors must, within 28 days after receiving the request:
- (a) send the transferor or transferee who made the request a statement of the reasons for the refusal; or
  - (b) register the transfer.

**93. Power of directors to suspend registration of transfer of shares**

The directors may suspend the registration of a transfer of a share:

- (1) for any period or periods not exceeding 30 days in each year; or
- (2) if the period of 30 days for closing the register of members is extended in respect of that year under section 632(3) of the Ordinance, for not more than that extended period.

**94. Fees on registration of title**

The company shall be entitled to charge a fee as may be permitted under any applicable laws, regulations and rules of stock exchange (where applicable) on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, or other instrument or document relating to or affecting the title to any share.

**95. Transmission of shares**

- (1) If a member dies, the company may only recognize the following person or persons as having any title to a share of the deceased member:
  - (a) if the deceased member was a joint holder of the share, the surviving holder or holders of the share; and

- (b) if the deceased member was a sole holder of the share, the legal personal representative of the deceased member.
- (2) Nothing in these articles releases the estate of a deceased member from any liability in respect of a share that had been jointly held by the deceased member with other persons.

**96. Transmittees' rights**

- (1) If a transmittee produces evidence of entitlement to the share as the directors properly require, the transmittee may, subject to these articles, choose to become the holder of the share or to have the share transferred to another person.
- (2) The directors have the same right to refuse or suspend the registration as they would have had if the holder had transferred the share before the transmission.
- (3) A transmittee is entitled to the same dividends and other advantages to which the transmittee would be entitled if the transmittee were the holder of the share, except that the transmittee is not, before being registered as a member in respect of the share, entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
- (4) The directors may at any time give notice requiring a transmittee to choose to become the holder of the share or to have the share transferred to another person.
- (5) If the notice is not complied with within 60 days of the notice being given, the directors may withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

**97. Exercise of transmittees' rights**

- (1) If a transmittee chooses to become the holder of a share, the transmittee must notify the company in writing of the choice.
- (2) Within two months after receiving the notice, the directors must:
  - (a) register the transmittee as the holder of the share; or
  - (b) send the transmittee a notice of refusal of registration.
- (3) If the directors refuse registration, the transmittee may request a statement of the reasons for the refusal.
- (4) If a request is made under paragraph (3), the directors must, within 28 days after receiving the request:
  - (a) send the transmittee a statement of the reasons for the refusal; or
  - (b) register the transmittee as the holder of the share.

- (5) If the transmittee chooses to have the share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.
- (6) All the limitations, restrictions and other provisions of these articles relating to the right to transfer and the registration of transfer of shares apply to the notice under paragraph (1) or the transfer under paragraph (5), as if the transmission had not occurred and the transfer were a transfer made by the holder of the share before the transmission.

#### **98. Transmittees bound by prior notices**

If a notice is given to a member in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the member before the transmittee's name has been entered in the register of members.

#### **99. Transfer of CDIs**

- (1) Subject to the rules and conditions as stipulated under the ASX Listing Rules and ASX Settlement Operating Rules, each CDIs holder is given full discretion to trade their CDIs by transferring the beneficial interest in shares rather than the legal title. The transfer will be settled electronically by delivery of the relevant CDI holding through CHESS. Accordingly, any holder of the CDIs of the company whose name has been entered into and registered under the uncertificated registers of CDIs shall have his beneficial ownership of shares in the company conferred to him or her.
- (2) Pursuant to the ASX Settlement Operating Rules, the holders of CDIs shall, according to the amount of the CDIs held by them, be treated as having the same rights, privileges and advantages as regards dividends, entitlement to participate in rights issues and bonus issues, participation in assets on a winding up, voting at meetings of the company and other matters, as if they held the shares from which the CDIs arose, but no such rights, privileges or advantages (except as to participation in dividends and profits and in the assets on winding up of the company) shall be conferred by an amount of CDIs which would not, if existing in shares, have conferred such rights, privileges and advantages. However, it shall be CDN as the legal owner of the shares that holds such rights pursuant to the Ordinance and these articles.

#### **100. Conversion of CDIs into shares and vice versa**

- (1) The board of directors may from time to time assist in the transfer of shares between members and between members and CDI holders upon receipt of a notice of transfer issued by the members.
- (2) The holders of CDIs who wish to convert their CDIs into shares (i.e., receive a transfer of shares from CDN) to be held on the Hong Kong register of members, can do so by instructing the company's share registry either:
  - (a) directly in the case of CDIs on the issuer sponsored sub-register operated by the company. CDI holders will be provided with a CDI cancellation request for completion and return to the company's share registry; or
  - (b) through their sponsoring participant (usually their broker) in the case of

CDIs which are sponsored on the CHESSE sub-register. In this case, the sponsoring broker will arrange for completion of the relevant form and its return to the company's share registry.

- (3) The company's share registry will then arrange for the shares to be transferred from CDN into the name of the holder and instruct the company secretary to issue a new certificate and entry of such conversion onto register of members in Hong Kong. This will cause the shares to be registered in the name of the holder on the register of members in Hong Kong and trading on ASX will no longer be possible and any shares so issued will bear restrictive details in accordance with the provisions in these articles and with the Ordinance. CDIs cancelled from the Australian register will be placed onto the register of members in Hong Kong using registered details originated and provided from the Australian register.
- (4) The company's share registry will not charge an individual security holder a fee for transferring CDI holdings into shares held on and maintained in the register of members in Hong Kong. Process of completion on production and receipt of a duly completed and valid notice of transfer, is expected to be completed within two days. However, no guarantee can be given about the time required for this conversion to take place.
- (5) If the holders of the shares wish to convert their holdings to CDIs, they can do so by contacting the company's share registry, subject to rules and provisions of ASX Listing Rules and ASX Settlement Operating Rules. The company's share registry will not charge a fee to a holder of Shares seeking to convert the Shares to CDIs regardless whether the company's share registry is to incur an expense in relation to such conversion.

#### **101. Restricted securities**

- (1) Restricted Securities may not be disposed of during the escrow period except as permitted by the ASX Listing Rules or ASX.
- (2) If the company at any time has on issue any Restricted Securities, the company shall, except as permitted by the ASX Listing Rules or ASX, refuse to acknowledge, deal with, accept or register any sale, assignment or transfer of any such Restricted Securities which is or might be in breach of the ASX Listing Rules or any escrow agreement entered into by the company under the ASX Listing Rules in relation thereto.
- (3) In the event of a breach of the ASX Listing Rules or of any escrow agreement entered into by the company under the ASX Listing Rules in relation to Restricted Securities, the member holding the Restricted Securities in question shall, notwithstanding any rights attached to such Restricted Securities, cease to be entitled to any dividend or distribution and to any voting rights in respect of those Restricted Securities for so long as the breach subsists.

#### **102. Alteration of share capital**

- (1) The general meeting resolving to create any new shares may direct that the same or any of them, shall be offered in the first instance, at any price (subject to the provisions of the Ordinance) to all the existing holders of any class of shares in the capital of the company, in proportion to the number of shares of such class held by them respectively, or make any other provisions as to the

issue and allotment of the new shares, and in default of any such direction, the new shares shall be at the disposal of the directors.

- (2) Subject to any direction or determination to the contrary that may be given in accordance with the powers contained in these articles, all new shares created pursuant to Paragraph (1) shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission of shares, forfeiture, lien or otherwise as the existing shares of the company.
- (3) Whenever as a result of any conversion or subdivision of shares any difficulty arises, the directors may settle such difficulty as they think expedient and, in particular, if any members would become entitled to fractions of a share, the directors may on behalf of those members sell to any person (including, subject to the provisions of the Ordinance, the company) the shares representing the fractions and distribute the net proceeds of sale in due proportion among those members or retain the net proceeds for the benefit of the company, and the directors may authorise some person to execute an instrument of transfer of the shares to or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
- (4) The company may by ordinary resolution alter its share capital in any one or more of the ways set out in section 170 of the Ordinance.

#### **103. Reduction of share capital**

The company may by special resolution reduce its share capital in accordance with Division 3 of Part 5 of the Ordinance.

#### **104. Share buy-backs and financial assistance for purchase by others**

- (1) The company may buy back its own shares (including any redeemable shares) in accordance with Division 4 of Part 5 of the Ordinance or to give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a buy-back made or to be made by any person of any shares in the company.
- (2) Where the company buys back its own shares, neither the company nor the directors shall be required to select the shares to be bought back rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such buy-back or financial assistance shall only be made or given in accordance with any applicable laws, regulations and rules of stock exchange or the relevant regulator or authorities from time to time in force.
- (3) For the purpose of this article, "shares" includes shares, warrants and any other securities convertible into shares which are issued from time to time by the company.

#### **105. Allotment of shares**

The directors must not exercise any power conferred on them to allot shares in the company without the prior approval of the company by resolution if the approval is required by section 140 of the Ordinance and otherwise in accordance with the ASX Listing Rules.

#### **106. Procedure for declaring dividends**

- (1) The company may at a general meeting declare dividends, but a dividend must not exceed the amount recommended by the directors.
- (2) The directors may from time to time pay the members interim dividends that appear to the directors to be justified by the profits of the company.
- (3) If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, and provided that the directors act bona fide they shall not incur any liability to the holders of shares conferring preferred rights for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights. The directors may also resolve to pay at half-yearly or other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the reserves of the company justify the payment.
- (4) A dividend may only be paid out of the profits in accordance with Part 6 of the Ordinance.
- (5) Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it.
- (6) Before recommending any dividend, the directors may set aside out of the profits of the company any sums they think fit as reserves.
- (7) The directors may:
  - (a) apply the reserves for any purpose to which the profits of the company may be properly applied; and
  - (b) pending such an application, employ the reserves in the business of the company or invest them in any investments (other than shares of the company) that they think fit.
- (8) The directors may also without placing the sums to reserve carry forward any profits that they think prudent not to divide.

#### **107. Power to satisfy dividends in specie, fractional certificate and cash adjustments**

Whenever the directors or the company in general meeting have resolved that a dividend be paid or declared, the directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the company or any other corporation to which the company is entitled, or in any one or

more of such ways, with or without offering any rights to members to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the company rather than to the members concerned, and may vest any such specific assets in trustees as may seem expedient to the directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective.

#### **108. Calculation of dividends**

- (1) All dividends must be:
  - (a) declared and paid according to the amounts paid on the shares in respect of which the dividend is paid; and
  - (b) apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid.
- (2) Paragraph (1) is subject to any rights of persons who are entitled to shares with special rights regarding dividend.
- (3) If a share is issued on terms providing that it ranks for dividend as from a particular date, the share ranks for dividend accordingly.
- (4) For the purposes of this article, no amount paid on a share in advance of calls is treated as paid on the share.

#### **109. Payment of dividends and other distributions**

- (1) If a dividend or other sum that is a distribution is payable in respect of a share, it must be paid by one or more of the following means:
  - (a) transfer to a bank account specified by the distribution recipient either in writing or as the directors decide;
  - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors decide;
  - (c) sending a cheque made payable to the specified person by post to the specified person at the address the distribution recipient has specified either in writing or as the directors decide; or
  - (d) any other means of payment as the directors agree with the distribution recipient either in writing or as the directors decide.

- (2) In this article, **specified person** (指明人士) means a person specified by the distribution recipient either in writing or as the directors decide.
- (3) If two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct.
- (4) Every cheque or warrant shall be made payable to the order of or to the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque or warrant shall be a good discharge to the company.
- (5) Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other money payable in respect of the share.
- (6) The company shall not be liable or responsible for any cheque or warrant lost in transmission nor for any dividend or other monies lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant.

#### **110. Deductions from distributions in respect of sums owed to company**

- (1) This article applies if:
  - (a) a share is subject to the company's lien under article 79; and
  - (b) the directors are entitled to issue a lien enforcement notice under article 80 in respect of it.
- (2) Instead of issuing the lien enforcement notice, the directors may deduct from any dividend or other sum payable in respect of the share any sum of money that is payable to the company in respect of that share to the extent that they are entitled to require payment under the lien enforcement notice.
- (3) The money so deducted must be used to pay any of the sums payable in respect of the share.
- (4) The company must notify the distribution recipient in writing of:
  - (a) the fact and amount of the deduction;
  - (b) any non-payment of a dividend or other sum payable in respect of a share resulting from the deduction; and
  - (c) how the money deducted has been applied.

#### **111. No interest on distributions**

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

- (1) the terms on which the share was issued; or

- (2) the provisions of another agreement between the holder of the share and the company.

**112. Unclaimed distributions**

- (1) If dividends or other sums are payable in respect of shares and they are not claimed after having been declared or become payable for one year, they may be invested or made use of by the directors for the benefit of the company until claimed.
- (2) The payment of the dividends or other sums into a separate account does not make the company a trustee in respect of it.
- (3) A distribution recipient is no longer entitled to a dividend or other sum and it ceases to remain owing by the company, if:
  - (a) 12 years have passed from the date on which the dividend or other sum became due for payment; and
  - (b) the distribution recipient has not claimed it.

**113. Non-cash distributions**

- (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- (2) For paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, if any difficulty arises regarding the distribution:
  - (a) fixing the value of any assets;
  - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
  - (c) vesting any assets in trustees.

**114. Waiver of distributions**

- (1) Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by executing to the company a deed to that effect.
- (2) But if the share has more than one holder or more than one person is entitled to the share (whether by reason of the death or bankruptcy of one or more joint holders, or otherwise), the deed is not effective unless it is expressed to be executed by all the holders or other persons entitled to the share.

**115. Capitalization of profits**

- (1) The company may by ordinary resolution on the recommendation of the directors

capitalize profits.

- (2) If the capitalization is to be accompanied by the issue of shares or debentures, the directors may apply the sum capitalized in the proportions in which the members would be entitled if the sum was distributed by way of dividend.
- (3) To the extent necessary to adjust the rights of the members among themselves if shares or debentures become issuable in fractions, the directors may make any arrangements they think fit, including the issuing of fractional certificates or the making of cash payments or adopting a rounding policy.

#### **116. Means of communication to be used**

- (1) Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the company for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- (4) Nothing in these articles shall affect any provision of the ASX Settlement Operating Rules and ASX Listing Rules requiring notices or documents to be delivered in a particular way and CDI holders and the ASX will receive all notices and company announcement (such as annual reports of the company) that members are entitled to receive from the company.
- (5) A document that is to be sent to an overseas member and CDI holders must be sent by air or by fax or in another way that ensures it will be received quickly.

#### **117. Notices**

- (1) Subject to and to the extent not prohibited by law and in accordance with the Ordinance, the rules of any applicable stock exchange and other applicable laws, rules and regulations, the company may give notice to any member or other entitled person:
  - (a) personally;
  - (b) by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address as appearing in the register (or in the case of any other entitled person, to such address as he may provide to the company for that purpose);
  - (c) by delivering or leaving it at such address as aforesaid;

- (d) by publishing such notice in one English language and one Chinese language newspaper;
  - (e) by sending it in accordance with applicable legislation and the rules of any applicable stock exchange as an electronic communication to the member or the entitled person at his electronic address as he may provide to the company;
  - (f) by publishing it in accordance with applicable legislation and the rules of any applicable stock exchange on the company's computer network (including the company's website);
  - (g) subject to the applicable legislation and rules of any applicable stock exchange, by any other means authorised in writing by the member or the entitled person concerned; or
  - (h) by any means permitted by applicable legislation and the rules of any applicable stock exchange.
- (2) In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- (3) A member shall be entitled to have notices served on him at any address within Hong Kong or elsewhere.
- (4) Any member whose registered address is outside Hong Kong may notify the company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address.
- (5) A member who has no registered address shall be deemed to have received any notice which shall have been displayed at the registered office and shall have remained there for the period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.
- (6) Any notice or document or corporate communication given or issued by or on behalf of the company:
- (a) if sent by post, shall be deemed to have been served, received or delivered on the second business day (as defined in Part 18 of the Ordinance) following that on which the envelope or wrapper containing the same is put into a post office and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an overseas address where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the board of directors that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof;
  - (b) if not sent by post but left by the company at the registered address of a member or at the address (other than an address for the purposes of electronic communications) notified to the company in accordance with

these articles by an entitled person not being a member, shall be deemed to have been served, received or delivered on the day it was so left;

- (c) if published by advertisement in newspapers in accordance with article 117(1), shall be deemed to have been served, received or delivered on the day on which the notice or document is first published in newspapers;
  - (d) if sent as an electronic communication, shall be deemed to have been served, received or delivered 24 hours after it had been so sent, or if later at the time as prescribed by the Ordinance and other applicable laws, rules and regulations;
  - (e) if published on the company's computer network (including the company's website), shall be deemed to have been served, received or delivered 24 hours after the later of (i) where it is so published, (ii) notification of such publication is given by the company at the time as prescribed by the Ordinance and other applicable laws, rules and regulations; and
  - (f) if served, sent or delivered by any other means authorised in writing by the member or the entitled person concerned, shall be deemed to have been served, received or delivered in accordance with the terms of such authorisation, or if such terms of authorisation do not specify the terms of deemed service, receipt or delivery, shall be deemed to have been served, received or delivered 48 hours after the company has carried out the action it has been authorised to take for that purpose.
- (7) For the purposes of calculating the period of 24 hours or, as the case may be, 48 hours mentioned in this article, any part of a day which is not a business day (as defined in Part 18 of the Ordinance) is to be disregarded.
- (8) Any person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share shall be bound by every notice in respect of such share which, previously to his name and address being entered in the register of members, shall have been duly given to the person from whom he derives his title to such share.
- (9) A notice or document may be given, delivered or sent by the company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it in any manner authorised by these articles for the giving of notice to a member addressed to that person by name, or by the title of representative of the deceased or trustee of the bankrupt or by any like description, at the address, if any, supplied for that purpose by the person claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
- (10) The signature to any notice to be given by the company may be written or printed.
- (11) The directors may from time to time specify the form and manner in which a notice may be given to the company by electronic means, including one or more

addresses for the receipt of communications by electronic means, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such communication. A notice may be given to the company by electronic means only if it is given in accordance with the requirements specified by the directors.

#### **118. Failure to notify contact details**

- (1) A member ceases to be entitled to receive notices from the company if:
  - (a) the company sends two consecutive documents to the member over a period of at least 12 months; and
  - (b) each of those documents is returned undelivered, or the company receives notification that it has not been delivered.
- (2) A member who has ceased to be entitled to receive notices from the company becomes entitled to receive those notices again by sending the company:
  - (a) an address to be recorded in the register of members; or
  - (b) if the member has agreed that the company should use a means of communication other than sending things to such an address, the information that the company needs to use that means of communication effectively.

#### **119. Registered office**

The registered office shall be at such place in Hong Kong as the directors shall from time to time appoint.

#### **120. Company seals**

- (1) A common seal may only be used by the authority of the directors.
- (2) A common seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a common seal or official seal (whether for use outside Hong Kong or for sealing securities) is to be used.
- (4) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one director of the company and one authorized person.
- (5) For the purposes of this article, an authorized person is:
  - (a) any director of the company;
  - (b) the company secretary; or
  - (c) any person authorized by the directors for signing documents to which the common seal is applied.

- (6) If the company has an official seal for use outside Hong Kong, it may only be affixed to a document if its use on the document, or documents of a class to which it belongs, has been authorized by a decision of the directors.
- (7) If the company has an official seal for sealing securities, it may only be affixed to securities by the company secretary or a person authorized to apply it to securities by the company secretary.

#### **121. Minutes**

- (1) The directors shall cause minutes to be made in books kept for the purpose:
  - (a) of all appointments of officers made by the directors; and
  - (b) of all resolutions and proceedings at meetings of the company, of the holders of any class of shares in the company, and of the directors, and of committees of the directors, including the names of the directors present at each such meeting.
- (2) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of such meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### **122. Accounts**

- (1) The directors shall cause proper books and accounts to be kept in respect of all the sums of money received and expended by the company, and the matters in respect of which such receipts and expenditure take place, and of the property, assets, credits and liabilities of the company and of all other matters required by the Ordinance or necessary to give a true and fair view of the state of company's affairs and to show and explain its transactions.
- (2) The books of account shall be kept at the registered office or at such other place or places as the directors think fit and shall always be open to the inspection of the directors.
- (3) The directors shall from time to time, in accordance with the provisions of the Ordinance, cause to be prepared and to be laid before the company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Ordinance.
- (4) The company may, after it has made adequate arrangements to ascertain the preference of its members, holders of its debentures and all other persons entitled to receive notices of general meetings of the company and in accordance with applicable laws and regulations, deliver or send to each of the aforesaid persons a copy of either (i) the reporting documents or (ii) the summary financial report at least 21 days before the date of the general meeting, provided that this article shall not require a copy of those documents to be sent to any member or holder of debentures of the company or other person entitled to receive notices of general meetings of the company of whose address the company is not aware nor to more than one of the joint holders of any shares or debentures nor in other circumstances permitted by applicable laws and regulations.

### **123. No right to inspect accounts and other records**

A person is not entitled to inspect any of the company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by:

- (1) an enactment;
- (2) an order under section 740 of the Ordinance;
- (3) the directors; or
- (4) an ordinary resolution of the company.

### **124. Record dates**

- (1) Notwithstanding any other provision of these articles, but without prejudice to the rights attached to any shares subject to the rules of any applicable stock exchange, the company or the directors may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before or on the date on which the dividend, distribution, allotment or issue is declared, paid or made.
- (2) Where such a record date is fixed, references in these articles to a holder of shares or member to whom a dividend is to be paid or a distribution, allotment or issue is to be made shall be construed accordingly.
- (3) A transfer of shares shall not pass the right to any dividend declared in respect of a record date before the registration of the transfer.
- (4) The provisions of this article shall mutatis mutandis apply to bonuses, capitalisation issues, distribution of realised capital profits or offers or grants made by the company to the members.

### **125. Auditor**

- (1) Auditors shall be appointed and removed and their duties regulated in accordance with the Ordinance.
- (2) Subject as otherwise provided by the Ordinance, the remuneration of the auditors shall be fixed by the company in general meeting, provided always that in respect of any particular year the company in general meeting may delegate the fixing of such remuneration to the directors.
- (3) Every statement of accounts audited by the auditors and presented by the directors at a general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of accounts amended in respect of the error shall be conclusive.

### **126. Auditor's insurance**

- (1) The directors may decide to purchase and maintain insurance, at the expense

of the company, for an auditor of the company, or an auditor of an associated company of the company, against:

- (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be); or
  - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

## **127. Destruction of documents**

- (1) The company may destroy:
- (a) any instrument of transfer, after six years from the date on which it is registered;
  - (b) any dividend mandate or notification of change of name or address, after two years from the date on which it is recorded;
  - (c) any share certificate, after one year from the date on which it is cancelled;
  - (d) any other document on the basis of which an entry in the register of members is made, after 10 years from the date on which it is made; and
  - (e) any document referred to in paragraph (a) of this article may be destroyed earlier than the relevant date unauthorised by that paragraph, provided that a permanent record of the document is made which is not destroyed before that date.
- (2) It shall be conclusively presumed in favour of the company that every entry in the register of members purporting to have been made on the basis of a document destroyed in accordance with this article was duly and properly made, that every instrument of transfer so destroyed was duly registered, that every share certificate so destroyed was duly cancelled, and that every other document so destroyed was valid and effective in accordance with the particulars in the records of the company, provided that:
- (a) this article shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant;
  - (b) nothing in this article shall be construed as imposing upon the company any liability in respect of the destruction of any such document otherwise than in accordance with this article which would not attach to the

company in the absence of this article; and

- (c) references in this article to the destruction of any document include references to the disposal of it in any manner.

#### 128. Information

No member (not being a director) shall have any right to require information in respect of the company's trading and other activities or any matter which is or may be in the nature of confidential information or a trade secret or secret process relating to the conduct of the business of the company, except as conferred by law or authorised by the directors or by the company in general meeting or by an order under section 740 of the Ordinance.

#### 129. Winding up

- (1) If the company is wound up and a surplus remains after the payment of debts proved in the winding up, the liquidator:
  - (a) may, with the required sanction, divide amongst the members in specie or kind the whole or any part of the assets of the company (whether they consist of property of the same kind or not) and may, for this purpose, set a value the liquidator thinks fair on any property to be so divided; and
  - (b) may determine how the division is to be carried out between the members or different classes of members.
- (2) The liquidator may, with the required sanction, vest the whole or part of those assets in trustees on trust for the benefit of the contributories that the liquidator, with the required sanction, thinks fit, but a member must not be compelled to accept any shares or other securities on which there is any liability.
- (3) In the event of a winding-up of the company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of the required sanction to serve notice in writing on the company appointing some person resident in Hong Kong upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding-up of the company may be served and, in default of such nomination, the liquidator of the company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertising in such English language daily newspaper circulating in Hong Kong as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be served on the day on which the advertisement appears or the letter is posted.
- (4) In this article **required sanction** (規定認許) means the sanction of a special resolution of the company and any other sanction required by the Ordinance.

#### 130. Untraced members

- (1) Without prejudice to the rights of the company, the company may cease sending such cheques for dividend entitlement or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions or after the first occasion on which a cheque or warrant is returned undelivered.
- (2) The company shall be entitled to sell in such manner as the directors think fit any share held by a member, or any share to which a person is entitled by transmission, if:
  - (a) all cheques or warrants, being not less than three in total number, in respect of the shares in question sent during the relevant period in the manner authorised by the articles of the company have remained uncashed or unclaimed;
  - (b) so far as it is aware at the end of the relevant period, the company has not at any time during the relevant period received any indication of the existence of the shareholder who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;
  - (c) the company has caused an advertisement in English in one English language newspaper and in Chinese in one Chinese language daily newspaper and by notice to the Stock Exchange (if shares of the class concerned are listed on that exchange) gives notice of its intention to sell such shares; and
  - (d) the company has not during the further period of 3 months after the date of the advertisement and prior to the sale of the shares received any communication from the member or person concerned.
- (3) For the purpose of the foregoing, “relevant period” means the period commencing 12 years before the date of publication of the advertisement referred to in paragraph (2)(c) of this article and ending at the expiry of the period referred to in that paragraph.
- (4) The manner, timing and terms of any sale of shares pursuant to this article (including, but not limited to, the price or prices at which the same is made) shall be such as the directors determine, based upon advice from such bankers, brokers or other persons consulted by them for the purpose as the directors consider appropriate, to be reasonably practicable having regard to all the circumstances, including the number of shares to be disposed of and the requirement that the disposal be made without delay, and the directors shall not be liable to any person for any of the consequences of reliance on such advice.
- (5) To give effect to the sale of any share pursuant to this article the company may appoint any person to execute an instrument of transfer of the share, and the instrument shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to, the share.
- (6) The purchaser shall not be bound to see to the application of the proceeds of sale, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings relating to the sale.
- (7) The company shall be indebted to the member or other person entitled to the share for an amount equal to the net proceeds of the sale, but no trust or duty to

account shall arise and no interest shall be payable in respect of the proceeds of sale.

- (8) Any sale under this article shall include any additional shares which during the relevant period or during any period ending on the date when all the requirements of paragraphs (2)(a) to (d) of this article have been satisfied have been issued in respect of those held at the beginning of such relevant period and shall be valid and effective notwithstanding that the member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

### **131. Authentication of documents**

- (1) Any director or the secretary or other authorised officer of the company shall have power to authenticate any documents affecting the constitution of the company and any resolutions passed by the company or the directors or any committee, and any books, records, documents and accounts relating to the business of the company, and to certify copies thereof or extracts therefrom as true copies or extracts and, where any books, records, documents or accounts are elsewhere than at the registered office, the local manager or such other officer of the company having the custody thereof shall be deemed to be the authorised officer of the company as aforesaid.
- (2) A document purporting to be a copy of a resolution or an extract from the minutes of a meeting of the company or of the board of directors or committee of the board of directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

### **132. Conflicts with the Ordinance**

- (1) Notwithstanding anything contained in these articles, if the Ordinance prohibits an act being done, the act shall not be done.
- (2) Nothing contained in these articles prevents an act being done that the Ordinance requires to be done.
- (3) If any provision of these articles is or becomes inconsistent with any provision of the Ordinance, these articles are deemed not to contain that provision to the extent of the inconsistency and to the extent it does not breach any provision of the Ordinance.

### **133. Documentation to be given to the ASX**

All documents sent to members must be provided to the ASX.

### **134. ASX Listing Rules**

- (1) A reference to the ASX Listing Rules, the ASX or related matters in these articles has effect if, and only if, at the relevant time the company is listed on the ASX.

- (2) If the company is admitted to the official list of the ASX it must comply with the ASX Listing Rules.
- (3) To endeavour to ensure these articles comply with the ASX Listing Rules, on an annual basis the directors will procure that a review of these articles be undertaken to ensure these articles comply with the ASX Listing Rules. In the event of any inconsistency (which includes where these articles contain a provision which the ASX Listing Rules stipulate these articles should not contain, or these articles do not contain a provision which the ASX Listing Rules stipulate these articles should contain) the directors will take advice in respect of any actual or possible inconsistency with the ASX Listing Rules and the Ordinance:
- (a) in the event there is no conflict between the relevant ASX Listing Rule and the Ordinance, the directors will cause a general meeting to be held in accordance with these articles so that members can resolve that these articles be amended to the extent necessary to rectify the inconsistency with the ASX Listing Rules;
- (b) in the event there is a conflict between the relevant ASX Listing Rule and the Ordinance, the directors will take reasonable steps to seek and obtain a waiver of the inconsistency from either the ASX or the relevant Hong Kong regulatory authority.

### 135. Share capital and initial shareholdings (on the company's formation)

The total number of shares that the company issued on the company's formation:	10,000 ordinary shares
The name of the founder member:	Zhang Xiao Ran
The total amount of share capital subscribed by the company's founder member:	HKD10,000.00
(i) The amount to be paid up or to be regarded as paid up:	HKD10,000.00
(ii) The amount to remain unpaid or to be regarded as remaining unpaid:	HKD0.00